

File No. 150994

Committee Item No. 1
Board Item No. 65

COMMITTEE/BOARD OF SUPERVISORS
AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date November 9, 2015

Board of Supervisors Meeting

Date 12/8/15

Cmte Board

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Completed by: Linda Wong Date November 6, 2015
Completed by: Linda Wong Date 11/19/15

AMENDED IN COMMITTEE

11/9/15

FILE NO. 150994

RESOLUTION NO.

1 [Golden State Warriors Events Center at Mission Bay - California Environmental Quality Act
2 Findings]

3 **Resolution adopting findings under the California Environmental Quality Act (CEQA)**
4 **and the CEQA Guidelines, including the adoption of a mitigation monitoring and**
5 **reporting program and a statement of overriding considerations, in connection with the**
6 **development of the Golden State Warriors Event Center and Mixed-Use Development at**
7 **Mission Bay South Blocks 29-32 and the Mission Bay South Redevelopment Plan.**

8
9 WHEREAS, The Board of Supervisors makes the following findings in compliance with
10 the California Environmental Quality Act ("CEQA"), California Public Resources Code,
11 Sections 21000, et seq., and the CEQA Guidelines, 14 Cal. Code Reg. Code, Sections 15000,
12 et seq. ("CEQA Guidelines); and

13 WHEREAS, The proposed project is the Golden State Warriors Event Center and
14 Mixed-Use Development at Mission Bay South Blocks 29-32 and related actions ("Project").
15 The Project Sponsor is GSW Arena LLC ("GSW"), an affiliate of the Golden State Warriors,
16 LLC, which owns and operates the Golden State Warriors National Basketball Association
17 team; and

18 WHEREAS, GSW proposes to construct a multi-purpose event center and a variety of
19 mixed uses, including office, retail, open space, and structured parking on an approximately
20 11-acre site on Blocks 29-32; and

21 WHEREAS, The Project site is bounded by South Street on the north, Third Street on
22 the west, 16th Street on the south, and by the future planned realigned Terry A. Francois
23 Boulevard on the east; and

1 WHEREAS, The San Francisco Office of Community Investment and Infrastructure
2 (“OCII”), successor to the San Francisco Redevelopment Agency, is the lead agency, as such
3 term is defined in Public Resources Code Section 21067, that administers environmental
4 review for private projects in the Mission Bay North and South Redevelopment Plan Areas in
5 compliance with the requirements of CEQA; and

6 WHEREAS, OCII has provided for appropriate public hearings before the OCII
7 Commission; and

8 WHEREAS, The City and County of San Francisco, including the Board of Supervisors,
9 Mayor, and various agencies, boards, commissions, and departments, will take a variety of
10 approval actions related to the Project acting in its and their capacity as a responsible agency
11 as such term is defined in CEQA, Public Resources Code, Section 21069, and CEQA
12 Guidelines Section 15381; and

13 WHEREAS, On June 5, 2015, OCII released for public review and comment the Draft
14 Subsequent Environmental Impact Report for the Project, (OCII Case No. ER 2014-919-97,
15 Planning Department Case No. 2014.1441E, State Clearinghouse No. 2014112045, the
16 “GSW DSEIR”); and

17 WHEREAS, This document is tiered from the certified Mission Bay Final Subsequent
18 Environmental Impact Report that the Redevelopment Agency and City and County of San
19 Francisco certified on September 17, 1998 (State Clearinghouse Number 97092068, the
20 “Mission Bay SEIR”); and

21 WHEREAS, The Mission Bay SEIR document provided programmatic environmental
22 review of the overall Mission Bay Redevelopment Plan (consisting of the approximately 300-
23 acre Mission Bay North and South Redevelopment Plan Areas); and

1 WHEREAS, The OCII Commission held a public hearing on the GSW DSEIR on June
2 30, 2015, and received written public comments until 5:00 pm on July 27, 2015, for a total of
3 52 days of public review; and

4 WHEREAS, OCII prepared a Final Subsequent Environmental Impact Report
5 ("FSEIR") for the Project consisting of the GSW DSEIR, the comments received during the
6 review period, any additional information that became available after the publication of the
7 GSW DSEIR, and the Draft Summary of Comments and Responses, all as required by law,
8 copies of which are on file with the Clerk of the Board in File No. 150994 and are incorporated
9 herein by reference; and

10 WHEREAS, The FSEIR files and other Project-related OCII files have been available
11 for review by this Board of Supervisors and the public through the Clerk's Office and at
12 www.gsweventcenter.com, and those files are part of the record before this Board of
13 Supervisors; and

14 WHEREAS, On November 3, 2015, the OCII Commission reviewed and considered the
15 FSEIR and, by Resolution No. 69-2015, found that the contents of said report and the
16 procedures through which the FSEIR was prepared, publicized, and reviewed complied with
17 the provisions of CEQA and the CEQA Guidelines; and

18 WHEREAS, By Resolution No. 69-2015, the OCII Commission found that the FSEIR
19 was adequate, accurate, and objective, reflected the independent judgment and analysis of
20 the OCII Commission and that the summary of Comments and Responses neither contained
21 nor required significant revisions to the GSW DSEIR; and

22 WHEREAS, By Resolution Nos. 69-2015 and 70-2015, the OCII Commission adopted
23 findings that the Project will have significant and unavoidable impacts on (1) transportation
24 and circulation; (2) noise; (3) air quality; (4) wind; and (5) utilities; and
25

1 WHEREAS, By Resolution No. 69-2015, the OCII Commission certified the completion
2 of the FSEIR in compliance with CEQA and the CEQA Guidelines. Said certification included
3 minor technical errata as set forth in the November 3, 2015 memorandum from Environmental
4 Science Associates to OCII Deputy Director Sally Oerth. The OCII Commission Resolution
5 and errata memorandum are on file with the Clerk of the Board in File No. 150994; and

6 WHEREAS, On November 3, 2015, after a duly noticed public hearing, the San
7 Francisco Municipal Transportation Agency ("SFMTA") Board of Directors, adopted
8 Resolution No. 15-154 that approved certain components of the Project and adopted
9 environmental findings. Said Resolution is on file with the Clerk of the Board in File No.
10 150994; and

11 WHEREAS, OCII Commission as lead agency in its Resolution No. 70-2015 and the
12 SFMTA Board, acting as a responsible agency, in its Resolution No. 15-154 each adopted
13 findings, as required by CEQA ("CEQA Findings"), including among other elements an
14 Attachment that presents a description of the Project, its variants, Project actions ("Actions"),
15 mitigation measures, significant environmental impacts analyzed in the FSEIR, rejection of
16 alternatives, overriding considerations for approving the Project, and an Exhibit containing the
17 mitigation monitoring and reporting program that includes the abovementioned errata, which
18 material was made available to the public and this Board of Supervisors for the Board of
19 Supervisors' review, consideration, and actions; and

20 WHEREAS, These CEQA Findings are on file with the Clerk of the Board of
21 Supervisors in File No. 150994 and incorporated herein by reference; now, therefore, be it

22 RESOLVED, That the Board of Supervisors has reviewed and considered OCII
23 Commission Resolution No. 69-2015 certifying the FSEIR and finding the FSEIR adequate,
24 accurate, and objective, and reflecting the independent judgment and analysis of the OCII
25 Commission, and incorporates the same herein by reference; and, be it

1 FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered
2 the SFMTA Board Resolution No. 15-154 approving certain components of the Project and
3 adopting CEQA Findings, and incorporates the SFMTA Board's Resolution herein by
4 reference; and, be it

5 FURTHER RESOLVED, That the Board of Supervisors finds that (1) modifications
6 incorporated into the Project and reflected in the Actions will not require major revisions to the
7 FSEIR due to the involvement of new significant environmental effects or a substantial
8 increase in the severity of previously identified significant effects; (2) no substantial changes
9 have occurred with respect to the circumstances under which the Project or the Actions are
10 undertaken that would require major revisions to the FSEIR due to the involvement of new
11 significant environmental effects, or a substantial increase in the severity of effects identified
12 in the FSEIR; and (3) no new information of substantial importance to the Project or the
13 Actions has become available that would indicate (a) the Project or the Actions will have
14 significant effects not discussed in the FSEIR; (b) significant environmental effects will be
15 substantially more severe; (c) mitigation measures or alternatives found not feasible, which
16 would reduce one or more significant effects, have become feasible, but the project sponsor
17 has declined to adopt them; or (d) mitigation measures or alternatives, which are considerably
18 different from those in the FSEIR, would substantially reduce one or more significant effects
19 on the environment, but the project sponsor has declined to adopt them; and, be it

20 FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered
21 the FSEIR and hereby adopts as its own the SFMTA Board's CEQA Findings including its
22 Attachment and the statement of overriding considerations along with the mitigation
23 monitoring and reporting program contained in an Exhibit; and, be it
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FURTHER RESOLVED, These CEQA Findings are on file with the Clerk of the Board of Supervisors in File No. 150994 and are incorporated by reference as though fully set forth herein.

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 Suite 800
 San Francisco, CA 94108
 415.896.5900 phone
 415.896.0332 fax

www.esassoc.com

memorandum

date November 3, 2015

to Sally Oerth, Office of Community Investment and Infrastructure
 Chris Kern, San Francisco Planning Department, Major Environmental Analysis

from Paul Mitchell, Environmental Science Associates
 Joyce Hsiao, Orion Environmental Associates

subject Revised Errata for Responses to Comments Document and Mitigation Monitoring and Reporting Program (MMRP) for the Subsequent Environmental Impact Report the Event Center and Mixed-Use Development at Mission Bay Blocks 29-32
 OCII Case No. ER 2014-919-97 / SF Planning Department Case No. 2014.1441E
 Issued on October 23, 2015

Below please find corrections to the above-referenced document to rectify editorial errors. New text is shown in underline and newly deleted text is shown in strikethrough (~~strikethrough~~) format:

Volume 5, Responses to Comments Document, Table 1-2, Revised, Chapter 14, page 14-10, and in the MMRP, the fifth bullet under Mitigation Measure M-TR-9d is clarified as follows:

Impact	Significance Determination	Mitigation Measure or Improvement Measure
Impact TR-9d: Certain project specialized exterior lighting could adversely affect UCSF helipad flight operations	LSM	Mitigation Measure M-TR-9d: Event Center Exterior Lighting Plan [only partial text shown] <ul style="list-style-type: none"> Avoid the use of light configurations similar to those associated with the UCSF helipad landing area, <u>and where feasible</u>, locate primary outdoor lighted displays and television/lighted screens away from the project property line at 16th Street, South Street, or Third Street, where feasible

Volume 5, Responses to Comments Document, Table 1-2, Revised, Chapter 14, page 14-25, and in the MMRP, the word "Municipal" is replaced with the word "Police":

Impact	Significance Determination	Mitigation Measure or Improvement Measure
Impact NO-4 (cont.)		<p>Mitigation Measure M-NO-4b: Noise Control Plan for Place of Entertainment Permit</p> <p>As part of the Place of Entertainment Permit process, the project sponsor shall develop and implement a Noise Control Plan for operations at the proposed entertainment venue to reduce the potential for noise impacts from interior event noise. This Noise Control Plan shall, at a minimum, contain the following elements:</p> <ul style="list-style-type: none"> • The project sponsor shall comply with noise controls and restrictions in applicable entertainment permit requirements. • The establishment shall provide adequate ventilation within the structures such that doors and/or windows are not left open for such purposes resulting in noise emission from the premises. • There shall be no noise audible outside the establishment during the daytime or nighttime hours that violates the San Francisco Police Municipal Code Section 49 or 2900 et. seq. Further, no sound from the establishment shall be audible inside any surrounding residences or businesses that violates San Francisco Police Code section 2900 et seq. • Permit holder shall take all reasonable measures to ensure the sidewalks adjacent to the premises are not blocked or unnecessarily affected by patrons or employees due to the operations of the premises and shall provide security whenever patrons gather outdoors. <p>Permit holder shall provide a cell phone number to all interested neighbors that will be answered at all times by a manager or other responsible person who has the authority to adjust volume and respond to other complaints whenever entertainment is provided.</p>

Volume 5, Responses to Comments Document, Table 1-2, Revised, Chapter 14, page 14-29, and in the MMRP, the first sentence of the first numbered item under Mitigation Measure M-AQ-2a is clarified as follows. The same change is made on page 13.13-68, Chapter 13 of the Responses to Comments Document:

Impact	Significance Determination	Mitigation Measure or Improvement Measure
Impact AQ-2: During project operations, the proposed project would result in emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.	SUM	<p>Mitigation Measure M-AQ-2b: Emission Offsets</p> <p>[only partial text shown]</p> <p>1. Pay a mitigation offset fee to the Bay Area Air Quality Management District's (BAAQMD) Strategic Incentives Division in an amount no less than not to exceed \$18,030 per weighted ton of ozone precursors per year requiring emissions offsets plus a 5 percent administrative fee to fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin (SFBAAB).</p>

Volume 5, Responses to Comments Document, Table 1-2, Revised, Chapter 14, page 14-49, the following was inadvertently omitted from the summary table and should be inserted after Impact BI-4:

Impact	Significance Determination	Mitigation Measure or Improvement Measure
<u>Impact BI-5: The proposed project would not conflict with any applicable local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance.</u>	LS	<u>No mitigation required.</u>

Volume 5, Responses to Comments Document, Chapter 14, page 14-113, the word "Municipal" is replaced with the word "Police":

- There shall be no noise audible outside the establishment during the daytime or nighttime hours that violates the San Francisco ~~Police Municipal~~ Code Section 49 or 2900 et. seq. Further, ~~absolutely~~ no sound from the establishment shall be audible inside any surrounding residences or businesses that violates San Francisco Police Code section 2900 et. seq.

Volume 5, Responses to Comments Document, Chapter 14, page 14-138, Sally Oerth, OCII Deputy Director is added to the list of SEIR Authors:

Office of Community Investment and Infrastructure
(Successor to the San Francisco Redevelopment Agency)
One South Van Ness Avenue
San Francisco, CA 94103

- Executive Director: Tiffany Bohee
- Deputy Director: Sally Oerth
- Project Manager: Catherine Reilly
- Associate Planner: Immanuel Bereket

The MMRP page MMRP-2, fourth full paragraph, first sentence, is revised as follows:

A summary of the project's Transportation Management Plan (TMP) is included as Table D, ~~and the full TMP is included as Attachment 1.~~

The MMRP page MMRP-60, Table D, first row, first column, is revised as follows:

Transportation Management Plan (TMP) and updates
(See Attachment 1, May 2015)

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 69-2015

Adopted November 3, 2015

CERTIFYING THE FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT FOR THE GOLDEN STATE WARRIORS EVENT CENTER AND MIXED-USE DEVELOPMENT ON BLOCKS 29-32 IN MISSION BAY SOUTH UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT ("CEQA") AND THE CEQA GUIDELINES; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

- WHEREAS, The Commission on Community Investment and Infrastructure, ("Commission"), the successor agency to the San Francisco Redevelopment Agency ("Successor Agency"), takes the following certification action in compliance with the California Environmental Quality Act ("CEQA"), the California Public Resources Code Sections 21000 et seq., and the CEQA Guidelines, 14 Cal. Code Reg. Sections 15000 et seq. ("CEQA Guidelines") and acting in its capacity as lead agency under CEQA Section 21067; and,
- WHEREAS, On September 17, 1998, the Commission of the former Redevelopment Agency of the City and County of San Francisco ("Redevelopment Commission") by Resolution No. 182-98, and the San Francisco Planning Commission, by Resolution No. 14696, together acting as co-lead agencies for conducting environmental review for the Redevelopment Plans for the Mission Bay North Redevelopment Project Area and the Mission Bay South Redevelopment Project Area (the "Plans"), the Mission Bay North Owner Participation Agreement ("North OPA") and the Mission Bay South Owner Participation Agreement ("South OPA"), and other permits, approvals and related and collateral actions (the "Mission Bay Project"), certified the Final Subsequent Environmental Impact Report ("Mission Bay FSEIR") (State Clearinghouse Number 97092068), as a program EIR for Mission Bay North and South pursuant to CEQA and CEQA Guidelines Sections 15168 (Program EIR) and 15180 (Redevelopment Plan EIR). The Mission Bay FSEIR document provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the approximately 300-acre Mission Bay North and South Redevelopment Plan Areas); and,
- WHEREAS, On the same day, the Redevelopment Commission adopted Resolution No. 183-98, which adopted environmental findings, including a mitigation monitoring and reporting program ("MMRP") and a statement of overriding considerations, in connection with the approval of the Plans and other Mission Bay Project approvals, and adopted Resolution No. 190-98, approving the Redevelopment Plan for the Mission Bay South Redevelopment Project Area ("Plan") and Resolution No. 193-98 authorizing execution of the South OPA and related documents between the Redevelopment Agency and the Mission Bay Master Developer (originally Catellus Development Corporation and now FOCIL-MB, LLC, the successor to Catellus Development Corporation); and,

WHEREAS, On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the Mission Bay FSEIR by the Planning Commission and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings, including an MMRP and a statement of overriding considerations, for the Mission Bay Project. On November 2, 1998, the San Francisco Board of Supervisors (“Board of Supervisors”), by Ordinance No. 335-98, adopted the Plans; and,

WHEREAS, On February 1, 2012, state law dissolved the Former Redevelopment Agency and required the transfer of certain of its assets and obligations to the Successor Agency, and on June 27, 2012, state law clarified that successor agencies are separate public entities, Cal. Health & Safety Code §34170 et seq. (“Redevelopment Dissolution Law”); and,

WHEREAS, Redevelopment Dissolution Law required creation of an oversight board to the successor agency and provided that with approval from its oversight board and the State Department of Finance (“DOF”), a successor agency may continue to implement “enforceable obligations” such as existing contracts, bonds and leases, that were executed prior to the suspension of redevelopment agencies’ activities. On January 24, 2014, DOF finally and conclusively determined that the Mission Bay North and South Owner Participation Agreements and Mission Bay Tax Increment Allocation Pledge Agreements are enforceable obligations pursuant to Health and Safety Code Section 34177.5(i); and,

WHEREAS, On October 2, 2012, the Board of Supervisors of the City, acting as the governing body of the Successor Agency, adopted Ordinance No. 215-12 (the “Implementing Ordinance”), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that the Successor Agency is a separate legal entity from the City, and (b) established this Commission and the Office of Community Investment and Infrastructure (“OCII”) and delegated to the Commission the authority to (i) act in place of the Redevelopment Agency Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency’s enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approval, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that this Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors’ delegation to this Commission includes the authority to act as the lead agency that administers environmental review for private projects in Mission Bay North and South Redevelopment Plan Areas in compliance with the requirements of CEQA and the CEQA Guidelines, including CEQA Section 21067; and,

WHEREAS, The proposed project is the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32, with the MUNI UCSF/Mission Bay Station Variant and the Third Street Plaza variant, and related actions ("Event Center Project" or "Project"), as described in Chapter 3 of the Final Subsequent Environmental Impact Report ("FSEIR"). The Project Sponsor is GSW Arena LLC ("GSW"), an affiliate of the Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association team. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space, and structured parking on an approximately 11-acre site on Bocks 29-32. The Project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east; and

WHEREAS, In compliance with CEQA and the CEQA Guidelines, OCII determined that the Project required preparation of a Subsequent Environmental Impact Report and OCII provided public notice of that determination to governmental agencies and organizations and persons interested in the proposed project on November 19, 2014, initiating a 30-day public scoping period, which ended on December 19, 2014 and included a public scoping meeting on December 9, 2014.

WHEREAS, On June 5, 2015, OCII published and circulated the Draft Subsequent Environmental Impact Report (hereinafter "GSW DSEIR") to local, state, and federal agencies and to interested organizations and individuals. In addition, electronic copies of the GSW DSEIR were made available for public review on the OCII website and paper copies of the GSW DSEIR were made available for public review at OCII (1 South Van Ness Avenue, 5th Floor), the San Francisco Planning Department (1660 Mission Street, 1st Floor, Planning Information Counter), the San Francisco Main Library (100 Larkin Street) and San Francisco Library, Mission Bay Branch (960 4th Street).

WHEREAS, Notices of availability of the GSW DSEIR and of the date and time of the public hearing were posted near the project site and published in a newspaper of general circulation in San Francisco on June 5, 2015.

WHEREAS, On October 23, 2015, OCII published the Final Subsequent Environmental Impact Report ("FSEIR") for the Event Center Project consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the Responses to Comments document, all as required by law, copies of which are available through the Secretary of the Commission and at www.gsweventcenter.com, and are incorporated herein by reference; and,

WHEREAS, The administrative record that contains the GSW DSEIR, the FSEIR and all documents related to, or relied on in the preparation thereof has been prepared by OCII in accordance with the Jobs and Economic Improvement through Environmental Leadership Act (AB 900). Governor Jerry Brown certified the proposed project as an environmental leadership development project under this Act on April 30, 2015, and on May 27, 2015, the Joint Legislative Budget

Committee concurred with this certification. Therefore, this project is eligible for streamlined judicial review. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at OCII at 1 South Van Ness Avenue, 5th Floor, can be found at www.gsweventcenter.com and are part of the record before the Commission; now therefore be it,

RESOLVED, The Commission hereby certifies the Final Environmental Impact Report identified as OCII Case No. ER-2014-919-97 (also identified as Planning Department Case No. 2014.1441E and State Clearinghouse No. 2014112045), Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 (hereinafter "Project"), based upon the following findings:

1. The Commission has reviewed and considered the FSEIR and hereby does find that the contents of said report and the procedures through which the FSEIR was prepared, publicized, and reviewed comply with the provisions of CEQA and the CEQA Guidelines.
2. The Commission hereby does find that the FSEIR concerning Case No. ER-2014-919-97, Event Center and Mixed-Use Development at Mission Bay Blocks 29-32, reflects its independent judgment and analysis, is adequate, accurate and objective, and that the Comments and Responses document contains no significant revisions to the GSW DSEIR, and hereby does certify the completion of said FSEIR in compliance with CEQA and the CEQA Guidelines.
3. The Commission, in certifying the completion of said FSEIR, hereby does find that the Project:
 - A. Will have a significant and unavoidable project-specific effect on the environment in the following areas:
 - 1) On days without a SF Giants game at AT&T Park:
 - a) Increased traffic congestion and traffic impacts at seven intersections that would operate at LOS E or LOS F.
 - b) Increased traffic congestion and traffic impacts at one freeway ramp location that would operate at LOS E or LOS F.
 - c) A substantial increase in transit demand that could not be accommodated by regional transit capacity that would result in a significant impact to North Bay and South Bay regional transit service (Caltrain, Golden Gate Transit and Water Emergency Transportation Authority (WETA)).
 - 2) On days with overlapping evening events at the project site and at

AT&T Park:

- a) Increased traffic and traffic impacts at ten additional intersections that would operate at LOS E or LOS F.
 - b) Increased traffic and traffic impacts at three freeway ramp locations that would operate at LOS E or LOS F.
 - c) A substantial increase in transit demand that could not be accommodated by regional transit capacity would result in a significant impact to East Bay, North Bay and South Bay regional transit service (Bay Area Rapid Transit, Caltrain, Golden Gate transit and WETA).
- 3) Without implementation of the Muni Special Event Transit Service Plan:
- a) Increased traffic congestion and traffic impacts at nine intersections that would operate at LOS E or LOS F.
 - b) Increased traffic congestion and traffic impacts at three freeway ramp locations that would operate at LOS E or LOS F.
 - c) Transit service operation impacts on the Muni T Third light rail line and the 22 Fillmore bus route.
 - d) Capacity utilization standard exceedances for Caltrain, Golden Gate Transit and WETA.
- 4) Increased ambient noise levels due to increased vehicular traffic along local roadways in the project vicinity and to crowd noise associated with events at the event center.
- 5) Construction-related emissions of criteria air pollutants (reactive organic gases and nitrogen oxides) that would exceed applicable significance thresholds.
- 6) Long-term operational emissions of criteria air pollutants (ROG and NOx) that would exceed applicable significance thresholds in connection with project operations, from sources including new vehicle trips, maintenance and operation of standby diesel generators, boilers and area sources such as landscape equipment and use of consumer products.

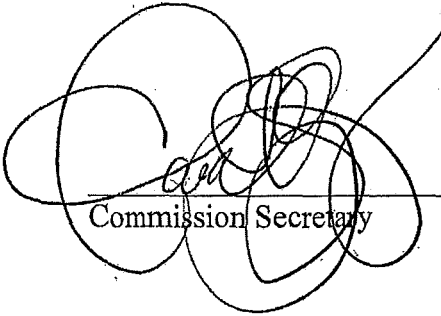
B. Will result in unavoidable cumulatively considerable contributions to the following significant cumulative effects on the environment:

- 1) During peak hours, cumulative increased traffic congestion and

traffic impacts at 16 intersections that would operate at LOS E or LOS F.

- 2) Cumulative increased traffic congestion and traffic impacts at three freeway ramp locations that would operate at LOS E or LOS F.
 - 3) Cumulative capacity utilization exceedances for BART, Caltrain, Golden Gate Transit and WETA.
 - 4) Increased cumulative roadway traffic noise in the project vicinity.
 - 5) Increased cumulative construction-related and operational emissions of criteria air pollutants that would exceed applicable significance thresholds.
 - 6) Cumulative wastewater flows that could exceed the capacity of the Mariposa Pump Station and associated force mains and conveyance piping, and construction impacts resulting from future construction of improvements to the Mariposa Pump Station and associated facilities to expand wastewater treatment capacity.
4. The Commission has reviewed and considered the information contained in the FSEIR prior to approving the Project.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of November 3, 2015.



Commission Secretary

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 70-2015

ADOPTING ENVIRONMENTAL REVIEW FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (“CEQA”) AND THE CEQA GUIDELINES, INCLUDING THE ADOPTION OF A MITIGATION MONITORING AND REPORTING PROGRAM AND A STATEMENT OF OVERRIDING CONSIDERATION IN CONNECTION WITH THE DEVELOPMENT OF THE GOLDEN STATE WARRIORS EVENT CENTER AND MIXED-USE DEVELOPMENT AT MISSION BAY SOUTH BLOCKS 29-32; MISSION BAY SOUTH REDEVELOPMENT AREA

- WHEREAS, The Commission on Community Investment and Infrastructure, (“Commission”), the successor agency to the San Francisco Redevelopment Agency (“Successor Agency”), makes the following findings in compliance with the California Environmental Quality Act (“CEQA”), the California Public Resources Code Sections 21000 et seq., and the CEQA Guidelines, 14 Cal. Code Reg. Sections 15000 et seq. (“CEQA Guidelines”) and acting in its capacity as lead agency under CEQA Section 21067; and,
- WHEREAS, On September 17, 1998, the Commission of the former Redevelopment Agency of the City and County of San Francisco (“Redevelopment Commission”) by Resolution No. 182-98, and the San Francisco Planning Commission, by Resolution No. 14696, together acting as co-lead agencies for conducting environmental review for the Redevelopment Plans for the Mission Bay North Redevelopment Project Area and the Mission Bay South Redevelopment Project Area (the “Plans”), the Mission Bay North Owner Participation Agreement (“North OPA”) and the Mission Bay South Owner Participation Agreement (“South OPA”), and other permits, approvals and related and collateral actions (the “Mission Bay Project”), certified the Final Subsequent Environmental Impact Report (“Mission Bay FSEIR”) (State Clearinghouse Number 97092068), as a program EIR for Mission Bay North and South pursuant to CEQA and CEQA Guidelines Sections 15168 (Program EIR) and 15180 (Redevelopment Plan EIR). The Mission Bay FSEIR document provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the approximately 300-acre Mission Bay North and South Redevelopment Plan Areas); and,
- WHEREAS, On the same day, the Redevelopment Commission adopted Resolution No. 183-98, which adopted environmental findings, including a mitigation monitoring and reporting program (“MMRP”) and a statement of overriding considerations, in connection with the approval of the Plans and other Mission Bay Project approvals, and adopted Resolution No. 190-98, approving the Redevelopment Plan for the Mission Bay South Redevelopment Project Area (“Plan”) and Resolution No. 193-98 authorizing execution of the South OPA and related documents between the Redevelopment Agency and the Mission Bay Master

Developer (originally Catellus Development Corporation and now FOCIL-MB, LLC, the successor to Catellus Development Corporation); and,

WHEREAS, On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the Mission Bay FSEIR by the Planning Commission and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings, including an MMRP and a statement of overriding considerations, for the Mission Bay Project. On November 2, 1998, the San Francisco Board of Supervisors (“Board of Supervisors”), by Ordinance No. 335-98, adopted the Plans; and,

WHEREAS, On February 1, 2012, state law dissolved the Former Redevelopment Agency and required the transfer of certain of its assets and obligations to the Successor Agency, and on June 27, 2012, state law clarified that successor agencies are separate public entities, Cal. Health & Safety Code §34170 et seq. (“Redevelopment Dissolution Law”); and,

WHEREAS, Redevelopment Dissolution Law required creation of an oversight board to the successor agency and provided that with approval from its oversight board and the State Department of Finance (“DOF”), a successor agency may continue to implement “enforceable obligations” such as existing contracts, bonds and leases, that were executed prior to the suspension of redevelopment agencies’ activities. On January 24, 2014, DOF finally and conclusively determined that the Mission Bay North and South OPAs and Mission Bay Tax Increment Allocation Pledge Agreements are enforceable obligations pursuant to Health and Safety Code Section 34177.5(i); and,

WHEREAS, On October 2, 2012, the Board of Supervisors of the City, acting as the governing body of the Successor Agency, adopted Ordinance No. 215-12 (the “Implementing Ordinance”), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that the Successor Agency is a separate legal entity from the City, and (b) established this Commission and the Office of Community Investment and Infrastructure (“OCII”) and delegated to the Commission the authority to (i) act in place of the Redevelopment Agency Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency’s enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approval, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that this Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors’ delegation to this Commission includes the authority to act as the lead agency that administers environmental review for projects in Mission Bay North and South Redevelopment Plan Areas in compliance with the

requirements of CEQA and the CEQA Guidelines, including CEQA Section 21067; and,

WHEREAS, The proposed project is the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32, with the MUNI UCSF/Mission Bay Station Variant and the Third Street Plaza variant, and related actions (“Event Center Project” or “Project”), as described in Chapter 3 of the Final Subsequent Environmental Impact Report (“FSEIR”). The Project Sponsor is GSW Arena LLC (“GSW”), an affiliate of the Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association team. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space, and structured parking on an approximately 11-acre site on Bocks 29-32. The Project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east; and

WHEREAS, To implement the project, the Commission must take several actions including the approval of a new Major Phase, Basic Concept Design, and Schematic Design for Blocks 29-32; and amendments to the Mission Bay South Design for Development, Streetscape Plan and Signage Master Plan; and,

WHEREAS, The Executive Director also must take approval actions related to the project, including, without limitation, the approval of secondary use determination, approval of minor infrastructure plan amendments, and finding the subdivision map and irrevocable offer/easement vacations are consistent with the Mission Bay South Plan; and,

WHEREAS, OCII issued a Notice of Preparation, including an Initial Study on November 19, 2014; and,

WHEREAS, On June 5, 2015, OCII released for public review and comment the Draft Subsequent Environmental Impact Report for the Project, (OCII Case No. ER 2014-919-97, Planning Department Case No. 2014.1441E, State Clearinghouse No. 2014112045, the “GSW DSEIR”), which tiers from the Mission Bay FSEIR as provided by CEQA Guidelines Section 15168(c); and

WHEREAS, The Commission held a public hearing on the GSW DSEIR on June 30, 2015, and received written public comments until 5:00 pm on July 27, 2015, for a total of 52 days of public review; and

WHEREAS, On October 23, 2015, OCII published the FSEIR for the Event Center Project consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the Draft Summary of Comments and Responses, all as required by law, copies of which are available through the Secretary of the Commission and at www.gsweventcenter, and are incorporated herein by reference; and,

WHEREAS, The administrative record that contains the GSW DSEIR, the FSEIR and all documents related to, or relied on in the preparation thereof has been prepared by OCII in accordance with the Jobs and Economic Improvement through Environmental Leadership Act (AB 900). Governor Jerry Brown certified the proposed project as an environmental leadership development project under this Act on April 30, 2015, and on May 27, 2015, the Joint Legislative Budget Committee concurred with this certification. Therefore, this project is eligible for streamlined judicial review. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at OCII at 1 South Van Ness Avenue, 5th Floor, can be found at www.gsweventcenter.com and are part of the record before the Commission, and are incorporated in this resolution by this reference; and

WHEREAS, On November 3, 2015, the Commission reviewed and considered the FSEIR and, by Resolution No. 69-2015, which is incorporated in this resolution by this reference, found that the FSEIR was prepared, publicized and reviewed in compliance with CEQA and the CEQA Guidelines, reflects its independent judgment and analysis, is adequate, accurate and objective, and the Comments and Responses document contains no significant revisions to the DSEIR; and certified the FSEIR in compliance with CEQA; and,

WHEREAS, OCII has prepared proposed Findings, as required by CEQA, regarding the alternatives, mitigation measures and significant environmental impacts analyzed in the FSEIR, overriding consideration for approving the Project, denoted as Exhibit A, and a proposed mitigation monitoring and reporting program denoted as Exhibit B, on file with the OCII Secretary and the San Francisco Planning Department under Case No. 2014.1441E, attached and incorporated in this resolution by this reference; now therefore be it

RESOLVED, That the Commission has reviewed and considered the FSEIR in relation to the Project actions associated with the Event Center Project that are before it and hereby adopts the Project CEQA Findings attached hereto as Exhibit A, including a statement of overriding considerations and the rejection of infeasible alternatives, and including as Exhibit B, the Mitigation Monitoring and Reporting Program; and

RESOLVED, That the Executive Director is authorized to take any and all actions necessary to implement the Mitigation Monitoring and Reporting Program, attached hereto as Exhibit B, including, but not limited to, entering into agreements with the City and County of San Francisco to provide services assisting OCII with implementation duties.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of November 3, 2015.

Commission Secretary

Exhibit A: Environmental Review Findings

Exhibit B: Mitigation Monitoring and Review Program

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
BOARD OF DIRECTORS

RESOLUTION No. _____

WHEREAS, GSW Arena LLC (GSW), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association (NBA) team (including any successor owner or operator of the Event Center) (the "Project Sponsor"), has proposed to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking on an approximately 11-acre site on Blocks 29-32 within the Mission Bay South Redevelopment Plan Area of San Francisco; and,

WHEREAS, The Office of Community Investment and Infrastructure, successor to the former Redevelopment Agency of the City and County of San Francisco ("OCII"), in accordance with the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq. ("CEQA"), and acting in its capacity as lead agency as defined in Public Resources Code Section 21067, prepared a Final Subsequent Environmental Impact Report ("FSEIR") for the proposed Golden State Warriors Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 (the "Event Center Project") consisting of the Draft Subsequent Environmental Impact Report ("GSW DSEIR"), the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the Draft Summary of Comments and Responses, all as required by law, copies of which are available through the Secretary of the SFMTA Board of Directors and at www.gsweventcenter, and are incorporated herein by reference; and,

WHEREAS, On _____ 2015, the Commission on Community Investment and Infrastructure reviewed and considered the FSEIR and certified the FSEIR in compliance with CEQA; and,

WHEREAS, The FSEIR files, other Project-related OCII files, and other materials have been available for review by the SFMTA Board of Directors and the public with the OCII Board Secretary at One South Van Ness Avenue, 5th Floor, San Francisco, CA 94103, through the SFMTA Board Secretary, which files are incorporated herein by reference and made part of the record before this Board; and,

WHEREAS, The SFMTA Board of Directors, acting in its capacity as a responsible agency under CEQA, Public Resources Code Section 21069, has reviewed and considered the information contained in the FSEIR for the Event Center Project; and,

WHEREAS, The SFMTA Board of Directors has also reviewed and considered a Transportation Service Plan, Local/Hospital Access Plan, and Designated Overlapping Event Transportation Strategies, as such terms are described below, and other measures, including measures by the Event Center Project's sponsor, to address transportation conditions relating to the Event Center Project; and,

WHEREAS, The Transportation Service Plan collectively refers to the Muni Special Event Transit Service Plan, the Transit Network Improvements (procurement of four light rail vehicles, extending and raising the northbound passenger platform or the variant for a center platform, constructing crossover tracks, among other capital expenditures), and the Event Transportation Management Strategies (including staffing of parking control officers), as more particularly described in a letter from the Director of Transportation to the OCII Executive Director dated May 15, 2015 (“May 2015 Director Letter”), and a supplemental letter dated October 6, 2015 (“Supplemental Director Letter”), which letters are incorporated by reference as though fully set forth; and,

WHEREAS, The Local/Hospital Access Plan is comprised of a variety of actions (identified in Enclosure 5 to the staff report for this matter at the November 3, 2015 SFMTA Board meeting) to facilitate movements in and out to residents of the Mission Bay Area and employees of the University of California at San Francisco (“UCSF”) that would be implemented for the pre-event period for large weekday evening events at the Event Center (those events with more than 12,500 attendees that start between 6:00 and 8:00 pm, on average); and,

WHEREAS, The Designated Overlapping Event Transportation Strategies are included in the FSEIR as part of Mitigation Measure TR-11c and incorporated herein by reference as though fully set forth; these Strategies will assist to manage traffic flows and minimize congestion associated with non-Golden State Warriors events of 12,500 or more attendees overlapping with San Francisco Giants regular season evening games at AT&T Park (during weekday peak pre-event period, with overlapping events starting between 6:00 and 8:00 pm, on average) and to incentivize event attendees and UCSF employees to use alternatives to the private automobile; and

WHEREAS, The SFMTA Board of Directors acknowledges that the Board of Supervisors will consider an ordinance (the “Fund Ordinance”) amending the Administrative Code to establish a special reserve fund within the General Fund called the Mission Bay Transportation Improvement Fund (the “Fund”) to pay for City services and the costs of financing capital improvements addressing transportation and other needs of the community in connection with events at the Event Center Project; and,

WHEREAS, The SFMTA Board of Directors expects that monies available in the Fund, together with revenues generated by the Event Center Project that are dedicated to the SFMTA under the Charter, will more than cover the SFMTA’s operating costs and costs of financing capital investments associated with implementing the Transportation Service Plan, the Local/Hospital Access Plan, and the Designated Overlapping Event Transportation Strategies; and,

WHEREAS, UCSF and the Event Center Project Sponsor requested that the City and County of San Francisco establish an advisory committee (the “Advisory Committee”) to advise on use of the Fund and also identify data collection measures that could inform strategies to make hospital employee travel times more predictable, better manage staff work shift transitions

for these employees, and facilitate their on-time performance during a specified period for certain overlapping events with large attendance at the Event Center and Giants games AT&T Park; and,

WHEREAS, The Advisory Committee will be tasked with identifying whether traffic congestion affecting access by hospital employees occurs in the pre-event peak period (for this purpose, 6:00 - 7:30 pm) during weekday evenings when there is an event—other than a Warriors game—with more than 12,500 people at the Event Center and a regular season evening Giants game at AT&T Park, based on review of travel time data collected by the SFMTA for specific routes to the UCSF parking garage at 1835 Owens Street, more specifically identified in the Improved Hospital Employee Access Transportation Strategies During Overlapping Events (Enclosure 7 to the staff report for this matter at the November 3, 2015 SFMTA Board meeting), and incorporated by reference as though fully set forth (the “Improved Hospital Employee Access Strategies”); and

WHEREAS, The SFMTA Board of Directors further acknowledges that through the proposed Fund Ordinance, the Board of Supervisors may create an Advisory Committee to be the central City-sponsored community advisory body charged with providing input to the Board of Supervisors, the SFMTA, San Francisco Public Works (“SFPW”), the San Francisco Police Department (“SFPD”) and decision makers regarding use of monies in the Fund, and that the Advisory Committee shall perform the following functions as needed:

(a) Collaborate with the SFMTA on prioritizing the community improvement projects for required uses of the Fund and identifying implementation details as part of the SFMTA’s budget process;

(b) Recommend to the SFMTA uses of the Designated Overlapping Event Reserve established through the Fund Ordinance;

(c) Collaborate with the SFMTA, SFPW, SFPD, and decision makers in the monitoring of the required uses of the Fund, including expenditure of the Designated Overlapping Event Reserve, for the purpose specified in the Fund Ordinance; and,

(d) Review travel time data collected by the SFMTA for routes to the Event Center to determine if traffic conditions associated with the Event Center, especially when there are weekday evening overlapping events with large attendance at the Event Center and AT&T Park, should entail additional City actions and expenditures from the Fund or the Designated Overlapping Event Reserve, and make recommendations to the SFMTA on such actions and expenditures; now, therefore, be it

RESOLVED, That the SFMTA Board of Directors, in relation to the actions set forth herein, adopts all of the following as they relate to the Event Center Project identified in the FSEIR for the Event Center Project:

(a) findings under CEQA, which are attached to this Resolution as Enclosure 2 and incorporated by reference as though fully set forth (the “CEQA Findings”);

(b) the mitigation measures, or designated portions of such measures, and the improvement measures, identified in the CEQA Findings, including, but not limited to, the Designated Overlapping Event Transportation Strategies (collectively the “SFMTA Mitigation and Improvement Measures”);

(c) the Statement of Overriding Consideration in the FSEIR for the Event Center Project, contained in the CEQA Findings; and

(d) the Mitigation Monitoring and Reporting Plan (the “MMRP”), Exhibit 1 to the CEQA Findings, which is incorporated by reference as though fully set forth; and, be it further

RESOLVED, That the SFMTA Board of Directors recognizes and acknowledges that should the Board of Supervisors not adopt the Fund Ordinance, the SFMTA Board of Directors has funds available at its sole discretion that are included in the Expenditure Plan, described below, and adopted as part of this Resolution that will be used to pay for mitigation measures M-TR-6 and M-TR-13 in order to reduce the impacts identified in the FSEIR and the MMRP to a less than significant level;

RESOLVED, That the SFMTA Board of Directors authorizes the Director of Transportation to execute an agreement between the Office of Community Investment and Infrastructure (OCII) and the SFMTA, in which OCII designates the SFMTA as OCII’s representative for the required monitoring and reporting of applicable transportation-related mitigation measures in the MMRP for the Event Center Project, including the SFMTA Mitigation and Improvement Measures, and agrees to reimburse the SFMTA for such services, which agreement will be subject to approval as to form by the City Attorney; and, be it further

RESOLVED, That, subject to obtaining sufficient funding and in accordance with the provisions of this Resolution, the SFMTA Board of Directors approves those elements of the Event Center Project that are under SFMTA jurisdiction, including:

(a) the Transportation Service Plan that is part of the Project description of the Event Center Project in the FSEIR, including the capital expenditures for procuring four light rail vehicles, extending and raising the northbound passenger platform or the variant for a center platform (as determined by the Director of Transportation, in his or her discretion), and constructing crossover tracks, among other capital expenditures; all as identified in the May 2015 Director Letter; and

(b) the Local/Hospital Access Plan, which is incorporated by reference as though fully set forth, to facilitate movement within the Mission Bay area for residents and non-Event Center employees and for University of California at San Francisco hospital employees and patients during the pre-event period for weekday evenings when Warriors games or other events with anticipated attendance of more than 12,500 persons occur at the Event Center; and be it further

RESOLVED, That the SFMTA Board of Directors agrees to seek and expend funds for transportation-related capital and operating costs for the Transportation Service Plan projects

discussed in the May 2015 Director Letter, as well as the Local/Hospital Access Plan, the SFMTA Mitigation and Improvement Measures, and other measures, in accordance with the Expenditure Plan, as set forth in the Supplemental Director Letter, which Expenditure Plan updates and modifies the expenditure plan set forth in the May 2015 Director Letter, provided that implementation of such Expenditure Plan shall be subject to SFMTA's obtaining sufficient funding to pay for such costs consistent with this Resolution and the Fund Ordinance; and, be it further

RESOLVED, That the SFMTA Board of Directors recommends that the Board of Supervisors approve the Fund Ordinance substantially in the form on file with the SFMTA Board of Directors, with any such changes as the SFMTA Director of Transportation may, in his or her discretion, concur in as they affect SFMTA jurisdiction; and, be it further

RESOLVED, That the SFMTA Board of Directors accepts the terms and conditions of the proposed Fund Ordinance that apply to the SFMTA, including, but not limited to, coordinating with SFPW and SFPD in budgeting funds for the Event Center Project, holding a public hearing on the proposed Event Center Project budget in conjunction with the hearing on the SFMTA's regular two-year budget, considering recommendations of the Advisory Committee established under the proposed Fund Ordinance and in accordance with the standards of the Fund Ordinance, and expending funds consistent with the Expenditure Plan and the purpose of the Fund Ordinance; and, be it further

RESOLVED, That the SFMTA Board of Directors directs the Director of Transportation, in consultation with the City Traffic Engineer and the Advisory Committee, to monitor and manage the flow of transit and traffic surrounding the Event Center, including using funds in the Designated Overlapping Event Reserve and also any balance in the Fund that is not then budgeted for other purposes, to prevent any considerable additional traffic congestion from occurring in the pre-event peak period (for this purpose, 6-7:30 p.m.) during weekday evenings when there is an event - other than a Warriors game - with more than 12,500 people at the Event Center and a regular season evening Giants game at AT&T Park, consistent with the Designated Overlapping Event Transportation Strategies; and, be it further

RESOLVED, That the SFMTA Board of Directors delegates to the Director of Transportation, or designee, in his or her discretion and in accordance with the uses set forth in the Designated Overlapping Event Transportation Strategies, the authority to expend monies in the Designated Overlapping Event Reserve, including, but not limited to, executing contracts using such monies, up to the amount in the Designated Overlapping Event Reserve at the time of the expenditure, and requests that the Director of Transportation provide an annual written report to the SFMTA Board of Directors on expenditures from the Designated Overlapping Event Reserve; and, be it further

RESOLVED, If the Advisory Committee finds that a specified additional travel time delay for hospital employees exceeds the median travel time (the "Delay Metric") specified in the Improved Hospital Employee Access Strategies, and the Advisory Committee recommends

using, in addition to the Designated Overlapping Event Reserve, any balance in the Fund that is not budgeted for other purposes under this Resolution and the Fund Ordinance, for services or capital projects to address such occurrence, then the Director of Transportation shall consider approving such recommendations, which approval the Director shall not unreasonably withhold or delay so long as such recommendations are consistent with the Improved Hospital Employee Access Strategies, and the Director shall take such actions as are necessary to seek any required approvals and implement such recommendations; and, be it further

RESOLVED, That the SFMTA Board of Directors authorizes the Director of Transportation to approve any modification to the Delay Metric if the Advisory Committee recommends such modification under the Improved Hospital Employee Access Strategies based on SFMTA data collection and experience in using various strategies to address traffic conditions; and, be it

RESOLVED, That the Director of Transportation shall consult with the Advisory Committee regarding expenditures from the Fund and the Designated Overlapping Event Reserve and send an explanatory report to the SFMTA Board of Directors if the Director determines not to follow particular recommendations of the Advisory Committee; and, be it further

RESOLVED, That the SFMTA Board of Directors authorizes the Director of Transportation to obtain any further approvals and carry out any actions needed to implement the Event Center Project, including, but not limited to, implementing the Transportation Service Plan, Local/Hospital Access Plan and Designated Overlapping Event Transportation Strategies and providing administrative support and staffing for the Advisory Committee referenced above.

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of November 3, 2015.

Secretary to the Board of Directors
San Francisco Municipal Transportation Agency

ENCLOSURE 2

Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development

CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS: FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES, DISCUSSION OF ALTERNATIVES, AND A STATEMENT OF OVERRIDING CONSIDERATIONS

SAN FRANCISCO MUNICIPAL TRANSPORTATION AGENCY BOARD OF DIRECTORS

I. INTRODUCTION

These findings of fact, decisions regarding mitigation measures and alternatives, and statement of overriding considerations are made and adopted by the San Francisco Municipal Transportation Agency Board of Directors (“SFMTA” or “SFMTA Board”) in its capacity as a responsible agency pursuant to the California Environmental Quality Act, California Public Resources Code section 21000 et seq., (“CEQA”) with respect to the Subsequent Environmental Impact Report (“SEIR”) for the Mission Bay Blocks 29-32 – Event Center and Mixed Use Development Project (“Project”) prepared by the San Francisco Office of Community Investment and Infrastructure’s (“OCII”) for adoption by OCII’s Commission on Community Investment and Infrastructure (“OCII Commission”) in its capacity as lead agency. The OCII Commission, in its capacity as lead agency, has scheduled a hearing for November 3, 2015, to, among other actions, hear and consider Resolution No. XX-2015, to adopt proposed environmental review findings under CEQA and the CEQA Guidelines, including the adoption of a mitigation monitoring and reporting program (“MMRP”) and a statement of overriding considerations in connection with the Project (collectively, “OCII CEQA Findings”). SFMTA has reviewed these OCII CEQA Findings and, as discussed herein, agrees with the evidence and analysis included therein. These SFMTA findings are made in light of substantial evidence in the record of Project proceedings, including but not limited to the Project’s Final Subsequent Environmental Impact Report (“FSEIR”).

The document is organized as follows:

Section II provides a description of the Project and its objectives, describes the environmental review process undertaken by OCII, and identifies the location of the records.

Section III describes the actions to be taken by the SFMTA in its capacity as a responsible agency.

Section IV provides an overview of SFMTA’s findings about significant environmental impacts and mitigation measures, and identifies the mitigation measures that SFMTA is responsible for implementing to mitigate the Project’s significant environmental effects. **Exhibit 1** contains the Mitigation Monitoring and Reporting Program and **Exhibit 2** specifically lists the Mitigation

Measures and Improvement Measures that are within the responsibility and jurisdiction of SFMTA to implement.

Section V identifies the impacts found not to be significant and do not require mitigation.

Sections VI and VIA identify potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describe the disposition of the mitigation measures proposed in the FSEIR that will mitigate significant environmental effects.

Sections VII and VIIA identify significant impacts that cannot be avoided or reduced to less-than-significant levels and describe any applicable mitigation measures proposed in the FSEIR as well as the disposition of the mitigation measures.

Section VIII provides a description of the alternatives included in the FSEIR. In its consideration of the Project, the OCII CEQA Findings present evidence demonstrating that all of the alternatives are infeasible or undesirable. This article summarizes the OCII CEQA Findings concerning the alternatives.

Section IX contains a Statement of Overriding Considerations, setting forth specific reasons in support of SFMTA's approval actions for the Project in light of the significant unavoidable impacts discussed in Sections VII and VIIA.

The MMRP is attached with these findings as **Exhibit 1** and **Exhibit 2** specifically lists the Mitigation Measures and Improvement Measures that are within the responsibility and jurisdiction of SFMTA to implement. The MMRP is required by CEQA Section 21081.6, subdivision (a)(1), and CEQA Guidelines Sections 15091, subdivision (d), and 15097. **Exhibit 1** provides a table setting forth each mitigation measure listed in the FSEIR that is required to reduce or avoid a significant adverse impact. **Exhibit 1** also specifies the agency responsible for implementation of each measure. Where the Project Sponsor, GSW Arena LLC ("GSW" or "Project Sponsor"), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association ("NBA") team, is required to participate in the implementation of a mitigation measure, **Exhibit 1** also states this requirement. **Exhibit 1** also sets forth agency monitoring actions and a monitoring schedule for each mitigation measure. Where particular mitigation measures must be adopted and/or implemented by particular responsible agencies such as the City and County of San Francisco or one of its departments or commissions, the MMRP clearly identifies the agencies involved and the actions they must take. The full text of each mitigation measure summarized or cited in these findings is set forth in **Exhibit 1**. As explained further in the MMRP, in addition to listing mitigation measures, for the purposes of public disclosure and to assist in implementation and enforcement, the MMRP also lists "improvement measures," "applicable regulations," and the Project Transportation Management Plan ("TMP").

These findings are based upon substantial evidence in the entire record before SFMTA, including the FSEIR prepared by OCII in its capacity as the lead agency responsible for environmental review. The references set forth in these findings to certain pages or sections of the Draft Subsequent Environmental Impact Report (“GSW DSEIR”) or the Comments and Responses document (“RTC”), which together constitute the FSEIR, are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. A full explanation of the substantial evidence supporting these findings can be found in the GSW DSEIR and/or FSEIR, and these findings hereby incorporate by reference the discussion and analysis in those documents supporting the FSEIR’s determinations regarding the Project’s impacts and mitigation measures designed to address those impacts. Reference to the GSW SEIR is intended as a general reference to information that may be found in either or both the GSW DSEIR or RTC.

II. PROJECT DESCRIPTION AND CEQA PROCESS

A. Project Description

The OCII Commission has scheduled a hearing for November 3, 2015, as lead agency responsible for environmental review, in which it will consider taking action to implement substantially the Project identified in Chapter 3 of the FSEIR as modified by Chapter 14 of the FSEIR and the Muni University of California at San Francisco (“UCSF”)/Mission Bay Station Variant as described in Chapter 12 of the FSEIR with the option of the Third Street Plaza Variant. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking on an approximately 11-acre site on Blocks 29-32 within the Mission Bay South Redevelopment Plan Area of San Francisco. By this action, the SFMTA, as a responsible agency, takes action to adopt Mitigation Measures and Improvement Measures to address transportation and circulation impacts related to proposed Project activities.

The Project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east. The proposed event center would host the Golden State Warriors basketball team during the NBA season, and provide a year-round venue for a variety of other assembly and entertainment uses, including concerts, family shows, other sporting events, cultural events, conferences, and conventions.

The proposed roughly circular-shaped event center building would be located in the central-east portion of the site. The event center building would be approximately 135 feet at its roof peak, and would include multiple levels of varying elevations. The event center would be approximately 775,000 gross square feet (“gsf”) and would be programmed with a capacity of 18,064 seats for basketball games, but could be reconfigured for concerts for a maximum

capacity of about 18,500. The performance and seating areas could also be reconfigured in a cut-down configuration to create a smaller venue space.

Two office and retail buildings would be located on the west side of the Project site. Specifically, one would be located at the northwest corner of site at Third and South Streets (“South Street office and retail building”). The other would be located at the southwest corner of the site at Third and 16th Streets (“16th Street office and retail building”). The South Street office and retail building would be approximately 345,000 gsf, and the 16th Street office and retail building would be approximately 300,000 gsf. Both buildings would be 11 stories (160 feet tall at building rooftop); each office and retail building would consist of a podium ground level plus 5 podium levels (90 feet tall), with a 5-story (70-foot tall) tower (with smaller floorplate than the podium) above. These buildings could serve a variety of office and/or research and development uses, with retail uses on the lower floor(s).

Additional retail uses would front on South Street and Terry A. Francois Boulevard, including an approximately 32,000 gsf 3-story, 41-foot high “food hall” located at the corner of Terry A. Francois Boulevard and South Street. An approximately 11,550 gsf 2-story, 38-foot high “gatehouse” building would be located mid-point along Third Street and would provide retail uses and house elevators/escalators connecting to parking facilities on lower floors.

Approximately 3.2 acres of open space would be designed within the site, including a proposed Third Street Plaza (elevated at approximately 8 to 12 feet above Third Street) on the west side of the Project site between the event center and Third Street, and a proposed ground-level Southeast Plaza in the southeastern corner of the site.

Three levels of enclosed onsite parking (two below grade: Lower Parking Levels 1 and 2, and one at street level: Upper Parking Level) would be located below the office and retail buildings and plaza areas. A total of 950 vehicle parking spaces are proposed on-site, including spaces for Fuel Efficient Vehicles (“FEV”) and carpool vehicles. The Project also includes use of 132 existing off-site parking spaces in the 450 South Street parking garage, primarily accessed from South Street directly north of the Project site, to provide additional parking to serve the Project employees. The Project would also have 30 commercial loading spaces serving the Project uses, including 13 on-site below grade loading spaces and 17 on-street commercial loading spaces provided on South Street (8 spaces), Terry A. Francois Boulevard south of South Street (8 spaces), and 16th Street (1 space).

1. Muni UCSF/Mission Bay Station Variant

The Project incorporates the Muni UCSF/Mission Bay Station Variant, which is a minor variation of the Project in which, rather than extending the northbound platform only, the existing high-level northbound and southbound passenger platforms at the UCSF/Mission Bay

light rail stop would be removed and replaced with a single high-level center platform to accommodate both northbound and southbound light rail service passengers. The new center platform would be located between the northbound and southbound light rail tracks in the general location of the existing UCSF/Mission Bay Station southbound platform. The platform would be approximately 320 feet long by 17 feet wide (the existing side platforms are about 160 feet long by 9 feet wide) and would allow for two two-car light rail trains to simultaneously board or alight passengers along the platform.

2. Third Street Plaza Variant

The Third Street Plaza variant is a minor variation of the Project. Under this variant, the area of the proposed Third Street Plaza would be modified to be consistent with the design standards of the UCSF view easement on the Project site. Consequently, the “gatehouse” building, located mid-block along Third Street under the Project, would be relocated and the elevated main plaza would be replaced with an at-grade “event space” with no above-grade structural development. As a result, the variant would not require approval by UCSF for termination of their view easement that extends east from Third Street onto the Project site. This variant may be implemented at the election of the developer. The Project impacts and mitigation discussed below would not be affected by this election.

B. Project Area

1. Mission Bay

The approximate 300-acre Mission Bay Redevelopment Plan Area is located along San Francisco's central Bay waterfront, straddling Mission Creek Channel. In general, the Plan Area is bounded by Townsend Street to the north, Interstate 280 and Seventh Street to the west, Mariposa Street to the south, and San Francisco Bay to the east.

Before 1998, Mission Bay was characterized by low-intensity industrial development and vacant land. Since adoption of the North and South Plans in 1998, Mission Bay has undergone redevelopment into a mixture of residential, commercial (light industrial, research and development, labs and offices), retail, and educational/institutional uses and open space. As of 2014, 4,067 housing units (including 822 affordable units) of the planned 6,400 housing units within Mission Bay (roughly 64 percent) were complete, with another 900 (including 150 affordable units) under construction. Regarding office and laboratory space, approximately 1.7 million square feet of the 4.4 million square feet in the Mission Bay Plan Area (approximately 39 percent) was complete.

Approximately 82 percent of the previously-approved 2.65 million-square-foot UCSF North Campus has been developed, including six research buildings, an academic/office building, a campus community center, and a university housing development. The first phase of the UCSF Mission Bay Medical Center opened in early 2015. In addition, in November 2014, UCSF

approved the Final UCSF 2014 Long Range Development Plan, which provides for additional planned development on the UCSF campus at Mission Bay through 2035. The City's new Public Safety Building at Third and Mission Rock Streets also became operational in April 2015. More than 15 acres of new non-UCSF parks and open space within Mission Bay have also been completed.

2. Project Site

No buildings are currently located on the site. Portions of the site are unutilized, including a depressed area (measuring approximately 320 feet by 280 feet) created by an excavation and backfill associated with a prior environmental cleanup on the site. Other portions of the site are currently used for surface parking. Specifically, paved surface metered parking facilities are located in the west and north portions of the site. The existing surface parking facilities are accessed from 16th Street and South Street and include a total of 605 parking spaces. Chain link fencing is installed on the perimeter of the Project site.

3. Surrounding Uses

The UCSF Mission Bay campus is located west, northwest, southwest, and partially south of the Project site. Fronting on Third Street directly west of the Project site is an eight-story UCSF parking structure ("Third Street Garage"), and the UCSF Global Health and Clinical Sciences Building ("Mission Hall"). To the northwest of the Project site fronting along Third Street is UCSF Hearst Tower, a 14-story building containing student housing; and to the north of that is the UCSF Helen Diller Family Cancer Research building. To the southwest of the Project site fronting along Third Street is a complex containing the UCSF Energy Center, Betty Irene Moore Women's Hospital, Bakar Cancer Hospital, and Benioff Children's Hospital, which opened in February 2015. The UCSF Benioff Children's Hospital helipad, located atop the roof of the UCSF Ron Conway Gateway Medical Building at 1825 4th Street, also began operating in February 2015. Directly south of the Project site across 16th Street, between Third Street and Illinois Street, is a vacant lot recently acquired by UCSF (Blocks 33 and 34), which is planned for office space and possible outpatient clinical use development starting in 2016.

Directly south of the Project site across 16th Street, between Illinois Street and Terry A. Francois Boulevard, is a recently-constructed six-story office building (409 Illinois Street) housing FibroGen Life Science and other biotech/high tech companies, and south of that is another recently-constructed six-story office building (499 Illinois Street) with biotech and UCSF clinical uses.

Directly north of the Project site across and fronting on South Street are (from west to east) a vacant lot (recently acquired by Uber Technologies and Alexandria Real Estate Equities) and planned for development of office space, a six-story parking garage (450 South Street), and a six-story office building housing the Old Navy corporate headquarters.

Immediately east of the Project site and west of Terry A. Francois Boulevard are City-owned parcels containing covered stockpiled materials. The planned Bayfront Park is located on Mission Bay Plan parcels P21 through P24, located northeast, east, and partially south of the Project site. The north portion of the park (“P21”), located east of Terry A. Francois Boulevard, between Mission Bay Boulevard South and just south of Pierpoint Lane) is complete, and includes a landscaped parking lot and boat launch. The currently undeveloped central portion of the Bayfront Park is located east of the Project site across Terry A. Francois Boulevard (on P22, from just south of Pierpoint Lane to just south of 16th Street). This portion of the park presently includes a paved trail (which constitutes a segment of the Bay Trail), surface parking lot, and unimproved open space. Construction of the south portion of Bayfront Park (on P23 and P24), located west of Terry A. Francois Boulevard between 16th Street and Mariposa Street, is currently underway in 2015 and scheduled for completion in 2016.

C. Project Objectives

Consistent with Section 103 of the Mission Bay South Redevelopment Plan and as presented in the *Mission Bay Final Subsequent Environmental Impact Report* (“Mission Bay FSEIR”), certified in September 1998, the primary objectives of the Mission Bay Redevelopment Plan are:

- Eliminating blighting influences and the correction of environmental deficiencies in the Project Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities, and utilities.
- Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco, which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000-gross sq. ft. program analyzed in the UCSF 1996 Long Range Development Plan (“LRDP”).
- Assembling of land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Project Area.
- Replanning, redesigning, and developing of undeveloped and underdeveloped areas which are improperly utilized.
- Providing flexibility in the development of the Project Area to respond readily and appropriately to market conditions.
- Providing opportunities for participation by owners in the redevelopment of their properties.
- Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through the installation of needed site improvements and expansion

and improvement of the housing supply by the construction of approximately 6,090 market-rate units, including 1,700 units of very low-, low- and moderate-income housing.

- Strengthening the economic base of the Project Area and the community by strengthening retail and other commercial functions in the Project Area through the addition of approximately 1.5 million gross sq. ft. of retail space, a major hotel, and about 5,557,000 gross sq. ft. of mixed office, research and development, and light manufacturing uses.
- Facilitating emerging commercial-industrial sectors, including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, biotechnical research, telecommunications, business service, multi-media services, and related light industrial through improvement of transportation access to commercial and industrial areas, improvement of safety within the Project Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
- Facilitating public transit opportunities to and within the Project Area to the extent feasible.
- Providing land in an amount of approximately 47 acres for a variety of open spaces.
- Achieving the objectives described above in the most expeditious manner feasible.

Consistent with the overall objectives of the Mission Bay Redevelopment Plan, GSW's objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are to:

- Construct a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.
- Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.
- Develop a project that meets high-quality urban design and high-level sustainability standards.
- Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.

- Provide adequate parking and vehicular access that meets NBA and Project Sponsor’s reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.
- Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.
- Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (“AB 900”),¹ as amended.

D. Environmental Review

1. Preparation of the FSEIR

As noted above, the EIR prepared for the Project is an SEIR, tiered from the certified *Mission Bay Final Subsequent Environmental Impact Report* (“Mission Bay FSEIR”), which provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the Mission Bay North Redevelopment Plan and Mission Bay South Redevelopment Plan). The Mission Bay FSEIR evaluated the potential environmental effects of the overall development of the approximately 300-acre Mission Bay Plan Area.

The Project at Blocks 29-32 is a subsequent activity allowed under, and consistent with, the Mission Bay South Redevelopment Plan. Consistent with the major redevelopment objectives in the Mission Bay South Redevelopment Plan, the Project would further diversify the economic base of the Mission Bay South Redevelopment Plan Area and add retail and entertainment amenities to the area. The Project would also provide Mission Bay employees and residents with additional opportunities to engage in recreational activities near their homes and jobs. The Project also promotes the Plan Bay Area’s objective to create “neighborhoods where transit, jobs, schools, services and recreation are conveniently located near people’s homes.” (See Association of Bay Area Governments (“ABAG”) / Metropolitan Transportation Commission (“MTC”) Plan Bay Area, p. 42.)

On November 19, 2014, OCII, as lead agency responsible for administering the environmental review for private projects in the Mission Bay North and South Redevelopment Plan Area of San

¹ AB 900, effective January 1, 2012, provides streamlining benefits under CEQA for privately-financed projects located on an infill site that has been determined to generate thousands of jobs and include state-of-the-art pollution reductions.

Francisco, issued a Notice of Preparation (“NOP”) to notify and inform agencies and interested parties about the Project and to initiate the CEQA environmental review process for the Project. The NOP included an Initial Study, which described and analyzed environmental resource areas that would not be significantly affected by the Project and included mitigation measures to reduce certain impacts to less than significant levels. The Initial Study determined that the following topics were adequately analyzed in the Mission Bay FSEIR such that the Project would have no new significant impacts or no substantially more severe impacts previously found significant on these resources: Land Use; Population and Housing; Cultural and Paleontological Resources; Recreation; Air Quality (odors); Utilities and Services Systems (water supply and solid waste); Public Services (schools, parks, and other services); Biological Resources; Geology and Soils; Hydrology and Water Quality (groundwater, drainage, flooding, and inundation); Hazards and Hazardous Materials; Mineral and Energy Resources; and Agricultural and Forest Resources. As discussed further in the Initial Study and the RTC in the FSEIR, the Project as mitigated in the Initial Study will result in a less than significant impacts with respect to each of the above-listed topics.

During a 30-day public scoping period that ended on December 19, 2014, OCII accepted comments from agencies and interested parties identifying environmental issues that should be addressed in the GSW DSEIR. In addition, a public scoping meeting was held on December 9, 2014, to receive oral comments on the scope of the GSW DSEIR. As explained in the OCII CEQA Findings, OCII considered the comments made by the public and agencies in preparing the GSW DSEIR on the Project.

The GSW DSEIR for the Project was published on June 5, 2015, and circulated to local, state, and federal agencies and to interested organizations and individuals for review from June 5, 2015, through July 27, 2015, for a total public comment period of 52 days. Paper copies of the GSW DSEIR were made available for public review at the following locations: (1) OCII, at 1 South Van Ness Avenue, 5th Floor, San Francisco, California; (2) San Francisco Planning Department, 1660 Mission Street, 1st Floor, Planning Information Counter, San Francisco, California; (3) San Francisco Main Library, 100 Larkin Street, San Francisco, California; and (4) San Francisco Library, Mission Bay Branch, 960 4th Street, San Francisco, California.² On June 5, 2015, the Planning Department also distributed notices of availability of the GSW DSEIR, published notification of its availability in a newspaper of general circulation in San Francisco, and posted notices at the Project site.

² Electronic copies of the GSW DSEIR and the administrative record could be accessed through the internet on the OCII website, Mission Bay webpage starting on June 5, 2015 at the following address: <http://www.sfocii.org/index.aspx?page=61>, and on the Planning Department website, Environmental Impacts and Negative Declarations webpage at the following address: <http://www.sf-planning.org/index.aspx?page=1828>.

During the public review period, OCII conducted a public hearing to receive oral comments on the GSW DSEIR. The public hearing was held before the OCII Commission on June 30, 2015, at San Francisco City Hall. A court reporter present at the public hearing transcribed the oral comments verbatim and prepared a written transcript. During the GSW DSEIR public review period, OCII received comments from approximately nine public agencies, 11 non-governmental organizations, and 155 individuals. See Chapter 11 of the FSEIR for a complete list of persons commenting on the GSW DSEIR.

The GSW DSEIR addressed environmental resource areas upon which the Project could result in potentially significant, physical environmental impacts as well as identified and analyzed alternatives to the Project. Specifically, the GSW DSEIR analyzed impacts to the following resources: Transportation and Circulation; Noise and Vibration; Air Quality; Greenhouse Gas Emissions; Wind and Shadow; Utilities and Service Systems (wastewater and stormwater); Public Services (police and fire services); and Hydrology and Water Quality (wastewater, stormwater, and flood hazards).

On October 23, 2015, OCII published the FSEIR, consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the RTC in fulfillment of requirements of CEQA and consistent with CEQA Guidelines Section 15132.

2. CEQA Streamlining

In addition to tiering from the Mission Bay FSEIR and focusing the environmental analysis on potentially significant impacts of the Project as identified in the Initial Study (see, e.g., GSW DSEIR, pp. 2-2 to 2-8; RTC, pp. 13.3-22 to 13.3-31), the SEIR utilizes CEQA streamlining provisions set forth in Public Resources Code section 21099.

Public Resources Code Section 21099(d), effective January 1, 2014, provides that, “aesthetics and parking impacts of a [1] residential, mixed- use residential, or employment center project on an [2] infill site [3] located within a transit priority area shall not be considered significant impacts on the environment.” The Project meets all three of the criteria set forth in Public Resources Code Section 21099(d). The Project qualifies as an employment center project because the Project site is designated Commercial Industrial / Retail within the Mission Bay South Redevelopment Plan and the Project includes a floor area ratio that exceeds 0.75. (Pub. Resources Code, § 21099, subd. (a)(1).) The Project site constitutes an infill site because, among other reasons, the site is located in an urban area within the City of San Francisco and was previously developed with industrial and commercial uses. (Pub. Resources Code, § 21099, subd. (a)(2).) Finally, the Project is located within a transit priority area because, among other reasons, the Project site is located within one-half mile of several transit routes, including SFMTA Muni Metro stops connecting two or more major bus routes with a frequency of service interval of 15 minutes or less during the morning and afternoon peak commute periods. (Pub.

Resources Code, §§ 21064.3, 21099, subd. (a)(7).) Thus, CEQA does not require the SEIR to consider either aesthetics or the adequacy of parking in determining the significance of Project impacts.

Public Resources Code Section 21099(d) states that a Lead Agency maintains the authority to consider aesthetic impacts pursuant to local design review ordinances or other discretionary powers. Consistent with OCII's normal procedures, the design review process considers relevant design and aesthetic issues. Furthermore, for informational purposes, Chapter 3 of the GSW DSEIR, Project Description, includes graphic depictions of the Project and Chapter 5, Section 5.2, of the GSW DSEIR, Transportation and Circulation, presents a parking demand analysis and considers any secondary physical impacts associated with constrained supply (e.g., queuing by drivers waiting for scarce onsite parking spaces that affects the public right-of-way) as applicable in the transportation analysis.

3. Recirculation

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 Draft EIR for public review but prior to certification of the Final EIR. The term "information" can include changes in the project or environmental setting, as well as additional data or other information. 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).)

Recirculation is not required where the new information added to the EIR merely clarifies or amplifies or makes insignificant modifications in an adequate EIR. The above standard is “not intend[ed] to promote endless rounds of revision and recirculation of EIRs.” (*Laurel Heights Improvement Assn. v. Regents of the Univ. of Cal.* (1993) 6 Cal.4th 1112, 1132 (*Laurel Heights*)). “Recirculation was intended to be an exception, rather than the general rule.” (*Ibid.*)

SFMTA recognizes that minor changes have been made to the Project and additional evidence has been developed after publication of the GSW DSEIR. Specifically, as discussed in the RTC, after publication of the GSW DSEIR, the Project Sponsor proposed Project refinements that are described in Chapter 12 of the FSEIR. The Project refinements constitute minor Project changes (generator relocation, Project design to reduce wind hazards, transportation improvements, revised construction tower crane plan, modification of certain construction techniques, and modification of sources of electricity during construction). As described in the FSEIR, these refinements would result in either no changes or a reduction in the severity of the impact conclusions presented in the GSW DSEIR.

Chapter 12 of the FSEIR also includes an additional Project variant. Like the Project refinements, the variant constitutes a minor change to the Project. The variant would generally have the same impacts as those identified for the Project in the GSW DSEIR and all impact significance determinations would be the same.

Finally, the FSEIR includes supplemental data and information that was developed after publication of the GSW DSEIR to further support the information presented in the GSW DSEIR. None of this supplemental information affects the conclusions or results in substantive changes to the information presented in the GSW DSEIR or to the significance of impacts as disclosed in the GSW DSEIR. SFMTA concurs with the analysis included in the OCII CEQA Findings, and SFMTA finds that none of the changes and revisions in the FSEIR substantially affects the analysis or conclusions presented in the GSW DSEIR; therefore, as explained further in the OCII CEQA Findings, recirculation of the GSW DSEIR for additional public comments was not required by OCII.

CEQA case law emphasizes that “[t]he CEQA reporting process is not designed to freeze the ultimate proposal in the precise mold of the initial project; indeed, new and unforeseen insights may emerge during investigation, evoking revision of the original proposal.” (*Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 736-737; see also *River Valley Preservation Project v. Metropolitan Transit Development Bd.* (1995) 37 Cal.App.4th 154, 168, fn. 11.) “CEQA compels an interactive process of assessment of environmental impacts and responsive project modification which must be genuine. It must be open to the public, premised upon a full and meaningful disclosure of the scope, purposes, and effect of a consistently described project, with flexibility to respond to unforeseen insights that emerge from the

process.’ [Citation.] In short, a project must be open for public discussion and subject to agency modification during the CEQA process.” (*Concerned Citizens of Costa Mesa, Inc. v. 33rd Dist. Agricultural Assn.* (1986) 42 Cal.3d 929, 936.) Similarly, additional studies included in a Final EIR that result in minor modifications or additions to analysis concerning significant impacts disclosed in a Draft EIR does not constitute “significant new information” requiring recirculation of an EIR. (See *Mount Shasta Bioregional Ecology Center v. County of Siskiyou* (2012) 210 Cal.App.4th 184, 221 [incorporation of technical studies in a Final EIR disclosing additional locations affected by a significant noise impact identified in the Draft EIR did not require recirculation].) Here, the changes made to the Project and the additional evidence relied on in the FSEIR are exactly the kind of information and revisions that the case law recognizes as legitimate and proper and does not trigger the need to recirculate the GSW DSEIR. IN fact, OCII requested many of the Project refinements and the performance of additional analysis based on comments received from the Mission Bay Citizens Advisory Committee, the UCSF Chancellor’s Office, neighborhood organizations in the vicinity of the Event Center, and other community stakeholders.

E. AB 900

The Project Sponsor applied to the Governor of California for certification of the Project as a leadership project under AB 900, and the application was subject to public review from March 2, 2015, through April 1, 2015. On March 21, 2015, the California Air Resources Board (“CARB”) issued Executive Order G-15-022, determining that the Project would not result in any net additional greenhouse gases (“GHGs”) for purposes of certification under AB 900. On April 30, 2015, Governor Edmund G. Brown Jr. certified the Project as an eligible project under AB 900, and the Governor’s Office of Planning and Research (“OPR”) forwarded the Governor’s determination to the Joint Legislative Budget Committee. OPR prepared an independent evaluation of the transportation efficiency analysis. On May 22, 2015, the State Legislative Analyst’s Office indicated that the Project aligns with the intent of AB 900, and recommended to the Joint Legislative Budget Committee that it concur with the Governor’s determination. On May 27, 2015, the Joint Legislative Budget Committee concurred with the Governor’s determination that the Project is an eligible project under AB 900.

The process of certifying a project as an environmental leadership project pursuant to AB 900, including quantification of GHG emissions, is a separate process from the preparation of an EIR under CEQA, with separate and distinct review and approval requirements. The Governor’s findings and certification of the Project as an environmental leadership development project are final and are not subject to judicial review. (Pub. Resources Code, § 21184, subd. (b)(1).) Because the Project is an environmental leadership development project, SFMTA, has complied with procedures set forth in Public Resources sections 21186 and 21187 as part of the administrative review process for the Project. In the event of litigation challenging approval of the Project by SFMTA, the environmental leadership development project is subject to Rules of

Court specifically designed to ensure the actions or proceedings challenging the adequacy of an EIR adopted for an environmental leadership development project or the granting of project approvals for such a project, including any potential appeals therefrom, are resolved, within 270 days of certification of the record of proceedings. (Pub. Resources Code, § 21185.)

F. Consistency with the Mission Bay South Redevelopment Plan

The Mission Bay South Redevelopment Plan designates land uses for specific parcels within the Plan Area. Proposed land uses to be permitted for Blocks 29-32 are designated as Commercial Industrial / Retail, and the plan provides for either principal or secondary uses at this site. Primary uses are permitted in accordance with the Plan's provisions, and secondary uses are permitted, provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan. As the GSW DSEIR explains on page 4-2, "[o]n September 17, 1998, by Resolution No. 14702, the Planning Commission determined that the Mission Bay South Redevelopment Plan provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan. Therefore, the project's consistency with the Mission Bay South Redevelopment Plan ... would ensure that the project would not obviously or substantially conflict with General Plan goals, policies, or objectives."

A project is consistent with a general plan "if, considering all its aspects, it will further the objectives and policies of the general plan and not obstruct their attainment." (*Corona-Norco Unified School Dist. v. City of Corona* (1993) 17 Cal.App.4th 985, 994.) A 100% match with each policy is not required. (*Clower Valley Foundation v. City of Rocklin* (2011) 197 Cal.App.4th 200, 238.) Rather, a lead agency must consider whether a project is "compatible with 'the objectives, policies, general land uses and programs specified in the general plan.'" (*Ibid.*) A project will only be considered inconsistent if it "conflicts with a general plan policy that is fundamental, mandatory, and clear." (*Endangered Habitats League, Inc. v. County of Orange* (2005) 131 Cal.App.4th 777, 782.)

The Mission Bay South Redevelopment Plan identifies the following principal uses under the Commercial Industrial/Retail land use designation applicable to Blocks 29-32: manufacturing; institutions; retail sales and services; arts activities; art spaces; office use; home and business services; animal care; wholesaling; automotive; and other uses (e.g., greenhouse, nursery, open recreation and activity areas, parking and certain telecommunications-related facilities). The following secondary uses are also identified: institutions, assembly and entertainment, and other uses (including public structures or uses of a nonindustrial character).

Additionally, the Mission Bay South Redevelopment Plan describes general controls and limitations for development, and sets limits on leasable square footages of various uses within defined zones within the Plan Area, including the Project site. The Plan sets a maximum floor area ratio of 2.9 to 1 for the commercial industrial/ retail uses at the Project site, and the

maximum building height within the entire plan area is 160 feet. The plan further indicates that within the limits, restrictions, and controls established in the plan, OCII is authorized to establish height limits of buildings, land coverage, density, setback requirements, design and sign criteria, traffic circulation and access standards and other development and design controls in the Design for Development.

As discussed further in the Initial Study, FSEIR, OCII CEQA Findings, OCII Secondary Use Findings, and supporting evidence in the record, the Project does not conflict with any land use plans or policies that provide guidance for development proposed within the region, including the Mission Bay South Redevelopment Plan, the San Francisco General Plan, San Francisco Planning Code, Plan Bay Area, the 2010 Clean Air Plan, San Francisco Bay Plan, and the San Francisco Basin Plan.

G. Contents and Location of Record

The record upon which all findings and determinations related to the Project consists of those items listed in Public Resources Code section 21167.6, subdivision (e), including but not limited to the following documents, which are incorporated by reference and made part of the record supporting these findings:

- The NOP and all other public notices issued by OCII in conjunction with the Project.
- The FSEIR and all documents referenced in or relied upon by the FSEIR. (The references in these findings to the FSEIR include the GSW DSEIR, the RTC, and the Initial Study.)
- The MMRP for the Project.
- All findings and resolutions adopted by OCII in connection with the Project, and all documents cited or referred to therein.
- All information including written evidence and testimony provided by City and OCII staff to the OCII Commission relating to the FSEIR, the Project, and the alternatives set forth in the FSEIR or these CEQA findings.
- All information provided by the public, including the proceedings of the public hearings on the adequacy of the GSW DSEIR and the transcripts of the hearings, including the OCII Commission hearing on June 30, 2015, and written correspondence received by OCII staff during the public comment period of the GSW DSEIR.
- All information and documents included on the website prepared for the Project pursuant AB 900, which are available at the following link: <http://www.gsweventcenter.com/>

SFMTA has relied on all the documents listed above in reaching its decision on the Project, even if not every document was formally presented to it. Without exception, any documents set forth

above not found in the Project files fall into one of two categories. In the first category, many of them reflect prior planning or legislative decisions of which the SFMTA was familiar with when approving the Project. (See *City of Santa Cruz v. Local Agency Formation Com.* (1978) 76 Cal.App.3d 381, 391-392; *Dominey v. Dept. of Personnel Admin.* (1988) 205 Cal.App.3d 729, 738, fn. 6.) In the second category, documents that influenced the expert advice provided to SFMTA staff form part of the underlying factual basis for SFMTA's decisions relating to approval of the Project and properly constitute part of the administrative record. (See Pub. Resources Code, § 21167.6, subd. (e)(10); *Browning-Ferris Industries v. City Council of City of San Jose* (1986) 181 Cal.App.3d 852, 866; *Stanislaus Audubon Society, Inc. v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 153, 155.)

The public hearing transcript, a copy of all letters regarding the GSW DSEIR received during the public review period, the administrative record, and background documentation for the FSEIR, as well as additional materials concerning approval of the Project and adoption of these findings are contained in the Project files which are available by contacting Claudia Guerra, OCII Commission Secretary, the Custodian of Records for OCII, at the Office of Community Investment and Infrastructure, 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103, or the Custodian of Records for SFMTA, Roberta Boomer, SFMTA Board Secretary, at 1 South Van Ness, 7th Floor, San Francisco, CA 94103. All files have been available to the OCII Commission and the public for review in considering these findings and whether to approve the Project.

III. APPROVAL ACTIONS

The SFMTA is a responsible agency under CEQA, and is taking the following actions and approvals to implement the Project:

- Adoption of CEQA Findings, a mitigation monitoring and reporting program, and the adoption of a statement of overriding considerations with respect to the effects of those activities involved in the Project which SFMTA is required to carry out or approve.

OCII and the OCII Commission, as lead agency, has taken or will be taking various actions to approve and implement the Project, including:

- Certification of the FSEIR by the OCII Commission;
- Adoption of CEQA Findings, a mitigation monitoring and reporting program, and the adoption of a statement of overriding considerations by the OCII Commission;
- Approval of Secondary Use Findings by the OCII Executive Director;
- Approval by the OCII Commission of a new Major Phase for Blocks 29-32, and related conditions of approval;

- Approval by the OCII Commission of Combined Basic Concept and Schematic Designs (“Schematic Designs”) for the Project;
- Approval by OCII Executive Director (in addition to approval by the Mayor and Department of Public Works Executive Director) for non-material changes to Mission Bay South Infrastructure Plan; and
- Approval by the OCII Commission (and any other City Departments as required under the Mission Bay South Plan, Owner Participation Agreement, Interagency Corporation Agreement, and associated documents) of: amendments to the Mission Bay South Design for Development, and modifications to the Mission Bay South Signage Master Plan and Mission Bay South Streetscape Plan, and conditions of approval.

Project implementation will also involve consultation with, or require approvals by, state and local regulatory agencies, including:

- Mayor of the City of San Francisco
- Port of San Francisco
- San Francisco Department of Public Works
- San Francisco Entertainment Commission
- San Francisco Planning Commission
- San Francisco Department of Public Works
- San Francisco Board of Supervisors
- San Francisco Public Utilities Commission
- San Francisco Department of Building Inspection
- Bay Area Air Quality Management District (“BAAQMD”)
- University of California, San Francisco

IV. Findings About Significant Environmental Impacts and Mitigation Measures

The following Sections –V, VI, VII – set forth SFMTA’s findings about the FSEIR’s determinations regarding significant environmental impacts and the mitigation measures proposed to address them.

As further described below in section VI, as a responsible agency, SFMTA is responsible for analyzing only the environmental effects of those parts of the Project that it is required to implement. (Pub. Resources Code, § 21002.1, subd. (d).) Accordingly, SFMTA hereby adopts

Mitigation Measures M-TR-2a, M-TR-2b, M-TR-6, M-TR-11a, M-TR-11c, and M-TR-13, which will mitigate the impacts to transportation and circulation. The SFMTA Board of Directors finds SFMTA has funds available at its sole discretion that will be used to pay for implementing Mitigation Measures M-TR-6 and M-TR-13 in order to reduce the impacts identified in the FSEIR, the MMRP, and as set forth below to a less than significant level as mitigated. However, for the other listed measures under the SFMTA jurisdiction, the SFMTA Board adopts these measures but only to the extent that funding is available to pay for such mitigation. Because funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations, such funding cannot be guaranteed, and therefore, as explained in the FSEIR, the MMRP, and as set forth below, the impacts associated with these mitigation measures are significant and unavoidable. The remaining mitigation measures, with the exception of M-HZ-1b, are the primary responsibility of OCII in conjunction with OCII's approval actions associated with the construction and operation of the Project.³

In addition, although CEQA does not require mitigation measures to be adopted to address impacts that are determined to be less than significant (*Cal. Oak Foundation v. Regents of U. of Cal.* (2010) 188 Cal.App.4th 227, 282), SFMTA has exercised its discretion to require "improvement measures" to further reduce or avoid impacts that the FSEIR determined to be less than significant without mitigation. Accordingly, SFMTA hereby adopts Improvement Measures I-TR-4, I-TR-8, and I-TR-10b. The SFMTA Board of Directors finds SFMTA has funds available at its sole discretion that will be used to pay for implementing Improvement Measures I-TR-8. For the other listed Implementation Measures under the SFMTA jurisdiction, the SFMTA Board adopts these measures but only to the extent that funding is available to pay for such mitigation. Because funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations, such funding cannot be guaranteed.

In making these findings, SFMTA has considered the opinions of staff and experts, other agencies and members of the public. SFMTA finds that the determination of significance thresholds is generally a decision requiring judgment within the discretion of the OCII Commission as the lead agency; the significance thresholds used in the FSEIR are supported by substantial evidence in the record, including the expert opinion of the FSEIR preparers and OCII staff; and the significance thresholds used in the FSEIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project. Thus, although as a legal matter, SFMTA is not bound by the significance determinations in the FSEIR (see Pub. Resources Code, § 21082.2, subd. (e)), SFMTA finds them persuasive and hereby adopts them as its own.

³ M-HAZ-1b is the primary responsibility of the Bay Area Air Quality Management District, which will be responsible for adopting and implementing the measure pursuant to Section 21002.1, subdivision (d) of the Public Resources Code.

To avoid duplication and redundancy, and because the SFMTA agrees with, and hereby adopts, the conclusions in the FSEIR, these findings will not repeat the analysis and conclusions in the FSEIR, but instead incorporates them by reference in these findings and relies upon them as substantial evidence supporting these findings. The full text of all mitigation measures is contained in the FSEIR and in the MMRP, **Exhibit 1** to these findings. SFMTA finds that the implementation of the mitigation measures within the responsibility and jurisdiction of OCII as lead agency, in conjunction with SFMTA's adoption of Mitigation Measures M-TR-2a, M-TR-2b, M-TR-6, M-TR-11a, M-TR-11c, and M-TR-13, with the limitations discussed above, and BAAQMD's adoption of Mitigation Measure M-HAZ-1b as responsible agencies, will mitigate the associated impacts identified in the FSEIR as described further in Sections IV, VI, VII below.

V. 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. Resources Code, § 21002; CEQA Guidelines, §§ 15126.4, subd. (a)(3), 15091.) Based on substantial evidence in the whole record of this proceeding, the SFMTA agrees that implementation of the Project will not result in any significant impacts in the following areas and that these impact areas, therefore, do not require mitigation. In some instances, the Project would have no impact in a particular area; these instances are denoted below by "NI" for no impact.

A. Land Use and Land Use Planning

- 1. Impact LU-1**, Impacts on an established community from physical division of the area. (GSW DSEIR Appendix NOP-IS p. 29; RTC, Response LU-1; Response PP-1; Response PD-1.)
- 2. Impact LU-2**, Consistency with plans, policies and regulations. (GSW DSEIR Appendix NOP-IS p. 30; RTC, Response LU-1; Response LU-2; Response PP-1; Response PD-1.)
- 3. Impact LU-3**, Effects on existing land use character. (GSW DSEIR Appendix NOP-IS p. 32; RTC, Response LU-1; Response PP-1; Response PD-1.)
- 4. Impact C-LU-1**, Significant cumulative impacts to land use (GSW DSEIR Appendix NOP-IS p. 34; RTC, Response LU-1; Response PD-1.)

B. Population and Housing

- 1. Impact PH-1**, Effects of construction activities on population growth. (GSW DSEIR Appendix NOP-IS p. 39.)
- 2. Impact PH-2**, Effects of construction on existing housing units and housing demand. (GSW DSEIR Appendix NOP-IS p. 40.)

3. **Impact PH-3**, Effects of construction on existing housing units or residents from displacement. (GSW DSEIR Appendix NOP-IS p. 40.)
4. **Impact PH-4**, Effects of operations on population growth. (GSW DSEIR Appendix NOP-IS p. 41; RTC, Response PD-4.)
5. **Impact PH-5**, Effects of operations on housing displacement or housing demand (GSW DSEIR Appendix NOP-IS p. 43.)
6. **Impact PH-6 (NI)**, Effects of operations on displacement of people (GSW DSEIR Appendix NOP-IS p. 43.)
7. **Impact C-PH-1**, Significant cumulative effects on population and housing (GSW DSEIR Appendix NOP-IS p. 43.)

C. Cultural and Paleontological Resources

1. **Impact CP-1**, Substantial adverse change to historical resources. (GSW DSEIR Appendix NOP-IS p. 47.)
2. **Impact CP-3**, Destruction of paleontological or geologic features (GSW DSEIR Appendix NOP-IS p. 55.)
3. **Impact CP-4**, Disturbance of human remains (GSW DSEIR Appendix NOP-IS p. 56.)

D. Transportation and Circulation

1. **Impact TR-1**, Construction-related ground transportation impacts (GSW DSEIR p. 5.2-111; RTC, Response TR-10; Response TR-11.)
2. **Impact TR-4**, Effects on transit demand without SF Giants game. (GSW DSEIR p. 5.2-135; RTC, Response TR-2; Response TR-5; Response TR-12.)
3. **Impact TR-7**, Effects on bicycle safety and accessibility without SF Giants game. (GSW DSEIR p. 5.2-157; RTC, Response TR-2; Response TR-7.)
4. **Impact TR-8**, Effects of loading on hazardous conditions or delays for traffic, transit, bikes or pedestrians. (GSW DSEIR p. 5.2-161; RTC, Response TR-2; Response TR-8.)
5. **Impact TR-9b**, Effects of construction lighting on UCSF helipad flight operations. (GSW DSEIR p. 5.2-266.)
6. **Impact TR-9c**, Obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-267.)

7. **Impact TR-10**, Effects on emergency vehicle access without SF Giants game. (GSW DSEIR p. 5.2-166; RTC, Response TR-9; Response TR-11.)
8. **Impact TR-16**, Effects on bicycle safety and accessibility with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
9. **Impact TR-17**, Effects on emergency vehicle access with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
10. **Impact TR-23**, Effects on bicycle safety and accessibility without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-206; RTC, Response TR-2.)
11. **Impact TR-24**, Effects on loading without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-207; RTC, Response TR-2.)
12. **Impact TR-25**, Effects on emergency vehicle access without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-208; RTC, Response TR-2.)
13. **Impact C-TR-1**, Cumulative construction-related ground transportation impacts. (GSW DSEIR p. 5.2-210; RTC, Response TR-10; Response TR-11.)
14. **Impact C-TR-7**, Cumulative adverse bicycle impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)
15. **Impact C-TR-8**, Cumulative adverse loading impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)
16. **Impact C-TR-10**, Cumulative adverse emergency vehicle access impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

E. Noise and Vibration

1. **Impact NO-1**, Effects of construction on ambient noise levels in the Project vicinity above levels existing without the Project. (GSW DSEIR p. 5.3-20; FSEIR, Chapter 12, Sections 12.2.3 and 12.3.2; Response NOI-2; Response NOI-3; Response NOI-4.)
2. **Impact NO-2**, Construction noise in excess of standards in general plan, noise ordinance of other applicable standards. (GSW DSEIR p. 5.3-24; RTC, Response NOI-2; Response NOI-4.)
3. **Impact NO-3**, Effects of construction on groundborne vibration levels. (GSW DSEIR p. 5.3-24; FSEIR, Chapter 12, Section 12.3.2; Response NOI-3b; Response NOI-5.)

4. **Impact C-NO-3**, Noise impacts of UCSF helipad operations on Project occupants (GSW DSEIR p. 5.3-44.)

F. Air Quality

1. **Impact AQ 3: Toxic Air Contaminants from Construction Activities.** (GSW DSEIR p. 5.4-43; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-4; Response AQ-5; Response AQ-6.)

2. **Impact C-AQ-2: Contribution to Cumulative Toxic Air Contamination and Diesel Particulate Matter Emissions** (GSW DSEIR 5.4-56; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-5.)

G. Greenhouse Gas Emissions

1. **Impact C-GG-1**, Effect of greenhouse gas emissions or conflict with existing greenhouse gas regulations (GSW DSEIR p. 5.5-10; RTC, Response AB-1; Response GHG-2.)

H. Wind and Shadow

1. **Impact C-WS-1**, Cumulative impacts of development on wind in a manner that would substantially affect off-site public areas. (GSW DSEIR p. 5.6-19; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.)

2. **Impact C-WS-2**, Cumulative shadow impacts on publically accessible open space or public areas within Mission Bay South Plan Area (GSW DSEIR p. 5.6-21; RTC, Response WS-2.)

3. **Impact C-WS-3**, Cumulative shadow impacts on publically accessible open space or public areas outside Mission Bay South Plan Area (GSW DSEIR p. 5.6-23; RTC, Response WS-2.)

I. Recreation

1. **Impact RE-1**, Effects on existing parks and recreational facilities. (GSW DSEIR Appendix NOP-IS p. 62; RTC, Response REC-1; Response REC-2.)

2. **Impact RE-2**, Project requires construction or expansion of recreational facilities. (GSW DSEIR Appendix NOP-IS p. 63; RTC, Response REC-1; Response REC-2.)

3. **Impact C-RE-1**, Cumulative recreational impacts. (GSW DSEIR Appendix NOP-IS p. 64.)

J. Utilities and Service Systems

1. **Impact UT-1**, Effects on water supply facilities or entitlements. (GSW DSEIR Appendix NOP-IS p. 66; RTC, Response UTIL-1; Response UTIL-2.)
2. **Impact UT-2**, Construction of new or expanded water treatment facilities. (GSW DSEIR Appendix NOP-IS p. 68; RTC, Response UTIL-1)
3. **Impact UT-3**, Sufficient permitted landfill capacity for Project's waste disposal needs. (GSW DSEIR Appendix NOP-IS p. 69.)
4. **Impact UT-4**, Project complies with federal, state and local statutes and regulations related to solid waste. (GSW DSEIR Appendix NOP-IS p. 71.)
5. **Impact UT-5**, Project in itself would require the construction of new, or expansion of existing, wastewater treatment facilities. (GSW DSEIR p. 5.7-11; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-6.)
6. **Impact C-UT-1**, Cumulative utilities and service system impacts (GSW DSEIR Appendix NOP-IS p. 72.)
7. **Impact C-UT-3**, Cumulative impact on demand for new stormwater drainage facilities or expansion of existing facilities (GSW DSEIR p. 5.8-18; RTC, Response UTIL-7; Response UTIL-8.)

K. Public Services

1. **Impact PS-1**, Effects of Project on need for new or altered governmental facilities for schools or other services. (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
2. **Impact PS-2**, Effects of Project construction on fire protection, emergency medical services and law enforcement. (GSW DSEIR p. 5.8-11; RTC, Response PS-1; Response PS-2.)
3. **Impact PS-3**, Effects of Project operation on fire protection or emergency medical services. (GSW DSEIR p. 5.8-12; RTC, Response PS-1; Response PS-2.)
4. **Impact PS-4**, Effects of Project operation on law enforcement. (GSW DSEIR p. 5.8-14; RTC, Response PS-1; Response PS-2.)
5. **Impact C-PS-1**, Cumulative impacts on schools or other services (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
6. **Impact C-PS-2**, Cumulative impacts on fire protection, emergency medical services and law enforcement (GSW DSEIR p. 5.8-16; RTC, Response PS-1; Response PS-2.)

L. Biological Resources

1. **Impact BI-1**, Effects of Project on special status species. (GSW DSEIR Appendix NOP-IS p. 77; RTC, Response BIO-1; Response BIO-2; Response BIO-3.)
2. **Impact BI-2 (NI)**, Effects of Project on riparian habitat or sensitive natural community. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-4.)
3. **Impact BI-3**, Effects of Project on wetlands or navigable waters. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-2; Response BIO-5.)
4. **Impact BI-5**, Project complies with local policies or ordinances protecting biological resources (GSW DSEIR Appendix NOP-IS p. 83.)
5. **Impact C-BI-1**, Cumulative impacts on biological resources (GSW DSEIR Appendix NOP-IS p. 84; RTC, Response BIO-1; Response BIO-2; Response BIO-3; Response BIO-4; Response BIO-5; Response BIO-6.)

M. Geology and Soils

1. **Impact GE-1**, Exposure of people to rupture of earthquake fault, seismic groundshaking, ground failure or landslides. (GSW DSEIR Appendix NOP-IS p. 86; RTC, Response GEO-1; Response GEO-2; Response GEO-3; Response GEO-4.)
2. **Impact GE-2**, Erosion or loss of top soil. (GSW DSEIR Appendix NOP-IS p. 87.)
3. **Impact GE-3**, Location of Project on unstable soils, or creation of unstable soils by Project. (GSW DSEIR Appendix NOP-IS p. 88; RTC, Response GEO-5.)
4. **Impact GE-4**, Location of Project on expansive or problematic soils. (GSW DSEIR Appendix NOP-IS p. 91; RTC, Response GEO-6.)
5. **Impact GE-5**, Effect of Project on topography or unique geologic features (GSW DSEIR Appendix NOP-IS p. 92.)
6. **Impact C-GE-1**, Cumulative impacts related to geologic hazards (GSW DSEIR Appendix NOP-IS p. 92.)

N. Hydrology and Water Quality

1. **Impact HY-1**, Violation of water quality standards or degradation of water quality from construction-related activities (GSW DSEIR Appendix NOP-IS p. 99; RTC, Response HYD-2.)

2. **Impact HY-1a**, Violation of water quality standards or degradation of water quality from construction-related dewatering. (GSW DSEIR p. 5.9-31; RTC, Response HYD-1.)
3. **Impact HY-2**, Effects of Project operation on groundwater supplies and groundwater recharge. (GSW DSEIR Appendix NOP-IS p. 101.)
4. **Impact HY-3**, Effects of Project on existing drainage patterns and rates and amounts of surface runoff. (GSW DSEIR Appendix NOP-IS p. 102.)
5. **Impact HY-4**, Effects of Project on flood risk exposure and flood flows. (GSW DSEIR Appendix NOP-IS p. 102; RTC, Response HYD-6.)
6. **Impact HY-5**, Effects of Project on exposure to seiche or tsunami inundation. (GSW DSEIR Appendix NOP-IS p. 103; RTC, Response HYD-8.)
7. **Impact HY-7**, Effect of Project on exposure to flooding. (GSW DSEIR p. 5.9-41; RTC, Response HYD-6; Response HYD-7.)
8. **Impact C-HY-1**, Cumulative effects on hydrology and water. (GSW DSEIR Appendix NOP-IS p. 105; RTC, Response HYD-1; Response HYD-6; Response HYD-7; Response HYD-8.)
9. **Impact C-HY-2**, Cumulative impacts on compliance with National Pollutant Discharge Elimination System (“NPDES”) permit requirements, water quality standards or waste water requirements related to changes in wastewater and stormwater discharges; on the Mission Bay separate stormwater system; or on polluted runoff. Cumulative wet weather flows would not contribute to an increase in combined sewer discharges. (GSW DSEIR p. 5.9-44; RTC, Response HYD-3; Response HYD-5.)
10. **Impact C-HY-3**, Cumulative impacts on flood risk (GSW DSEIR p. 5.9-48; RTC, Response HYD-6; Response HYD-7.)

O. Hazards and Hazardous Materials

1. **Impact HZ-3**, Effects on adopted emergency response and evacuation plans, and fire exposure risk. (GSW DSEIR Appendix NOP-IS p. 119; RTC, Response HAZ-8.)
2. **Impact C-HZ-1**, Cumulative impacts related to hazardous materials. (GSW DSEIR Appendix NOP-IS p. 121.)

P. Mineral and Energy Resources

1. **Impact ME-1**, Project utilization of large amounts of fuel, water or energy (GSW DSEIR Appendix NOP-IS p. 123; FSEIR, Chapter 12, Section 12.3.2; Response EN-1; Response PD-4.)

2. **Impact C-ME-1**, Cumulative impacts on energy resources (GSW DSEIR Appendix NOP-IS p. 125.)

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

Public Resources Code section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[.]” The same statute provides that the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.”

The mandate and principles announced in Public Resources Code section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. For each significant environmental effect identified in an EIR for a project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. (CEQA Guidelines, § 15091.) The first such finding is 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 final EIR. (CEQA Guidelines, § 15091, subd. (a)(1).) The second permissible finding is that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding, and such 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 third potential conclusion is that specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the Final EIR. (CEQA Guidelines, § 15091, subd. (a)(3).) Public Resources Code, section 21061.1 defines “feasible” 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.” CEQA Guidelines section 15364 adds another factor: “legal” considerations. (See also *Citizens of Goleta Valley v. Bd. of Supervisors* (1990) 52 Cal.3d 553, 565 (“*Goleta II*”).)

The concept of “feasibility” also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417 (*City of Del Mar*); *Sierra Club v. County of Napa* (2004) 121 Cal.App.4th 1490, 1506-1509 [court upholds CEQA findings rejecting alternatives in reliance on applicant’s project objectives]; see also *California Native Plant*

Society v. City of Santa Cruz (2009) 177 Cal.App.4th 957, 1001 (CNPS) [“an alternative ‘may be found infeasible on the ground it is inconsistent with the project objectives as long as the finding is supported by substantial evidence in the record’”] (quoting 1 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act* [Cont.Ed.Bar 2d ed. 2009], § 17.30, p. 825); *In re Bay-Delta Programmatic Environmental Impact Report Coordinated Proceedings* (2008) 43 Cal.4th 1143, 1165, 1166 [“[i]n the CALFED program, feasibility is strongly linked to achievement of each of the primary program objectives”; “a lead agency may structure its EIR alternative analysis around a reasonable definition of underlying purpose and need not study alternatives that cannot achieve that basic goal”.] Moreover, “‘feasibility’ under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.” (*City of Del Mar, supra*, 133 Cal.App.3d at p. 417; see also *CNPS, supra*, 177 Cal.App.4th at p. 1001 [“an alternative that ‘is impractical or undesirable from a policy standpoint’ may be rejected as infeasible”] [quoting 2 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act, supra*, § 17.29, p. 824]; *San Diego Citizenry Group v. County of San Diego* (2013) 219 Cal.App.4th 1, 17.)

The findings in this Section VI and Section VIA and in Section VII and Section VIIA concern mitigation measures set forth in the FSEIR. These findings discuss mitigation measures as proposed in the FSEIR. The full explanation of the potentially significant environmental impacts is set forth in the GSW DSEIR (including the Initial Study which OCII made part of the GSW DSEIR through its inclusion in GSW DSEIR Volume 3 – Appendix NOP-IS) and in some cases is further explained in the RTC. As indicated in the MMRP, in most cases, mitigation measures will be implemented by OCII or the Project Sponsor.

As described above in Section IV, in the case of other mitigation measures, SFMTA or another City agency or a non-City agency, has responsibility for implementation of mitigation measures. The entity that will be responsible for implementation of each mitigation measure is identified in the MMRP for the Project (**Exhibit 1**) and **Exhibit 2** specifically lists the Mitigation Measures that are within the responsibility and jurisdiction of SFMTA to implement. Generally, the MMRP designated the agencies to implement mitigation measures as part of their existing permitting or program responsibilities, such as the San Francisco Department of Building Inspection (“DBI”) or San Francisco Department of Public Works (“SFPW”) through their permit responsibilities, or the SFPUC through its operation of the City sanitary sewer system, or the SFMTA as part of its operation and maintenance of traffic and transit systems. For each of the mitigation measures that are not within the responsibility and jurisdiction of SFMTA, SFMTA finds that the changes or alterations are within the responsibility and jurisdiction of the public agency identified in the MMRP and that the measures have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).)

The mitigation measures proposed for adoption in Sections VI, VIA, VII and VIIA are the same as the mitigation measures identified in the FSEIR for the Project. The full text of all of the mitigation measures is contained in **Exhibit 1**, the MMRP.

SFMTA adopts all of the mitigation measures proposed for the Project that are within the jurisdiction and control of SFMTA (mitigation measures M-TR-2a, M-TR-2b, M-TR-6, M-TR-11a, M-TR-11c, and M-TR-13). The SFMTA Board of Directors finds SFMTA has funds available at its sole discretion that will be used to pay for implementing Mitigation Measures M-TR-6 and M-TR-13 in order to reduce the impacts identified in the FSEIR, the MMRP, and as set forth below to a less than significant level as mitigated. However, for the other listed measures under the SFMTA jurisdiction, the SFMTA Board adopts these measures but only to the extent that funding is available to pay for such mitigation. Because funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations, such funding cannot be guaranteed, and therefore, as explained in the FSEIR, the MMRP, and as set forth below, the impacts associated with these mitigation measures are significant and unavoidable.

For those mitigation measures that are the responsibility agencies other than SFMTA, SFMTA finds that those measures can and should be implemented by the other agencies as part of part of their existing permitting or program responsibilities. Based on the analysis contained in the GSW DSEIR and FSEIR, other considerations in the record, and the standards of significance, the SFMTA finds that for impacts discussed in this Section VI and Section VIA, implementation of the proposed mitigation measures within its responsibility and jurisdiction, in conjunction with the mitigation measures within the jurisdiction and control of OCII and other responsible agencies, including the City and County of San Francisco and its other departments and commissions, will reduce potentially significant impacts to a less-than-significant level.

A. Cultural and Paleontological Resources

1. Impact CP-2: Adverse change in the significance of an archaeological resource. (GSW DSEIR Appendix NOP-IS p. 48; RTC, Section 13.10.2, Response CULT-1.) The Project could cause a substantial adverse change in the significance of an archaeological resource pursuant to CEQA Guidelines § 15064.5. Specifically, there is a reasonable presumption that archaeological resources may be present within the Project site that could be disturbed during subsurface construction. However, the impact can be reduced to a less-than-significant level through Mitigation Measure M-CP-2a and Mitigation Measure M-CP-2b. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archaeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archaeological monitoring and/or data recovery program. If an archaeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor

the archaeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an “ALERT” sheet to the Project prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archaeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken.

MM M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Plan

MM M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact TR-6: Pedestrian impacts without an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-147; RTC, Response, TR-2; Response TR-6.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions without an overlapping SF Giants evening game. Overall, the Project would implement numerous improvements that would enhance pedestrian conditions and safety in the Project vicinity. The existing and proposed pedestrian facilities would be adequate to meet the pedestrian demand associated with the Project uses. The exception would be the crosswalks at the intersection of Third/South, which would operate at LOS E or LOS F conditions during the weekday evening and late evening, and Saturday evening conditions for sell-out events (i.e., the Basketball Game scenario). Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South and the Project’s TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections and would mitigate pedestrian impacts to less-than-significant levels. At all other locations and Project conditions, the addition of Project-generated pedestrian trips would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians or otherwise interfere with pedestrian accessibility to the site and adjoining areas.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

2. Impact TR-9a: Temporary obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-262; FSEIR, Chapter 12, Section 12.3.1; Response TR-12.) Placement and usage of cranes during construction could temporarily obstruct helipad airspace surfaces. The GSW DSEIR determined that, based on the preliminary Project construction plan for the Project construction cranes, one of the Project construction cranes would have the potential to result in a temporary penetration of a Part 77 Transitional Surface associated with the helipad, which would be considered a potentially

significant impact. After publication of the GSW DSEIR, the Project Sponsor refined its construction crane plan with the goal to further reduce potential Project effects on the UCSF helipad during construction. Based on the analysis of the refined construction crane plan, none of the proposed tower construction cranes would penetrate the Part 77 Approach or Transitional Surfaces associated with the UCSF helipad. Furthermore, adequate clearance for the construction cranes would be provided for the South Street alternate flight path. However, if the refined construction crane plan details were to change with respect to proposed tower crane size, location or other factors, then the Project would have the potential to result in greater and/or less effects. Mitigation Measure M-TR-9a, Crane Safety Plan for Project Construction, identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period to less than significant. The objective of the crane safety plan is to ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Therefore, with implementation of Mitigation Measure M-TR-9a, this impact would be less than significant with mitigation.

MM M-TR-9a: Crane Safety Plan for Project Construction

3. Impact TR-9d: Lighting impacts on UCSF helipad flight operations (GSW DSEIR p. 5.2-270; FSEIR, Chapter 12, Section 12.3.1; Response TR-12; Response TR-PD-1.) Routine and specialized exterior lighting could impact flight operations. The use of certain specialized lighting systems would have the potential to adversely affect a pilot's vision and execution of a visual night time approach or departure to/from the UCSF helipad. Lights that adversely affect the night vision of pilots and interfere with the execution of a visual nighttime approach to the helipad would endanger the pilot, passengers, and people on the ground. Therefore, the possible use of these specialized lighting systems would be considered a potentially significant impact. Mitigation Measure M TR-9d: Event Center Exterior Lighting Plan identifies feasible measures that would reduce potential impacts associated with potential specialized lighting systems to less than significant.

MM M-TR-9d: Event Center Exterior Lighting Plan

4. Impact TR-13: Local transit impacts with overlapping evening SF Giants game. (GSW DSEIR p. 5.2-183; RTC, Response TR-2; Response TR-5; Response TR-2; Response TR-5; Response TR-12.) Implementation of the Project could result in substantial increase in transit demand that could not be accommodated by adjacent Muni transit capacity with an overlapping evening SF Giants game. Overall, on days with overlapping evening events at the Project site and at AT&T Park, transit demand would exceed the capacity prior to and following the events, and the Project would result in significant transit impacts. Implementation of Mitigation Measure M-TR-13: Enhanced

Muni Transit Service during Overlapping Events would minimize transit impacts. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project's transit impacts would be less than significant with mitigation.

MM M-TR-13: Enhanced Muni Transit Service during Overlapping Events

5. Impact TR-15: Pedestrian impacts with an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-185; RTC, Response TR-2.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions with an overlapping SF Giants game. Overall, on days with overlapping evening events at the Project site and at AT&T Park, pedestrian conditions would become more crowded prior to and following the events; however, with the TMP transportation management strategies and implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, the impact of the Project on pedestrians during overlapping evening events would be less than significant with mitigation.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

6. Impact TR-22, Pedestrian impacts without Muni Special Event Transit Service Plan (GSW DSEIR p. 5.2-203; RTC, Response TR-2). Without the implementation of the Muni Special Event Transit Service Plan, the number of attendees arriving by transit would decrease while the number of attendees arriving by automobiles would increase. Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring would ensure that the pedestrian impacts would remain the same as those identified in Impact TR-6 for pedestrian conditions without an overlapping SF Giants evening game and in Impact TR-15 for pedestrian conditions with an overlapping SF Giants evening game irrespective of whether SFMTA Parking Control Officers ("PCOs") were available during various events, and would not result in secondary transportation impacts. With implementation of Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities, Project-generated pedestrian demand during large events would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas. Therefore, without implementation of the Muni Special Event Transit Service Plan, the Project's impact on pedestrians would be less than significant with mitigation.

MM M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring

C. Noise and Vibration

1. Impact NO-4: Noise in excess of General Plan and Noise Ordinance standards during operations. (GSW DSEIR p. 5.3-27; FSEIR, Chapter 12, Section 12.2.1; Response NOI-2; Response PD-1.) Operation of the event center would introduce new stationary noise sources to the Project area. Operation of the Project would introduce new stationary noise sources that would be subject to the requirements of the San Francisco Noise Ordinance. These new sources include generators and mechanical equipment, as well as the potential for amplified sound within the Third Street plaza. As explained in the GSW DSEIR and the RTC Document, predicted noise levels from new stationary sources would not meaningfully contribute to the existing monitored ambient noise levels in the Project area, and the Project would therefore be consistent with the restrictions of the noise ordinance.

The Project would also introduce new land uses, and these new uses would be exposed to noise levels of up to 75 DNL. However, modern building techniques and materials, as well as inclusion of non-operable windows and ventilation systems, would be sufficient to ensure that the Project would comply with land use compatibility requirements of the San Francisco General Plan, and this impact would be less than significant.

With respect to amplified sound, either interior to the event center or in open-air plazas on the Project site, the predicted sound levels and hours of occurrence would be consistent with the noise ordinance. However, due to uncertainties as to the nature and extent of future outside events at the Third Street Plaza, implementation of Mitigation Measure M-NO-4a: Noise Control Plan for Outdoor Amplified Sound would ensure that noise levels from amplified sound exterior to the event center would comply with the noise ordinance. In addition, implementation of Mitigation Measure M-NO-4b: Noise Control Plan for Place of Entertainment Permit would ensure that noise levels from concerts, basketball games, and other events would comply with the noise ordinance, regardless of current unknowns as to the nature of future events within the arena. Therefore, this impact would be less than significant with mitigation.

MM M-NO-4a: Noise Control Plan for Outdoor Amplified Sound

MM M-NO-4b: Noise Control Plan for Place of Entertainment Permit

D. Air Quality

1. Impact AQ-4: Potential conflicts with BAAQMD's 2010 Clean Air Plan. (GSW DSEIR p. 5.4-51; RTC, Response AQ-1a; Response AQ-2; Response AQ-3; Response AQ-4c; Response AQ-6; ; Response AQ-7.) Without mitigation measures or the adoption of control measures, emissions associated with the Project could conflict with the *2010 Clean Air Plan* ("CAP"). The Project would be consistent with the 2010 CAP, however, with implementation of mitigation measures, which include offsetting emissions to below significance thresholds in addition to Project-specific measures to reduce pollutant emissions. Additionally, the Project would be consistent with the 2010 CAP by virtue of incorporation of control measures of the CAP, including land use/local impact measures and energy/climate measures as well as the transportation demand management measures incorporated in the Project. The Project would also not hinder implementation of the 2010 CAP. Therefore, the Project would not conflict with, or obstruct implementation of the 2010 Clean Air Plan, and this impact would be less than significant with mitigation.

MM M-AQ-1: Construction Emissions Minimization

MM M-AQ-2a: Reduce Operational Emissions

MM M-AQ-2b: Emissions Offsets

E. Wind and Shadow

1. Impact WS-1: Wind effects on off-site public spaces (GSW DSEIR p. 5.6-10; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.) The GSW DSEIR indicated that the Project could result in a net increase in the total duration of the wind hazard exceedance at off-site public walkways in the Project vicinity and proposed Mitigation Measure M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards, which describes potential design measures that would serve to reduce or avoid Project wind hazards. Although preliminary evaluation by the Project Sponsor of certain potential on-site design modifications indicated such modifications would be effective in reducing the Project wind hazard impact to a less than significant, the impact was conservatively identified as significant and unavoidable with mitigation because Project design was not yet finalized. After publication of the GSW DSEIR, the Project Sponsor pursued design measures as required by Mitigation Measure M-WS-1, and identified an on-site design modification that would reduce the Project wind hazard impact to less than significant as verified by wind tunnel testing. Because design modifications have been identified, the impact will be reduced to a level of less than significant through Mitigation Measure M-WS-1.

Under the Third Street Plaza Variant, the Project would not alter wind in a manner that would substantially affect off-site public areas, and, accordingly, the impact would be less than significant and no mitigation would be required.

MM M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards

F. Biological Resources

1. Impact BI-4: Effects on the movement of wildlife or established migratory corridors or nurseries (GSW DSEIR Appendix NOP-IS p. 81; RTC, Response BIO-1; Response BIO-6; PD-1.) The Project could interfere substantially with the movement of native resident or migratory wildlife species resident or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. Specifically, migratory and resident birds which breed locally in San Francisco have the potential to nest in shrub vegetation observed within the Project site and could be adversely affected by Project construction. Implementation of Mitigation Measure M-BI-4a: Preconstruction Surveys for Nesting Birds would avoid disrupting or destroying active nests which could occur within the Project site during bird breeding season, and would reduce this impact to less than significant. Migratory birds may also be affected by increased risk of collisions with the proposed structures and due to the Project's artificial night lighting. This impact will be reduced due to a level of less than significant through Mitigation Measure M-BI-4b: Bird Safe Building Practices, which requires bird safe practices in the proposed building and lighting design that are consistent with the City's *Standards for Bird-Safe Buildings*.

MM M-BI-4a: Preconstruction Surveys for Nesting Birds

MM M-BI-4b: Bird Safe Building Practices

G. Hydrology and Water Quality

1. Impact HY-6: Operational effects on water quality (GSW DSEIR p. 5.9-33; RTC, Response HYD-2; Response HYD-3; Response HYD-4; Response HYD-5.) Operation of the Project could affect the quality of effluent discharges from the Southeast Water Pollution Control Plan if future uses at the project site were to discharge unusual chemicals or pollutants not typically associated with most other San Francisco discharges, such as radioactive or biohazardous materials. National Pollutant Discharge Elimination System Mitigation Measure M-HY 6: Wastewater Sampling Ports will reduce the impacts to a level of less-than-significant by installing sampling points as part of the Project design to facilitate sampling to monitor discharge quality and by participating in the City's existing Water Pollution Prevention Program.

MM M-HY-6: Wastewater Sampling Ports

H. Hazards and Hazardous Materials

1. Impact HZ-1: Routine transport, use and disposal of hazardous materials. (GSW DSEIR Appendix NOP-IS p. 115; RTC, Response HAZ-1; Response HAZ-2; Response HAZ-3; Response HAZ-7.) The Project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Construction activities associated with the Project could expose construction workers, the public, or the environment to hazardous materials. A Risk Management Plan (“RMP”) was prepared subsequent to and as required by the Mission Bay FSEIR, and remedial action consistent with the RMP have been completed. Compliance with the RMP, as required by the deed restriction, would ensure that human health and environmental risks during and after development of the Project would be within acceptable levels and no new or different mitigation would be required. However, the Mission Bay FSEIR determined that further risk evaluation would be required, if future uses at the project site were to include a public school or child care facility. Thus, in the event that child care facilities were to occur under the Project, implementation of Mitigation Measure M-HZ-2: RMP Provisions for Child Care Facilities, would reduce this impact to less than significant.

MM M-HZ-1a: Guidelines for Handling Biohazardous Materials

MM M-HZ-1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos

2. Impact HZ-2: Exposure to Contaminants during Construction. (GSW DSEIR Appendix NOP-115; RTC, Response HAZ-1; Response HAZ-2; Response HAZ-3; Response HAZ-7.) The Project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Construction activities associated with the Project could expose construction workers, the public, or the environment to hazardous materials. A Risk Management Plan (“RMP”) was prepared subsequent to and as required by the Mission Bay FSEIR, and remedial actions consistent with the RMP have been completed. Compliance with the RMP, as required by the deed restriction, would ensure that human health and environmental risks during and after development of the Project would be within acceptable levels and no new or different mitigation would be required. Furthermore, in the event that child care facilities were to occur under the Project, implementation of Mitigation Measure M-HZ-2 would reduce this impact to less than significant.

MM M-HZ-2: RMP Provisions for Child Care Facilities

VIA. FINDINGS FOR POTENTIALLY SIGNIFICANT CUMULATIVE IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Cultural and Paleontological Resources

1. Impact C-CP-1: Contribution to Cumulative Impacts on Cultural Resources (GSW DSEIR Appendix NOP-IS p. 57.) Implementation of the Project, along with cumulative projects in the Mission Bay area, could have a significant impact on recorded and unrecorded archeological resource. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measures M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program and M-CP-2b: Accidental Discovery of Archaeological Resources. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archeological monitoring and/or data recovery program. If an archeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an "ALERT" sheet to the Project prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken. Consequently, with implementation of these mitigation measures, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program

Mitigation Measure M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact C-TR-4: Contribution to Cumulative Impacts on Muni (GSW DSEIR p. 5.2-222; RTC, Response TR-2; Response TR-12.) 2040 cumulative conditions could have significant impacts on Muni service and could contribute transit impacts at Muni screenlines. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional

capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project's transit impacts would be less than cumulatively considerable (i.e., less than significant) with mitigation.

Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events

2. **Impact C-TR-6: Contribution to Cumulative Impacts on Pedestrians** (GSW DSEIR p. 5.2-227; RTC, Response TR-2.) Pedestrian volumes would increase between implementation of the Project and 2040 cumulative conditions due to buildout of planned Mission Bay developments in the Project vicinity. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South and the Project's TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South

3. **Impact C-TR-9: Contribution to Cumulative Impacts on UCSF Helipad Operations** (GSW DSEIR p. 5.2-231; FSEIR, Chapter 12, Section 12.3.1.) Under cumulative conditions, development in the immediate Project vicinity would have the potential to result in cumulative impacts to the UCSF helipad. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction, which identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period and ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction

C. Noise and Vibration

1. Impact C-NO-1: Contribution to Cumulative Construction Noise Impacts (GSW DSEIR p. 5.3-39; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response NOI-2.) Cumulative construction noise in the Project area could cause a substantial temporary or periodic increase in ambient noise levels during Project construction. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure C-NO-1: Construction Noise Control Measures, which requires site-specific noise attenuation measures during construction to reduce the generation of construction noise. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-C-NO-1: Construction Noise Control Measures

VII. 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, SFMTA finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts listed below as identified in the GSW FSEIR. SFMTA agrees that the mitigation measures in the FSEIR and described below are appropriate, and that changes have been required in, or incorporated into, the Project that, to use the language of Public Resources Code section 21002 and CEQA Guidelines section 15091, may substantially lessen, but do not avoid (i.e., reduce to less than significant levels), the potentially significant or significant environmental effects associated with implementation of the Project.

SFMTA adopts all of the mitigation measures it is responsible for adopting and implementing as proposed in the FSEIR that are relevant to the Project and set forth in the MMRP, attached hereto as **Exhibit 1**, and also set forth in **Exhibit 2**, which includes the Mitigation Measures that are within the responsibility and jurisdiction of SFMTA to implement. With respect to Mitigation Measures M-TR-2a, M-TR-2b, M-TR-11a, and M-TR-11c, SFMTA Board of Directors anticipates funding will be available for it to implement and maintain each of these mitigation measures. However, the SFMTA Board of Directors cannot ensure funding for these mitigation measures will be available in perpetuity given that, for example, funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations. For this and other reasons discussed further in the FSEIR and OCII CEQA Findings, SFMTA agrees that for the impacts listed below, no feasible mitigation is currently available to render the effects less than significant. The effects therefore remain significant and unavoidable. Based on the analysis contained within the FSEIR, other considerations in the record and stated herein, and the standards of significance, the SFMTA agrees that because some aspects of the Project would cause potentially significant impacts for which feasible mitigation

measures are not available to reduce the impact to a less-than-significant level, the impacts are significant and unavoidable.

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project's "benefits" rendered "acceptable" its "unavoidable adverse environmental effects." (CEQA Guidelines, §§ 15093, 15043, subd. (b); see also Pub. Resources Code, § 21081, subd. (b).) The California Supreme Court has stated, "[t]he wisdom of approving . . . any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law requires that those decisions be informed, and therefore balanced." (*Goleta II, supra*, 52 Cal.3d at p. 576.) SFMTA agrees that the following significant impacts on the environment, as reflected in the GSW FSEIR, are unavoidable, but under Public Resources Code Section 21081, subdivisions (a)(3) and (b), and CEQA Guidelines 15091, subdivision (a)(3), 15092, subdivision (b)(2)(B), and 15093, SFMTA determines that the impacts are acceptable due to the overriding considerations described in Section IX below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation and Circulation

1. Impact TR-2: Effects on Vehicle Traffic on Multiple Intersections without SF Giants game. (GSW DSEIR p. 5.2-117; FSEIR, Chapter 12; Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at seven intersections that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. These include the intersections of King/Fourth Streets, Fifth/Harrison Streets/I-280 westbound off-ramp, Fifth/Bryant Streets/I-280 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, and Seventh/Mississippi/16th Streets. Mitigation Measure M-TR-2a: Additional PCOs during Events would reduce the Project's impacts related to event-related traffic conditions, and would not result in secondary transportation-related impacts, but would not reduce impacts to less-than-significant levels. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would require the Project Sponsor to work with the City to pursue and implement commercially reasonable strategies to reduce transportation impacts. The measures identified above would reduce traffic congestion in the Project vicinity and would not result in secondary transportation impacts. However, even with implementation of these measures, the arrival and departure peak of vehicle trips to and from the event center through these intersections would continue to occur, and therefore, the Project's significant traffic impacts would remain significant and unavoidable with mitigation.

The Project would result in significant and unavoidable impacts at intersections not previously identified in the Mission Bay FSEIR due to event-related vehicles that would result in exceedance of the intersection LOS threshold. Mission Bay FSEIR Mitigation Measures 47a - 47c, and 47e – 47i would minimize traffic impacts but would not reduce them to less-than-significant levels, and traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during Events

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mission Bay FSEIR Mitigation Measure E.47: Transportation System Management Plan

2. Impact TR-3: Effect of Project on Traffic Volumes at Freeway Ramps without SF Giants game. (GSW DSEIR p. 5.2-132; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at the I-80 eastbound on-ramp at Fifth/Bryant Streets that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. MM TR-2b: Additional Strategies to Reduce Transportation Impacts would help reduce the Project traffic increase on regional freeway mainline and ramps. However, the reduction in Project-generated vehicle trips would not reduce impacts to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts.

3. Impact TR-5: Effect of Project Regional Transit Service Demand without SF Giants game. (GSW DSEIR p. 5.2.144, RTC, Response TR-2; Response TR-5; Response TR-12.) The Project would result in a substantial increase in transit demand that could not be accommodated by regional transit capacity such that significant adverse impacts to regional transit service would occur under Existing plus Project conditions without a SF Giants game at AT&T Park. Implementation of Mitigation Measures M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus would help reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay and North Bay service is uncertain and full funding for the service has not yet been identified, the Project's significant impacts remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus Service

4. Impact TR-11: Effect of Project Traffic at Multiple Intersections with SF Giants game.

(GSW DSEIR p. 5.2-171; RTC, Response TR-2; Response TR-4; Response TR-12.) On days with overlapping evening events at the project site and at AT&T Park, intersections in the Project vicinity would become more congested prior to and following the events, and the Project would result in significant traffic impacts at the following ten study intersections: King/Fifth/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/South Streets, Seventh Street/Mission Bay Drive, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, and Mariposa Street/I-280 northbound off-ramp. Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs during Overlapping Events, and Mitigation Measure M-TR-11b: Participation in the Ballpark/Mission Bay Transportation Coordinating Committee would minimize the severity of traffic impacts at these intersections and would not result in secondary transportation impacts, but would not improve intersection LOS to LOS D or better. Thus, traffic impacts at the ten study intersections would remain significant and unavoidable with mitigation.

In addition to the mitigation measures described above, Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would require the Project Sponsor to continue to work with the City to pursue and implement additional strategies to reduce transportation impacts. One potential strategy involves using off-site parking lot(s) south of the event center and providing shuttles to the event center if the location of off-site parking is not within walking distance to the event center; but regardless, secondary traffic impacts associated with Mitigation Measure M-TR-11c, involving the use of one or more off-site parking lot(s) would contribute to the same significant and unavoidable impact (with mitigation) that would be caused by the Project-generated traffic described in the first paragraph in this impact statement above. With implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, the significant traffic impacts identified above at the intersections of Fourth/16th Streets and Mariposa Street/I-280 northbound off-ramp would not occur, and instead a significant and unavoidable traffic impact would occur at the intersection of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp. Thus, with implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, significant traffic impacts would occur at nine rather than ten intersections; however, impacts in the Project vicinity during overlapping evening events

at the project site and at AT&T Park would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Regular Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

5. **Impact TR-12: Effect of Project Traffic at Freeway Ramps with SF Giants game.** (GSW DSEIR p. 5.2-180; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project, under the Basketball Game scenario with an overlapping SF Giants evening game at AT&T Park, would result in a significant impact at the I-80 westbound off-ramp at Fifth/Harrison Streets during the weekday evening and Saturday evening peak hours (i.e., attendees driving to San Francisco from the East Bay), and at the I-280 northbound off-ramp at Mariposa Street during the weekday evening peak hour (i.e., attendees driving to the event center and AT&T Park from the south of the Project site). The Project would also result in a significant impact at the I-80 eastbound on-ramp at Fifth/Bryant Streets during the weekday late evening peak hour (i.e., attendees returning to the East Bay). As discussed in Impact TR-3 for conditions without an overlapping SF Giants evening game, no feasible mitigation measures are available for the freeway ramp impacts because there is insufficient physical space for additional capacity without redesign of the I-80 and I-280 ramps and mainline structures, which may require acquisition of additional right-of-way; and other potential measures would not adequately address the short-term peak travel patterns associated with special events. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project traffic increase on regional freeway mainline and ramps. However, the mitigation measures would not reduce impacts related to freeway ramp operations to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

6. Impact TR-14: Effect of Project on Regional Transit Demand with SF Giants game. (GSW DSEIR p. 5.2-184, RTC, Response TR-2; Response TR-4; Response TR-12.) Under existing plus Project conditions with an overlapping SF Giants evening game at AT&T Park, the Project would result in significant Project-specific transit impacts to East Bay, North Bay, and South Bay transit service. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay, North Bay and BART service is uncertain and full funding for the service has not yet been identified, the mitigation measures would not reduce the impact to a less-than-significant level. Accordingly, the Project's significant impacts to regional transit demand would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service during Events

Mitigation Measure M-TR-5b: Additional North Bay Bus and Ferry Service during Events

Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events

7. Impact TR-18. Effect of Project on Traffic Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-191, RTC, Response TR-2.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following additional study intersections, or analysis periods: Third/Channel Streets (weekday late evening), Fourth/Channel Streets (Saturday evening), Seventh Street/Mission Bay Drive (weekday late evening), Illinois/Mariposa Streets (weekday evening, Saturday evening), and Owens/16th Streets (weekday late evening). Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

8. Impact TR-19: Effect of Project Traffic on Freeway Ramps Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-197.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following three additional freeway ramp locations: I-80 eastbound on-ramp at Fifth/Bryant Streets (weekday late evening), I-80 westbound off-ramp at Fifth/Harrison Streets (Saturday evening), I-280 northbound off-ramp at Mariposa Street (weekday evening). Mitigation Measure M-TR-2b: Auto Mode Share Performance Standard and Monitoring, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's impacts related to freeway ramp operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

9. Impact TR-20: Effect of Project Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-99; RTC, Response TR-2; Response TR-5.) Under existing plus Project conditions without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts, as follows: T Third during the weekday evening, weekday late evening, and Saturday evening peak hours; 22 Fillmore during the weekday late evening; and Saturday evening peak hours. Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of this mitigation measure, however, the Project's impacts related to transit operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

10. Impact TR-21: Effect of Project Regional Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-202, RTC, Response TR-2.) Under existing plus Project conditions without a SF Giants game at AT&T Park and

without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts on Water Emergency Transportation Authority and Golden Gate Transit service during the weekday late evening peak hours. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service would reduce or minimize the severity of the impact, but not to a less than significant level. Accordingly, the Project's significant impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

B. Noise

1. Impact NO-5: Noise Impacts from Project Traffic and Crowd Noise. (GSW DSEIR p. 5.3-32; RTC, Response NOI-2b; Response NOI-3a; Response NOI-6.) Noise levels generated by crowds prior to, during, and after events could result in a substantial increase in noise levels at the receptor adjacent to the northbound Muni T-Line transit platform, particularly during nighttime egress hours of 9 p.m. to 11 p.m., and this impact would be significant and unavoidable. Operation of the Project would introduce new mobile noise sources that would contribute to ambient noise levels in the Project vicinity. Increases in roadway traffic noise would be significant and unavoidable during events either with or without implementation of the Muni Special Event Transit Service Plan, even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, the Project's effect on crowd and traffic noise remains significant and unavoidable with mitigation.

Mitigation Measure M-TR-2c: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact AQ-1: Impacts of Criteria Air Pollutants from Construction Activities. (GSW DSEIR p. 5.4-28; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response PD-3.) Construction of the Project would generate emissions of fugitive dust and criteria air pollutants. The Project Sponsor, through its contractors, would be required to implement dust control measures in compliance with the requirements of the

Construction Dust Control Ordinance, which would ensure that the construction-related impacts due to fugitive dust would be less than significant.

Estimated emissions of criteria air pollutants indicate that average daily construction emissions of PM10 and PM2.5 would be below the applicable thresholds. Emissions of ROG and NOx, however, would exceed the applicable significance thresholds. Implementation of Mitigation Measure M-AQ-1 (Construction Emissions Minimization) would reduce ROG and NOx emissions, but additional implementation of Mitigation Measure M-AQ-2b (Emission Offsets) would be further required to reduce NOx emissions to below the applicable threshold. However, because implementation of emissions offsets is dependent in part on the actions of a third party and a specific emission offset project has not yet been identified, this measure is not fully within the control of the Project Sponsor. As such, the impact related to regional emissions of criteria pollutants during construction is conservatively considered significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

2. Impact AQ-2: Impacts of Criteria Air Pollutants from Project Operations. (GSW DSEIR p. 5.4-37, FSEIR, Chapter 12, Section 12.2.1; Response AQ-1; Response AQ-4; Response AQ-6; Response AQ-7.) Operation of the Project would include a variety of sources that would contribute to long term emissions of criteria air pollutants (ROG, NOx, PM10, and PM2.5). These sources would include new vehicle trips, maintenance and operation of standby diesel generators, boilers, and area sources such as landscape equipment and use of consumer products. Calculations of average daily and maximum annual emissions indicate that the Project without mitigation would result in levels of ROG and NOx that would exceed significance thresholds; this would be a significant impact. Mitigation Measures M-AQ-2a (Reduce Operational Emissions), and Mitigation Measure M-AQ-2b (Emission Offsets) would reduce the severity of the impact. However, this impact is conservatively considered significant and unavoidable with mitigation because implementation of an emissions offset Project is dependent in part on the actions of a third party and a specific emission offset project has not yet been identified, beyond the control of the Project Sponsor.

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

VIIA. SIGNIFICANT CUMULATIVE IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Transportation and Circulation

1. Impact C-TR-2: Project Traffic Contribution to Cumulative Impacts at Multiple Intersections.

(GSW DSEIR p. 5.2-212; RTC, Response TR-2.) Overall, combined for all analysis peak hours, the Project would result in cumulative impacts, or contribute to 2040 cumulative impacts at the following 16 study intersections: King/Third Streets, King/Fourth Streets, King/Fifth Streets/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, Third/South Streets, Third/16th Streets, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, Mariposa Street/I-280 northbound off-ramp, and Third/Cesar Chavez Streets. As noted above, the Project would result in Project-specific impacts or contribute considerably to cumulative impacts at nine intersections during the weekday p.m. peak hour, and at the eight intersections during the Saturday evening peak hour. Implementation of Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events, Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee, and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions; however, these impacts would remain significant and unavoidable with mitigation.

With implementation of the off-site parking facilities as part of Mitigation Measure M-TR-11c, the Project would also result in cumulative impacts, or contribute to 2040 cumulative impacts at 16 study intersections; however, significant traffic impacts would not occur at the intersections of Fourth/16th Streets or Mariposa Street/I-280 northbound off-ramp, and instead would occur at the intersections of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp and Pennsylvania Street/I-280 southbound off-ramp. Therefore, the Project's contribution to this 2040 cumulative impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

**Mitigation Measure M-TR-2b: Additional Strategies to Reduce
Transportation Impacts**

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

2. Impact C-TR-3: Project Traffic Contribution to Cumulative Impacts at Freeway Ramps. (GSW DSEIR p. 5.2-220; RTC, Response TR-2.) The Project, in combination with past, present, and reasonably foreseeable development in San Francisco, would contribute considerably to cumulative traffic impacts at three freeway ramps (i.e., I-80 eastbound on-ramp at Fifth/Bryant Streets, I-80 westbound off-ramp at Fifth/Harrison Streets, and I-280 southbound on-ramp at Mariposa Street). Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions but would not mitigate the contribution to less-than-significant levels. Therefore, the Project's contribution to cumulative impacts at the ramp locations is considered significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

3. Impact C-TR-5: Project Traffic Contribution to Cumulative Impacts to Regional Transit. (GSW DSEIR p. 5.2-226; RTC, Response TR-2.) The Project would result in significant cumulative transit impacts to regional transit. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, although not to less than significant levels. Accordingly, the Project's cumulative impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

Mitigation Measure M-TR-14: Additional BART Service to the East Bay During Overlapping Events

B. Noise

1. Impact C-NO-2: Project Contribution to Cumulative Impacts on Crowd and Traffic Noise. (GSW DSEIR p. 5.3-42; RTC, Response NOI-2b.) Operation of the Project would contribute to ambient noise levels in the Project vicinity. Cumulative increases in roadway traffic noise would be significant and unavoidable during events even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts. (GSW DSEIR p. 5.4-55; FSEIR, Chapter 12, Sections 12.2.1, 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4c; Response AQ-6; Response AQ-7.) The analysis of construction-related and operational criteria pollutant impacts (Impact AQ-1 and Impact AQ-2, respectively) assesses whether the Project would be considered to result in a cumulatively considerable contribution to regional and localized air quality impacts. Mitigation Measure M-AQ-1: Construction Emissions Minimization, Mitigation Measure M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the Project's contribution to the cumulative impact, although it cannot be certain that Project's contribution would be reduced to less than cumulatively considerable. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

D. Utilities and Service Systems

1. Impact C-UT-2: Wastewater Treatment Capacity (GSW DSEIR p. 5.7-16; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-5; Response UTIL-6.) The

SFPUC has determined that the Project in combination with full build out of Mission Bay South would result in wastewater flows that could exceed the capacity of the Mariposa Pump Station and associated force mains and conveyance piping. Therefore, improvements to the Mariposa Pump Station and associated facilities would be required to accommodate the cumulative wastewater flows. While temporary or interim measures to accommodate the flows would not result in significant environmental effects because they would be operational or internal to the pump stations, construction of the permanent improvements could potentially result in significant environmental effects. Because specific plans and design for permanent pump station improvements and associated force mains and conveyance piping have not been finalized and CEQA environmental review has not been completed, it is not possible at this time to conclude whether impacts resulting from these improvements could be mitigated to a less than significant level. Furthermore, implementation of any improvements to the City's pump stations and force mains is outside of the Project Sponsor's control and there is uncertainty in timing as to when the SFPUC will be able to complete the necessary capacity improvements. Therefore, this would be a significant and unavoidable impact related to requiring construction of new wastewater facilities or the expansion of existing wastewater facilities in the Mariposa sub-basin the construction of which could cause significant environmental impacts, with no feasible mitigation available to the Project Sponsor.

Cumulative wastewater flows could also exceed the capacity of the Mission Bay Sanitary Pump Station, resulting in a significant impact related to construction and/or expansion of related wastewater facilities. However, the Project's contribution would not be cumulatively considerable (i.e., it would be less than significant) because the Mission Bay Sanitary Pump Station was designed to accommodate 0.29 mgd of wastewater flows from the Project site, and the Project would discharge only 0.182 mgd to the pump station which would be within the remaining capacity at the pump station. Even so, for the reasons mentioned in the first paragraph above, impacts relating to the construction of expanded wastewater treatment capacity would be significant and unavoidable.

2. Impact C-UT-4: Wastewater Demand (GSW DSEIR p. 5.7-19; RTC, Response UTIL-5.) The SFPUC has determined that there is currently inadequate capacity to serve the Project's wastewater demand in combination with anticipated increased wastewater flows from other projects (including UCSF's demand and other reasonably foreseeable development). The impact analysis determined that the Project's contribution to this impact would be cumulatively considerable, and therefore, this cumulative impact on the wastewater system was determined to be significant and unavoidable with mitigation. Implementation of Mitigation Measure M-C-UT-4, Fair Share Contribution for Pump Station Upgrades, would offset the Project's contribution to this impact. The measure would require the Project Sponsor to contribute its fair share to the SFPUC for the required improvements to the Mariposa Pump Stations and associated wastewater

facilities. However, because the necessary improvements have not been completely defined and implementation of the improvements to the City's wastewater system is outside of the Project Sponsor's control, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-C-UT-4: Fair Share Contribution for Mariposa Pump Station Upgrades

VIII. EVALUATION OF ALTERNATIVES

This section describes the Project, Project objectives, as well as the Project alternatives (the "Alternatives"). When a public agency acts as a responsible agency for a project, the agency has more limited authority than a lead agency. The responsible agency may require changes in a project to lessen or avoid only the effects, either direct or indirect, of that part of the project which the agency will be called on to carry out or approve. (CEQA Guidelines, § 15041, subd. (a).) Therefore, the scope of the alternatives analysis set forth in the FSEIR and discussed in the OCII CEQA Findings exceeds the scope of SFMTA's obligations as a responsible agency pursuant to CEQA. Nevertheless, SFMTA has independently reviewed and considered the information on alternatives provided in the FSEIR and in the administrative record. Additionally, SFMTA has considered and agrees that the evidence and analysis included in the OCII CEQA Findings demonstrates that all of the alternatives discussed therein are either infeasible or undesirable in comparison to the Project.

CEQA mandates that an EIR evaluate a reasonable range of potentially feasible alternatives to a proposed project or the project location that would meet most of the project objectives while reducing or avoiding any of the significant environmental impacts of the proposed 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 effectiveness in meeting Project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing the significant environmental impacts of the Project.

After an extensive alternative screening and selection process, OCII selected three alternatives, in addition to the Project, to carry forward for detailed analysis in the GSW FSEIR:

- Alternative A: No Project Alternative
- Alternative B: Reduced Intensity Alternative
- Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

These alternatives adequately represent a range of potentially feasible alternatives to the Project as required under CEQA.

The GSW FSEIR also analyzed two Project variants:

- Third Street Plaza Variant

- Muni UCSF/Mission Bay Station Variant

The GSW DSEIR noted that the Third Street Plaza Variant also served as an alternative to the Project because it would meet all of the Project objectives and would lessen or avoid a significant environmental impact of the Project. Specifically, the Third Street Plaza Variant would lessen or avoid the Project's potential wind impacts, which the GSW DSEIR conservatively identified as significant and unavoidable with mitigation. After publication of the GSW DSEIR, the Project Sponsor identified minor refinements that have been incorporated into the Project that will reduce the Project's wind impacts to less than significant with mitigation. Therefore, because the Third Street Plaza Variant no longer lessens or avoids a significant environmental impact of the Project, it is now properly treated as a Project variant, and not a true alternative to the Project. As explained above, the environmental impacts of the Project and the Third Street Plaza Variant would be the same and the same mitigation measures would apply, except that no mitigation would be required to reduce wind impacts of the Third Street Plaza Variant to a less than significant level.

The GSW FSEIR noted that the Muni UCSF/Mission Bay Station Variant would result in an incremental noise reduction at Hearst Tower, and therefore, an incremental reduction in the crowd noise impact identified in the GSW DSEIR as significant and unavoidable. Even with the incremental reduction, however, the Project could still result in a substantial increase in noise levels and the incremental reduction would not be sufficient to reduce the impact to a less-than-significant level.

A. Reasons for Selection of the Project

The Project will meet all of the Project Objectives identified above in Section IIC, and will provide numerous public benefits as explained in greater detail in Section IX.

- 1. Construct a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.*

The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other

family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

- 2. Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.*

The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood. The Project is also financially feasible for the Project Sponsor and will provide substantial tax revenue available for OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

- 3. Develop a project that meets high-quality urban design and high-level sustainability standards.*

The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to Leadership in Energy and Environmental Design ("LEED®") Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.

- 4. Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.*

The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including Caltrain, Bay Area Rapid Transit, AC Transit, Golden Gate Transit, other regional carriers. The Project will also implement a number of off-site roadway network and curb regulations, and transit network, pedestrian and bicycle network improvements in the Project site vicinity, including roadway

restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements.

Further, as part of the Project, the Project Sponsor prepared and will implement a Transportation Management Plan ("TMP"). The TMP is a management and operating plan to facilitate multimodal access at the event center during Project operation. The TMP includes various management strategies designed to reduce use of single-occupant vehicles and to increase the use of rideshare, transit, bicycle, and walking for trips to and from the Project site.

5. *Provide adequate parking and vehicular access that meets NBA and project sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.*

The Project provides adequate parking and vehicular access that meets NBA and the Project Sponsor's reasonable needs for the event center and serves the needs of Project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.

6. *Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.*

The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the limited availability of such world class facilities. The City is currently unable to attract or accommodate certain events because there are no venues in the city with the flexibility for such small or large seating capacities that can accommodate such events. With the event center, the City will be able to accommodate such events, for which there is a high demand in the City.

7. *Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.*

The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of AB 900, as amended.

The Project also meets the major redevelopment objectives of the Mission Bay South Redevelopment Plan. These major redevelopment objectives are also the primary objectives of the Mission Bay South Redevelopment Plan as set forth in the Mission Bay FSEIR. (GSW DSEIR, p. 3-4.)

1. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.
2. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco (“UCSF”), which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan.
3. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Area.
4. Replanning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.
5. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.
6. Providing opportunities for participation by owners in the redevelopment of their properties.
7. Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by the construction of up to approximately 3,440 very low-, low- and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.
8. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of up to approximately 335,000 Leasable square feet of retail space and a hotel of up to 500 rooms and associated uses, depending on the amount of residential uses constructed in the

Hotel land use district, and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

9. Facilitating emerging commercial-industrial sectors including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
10. Facilitating public transit opportunities to and within the Plan Area to the extent feasible.
11. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.
12. Achieving the objectives described above in the most expeditious manner feasible.

The Project is consistent with all of the above major redevelopment Project objectives. The successful completion of the Plan Area is dependent on economically feasible land uses, such as the Project, that will provide the revenues to repay the bonded indebtedness used to build the public infrastructure for the area. The Project will improve underutilized blocks within the Plan Area and will provide substantial economic benefits within the Plan Area.

The area surrounding the Project has already been substantially built out with commercial, industrial and other uses. Construction of the Project would develop one of the few remaining vacant and under-utilized parcels in this area. In doing so, the Project would secure the Property, increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail, restaurant, and entertainment uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay's street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus.

Furthermore, the Project includes implementation of several improvements to the existing public transit network and open space near the Property. For example, the Project will provide expanded Mission Bay Transportation Management Association ("TMA") shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay South. These shuttle service improvements would be an integrated part of the Mission Bay TMA network and would continue to be free of charge for all residents and employees in Mission Bay,

regardless of their origin or destination. The Project would enhance Plan Area open space through the creation of a substantial public plaza and creation of enhanced public views, including the elevated view terrace located on the Bayfront Terrace and overlooking the Bayfront Park and the Bay beyond. The Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space.

B. Environmentally Superior Alternative

CEQA Guidelines section 15126.6 requires that each EIR identify the “environmentally superior alternative” among those considered. If the No Project Alternative is identified as environmentally superior, then the EIR must also identify the environmentally superior alternative among the other alternatives. (CEQA Guidelines, § 15126.6, subd. (e)(2).)

As discussed in the SEIR, Alternative A, the No Project, would result in substantially less severe environmental impacts than the Project. However, per CEQA Guidelines Section 15126.6, if the environmentally superior alternative is the “no project” alternative, an EIR shall also identify an environmentally superior alternative among the other alternatives. The three remaining alternatives consist of the Reduced Intensity Alternative, the Off -site Alternative at Piers 30-32 and Seawall Lot 330, and the Third Street Plaza Variant. As discussed more fully below, *infra* Section VC, the Reduced Intensity Alternatives would result in somewhat less severe environmental impacts than the Project, including transportation, noise, air quality, and wastewater demand; however, this alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would more effectively avoid and substantially reduce the severity of a number of significant impacts related to noise, air quality, and utilities that were identified for the Project; however, this alternative would result in substantially more severe significant impacts related to noise, vibration, and air quality, and also introduce new significant and unavoidable adverse impacts related to transportation and biological resources that would not occur under the Project. The Third Street Plaza Variant would have all of the same significant impacts as the Project.

Therefore, overall, the Reduced Intensity Alternative is considered the environmentally superior alternative, because it would reduce the severity of adverse environmental effects across a broad range of environmental resources and would not result in any new significant environmental impacts. (See also GSW DSEIR, pp. 7-99 – 7-109, 8-1 – 8-14.)

C. Alternatives Rejected and Reasons for Rejection

The OCII CEQA Findings present evidence supporting the conclusion that the Alternatives set forth in the FSEIR, and listed below, should be rejected because substantial evidence, including

evidence of economic, legal, social, technological, and other considerations described in this section and elsewhere in the record on these proceedings under CEQA Guidelines section 15091, subdivision (a)(3), make the Alternatives infeasible. As explained in the OCII CEQA Findings, 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.” (Pub. Resources Code, § 21061.1; see also *Goleta II*, *supra*, 52 Cal.3d at p. 565.) Furthermore, under CEQA case law the concept of “feasibility” encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of the 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. (See, e.g., *City of Del Mar*, *supra*, 133 Cal.App.3d at p. 417; *Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715; *CNPS*, *supra*, 177 Cal.App.4th at p. 1001.)

1. Alternative A: No Project Alternative

Under the No Project Alternative, the Golden State Warriors organization would not relocate to San Francisco, and Blocks 29-32 in the Mission Bay South Plan Area would not be developed with the event center and mixed-use development described in Section II. Instead, it is assumed that in the short term, the Warriors organization would exercise its option to stay in Oakland, and accordingly, the team would continue to play its home games at Oracle Arena and lease their management offices and practice facility at the Oakland Convention Center in Oakland. Oracle Arena, built in 1966 and remodeled in 1996, is the oldest facility still in use by the NBA. Therefore, under this alternative, it is likely that the Warriors organization would either build a new arena at its current location or relocate and build a new facility in the long term in the Bay Area or elsewhere.

Currently, there are no other development proposals pending at Blocks 29-32, but given its prime location, existing entitlement, and ongoing development on similar sites adjacent to or near to Blocks 29-32, it is reasonable to expect that development at Blocks 29-32 would occur in the foreseeable future. Thus, the No Project Alternative does not assume that the Project site at Blocks 29-32 would remain under their current vacant conditions, but rather that the site would be developed. Consistent with CEQA Guidelines Section 15126.6, subdivision (e)(2), this scenario represents what is reasonably expected to occur in the foreseeable future if the Project were not approved, based on current plans, available infrastructure, and community services. Specifically, the No Project Alternative assumes that Blocks 29-32 would be developed with another mixed-use development project consistent with the restrictions and controls established in the Mission Bay South Redevelopment Plan and the South Design for Development.

For the purposes of the GSW DSEIR, a hypothetical development scenario was developed that conforms to the Mission Bay South Redevelopment Plan and associated Design for Development, which allows all building to be a maximum of 90 feet in height, except for one

160-foot high tower on Block 29. The No Project Alternative assumes that approximately 1,056,000 gross square feet (“gsf”) of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. There would be no event center. The commercial/industrial uses would presumably consist of office and research/development uses, with a 13-story, 160-foot tall office tower located on Block 29 along Third Street and varying heights of office mid-rise buildings, all less than 90 feet in height, throughout Blocks 29, 30, 31, and 32. One- to two-story retail uses would be located at the corner of Third and South Streets on Block 29 and along the re-aligned Terry A. Francois Boulevard on Block 30. There would be two, above-grade, five- to five-and-a-half-story parking structures, one on South Street and one on 16th Street, with 1,050 parking stalls on-site, plus 132 spaces off-site at the South Street garage, for a total of 1,182 spaces. It is assumed that publicly accessible open spaces would be provided amidst the office buildings. Possible future uses for this hypothetical development scenario could include biotech uses, UCSF-related uses, or a wide variety of private or public uses that are allowed as principle uses under the Mission Bay South Redevelopment Plan.

This scenario assumes that no further CEQA environmental review would be required beyond the Mission Bay FSEIR and that no amendments to the Mission Bay South Redevelopment Plan or Design for Development would be needed, although OCII would make a final determination as to the need for supplemental CEQA environmental review or minor changes to Mission Bay planning documents on a project-specific basis.

(a) Environmental Impacts: The No Project Alternative would result in similar impacts to those disclosed in the Mission Bay FSEIR and would be subject to all mitigation measures identified in the Mission Bay FSEIR applicable to Blocks 29-32. Many impacts of the No Project Alternative would also be similar to those of the Project. This is because many of the impacts would result from the conversion of a vacant parcel at this same location to a fully developed City block, regardless of the type of the development, and the same or similar mitigation or improvement measures identified for the Project would apply to the No Project Alternative. As explained in the GSW DSEIR, however, the No Project Alternative would reduce or avoid numerous significant impacts of the Project. (GSW DSEIR, pp. 7-32 to 7-46.) Overall, the No Project Alternative would result in substantially less severe environmental impacts than the Project but would fail to meet the basic objectives of the Project, as explained below.

(b) Project Objectives: This alternative would not meet, or would substantially reduce the ability to meet, the Project objectives identified in the GSW DSEIR. The No Project Alternative would fail to achieve the primary objective of the Project Sponsor of constructing a new multi-purpose event center and home court for the Golden State Warriors NBA basketball team that can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500 and expands opportunities for the City’s tourist, hotel and convention business. Further, this alternative would not optimize or provide public transit, pedestrian, parking, and vehicular and bicycle access to an event center, nor would it provide the City with a 3,000 to 4,000 seat performing arts venue. Lastly, because

the No Project Alternative would substantially reduce the scale of development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.” As explained below, the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The No Project Alternative includes a substantially reduced amount of development compared to the Project, which would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Specifically, the No Project Alternative assumes that approximately 1,056,000 gsf of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. The Project, by comparison, includes a total of 1,955,000 gsf of development. The property tax base, and therefore the tax increment bonding capacity, is driven directly by the construction costs associated with each project, as well as assumptions about whether those buildings are sold at market value, or remain on the tax rolls at construction value. As explained in greater detail below, the OCII CEQA Findings present evidence supporting the conclusion that reducing the intensity of development at the site to the levels proposed under the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII. The No Project Alternative includes even less development than the Reduced Intensity Alternative (1,087,700 total gsf for the No Project Alternative compared to 1,548,000 total gsf under the Reduced Intensity Alternative). Therefore, the OCII CEQA Findings demonstrate that the No Project Alternative would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. OCII CEQA Findings explain further that this is an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

The OCII CEQA Findings support rejecting the No Project Alternative on each of these grounds independently. SFMTA agrees that each of these reasons discussed in the OCII CEQA Findings provides sufficient independent grounds for rejecting the No Project Alternative as infeasible.

2. Alternative B: Reduced Intensity Alternative

The Reduced Intensity Alternative was designed to reduce transportation and construction-related impacts that were identified for the Project. This alternative is identical to the Project with respect to the event center's design and siting on Blocks 29-32, but the mixed use development of commercial-industrial-retail uses throughout the rest of the site would be reduced in scale by 40 percent. The office uses would be reduced from 580,000 to 373,000 gsf, retail uses would be reduced from 125,000 to 75,000 gsf, and on-site, subgrade parking reduced from 950 to 750 stalls. The total development would be reduced from 1,955,000 to 1,673,000 gsf, or a reduction of 282,000 gsf. Reducing the size of the event center was considered, but was determined not to be potentially feasible due to the current standards of the NBA for professional basketball games, the current market demand for season tickets, and the likelihood that reducing the size or scale of the event center would not avoid or lessen the significant and unavoidable transportation-related impacts.

In addition, there would be only one instead of two 160-foot-tall office towers; the tower at Third and 16th Streets would be lowered by seven floors, such that the height of this structure would be 55 feet instead of 160 feet. Retail uses would be reduced across the Project site, with 5,000 gsf less at the South Street podium, 5,000 gsf less at the Gatehouse, 11,000 gsf less at the 16th Street podium, and 29,000 gsf less at the food hall complex at South Street and Terry A. Francois Boulevard. Like the Project, the same gatehouse would be located mid-block along Third Street, and vehicle access would be from South and 16th Streets. The area of open space would be the same as that for the Project (i.e. 3.2 acres).

Operations under the Reduced Intensity Alternative would be essentially the same as that for the Project. The event center operations would be identical, as described in the GSW DSEIR, Chapter 3, Table 3-3. Operations of the office and retail uses would be expected to be the same as for the Project, though reduced in scale commensurate with the reduced gross square footage of uses. For the purposes of this alternatives analysis, it is assumed that the Reduced Intensity Alternative would incorporate the same design standards, infrastructure improvements, and transportation management planning assumptions as those under the Project.

(a) Environmental Impacts:

Impacts of the Reduced Intensity Alternative would be similar to those of the Project with respect to nearly all resource areas. This is because many of the impacts would result from the development of a vacant parcel with an event center and mixed-use development, regardless of the size of the mixed-use development. And in all cases, the same mitigation or improvement measures identified for the Project would apply to the Reduced Intensity Alternative.

The Reduced Intensity Alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. Nor would the Reduced Intensity Alternative result in any changes to the significance determinations identified for the Project, and

all mitigation measures would apply to this alternative. However, the Reduced Intensity Alternative would have similar but slightly less severe significant impacts than the Project (i.e., the significance determination would be the same but the severity, magnitude and/or frequency of the impact would be notably less) with respect several resource areas, as explained in the GSW DSEIR. (GSW DSEIR, pp. 7-66 to 7-67.) Overall, the Reduced Intensity Alternative would not provide substantial environmental benefits in comparison to the Project.

(b) Project Objectives:

This alternative would not meet, or would substantially reduce the ability to meet, the Project objectives identified in the GSW DSEIR. Because the Reduced Intensity Alternative would include an event center identical to the Project, this alternative would meet the Project objectives related to providing a venue for sporting events, entertainment, and convention purposes. However, because the Reduced Intensity Alternative would substantially reduce the scale of office development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.” As explained below, the reduction in office space would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The Reduced Intensity Alternative would substantially jeopardize the economic feasibility of the Project and would reduce the economic benefits the Project will provide for the Mission Bay area, as well as the entire City. The components of the Project other than the event center, such as the office buildings and retail component, are critical to the Project’s overall economic model. The Reduced Intensity Alternative would reduce the overall size of the Project by reducing the non-event center components; the retail component of the Project would be reduced from 125,000 square feet to 75,000 and the non-GSW office component from 580,000 to 373,000, for a total reduction of 282,000 square feet. In addition, the on-site parking garage would be reduced from 950 to 750 spaces. The retail programming for the Project is necessary to provide an active and lively visitor-serving destination, and a sufficiently sized amount of retail is necessary to ensure the attractiveness of the event center to prospective patrons. However, supporting the retail tenants on non-event days is an important factor in attracting and maintaining a vibrant retail tenant base. As a result, the office components of the Project will afford the retail proprietors the benefit of an on-site population of potential customers, even on days when the Event Center is not active. Thus, the significant reduction in the office

component under the Reduced Intensity Alternative would necessarily result in a reduced potential customer base, thereby increasing the potential risk of any prospective retail tenant.⁴ Consequently, the Reduced Intensity Alternative would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Furthermore, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Compared with the Project, the Reduced Intensity Alternative would lead to a reduction over the next 25 years of approximately \$45 million (\$11.7 million to the normal taxing entities, \$9 million to affordable housing, and \$24.3 million to parks and open space and infrastructure).⁵

It is anticipated that, because of immediate needs and contractual obligations, OCII will issue bonds against certain of these revenues to provide immediately available funds to advance goals around affordable housing and infrastructure, especially important in a growing community like Mission Bay. The potential financial consequences of going forward with the Reduced Density Alternative can be determined through a series of typical bonding assumptions (i.e., a 5% interest rate, 25 year amortization, full utilization of all revenue for debt service because debt service coverage is provided by AB1290 subordination, and reserves and issuance costs of approximately 8%). Applying these assumptions to the revenue from Reduced Intensity Alternative results in net proceeds from tax increment bonds sales being lowered by approximately \$13.49 million (\$3.64 million for affordable housing and \$9.85 million for parks and open space and infrastructure) compared with what would occur under the Project. In addition, due to the 2% annual growth (which is not used for debt service), another approximately \$7.3 million of direct increment (\$2 million for affordable housing and \$5.3 million for parks and open space and infrastructure) would also be lost compared with what would occur under the Project. These amounts of money foregone under the Reduced Intensity Alternative represents a conservative assessment and the actual amount of lost revenue would

⁴ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed Project and a lower density alternative, October 13, 2015.

likely be much greater.⁶ Thus, the OCII CEQA Findings explain that, compared to the Project, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space and critical utility, water quality and transportation infrastructure in the Mission Bay area. The OCII CEQA Findings explain further that this would be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Further, the Reduced Intensity Alternative would reduce the ability to meet the long-term planning objectives for the Mission Bay area. As explained above, the Project will increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail and restaurant uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay’s street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus. The retail and office uses included in the Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space. Compared to the Project, the Reduced Intensity Alternative would reduce the ability to meet these redevelopment objectives of the Mission Bay South Redevelopment Plan.

The OCII CEQA Findings support rejecting the Reduced Intensity Alternative on each of these grounds independently. SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting the Reduced Intensity Alternative as infeasible.

3. Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

The Project Sponsor previously proposed to construct a multi-purpose event center, event hall, public open space, maritime uses, fire station, a parking facility, and visitor-serving retail and restaurant uses on Piers 30-32 along the San Francisco waterfront, south of the Bay Bridge, in conjunction with a residential and hotel mixed-use development across The Embarcadero on Seawall Lot 330. As described in the GSW DSEIR, this alternative would be essentially the same

⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed Project and a lower density alternative, October 13, 2015.

as that previous proposal, although without the formerly proposed fire station, since the San Francisco Fire Department has proceeded with a different plan for upgrading its waterfront facilities.

Site Description

Piers 30-32 and Seawall Lot 330 are located along The Embarcadero, between Bryant Street and Brannan Street, just south of the Bay Bridge, and within the jurisdictional boundary of the Port of San Francisco (“Port”). Piers 30-32 is an approximately 12.7-acre rectangular-shaped concrete pier structure that extends east from the bulkhead wharf into the San Francisco Bay. With the exception of Red’s Java House, located on the northwest corner of the piers, Piers 30-32 have no existing on-deck structures and are used for surface parking and an occasional berthing location for cruise ships and other large vessels. Substantial areas of Piers 30-32 are in poor structural condition and can no longer safely support heavy loads such as trucks or large crowds. Seawall Lot 330 is an approximately 2.3-acre paved inland site, located directly across The Embarcadero from Piers 30-32, and currently operates as a surface parking lot. The site is within the City’s Rincon Point-South Beach neighborhood adjacent to several existing residential uses. Piers 30-32 are within an area subject to the San Francisco Bay Conservation and Development Commission (“BCDC”) San Francisco Waterfront Special Area Plan. In addition, Piers 30-32 are within the purview of the State Lands Commission as part of its stewardship of state-owned lands, waterways, and resources and subject to public trust considerations under the Burton Act.

Alternative Description

This alternative assumes the same design and programming as the Project Sponsor’s previously-proposed project at this location, with the only exception being the removal of the fire house and associated San Francisco Fire Department facilities. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would have an event center on Piers 30-32 with the same basketball seating capacity as the Project (18,064 seats), totaling 694,944 gsf (including the GSW offices), plus an event hall covering 25,946 gsf. Also located on Piers 30-32, this off-site alternative would include about 90,000 gsf of retail/restaurant uses, 13,172 gsf for services, about 252,554 gsf for parking and loading, and 1,820 gsf for Red’s Java House, for a total building area of about 1,078,436 gsf. The height of the event center would be 128 feet high, with seven arena levels, height of the retail buildings 32 to 58 feet, with 1 to 3 levels, and the parking would be 31 feet high, with 3 levels. Red’s Java House would be relocated from its current location in the northwest corner of Piers 30-32 to near the southwest corner, and relocation would be conducted consistent with the Port of San Francisco Building Code requirements and the Secretary of the Interior’s Standards for the Treatment of Historic Properties. Other proposed facilities on Piers 30-32 would include a water taxi dock, a “dolphin” berthing structure, and over seven acres of public open space on Piers 30-32. There would be 500 parking spaces at Piers 30-32. Vehicular access would be at one midblock access point on The Embarcadero, between Bryant and

Brannan Streets. Maritime uses include a water taxi dock on the north side and berthing for deep water vessels on the east side.

Seawall Lot 330 would be developed with a combination of residential, hotel, and retail uses (including restaurants and parking) and would be designed to architecturally connect to the development at Piers 30-32. A total of 534,890 gsf of building development is proposed at Seawall Lot 330, consisting of 208,844 gsf of residential, 178,406 gsf of hotel, 29,854 gsf of retail, 106,339 gsf parking, and 11,447 gsf of shared support areas. The development would include a four-story building (ground level plus three podium levels containing a combination of retail, residential, hotel and parking uses) above which a 13-story residential tower would be developed in the south portion of the site (i.e., 17 stories total) and a 7-story hotel tower in the north portion of the site. The tallest structure on Seawall Lot 330 would be the proposed residential tower, which would measure approximately 175 feet at its building rooftop. The hotel would consist of two building wings connected by a multi-level glass bridge, approximately 105 feet in height. The podium building would vary in height, ranging from 20 to 50 feet depending on location, and would incorporate rooftop open space areas. The Seawall Lot 330 development would contain multiple ground-level vehicular and pedestrian/bicycle access points to the site, and a pedestrian/bicycle pathway through the development connecting Main Street and The Embarcadero. A total of 259 vehicle parking spaces are proposed on Seawall Lot 330.

Operations under this alternative are assumed to be essentially the same as those of the Project at Mission Bay, with the same year-round schedule and types of events at the event center, and typical operational schedules for the hotel, residential, and retail uses.

Construction of the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would require approximately 32 months for the entire development, about 6 months longer than the construction schedule for the Project. Unlike the Project, extensive in-water construction activities would be required in the vicinity of Piers 30-32 due to the seismic and structural upgrades to the pier structure that would be required. At or in the vicinity of Piers 30-32, construction activities would include: demolition of portions of the existing Piers 30-32 pier deck; removal and/or disconnection of existing pier piles; installation of new pier piles and reconstruction of the pier deck; dredging within a portion of the Pier 28-30 open water area; strengthening of the seawall and sections of the bulkhead wharf adjacent to Piers 30-32 along The Embarcadero promenade; construction of all above-deck Piers 30-32 development, including foundations, event center structure, retail buildings, parking and loading structure, and open space features; installation of associated on-site utilities; interior finishing, exterior hardscaping and landscaping improvements; installation of floating dock facilities along the north side of Piers 30-32; and installation of frontage improvements along The Embarcadero.

At Seawall Lot 330, construction activities would include: site demolition, clearing and excavation; pile installation and foundation construction; construction of all proposed Seawall Lot 330 development, including podium structure and residential and hotel towers; installation of

associated on-site utilities; interior finishing; exterior hardscaping and landscaping improvements; and installation of frontage improvements along The Embarcadero and Bryant and Beale Streets.

This alternative would require numerous federal and state permits and approvals, including approvals from the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Services, National Marine Fisheries Service, California State Lands Commission, San Francisco Bay Conservation and Development Commission, and California Department of Fish and Wildlife. Local approvals would be required from the San Francisco Planning Commission, San Francisco Port Commission, and the San Francisco Board of Supervisors as well as the San Francisco voters.

It should be noted that this alternative includes a mix of uses different than that of the Project, including new residential and hotel uses and substantially fewer office uses. Because of these differences, this alternative would result in impacts that would not occur for the Project, particularly due to the residential uses. However, the program for this alternative is based on the previous proposal by the Project Sponsor for this site, and was determined to be the most viable mix of uses for this site at the time it was under active consideration.

Under the Off-site Alternative, development at Blocks 29-32 at Mission Bay would not be precluded. Development of the Off-site Alternative could occur concurrently with development of Blocks 29-32 per the Mission Bay Plan, potentially contributing to localized impacts at both sites.

(a) Environmental Impacts:

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid or lessen some of the impacts of the Project identified in the GSW DSEIR, but it would also result in different significant impacts — including significant and unavoidable impacts — that would not occur under the Project.

The Off-site Alternative would have slightly more severe impacts than were identified for the Project (i.e., impact determination would change from LS to LSM and would require implementation of additional mitigation measures not required for the Project) with respect to:

- Construction water quality impacts (Impact would change from LS to LSM. There would be greater potential for adverse effects on water quality to occur, as well as more complex mitigation requirements.)
- Water quality impacts associated with trash and littering (Impact would change from LS to LSM.)

The Off-site Alternative would have substantially more severe significant impacts than were identified for the Project (i.e., impact determination would change from LS or LSM to SU or

SUM and would require implementation of additional and/or different mitigation measures not required for the Project) with respect to:

- Construction noise levels substantially higher than ambient levels, exceeding Federal Transit Administration (“FTA”) criterion for residential exposure to construction. (Impact would change from LS to SUM.)
- Construction vibration impacts exceeding thresholds for human annoyance at nearby sensitive receptors. (Impact would change from LS to SUM.)
- Cumulatively considerable contribution to construction noise and vibration impacts, assuming other construction activities in the vicinity were to overlap with the construction activities. (Impact would change from LSM to SUM.)
- Exposure of sensitive receptors to increased PM_{2.5} concentrations and cancer risk from toxic air contaminant concentrations during construction and operation and associated contribution to cumulative impacts. (Impact would change from LSM to SUM.)

The Off-site Alternative would have different significant and unavoidable impacts that were not identified for the Project (i.e., new SU or SUM impact and would require implementation of different mitigation measures not required for the Project) with respect to:

- Traffic impacts at different intersections than those identified for the Project. The number of intersections with significant traffic impacts would increase, and these impacts would occur under a greater number of scenarios. Even though the Off-site Alternative would generate fewer vehicle trips than the Project, traffic impacts would be substantially greater due to its more central and congested location closer to downtown. (Impact would be SUM.)
- Construction noise impacts on special-status fish and marine mammals (Impact would be SUM.)

Overall, the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid and lessen several of the environmental impact identified for Project, but it would also result in new and different significant environmental impacts that would not occur under the Project.

(b) Project Objectives:

As described in the GSW DSEIR, the objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are intended to be consistent with the overall objectives of the Mission Bay Redevelopment Plan. (GSW DSEIR, pp. 3-4 – 3-5.)

Development at Piers 30-32 and Seawall Lot 330 as proposed in the Off-Site Alternative would not achieve any of the redevelopment objectives identified for the Mission Bay South

Redevelopment Plan, which are described above in Section VIII. However, since it is assumed that an alternative development would occur at Blocks 29-32, it is assumed such development would achieve at least some of the redevelopment objectives identified for the Mission Bay South Redevelopment Plan. As discussed in the context of the No Project Alternative above, it is also reasonable to assume that such an alternative development on Blocks 29-32 would substantially reduce the scale of development at the site as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. For these reasons, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that this alternative would substantially reduce the ability to meet the project objectives within the context of the overall objectives of the Mission Bay Redevelopment Plan.

(c) Other Feasibility and Policy Considerations:

There are numerous uncertainties with regard to the acquisition of all the necessary permits and approvals required for the Piers 30-32 and Seawall Lot 330 site, including permits from the U.S. Army Corps of Engineers, State Lands Commission, San Francisco Bay Conservation and Development Commission (“BCDC”), Port of San Francisco, and voter approval under Proposition B.

Piers 30-32 and SWL Lot 330 are both under the jurisdiction of the Port of San Francisco. The current height limits (which are unchanged from 2012) for those sites are 40 feet and 65-105, respectively. Proposition B, passed by the voters in 2012, requires that any height increase on property within the Port’s jurisdiction from the height limit that existed in June of 2012 must go to the San Francisco voters for approval. Consequently, in order for the proposed Project to proceed at those locations, the first step in the entitlement process would be to seek and obtain a height reclassification of the sites at the ballot. Taking a height reclassification to the ballot requires the Project Sponsor wait until the next election, and in advance of that expend significant sums to draft the ballot measure, collect signatures to place it on the ballot, and campaign for its approval.⁷

After completing the height reclassification process (if successful), the Project would then commence seeking Project approvals, which would require analysis under the California Environmental Quality Act as well as the National Environmental Policy Act (“NEPA”) because the Army Corps of Engineers (a federal agency) has certain permitting authority over the piers. The work required to retrofit the existing piers, which are in poor condition, would be extremely expensive, costing over an estimated \$120 million, and would entail in-water work requiring

⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

certain mitigation measures to protect biological resources. Under the Burton Act, a state law that governs the Port's authority, the Port could not enter into a lease of more than 66 years in length; thus, the maximum term the arena could be leased would be 66 years. As a consequence, the extremely high costs of retrofitting the Piers in order to allow arena construction could only be amortized over a relatively short period of time, making the recovery of the capital costs of the Project financially infeasible for the Project Sponsor. In addition, the mitigation measures required to protect biological resources would likely include limiting the months in which construction can occur, particularly in-water work in order to protect the resources. These mitigations serve to increase the construction times and risk.⁸

Finally, the time entailed in pursuing the required two-part entitlement process would take significantly longer than at a site not under the jurisdiction of the Port or subject to federal permitting for in-water construction. Piers 30-32 are also regulated by other state and regional agencies, in addition to the Army Corps of Engineers. The Project Sponsor's lease at its current location at Oracle Arena expires in 2017 and the Project Sponsor must make a definitive decision about the long-term venue for the team as quickly as possible as a result.⁹ Presumably, the Project Sponsor initially anticipated all of the above-described challenges could potentially be overcome and the Event Center at the Piers 30-32 and Seawall Lot 330 site could have been developed in a successful manner within a reasonable period of time. (*Uphold Our Heritage v. Town of Woodside* (2007) 147 Cal.App.4th 587, 600 ["No proponent, whether wealthy or not, is likely to proceed with a project that will not be economically successful."].) However, as of today, in consideration of the circumstances surrounding the Project, including the Project Sponsor's goal of constructing a new NBA Arena in time for the 2018-2019 NBA season, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that these uncertainties, combined with other factors, make the alternative infeasible.

Furthermore, development must occur within the Plan Area to further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Piers 30-32 and Seawall Lot 330 are not located within the Plan Area. Therefore, the Off-Site Alternative does not further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Even if, as noted above, an alternative mixed use development project was assumed to be proposed and ultimately developed on the project site in the future if the Off-Site Alternative was selected, OCII's CEQA Findings indicate that such an alternative development on the project site would likely be substantially smaller in scale as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and

⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

transportation infrastructure. Additionally, one of the major Mission Bay South Redevelopment Plan redevelopment objectives is to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Approving the Off-Site Alternative and assuming an alternative development project would be proposed on the project site in the immediate future would not further the goal to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Therefore, the SFMTA concurs with the OCII Commission’s CEQA Findings that approval of the Off-site Alternative would not further the Mission Bay South Redevelopment Plan redevelopment objectives.

The OCII CEQA Findings support rejecting the Off-site Alternative at Piers 30-32 and Seawall Lot 330 on each of these grounds both collectively and independently. SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting the Off-site Alternative at Piers 30-32 and Seawall Lot 330 as infeasible.

C. Alternatives Considered but Rejected from Further Consideration

Alternative Locations

The FSEIR explains that eleven additional alternative locations for the Project were considered but rejected because they either would not achieve most of the basic Project objectives, would not reduce or avoid significant environmental Project impacts, and/or do not represent potentially feasible alternatives for other economic, social, or environmental reasons. (GSW DSEIR, section 7.5, pp., 713 through 7-14 and 7-110 through 7-116.) SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting these alternative locations as infeasible.

Alternative Locations Proposed After Publication of the GSW DSEIR

Subsequent to publication of the GSW DSEIR and after the end of the public comment period on the GSW DSEIR, a potential alternative site for the Project – near Pier 80 – proposed by a group called the Mission Bay Alliance (“MBA”), was brought to light through local media (“MBA Alternative Site”). MBA subsequently presented the MBA Alternative Site to OCII in a comment letter on October 13, 2015, which was more than two and one half months after the public comment period on the GSW DSEIR had closed. The MBA Alternative Site is an approximately 21-acre site bounded by Cesar Chavez Street, Islais Creek Channel, and Interstate 280. Although this potential site was not presented to OCII until late in the environmental review process, it was thoroughly vetted and as set forth in the OCII CEQA Findings is not considered a feasible option.

First, it should be noted that a similar site is described in the GSW DSEIR. Among the alternative locations that were considered for inclusion in the GSW DSEIR but ultimately rejected was the so-called Pier 80 or India Basin Area, located very close to the newly proposed MBA Alternative Site. SFMTA agrees that each of the reasons provided in the FSEIR for

rejecting the Pier 80 or India Basin Site provides sufficient independent grounds for also rejecting the MBA Alternative Site as infeasible.

In any event, SFMTA finds that the OCII CEQA Findings includes substantial evidence demonstrating that the MBA Alternative Site is not a feasible option, as discussed further below.

The MBA Alternative Site consists of approximately 12 separate lots located across the street from Pier 80 in San Francisco. About half of the parcels appear to be held by 3-4 different private parties; the other, larger lots are controlled by the City and the Port of San Francisco.¹⁰ The SFMTA currently operates a bus acceptance facility at the Port property located at 1399 Marin Street. The SFMTA owns the property at 1301 Cesar Chavez Street, where it operates and is currently expanding its Islais Creek Motor Coach Facility. This facility has been in the planning and acquisition stages since 1990 and once completed, will be among the SFMTA's largest facilities. Furthermore, SFMTA also recently began construction on a maintenance and operations building at the southeast corner of the site, which once completed, will be used to store and service buses and include administrative offices and a community meeting space. SFMTA considers these properties to be "critical" to its mission. The Project Sponsor does not control or own the publicly or privately owned sites and no evidence suggests it would be feasible for the Project Sponsor to acquire such rights.

The parcels located across from Pier 80 are zoned PDR-2 and have heights ranging from 40 feet to 68 feet. The PDR-2 zoning would not allow the office buildings. In contrast to the allowed heights, the proposed Event Center would be 135 feet in height and the office and retail buildings would be 160 feet in height. Thus, the development would not be permitted without approval of ordinances rezoning the permitted uses and height limits in the Planning Code and the Height Maps in order to accommodate the proposed Event Center and office buildings. In the case of the Port property, any increase in height limit would require voter approval due to the passage of Proposition B by the voters in 2014, which requires voter approval for any height increase on Port property.

The MBA Alternative Site would not avoid significant impacts of the Project, and would have more severe transportation, air quality, hydrology and water quality impacts.

Access to this location would require a greater proportion of event attendees to travel by auto, as local and regional transit service in the site's vicinity is limited, and the site is located further from locations accessible via bicycle and walk modes. The T Third light rail line is the primary Muni light rail route that would serve the site. The 19 Polk Muni bus route, with a connection at Evans/Connecticut Streets, runs north to Market Street and connects with the Civic Center BART station, but has limited service during the weekday and Saturday evening and late evening peak periods. The closest BART station is at 24th Street and Mission Street, approximately two

¹⁰ Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

miles to the west. The closest Caltrain station is at 22nd Street, under the I-280 freeway, approximately two-thirds of a mile to the north. It offers less train service (fewer trains stop there) than the Caltrain station at Fourth/King Streets, as it is an intermediate station, as opposed to the line terminal at Fourth/King Streets. Due to its remote location, this site would not meet the project objectives to locate the Event Center within walking distance to local and regional transit hubs.

Unlike the project site, the MBA Alternative Site is located in an Air Pollution Exposure Zone. Consequently, this site would likely result in substantially more severe air quality health risk impacts than the Project. The MBA Alternative Site is located directly adjacent to the Islais Creek Channel, and thus would have a greater potential to result in adverse impacts on water quality and aquatic resources due to stormwater runoff into the Bay during both project construction and operation. The MBA Alternative Site is also located within the 100-year flood zone, and accordingly, locating the project here would expose people and structures to a greater risk of loss, injury or death due to flooding than the proposed location outside of the 100-year flood zone. Moreover, because it is directly adjacent to the Islais Creek Channel and is at a low elevation relative to sea level, the MBA Alternative Site would be more vulnerable to flooding in the future due to sea level rise and is more vulnerable to tsunami risk than the project site.¹¹

In consideration of SFMTA's active and expanding use and development on a portion of the MBA Alternative Site, the number of private lots included as part of the site (none of which are owned or in the control of the Project Proponent), and the other considerations discussed above, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that the MBA Alternative Site could not be assembled in a successful manner within a reasonable period of time taking into account existing development on the site as well as economic, legal, and environmental factors. SFMTA agrees that each of these reasons provides sufficient independent grounds for rejecting this alternative location.

Alternative Concepts, Designs, and Strategies

In developing the alternatives selected for detailed analysis in the GSW DSEIR, and throughout the environmental review process, OCII, with the assistance of the Planning Department, considered additional alternative concepts, designs, and strategies that could potentially avoid or lessen the Project's environmental impacts. In some cases, the alternative concepts were incorporated into the Reduced Intensity Alternative analyzed in the GSW DSEIR or into the mitigation measures proposed for the Project. In other cases, however, alternative concepts were determined to either be infeasible or to result in the same or more severe environmental impacts compared to those of the Project, and therefore were not included in the range of alternatives

¹¹ Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

carried forward for full analysis. The reasons the alternative concepts, designs, and strategies are rejected are described below.

Alternative Strategy to Reduce Size/Scale of the Event Center

The size and scale of the event center is currently designed to meet the primary objective of meeting the NBA requirements for sports facilities, and specifically for use as the home court for the Golden State Warriors basketball team. The capacity of 18,064 seats is over 1,000 fewer seats than the average capacity of all current NBA facilities. The 18,064-seat capacity is also well below the capacity of the Warriors' current home court at the Oracle Arena in Oakland.¹² However, while the event center is designed to meet the specific needs for NBA basketball games, it is also designed on balance to achieve the overall Project objectives of providing a year-round venue for a variety of sporting events, entertainment, and convention purposes that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, and job creation.

The 18,064-seat capacity will be the fifth lowest capacity in the NBA, despite the high current market demand for season tickets. Currently, the Warriors have 14,500 season ticket holders and there are over 17,000 people on the waiting list for season tickets. Therefore, the Project Sponsor has indicated that reducing the capacity of the event center below 18,064 is not feasible due to its already small size relative to other NBA facilities and the overwhelming market demand for season tickets.¹³

A reduced size event center would also not meet the Project objective of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

The viability of attracting top entertainment events, including large touring shows, is influenced primarily by the buildings' gross potential and secondarily by the venues' ability to support large event requirements/logistics such as rigging, space requirements, power, data, lighting and sound. Today's concerts typically tour with 12 to 24 tractor-trailers of equipment, requiring a venue that not only has the infrastructure to mount a 200,000 lb. show but is able to compete economically with other markets to attract these type of events to the market. The business model for these events is impacted dramatically by potential attendance, and therefore, most large-scale entertainment events could not occur at the event center if the capacity is reduced below 18,500. Therefore, reducing the capacity of the event center below 18,500 would deprive

¹² GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹³ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

City residents the opportunity to attend these types of events in the City and would substantially reduce opportunities for the City's tourist, hotel and convention business.¹⁴

Moreover, the City of San Francisco currently lacks a public venue that can compete for "arena" type entertainment attractions. The lack of a state-of-the-art arena venue in the City prevents top domestic and international music tours, political conventions, major award shows, athletic tournaments, family shows and a variety of other entertainment and sporting events from taking place in San Francisco. The existing venues in San Francisco cannot support these needs and, as a result, over a hundred of the top tours and attractions are currently unable to perform in the City. And there is currently a high market demand for these types of events in the City. The market demand for such attractions in San Francisco is demonstrated by the high demand for similar venues on the Peninsula, such as Levi's stadium, the Shoreline Amphitheatre and HP Pavilion, as well as the existing Oracle Arena.¹⁵

Furthermore, as described above, most of the event center-related impacts could be mitigated with the adopted mitigation measures, and it is unlikely that reducing the size/scale of the event center could effectively or substantially lessen the Project's significant transportation-related impacts.

Detailed traffic modeling of a smaller event center has not been performed. For this reason, it is not possible to determine exactly how small the event center would need to be in order to avoid some or all of the Project's significant and unavoidable traffic impacts. Based on the modeling that has been performed, however, a smaller event center could potentially result in significant impacts at fewer intersections; but, as indicated by the modeling conducted for the No Event scenario, even a substantially smaller Event Center would result in significant and unavoidable traffic impacts including at the intersection of 16th/Seventh/Mississippi. Thus, even a substantially smaller event center than the 18,500-seat event center would still have significant and unavoidable impacts, would not meet NBA standards for an arena, and would not meet the basic Project objectives. As a result, this alternative strategy would not effectively avoid or substantially lessen transportation-related impacts. Thus, reducing the size and scale of the event center was screened from further consideration for detailed alternatives analysis. It should be noted, however, that reducing the size of Project features other than the event center were included under the Reduced Intensity Alternative, which is analyzed in the GSW DSEIR.

¹⁴ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting this alternative strategy.

Alternative Strategy to Reduce Number of Events at the Event Center that Would Overlap with SF Giants Games at AT&T Park.

As explained in the GSW DSEIR, it is estimated that there would be a potential for about 32 overlapping events per year, but in rare circumstances there could be as many as 40 events (with varying combined total attendance) in one year. These estimates are based on the following assumptions, which are conservative because they rely on current scheduling information and do not account for any advanced coordination between the SF Giants and the Golden State Warriors, or internal schedule coordination at the event center:

- Overlap with Golden State Warriors games. The regular NBA (late October through mid-April) and regular baseball seasons (April through September) overlap slightly in the first half of April, and for both teams, only half of the games are home games. Conservatively, about 2 games per year could overlap during the regular season. If either or both of the Warriors and SF Giants were to move on to the post season, there would be increased likelihood of overlapping events, with up to approximately five additional overlapping events if both teams were to advance to their respective championship final series in the same year.
- Overlap with concerts. As indicated in Chapter 3, Project Description, Table 3-3, the major concert season is fall, winter, and early spring. Thus, of the 45 yearly concerts, about 20 could overlap with the regular baseball season, but at most, only half of these (10) are estimated to occur on the same day as a SF Giants home game.
- Overlap with family shows. As indicated in Chapter 3, Project Description, Table 3-3, the approximate 55 family shows would be distributed throughout the year on Wednesday through Sunday. Since the SF Giants play for six months of the year during the regular season, it is assumed that half of the family shows (27) would occur during the baseball season (April through September), but the SF Giants only play home games at AT&T Park for half of that time, leaving 14 days of possible overlap. However, the SF Giants also play games on Monday and Tuesday when there would be no family shows. So about 10 of the family shows are estimated to occur on the same day as a SF Giants home game.
- Overlap with other non-Golden State Warriors sporting events. Of the approximate 30 other non-Golden State Warriors sporting events that would be held at the event center, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games, or about 7 events.

- Overlap with conventions/corporate events. Of the approximate 31 conventions or corporate events, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games. However, these events would almost exclusively be during the day, and only about 35 percent of the SF Giants games are day games; this indicates the potential for an estimated 3 overlapping events.

Based on league schedules and concert scheduling as described in the GSW DSEIR, it is anticipated that in a regular year, on average, there is a possibility of about nine large events (about 12,500 or more attendees) at the event center overlapping with a SF Giants evening game at AT&T Park (i.e., two basketball games and seven concerts) annually. If either or both teams make it to their respective championships, the number of large events overlapping could moderately increase; however, it is unlikely that this scenario would occur on a regular basis.

The OCII CEQA Findings include a detailed discussion concerning whether there are feasible strategies to further reduce the number of events at the event center that would overlap with SF Giants games at AT&T Park in an effort to reduce potential environmental impacts. For the following reasons, however, OCII CEQA Findings demonstrate that it is not feasible to reduce the number of overlapping events.

First, the NBA schedule, and therefore, the Warriors schedule is beyond the Project Sponsor's and SFMTA's, the City's, or OCII's control. Similarly, the Major League Baseball schedule, and therefore, the SF Giants schedule is also beyond the Project Sponsor's and the SFMTA's, the City's, or OCII's control. In other words, because neither the lead agency or responsible agencies nor the Project Sponsor has any control over MLB or NBA schedules, it is not possible to reduce the number of Warriors basketball games that overlap with SF Giants baseball games at AT&T Park.

Second, there is no feasible strategy to reduce the number of concerts, family shows, or conventions/corporate events at the event center that would overlap with SF Giants Games at AT&T Park. The financial model of most venues, such as the event center, is predicated on programming the venue for a variety of shows and events over the course of the year. The costs of developing and constructing a new event venue, or even the more limited costs of rehabilitating an existing venue, demand that the venue be utilized throughout the year in order to most effectively amortize the costs of the facility. In other words, the event center must host year-round events because the business model (particularly where the venue is privately financed) demands year-round revenue to be economically successful.¹⁶ Therefore, it is not feasible to prohibit events at the event center during the SF Giants baseball season. Moreover,

¹⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

prohibiting events during the SF Giants baseball season would be inconsistent with the overall Project purpose of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes.

Third, shifting of event start times for most entertainment attractions can be difficult or impossible, particularly without sufficient advance notice of the need to make such a request. The difficulty in doing such is driven primarily by the requirements of the client (tour management), which falls outside the control of the promoter or the venue operator. Most arena events are routed months and sometimes more than a year in advance. The event is designed in almost all circumstances to be able to play the venue in a single day (load-in, show, load-out). The tour maintains an extremely regimented schedule for all venues played across the country and internationally in order to efficiently and effectively move the show from venue to venue, which can include dozens of tractor trailers, tour buses, and support vehicles. It is very common for the show to load-out in one city and travel a significant distance, in some cases hundreds of miles, in order to load-in in another city the next morning. The artists' travel arrangements, as well as the logistics to move the show from city to city, are carefully choreographed, which makes it extremely difficult to alter any schedules, including show start times. Similar circumstances apply to moving a show date. The tours are routed as much as a year in advance.¹⁷

Any requirements that would necessitate that shows move to alternate dates would in almost all circumstances result in an event cancellation as the tour and artists' schedule and logistics could not absorb such a move due to the ongoing commitments of the tour. As a consequence, while some staggering of start times may at times be possible with sufficient advance notice, there are practical, industry-driven limits on how often one could successfully negotiate staggered start times. In short, there is an inherent degree of temporal inflexibility built into the industry model for road shows. Thus, to be able to attract and accommodate the type of events that are both desirable and financially necessary for the Project, it is not possible to prohibit events from occurring at the event center during times that might overlap with an SF Giants game at AT&T Park.¹⁸

Additionally, reducing the number of events that might overlap with an SF Giants game at AT&T Park would not decrease magnitude of the Project's traffic impacts on days when overlapping events occur. Therefore, a reduction in overlapping events would not effectively

¹⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

avoid or substantially lessen the magnitude of the Project's transportation-related impacts identified in the FSEIR. Furthermore, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that a limit on overlapping events is infeasible from an economic and policy perspective because a restriction, such as an overlapping event restriction, that results in a reduction in the number of events held at the Event Center annually would directly impact the public revenues generated by events held at the Event Center that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

SFMTA agrees that each of these reasons included in the OCII CEQA Findings provides sufficient independent grounds for rejecting this alternative strategy.

IX. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to CEQA section 21081, subdivision (b), and CEQA Guideline 15093, SFMTA hereby finds, after consideration of the FSEIR and all other 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 of the Project and is an overriding consideration warranting its approval including implementation of mitigation measures within the responsibility and jurisdiction SFMTA and other responsible agencies. 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, SFMTA 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 of Proceedings, as defined in Section IIG.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, SFMTA finds that there are significant benefits of the Project to support approval of the Project, including implementation of mitigation measures within the responsibility and jurisdiction SFMTA and other responsible agencies, in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. SFMTA 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, and to the extent, feasible. All mitigation measures proposed in the FSEIR that are within SFMTA's enforcement authority and applicable to the Project are adopted as part of this approval action. Furthermore, SFMTA has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

The Project has the following benefits:

- The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities and can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will benefit City residents and expand opportunities for the City's tourist, hotel and convention business.
- The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood.
- The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to LEED® Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.
- The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including train and ferry and therefore will promote public transit and further the City's Transit First Policy. The Project will also implement a number of off-site roadway network and curb regulations, transit network, pedestrian and bicycle network improvements in the Project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements, that will substantially benefit the community.
- The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the current lack of a world class facility in the City. The City is currently unable to attract or

accommodate certain events because there are no venues in the city that can accommodate such events. With the event center, however, the City will be able to accommodate such events, for which there is a high demand in the City.

- The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of AB 900, as amended.
- The Project will provide substantial tax revenue available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.
- The Project will generate thousands of jobs for residents of Mission Bay and the City of San Francisco area during both construction and operation.

Having considered these benefits, SFMTA finds that the benefits of the Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.

Mitigation Monitoring and Reporting Program

SECTION 1: AUTHORITY

This Mitigation Monitoring and Reporting Program (MMRP) has been prepared pursuant to Section 21081.6 of the *California Environmental Quality Act*, known as CEQA (Public Resources Code Section 21000 et seq.), to provide for the monitoring of mitigation measures required for the Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 (Project), as set forth in the Final Subsequent Environmental Impact Report (Final SEIR) prepared for the Project. This report will be kept on file at the Office of Community Investment and Infrastructure (OCII), One South Van Ness Avenue, Fifth Floor, San Francisco, CA, 94103 and at the City Planning Department (City), 1650 Mission Street, Fourth Floor, San Francisco, CA, 94103.

As described in Section 15097 of the *CEQA Guidelines*, "[r]eporting' generally consists of a written compliance review that is presented to a decision-making body or authorized staff person. A report may be required at various stages during project implementation or upon completion of the mitigation measure. 'Monitoring' is generally an ongoing or periodic process of project oversight." This MMRP includes both reporting and monitoring elements, as appropriate for implementation of each mitigation or improvement measure.

SECTION 2: CONTENT OF MMRP MATRIX

The MMRP matrix consists of four separate tables:

- Table A, Mitigation Measures
- Table B, Improvement Measures
- Table C, Applicable Regulations
- Table D, Summary of Transportation Management Plan

Table A, Mitigation Measures, and Table B, Improvement Measures, identify the environmental issue areas for which actions/measures are identified; the required actions/measures; the timeframe for implementing, monitoring, and reporting on these measures; the responsible implementing, monitoring and reporting parties; and action needed to verify compliance/completion of the measures. Table C lists applicable regulations that were identified in the Initial Study and the Final SEIR that were relied upon to reduce or avoid significant impacts and the associated environmental issue areas. Table D summarizes the Transportation Management Plan (TMP) that is included as part of the proposed project, but will be monitored as part of the MMRP, and includes the same types of information as Tables A and B.

SECTION 3: IMPLEMENTATION AND ENFORCEMENT OF MEASURES

This MMRP includes all mitigation measures that are applicable to the project. The intent of the MMRP is to ensure the effective implementation and enforcement of adopted mitigation measures. In addition to listing mitigation measures, for the purposes of public disclosure and to assist in

implementation and enforcement, the MMRP also lists “improvement measures”, “applicable regulations”, and the Project TMP.

Mitigation measures are contained in **Table A**. As discussed in the Initial Study and the Final SEIR, the mitigation measures included in the MMRP are measures required to avoid or lessen significant impacts of the project.

Improvement measures are contained in **Table B**. CEQA does not require mitigation measures to be adopted to address impacts that are determined to be less than significant. (*Cal. Oak Foundation v. Regents of U. of Cal.* (2010) 188 Cal.App.4th 227, 282.) Nevertheless, OCII has exercised its discretion to require implementation of various “improvement measures” to further reduce or avoid impacts that the Final SEIR determined to be less than significant without mitigation.

Applicable regulations are contained in **Table C**. A lead agency may rely on compliance with applicable laws and regulations in determining that a proposed project will result in a less-than-significant impact. (See *San Francisco Tomorrow v. City and County of San Francisco* (2014) 229 Cal.App.4th 49, 525 [holding the city properly relied on compliance with building codes and related regulations in determining the proposed project would not result in potential safety hazards].) Applicable regulations are legally binding and enforceable laws or adopted regulations that OCII has determined are legally applicable to the project and will ensure an impact is less than significant.

A summary of the project’s Transportation Management Plan (TMP) is included as **Table D**, and the full TMP is included as Attachment 1. The TMP is a management and operating plan included as part of the project to facilitate multimodal access to the project site. The TMP includes various management strategies to reduce use of single-occupant vehicles and to increase the use of ridershare, transit, bicycle, and walk modes for trips to and from the project site. The TMP program was developed by the project sponsor in consultation with the San Francisco Municipal Transportation Agency (SFMTA), OCII, and the Planning Department. The TMP outlines the process to monitor and refine the strategies in the TMP in conjunction with the City throughout the life of the project. Thus, the TMP is a working document that will be adjusted and refined over time by the project sponsor and City agencies involved in implementing the plan. Monitoring methods include field surveys of operations of the event center during the first four years, and an annual survey and reporting program for the life of the project. Under the annual survey and reporting program, the project sponsor shall conduct annual surveys of: (1) event center employee, (2) event center attendees, (3) UCSF employees and patients, (4) emergency service providers, and (5) visitors of Mission Bay neighborhoods to evaluate the effectiveness of the management strategies. The TMP includes annual reporting of the TMP measures to OCII, referred to in this MMRP as the TMP monitoring surveys and reports. The TMP monitoring surveys and reports may be included as part of the MMRP Annual Report described in Section 4 below.

The MMRP matrix identifies the mitigation schedule and the parties responsible for implementing, monitoring and reporting on the implementation of the measures listed in Tables A, B, and D. As the CEQA lead agency for the Project, OCII is principally responsible for MMRP monitoring and enforcement. In addition, as provided in CEQA Guidelines Section 15097(a), OCII may delegate MMRP monitoring responsibilities to other public agencies, either working with City or other local

governments through their permitting or regulatory authorities, or through memoranda of understanding that OCII enters into with other entities. Accordingly, the MMRP identifies other public agencies, including SFMTA, the San Francisco Public Utilities Commission (SFPUC), the San Francisco Department of Building Inspection (DBI), the San Francisco Department of Public Works (DPW), the San Francisco Planning Department, the San Francisco Entertainment Commission, the San Francisco Bay Regional Water Quality Control Board (RWQCB) and the Bay Area Air Quality Management District (BAAQMD) where such delegation is known or anticipated.

If any mitigation and improvement measures are not implemented as required, OCII may, in conjunction with other entities listed above, pursue corrective actions including, but not limited to, the following: (1) a written notification and request for compliance; (2) withholding of permits; (3) administrative fines; (4) a stop-work order; (5) criminal prosecution and/or administrative fines; (6) forfeiture of security bonds or other guarantees; and (7) revocation of permits or other entitlements.

SECTION 4: MMRP ANNUAL REPORT

The project sponsor shall submit a MMRP Annual Report to OCII for the life of the project. The first MMRP Annual Report shall be due one year following commencement of project construction. The MMRP Annual Report shall summarize the current implementation and compliance status at the time of the report for all mitigation, improvement, and TMP measures for which the project sponsor has been assigned some or all reporting responsibility; for measures that another entity is responsible for implementing, the project sponsor shall report on readily available information about the implementation and compliance status of such measures but such reporting responsibility does not transfer responsibility for implementation of such measures to the project sponsor. The MMRP matrix identifies the monitoring and reporting actions included in the annual report unless another monitoring or reporting action is specified for individual mitigation measures.

SECTION 5: CHANGES TO MITIGATION MEASURES

Any substantive change in the MMRP made by OCII staff shall be reported in writing to the Executive Director of OCII. Reference to such changes shall be made in the MMRP Annual Report. OCII staff may modify or substitute mitigation measures subject to one of the following findings, documented by substantial evidence:

- a. The mitigation measure included in the Final SEIR and the MMRP is no longer required because the significant environmental impact identified in the Final SEIR has been found not to exist, or to occur at a level which makes the impact less than significant as a result of changes in the project, changes in conditions of the environment, or other factors.

OR

- b. The modified or substitute mitigation measure either provides corrections to text without any substantive change in the intention or meaning of the original mitigation measure, or provides a level of environmental protection equal to or greater than that afforded by the mitigation measure included in the Final SEIR and the MMRP; and

The modified or substitute mitigation measures do not have significant adverse effects on the environment in addition to or greater than those which were considered by the relevant agencies in their decisions on the Final SEIR and the proposed project; and

The modified or substitute mitigation measures are feasible, and OCII, through measures included in the MMRP or other City procedures, can ensure their implementation.

Documentation supporting the findings involving modifications to mitigation measures shall be maintained in the project file with the MMRP and shall be made available to the public upon request.

LIST OF ABBREVIATIONS

BAAQMD	Bay Area Air Quality Management District
B/MBTCC	Ballpark/Mission Bay Transportation Coordination Committee
DBI	San Francisco Department of Building Inspection
DPW	San Francisco Department of Public Works
FAA	Federal Aviation Administration
MMRP	Mitigation Monitoring and Reporting Program
OCII	Office of Community Investment and Infrastructure
Port	Port of San Francisco
RWQCB	San Francisco Bay Regional Water Quality Control Board
SFFD	San Francisco Fire Department
SFMTA	San Francisco Municipal Transportation Agency
SFPUC	San Francisco Public Utilities Commission
TMA	Mission Bay Transportation Management Association
TMP	Transportation Management Plan
PCO	Parking Control Officer
WETA	San Francisco Bay Area Water Emergency Transportation Authority

MITIGATION MONITORING & REPORTING PROGRAM

TABLE A - MITIGATION MEASURES

MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2				
<p>M-TR-2a: Additional PCOs during Events</p> <p>As a mitigation measure to manage traffic flows and minimize congestion associated with events at the project site, the proposed project's TMP shall be modified to include four additional PCOs (i.e., in addition to the 17 PCOs included in the project TMP) that shall be deployed to intersections where the proposed project would result in significant impacts, as conditions warrant during events. These could include the intersections of King/Fourth, Fifth/Harrison/I-80 westbound off-ramp, Fifth/Bryant/I-80 eastbound on-ramp, Seventh/Mission Bay Drive, and Seventh/Mississippi/16th. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event.</p>	SFMTA	Ongoing; All events with more than 12,500 attendees	SFMTA	Ongoing; Visual verification at time of event by PCO Supervisor
<p>M-TR-2b: Additional Strategies to Reduce Transportation Impacts</p> <p>The project sponsor shall work with the City to pursue and implement commercially reasonable additional strategies (i.e., in addition to those included in the project TMP) to reduce transportation impacts. In addition, the City shall pursue and implement additional strategies to be implemented by the City or other public agency (e.g., Caltrans). These strategies shall include one or more of the following:</p>				
<p>Strategies to Reduce Traffic Congestion</p> <ul style="list-style-type: none"> The City to request that Caltrans install changeable message signs on I-280 upstream of key entry points onto the local street network. 	SFMTA	Within one year of project approval	OCII	Include in MMRP Annual Report; Complete when request made
<ul style="list-style-type: none"> The City to provide coordinated outreach efforts to surrounding neighborhoods to explore the need/desire for new on-street parking management strategies, which could include implementation of time limits and Residential Parking Permit program areas. 	SFMTA	Ongoing	OCII	Include in MMRP Annual Report; Ongoing outreach efforts as needed

MITIGATION MONITORING & REPORTING PROGRAM

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> The project sponsor to offer for pre-purchase substantially all available on-site parking spaces not otherwise committed to office tenants, retail customers or season ticket holders, and to cooperate with neighboring private garage operators to pre-sell parking spaces, as well as notify patrons in advance that nearby parking resources are limited and travel by non-auto modes is encouraged. 	Project Sponsor	Before first event at Event Center, and ongoing thereafter	OCII	Include in MMRP Annual Report
<ul style="list-style-type: none"> The project sponsor to create a smart phone application, or integrate into an existing smart phone application, transportation information that promotes transit first, allows for pre-purchase of parking and designates suggested paths of travel that best avoid congested areas or residential streets such as Bridgeview north of Mission Bay Boulevard and Fourth Street. 	Project Sponsor	Before first event at Event Center, and ongoing thereafter	OCII	Include in MMRP Annual Report; Complete upon launch of application
<ul style="list-style-type: none"> The City and the project sponsor to work to identify off-site parking lot(s) in the vicinity of the event center, if available, where livery and TNC vehicles could stage prior to the end of an event. 	Project Sponsor; City	Before opening of Event Center, and as needed thereafter for up to 4 years	OCII	Include in MMRP Annual Report; Complete at expiration of 4-year period
<ul style="list-style-type: none"> The City to include on-street parking spaces within Mission Bay in the expansion and permanent implementation of SFpark, including dynamic pricing, and smart phone application providing real-time parking availability and cost. 	SFMTA	Within 4 years of expansion of SFpark into Mission Bay	OCII; SFMTA	Include in MMRP Annual Report; Ongoing as needed;
<ul style="list-style-type: none"> The City shall work to include the publicly accessible off-street facilities into the permanent implementation of SFpark, and incorporate data into a smart phone application and permanent dynamic message signs. 	SFMTA	Within 4 years of expansion of SFpark into Mission Bay	OCII; SFMTA	Include in MMRP Annual Report; Ongoing as needed;
<ul style="list-style-type: none"> If necessary to support achievement of non-auto mode shares for the project, the project sponsor shall cooperate with future City efforts to manage and price the off-site parking supply in the project vicinity to reduce travel by automobile, thus improving traffic conditions. 	Project Sponsor	First year of event center operation, and annually thereafter	OCII; SFMTA	Include in MMRP Annual Report
<ul style="list-style-type: none"> The project sponsor to seek partnerships with car-sharing services. 	Project Sponsor	Prior to issuance of occupancy permit for the event center	OCII	Include in MMRP Annual Report

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TABLE A - MITIGATION MEASURES

MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p><i>Strategy to Enhance Non-auto Modes</i></p> <ul style="list-style-type: none"> The project sponsor to provide a promotional incentive (e.g., show Clipper card or bike valet ticket for concession savings, chance to win merchandise or experience, etc.) for public transit use and/or bicycle valet use at the event center. 	Project Sponsor	First year of event center operation, and annually thereafter	OCII	Include in MMRP Annual Report
<p><i>Strategies to Enhance Transportation Conditions in Mission Bay and Nearby Neighborhoods</i></p> <ul style="list-style-type: none"> The project sponsor to participate as a member of the Ballpark/Mission Bay Transportation Coordination Committee (B/MBTCC) and to notify at least one month prior to the start of any non-GSW event with at least 12,500 expected attendees. If commercially reasonable circumstances prevent such advance notification, the GSW shall notify the B/MBTCC within 72 hours of booking. 	Project Sponsor	Following project approval; ongoing	OCII; SFMTA	Include in MMRP Annual Report; OCII and/or SFMTA to attend B/MBTCC meetings
<ul style="list-style-type: none"> The City and the project sponsor to meet to discuss transportation and scheduling logistics following signing any marquee events (national tournaments or championships, political conventions, or tenants interested in additional season runs: NCAA, etc.). 	Project Sponsor	In advance of marquee events	OCII; SFMTA	Include in MMRP Annual Report; OCII, SFMTA to participate in meetings
<p><i>Strategies to Increase Transit Access</i></p> <ul style="list-style-type: none"> The City to consult with regional providers to encourage increased special event service, particularly longer BART and Caltrain trains, and increased ferry and bus service. 	SFMTA	Regularly as part of the B/MBTCC meetings	SFMTA	Include in MMRP Annual Report; SFMTA to participate in meetings
<ul style="list-style-type: none"> The City to work in good faith with the Water Emergency Transportation Agency, the project sponsor, UCSF, and other interested parties to explore the possibility of construction of a ferry landing at the terminus of 16th Street, and provision of ferry service during events. 	SFMTA; Port	Regularly as part of the B/MBTCC meetings	SFMTA; Port	Include in MMRP Annual Report; SFMTA, Port to participate in meetings
<p>M-TR-5a: Additional Caltrain Service</p> <p>As a mitigation measure to accommodate transit demand to and from the South Bay for weekday and weekend evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee to consult with</p>	Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC	First year of event center operation, and reviewed and revised annually thereafter	OCII; Project Sponsor through participation in the B/MBTCC	TMP monitoring surveys and reports; OCII to attend meetings

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
Caltrain to provide additional Caltrain service to and from San Francisco on weekdays and weekends. The need for additional service shall be based on surveys of event center attendees conducted as part of the TMP.				
M-TR-5b: Additional North Bay Ferry and/or Bus Service As a mitigation measure to accommodate transit demand to the North Bay following weekday and weekend evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee to consult with Golden Gate Transit and WETA to provide additional ferry and/or bus service from San Francisco following weekday and weekend evening events. The need for additional service shall be based on surveys of event center attendees conducted as part of the TMP.	Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC	First year of event center operation, and reviewed and revised annually thereafter	OCII	TMP monitoring surveys and reports; OCII to attend meetings
M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South As a mitigation measure to accommodate pedestrians traveling to and from the event center through the intersection of Third/South, PCOs stationed at this location shall implement strategies to allow pedestrians to cross the street safely. The strategies and level of active management shall be tailored to the event size, and could include extending the green time for pedestrians crossing the street, manually overriding the traffic signal and directing pedestrians to cross, erecting temporary pedestrian crossing barriers, allowing use of the closed Third Street as a pedestrian access route, providing a defined passenger waiting area within the closed Third Street, shielding passengers waiting to board light rail from adjacent pedestrian traffic, and deploying additional PCOs to this intersection.	SFMTA	Ongoing; all events with more than 12,500 attendees	OCII	Ongoing; Visual verification at time of event by PCO Supervisor
M-TR-9a: Crane Safety Plan for Project Construction Prior to construction, the project construction contractor shall develop a crane safety plan for the project construction cranes that would be implemented during the construction period. The crane safety plan shall identify appropriate measures to avoid potential conflicts that may be associated with the operation of the project construction cranes in the vicinity of the UCSF	Project Sponsor	Prior to Issuance of Construction Permits	OCII	Include in MMRP Annual Report; Complete upon submittal of final Crane Safety Plan

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TABLE A - MITIGATION MEASURES

MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>Benioff Children’s Hospital helipad airspace. These safety protocols shall be developed in consultation with OCII (or its designated representative) and UCSF, and the crane safety plan shall be subject to approval by OCII or its designated representative. The crane safety plan shall include, but is not limited to the following measures:</p> <ul style="list-style-type: none"> • Convey project crane activity schedule to UCSF and OCII • If other projects on adjacent properties are under construction concurrent with the proposed project and are using tower cranes, the project sponsor shall participate in joint consultation with those project sponsors and OCII or its designated representative to ensure any potential cumulative construction crane effects on the UCSF helipad would be minimized. • Use appropriate markings, flags, and/or obstruction lighting on all project construction cranes working in proximity to the helipad’s airspace surfaces. • Light all construction crane structures at night (e.g., towers, arms, and suspension rods) to enhance a pilot’s ability to discern the location and height of the cranes. • Inform crane operators of the location and elevation of the hospital helipad’s Part 77 airspace surfaces and the need to avoid penetrations to the surfaces. • Issue a Notice to Airmen (NOTAM) to advise pilots in the area of the presence of construction cranes at the project site. 				
<p>M-TR-9d: Event Center Exterior Lighting Plan The project sponsor shall develop an exterior lighting plan that incorporates measures to ensure specialized exterior lighting systems would not result in a substantial air safety risk and/or create a safety hazard relating to helipad operations. Feasible measures shall be developed in consultation with SFO staff knowledgeable of the effects of lighting on pilots and safe air navigation, and OCII (or its designated representative), and the exterior lighting plan shall be subject to approval by OCII or its</p>	Project Sponsor	Before opening of Event Center	OCII	Include in MMRP Annual Report; Complete upon submittal of plan

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>designated representative. Measures may include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • Prohibit the use of high-intensity lights that are directed towards the UCSF helipad • Prohibit the use of high-intensity outdoor flashing lights or strobe lights in proximity to the hospital helipad's three approaches • Prohibit the use of outdoor lasers directed upward, and laser light shows that have not been subject to prior review by OCII in consultation with SFO staff knowledgeable of the effects of lighting on pilots and safe air navigation and, if necessary the FAA • Avoid outdoor fireworks proximate to flight paths unless (1) the SFFD approves the proposed use of fireworks, and (2) notice of the event is provided to UCSF • Avoid the use of light configurations similar to those associated with the UCSF helipad landing area, locate primary outdoor lighted displays and television/lighted screens away from the project property line at 16th Street, South Street, or Third Street, where feasible • Notify in advance and consult with OCII and UCSF representatives regarding planned special event lighting • Develop exterior specialized lighting guidelines and ensure event organizers are informed of the hospital helipad, its approaches, and safety concerns related to outdoor nuisance lighting • Identify appropriate management policies and procedures to respond to the use of handheld laser pointers by the public on the project site which may pose a hazard to pilots • Identify appropriate management policies regarding the use of drones on the project site and procedures to respond to aerial drone activity that may pose a hazard to pilots 				

MITIGATION MONITORING & REPORTING PROGRAM

TABLE A - MITIGATION MEASURES

MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>M-TR-11a: As a mitigation measure to manage traffic flows and minimize congestion associated with overlapping events, the proposed project's TMP shall be expanded to include two additional PCOs that shall be deployed to the following intersections where the proposed project would result in significant traffic impacts, as conditions warrant during events: King/Fifth/I-280 ramps, and Fourth/16th, where PCOs would not be located as part of the project TMP or Mitigation Measure M-TR-2a: Additional PCOs during Events. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event. This measure shall be implemented in coordination with Mitigation Measure M-TR-2a: Additional PCOs during Events, and these two additional PCOs during overlapping events shall be in addition to the four additional PCOs that shall be provided as part of Mitigation Measure M-TR-2a: Additional PCOs during Events.</p>	SFMTA	Ongoing; all events with more than 12,500 attendees that overlap with SF Giants events at AT&T Park	SFMTA	Ongoing; Visual verification at time of event by PCO Supervisor
<p>M-TR-11b: Participation in the Ballpark/Mission Bay Transportation Coordinating Committee</p> <p>As a mitigation measure to optimize effectiveness of the transportation management strategies for day-to-day operations and events in the Mission Bay area, at AT&T Park, UCSF Mission Bay campus, and the proposed project, the project sponsor shall actively participate as a member of the Ballpark/Mission Bay Transportation Coordinating Committee in order to evaluate and plan for operations of all three facilities (i.e., AT&T Park, UCSF Mission Bay Campus, and the proposed event center). This committee would, among other roles, serve as a single point for coordination of transportation management strategies.</p> <p>The Transportation Coordinating Committee shall consult on changes to and expansion of transit services, and for developing and implementing strategies within their purview that address transportation issues and conflicts as they arise. In addition, the committee shall serve as a liaison for operation of the facilities, monitoring conditions, and addressing community issues related to events and the project sponsor shall make good faith efforts to notify the committee regarding events.</p>	Project Sponsor through participation in B/MBTCC	Following project approval and as scheduled thereafter	OCII	Include in MMRP Annual Report; OCII, SFMTA to attend B/MBTCC meetings

MITIGATION MONITORING & REPORTING PROGRAM

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events</p> <p>The project sponsor shall work with the City to pursue and implement additional strategies to reduce transportation impacts associated with overlapping events at AT&T Park and the proposed event center. These strategies shall include one or more of the following:</p>				
<ul style="list-style-type: none"> The project sponsor shall exercise commercially reasonable efforts to avoid scheduling non-Golden State Warriors events of 12,500 or more event center attendees that start within 60 minutes of the start of events at AT&T Park. 	Project Sponsor	Ongoing; all events with more than 12,500 attendees that overlap with SF Giants events at AT&T Park	OCII	Include in MMRP Annual Report
<ul style="list-style-type: none"> When overlapping non-Golden State Warriors events of 12,500 or more event center attendees and evening SF Giants games, the project sponsor shall exercise commercially reasonable efforts to negotiate with the event promoter to stagger start times such that the event headliner starts no earlier than 8:30 p.m. 	Project Sponsor	Ongoing; all events with more than 12,500 attendees that overlap with SF Giants events at AT&T Park	OCII	Include in MMRP Annual Report
<ul style="list-style-type: none"> The City has identified two off-site parking lots on Port of San Francisco lands to the south of the event center (19th Street and Western Pacific sites) that can accommodate approximately 250 additional parking spaces for all events and up to approximately 800 additional parking spaces for use during dual events of 12,500 or more event center attendees (for a total of approximately 1,050 additional off-site parking spaces). As long as the Port of San Francisco takes all necessary actions to make the land available for public parking, the project sponsor shall: (1) make commercially reasonable efforts to negotiate with the Port of San Francisco or its designee to acquire sufficient rights for the use of such parking lot(s) through lease, purchase, or other means as necessary; and (2) (if such negotiations are successful) provide free shuttles to the event center from such off-site parking lot(s) that are more than ½-mile from the event center on a maximum 10-minute headway before and after events. 	Port; Project Sponsor; parking lot operator(s)	Within one year after Port takes all necessary actions to make land available for public parking.	OCII	Include in MMRP Annual Report; Complete before opening of Event Center

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> In the event that the off-site parking lots at 19th Street and the Western Pacific site are implemented, the SFMTA shall consult with Caltrans in assessing the feasibility of signalizing the intersection of Pennsylvania/I-280 southbound off-ramp. If determined feasible by the SFMTA and Caltrans, the SFMTA and Caltrans shall establish the level of traffic volumes that would trigger the need for a signal, and the project sponsor shall fund its fair share cost of the design and implementation of the new signal, based on project contributions to annual average weekday traffic volumes at this intersection. 	SFMTA	When traffic signal warrants are met	OCII	Include in MMRP Annual Report; SFMTA to track cumulative development in area
<ul style="list-style-type: none"> In addition, as part of monitoring of traffic conditions during overlapping events, the SFMTA shall consult with Caltrans regarding the need to deploy an SFMTA PCO or CHP officer to expedite traffic exiting I-280 southbound (i.e., waving vehicles exiting I-280 southbound and turning left onto southbound Pennsylvania Street through the existing stop sign) during overlapping events when the Western Pacific parking lot is used for project event parking. The PCO or CHP officer would be deployed during those events prior to installation of a traffic signal or if signalization of this intersection is determined not to be feasible. 	SFMTA	During all events with more than 12,500 attendees, that overlap with SF Giants events at AT&T Park	SFMTA	SFMTA by stationing PCO or CHP at off-ramp as needed
<ul style="list-style-type: none"> To manage traffic flows and minimize congestion associated with non-Golden State Warriors events overlapping with events at AT&T Park, and to incentivize event attendees and UCSF employees to use alternatives to the private automobile, the City and the project sponsor shall pursue and implement additional transportation management actions during the pre-event period during overlapping events. This measure shall be implemented in coordination with and in addition to Mitigation Measure M-TR-11a: Additional PCOs during Events and Mitigation Measure M-TR-11b: Additional Strategies to Reduce Transportation Impacts. Strategies shall include one or more of the following: 	Project Sponsor; SFMTA	First year of event center operation, and annually thereafter	OCII	TMP monitoring surveys and reports

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p><i>Strategies to Increase Use of Non-auto Modes</i></p> <ul style="list-style-type: none"> - Encouraging coordinated parking pricing strategies among nearby facilities designed to discourage driving for event attendees and employees. - Marketing "No drive" events. - Installing Clipper Card add-value machines on-site at the event center to facilitate purchase and value-adding, and to minimize impacts on transit "dwell times" of paying cash fares. - Exploring implementation of congestion pricing tools to charge event-related fees for driving and parking in the immediate area. - Establishing event-sponsored promotions to encourage additional use of transit, such as event-branded Clipper Cards, bundled discounts and subsidies for transit ticket purchases, or automatic prize/raffle entries/merchandise discounts for event attendees taking transit. - Exploring implementation of priority access or fast-track security clearance to the event center for attendees arriving by transit or bicycling to the event center. - Promoting the above strategies through event tickets and ticketholder emails, website transit information, and real-time updates. - Consulting with local TMAs targeting employees who might drive during the peak pre-event period to provide increased shuttle service, alternative travel mode promotions, and advertising the use of real-time information and technology applications. - Sponsoring use of taxis, TNCs, or pedicabs by event sponsor to facilitate the connection between the regional transit hubs and the event center, as well as between the regional transit hubs and AT&T Park. 				

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TABLE A - MITIGATION MEASURES

MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p><i>Strategies to Increase Transit, Capacity of Alternative Modes, and Enhance Pedestrian Safety</i></p> <ul style="list-style-type: none"> - Providing additional PCOs to manage and direct local traffic, and to favor circulation of pedestrians, cyclists, and persons arriving or departing by transit. - Expanding the network of PCO-controlled intersections during the peak pre-event period beyond those identified in the Local/Hospital Access Plan. - Exploring implementation of a program to require employees driving in the vicinity during the peak pre-event period to produce vehicle badges (e.g., rearview hanger, sticker) by employer for access to local employment sites, and coordinating with SFMTA and SFPD to honor said badges. - Using the Western Pacific site for off-site parking for all events, not only large overlapping events. - Increasing transit or High Occupancy Vehicle (HOV) capacity by operating additional SFMTA buses and/or additional private shuttle buses. - Supporting WETA analysis of the feasibility and operational benefits of a ferry/water taxi landing near 16th Street. - Increasing capacity and use of alternative modes, such as secure or valet bicycle parking, bicycle sharing, or bicycle infrastructure along the east-west corridors. - Expanding the SFMTA's Vision Zero treatments to nearby intersections to improve the physical pedestrian environment to enhance pedestrian safety. 				
<p>M-TR-13: Enhanced Muni Transit Service during Overlapping Events</p> <p>As a mitigation measure to accommodate Muni transit demand to and from the project site and AT&T Park on the T Third light rail line during overlapping evening events, the project sponsor shall work with the SFMTA and the Ballpark/Mission Bay Transportation Coordinating Committee to provide enhanced</p>	<p>Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC</p>	<p>First year of event center operation, and reviewed and revised annually thereafter</p>	<p>OCII; SFMTA</p>	<p>Include in MMRP Annual Report</p>

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>Muni light rail service and/or shuttle buses between key Market Street locations and the project. Examples of the enhanced service include Muni bus shuttles between Union Square and/or Powell Street BART/Muni station and the project site. The need for enhanced Muni service shall be based on characteristics of the overlapping events (e.g., projected attendance levels, and anticipated start and end times).</p>				
<p>M-TR-14: Additional BART Service to the East Bay during Overlapping Events As a mitigation measure to accommodate transit demand to the East Bay following weekday and weekend evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee to consult with BART to provide additional service from San Francisco following weekday and weekend evening events. The additional East Bay BART service could be provided by operating longer trains. The need for additional BART service shall be based on characteristics of the overlapping events (e.g., event type, projected attendance levels, and anticipated start and end times).</p>	<p>Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC</p>	<p>First year of event center operation and reviewed and revised annually thereafter</p>	<p>OCII</p>	<p>Include in MMRP Annual Report; SFMTA through participation in the B/MBTCC</p>
<p>M-TR-18: Auto Mode Share Performance Standard and Monitoring (Required only without implementation of Muni Special Event Transit Service Plan) <i>Performance Standards and Strategies for Achieving Them</i> The project sponsor shall be responsible for implementing TDM measures intended to reach an auto mode share performance standard for different types of events. Specifically, the project sponsor shall work to achieve the following performance standards:</p> <ol style="list-style-type: none"> 1. For weekday events that have 12,500 or more attendees, the project shall not exceed an arrival auto mode share of 53 percent. 2. For weekend events that have 12,500 or more attendees, the project shall not exceed an arrival auto mode share of 59 percent. 	<p>Project Sponsor</p>	<p>All events with more than 12,500 attendees</p>	<p>OCII; SFMTA</p>	<p>Include in MMRP Annual Report in the event that Muni Special Event Transit Service Plan is not implemented</p>

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>The performance standards shall be achieved by the middle of the Golden State Warriors' third season at the event center, and for every Golden State Warriors season thereafter.</p> <p>The project sponsor may implement any combination of TDM strategies, including those identified in the proposed project's TMP, to achieve the above performance standards. Potential strategies include, but are not limited to:</p> <ul style="list-style-type: none"> • Providing shuttle bus service between major transportation hubs such as Transbay Transit Terminal, BART stations, Caltrain stations and the event center. • Providing bus shuttles between park & ride lots, remote parking facilities, or other facilities or locations within San Francisco, and the event center. • Facilitating charter bus packages through the event sales department to encourage large groups to travel to and from the event center on charter buses. • Reducing the project parking demand through a variety of mechanisms, including pricing. • Offering high occupancy vehicle parking at more convenient locations than parking for the general public and/or at reduced rates. • Undertaking media campaigns, including in social media, that promote walking and/or bicycling to the event center. • Conducting cross-marketing strategies with event center businesses (e.g., discount on merchandise/food if patrons arrive by transit and/or bike or on foot). • Carrying out public education campaigns. • Offering special event ferry service to the closest ferry station to the project site (similar to the existing service provided between AT&T Park and Alameda and Marin Counties by Golden Gate Transit, Alameda/Oakland and Vallejo ferry service). • Providing incentive for arrivals by bike. • Providing transit fare incentives to event ticket holders. 				

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p><i>Monitoring and Reporting</i></p> <p>The project sponsor shall retain a qualified transportation professional¹ to conduct travel surveys, as outlined below, and to document the results in a <i>Transportation Demand Management Report</i>. Prior to beginning the travel survey, the transportation professional shall develop the data collection methodology in consultation with and approved by OCII (or its designated representative, such as the Planning Department's Environmental Review Officer (ERO)) and in consultation with SFMTA. It is anticipated that data collection would occur at least during four days for two different types of events, for a total of eight days annually. Specifically, data collection shall be conducted during at least two weekday and two weekend NBA basketball games with 12,500 or more attendees, and two weekday and two weekend non-basketball events with attendance of 12,500 or more attendees.</p> <p>The schedule of the travel surveys shall be as follows:</p> <ul style="list-style-type: none"> • Comprehensive travel surveys of basketball game attendees shall be conducted between December and April of every season. • Comprehensive travel surveys of non-basketball event attendees (conventions events, concerts, family shows, etc.) could be collected any time during the year. <p>The following data of event attendees shall be collected as part of the travel surveys:</p> <ul style="list-style-type: none"> • Origin/destination of the trip (city, zip code, home/work/other) • Mode of travel to/from event center <ul style="list-style-type: none"> - If by transit, list mode and name of transit operator (AC Transit, BART, Caltrain, Muni, etc.) - If by rail or ferry, name of station trip started and ended 				

¹ The Transportation Demand Management Report shall be performed by a qualified transportation professional from the Planning Department's *Transportation Consultant Pool*.

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> - If by auto, number of people in the vehicle - If by auto, parking location and approximate walking time to event center - If by auto, ask if following trips would continue as auto, or if anticipate a mode shift. - If by bicycle or walking, name the origin of the trip. If a transfer from regional transit, name the origin and operator. • If by bike share, name the origin (i.e., the pick up location) of the trip. Note if trip is a "last mile" connection from regional transit, and include the origin and operator. • Arrival and departure times at the event center <p>The travel survey shall employ whatever methodology necessary, as approved by the OCII (or its designee) in consultation with SFMTA, to collect the above described data including but not limited to: manual or automatic (e.g., video or tubes) traffic volume counts, intercept surveys, smart phone application-based surveys, and on-line surveys.</p> <p>The <i>Transportation Demand Management Report(s)</i> shall be submitted to OCII, or its designee, for review within 30 days of completion of the data collection. If OCII, or its designee, finds that the project exceeds the stated mode share performance standard, the project sponsor shall revise the proposed project's Transportation Management Plan (TMP) to incorporate a set of measures that would lower the auto mode share. OCII, or its designee, shall review and approve the revised TMP. For basketball events, the TMP shall be revised by no later than August 15th of the calendar year to ensure adequate lead time to implement TDM measures prior to the start of the following basketball season. For non-basketball events, the proposed project's TMP shall be revised within 90 days of submittal of the <i>Transportation Demand Management Report</i> to incorporate a set of measure that would lower the auto mode share.</p> <p>If the project does not meet the stated performance standard, the project sponsor shall implement TDM measures and collect data on a semi-annual basis (i.e., twice during a calendar year) to</p>				

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>assess their effectiveness for basketball games and other events. The implementation of TDM measures shall be intensified until the auto mode split performance standard is achieved. Upon achievement of the performance standard, the project sponsor may resume travel survey data collection for basketball and non-basketball events on an annual basis. If the sponsor demonstrates three consecutive years of meeting the auto mode share performance standard, the comprehensive data collection effort may occur every two years.</p> <p>The data collection plan described above may be modified by OCII, or its designee, in consultation with SFMTA if field observations and/or other circumstances require data collection at different times and/or for different events than specified above. The modification of the data collection plan, however, shall not change the performance standards set forth in this mitigation measure.</p>				
<p>M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring (Required only without implementation of Muni Special Event Transit Service Plan)</p> <p>During events with 3,000 or more attendees, the project sponsor shall be responsible for providing trained personnel (e.g., off-duty SFPD staff) to control pedestrian, bicycle and vehicular flows to and from the event center at the intersections immediately adjacent to the project site and to ensure that Muni platforms serving the site are not over capacity. The trained personnel shall be provided during pre- and post-event periods. The project sponsor shall ensure that conflicts between various modes are reduced to the maximum extent possible through adequate staffing of trained personnel as well as other measures, as appropriate.</p> <p>Other pedestrian management measures that could be implemented include but are not limited to: installation of barricades, proper signage and announcements to disperse patrons to other streets around the project site, such as to Terry A. Francois Boulevard, and cross-marketing incentives such as discounts at the restaurant and retail establishments to extend the</p>	Project Sponsor	All events with more than 3,000 attendees	OCII; SFMTA	Include in MMRP Annual Report in the event that Muni Special Event Transit Service Plan is not implemented

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>peak departure period. Through the implementation of various strategies, the project sponsor shall ensure that pedestrian conflicts with other modes are minimized by separating vehicles, bicycles, transit and pedestrian flows to the greatest extent possible, including ensuring that various modes are adequately instructed about when it is their turn to proceed. The project sponsor shall also ensure that Muni platforms are not overcrowded by staging event attendees on the adjacent sidewalks until there is sufficient space on the Muni platforms, which are proposed to be expanded as part of the project.</p> <p>At the intersection of Third/South, the trained personnel shall implement strategies to allow pedestrians to cross the street safely. The strategies could include allowing authorized personnel to manually override the traffic signal and direct pedestrians to cross, erecting temporary pedestrian crossing barriers, allowing use of the closed Third Street as a pedestrian access route, providing a defined passenger waiting area within the closed Third Street, and shielding passengers waiting to board light rail from adjacent pedestrian traffic.</p> <p><i>Monitoring and Reporting</i></p> <p>The project sponsor shall retain a qualified transportation professional² to conduct field observations of pedestrian hazards and safety conditions along Third Street adjacent to the project site, as outlined below, and to document the results in a <i>Pedestrian Access Report</i>. City staff shall verify the field data collection results. Prior to beginning field observations, the transportation professional shall develop the data collection methodology in consultation with and approved by OCII, or its designee, in coordination with SFMTA. The data collection methodology shall be reviewed and revised annually, if appropriate. Field observations shall be conducted during the following event types and attendance levels:</p>				

² The Transportation Demand Management Report shall be performed by a qualified transportation professional from the San Francisco Planning Department's *Transportation Consultant Pool*. Available online at <http://www.sf-planning.org/index.aspx?page=1886>. Accessed May 28, 2015.

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> • at least two weekday NBA basketball games with 12,500 or more attendees; • at least two weekend NBA basketball games with 12,500 or more attendees; • at least two weekday non-basketball game events with 12,500 or more attendees; • at least two weekend non-basketball game events with 12,500 or more attendees; • at least two weekday non-basketball game events with 3,000 to 9,000 attendees; and, • at least two weekend non-basketball game events with 3,000 to 9,000 attendees; and • at least two weekday convention events of 9,000 or more attendees. <p>The pedestrian hazard and safety conditions field observations shall occur on an annual basis. The <i>Pedestrian Access Report</i> shall be submitted to SFMTA, OCII and Planning Department for review within 30 days of completion of the data collection. If OCII finds that the project does not meet the performance standard outlined below, the Transportation Management Plan (TMP) shall be revised to incorporate techniques to minimize conflicts between pedestrians and other modes. The TMP shall be revised within 90 days of submittal of the <i>Pedestrian Access Report</i>. When the project is not meeting the stated performance standard, the project sponsor shall collect data on a semi-annual basis (i.e., twice during a calendar year) to assess the effectiveness of various measures incorporated into the revised TMP. The implementation of various measures shall be intensified until pedestrian access to and from the site occurs in a safe manner, as determined by OCII, or its designee.</p> <p>The performance standard for safe pedestrian operations consists of the following: substantial numbers of pedestrians are not spilling onto the Muni right-of-way area, are not illegally crossing Third Street midblock, are not overcrowding the Muni platforms, and are not crossing intersections against the signal. Upon achievement of the performance standard, the project sponsor</p>				

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>may resume field observations for basketball, non-basketball and convention events on an annual basis. If the sponsor demonstrates three consecutive years of meeting the performance standard, the comprehensive data collection effort may occur every two years.</p> <p>Further, in reviewing the <i>Pedestrian Access Report</i>, OCII, or its designee, may adjust the size of the events for which this measure is applicable. For example, if small scale events (e.g., those with 5,000 attendees) do not result in crosswalk and/or Muni platform overcrowding or other similar pedestrian safety conditions, OCII, or its designee, may revise this mitigation measure to apply to events of 5,001 or more attendees.</p>				
<p>Mission Bay FSEIR Mitigation Measure E.47: Transportation System Management Plan³</p> <p>Prepare a TSM Plan, which could include the following:</p>				
<ul style="list-style-type: none"> • <i>FSEIR Mitigation Measure E.47.a:</i> Shuttle Bus - Operate shuttle bus service between Mission Bay and regional transit stops in San Francisco (e.g., BART, Caltrain, Ferry Terminal, Transbay Transit Terminal), and specific gathering points in major San Francisco neighborhoods (e.g., Richmond and Mission Districts). 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; SFMTA	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> • <i>FSEIR Mitigation Measure E.47.b:</i> Transit Pass Sales - Sell transit passes in neighborhood retail stores and commercial buildings in the Project Area. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; SFMTA;	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> • <i>FSEIR Mitigation Measure E.47.c:</i> Employee Transit Subsidies - Provide a system of employee transportation subsidies for major employers. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; SFMTA	Include in Mission Bay TMA annual report

³ The Mission Bay South Transportation Management Plan incorporates the Mission Bay FSEIR Mitigation Measures 47a – 47c, and 47e – 47i, and it is part of the Mission Bay South Owners Participation Agreement for development within Mission Bay. Because the project sponsor would be subject to the Owner Participation Agreement, these mitigation measures were assumed to be part of the proposed project, and are summarized here for informational purposes. The Mission Bay Transportation Management Association (Mission Bay TMA) is the non-profit organization that was formed to meet the requirements of the Mission Bay FSEIR Mitigation Measure E.46: Transportation Management Organization, and implement, as appropriate, the Transportation System Management measures included in Mission Bay FSEIR Mitigation Measures E.47: Transportation System Management Plan. The Mission Bay TMA submits an Annual Report to OCII on the Transportation Management Plan activities, including the Mission Bay TMA shuttle service and ridership, travel surveys, Transportation Demand Management marketing efforts, and other transportation planning coordination with SFMTA.

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.e: Secure Bicycle Parking</i> - Provide secure bicycle parking area in parking garages of residential buildings, office buildings, and research and development facilities. Provide secure bicycle parking areas by 1) constructing secure bicycle parking at a ratio of 1 bicycle parking space for each 20 automobile parking spaces, and 2) carry out an annual survey program during project development to establish trends in bicycle use and to estimate actual demand for secure bicycle parking and for sidewalk bicycle racks, increasing the number of secure bicycle parking spaces or racks either in new buildings or in existing automobile parking facilities to meet the estimated demand. Provide secure bicycle racks throughout Mission Bay for the use of visitors. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.f: Appropriate Street Lighting</i> - Ensure that streets and sidewalks in Mission Bay are sufficiently lit to provide pedestrians and bicyclists with a greater sense of safety, and thereby encourage Mission Bay employees, visitors and residents to walk and bicycle to and from Mission Bay. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.g: Transit and Pedestrian and Bicycle Route Information</i> - Provide maps of the local and citywide pedestrian and bicycle routes with transit maps and information on kiosks throughout the Project Area to promote multi-modal travel. 	SFMTA to provide in connection with transit shelters and other transit signage; Project Sponsor through participation in the TMA	In conjunction with transit shelter and signage plans	OCII; SFMTA	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.h: Parking Management Strategies</i> - Establish parking management guidelines for the private operators of parking facilities in the Project Area. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.i: Flexible Work Hours/Telecommuting</i> - Where feasible, offer employees in the Project Area the opportunity to work on flexible schedules and/or telecommute so they could avoid peak hour traffic conditions. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As warranted by development; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> FSEIR Mitigation Measure E.49: Ferry Service - Make a good faith effort to assist the Port of San Francisco and others in ongoing studies of the feasibility of expanding regional ferry service. Make good faith efforts to assist in implementing feasible study recommendations. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; Port	Include in Mission Bay TMA annual report
Noise and Vibration, SEIR Section 5.3				
<p>M-NO-4a: Noise Control Plan for Outdoor Amplified Sound The project sponsor shall develop and implement a Noise Control Plan for operations at the proposed entertainment venues to reduce the potential for noise impacts from public address and/or amplified music. This Noise Control Plan shall contain the following elements:</p> <ul style="list-style-type: none"> The project sponsor shall comply with noise controls and restrictions in applicable entertainment permit requirements for outdoor concerts. Speaker systems shall be directed away from the nearest sensitive receptors to the degree feasible. Outdoor speaker systems shall be operated consistent with the restrictions of Section 2909 of the San Francisco Police Code, and conform to a performance standard of 8 dBA and dBC over existing ambient L90 noise levels at the nearest residential use. 	Project Sponsor	Submission of noise control plan prior to applicable outdoor events or as required to obtain necessary permits	San Francisco Entertainment Commission	Include in MMRP Annual Report; Ongoing for each applicable event or as required to obtain necessary permits
<p>M-NO-4b: Noise Control Plan for Place of Entertainment Permit As part of the Place of Entertainment Permit process, the project sponsor shall develop and implement a Noise Control Plan for operations at the proposed entertainment venue to reduce the potential for noise impacts from interior event noise. This Noise Control Plan shall, at a minimum, contain the following elements:</p> <ul style="list-style-type: none"> The project sponsor shall comply with noise controls and restrictions in applicable entertainment permit requirements. The establishment shall provide adequate ventilation within the structures such that doors and/or windows are not left open for such purposes resulting in noise emission from the premises. 	Project Sponsor	Submission of noise control plan as required by Place of Entertainment Permit	San Francisco Entertainment Commission	Include in MMRP Annual Report; Complete upon permit approval

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Noise and Vibration, SEIR Section 5.3 (cont.)				
<ul style="list-style-type: none"> There shall be no noise audible outside the establishment during the daytime or nighttime hours that violates the San Francisco Municipal Code Section 49 or 2900 et. seq. Further, no sound from the establishment shall be audible inside any surrounding residences or businesses that violates San Francisco Police Code section 2900 et. seq. Permit holder shall take all reasonable measures to ensure the sidewalks adjacent to the premises are not blocked or unnecessarily affected by patrons or employees due to the operations of the premises and shall provide security whenever patrons gather outdoors. Permit holder shall provide a cell phone number to all interested neighbors that will be answered at all times by a manager or other responsible person who has the authority to adjust volume and respond to other complaints whenever entertainment is provided. 				
<p>M-C-NO-1: Construction Noise Control Measures</p> <p>Contractors shall employ site-specific noise attenuation measures during construction to reduce the generation of construction noise. These measures shall be included in a Noise Control Plan that shall be submitted for review and approval by the OCII or its designated representative to ensure that construction noise is reduced to the degree feasible. Measures specified in the Noise Control Plan and implemented during project construction shall include, at a minimum, the following noise control strategies:</p> <ul style="list-style-type: none"> Equipment and trucks used for construction shall use the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically attenuating shields or shrouds). Construction equipment with lower noise emission ratings shall be used whenever possible, particularly for air compressors. 	Project Sponsor and Construction Contractor	Submit plan prior to issuance of construction site permit; implementation of plan ongoing during construction	OCII; DBI	Include in MMRP Annual Report; Periodic during construction

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Noise and Vibration, SEIR Section 5.3 (cont.)				
<ul style="list-style-type: none"> • Sound-control devices no less effective than those provided by the manufacturer shall be provided on all construction equipment. • Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used where feasible; this could achieve a reduction of 5 dBA. Quieter procedures, such as use of drills rather than impact tools, shall be used where feasible. • Stationary noise sources such as material stockpiles and vehicle staging areas shall be located as far from adjacent receptors as possible. • Enclosures and mufflers for stationary equipment shall be provided, impact tools shall be shrouded or shielded, and barriers shall be installed around particularly noisy activities at the construction sites so that the line of sight between the construction activities and nearby sensitive receptor locations is blocked to the extent feasible. • Unnecessary idling of internal combustion engines shall be prohibited. • Construction-related vehicles and equipment shall be required to use designated truck routes to travel to and from the project sites as determined in consultation with the SFMTA as part of the permit process prior to construction (see Improvement Measure I-TR-1: Construction Management Plan and Public Updates). • The project sponsor shall designate a point of contact to respond to noise complaints. The point of contact must have the authority to modify construction noise-generating activities to ensure compliance with the measures above and with the San Francisco Noise Ordinance. 				

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE												
Air Quality, SEIR Section 5.4																
<p>M-AQ-1: Construction Emissions Minimization</p> <p>A. <i>Construction Emissions Minimization Plan.</i> Prior to issuance of a construction permit, the project sponsor shall submit a Construction Emissions Minimization Plan (Plan) to the OCII or its designated representative for review and approval by an Air Quality Specialist. The Plan shall detail project compliance with the following requirements:</p> <ol style="list-style-type: none"> 1. All off-road equipment greater than 25 horsepower (hp) and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements: <ol style="list-style-type: none"> a) Where access to alternative sources of power are reasonably available, portable diesel engines shall be prohibited. Where portable diesel engines are required because alternative sources of power are not reasonably available, the diesel engine shall meet the equipment compliance step-down schedule in Table M-AQ-1-1. <p style="text-align: center;">TABLE M-AQ-1-1 OFF-ROAD EQUIPMENT COMPLIANCE STEP-DOWN SCHEDULE</p> <table border="1" data-bbox="121 979 724 1125"> <thead> <tr> <th>Compliance Alternative</th> <th>Engine Emission Standard</th> <th>Emissions Control</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Tier 4 Interim</td> <td>ARB NOx VDECS (40%)⁴</td> </tr> <tr> <td>2</td> <td>Tier 3</td> <td>ARB NOx VDECS (40%)</td> </tr> <tr> <td>3</td> <td>Tier 2</td> <td>ARB NOx VDECS (40%)</td> </tr> </tbody> </table> <p>How to use the table: If the requirements of (A)(1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 2, then Compliance Alternative 3 would need to be met.</p>	Compliance Alternative	Engine Emission Standard	Emissions Control	1	Tier 4 Interim	ARB NOx VDECS (40%) ⁴	2	Tier 3	ARB NOx VDECS (40%)	3	Tier 2	ARB NOx VDECS (40%)	<p>Project Sponsor and Construction Contractor</p>	<p>Submit plan prior to issuance of construction site permit and implementation of plan ongoing during construction; Final plan within six months of the completion of construction.</p>	<p>Project sponsor to submit a Construction Emissions Minimization Plan to the OCII or its designated representative for review and approval by an Air Quality Specialist</p>	<p>As specified in the measure</p>
Compliance Alternative	Engine Emission Standard	Emissions Control														
1	Tier 4 Interim	ARB NOx VDECS (40%) ⁴														
2	Tier 3	ARB NOx VDECS (40%)														
3	Tier 2	ARB NOx VDECS (40%)														

⁴ <http://www.arb.ca.gov/diesel/verdev/vt/cvt.htm>

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Air Quality, SEIR Section 5.4 (cont.)				
<p>b) All off-road equipment shall have engines that meet either U.S. Environmental Protection Agency (USEPA) or California Air Resources Board (CARB) Tier 4 off-road emission standards. If engines that comply with Tier 4 off-road emission standards are not commercially available, then the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step down schedules in Table M-AQ-1-1.</p> <p>i. For purposes of this mitigation measure, "commercially available" shall mean the availability of Tier 4 equipment taking into consideration factors such as: (i) critical path timing of construction; (ii) geographic proximity to the Project site of equipment; and (iii) geographic proximity of access to off haul deposit sites.</p> <p>ii. The project sponsor shall maintain records concerning its efforts to comply with this requirement.</p> <p>2. The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, and Chinese) in designated queuing areas and at the construction site to remind operators of the two minute idling limit.</p> <p>3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.</p> <p>4. 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. Off-road equipment descriptions and information may include, but are not limited to: equipment type, equipment manufacturer, equipment identification</p>				

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Air Quality, SEIR Section 5.4 (cont.)				
<p>number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed: technology type, serial number, make, model, manufacturer, CARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, reporting shall indicate the type of alternative fuel being used. Renewable diesel shall be considered as an alternative fuel if it can be demonstrated to OCII or the City's air quality specialists that it is compatible with tiered engines and that emissions of ROG and NOx from transport of fuel to the project site will not offset its NOx reduction potential. The plan shall also include estimates of ROG and NOx emissions.</p> <p>5. The project sponsor shall keep the Plan available for public review on site during working hours. The project sponsor shall post at the perimeter of the project site a legible and visible sign summarizing the requirements of the Plan. The sign shall also state that the public may ask to inspect the Plan at any time during working hours, and shall explain how to request inspection of the Plan. Signs shall be posted on all sides of the construction site that face a public right-of-way. The project sponsor shall provide copies of the Plan to members of the public as requested.</p> <p>B. Reporting. Quarterly reports shall be submitted to the OCII or its designated representative indicating the construction phase and off-road equipment information used during each phase including the information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.</p> <p>Within six months of the completion of construction activities, the project sponsor shall submit to the OCII or its designated representative a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall include detailed information</p>				

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Air Quality, SEIR Section 5.4 (cont.)				
<p>required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.</p> <p>C. <i>Certification Statement and On-site Requirements.</i> Prior to the commencement of construction activities, the project sponsor must certify (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications.</p>				
<p>M-AQ-2a: Reduce Operational Emissions The project sponsor shall implement the following measures:</p> <ul style="list-style-type: none"> • Provision of outlets for electrically powered landscape equipment • Use of renewable diesel to power back-up diesel generators if it can be demonstrated to OCII or the City's air quality specialists that it is compatible with tiered engines and that emissions of ROG and NOx from transport of fuel to the project site will not offset its NOx reduction potential. • Mitigation Measure M-TR-2c: Additional Strategies to Reduce Transportation Impacts (see Section 5.2, Transportation and Circulation, Impact TR-2) • Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events (see Section 5.2, Transportation and Circulation, Impact TR-11) 	Project Sponsor	Prior to completion of construction, and prior to issuance of certificate of occupancy	OCII	<p>Include in MMRP Annual Report; Provide outlets upon completion of final design</p> <p>Use of renewable diesel to be conducted as available; See above for Mitigation Measure M-TR-2c and TR-11c</p>
<p>M-AQ-2b: Emission Offsets Upon completion of construction, and prior to issuance of certificate of occupancy, the project sponsor, with the oversight of OCII or its designated representative, shall either:</p> <ol style="list-style-type: none"> 1) Pay a mitigation offset fee to the Bay Area Air Quality Management District's (BAAQMD) Strategic Incentives Division in an amount not to exceed \$18,030 per weighted ton of ozone precursors per year requiring emissions offsets plus a 5 percent administrative fee to fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin (SFBAAB). This fee is intended to fund 	Project Sponsor	Upon completion of construction, and prior to issuance of certificate of occupancy	OCII	Include in MMRP Annual Report; Complete upon acceptance of fee by BAAQMD

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Air Quality, SEIR Section 5.4 (cont.)				
<p>emissions reduction projects to achieve reductions of 17 tons of ozone precursors per year, the estimated tonnage of operational and construction-related emissions offsets required. Documentation of payment shall be provided to OCII or its designated representative.</p> <p>The project sponsor shall provide calculations to the satisfaction of OCII or its designated representative of the final amount of emissions from construction activities based on the reporting requirements of Mitigation Measure M-AQ-1, which shall consider the final destination of off-hauled soil and construction waste materials by on-road trucks, contributions from Electrical Power Distribution System Expansion, and the degree of compliance with off-road equipment engine types that were commercially available. If the calculated construction emissions of ozone precursors require offsets in excess of 17 tons per year, then the applicant shall provide the additional offset amount commensurate with the calculated ozone precursor emissions exceeding 17 tons per year.</p> <p>Acceptance of this fee by the BAAQMD shall serve as an acknowledgment and commitment by the BAAQMD to: (1) implement an emissions reduction project(s) within one year of receipt of the mitigation fee to achieve the emission reduction objectives specified above; and (2) provide documentation to OCII or its designated representative and to the project sponsor describing the project(s) funded by the mitigation fee, including the amount of emissions of ROG and NOx reduced (tons per year) within the SFBAAB from the emissions reduction project(s). If there is any remaining unspent portion of the mitigation offset fee following implementation of the emission reduction project(s), the project sponsor shall be entitled to a refund in that amount from the BAAQMD. To qualify under this mitigation measure, the specific emissions retrofit project must result in emission reductions within the SFBAAB that would not otherwise be achieved through compliance with existing regulatory requirements; or</p>				

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Air Quality, SEIR Section 5.4 (cont.)				
<p>M-AQ-2b: Emission Offsets, Option 2</p> <p>2) Directly implement a specific offset project to achieve reductions of 17 tons per year of ozone precursors (or greater as described in item 1 above). To qualify under this mitigation measure, the specific emissions retrofit project must result in emission reductions within the SFBAAB that would not otherwise be achieved through compliance with existing regulatory requirements. Prior to implementation of the offset project, the project sponsor must obtain OCII's approval of the proposed offset project by providing documentation of the estimated amount of emissions of ROG and NOx to be reduced (tons per year) within the SFBAAB from the emissions reduction project(s). The project sponsor shall notify OCII within six months of completion of the offset project for OCII verification.</p>	Project Sponsor	Upon completion of construction, and prior to issuance of certificate of occupancy	OCII	Include in MMRP Annual Report; Complete upon completion of project and OCII's verification
Wind and Shadow, SEIR Section 5.6				
<p>M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards</p> <p>The project sponsor shall develop and implement design measures to reduce the identified project off-site wind hazards. The project sponsor has selected a specific on-site design modification (installation of a solid canopy with a porous vertical standoff at the ground level of the southwest corner of the proposed 16th Street office building) that is demonstrated to be effective in reducing the project wind hazard impact to a less-than-significant level. Other measures may include additional on-site project design modifications or additions, additional on-site landscaping; and the implementation of potential additional off-site streetscape landscaping or other off-site wind-reducing features. Potential on- and/or off-site project site wind-reduction design measures developed by the sponsor would be coordinated with, and subject to review and approval, by OCII.</p>	Project Sponsor	Prior to issuance of building permit.	OCII	Include in MMRP Annual Report; Complete upon completion of final design

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Utilities and Service Systems, SEIR Section 5.7				
<p>M-C-UT-4: Fair Share Contribution for Mariposa Pump Station Upgrades</p> <p>Upon determination by the SFPUC of the nature and cost of needed improvements, the project sponsor shall pay its fair share for improvements to the Mariposa Pump Station and associated wastewater facilities required to provide adequate sewer capacity within the project area and serve the project as determined by the SFPUC. The contribution shall be in proportion to the wastewater flows from the proposed project relative to the total design capacity of the upgraded pump station(s). The project sponsor shall not be responsible for any share of costs to address pre-existing pump station deficiencies.</p>	Project Sponsor	As determined by the SFPUC	OCII; SFPUC	Include in MMRP Annual Report; Complete upon acceptance of fee by SFPUC
Hydrology and Water Quality, Initial Study Section E15 and SEIR Section 5.9				
<p>M-HY-6. Wastewater Sampling Ports</p> <p><i>Mission Bay FSEIR Mitigation Measures K.2.</i> Participate in the City's existing Water Pollution Prevention Program. Facilitate implementation of the City's Water Pollution Prevention Program by providing and installing wastewater sampling ports in any building anticipated to have a potentially significant discharge of pollutants to the sanitary sewer, as determined by the Water Pollution Prevention Program of the San Francisco Public Utilities Commission's Bureau of Environmental Regulation and Management, and in locations as determined by the Water Pollution Prevention Program.</p>	Project Sponsor	Prior to issuance of building permit	OCII; SFPUC	Include in MMRP Annual Report; Complete upon completion of final design
Cultural and Paleontological Resources, Initial Study Section E4				
<p>M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program</p> <p>Based on a reasonable presumption that archaeological 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 an archaeological consultant approved by OCII or its designated representative such as those from the</p>	Project Sponsor	Prior to construction	OCII	Include in MMRP Annual Report; Complete upon completion and approval of report

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>rotational Department Qualified Archaeological Consultants List (QACL) maintained by the Planning Department archaeologist. The project sponsor shall contact the Department archaeologist to obtain the names and contact information for the next three archaeological consultants on the QACL. The archaeological consultant shall undertake an archaeological testing program as specified herein. In addition, the consultant shall be available to conduct an archaeological monitoring and/or data recovery program if required pursuant to this measure. The archaeological consultant's work shall be conducted in accordance with this measure at the direction of OCII or its designated representative. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to OCII or its designated representative for review and comment, and shall be considered draft reports subject to revision until final approval by OCII or its designated representative. Archaeological 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 OCII or its designated representative, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archaeological resource as defined in CEQA Guidelines Sect. 15064.5 (a)(c).</p> <p><i>Consultation with Descendant Communities:</i> On discovery of an archaeological site⁵ associated with descendant Native Americans, the Overseas Chinese, or other descendant group an appropriate representative⁶ of the descendant group and OCII or its designated representative shall be contacted. The representative of the descendant group shall be given the</p>				

⁵ The term "archaeological site" is intended here to include, at a minimum, any archaeological deposit, feature, burial, or evidence of burial.

⁶ An "appropriate representative" of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America. An appropriate representative of other descendant groups should be determined in consultation with the Department archaeologist.

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>opportunity to monitor archaeological field investigations of the site and to consult with OCII or its designated representative regarding appropriate archaeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archaeological Resources Report shall be provided to the representative of the descendant group.</p>				
<p><i>Archaeological Testing Program.</i> The archaeological consultant shall prepare and submit to OCII or its designated representative for review and approval an archaeological testing plan (ATP). The archaeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archaeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archaeological testing program will be to determine to the extent possible the presence or absence of archaeological resources and to identify and to evaluate whether any archaeological resource encountered on the site constitutes an historical resource under CEQA.</p> <p>At the completion of the archaeological testing program, the archaeological consultant shall submit a written report of the findings to OCII or its designated representative. If based on the archaeological testing program the archaeological consultant finds that significant archaeological resources may be present, OCII or its designated representative in consultation with the archaeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archaeological testing, archaeological monitoring, and/or an archaeological data recovery program. No archaeological data recovery shall be undertaken without the prior approval of OCII or its designated representative. If OCII or its designated representative determines that a significant archaeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p>	<p>Project Sponsor</p>	<p>Testing Plan: Completed prior to issuance of any permit authorizing soils disturbance</p> <p>Testing program: Completed prior to commencement of any soils disturbing construction activity</p> <p>Testing Report: Completed prior to commencement of any soils disturbing activity</p>	<p>OCII</p>	<p>Include in MMRP Annual Report; Complete upon OCII approval of testing program and written report;</p>

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>A. The proposed project shall be re-designed so as to avoid any adverse effect on the significant archaeological resource; or</p> <p>B. A data recovery program shall be implemented, unless OCII or its designated representative determines that the archaeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</p>				
<p><i>Archaeological Monitoring Program.</i> If OCII or its designated representative in consultation with the archaeological consultant determines that an archaeological monitoring program shall be implemented the archaeological monitoring program shall minimally include the following provisions:</p> <ul style="list-style-type: none"> The archaeological consultant, project sponsor, and OCII or its designated representative shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. OCII or its designated representative in consultation with the archaeological consultant shall determine what project activities shall be archaeologically 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 archaeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context; The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archaeological resource; The archaeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archaeological consultant and OCII or its designated representative until OCII or its designated representative has, in consultation with project archaeological consultant, determined that project construction activities could have no effects on significant archaeological deposits; 	Project Sponsor	<p>Monitoring Program: Development of program work scope prior to commencement of soils disturbing construction activity; monitoring activity to occur during site excavation and construction, as per monitoring program</p> <p>Monitoring Report: Report submitted to OCII upon completion of monitoring Program</p>	OCII	Include in MMRP Annual Report; Complete upon OCII approval of program

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<ul style="list-style-type: none"> The archaeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; If an intact archaeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archaeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/ construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archaeological monitor has cause to believe that the pile driving activity may affect an archaeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with OCII or its designated representative. The archaeological consultant shall immediately notify the OCII or its designated representative of the encountered archaeological deposit. The archaeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archaeological deposit, and present the findings of this assessment to OCII or its designated representative. <p>Whether or not significant archaeological resources are encountered, the archaeological consultant shall submit a written report of the findings of the monitoring program to the OCII or its designated representative.</p>				
<p><i>Archaeological Data Recovery Program.</i> The archaeological data recovery program shall be conducted in accord with an archaeological data recovery plan (ADRP). The archaeological consultant, project sponsor, and OCII or its designated representative shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archaeological consultant shall submit a draft ADRP to OCII or its designated representative. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archaeological 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</p>	Project Sponsor	Data Recovery Plan: Development of Program work scope, in conjunction with work scope for Archeological Monitoring Program prior to commencement of soils disturbance construction activity. More specific or detailed subsequent work scope may be required by OCII upon completion of	OCII	Include in MMRP Annual Report; Complete upon OCII approval of program

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>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 archaeological 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"> • <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. • <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. • <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. • <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archaeological data recovery program. • <i>Security Measures.</i> Recommended security measures to protect the archaeological resource from vandalism, looting, and non-intentionally damaging activities. • <i>Final Report.</i> Description of proposed report format and distribution of results. • <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>Archeological Monitoring Program and Report</p> <p>Data Recovery program: Activity to occur during and subsequent to construction activity, as per Data Recovery Program</p>		
<p><i>Human Remains and Associated or Unassociated Funerary Objects.</i> The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains</p>	Project Sponsor	Upon discovery, if applicable	Coroner; OCII	Include in MMRP Annual Report; Complete upon Applicant notification to OCII, Coroner, and, if applicable, California State Native American Heritage Commission

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archaeological consultant, project sponsor, OCII or its designated representative, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines, Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.</p>				
<p><i>Final Archaeological Resources Report.</i> The archeological consultant shall submit a Draft Final Archaeological Resources Report (FARR) to OCII or its designated representative that evaluates the historical significance of any discovered archaeological resource and describes the archaeological and historical research methods employed in the archaeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archaeological resource shall be provided in a separate removable insert within the final report. Once approved by OCII or its designated representative, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and OCII or its designated representative shall receive a copy of the transmittal of the FARR to the NWIC. As requested by OCII, the Environmental Planning division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, OCII or its designated representative may require a different final report content, format, and distribution than that presented above.</p>	<p>Project Sponsor</p>	<p>Upon completion of testing, monitoring and data recovery programs: For Horizontal Developer – prior to determination of substantial completion of infrastructure at each sub-phase; For Vertical Developer – Prior to issuance of Certificate of Temporary or Final Occupancy, whichever occurs first</p>	<p>OCII</p>	<p>Include in MMRP Annual Report; Complete upon applicant submittal of final approved report as specified in measure</p>

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>M-CP-2b: Accidental Discovery of Archaeological Resources</p> <p>The following mitigation measure is required to avoid any potential adverse effect from the proposed project on accidentally discovered buried or submerged historical resources as defined in <i>CEQA Guidelines</i> Section 15064.5(a)(c). The project sponsor shall distribute the Planning Department archaeological resource "ALERT" sheet to the project prime contractor; to any project subcontractor (including demolition, excavation, grading, foundation, pile driving, etc. firms); or utilities firm involved in soils disturbing activities within the project site. Prior to any soils disturbing activities being undertaken each contractor is responsible for ensuring that the "ALERT" sheet is circulated to all field personnel, including machine operators, field crew, pile drivers, supervisory personnel, etc. The project sponsor shall provide OCII officer or its designated representative with a signed affidavit from the responsible parties (prime contractor, subcontractor(s), and utilities firm) confirming that all field personnel have received copies of the Alert Sheet.</p> <p>Should any indication of an archaeological resource be encountered during any soils disturbing activity of the project, the project Head Foreman and/or project sponsor shall immediately notify OCII officer or its designated representative and shall immediately suspend any soils disturbing activities in the vicinity of the discovery until OCII officer or its designated representative has determined what additional measures should be undertaken.</p> <p>If OCII officer or its designated representative determines that an archaeological resource may be present within the project site, the project sponsor shall retain the services of an archaeological consultant from the pool of qualified archaeological consultants maintained by the Planning Department archaeologist. The archaeological consultant shall advise OCII officer or its designated representative as to whether the discovery is an archaeological resource, retains sufficient integrity, and is of potential scientific/historical/cultural significance. If an archaeological resource is present, the archaeological consultant shall identify and evaluate the archaeological resource. The archaeological consultant shall make a recommendation as to what action, if any, is warranted. Based on this information, OCII</p>	<p>Project sponsor</p>	<p>Throughout the demolition and excavation period</p>	<p>OCII</p>	<p>Include in MMRP Annual Report; Ongoing as specified in the measure</p>

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>officer or its designated representative may require, if warranted, specific additional measures to be implemented by the project sponsor.</p> <p>Measures might include: preservation in situ of the archaeological resource; an archaeological monitoring program; or an archaeological testing program. If an archaeological monitoring program or archaeological testing program is required, it shall be consistent with the Environmental Planning (EP) division guidelines for such programs. OCII officer or its designated representative may also require that the project sponsor immediately implement a site security program if the archaeological resource is at risk from vandalism, looting, or other damaging actions.</p> <p>The project archaeological consultant shall submit a Final Archaeological Resources Report (FARR) to OCII officer or its designated representative that evaluates the historical significance of any discovered archaeological resource and describing the archaeological and historical research methods employed in the archaeological monitoring/data recovery program(s) undertaken. Information that may put at risk any archaeological resource shall be provided in a separate removable insert within the final report.</p> <p>Copies of the Draft FARR shall be sent to OCII officer or its designated representative for review and approval. Once approved by OCII officer or its designated representative, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and OCII officer or its designated representative shall receive a copy of the transmittal of the FARR to the NWIC. OCII and the Environmental Planning division of the Planning Department shall each receive one bound copy, one unbound copy and one unlocked, searchable PDF copy on CD three copies of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest or interpretive value, OCII officer or its designated representative may require a different final report content, format, and distribution than that presented above.</p>				

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Biological Resources, Initial Study Section E13				
<p>M-BI-4a: Preconstruction Surveys for Nesting Birds</p> <p>To the extent practicable, vegetation removal and grading of the site in advance of new site construction shall be performed between September 1 and January 31 in order to avoid breeding and nesting season for birds. If these activities cannot be performed during this period, a preconstruction survey of onsite vegetation for nesting birds shall be conducted by a qualified biologist.</p> <p>In coordination with the OCII or its designated representative, pre-construction surveys of onsite vegetation shall be performed during bird breeding season (February 1 – August 31) no more than 14 days prior to vegetation removal, grading, or initiation of construction in order to locate any active passerine nests within 250 feet of the project site and any active raptor nests within 500 feet of the project site. Surveys shall be performed in accessible areas within 500 feet of the project site and include suitable habitat within line of sight as access is available. If active nests are found on either the project site or within the 500-foot survey buffer surrounding the project site, no-work buffer zones shall be established around the nests. Buffer distances will consider physical and visual barriers between the active nest and project activities, existing noise sources and disturbance, as well as sensitivity of the bird species to disturbance. Modification of standard buffer distances, 250 feet for active passerine nests and 500 feet for active raptor nests, will be determined by a qualified biologist in consultation with the California Department of Fish and Wildlife (CDFW). No vegetation removal or ground-disturbing activities including grading or new construction shall occur within a buffer zone until young have fledged or the nest is otherwise abandoned as determined by the qualified biologist.</p> <p>If construction work during the nesting season stops for 14 days or more and then resumes, then nesting bird surveys shall be repeated, to ensure that no new birds have begun nesting in the area.</p>	<p>Project Sponsor</p>	<p>Not more than 15 days prior to vegetation removal and grading activities that occur between February 1 and August 31</p>	<p>OCII</p>	<p>Include in MMRP Annual Report; Complete upon completion of preconstruction nesting bird surveys or completion of vegetation removal and grading activities outside of the bird breeding season</p>

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Biological Resources, Initial Study Section E13				
<p>Mitigation Measure M-BI-4b: Bird Safe Building Practices The project sponsor shall design and implement the project consistent with the San Francisco Standards for Bird-Safe Buildings and Planning Code Section 139, as approved by OCII. OCII shall consult with the Planning Department and the Zoning Administrator concerning project consistency with Planning Code Section 139.</p>	Project Sponsor	Prior to issuance of architectural addendum to building permit	OCII	Include in MMRP Annual Report; Complete upon construction in accordance with final approved plans
Hazards and Hazardous Materials, Initial Study Section E16				
<p>M-HZ-1a: Guidelines for Handling Biohazardous Materials <i>Mission Bay FSEIR Mitigation Measure I.1.</i> Require businesses that handle biohazardous materials and do not receive federal funding to certify that they follow the guidelines published by the National Research Council and the United States Department of Health and Human Services Public Health Service, National Institutes of Health, and Centers for Disease Control, as set forth in Biosafety in Microbiological and Biomedical Laboratories, Guidelines for Research Involving Recombinant DNA Molecules (NIH Guidelines), and Guide for the Care and Use of Laboratory Animals, or their successors, as applicable.</p>	Project Sponsor	As part of building permit process; provide annual certification thereafter	OCII	Include in MMRP Annual Report
<p><i>Mission Bay FSEIR Mitigation Measure I.2.</i> Require businesses handling biohazardous materials to certify that they use high efficiency particulate air (HEPA) filters or substantially equivalent devices on all exhaust from Biosafety Level 3 laboratories unless they demonstrate that exhaust from their Biosafety Level 3 laboratories would not pose substantial health or safety hazards to the public or the environment. Require such businesses to certify that they inspect or monitor the filters regularly to ensure proper functioning.</p>	Project Sponsor	As part of building permit process; provide annual certification thereafter	OCII	Include in MMRP Annual Report
<p><i>Mission Bay FSEIR Mitigation Measure I.3.</i> Require businesses handling biohazardous materials to certify that they do not handle or use biohazardous materials requiring Biosafety Level 4 containment (i.e., dangerous or exotic materials that pose high risks of life-threatening diseases or aerosol-transmitted infections, or unknown risks of transmission) in the Project Area.</p>	Project Sponsor	As part of building permit process; provide annual certification thereafter	OCII	Include in MMRP Annual Report

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Hazards and Hazardous Materials, Initial Study Section E16 (cont.)				
<p>M-HZ-1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos</p> <p>The project sponsor shall conduct a geologic investigation in accordance with the guidelines of the California Geologic Survey to determine the naturally occurring asbestos content of fill materials to be excavated at the project site. If the investigation determines that the naturally occurring asbestos content of the fill materials is 0.25 percent or greater, the project sponsor or its construction contractor shall submit the appropriate notification forms and prepare an asbestos dust mitigation plan in accordance with the Asbestos ATCM. The plan shall specify measures that will be taken to ensure that no visible dust crosses the property boundary during construction. The plan must specify the following measures:</p> <ul style="list-style-type: none"> • Prevent and control visible track-out from the property • Ensure adequate wetting or covering of active storage piles • Control disturbed surface areas and storage piles that would remain inactive for 7 days Control traffic on on-site unpaved roads, parking lots, and staging areas, including a maximum vehicle speed of 15 miles per hour • Control earthmoving activities • Control offsite transport of dust emissions that contain naturally-occurring asbestos-containing materials • Stabilize disturbed areas following construction <p>The asbestos dust mitigation plan shall be submitted to and approved by the Bay Area Air Quality Management District (BAAQMD) prior to the beginning of construction, and the site operator must ensure the implementation of all specified dust mitigation measures throughout the construction project. In addition, if required by the BAAQMD, the project sponsor or a qualified third party consultant shall conduct air monitoring for offsite migration of asbestos dust during construction activities and shall modify the dust mitigation plan on the basis of the air monitoring results if necessary.</p>	Project Applicant	Prior to obtaining a grading, excavation, site, building or other permit from the City that includes soil disturbance activities. Ongoing throughout construction activity	BAAQMD	Include in MMRP Annual Report; Complete upon approval by BAAQMD

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Hazards and Hazardous Materials, Initial Study Section E16 (cont.)				
<p>M-HZ-2: RMP Provisions for Child Care Facilities <i>Mission Bay FSEIR Mitigation Measure J.2.</i> Carry out a site-specific risk evaluation for each site in a non-residential area proposed to be used for a public school or child care facility; submit to RWQCB for review and approval. If cancer risks exceed 1×10^{-5} and/or noncancer risk exceeds a Hazard Index of 1, carry out remediation designed to reduce risks to meet these standards or select another site that is shown to meet these standards.</p>	Project Sponsor	Prior to OCII approval of a child care facility	OCII	Include in MMRP Annual Report; Complete upon RWQCB approval

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Transportation and Circulation, SEIR Section 5.2				
<p>I-TR-1: Construction Management Plan and Public Updates <i>Construction Coordination</i> – To reduce potential conflicts between construction activities and pedestrians, bicyclists, transit and vehicles at the project site, the project sponsor shall require that the contractor prepare a Construction Management Plan for the project construction period. The preparation of a Construction Management Plan could be a requirement included in the construction bid package. Prior to finalizing the Plan, the project sponsor/construction contractor(s) shall meet with DPW, SFMTA, the Fire Department, Muni Operations and other City agencies to coordinate feasible measures to include in the Construction Management Plan to reduce traffic congestion, including temporary transit stop relocations and other measures to reduce potential traffic, bicycle, and transit disruption and pedestrian circulation effects during construction of the proposed project. This review shall consider other ongoing construction in the project vicinity, such as construction of the nearby UCSF LRDP projects and construction on Blocks 26 and 27.</p> <p><i>Carpool, Bicycle, Walk and Transit Access for Construction Workers</i> – To minimize parking demand and vehicle trips associated with construction workers, the construction contractor shall include as part of the Construction Management Plan methods to encourage carpooling, bicycle, walk and transit access to the project site by construction workers (such as providing transit subsidies to construction workers, providing secure bicycle parking spaces, participating in free-to-employee ride matching program from www.511.org, participating in emergency ride home program through the City of San Francisco (www.sferh.org), and providing transit information to construction workers.</p> <p><i>Construction Worker Parking Plan</i> – As part of the Construction Management Plan that would be developed by the construction contractor, the location of construction worker parking shall be identified as well as the person(s) responsible for monitoring the implementation of the proposed parking plan. The use of on-street parking to accommodate construction worker parking shall</p>	<p>Project Sponsor</p>	<p>Prior to issuance of construction site permit</p>	<p>OCII; SFMTA; DBI; DPW</p>	<p>Include in MMRP Annual Report prior to the start of construction until temporary certificate of occupancy</p>

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>be discouraged. All construction bid documents shall include a requirement for the construction contractor to identify the proposed location of construction worker parking. If on-site, the location, number of parking spaces, and area where vehicles would enter and exit the site should be required. If off-site parking is proposed to accommodate construction workers, the location of the off-site facility, number of parking spaces retained, and description of how workers would travel between off-site facility and project site should be required.</p> <p><i>Project Construction Updates for Adjacent Businesses and Residents</i> – To minimize construction impacts on access to nearby institutions and businesses, the project sponsor shall provide nearby residences and adjacent businesses with regularly-updated information regarding project construction, including construction activities, peak construction vehicle activities (e.g., concrete pours), travel lane closures, and parking lane and sidewalk closures. A regular email notice shall be distributed by the project sponsor that would provide current construction information of interest to neighbors, as well as contact information for specific construction inquiries or concerns.</p>				
<p>I-TR-4: Operational Study of the Southbound Platform at the T Third UCSF/Mission Bay Station (Required only if Muni Platform Variant is not implemented.)</p> <p>As an improvement measure to enhance T Third operations at the UCSF/Mission Bay station for pre-event arrivals, the project sponsor shall fund a study of the effects of pedestrian flows on Muni's safety and operations prior to an event as well as the feasibility and efficacy of enlarging the southbound platform by extending it south towards 16th Street. The study shall include an assessment of exiting pedestrian flows from a fully occupied two-car light rail train on the platform and ramp to the crosswalk at South Street across Third Street, also taking into consideration the presence of non-event transit riders waiting to board the train, service frequency, and current traffic signal operations. The study shall be performed by a qualified transportation professional approved by SFMTA.</p>	Project Sponsor	Commence study within one year of project approval	OCII; SFMTA	Include in MMRP Annual Report; Complete upon completion of study

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>I-TR-8: Truck and Service Vehicle Loading Operations Plan As an improvement measure to reduce potential conflicts between driveway operations, including loading activities, and pedestrians, bicycles and vehicles on South Street, Terry A. Francois Boulevard, and 16th Street, the project sponsor shall prepare a Loading Operations Plan, and submit the plan for review and approval by the OCII, or its designee, and the SFMTA. As appropriate, the Loading Operations Plan shall be periodically reviewed by the sponsor, the OCII or its designee, and SFMTA and revised if required to more appropriately respond to changes in street or circulation conditions.</p> <p>The Loading Operations Plan shall include a set of guideline related to the operation of the on-site and on-street loading facilities, as well as large truck curbside access guidelines; it shall also specify driveway attendant responsibilities to minimize truck queuing and/or substantial conflicts between project-generated loading/unloading activities and pedestrians, bicyclists, transit and autos. Elements of the Loading Operations Plan shall include:</p> <ul style="list-style-type: none"> • Commercial loading activities within on-street commercial loading spaces on South Street, Terry A. Francois Boulevard, and 16th Street shall comply with all posted time limits and all other posted restrictions. • Double parking or any form of illegal parking or truck loading/unloading shall not be permitted on any streets adjacent to the project site, and particularly on 16th Street which would include a bicycle lane. Working with the SFMTA Parking Control Officers, building management shall ensure that no truck loading/unloading activities occur within the bicycle lanes on 16th Street. • All move-in and move-out activities for commercial office uses shall be coordinated by building management, and, in the event that moving trucks cannot be accommodated within the below-grade loading area, building management shall obtain a reserved curbside permit from the SFMTA in advance of move-in or move-out activities. 	<p>Project Sponsor</p>	<p>Prior to issuance of occupancy permit</p>	<p>OCII; SFMTA</p>	<p>Include in MMRP Annual Report; Complete upon completion of Loading Operations Plan</p>

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>I-TR-10a: UCSF Emergency Vehicle Access and Garage Signage Plan As an improvement measure to enhance access for emergency vehicles and other visitors to the UCSF Children’s Hospital emergency room and parking facilities at the UCSF Medical Center, the project sponsor shall work with UCSF, SFMTA, Caltrans, and DPW to develop and implement a UCSF emergency vehicle access and garage signage plan for I-280 and Mariposa, Owens, and 16th Streets to reflect desirable access routes for UCSF and event center access.</p>	Project Sponsor	Prior to issuance of occupancy permit	OCII	Include in MMRP Annual Report; Complete upon completion of Vehicle Access and Garage Signage Plan
<p>I-TR-10b: Mariposa Street Restriping Study In connection with the Mission Bay Plan improvements to the I-280 on- and off-ramps at Mariposa Street and the Owens Street extension, the SFMTA will be reevaluating the travel lane striping plan for Mariposa Street between Pennsylvania Avenue and Fourth Street. As part of this evaluation, the SFMTA will assess the feasibility of lengthening the dedicated left turn lane from eastbound Mariposa Street onto northbound Fourth Street. The evaluation is anticipated to take place in 2016, two years prior to the opening of the proposed event center. A re-evaluation may be needed following the opening of the event center. Therefore, as an improvement measure to enhance access to the UCSF Medical Center Children’s Hospital, subsequent to the opening of the event center, the project sponsor shall retain a qualified transportation professional approved by SFMTA to conduct a traffic engineering study to evaluate potential changes to the travel lane configuration and related signage on Mariposa Street between the I-280 ramps and Fourth Street. The study, to be conducted in consultation with UCSF and SFMTA, would be used to determine if the dedicated eastbound left turn lane into Fourth Street/UCSF passenger loading/unloading and emergency vehicle entrance to the UCSF Children’s Hospital should be extended west from its existing length of about 150 feet to provide for a longer queuing area separated from event-related traffic flow. If the study recommends restriping, the project sponsor shall fund SFMTA’s cost of the design and implementation of the restriping.</p>	Project Sponsor; SFMTA	Prior to second year of operation of the event center	OCII; SFMTA	Include in MMRP Annual Report; Complete upon completion of Restriping Study; Restriping of Mariposa Street if recommended

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Noise and Vibration, SEIR Section 5.3				
I-NO-1: Mission Bay Good Neighbor Construction Noise Policy The project sponsor shall comply with the Mission Bay Good Neighbor Policy and limit all extreme noise-generating construction activities to 8:00 a.m. to 5:00 p.m., Monday through Friday. No pile driving or other extreme noise generating activity is permitted on Saturdays, Sundays, and holidays.	Project Sponsor	Ongoing during construction	OCII	Include in MMRP Annual Report; Complete upon completion of construction
Greenhouse Gas Emissions, SEIR Section 5.5				
I-C-GG-1: Purchase Voluntary Carbon Credits <i>Construction Emissions:</i> No later than six (6) months after the issuance of a Temporary Certificate of Occupancy for the project, the project sponsor shall provide to the Office of Community Investment and Infrastructure (OCII), a calculation of the net additional emissions resulting from the construction of the project, to be calculated in accordance with the methodology agreed upon by the California Air Resources Board (CARB) in connection with the AB 900 certification of the project. The project sponsor shall provide courtesy copies of the calculations to CARB and the Governor's office promptly following transmittal of the calculations to OCII. The project sponsor shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the construction emissions. The project sponsor shall provide courtesy copies of any such contracts to the ARB and the Governor's office promptly following the execution of such contracts.	Project Sponsor	No later than six months after the issuance of a Temporary Certificate of Occupancy for the project	OCII	Include in MMRP Annual Report; Complete upon receipt of supporting documentation
<i>Operational Emissions:</i> No later than six (6) months after project stabilization, to be defined as the date following project completion when the project is 90 percent leased and occupied (and with respect to the arena component, 90 percent of the available booking dates are utilized), the project sponsor shall submit to OCII a projection of operational emissions arising from the project, based on data accumulated to that date and reasonable projections of operational emissions for the useful life of the project (30 years), to be calculated in accordance with the methodology agreed upon by CARB in connection with the AB 900 certification of the project. The project sponsor shall provide	Project Sponsor	No later than six months after project stabilization, to be defined as the date following project completion when the project is 90 percent leased and occupied (and with respect to the arena component, 90 percent of the available booking dates are utilized)	OCII	Include in MMRP Annual Report; Complete upon receipt of supporting documentation

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Greenhouse Gas Emissions, SEIR Section 5.5 (cont.)				
<p>courtesy copies of the calculations to CARB and the Governor's office promptly following transmittal of the calculations to OCII. The project sponsor shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the operational emissions, on a net present value basis in light of the fact that the project sponsor is proposing to acquire such credits in advance of any creation of the emissions subject to the offset. The project sponsor shall provide courtesy copies of any such contracts to CARB and the Governor's office promptly following the execution of such contracts.</p>				

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TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Transportation and Circulation, SEIR Section 5.2		
Impact TR-1: The proposed project would not result in construction-related ground transportation impacts because of their temporary and limited duration.	LS	<ul style="list-style-type: none"> San Francisco Municipal Transportation Agency Parking and Traffic Regulations for Working in San Francisco Streets (The Blue Book), 8th Edition
Impact C-TR-1: The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative construction-related ground transportation impacts.	LS	<ul style="list-style-type: none"> San Francisco Municipal Transportation Agency Parking and Traffic Regulations for Working in San Francisco Streets (The Blue Book), 8th Edition
Noise and Vibration, SEIR Section 5.3		
Impact NO-2: Construction of the proposed project would not expose people to or generate noise levels in excess of standards established in the local general plan, noise ordinance, or applicable standards of other agencies.	LS	<ul style="list-style-type: none"> San Francisco Police Code Article 29 (Regulation of Noise).
Impact NO-4: Operation of the proposed project could result in exposure of persons to or generation of noise levels in excess of standards established in the <i>San Francisco General Plan</i> or San Francisco Noise Ordinance.	LSM	<ul style="list-style-type: none"> San Francisco Police Code Article 29 (Regulation of Noise).
Air Quality, SEIR Section 5.4		
Impact NO-2: Construction of the proposed project would not expose people to or generate noise levels in excess of standards established in the local general plan, noise ordinance, or applicable standards of other agencies.	LS	<ul style="list-style-type: none"> San Francisco Police Code Article 29 (Regulation of Noise).
Impact AQ-1: Construction of the proposed project would generate fugitive dust and criteria air pollutants, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, or result in a cumulatively considerable net increase in criteria air pollutants.	SUM	<ul style="list-style-type: none"> San Francisco Health Code Article 22B and San Francisco Building Code Section 106.A.3.2.6 (Construction Dust Control Ordinance)
Greenhouse Gas Emissions, SEIR Section 5.5		
Impact C-GG-1: The proposed 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.	LS	<ul style="list-style-type: none"> San Francisco Environment Code Section 427 (Commuter Benefits Ordinance) San Francisco Environment Code Section 427(d) (Emergency Ride Home Program) Mission Bay South Transportation Management Program (established by 1998 Mission Bay FSEIR Mitigation Measure E.47 and contains provisions equivalent to San Francisco Planning Code Section 163) San Francisco Planning Code Section 411 (Transit Impact Development Fee)

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TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Greenhouse Gas Emissions, SEIR Section 5.5 (cont.)		
Impact C-GG-1 (cont.)		<ul style="list-style-type: none"> • Mission Bay South Redevelopment Plan and Mission Bay South Owner Participation Agreement, affordable housing requirements (contains provisions equivalent to San Francisco Planning Code Section 413 Jobs Housing Linkage Program) • San Francisco Green Building Code Section 5.103.1.10 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Section 5.106.5 (Fuel Efficient Vehicle and Carpool Parking) • San Francisco Green Building Code Section 5.201.1.1 (Energy Efficiency) • San Francisco Green Building Code Section 5.103.1.4 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Sections 5.410 (Commissioning of Building Energy Systems) • San Francisco Public Works Code Article 4.2, Section 147 (Storm Water Management) • San Francisco Green Building Code Section 5.103.1.2 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Section 5.303.2 (Reduction of Water Use) • San Francisco Administrative Code, Chapter 63 (Water Efficient Irrigation Ordinance) • San Francisco Green Building Code Section 5.103.1.5 (Renewable Energy) • San Francisco Environment Code, Chapter 19 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Section 5.410.1 (Mandatory Recycling and Composting) • San Francisco Environment Code, Chapter 14, San Francisco Building Code Chapter 13B, San Francisco Health Code Section 288 (Construction and Demolition Debris Recovery Ordinance) • San Francisco Green Building Code Section 5.103.1.3 (Construction and Demolition Debris Recycling) • Mission Bay Street Tree Master Plan, tree planting requirements (contains provisions equivalent to San Francisco Planning Code Section 138.1) • California Green Building Code, Section 5.106.8 (Light Pollution Reduction) • San Francisco Public Works Code Article 4.2, Section 146 (Construction Site Runoff Control) • California Green Building Code, Sections 5.508.1.2 and 5.508.2 (Enhanced Refrigerant Management) • California Green Building Code, Section 5.504.4 (Finish Material Pollutant Control: Low-emitting Adhesives, Sealants, Caulks, Paints, Coatings, Composite wood, and Flooring) • San Francisco Building Code Section 3111.3; California Green Building Code, Section 5.503.1 (Wood Burning Fireplace Ordinance) • San Francisco Health Code, Article 30 (Regulation of Diesel Backup Generators)

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TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Utilities and Service Systems, Initial Study Section E11 and SEIR Section 5.7		
Impact UT-1: The City's water service provider would have sufficient water supply available to serve the project from existing entitlements and resources, and would not require new or expanded water supply resources or entitlements.	LS	<ul style="list-style-type: none"> • Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures (Water Efficiency) • San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Water Efficiency)
Impact UT-3: The proposed project would be served by landfills with sufficient permitted capacity to accommodate the project's solid waste disposal needs.	LS	<ul style="list-style-type: none"> • San Francisco Zero Waste Goal (75 Percent Waste Diversion from Landfills) • San Francisco Construction and Demolition Waste Ordinance No. 27-06 (Recycling of Construction and Demolition Debris) • San Francisco Food Service Waste Reduction Ordinance (Ban on Polystyrene Containers; Requires Recyclable Containers) • San Francisco Mandatory Recycling and Composting Ordinance No. 100-09 (Separation of Waste Types) • San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Diversion of Demolition Debris)
Impact UT-4: The proposed project would comply with federal, state, and local statutes and regulations related to solid waste.	LS	<ul style="list-style-type: none"> • California Integrated Waste Management Act of 1989 (Diversion of Wastes from Landfills) • San Francisco Construction and Demolition Waste Ordinance No. 27-06 (Recycling of Construction and Demolition Debris) • San Francisco Mandatory Recycling and Composting Ordinance No. 100-09 (Separation of Waste Types) • San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Diversion of Demolition Debris)
Impact C-UT-1: The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative utilities and service systems impacts (water supply and solid waste).	LS	<ul style="list-style-type: none"> • Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures (Water Efficiency) • San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Water Efficiency and Diversion of Demolition Debris) • California Integrated Waste Management Act of 1989 (Diversion of Wastes from Landfills) • San Francisco Construction and Demolition Waste Ordinance No. 27-06 (Recycling of Construction and Demolition Debris) • San Francisco Mandatory Recycling and Composting Ordinance No. 100-09 (Separation of Waste Types)

MITIGATION MONITORING & REPORTING PROGRAM

TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Hydrology and Water Quality, Initial Study Section E15 and SEIR Section 5.9		
<p>Impacts HY-1: The project would not violate water quality standards or otherwise substantially degrade water quality with respect to construction activities, including construction dewatering.</p>	<p>LS</p>	<ul style="list-style-type: none"> • General NPDES Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ (Erosion) • San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges)
<p>Impact HY-1a: The project would not violate water quality standards or otherwise substantially degrade water quality with respect to construction-related dewatering.</p>	<p>LS</p>	<ul style="list-style-type: none"> • San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges) • VOC and Fuel General NPDES permit, Order Number R2-2012-0012 (Groundwater Discharges)
<p>Impact HY-3: The project would not alter the existing drainage pattern of the area in a manner that would result in substantial erosion, siltation, or flooding on- or off-site, and the project would not substantially increase the rate or amount of surface runoff that would result in flooding on- or off-site.</p>	<p>LS</p>	<ul style="list-style-type: none"> • San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) • San Francisco Storm Water Design Guidelines (Storm Water Discharges)
<p>Impact HY-5: The project would not expose people or structures to a significant risk of loss, injury or death involving inundation by seiche or tsunami.</p>	<p>LS</p>	<ul style="list-style-type: none"> • Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 16 – Structural Design • San Francisco Building Inspection Commission Code, Building Code, Chapter 16 - Structural Design
<p>Impact HY-6: Operation of the proposed project could exceed the wastewater treatment requirements of the NPDES permit for the SEWPCP, violate water quality standards or waste discharge requirements, otherwise substantially degrade water quality as a result of changes in wastewater and storm water discharges to the Bay, or exceed the capacity of the separate storm water system constructed in Mission Bay, or provide a substantial source of polluted runoff. Operation of the proposed project would not contribute to a substantial increase in combined sewer discharges.</p>	<p>LSM</p>	<ul style="list-style-type: none"> • NPDES Permit No. CA0037664, Order No.R2-2013-0029, for City and County of San Francisco Southeast Water Pollution Control Plant, North Point Wet Weather Facility, Bayside Wet Weather Facilities and Wastewater Collection System (Contribution to Combined Sewer Discharges and Effluent Discharges from SEWPCP) • San Francisco Public Works Code, Article 4.1 (Effluent Discharges from SEWPCP) • General NPDES Permit for the Discharge of Storm Water from Small Municipal Separate Storm Sewer System (MS4s), SWRCB Order No. 2003-0005-DWQ (Storm Water Discharges) • San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) • San Francisco Storm Water Design Guidelines (Storm Water Discharges) • San Francisco Health Code, Article 6, Garbage and Refuse (Litter)
<p>Impact C-HY-1: The project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not result in a considerable contribution to cumulative impacts on hydrology and water quality with respect to construction activities, dewatering, groundwater supplies, drainage pattern, flooding, seiche or tsunami.</p>	<p>LS</p>	<ul style="list-style-type: none"> • General NPDES Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ (Erosion) • San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges) • VOC and Fuel General NPDES permit, Order Number R2-2012-0012 (Groundwater Discharges) (Per Impact HY-1a)

MITIGATION MONITORING & REPORTING PROGRAM

TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Hydrology and Water Quality, Initial Study Section E15 and SEIR Section 5.9 (cont.)		
Impact C-HY-1 (cont.)		<ul style="list-style-type: none"> • San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) • San Francisco Storm water Design Guidelines (Storm Water Discharges) • Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 16 – Structural Design (Tsunami) • San Francisco Building Inspection Commission Code, Building Code, Chapter 16 - Structural Design (Tsunami)
Impact C-HY-2: The proposed project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not exceed the wastewater treatment requirements of the NPDES permit for the SEWPCP; violate water quality standards or waste discharge requirements, or otherwise substantially degrade water quality as a result of changes in wastewater and storm water discharges to the Bay; or exceed the capacity of the separate storm water system constructed in Mission Bay, or provide a substantial source of polluted runoff. Cumulative wet weather flows would not contribute to an increase in combined sewer discharges.	LS	<ul style="list-style-type: none"> • NPDES Permit No. CA0037664, Order No.R2-2013-0029, for City and County of San Francisco Southeast Water Pollution Control Plant, North Point Wet Weather Facility, Bayside Wet Weather Facilities and Wastewater Collection System (Contribution to Combined Sewer Discharges and Effluent Discharges from SEWPCP) • San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges) • General NPDES Permit for the Discharge of Storm Water from Small Municipal Separate Storm Sewer System (MS4s), SWRCB Order No. 2003-0005-DWQ (Storm Water Discharges) • San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) • San Francisco Storm Water Design Guidelines (Storm Water Discharges) • San Francisco Health Code, Article 6, Garbage and Refuse (Litter)
Cultural and Paleontological Resources, Initial Study Section E4		
Impact CP-4: The proposed project would not disturb any human remains, including those interred outside of formal cemeteries.	LS	<ul style="list-style-type: none"> • California Public Resources Code Section 5097.98; California Administrative Code, Title 14, Section 15064.5(d) and (3). (Proper Notification and Internment of Human Remains)
Geology and Soils, Initial Study Section E14		
Impact GE-1: The proposed project would not 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, seismically-induced ground failure, or landslides.	LS	<ul style="list-style-type: none"> • Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 16 – Structural Design and Chapter 18 – Soils and Foundations • San Francisco Building Inspection Commission Code, Building Code, Chapter 16 - Structural Design • Seismic Hazards Mapping Act of 1990 (Assessment and Mitigation of Liquefaction Hazards)
Impact GE-2: The project would not result in substantial erosion or loss of top soil.	LS	<ul style="list-style-type: none"> • General NPDES Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ
Impact GE-3: The project would not be located on a geologic unit or soil that is unstable, or that could become unstable as a result of the project.	LS	<ul style="list-style-type: none"> • Title 24 of the California Administration Code, Part 2, California Building Code (Chapter 18 – Soils and Foundations) • San Francisco Health Code, Article 12B (Installation of Geotechnical Borings)

MITIGATION MONITORING & REPORTING PROGRAM

TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Geology and Soils, Initial Study Section E14 (cont.)		
Impact GE-4: The project would not create substantial risks to life or property as a result of location on expansive soils or other problematic soils.	LS	<ul style="list-style-type: none"> Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 18 – Soils and Foundations
Impact C-GE-1: The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts related to geologic hazards.	LS	<ul style="list-style-type: none"> Title 24 of the California Administration Code, Part 2, California Building Code (Chapter 16 – Structural Design, Chapter 18 – Soils and Foundations) San Francisco Building Inspection Commission Code, Building Code (Chapter 16, Structural Design) Seismic Hazards Mapping Act of 1990 (Assessment and Mitigation of Liquefaction Hazards) General Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ
Hazards and Hazardous Materials, Initial Study Section E16		
Impact HZ-1: The project could create a significant hazard through routine transport, use, or disposal of hazardous materials or result in a substantial risk of upset involving the release of hazardous materials.	LSM	<ul style="list-style-type: none"> San Francisco Health Code, Article 21, Hazardous Materials San Francisco Health Code, Article 21a, Risk Management Program (Regulated Substances) San Francisco Health Code, Article 22, Hazardous Waste Management Asbestos Airborne Toxic Control Measure (Asbestos ATCM) for Construction, Grading, Quarrying, and Surface Mining Operations (Equivalent to FSEIR Mitigation Measure M-HZ-1b)
Impact HZ-2: The project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Excavation could also require the handling of potentially contaminated soil and groundwater, potentially exposing workers and the public to hazardous materials, or resulting in a release into the environment during construction.	LSM	<ul style="list-style-type: none"> Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Risk Management Plan, Mission Bay Area, San Francisco, California. May 11, 1999. Environ Corporation Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Revised Risk Management Plan, Former Petroleum Terminals and Related Pipelines Located at Pier 64 and Vicinity, City and County of San Francisco, California. August 2006, BBL Environmental Services, Inc. San Francisco Health Code, Article 22a, Analyzing Soils for Hazardous Waste
Impact HZ-3: The project would not impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan or expose people or structures to a significant risk of loss, injury or death involving fires.	LS	<ul style="list-style-type: none"> San Francisco Fire Code, Section 12.202(e)(1) (Fire and Emergency Procedures)
Impact C-HZ-1: The project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not result in a considerable contribution to cumulative impacts related to hazardous materials.	LS	<ul style="list-style-type: none"> San Francisco Health Code, Article 21, Hazardous Materials San Francisco Health Code, Article 21a, Risk Management Program (Regulated Substances) San Francisco Health Code, Article 22, Hazardous Waste Management San Francisco Health Code, Article 22a, Analyzing Soils for Hazardous Waste

MITIGATION MONITORING & REPORTING PROGRAM

TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Hazards and Hazardous Materials, Initial Study Section E16 (cont.)		
Impact C-HZ-1 (cont.)		<ul style="list-style-type: none"> • Asbestos Airborne Toxic Control Measure (Asbestos ATCM) for Construction, Grading, Quarrying, and Surface Mining Operations • Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Risk Management Plan, Mission Bay Area, San Francisco, California. May 11, 1999. Environ Corporation • Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Revised Risk Management Plan, Former Petroleum Terminals and Related Pipelines Located at Pier 64 and Vicinity, City and County of San Francisco, California. August 2006, BBL Environmental Services, Inc.
Minerals and Energy Resources, Initial Study Section E17		
Impact ME-1: The project would not result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner.	LS	<ul style="list-style-type: none"> • Title 24 of the California Administrative Code, Part 6, Building Energy Efficiency Standards (Operational Electricity and Natural Gas Use) • Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures • San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements
Impact C-ME-1: The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on energy resources.	LS	<ul style="list-style-type: none"> • Title 24 of the California Administrative Code, Part 6, Building Energy Efficiency Standards (Operational Electricity and Natural Gas Use) • Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures • San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements

MITIGATION MONITORING & REPORTING PROGRAM

TABLE D – TRANSPORTATION MANAGEMENT PLAN MONITORING AND REPORTING PROGRAM SUMMARY

MANAGEMENT MEASURE	RESPONSIBILITY FOR IMPLEMENTATION	MANAGEMENT MEASURE SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation Management Plan (TMP) and updates (See Attachment 1, May 2015)	Project Sponsor; SFMTA	Various	OCII	Periodic TMP Updates Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor
Travel Demand Management Plan (TMP Chapter 4, Sections 4.1, 4.2, and 4.3)	Project Sponsor	First year of event center operation, and reviewed and revised annually thereafter	OCII	Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor
Local/Hospital Access Plan A Local/Hospital Access Plan (L/HAP) to facilitate movements in and out to residents and employees in the UCSF and Mission Bay Area would be implemented for the pre-event period for all large weekday evening events at the event center (i.e., those events with more than 12,500 attendees that start between 6:00 and 8:00 p.m.). The L/HAP would be configured to discourage event attendees arriving by car from using portions of Fourth Street, Owens Street, UCSF campus internal roads such as Nelson Rising Lane, Campus Lane, Fifth Street, and local residential streets. As part of the L/HAP, special temporary and permanent signage would be positioned at appropriate locations to direct event traffic towards designated routes in order to access off-street parking facilities serving the event center and away from streets within the Local/Hospital Access Plan network. In addition, three PCOs would be stationed at key intersections (i.e., Fourth/16th, Owens/Mission Bay Traffic Circle, and Fourth/Nelson Rising Lane) before the start of an event to facilitate local driver access to their destinations. These three additional PCOs would also be available after the event to be positioned at the most effective locations to direct outbound pedestrians, bicyclists, and vehicles, as determined by the PCO Supervisor.	SFMTA	Pre event period for any weekday project event that starts between 6:00 and 8:00 p.m. with more than 12,500 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Muni Special Event Transit Service Plan (TMP Chapter 4, Section 4.4)	SFMTA	All project events; different Transit Service Plan levels depending on attendance	OCII; SFMTA	Review of conditions during events by Muni Service Planning Supervisor

MITIGATION MONITORING & REPORTING PROGRAM

TABLE D – TRANSPORTATION MANAGEMENT PLAN MONITORING AND REPORTING PROGRAM SUMMARY

MANAGEMENT MEASURE	RESPONSIBILITY FOR IMPLEMENTATION	MANAGEMENT MEASURE SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
No Event Transportation Management Condition (TMP Chapter 6, Section 6.1)	SFMTA	On days without events at the event center,	OCII; SFMTA	PCOs during regular rounds
Small to Medium (Convention) Event Transportation Management Condition (TMP Chapter 6, Section 6.2)	Project Sponsor; SFMTA	Any daytime convention event or small daytime or evening event with less than 12,500 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Medium to Large (Concert) Event Transportation Management Condition (TMP Chapter 6, Section 6.3)	Project Sponsor; SFMTA	Any evening event with between 12,500 and 16,000 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Peak Event Transportation Management Condition (TMP Chapter 6, Section 6.4)	Project Sponsor; SFMTA	Any evening event with more than 16,000 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Overlapping Events Transportation Management Plan (TMP Chapter 6, Section 6.5 and Section 2.2.5)	Project Sponsor; SFMTA	Any event with more than 12,500 attendees overlapping with an event at AT&T Park with more than 40,000 attendees. For daytime or evening overlaps.	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Communication (TMP Chapter 9)	Project Sponsor; SFMTA; DPW	Prior to project opening, and periodic review annually	OCII; SFMTA	TMP monitoring by SFMTA Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor
Monitoring, Refinement, and Performance Standards (TMP Chapter 10)	Project Sponsor	First year of event center operation, and reviewed and revised annually thereafter	OCII; SFMTA	TMP monitoring by SFMTA Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor

LIST OF MITIGATION AND IMPROVEMENT MEASURES FOR SFMTA BOARD ADOPTION¹

SFMTA Board Action	Mitigation Measure or Improvement Measure
MITIGATION MEASURES	
<p>Adopt subject to funding availability</p>	<p>Mitigation Measure M-TR-2a: Additional PCOs during Events</p> <p>As a mitigation measure to manage traffic flows and minimize congestion associated with events at the project site, the proposed project's TMP shall be modified to include four additional PCOs (i.e., in addition to the 17 PCOs included in the project TMP) that shall be deployed to intersections where the proposed project would result in significant impacts, as conditions warrant during events. These could include the intersections of King/Fourth, Fifth/Harrison/I-80 westbound off-ramp, Fifth/Bryant/I-80 eastbound on-ramp, Seventh/Mission Bay Drive, and Seventh/Mississippi/16th. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event.</p>
<p>Adopt subject to funding availability</p>	<p>Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts</p> <p>The project sponsor shall work with the City to pursue and implement commercially reasonable additional strategies (i.e., in addition to those included in the project TMP) to reduce transportation impacts. In addition, the City shall pursue and implement, additional strategies to be implemented by the City or other public agency (e.g., Caltrans). These strategies shall include one or more of the following:</p> <p><i>Strategies to Reduce Traffic Congestion</i></p> <ul style="list-style-type: none"> • The City to request that Caltrans install changeable message signs on I-280 upstream of key entry points onto the local street network. • The City to provide coordinated outreach efforts to surrounding neighborhoods to explore the need/desire for new on-street parking management strategies, which could include implementation of time limits and Residential Parking Permit program areas. • The City and the project sponsor to work to identify off-site parking lot(s) in the vicinity of the event center, if available, where livery and TNC vehicles could stage prior to the end of an event. • The City to include on-street parking spaces within Mission Bay in the expansion and permanent implementation of SFpark, including dynamic pricing, and smart phone application providing real-time parking availability and cost. • The City shall work to include the publicly accessible off-street facilities into the permanent implementation of SFpark, and incorporate data into a smart phone application and permanent dynamic message signs. <p><i>Strategies to Enhance Transportation Conditions in Mission Bay and Nearby Neighborhoods</i></p> <ul style="list-style-type: none"> • The City and the project sponsor to meet to discuss transportation and scheduling logistics following signing any marquee events (national tournaments or championships, political conventions, or tenants interested in additional season runs: NCAA, etc.). <p><i>Strategies to Increase Transit Access</i></p> <ul style="list-style-type: none"> • The City to consult with regional providers to encourage increased special event service, particularly longer BART and Caltrain trains, and increased ferry and bus service. • The City to work in good faith with the Water Emergency Transportation Agency, the project sponsor, UCSF, and other interested parties to explore the possibility of construction of a ferry landing at the terminus of 16th Street, and provision of

¹ The full list of mitigation and improvement measures is included in the Mitigation Monitoring and Reporting Plan that is part of Enclosure 2. This document lists a subset of the mitigation and improvement measures over which SFMTA has jurisdictional control.

SFMTA Board Action	Mitigation Measure or Improvement Measure
	ferry service during events.
Adopt	<p>Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South</p> <p>As a mitigation measure to accommodate pedestrians traveling to and from the event center through the intersection of Third/South, PCOs stationed at this location shall implement strategies to allow pedestrians to cross the street safely. The strategies and level of active management shall be tailored to the event size, and could include extending the green time for pedestrians crossing the street, manually overriding the traffic signal and directing pedestrians to cross, erecting temporary pedestrian crossing barriers, allowing use of the closed Third Street as a pedestrian access route, providing a defined passenger waiting area within the closed Third Street, shielding passengers waiting to board light rail from adjacent pedestrian traffic, and deploying additional PCOs to this intersection.</p>
Adopt subject to funding	<p>Mitigation Measure M-TR-11a: Additional PCOs during Overlapping Events</p> <p>As a mitigation measure to manage traffic flows and minimize congestion associated with overlapping events, the proposed project's TMP shall be expanded to include two additional PCOs that shall be deployed to the following intersections where the proposed project would result in significant traffic impacts, as conditions warrant during events: King/Fifth/I-280 ramps, and Fourth/16th, where PCOs would not be located as part of the project TMP or Mitigation Measure M-TR-2a: Additional PCOs during Events. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event. This measure shall be implemented in coordination with Mitigation Measure M-TR-2a: Additional PCOs during Events, and these two additional PCOs during overlapping events shall be in addition to the four additional PCOs that shall be provided as part of Mitigation Measure M-TR-2a: Additional PCOs during Events.</p>
Adopt subject to funding	<p>Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events</p> <p>The project sponsor shall work with the City to pursue and implement additional strategies to reduce transportation impacts associated with overlapping events at AT&T Park and the proposed event center. These strategies shall include one or more of the following:</p> <ul style="list-style-type: none"> • In the event that the off-site parking lots at 19th Street and the Western Pacific site are implemented, the SFMTA shall consult with Caltrans in assessing the feasibility of signalizing the intersection of Pennsylvania/I-280 southbound off-ramp. If determined feasible by the SFMTA and Caltrans, the SFMTA and Caltrans shall establish the level of traffic volumes that would trigger the need for a signal, and the project sponsor shall fund its fair share cost of the design and implementation of the new signal, based on project contributions to annual average weekday traffic volumes at this intersection. <p>In addition, as part of monitoring of traffic conditions during overlapping events, the SFMTA shall consult with Caltrans regarding the need to deploy an SFMTA PCO or CHP officer to expedite traffic exiting I-280 southbound (i.e., waving vehicles exiting I-280 southbound and turning left onto southbound Pennsylvania Street through the existing stop sign) during overlapping events when the Western Pacific parking lot is used for project event parking. The PCO or CHP officer would be deployed during those events prior to installation of a traffic signal or if signalization of this intersection is determined not to be feasible.</p> <ul style="list-style-type: none"> • To manage traffic flows and minimize congestion associated with non-Golden State Warriors events overlapping with events at AT&T Park, and to incentivize event attendees and UCSF employees to use alternatives to the private automobile, the City and the project sponsor shall pursue and implement additional transportation management actions during the pre-event period during overlapping events. This measure shall be implemented in coordination with and in addition to Mitigation Measure M-TR-11a: Additional PCOs during Events and Mitigation Measure M-TR-11b: Additional Strategies to Reduce Transportation Impacts. Strategies shall include one or more of the following: <p><i>Strategies to Increase Use of Non-auto Modes</i></p>

SFMTA Board Action	Mitigation Measure or Improvement Measure
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- Encouraging coordinated parking pricing strategies among nearby facilities designed to discourage driving for event attendees and employees.
 - Marketing "No drive" events.
 - Installing Clipper Card add-value machines on-site at the event center to facilitate purchase and value-adding, and to minimize impacts on transit "dwell times" of paying cash fares.
 - Exploring implementation of congestion pricing tools to charge event-related fees for driving and parking in the immediate area.
- Strategies to Increase Transit, Capacity of Alternative Modes, and Enhance Pedestrian Safety*
- Providing additional PCOs to manage and direct local traffic, and to favor circulation of pedestrians, cyclists, and persons arriving or departing by transit.
 - Expanding the network of PCO-controlled intersections during the peak pre-event period beyond those identified in the Local/Hospital Access Plan.
 - Exploring implementation of a program to require employees driving in the vicinity during the peak pre-event period to produce vehicle badges (e.g., rearview hanger, sticker) by employer for access to local employment sites, and coordinating with SFMTA and SFPD to honor said badges.
 - Increasing transit or High Occupancy Vehicle (HOV) capacity by operating additional SFMTA buses.
 - Supporting WETA analysis of the feasibility and operational benefits of a ferry/water taxi landing near 16th Street.
 - Increasing capacity and use of alternative modes, such as secure or valet bicycle parking, bicycle sharing, or bicycle infrastructure along the east-west corridors.
 - Expanding the SFMTA's Vision Zero treatments to nearby intersections to improve the physical pedestrian environment to enhance pedestrian safety.

Adopt

Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events

As a mitigation measure to accommodate Muni transit demand to and from the project site and AT&T Park on the T Third light rail line during overlapping evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee and SFMTA to provide enhanced Muni light rail service and/or shuttle buses between key Market Street locations and the project. Examples of the enhanced service include Muni bus shuttles between Union Square and/or Powell Street BART/Muni station and the project site. The need for enhanced Muni service shall be based on characteristics of the overlapping events (e.g., projected attendance levels, and anticipated start and end times).

IMPROVEMENT MEASURES

Adopt subject to funding availability

Improvement Measure I-TR-4: Operational Study of the Southbound Platform at the T Third UCSF/Mission Bay Station

As an improvement measure to enhance T Third operations at the UCSF/Mission Bay station for pre-event arrivals, the project sponsor shall fund a study of the effects of pedestrian flows on Muni's safety and operations prior to an event as well as the feasibility and efficacy of enlarging the southbound platform by extending it south towards 16th Street. The study shall include an assessment of exiting pedestrian flows from a fully occupied two-car light rail train on the platform and ramp to the crosswalk at

SFMTA Board Action	Mitigation Measure or Improvement Measure
	<p>South Street across Third Street, also taking into consideration the presence of non-event transit riders waiting to board the train, service frequency, and current traffic signal operations. The study shall be performed by a qualified transportation professional approved by SFMTA.</p>
<p>Adopt</p>	<p>Improvement Measure I-TR-8: Truck and Service Vehicle Loading Operations Plan</p> <p>As an improvement measure to reduce potential conflicts between driveway operations, including loading activities, and pedestrians, bicycles and vehicles on South Street, Terry A. Francois Boulevard, and 16th Street, the project sponsor shall prepare a Loading Operations Plan, and submit the plan for review and approval by the OCII, or its designee, and the SFMTA. As appropriate, the Loading Operations Plan shall be periodically reviewed by the sponsor, the OCII or its designee, and SFMTA and revised if required to more appropriately respond to changes in street or circulation conditions.</p> <p>The Loading Operations Plan shall include a set of guideline related to the operation of the on-site and on-street loading facilities, as well as large truck curbside access guidelines; it shall also specify driveway attendant responsibilities to minimize truck queuing and/or substantial conflicts between project-generated loading/unloading activities and pedestrians, bicyclists, transit and autos. Elements of the Loading Operations Plan shall include:</p> <ul style="list-style-type: none"> • Commercial loading activities within on-street commercial loading spaces on South Street, Terry A. Francois Boulevard, and 16th Street shall comply with all posted time limits and all other posted restrictions. • Double parking or any form of illegal parking or truck loading/unloading shall not be permitted on any streets adjacent to the project site, and particularly on 16th Street which would include a bicycle lane. Working with the SFMTA Parking Control Officers, building management shall ensure that no truck loading/unloading activities occur within the bicycle lanes on 16th Street. • All move-in and move-out activities for commercial office uses shall be coordinated by building management, and, in the event that moving trucks cannot be accommodated within the below-grade loading area, building management shall obtain a reserved curbside permit from the SFMTA in advance of move-in or move-out activities.
<p>Adopt subject to funding</p>	<p>Improvement Measure I-TR-10b: Mariposa Street Restriping Study</p> <p>In connection with the Mission Bay Plan improvements to the I-280 on- and off-ramps at Mariposa Street and the Owens Street extension, the SFMTA will be reevaluating the travel lane striping plan for Mariposa Street between Pennsylvania Avenue and Fourth Street. As part of this evaluation, the SFMTA will assess the feasibility of lengthening the dedicated left turn lane from eastbound Mariposa Street onto northbound Fourth Street. The evaluation is anticipated to take place in 2016, two years prior to the opening of the proposed event center. A re-evaluation may be needed following the opening of the event center. Therefore, as an improvement measure to enhance access to the UCSF Medical Center Children's Hospital, subsequent to the opening of the event center, the project sponsor shall retain a qualified transportation professional approved by SFMTA to conduct a traffic engineering study to evaluate potential changes to the travel lane configuration and related signage on Mariposa Street between the I-280 ramps and Fourth Street. The study, to be conducted in consultation with UCSF and SFMTA, would be used to determine if the dedicated eastbound left turn lane into Fourth Street/UCSF passenger loading/unloading and emergency vehicle entrance to the UCSF Children's Hospital should be extended west from its existing length of about 150 feet to provide for a longer queuing area separated from event-related traffic flow. If the study recommends restriping, the project sponsor shall fund SFMTA's cost of the design and implementation of the restriping.</p>

EXHIBIT A

Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development

CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS: FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS

COMMISSION ON THE COMMUNITY INVESTMENT AND INFRASTRUCTURE

In determining to approve the Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development Project (“Project”), the San Francisco Office of Community Investment and Infrastructure’s (“OCII”) Commission on Community Investment and Infrastructure (“OCII Commission”) makes and adopts the following findings of fact and decisions regarding mitigation measures and alternatives, and adopts the statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act (“CEQA”), California Public Resources Code Sections 21000 et seq., particularly Sections 21081 and 21081.5, the Guidelines for Implementation of CEQA (“CEQA Guidelines”), 14 California Code of Regulations Sections 15000 et seq., particularly Sections 15091 through 15093, and Agency adopted CEQA Guidelines.

This document is organized as follows:

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

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

Sections III and IIIA identify potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describe the disposition of the mitigation measures;

Sections IV and IVA identify significant impacts that cannot be avoided or reduced to less-than-significant levels and describe any applicable mitigation measures as well as the disposition of the mitigation measures;

Section V evaluates the different Project alternatives and the economic, legal, social, technological, and other considerations that support approval of the Project and the rejection of the alternatives, or elements thereof, analyzed; and

Section VI presents a statement of overriding considerations setting forth specific reasons in support of the OCII Commission’s actions and its rejection of the alternatives not incorporated into the Project.

The Mitigation Monitoring and Reporting Program (“MMRP”) for the mitigation measures that have been proposed for adoption is attached with these findings as **Exhibit B**. The MMRP is required by CEQA Section 21081.6, subdivision (a)(1), and CEQA Guidelines Sections 15091, subdivision (d), and 15097. **Exhibit B** provides a table setting forth each mitigation measure listed in the Final Subsequent Environmental Impact Report for the Project (“FSEIR”) that is required to reduce or avoid a significant adverse impact. **Exhibit B** also specifies the agency responsible for implementation of each measure. Where the Project Sponsor, GSW Arena LLC (“GSW” or “Project Sponsor”), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association (“NBA”) team, is required to participate in the implementation of a mitigation measure, **Exhibit B** also states this requirement. **Exhibit B** also sets forth agency monitoring actions and a monitoring schedule for each mitigation measure. Where particular mitigation measures must be adopted and/or implemented by particular responsible agencies such as the City and County of San Francisco or one of its departments or commissions, the MMRP clearly identifies the agencies involved and the actions they must take. All of OCII’s specific obligations are also clear. The full text of each mitigation measure summarized or cited in these findings is set forth in **Exhibit B**. As explained further in the MMRP, in addition to listing mitigation measures, for the purposes of public disclosure and to assist in implementation and enforcement, the MMRP also lists “improvement measures,” “applicable regulations,” and the Project Transportation Management Plan (“TMP”).

These findings are based upon substantial evidence in the entire record before the OCII Commission. The references set forth in these findings to certain pages or sections of the Draft Subsequent Environmental Impact Report (“GSW DSEIR”) or the Responses to Comments document (“RTC”), which together constitute the FSEIR, are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. A full explanation of the substantial evidence supporting these findings can be found in the FSEIR, and these findings hereby incorporate by reference the discussion and analysis in those documents supporting the FSEIR’s determinations regarding the Project’s impacts and mitigation measures designed to address those impacts. Reference to the GSW SEIR is intended as a general reference to information that may be found in either or both the GSW DSEIR or RTC.

I. APPROVAL OF THE PROJECT

A. Project Description

By this action, the OCII Commission adopts and takes action to implement substantially the Project identified in Chapter 3 of the FSEIR as modified by Chapter 14 of the FSEIR and the Muni University of California at San Francisco (“UCSF”)/Mission Bay Station Variant as described in Chapter 12 of the FSEIR with the option of the Third Street Plaza Variant. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking on an approximately 11-acre site on Blocks 29-32 within the Mission Bay South Redevelopment Plan Area of San Francisco.

The project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east. The proposed event center would host the Golden State Warriors basketball team during the NBA season, and provide a year-round venue for a variety of other assembly and entertainment uses, including concerts, family shows, other sporting events, cultural events, conferences, and conventions.

The proposed roughly circular-shaped event center building would be located in the central-east portion of the site. The event center building would be approximately 135 feet at its roof peak, and would include multiple levels of varying elevations. The event center would be approximately 775,000 gross square feet (“gsf”) and would be programmed with a capacity of 18,064 seats for basketball games, but could be reconfigured for concerts for a maximum capacity of about 18,500. The performance and seating areas could also be reconfigured in a cut-down configuration to create a smaller venue space.

Two office and retail buildings would be located on the west side of the project site. Specifically, one would be located at the northwest corner of site at Third and South Streets (“South Street office and retail building”). The other would be located at the southwest corner of the site at Third and 16th Streets (“16th Street office and retail building”). The South Street office and retail building would be approximately 345,000 gsf, and the 16th Street office and retail building would be approximately 300,000 gsf. Both buildings would be 11 stories (160 feet tall at building rooftop); each office and retail building would consist of a podium ground level plus 5 podium levels (90 feet tall), with a 5-story (70-foot tall) tower (with smaller floorplate than the podium) above. These buildings could serve a variety of office and/or research and development uses, with retail uses on the lower floor(s).

Additional retail uses would front on South Street and Terry A. Francois Boulevard, including an approximately 32,000 gsf 3-story, 41-foot high “food hall” located at the corner of Terry A. Francois Boulevard and South Street. An approximately 11,550 gsf 2-story, 38-foot high “gatehouse” building would be located mid-point along Third Street and would provide retail uses and house elevators/escalators connecting to parking facilities on lower floors.

Approximately 3.2 acres of open space would be designed within the site, including a proposed Third Street Plaza (elevated at approximately 8 to 12 feet above Third Street) on the west side of the project site between the event center and Third Street, and a proposed ground-level Southeast Plaza in the southeastern corner of the site.

Three levels of enclosed onsite parking (two below grade: Lower Parking Levels 1 and 2, and one at street level: Upper Parking Level) would be located below the office and retail buildings

and plaza areas. A total of 950 vehicle parking spaces are proposed on-site, including spaces for Fuel Efficient Vehicles (“FEV”) and carpool vehicles. The Project also includes use of 132 existing off-site parking spaces in the 450 South Street parking garage, primarily accessed from South Street directly north of the project site, to provide additional parking to serve the Project employees. The Project would also have 30 commercial loading spaces serving the Project uses, including 13 on-site below grade loading spaces and 17 on-street commercial loading spaces provided on South Street (8 spaces), Terry A. Francois Boulevard south of South Street (8 spaces), and 16th Street (1 space).

1. Muni UCSF/Mission Bay Station Variant

The Project incorporates the Muni UCSF/Mission Bay Station Variant, which is a minor variation of the Project in which, rather than extending the northbound platform only, the existing high-level northbound and southbound passenger platforms at the UCSF/Mission Bay light rail stop would be removed and replaced with a single high-level center platform to accommodate both northbound and southbound light rail service passengers. The new center platform would be located between the northbound and southbound light rail tracks in the general location of the existing UCSF/Mission Bay Station southbound platform. The platform would be approximately 320 feet long by 17 feet wide (the existing side platforms are about 160 feet long by 9 feet wide) and would allow for two two-car light rail trains to simultaneously board or alight passengers along the platform.

2. Third Street Plaza Variant

The Third Street Plaza variant is a minor variation of the Project. Under this variant, the area of the proposed Third Street Plaza would be modified to be consistent with the design standards of the UCSF view easement on the project site. Consequently, the “gatehouse” building, located mid-block along Third Street under the Project, would be relocated and the elevated main plaza would be replaced with an at-grade “event space” with no above-grade structural development. As a result, the variant would not require approval by UCSF for termination of their view easement that extends east from Third Street onto the project site. This variant may be implemented at the election of the developer. The Project impacts and mitigation discussed below would not be affected by this election.

B. Project Area

1. Mission Bay

The approximate 300-acre Mission Bay Redevelopment Plan Area is located along San Francisco's central Bay waterfront, straddling Mission Creek Channel. In general, the Plan Area is bounded by Townsend Street to the north, Interstate 280 and Seventh Street to the west, Mariposa Street to the south, and San Francisco Bay to the east.

Before 1998, Mission Bay was characterized by low-intensity industrial development and vacant land. Since adoption of the North and South Plans in 1998, Mission Bay has undergone redevelopment into a mixture of residential, commercial (light industrial, research and development, labs and offices), retail, and educational/institutional uses and open space. As of 2014, 4,067 housing units (including 822 affordable units) of the planned 6,400 housing units within Mission Bay (roughly 64 percent) were complete, with another 900 (including 150 affordable units) under construction. Regarding office and laboratory space, approximately 1.7 million square feet of the 4.4 million square feet in the Mission Bay Plan Area (approximately 39 percent) was complete.

Approximately 82 percent of the previously-approved 2.65 million-square-foot UCSF North Campus has been developed, including six research buildings, an academic/office building, a campus community center, and a university housing development. The first phase of the UCSF Mission Bay Medical Center opened in early 2015. In addition, in November 2014, UCSF approved the Final UCSF 2014 Long Range Development Plan, which provides for additional planned development on the UCSF campus at Mission Bay through 2035. The City's new Public Safety Building at Third and Mission Rock Streets also became operational in April 2015. More than 15 acres of new non-UCSF parks and open space within Mission Bay have also been completed.

2. Project Site

No buildings are currently located on the site. Portions of the site are unutilized, including a depressed area (measuring approximately 320 feet by 280 feet) created by an excavation and backfill associated with a prior environmental cleanup on the site. Other portions of the site are currently used for surface parking. Specifically, paved surface metered parking facilities are located in the west and north portions of the site. The existing surface parking facilities are accessed from 16th Street and South Street and include a total of 605 parking spaces. Chain link fencing is installed on the perimeter of the project site.

3. Surrounding Uses

The UCSF Mission Bay campus is located west, northwest, southwest, and partially south of the project site. Fronting on Third Street directly west of the project site is an eight-story UCSF parking structure ("Third Street Garage"), and the UCSF Global Health and Clinical Sciences Building ("Mission Hall"). To the northwest of the project site fronting along Third Street is UCSF Hearst Tower, a 14-story building containing student housing; and to the north of that is the UCSF Helen Diller Family Cancer Research building. To the southwest of the project site fronting along Third Street is a complex containing the UCSF Energy Center, Betty Irene Moore Women's Hospital, Bakar Cancer Hospital, and Benioff Children's Hospital, which opened in February 2015. The UCSF Benioff Children's Hospital helipad, located atop the roof of the UCSF Ron Conway Gateway Medical Building at 1825 4th Street, also began operating in

February 2015. Directly south of the project site across 16th Street, between Third Street and Illinois Street, is a vacant lot recently acquired by UCSF (Blocks 33 and 34), which is planned for office space and possible outpatient clinical use development starting in 2016.

Directly south of the project site across 16th Street, between Illinois Street and Terry A. Francois Boulevard, is a recently-constructed six-story office building (409 Illinois Street) housing FibroGen Life Science and other biotech/high tech companies, and south of that is another recently-constructed six-story office building (499 Illinois Street) with biotech and UCSF clinical uses.

Directly north of the project site across and fronting on South Street are (from west to east) a vacant lot (recently acquired by Uber Technologies and Alexandria Real Estate Equities) and planned for development of office space, a six-story parking garage (450 South Street), and a six-story office building housing the Old Navy corporate headquarters.

Immediately east of the project site and west of Terry A. Francois Boulevard are City-owned parcels containing covered stockpiled materials. The planned Bayfront Park is located on Mission Bay Plan parcels P21 through P24, located northeast, east, and partially south of the project site. The north portion of the park (P21, located east of Terry A. Francois Boulevard, between Mission Bay Boulevard South and just south of Pierpoint Lane) is complete, and includes a landscaped parking lot and boat launch. The currently undeveloped central portion of the Bayfront Park is located east of the project site across Terry A. Francois Boulevard (on P22, from just south of Pierpoint Lane to just south of 16th Street). This portion of the park presently includes a paved trail (which constitutes a segment of the Bay Trail), surface parking lot, and unimproved open space. Construction of the south portion of Bayfront Park (on P23 and P24), located west of Terry A. Francois Boulevard between 16th Street and Mariposa Street, is currently underway in 2015 and scheduled for completion in 2016.

C. Project Objectives

Consistent with Section 103 of the Mission Bay South Redevelopment Plan and as presented in the *Mission Bay Final Subsequent Environmental Impact Report* (“Mission Bay FSEIR”), certified in September 1998, the primary objectives of the Mission Bay Redevelopment Plan are:

- Eliminating blighting influences and the correction of environmental deficiencies in the Project Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities, and utilities.
- Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco, which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can

accommodate the 2,650,000-gross sq. ft. program analyzed in the UCSF 1996 Long Range Development Plan (“LRDP”).

- Assembling of land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Project Area.
- Replanning, redesigning, and developing of undeveloped and underdeveloped areas which are improperly utilized.
- Providing flexibility in the development of the Project Area to respond readily and appropriately to market conditions.
- Providing opportunities for participation by owners in the redevelopment of their properties.
- Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through the installation of needed site improvements and expansion and improvement of the housing supply by the construction of approximately 6,090 market-rate units, including 1,700 units of very low-, low- and moderate-income housing.
- Strengthening the economic base of the Project Area and the community by strengthening retail and other commercial functions in the Project Area through the addition of approximately 1.5 million gross sq. ft. of retail space, a major hotel, and about 5,557,000 gross sq. ft. of mixed office, research and development, and light manufacturing uses.
- Facilitating emerging commercial-industrial sectors, including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, biotechnical research, telecommunications, business service, multi-media services, and related light industrial through improvement of transportation access to commercial and industrial areas, improvement of safety within the Project Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
- Facilitating public transit opportunities to and within the Project Area to the extent feasible.
- Providing land in an amount of approximately 47 acres for a variety of open spaces.
- Achieving the objectives described above in the most expeditious manner feasible.

Consistent with the overall objectives of the Mission Bay Redevelopment Plan, GSW’s objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are to:

- Construct a state-of-the-art multi-purpose event center in San Francisco that meets National Basketball Association (NBA) requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events

ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

- Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.
- Develop a project that meets high-quality urban design and high-level sustainability standards.
- Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.
- Provide adequate parking and vehicular access that meets NBA and project sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.
- Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.
- Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900),¹ as amended.

D. Environmental Review

1. Preparation of the FSEIR

As noted above, the EIR prepared for the Project is a Subsequent EIR ("SEIR"), tiered from the certified *Mission Bay Final Subsequent Environmental Impact Report* ("Mission Bay FSEIR"), which provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the Mission Bay North Redevelopment Plan and Mission Bay South Redevelopment Plan). The Mission Bay FSEIR evaluated the potential environmental effects of the overall development of the approximately 300-acre Mission Bay Plan Area.

¹ AB 900, effective January 1, 2012, provides streamlining benefits under CEQA for privately-financed projects located on an infill site that has been determined to generate thousands of jobs and include state-of-the-art pollution reductions.

The Project at Blocks 29-32 is a subsequent activity allowed under, and consistent with, the Mission Bay South Redevelopment Plan. Consistent with the major redevelopment objectives in the Mission Bay South Redevelopment Plan, the Project would further diversify the economic base of the Mission Bay South Redevelopment Plan Area and add retail and entertainment amenities to the area. The Project would also provide Mission Bay employees and residents with additional opportunities to engage in recreational activities near their homes and jobs. The Project also promotes the Plan Bay Area's objective to create "neighborhoods where transit, jobs, schools, services and recreation are conveniently located near people's homes." (See Association of Bay Area Governments ("ABAG") / Metropolitan Transportation Commission ("MTC") Plan Bay Area, p. 42.)

On November 19, 2014, OCII, as lead agency responsible for administering the environmental review for private projects in the Mission Bay North and South Redevelopment Plan Area of San Francisco, issued a Notice of Preparation ("NOP") to notify and inform agencies and interested parties about the Project and to initiate the CEQA environmental review process for the Project. The NOP included an Initial Study, which described and analyzed environmental resource areas that would not be significantly affected by the Project and included mitigation measures to reduce certain impacts to less than significant levels. The Initial Study determined that the following topics were adequately analyzed in the Mission Bay FSEIR such that the Project would have no new significant impacts or no substantially more severe impacts previously found significant on these resources: Land Use; Population and Housing; Cultural and Paleontological Resources; Recreation; Air Quality (odors); Utilities and Services Systems (water supply and solid waste); Public Services (schools, parks, and other services); Biological Resources; Geology and Soils; Hydrology and Water Quality (groundwater, drainage, flooding, and inundation); Hazards and Hazardous Materials; Mineral and Energy Resources; and Agricultural and Forest Resources. As discussed further in the Initial Study and the RTC in the FSEIR, the Project as mitigated in the Initial Study will result in a less than significant impacts with respect to each of the above-listed topics.

During a 30-day public scoping period that ended on December 19, 2014, OCII accepted comments from agencies and interested parties identifying environmental issues that should be addressed in the SEIR. In addition, a public scoping meeting was held on December 9, 2014, to receive oral comments on the scope of the SEIR. OCII has considered the comments made by the public and agencies in preparing the SEIR on the Project.

The GSW DSEIR for the Project was published on June 5, 2015, and circulated to local, state, and federal agencies and to interested organizations and individuals for review from June 5, 2015, through July 27, 2015, for a total public comment period of 52 days. Paper copies of the GSW DSEIR were made available for public review at the following locations: (1) OCII, at 1 South Van Ness Avenue 5th Floor, San Francisco, California; (2) San Francisco Planning Department, 1660 Mission Street, 1st Floor, Planning Information Counter, San Francisco, California; (3) San Francisco Main Library, 100 Larkin Street, San Francisco, California; and

(4) San Francisco Library, Mission Bay Branch, 960 4th Street, San Francisco, California.² On June 5, 2015, the Planning Department also distributed notices of availability of the GSW DSEIR, published notification of its availability in a newspaper of general circulation in San Francisco, and posted notices at the project site.

During the public review period, OCII conducted a public hearing to receive oral comments on the GSW DSEIR. The public hearing was held before the OCII Commission on June 30, 2015, at San Francisco City Hall. A court reporter present at the public hearing transcribed the oral comments verbatim and prepared a written transcript. During the GSW DSEIR public review period, OCII received comments from approximately nine public agencies, 11 non-governmental organizations, and 155 individuals. See Chapter 11 of the FSEIR for a complete list of persons commenting on the GSW DSEIR.

The GSW DSEIR addressed environmental resource areas upon which the Project could result in potentially significant, physical environmental impacts as well as identified and analyzed alternatives to the Project. Specifically, the GSW DSEIR analyzed impacts to the following resources: Transportation and Circulation; Noise and Vibration; Air Quality; Greenhouse Gas Emissions; Wind and Shadow; Utilities and Service Systems (wastewater and stormwater); Public Services (police and fire services); and Hydrology and Water Quality (wastewater, stormwater, and flood hazards).

On October 23, 2015, OCII published the FSEIR, consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the RTC in fulfillment of requirements of CEQA and consistent with CEQA Guidelines Section 15132.

2. CEQA Streamlining

In addition to tiering from the Mission Bay FSEIR and focusing the environmental analysis on potentially significant impacts of the Project as identified in the Initial Study (see, e.g., GSW DSEIR, pp. 2-2 to 2-8; RTC, pp. 13.3-22 to 13.3-31), the GSW SEIR utilizes CEQA streamlining provisions set forth in Public Resources Code section 21099.

Public Resources Code Section 21099(d), effective January 1, 2014, provides that, “aesthetics and parking impacts of a [1] residential, mixed- use residential, or employment center project on an [2] infill site [3] located within a transit priority area shall not be considered significant impacts on the environment.” The Project meets all three of the criteria set forth in Public

² Electronic copies of the GSW SEIR and the administrative record could be accessed through the internet on the OCII website, Mission Bay webpage starting on June 5, 2015 at the following address: <http://www.sfocii.org/index.aspx?page=61>, and on the Planning Department website, Environmental Impacts and Negative Declarations webpage at the following address: <http://www.sf-planning.org/index.aspx?page=1828>.

Resources Code Section 21099(d). The Project qualifies as an employment center project because the project site is designated Commercial Industrial / Retail within the Mission Bay South Redevelopment Plan and the Project includes a floor area ratio that exceeds 0.75. (Pub. Resources Code, § 21099, subd. (a)(1).) The project site constitutes an infill site because, among other reasons, the site is located in an urban area within the City of San Francisco and was previously developed with industrial and commercial uses. (Pub. Resources Code, § 21099, subd. (a)(2).) Finally, the Project is located within a transit priority area because, among other reasons, the project site is located within one-half mile of several transit routes, including San Francisco Municipal Transportation Agency (SFMTA) Muni Metro stops connecting two or more major bus routes with a frequency of service interval of 15 minutes or less during the morning and afternoon peak commute periods. (Pub. Resources Code, §§ 21064.3, 21099, subd. (a)(7).) Thus, CEQA does not require the GSW SEIR to consider either aesthetics or the adequacy of parking in determining the significance of Project impacts.

Public Resources Code Section 21099(d) states that a Lead Agency maintains the authority to consider aesthetic impacts pursuant to local design review ordinances or other discretionary powers. Consistent with OCII's normal procedures, the design review process considers relevant design and aesthetic issues. Furthermore, for informational purposes, Chapter 3 of the GSW DSEIR, Project Description, includes graphic depictions of the Project and Chapter 5, Section 5.2, of the GSW DSEIR, Transportation and Circulation, presents a parking demand analysis and considers any secondary physical impacts associated with constrained supply (e.g., queuing by drivers waiting for scarce onsite parking spaces that affects the public right-of-way) as applicable in the transportation analysis.

3. Recirculation

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 Draft EIR for public review but prior to certification of the Final EIR. The term "information" can include changes in the project or environmental setting, as well as additional data or other information. 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).)

Recirculation is not required where the new information added to the EIR merely clarifies or amplifies or makes insignificant modifications in an adequate EIR. The above standard is “not intend[ed] to promote endless rounds of revision and recirculation of EIRs.” (*Laurel Heights Improvement Assn. v. Regents of the Univ. of Cal.* (1993) 6 Cal.4th 1112, 1132 (*Laurel Heights*).) “Recirculation was intended to be an exception, rather than the general rule.” (*Ibid.*)

OCII recognizes that minor changes have been made to the Project and additional evidence has been developed after publication of the GSW DSEIR. Specifically, as discussed in the RTC, after publication of the GSW DSEIR, the Project Sponsor proposed Project refinements that are described in Chapter 12 of the FSEIR. The Project refinements constitute minor Project changes (generator relocation, project design to reduce wind hazards, transportation improvements, revised construction tower crane plan, modification of certain construction techniques, and modification of sources of electricity during construction). As described in the FSEIR, these refinements would result in either no changes to the impact conclusions or a reduction in the severity of the impact presented in the GSW DSEIR.

Chapter 12 of the FSEIR also includes an additional Project variant. Like the Project refinements, the variant constitutes a minor change to the Project. The variant would generally have the same impacts as those identified for the Project in the GSW DSEIR and all impact significance determinations would be the same.

Finally, the FSEIR includes supplemental data and information that was developed after publication of the GSW DSEIR to further support the information presented in the GSW DSEIR. None of this supplemental information affects the conclusions or results in substantive changes to the information presented in the GSW DSEIR or to the significance of impacts as disclosed in the GSW DSEIR. The OCII Commission finds that none of the changes and revisions in the FSEIR substantially affects the analysis or conclusions presented in the GSW DSEIR; therefore, recirculation of the GSW DSEIR for additional public comments is not required.

CEQA case law emphasizes that “[t]he CEQA reporting process is not designed to freeze the ultimate proposal in the precise mold of the initial project; indeed, new and unforeseen insights may emerge during investigation, evoking revision of the original proposal.” (*Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 736-737; see also *River Valley Preservation Project v. Metropolitan Transit Development Bd.* (1995) 37 Cal.App.4th 154, 168, fn. 11.) “CEQA compels an interactive process of assessment of environmental impacts and responsive project modification which must be genuine. It must be open to the public, premised upon a full and meaningful disclosure of the scope, purposes, and effect of a consistently described project, with flexibility to respond to unforeseen insights that emerge from the process.’ [Citation.] In short, a project must be open for public discussion and subject to agency modification during the CEQA process.” (*Concerned Citizens of Costa Mesa, Inc. v. 33rd Dist. Agricultural Assn.* (1986) 42 Cal.3d 929, 936.) Similarly, additional studies included in a Final EIR that result in minor modifications or additions to analysis concerning significant impacts disclosed in a Draft EIR does not constitute “significant new information” requiring recirculation of an EIR. (See *Mount Shasta Bioregional Ecology Center v. County of Siskiyou* (2012) 210 Cal.App.4th 184, 221 [incorporation of technical studies in a Final EIR disclosing additional locations affected by a significant noise impact identified in the Draft EIR did not require recirculation].) Here, the changes made to the Project and the additional evidence relied on in the FSEIR are exactly the kind of information and revisions that the case law recognizes as legitimate and proper and does not trigger the need to recirculate the GSW DSEIR. In fact, OCII requested many of the Project refinements and the performance of additional analysis based on comments received from the Mission Bay Citizens Advisory Committee, the UCSF Chancellor’s Office, neighborhood organizations in the vicinity of the Event Center, and other community stakeholders.

E. AB 900

The Project Sponsor applied to the Governor of California for certification of the Project as a leadership project under AB 900, and the application was subject to public review from March 2, 2015, through April 1, 2015. On March 21, 2015, the California Air Resources Board (CARB) issued Executive Order G-15-022, determining that the Project would not result in any net additional greenhouse gases (GHGs) for purposes of certification under AB 900. On April 30, 2015, Governor Edmund G. Brown Jr. certified the Project as an eligible project under AB 900, and the Governor’s Office of Planning and Research (OPR) forwarded the Governor’s determination to the Joint Legislative Budget Committee. OPR prepared an independent evaluation of the transportation efficiency analysis. On May 22, 2015, the State Legislative Analyst’s Office indicated that the Project aligns with the intent of AB 900, and recommended to the Joint Legislative Budget Committee that it concur with the Governor’s determination. On May 27, 2015, the Joint Legislative Budget Committee concurred with the Governor’s determination that the Project is an eligible project under AB 900.

The process of certifying a project as an environmental leadership project pursuant to AB 900, including quantification of GHG emissions, is a separate process from the preparation of an EIR under CEQA, with separate and distinct review and approval requirements. The Governor's findings and certification of the Project as an environmental leadership development project are final and are not subject to judicial review. (Pub. Resources Code, § 21184, subd. (b)(1).) Because the Project is an environmental leadership development project, OCII has complied with procedures set forth in Public Resources sections 21186 and 21187 as part of the administrative review process for the Project. In the event of litigation challenging approval of the Project by the OCII Commission (or by the Board of Supervisors after an administrative appeal), the environmental leadership development project is subject to Rules of Court specifically designed to ensure the actions or proceedings challenging the adequacy of an EIR adopted for an environmental leadership development project or the granting of project approvals for such a project, including any potential appeals therefrom, are resolved, within 270 days of certification of the record of proceedings. (Pub. Resources Code, § 21185.) The same is true of any state court litigation over any other project approvals needed by other state, regional, or local agencies for the Project. (*Id.*)

F. Consistency with the Mission Bay South Redevelopment Plan

The Mission Bay South Redevelopment Plan designates land uses for specific parcels within the Plan Area. Proposed land uses to be permitted for Blocks 29-32 are designated as Commercial Industrial/Retail, and the plan provides for either principal or secondary uses at this site. Primary uses are permitted in accordance with the Plan's provisions, and secondary uses are permitted, provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan. As the GSW DSEIR explains on page 4-2, "[o]n September 17, 1998, by Resolution No. 14702, the Planning Commission determined that the Mission Bay South Redevelopment Plan provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan. Therefore, the project's consistency with the Mission Bay South Redevelopment Plan ... would ensure that the project would not obviously or substantially conflict with General Plan goals, policies, or objectives."

A project is consistent with a general plan "if, considering all its aspects, it will further the objectives and policies of the general plan and not obstruct their attainment." (*Corona-Norco Unified School Dist. v. City of Corona* (1993) 17 Cal.App.4th 985, 994.) A 100% match with each policy is not required. (*Clover Valley Foundation v. City of Rocklin* (2011) 197 Cal.App.4th 200, 238.) Rather, a lead agency must consider whether a project is "compatible with 'the objectives, policies, general land uses and programs specified in the general plan.'" (*Ibid.*) A project will only be considered inconsistent if it "conflicts with a general plan policy that is fundamental, mandatory, and clear." (*Endangered Habitats League, Inc. v. County of Orange* (2005) 131 Cal.App.4th 777, 782.)

The Mission Bay South Redevelopment Plan identifies the following principal uses under the Commercial Industrial/Retail land use designation applicable to Blocks 29-32: manufacturing; institutions; retail sales and services; arts activities; art spaces; office use; home and business services; animal care; wholesaling; automotive; and other uses (e.g., greenhouse, nursery, open recreation and activity areas, parking and certain telecommunications-related facilities). The following secondary uses are also identified: institutions, assembly and entertainment, and other uses (including public structures or uses of a nonindustrial character).

Additionally, the Mission Bay South Redevelopment Plan describes general controls and limitations for development, and sets limits on leasable square footages of various uses within defined zones within the Plan Area, including the project site. The Plan sets a maximum floor area ratio of 2.9 to 1 for the commercial industrial/ retail uses at the project site, and the maximum building height within the entire Plan Area is 160 feet. The plan further indicates that within the limits, restrictions, and controls established in the plan, OCII is authorized to establish height limits of buildings, land coverage, density, setback requirements, design and sign criteria, traffic circulation and access standards and other development and design controls in the Design for Development.

The OCII Commission finds that the Project does not conflict with any land use plans or policies that provide guidance for development proposed within the region, including the Mission Bay South Redevelopment Plan, the San Francisco General Plan, San Francisco Planning Code, Plan Bay Area, the 2010 Clean Air Plan, San Francisco Bay Plan, and the San Francisco Basin Plan.

G. Approval Actions

The OCII Commission, as the lead agency under CEQA for the Project, is responsible for certifying the FSEIR. Thereafter, local agencies and possibly one state agency will rely on the FSEIR for the approval actions listed below and in doing so will adopt CEQA findings, including a statement of overriding considerations and a mitigation monitoring and reporting program. With the exception of OCII and the OCII Commission, which together make up the Lead Agency, all other agencies approving the Project, including the City and County of San Francisco and its departments and commissions, will be acting as Responsible Agencies.³

The following approvals or permits are required for the Project to be implemented:

³ By Resolution 33-2015, to increase public participation in the CEQA process, the OCII Commission voluntarily requested that the Board of Supervisors consider any appeal filed of the OCII's certification of the GSW FSEIR. If such an appeal were filed, the Board would affirm or reverse that certification. If reversed, the Board would adopt findings and remand the FSEIR to the OCII for further action consistent with its findings. However, consistent with Ordinance No. 215-12, by which the Board of Supervisors, acting as the Successor Agency to the former San Francisco Redevelopment Agency, delegated final land use decisionmaking authority over the project area to the OCII Commission, the Board of Supervisors has no decision-making authority over the project except in its capacity as a responsible agency under CEQA.

- Approval by the OCII Executive Director of secondary use findings of consistency for the proposed event center
- Approval by the OCII Commission of a new Major Phase for Blocks 29-32, and related conditions of approval
- Approval by the OCII Commission of Combined Basic Concept and Schematic Designs (Schematic Designs) for the Project
- Approval by the OCII Commission (and any other City Departments as required under the Mission Bay South Plan, OPA, Interagency Corporation Agreement, and associated documents) of: amendments to the Mission Bay South Design for Development, and modifications to the Mission Bay South Signage Master Plan and Mission Bay South Streetscape Plan, and conditions of approval.
- Approval by Mayor, Department of Public Works Executive Director, and OCII Executive Director of any non-material changes to Mission Bay South Infrastructure Plan
- Entertainment Commission approval of applicable entertainment permits, including, but not limited to, a Place of Entertainment permit
- Planning Commission approval of office building Schematic Designs related to Proposition M allocation
- Port of San Francisco staff approval of changes to waterfront infrastructure, including roadway striping
- San Francisco MTA/Department of Public Works approval for reconfiguration of adjacent streets
- San Francisco Department of Public Works and Board of Supervisors approval of subdivision maps, including street vacations, acceptance of public improvements and right-of-way dedications, and encroachment permits to the extent required
- Termination or relocation of existing City-reserved easements by applicable City departments, including the San Francisco Public Utilities Commission, to the extent required
- San Francisco Department of Building Inspection approval of a building/site permit, and related approvals from other City departments including the San Francisco Public Utilities Commission (SFPUC) for utility connections
- Approval from the University of California (UCSF) to terminate and/or modify a view easement extending 100 feet within the project site along the Campus Way axis or consent to implementation of the Project if it encroaches into the view easement area (not required under the Third Street Plaza Project Variant)

H. Contents and Location of Record

The record upon which all findings and determinations related to the Project consists of those items listed in Public Resources Code section 21167.6, subdivision (e), including but not limited to the following documents, which are incorporated by reference and made part of the record supporting these findings:

- The NOP and all other public notices issued by OCII in conjunction with the Project.
- The GSW DSEIR and all documents referenced in or relied upon by the FSEIR. (The references in these findings to the FSEIR include the GSW DSEIR, the RTC, and the Initial Study.)
- The MMRP for the Project.
- All findings and resolutions adopted by OCII in connection with the Project, and all documents cited or referred to therein.
- All information including written evidence and testimony provided by City and OCII staff to the OCII Commission relating to the SEIR, the Project, and the alternatives set forth in the GSW SEIR or these CEQA findings.
- All information provided by the public, including the proceedings of the public hearings on the adequacy of the GSW DSEIR and the transcripts of the hearings, including the OCII Commission hearing on June 30, 2015, and written correspondence received by OCII staff during the public comment period of the GSW DSEIR.
- All information and documents included on the website prepared for the Project pursuant AB 900, which are available at the following link: <http://www.gsweventcenter.com/>

The OCII Commission has relied on all of the documents listed above in reaching its decision on the Project, even if not every document was formally presented to the Commission. Without exception, any documents set forth above not found in the Project files fall into one of two categories. In the first category, many of the documents reflect prior planning or legislative decisions of which the OCII Commission was familiar with when approving the Project. (See *City of Santa Cruz v. Local Agency Formation Com.* (1978) 76 Cal.App.3d 381, 391-392; *Dominey v. Dept. of Personnel Admin.* (1988) 205 Cal.App.3d 729, 738, fn. 6.) In the second category, documents that influenced the expert advice provided to OCII staff or consultants, who then provided advice to the OCII Commission as final decisionmakers, form part of the underlying factual basis for the OCII Commission's decisions relating to approval of the Project and properly constitute part of the administrative record. (See Pub. Resources Code, § 21167.6, subd. (e)(10); *Browning-Ferris Industries v. City Council of City of San Jose* (1986) 181

Cal.App.3d 852, 866; *Stanislaus Audubon Society, Inc. v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 153, 155.)

The public hearing transcript, a copy of all letters regarding the GSW DSEIR received during the public review period, the administrative record, and background documentation for the FSEIR, as well as additional materials concerning approval of the Project and adoption of these findings are contained in the Project files. Project files are available by contacting Claudia Guerra, OCII Commission Secretary, the Custodian of Records for OCII, at the Office of Community Investment and Infrastructure, 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103. All files have been available to the OCII Commission and the public for review in considering these findings and whether to approve the Project.

I. Findings About Significant Environmental Impacts and Mitigation Measures

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

In making these findings, the OCII Commission has considered the opinions of staff and experts, other agencies, and members of the public. The OCII Commission finds that the determination of significance thresholds is generally a decision requiring judgment within the discretion of OCII; the significance thresholds used in the FSEIR are supported by substantial evidence in the record, including the expert opinion of the FSEIR preparers and OCII staff; and the significance thresholds used in the FSEIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project. Thus, although as a legal matter, the OCII Commission is not bound by the significance determinations in the FSEIR (see Pub. Resources Code, § 21082.2, subd. (e)), the OCII 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 FSEIR. Instead, a full explanation of these environmental findings and conclusions can be found in the FSEIR, and these findings hereby incorporate by reference the discussion and analysis in the FSEIR supporting the FSEIR’s determination regarding the Project’s impacts and mitigation measures designed to address those impacts. In making these findings, the OCII Commission ratifies, adopts and incorporates in these findings, the determinations and conclusions of the FSEIR relating to environmental impacts and mitigation

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

As set forth below, the OCII Commission adopts and incorporates all of the mitigation measures within its authority and jurisdiction as lead agency, as set forth in the FSEIR and presented in the attached MMRP (**Exhibit B**), in order to substantially lessen or avoid the potentially significant and significant impacts of the Project. The MMRP will remain available for public review during the compliance period. In adopting mitigation measures from the FSEIR, the OCII Commission intends to adopt each of the mitigation measures proposed in the FSEIR for the Project for adoption by OCII. The OCII Commission also intends that the MMRP should include each and every mitigation measure included in the FSEIR, including those assigned to responsible agencies. Accordingly, in the event a mitigation measure recommended in the FSEIR has inadvertently been omitted in these findings or the MMRP, any such mitigation measure is hereby adopted and/or incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measures in the FSEIR due to a clerical error, the language of the policies and implementation measures as set forth in the FSEIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the impact and mitigation measure numbers used in the FSEIR.

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

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. Resources Code, § 21002; CEQA Guidelines, §§ 15126.4, subd. (a)(3), 15091.) Based on substantial evidence in the whole record of this proceeding, the OCII Commission finds that implementation of the Project will not result in any significant impacts in the following areas and that these impact areas, therefore, do not require mitigation. In some instances, the Project would have no impact in a particular area; these instances are denoted below by "NI" for no impact.

A. Land Use and Land Use Planning

- 1. Impact LU-1**, Impacts on an established community from physical division of the area. (GSW DSEIR Appendix NOP-IS p. 29; RTC, Response LU-1; Response PP-1; Response PD-1.)

2. **Impact LU-2**, Consistency with plans, policies and regulations. (GSW DSEIR Appendix NOP-IS p. 30; RTC, Response LU-1; Response LU-2; Response PP-1; Response PD-1.)

3. **Impact LU-3**, Effects on existing land use character. (GSW DSEIR Appendix NOP-IS p. 32; RTC, Response LU-1; Response PP-1; Response PD-1.)

4. **Impact C-LU-1**, Significant cumulative impacts to land use (GSW DSEIR Appendix NOP-IS p. 34; RTC, Response LU-1; Response PD-1.)

B. Population and Housing

1. **Impact PH-1**, Effects of construction activities on population growth. (GSW DSEIR Appendix NOP-IS p. 39.)

2. **Impact PH-2**, Effects of construction on existing housing units and housing demand. (GSW DSEIR Appendix NOP-IS p. 40.)

3. **Impact PH-3**, Effects of construction on existing housing units or residents from displacement. (GSW DSEIR Appendix NOP-IS p. 40.)

4. **Impact PH-4**, Effects of operations on population growth. (GSW DSEIR Appendix NOP-IS p. 41; RTC, Response PD-4.)

5. **Impact PH-5**, Effects of operations on housing displacement or housing demand (GSW DSEIR Appendix NOP-IS p. 43.)

6. **Impact PH-6 (NI)**, Effects of operations on displacement of people (GSW DSEIR Appendix NOP-IS p. 43.)

7. **Impact C-PH-1**, Significant cumulative effects on population and housing (GSW DSEIR Appendix NOP-IS p. 43.)

C. Cultural and Paleontological Resources

1. **Impact CP-1**, Substantial adverse change to historical resources. (GSW DSEIR Appendix NOP-IS p. 47.)

2. **Impact CP-3**, Destruction of paleontological or geologic features (GSW DSEIR Appendix NOP-IS p. 55.)

3. **Impact CP-4**, Disturbance of human remains (GSW DSEIR Appendix NOP-IS p. 56.)

D. Transportation and Circulation

1. **Impact TR-1**, Construction-related ground transportation impacts (GSW DSEIR p. 5.2-111; RTC, Response TR-10; Response TR-11.)
2. **Impact TR-4**, Effects on transit demand without SF Giants game. (GSW DSEIR p. 5.2-135; RTC, Response TR-2; Response TR-5; Response TR-12.)
3. **Impact TR-7**, Effects on bicycle safety and accessibility without SF Giants game. (GSW DSEIR p. 5.2-157; RTC, Response TR-2; Response TR-7.)
4. **Impact TR-8**, Effects of loading on hazardous conditions or delays for traffic, transit, bikes or pedestrians. (GSW DSEIR p. 5.2-161; RTC, Response TR-2; Response TR-8.)
5. **Impact TR-9b**, Effects of construction lighting on UCSF helipad flight operations. (GSW DSEIR p. 5.2-266.)
6. **Impact TR-9c**, Obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-267.)
7. **Impact TR-10**, Effects on emergency vehicle access without SF Giants game. (GSW DSEIR p. 5.2-166; RTC, Response TR-9; Response TR-11.)
8. **Impact TR-16**, Effects on bicycle safety and accessibility with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
9. **Impact TR-17**, Effects on emergency vehicle access with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
10. **Impact TR-23**, Effects on bicycle safety and accessibility without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-206; RTC, Response TR-2.)
11. **Impact TR-24**, Effects on loading without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-207; RTC, Response TR-2.)
12. **Impact TR-25**, Effects on emergency vehicle access without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-208; RTC, Response TR-2.)
13. **Impact C-TR-1**, Cumulative construction-related ground transportation impacts. (GSW DSEIR p. 5.2-210; RTC, Response TR-10; Response TR-11.)
14. **Impact C-TR-7**, Cumulative adverse bicycle impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)
15. **Impact C-TR-8**, Cumulative adverse loading impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

16. Impact C-TR-10, Cumulative adverse emergency vehicle access impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

E. Noise and Vibration

1. Impact NO-1, Effects of construction on ambient noise levels in the Project vicinity above levels existing without the Project. (GSW DSEIR p. 5.3-20; FSEIR, Chapter 12, Sections 12.2.3 and 12.3.2; Response NOI-2; Response NOI-3; Response NOI-4.)

2. Impact NO-2, Construction noise in excess of standards in general plan, noise ordinance of other applicable standards. (GSW DSEIR p. 5.3-24; RTC, Response NOI-2; Response NOI-4.)

3. Impact NO-3, Effects of construction on groundborne vibration levels. (GSW DSEIR p. 5.3-24; FSEIR, Chapter 12, Section 12.3.2; Response NOI-3b; Response NOI-5.)

4. Impact C-NO-3, Noise impacts of UCSF helipad operations on Project occupants (GSW DSEIR p. 5.3-44.)

F. Air Quality

1. Impact AQ 3: Toxic Air Contaminants from Construction Activities. (GSW DSEIR p. 5.4-43; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-4; Response AQ-5; Response AQ-6.)

2. Impact C-AQ-2: Contribution to Cumulative Toxic Air Contamination and Diesel Particulate Matter Emissions (GSW DSEIR 5.4-56; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-5.)

G. Greenhouse Gas Emissions

1. Impact C-GG-1, Effect of greenhouse gas emissions or conflict with existing greenhouse gas regulations (GSW DSEIR p. 5.5-10; RTC, Response AB-1; Response GHG-2.)

H. Wind and Shadow

1. Impact C-WS-1, Cumulative impacts of development on wind in a manner that would substantially affect off-site public areas. (GSW DSEIR p. 5.6-19; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.)

2. **Impact C-WS-2**, Cumulative shadow impacts on publically accessible open space or public areas within Mission Bay South Plan Area (GSW DSEIR p. 5.6-21; RTC, Response WS-2.)

3. **Impact C-WS-3**, Cumulative shadow impacts on publically accessible open space or public areas outside Mission Bay South Plan Area (GSW DSEIR p. 5.6-23; RTC, Response WS-2.)

I. Recreation

1. **Impact RE-1**, Effects on existing parks and recreational facilities. (GSW DSEIR Appendix NOP-IS p. 62; RTC, Response REC-1; Response REC-2.)

2. **Impact RE-2**, Project requires construction or expansion of recreational facilities. (GSW DSEIR Appendix NOP-IS p. 63; RTC, Response REC-1; Response REC-2.)

3. **Impact C-RE-1**, Cumulative recreational impacts. (GSW DSEIR Appendix NOP-IS p. 64.)

J. Utilities and Service Systems

1. **Impact UT-1**, Effects on water supply facilities or entitlements. (GSW DSEIR Appendix NOP-IS p. 66; RTC, Response UTIL-1; Response UTIL-2.)

2. **Impact UT-2**, Construction of new or expanded water treatment facilities. (GSW DSEIR Appendix NOP-IS p. 68; RTC, Response UTIL-1)

3. **Impact UT-3**, Sufficient permitted landfill capacity for Project's waste disposal needs. (GSW DSEIR Appendix NOP-IS p. 69.)

4. **Impact UT-4**, Project complies with federal, state and local statutes and regulations related to solid waste. (GSW DSEIR Appendix NOP-IS p. 71.)

5. **Impact UT-5**, Project in itself would require the construction of new, or expansion of existing, wastewater treatment facilities. (GSW DSEIR p. 5.7-11; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-6.)

6. **Impact C-UT-1**, Cumulative utilities and service system impacts (GSW DSEIR Appendix NOP-IS p. 72.)

7. **Impact C-UT-3**, Cumulative impact on demand for new stormwater drainage facilities or expansion of existing facilities (GSW DSEIR p. 5.8-18; RTC, Response UTIL-7; Response UTIL-8.)

K. Public Services

1. **Impact PS-1**, Effects of Project on need for new or altered governmental facilities for schools or other services. (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
2. **Impact PS-2**, Effects of Project construction on fire protection, emergency medical services and law enforcement. (GSW DSEIR p. 5.8-11; RTC, Response PS-1; Response PS-2.)
3. **Impact PS-3**, Effects of Project operation on fire protection or emergency medical services. (GSW DSEIR p. 5.8-12; RTC, Response PS-1; Response PS-2.)
4. **Impact PS-4**, Effects of Project operation on law enforcement. (GSW DSEIR p. 5.8-14; RTC, Response PS-1; Response PS-2.)
5. **Impact C-PS-1**, Cumulative impacts on schools or other services (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
6. **Impact C-PS-2**, Cumulative impacts on fire protection, emergency medical services and law enforcement (GSW DSEIR p. 5.8-16; RTC, Response PS-1; Response PS-2.)

L. **Biological Resources**

1. **Impact BI-1**, Effects of Project on special status species. (GSW DSEIR Appendix NOP-IS p. 77; RTC, Response BIO-1; Response BIO-2; Response BIO-3.)
2. **Impact BI-2 (NI)**, Effects of Project on riparian habitat or sensitive natural community. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-4.)
3. **Impact BI-3**, Effects of Project on wetlands or navigable waters. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-2; Response BIO-5.)
4. **Impact BI-5**, Project complies with local policies or ordinances protecting biological resources (GSW DSEIR Appendix NOP-IS p. 83.)
5. **Impact C-BI-1**, Cumulative impacts on biological resources (GSW DSEIR Appendix NOP-IS p. 84; RTC, Response BIO-1; Response BIO-2; Response BIO-3; Response BIO-4; Response BIO-5; Response BIO-6.)

M. **Geology and Soils**

1. **Impact GE-1**, Exposure of people to rupture of earthquake fault, seismic groundshaking, ground failure or landslides. (GSW DSEIR Appendix NOP-IS p. 86; RTC, Response GEO-1; Response GEO-2; Response GEO-3; Response GEO-4.)

2. **Impact GE-2**, Erosion or loss of top soil. (GSW DSEIR Appendix NOP-IS p. 87.)
3. **Impact GE-3**, Location of Project on unstable soils, or creation of unstable soils by Project. (GSW DSEIR Appendix NOP-IS p. 88; RTC, Response GEO-5.)
4. **Impact GE-4**, Location of Project on expansive or problematic soils. (GSW DSEIR Appendix NOP-IS p. 91; RTC, Response GEO-6.)
5. **Impact GE-5**, Effect of Project on topography or unique geologic features (GSW DSEIR Appendix NOP-IS p. 92.)
6. **Impact C-GE-1**, Cumulative impacts related to geologic hazards (GSW DSEIR Appendix NOP-IS p. 92.)

N. Hydrology and Water Quality

1. **Impact HY-1**, Violation of water quality standards or degradation of water quality from construction-related activities (GSW DSEIR Appendix NOP-IS p. 99; RTC, Response HYD-2.)
2. **Impact HY-1a**, Violation of water quality standards or degradation of water quality from construction-related dewatering. (GSW DSEIR p. 5.9-31; RTC, Response HYD-1.)
3. **Impact HY-2**, Effects of Project operation on groundwater supplies and groundwater recharge. (GSW DSEIR Appendix NOP-IS p. 101.)
4. **Impact HY-3**, Effects of Project on existing drainage patterns and rates and amounts of surface runoff. (GSW DSEIR Appendix NOP-IS p. 102.)
5. **Impact HY-4**, Effects of Project on flood risk exposure and flood flows. (GSW DSEIR Appendix NOP-IS p. 102; RTC, Response HYD-6.)
6. **Impact HY-5**, Effects of Project on exposure to seiche or tsunami inundation. (GSW DSEIR Appendix NOP-IS p. 103; RTC, Response HYD-8.)
7. **Impact HY-7**, Effect of Project on exposure to flooding. (GSW DSEIR p. 5.9-41; RTC, Response HYD-6; Response HYD-7.)
8. **Impact C-HY-1**, Cumulative effects on hydrology and water. (GSW DSEIR Appendix NOP-IS p. 105; RTC, Response HYD-1; Response HYD-6; Response HYD-7; Response HYD-8.)
9. **Impact C-HY-2**, Cumulative impacts on compliance with National Pollutant Discharge Elimination System (“NPDES”) permit requirements, water quality standards

or waste water requirements related to changes in wastewater and stormwater discharges; on the Mission Bay separate stormwater system; or on polluted runoff. Cumulative wet weather flows would not contribute to an increase in combined sewer discharges. (GSW DSEIR p. 5.9-44; RTC, Response HYD-3; Response HYD-5.)

10. Impact C-HY-3, Cumulative impacts on flood risk (GSW DSEIR p. 5.9-48; RTC, Response HYD-6; Response HYD-7.)

O. Hazards and Hazardous Materials

1. Impact HZ-3, Effects on adopted emergency response and evacuation plans, and fire exposure risk. (GSW DSEIR Appendix NOP-IS p. 119; RTC, Response HAZ-8.)

2. Impact C-HZ-1, Cumulative impacts related to hazardous materials. (GSW DSEIR Appendix NOP-IS p. 121.)

P. Mineral and Energy Resources

1. Impact ME-1, Project utilization of large amounts of fuel, water or energy (GSW DSEIR Appendix NOP-IS p. 123; FSEIR, Chapter 12, Section 12.3.2; Response EN-1; Response PD-4.)

2. Impact C-ME-1, Cumulative impacts on energy resources (GSW DSEIR Appendix NOP-IS p. 125.)

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

Public Resources Code section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[.]” The same statute provides that the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.”

The mandate and principles announced in Public Resources Code section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. For each significant environmental effect identified in an EIR for a project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. (CEQA Guidelines, § 15091.) The first such finding is 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 final EIR. (CEQA Guidelines, § 15091, subd. (a)(1).) The second permissible finding is that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the

agency making the finding, and such 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 third potential conclusion is that specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the Final EIR. (CEQA Guidelines, § 15091, subd. (a)(3).) Public Resources Code, section 21061.1 defines “feasible” 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.” CEQA Guidelines section 15364 adds another factor: “legal” considerations. (See also *Citizens of Goleta Valley v. Bd. of Supervisors* (1990) 52 Cal.3d 553, 565 (“*Goleta II*”).)

The concept of “feasibility” also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417 (*City of Del Mar*); *Sierra Club v. County of Napa* (2004) 121 Cal.App.4th 1490, 1506-1509 [court upholds CEQA findings rejecting alternatives in reliance on applicant’s project objectives]; see also *California Native Plant Society v. City of Santa Cruz* (2009) 177 Cal.App.4th 957, 1001 (*CNPS*) [“an alternative ‘may be found infeasible on the ground it is inconsistent with the project objectives as long as the finding is supported by substantial evidence in the record’”] (quoting 1 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act* [Cont.Ed.Bar 2d ed. 2009], § 17.30, p. 825); *In re Bay-Delta Programmatic Environmental Impact Report Coordinated Proceedings* (2008) 43 Cal.4th 1143, 1165, 1166 [“[i]n the CALFED program, feasibility is strongly linked to achievement of each of the primary program objectives”; “a lead agency may structure its EIR alternative analysis around a reasonable definition of underlying purpose and need not study alternatives that cannot achieve that basic goal”].) Moreover, “‘feasibility’ under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.” (*City of Del Mar, supra*, 133 Cal.App.3d at p. 417; see also *CNPS, supra*, 177 Cal.App.4th at p. 1001 [“an alternative that ‘is impractical or undesirable from a policy standpoint’ may be rejected as infeasible”] [quoting 2 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act, supra*, § 17.29, p. 824]; *San Diego Citizenry Group v. County of San Diego* (2013) 219 Cal.App.4th 1, 17.)

The findings in this Section III and Section IIIA and in Section IV and Section IVA concern mitigation measures set forth in the FSEIR. These findings discuss mitigation measures as proposed in the FSEIR and as recommended for adoption by the OCII Commission. The full explanation of the potentially significant environmental impacts is set forth in the GSW DSEIR (including the Initial Study which OCII made part of the GSW DSEIR through its inclusion in GSW DSEIR Volume 3 – Appendix NOP-IS) and in some cases is further explained in the RTC. As indicated in the MMRP, in most cases, mitigation measures will be implemented by OCII 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 OCII 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 GSW FSEIR. (CEQA Guidelines, § 15091, subd. (a)(1).)

In the case of all other mitigation measures, an agency other than OCII (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 OCII). In such instances, the entity that will be responsible for implementation is identified in the MMRP for the Project (**Exhibit B**). Generally, OCII has designated the agencies to implement mitigation measures as part of their existing permitting or program responsibilities. Based on past experience and ongoing relationships and communications with these agencies, OCII has reason to believe that they can and will implement the mitigation measures assigned to them. These agencies include, for example, the San Francisco Municipal Transportation Agency ("SFMTA"), which operates and maintains local traffic and transit systems, Port, which manages Port property, and other agencies, which will participate in mitigation measure implementation through their normal program operations, such as the Ballpark/Mission Bay Transportation Coordinating Committee. In the case of SFMTA, to the extent that mitigation measures identify new SFMTA responsibilities, SFMTA has indicated to OCII that it generally finds that it will be feasible to implement the mitigation measures.⁴

The OCII also will be assisted in monitoring implementation of mitigation measures by other agencies, as indicated in the MMRP in **Exhibit B**, such as the San Francisco Entertainment Commission, the San Francisco Department of Building Inspection ("DBI"), the San Francisco Department of Public Works ("SFPW") through their permit responsibilities, the San Francisco Public Utilities Commission ("SFPUC") through its operation of the City's combined sewer system, or the SFMTA as part of its operation and maintenance of traffic and transit systems. For each of these mitigation measures and the impacts they address, the OCII Commission finds that the changes or alterations are in whole or in part within the responsibility and jurisdiction of a public agency other than OCII 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 mitigation measures proposed for adoption in Sections III, IIIA, IV and IVA are the same as the mitigation measures identified in the FSEIR for the Project as proposed. The full text of all of the mitigation measures as proposed for adoption is contained in **Exhibit B**, the MMRP.

⁴ Letter from SFMTA Director of Transportation Edward D. Reiskin to Tiffany Bohee, OCII Executive Director, dated May 15, 2015 and Letter from SFMTA Director of Transportation Edward D. Reiskin to Tiffany Bohee, OCII Executive Director, dated October 20, 2015.

The OCII Commission adopts all of the mitigation measures proposed for the Project that are within the jurisdiction and control of OCII. For those mitigation measures that are the responsibility of agencies other than OCII (e.g., the City and County of San Francisco and its subsidiary agencies), the OCII 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 GSW DSEIR and FSEIR, other considerations in the record, and the standards of significance, the OCII Commission finds that implementation of all of the proposed mitigation measures discussed in this Section III and Section IIIA will reduce potentially significant impacts to a less-than-significant level.

A. Cultural and Paleontological Resources

1. Impact CP-2: Adverse change in the significance of an archaeological resource. (GSW DSEIR Appendix NOP-IS p. 48; RTC, Section 13.10.2, Response CULT-1.) The Project could cause a substantial adverse change in the significance of an archaeological resource pursuant to CEQA Guidelines § 15064.5. Specifically, there is a reasonable presumption that archaeological resources may be present within the project site that could be disturbed during subsurface construction. However, the impact can be reduced to a less-than-significant level through Mitigation Measure M-CP-2a and Mitigation Measure M-CP-2b. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archaeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archaeological monitoring and/or data recovery program. If an archaeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archaeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an “ALERT” sheet to the Project prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archaeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken.

MM M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Plan

MM M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact TR-6: Pedestrian impacts without an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-147; RTC, Response, TR-2; Response TR-6.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions

without an overlapping SF Giants evening game. Overall, the Project would implement numerous improvements that would enhance pedestrian conditions and safety in the Project vicinity. The existing and proposed pedestrian facilities would be adequate to meet the pedestrian demand associated with the Project uses. The exception would be the crosswalks at the intersection of Third/South, which would operate at LOS E or LOS F conditions during the weekday evening and late evening, and Saturday evening conditions for sell-out events (i.e., the Basketball Game scenario). Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South and the Project's TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections and would mitigate pedestrian impacts to less-than-significant levels. At all other locations and Project conditions, the addition of Project-generated pedestrian trips would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

2. Impact TR-9a: Temporary obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-262; FSEIR, Chapter 12, Section 12.3.1; Response TR-12.) Placement and usage of cranes during construction could temporarily obstruct helipad airspace surfaces. The GSW DSEIR determined that, based on the preliminary Project construction plan for the Project construction cranes, one of the Project construction cranes would have the potential to result in a temporary penetration of a Part 77 Transitional Surface associated with the helipad, which would be considered a potentially significant impact. After publication of the GSW DSEIR, the Project Sponsor refined its construction crane plan with the goal to further reduce potential Project effects on the UCSF helipad during construction. Based on the analysis of the refined construction crane plan, none of the proposed tower construction cranes would penetrate the Part 77 Approach or Transitional Surfaces associated with the UCSF helipad. Furthermore, adequate clearance for the construction cranes would be provided for the South Street alternate flight path. However, if the refined construction crane plan details were to change with respect to proposed tower crane size, location or other factors, then the Project would have the potential to result in greater and/or less effects. Mitigation Measure M-TR-9a, Crane Safety Plan for Project Construction, identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period to less than significant. The objective of the crane safety plan is to ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Therefore, with implementation of Mitigation Measure M-TR-9a, this impact would be less than significant with mitigation.

MM M-TR-9a: Crane Safety Plan for Project Construction

3. Impact TR-9d: Lighting impacts on UCSF helipad flight operations (GSW DSEIR p. 5.2-270; FSEIR, Chapter 12, Section 12.3.1; Response TR-12; Response TR-PD-1.) Routine and specialized exterior lighting could impact flight operations. The use of certain specialized lighting systems would have the potential to adversely affect a pilot's vision and execution of a visual night time approach or departure to/from the UCSF helipad. Lights that adversely affect the night vision of pilots and interfere with the execution of a visual nighttime approach to the helipad would endanger the pilot, passengers, and people on the ground. Therefore, the possible use of these specialized lighting systems would be considered a potentially significant impact. Mitigation Measure M TR-9d: Event Center Exterior Lighting Plan identifies feasible measures that would reduce potential impacts associated with potential specialized lighting systems to less than significant.

MM M-TR-9d: Event Center Exterior Lighting Plan

4. Impact TR-13: Local transit impacts with overlapping evening SF Giants game. (GSW DSEIR p. 5.2-183; RTC, Response TR-2; Response TR-5; Response TR-2; Response TR-5; Response TR-12.) Implementation of the Project could result in substantial increase in transit demand that could not be accommodated by adjacent Muni transit capacity with an overlapping evening SF Giants game. Overall, on days with overlapping evening events at the project site and at AT&T Park, transit demand would exceed the capacity prior to and following the events, and the Project would result in significant transit impacts. Implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events would minimize transit impacts. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project's transit impacts would be less than significant with mitigation.

MM M-TR-13: Enhanced Muni Transit Service during Overlapping Events

5. Impact TR-15: Pedestrian impacts with an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-185; RTC, Response TR-2.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions with an overlapping SF Giants game. Overall, on days with overlapping evening events at the project site and at AT&T Park, pedestrian conditions would become more crowded prior to and following the events; however, with the TMP transportation management

strategies and implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, the impact of the Project on pedestrians during overlapping evening events would be less than significant with mitigation.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

6. Impact TR-22, Pedestrian impacts without Muni Special Event Transit Service Plan (GSW DSEIR p. 5.2-203; RTC, Response TR-2). Without the implementation of the Muni Special Event Transit Service Plan, the number of attendees arriving by transit would decrease while the number of attendees arriving by automobiles would increase. Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring would ensure that the pedestrian impacts would remain the same as those identified in Impact TR-6 for pedestrian conditions without an overlapping SF Giants evening game and in Impact TR-15 for pedestrian conditions with an overlapping SF Giants evening game irrespective of whether SFMTA Parking Control Officers (“PCOs”) were available during various events, and would not result in secondary transportation impacts. With implementation of Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities, Project-generated pedestrian demand during large events would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas. Therefore, without implementation of the Muni Special Event Transit Service Plan, the Project’s impact on pedestrians would be less than significant with mitigation.

MM M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring

C. Noise and Vibration

1. Impact NO-4: Noise in excess of General Plan and Noise Ordinance standards during operations. (GSW DSEIR p. 5.3-27; FSEIR, Chapter 12, Section 12.2.1; Response NOI-2; Response PD-1.) Operation of the event center would introduce new stationary noise sources to the Project area. Operation of the Project would introduce new stationary noise sources that would be subject to the requirements of the San Francisco Noise Ordinance. These new sources include generators and mechanical equipment, as well as the potential for amplified sound within the Third Street plaza. As explained in the GSW DSEIR and the RTC Document, predicted noise levels from new stationary sources would not meaningfully contribute to the existing monitored ambient noise levels in the Project area, and the Project would therefore be consistent with the restrictions of the noise ordinance.

The Project would also introduce new land uses, and these new uses would be exposed to noise levels of up to 75 DNL. However, modern building techniques and materials, as well as inclusion of non-operable windows and ventilation systems, would be sufficient to ensure that the Project would comply with land use compatibility requirements of the San Francisco General Plan, and this impact would be less than significant.

With respect to amplified sound, either interior to the event center or in open-air plazas on the project site, the predicted sound levels and hours of occurrence would be consistent with the noise ordinance. However, due to uncertainties as to the nature and extent of future outside events at the Third Street Plaza, implementation of Mitigation Measure M-NO-4a: Noise Control Plan for Outdoor Amplified Sound would ensure that noise levels from amplified sound exterior to the event center would comply with the noise ordinance. In addition, implementation of Mitigation Measure M-NO-4b: Noise Control Plan for Place of Entertainment Permit would ensure that noise levels from concerts, basketball games, and other events would comply with the noise ordinance, regardless of current unknowns as to the nature of future events within the arena. Therefore, this impact would be less than significant with mitigation.

MM M-NO-4a: Noise Control Plan for Outdoor Amplified Sound

MM M-NO-4b: Noise Control Plan for Place of Entertainment Permit

D. Air Quality

1. Impact AQ-4: Potential conflicts with BAAQMD's 2010 Clean Air Plan. (GSW DSEIR p. 5.4-51; RTC, Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response AQ-7.) Without mitigation measures or the adoption of control measures, emissions associated with the Project could conflict with the *2010 Clean Air Plan* ("CAP"). The Project would be consistent with the 2010 CAP, however, with implementation of mitigation measures, which include offsetting emissions to below significance thresholds in addition to Project-specific measures to reduce pollutant emissions. Additionally, the Project would be consistent with the 2010 CAP by virtue of incorporation of control measures of the CAP, including land use/local impact measures and energy/climate measures as well as the transportation demand management measures incorporated in the Project. The Project would also not hinder implementation of the 2010 CAP. Therefore, the Project would not conflict with, or obstruct implementation of the 2010 Clean Air Plan, and this impact would be less than significant with mitigation.

MM M-AQ-1: Construction Emissions Minimization

MM M-AQ-2a: Reduce Operational Emissions

MM M-AQ-2b: Emissions Offsets

E. Wind and Shadow

1. **Impact WS-1: Wind effects on off-site public spaces.** (GSW DSEIR p. 5.6-10; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.) The GSW DSEIR indicated that the Project could result in a net increase in the total duration of the wind hazard exceedance at off-site public walkways in the Project vicinity and proposed Mitigation Measure M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards, which describes potential design measures that would serve to reduce or avoid Project wind hazards. Although preliminary evaluation by the Project Sponsor of certain potential on-site design modifications indicated such modifications would be effective in reducing the Project wind hazard impact to a less than significant, the impact was conservatively identified as significant and unavoidable with mitigation because Project design was not yet finalized. After publication of the GSW DSEIR, the Project Sponsor pursued design measures as required by Mitigation Measure M-WS-1, and identified an on-site design modification that would reduce the Project wind hazard impact to less than significant as verified by wind tunnel testing. Because design modifications have been identified, the impact will be reduced to a level of less than significant through Mitigation Measure M-WS-1.

Under the Third Street Plaza Variant, the Project would not alter wind in a manner that would substantially affect off-site public areas, and, accordingly, the impact would be less than significant and no mitigation would be required.

MM M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards

F. Biological Resources

1. **Impact BI-4: Effects on the movement of wildlife or established migratory corridors or nurseries** (GSW DSEIR Appendix NOP-IS p. 81; RTC, Response BIO-1; Response BIO-6; PD-1.) The Project could interfere substantially with the movement of native resident or migratory wildlife species resident or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. Specifically, migratory and resident birds which breed locally in San Francisco have the potential to nest in shrub vegetation observed within the project site and could be adversely affected by Project construction. Implementation of Mitigation Measure M-BI-4a: Preconstruction Surveys for Nesting Birds would avoid disrupting or destroying active nests which could occur within the Project site during bird breeding season, and would reduce this impact to less than significant. Migratory birds may also be affected by increased risk of collisions with the proposed structures and due to the Project's artificial night lighting. This impact will be reduced due to a level of less than

significant through Mitigation Measure M-BI-4b: Bird Safe Building Practices, which requires bird safe practices in the proposed building and lighting design that are consistent with the City's *Standards for Bird-Safe Buildings*.

MM M-BI-4a: Preconstruction Surveys for Nesting Birds

MM M-BI-4b: Bird Safe Building Practices

G. Hydrology and Water Quality

1. Impact HY-6: Operational effects on water quality (GSW DSEIR p. 5.9-33; RTC, Response HYD-2; Response HYD-3; Response HYD-4; Response HYD-5.) Operation of the Project could affect the quality of effluent discharges from the Southeast Water Pollution Control Plant if future uses at the project site were to discharge unusual chemicals or pollutants not typically associated with most other San Francisco discharges, such as radioactive or biohazardous materials. National Pollutant Discharge Elimination System Mitigation Measure M-HY 6: Wastewater Sampling Ports will reduce the impacts to a level of less-than-significant by installing sampling ports as part of the Project design to facilitate sampling to monitor discharge quality and by participating in the City's existing Water Pollution Prevention Program.

MM M-HY-6: Wastewater Sampling Ports

H. Hazards and Hazardous Materials

1. Impact HZ-1: Routine transport, use and disposal of hazardous materials. (GSW DSEIR Appendix NOP-IS p. 111; RTC, Response HAZ-4; Response REC-1.) During operation, the proposed event center and other development would use common types of hazardous materials, such as cleaners, disinfectants and chemical agents, as well as diesel fuel for generators. This impact will be reduced to a level below significance by implementation of Mitigation Measure M-HZ 1a: Guidelines for Handling Biohazardous Materials, which requires that any businesses that handle biohazardous materials to certify that they follow the safety guidelines, use high efficiency particulate air filters or substantially equivalent devices, do not handle or use biohazardous materials requiring Biosafety Level 4 containment. In addition, during construction, there is the potential to encounter serpentinite, which could contain naturally occurring asbestos. This impact will be further reduced to less than significant by implementation of Mitigation Measure M-HZ 1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos, which will limit any potential exposure to naturally occurring asbestos. Together, these mitigation measures will reduce this impact to a level that is less than significant.

MM M-HZ-1a: Guidelines for Handling Biohazardous Materials

MM M-HZ-1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos

2. Impact HZ-2: Exposure to Contaminants during Construction. (GSW DSEIR Appendix NOP-IS p. 115; RTC, Response HAZ-1; Response HAZ-2; Response HAZ-3; Response HAZ-7.) The Project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Construction activities associated with the Project could expose construction workers, the public, or the environment to hazardous materials. A Risk Management Plan (“RMP”) was prepared subsequent to and as required by the Mission Bay FSEIR, and remedial actions consistent with the RMP have been completed. Compliance with the RMP, as required by the deed restriction, would ensure that human health and environmental risks during and after development of the Project would be within acceptable levels and no new or different mitigation would be required. However, the Mission Bay FSEIR determined that further risk evaluation would be required, if future uses at the project site were to include a public school or child care facility. Thus, in the event that child care facilities were to occur under the Project, implementation of Mitigation Measure M-HZ-2: RMP Provisions for Child Care Facilities, would reduce this impact to less than significant.

MM M-HZ-2: RMP Provisions for Child Care Facilities

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

A. Cultural and Paleontological Resources

1. Impact C-CP-1: Contribution to Cumulative Impacts on Cultural Resources (GSW DSEIR Appendix NOP-IS p. 57.) Implementation of the Project, along with cumulative projects in the Mission Bay area, could have a significant impact on recorded and unrecorded archeological resource. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measures M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program and M-CP-2b: Accidental Discovery of Archaeological Resources. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archeological monitoring and/or data recovery program. If an archeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an

“ALERT” sheet to the Project’s prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken. Consequently, with implementation of these mitigation measures, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program

Mitigation Measure M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact C-TR-4: Contribution to Cumulative Impacts on Muni (GSW DSEIR p. 5.2-222; RTC, Response TR-2; Response TR-12.) 2040 cumulative conditions could have significant impacts on Muni service and could contribute transit impacts at Muni screenlines. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project’s transit impacts would be less than cumulatively considerable (i.e., less than significant) with mitigation.

Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events

2. Impact C-TR-6: Contribution to Cumulative Impacts on Pedestrians (GSW DSEIR p. 5.2-227; RTC, Response TR-2.) Pedestrian volumes would increase between implementation of the Project and 2040 cumulative conditions due to buildout of planned Mission Bay developments in the Project vicinity. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, and the Project’s TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections. Consequently, with implementation of

this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South

3. Impact C-TR-9: Contribution to Cumulative Construction Impacts on UCSF Helipad Operations (GSW DSEIR p. 5.2-231; FSEIR, Chapter 12, Section 12.3.1.) Under cumulative conditions, development in the immediate Project vicinity would have the potential to result in cumulative impacts to the UCSF helipad. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction, which identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period and ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction

C. Noise and Vibration

1. Impact C-NO-1: Contribution to Cumulative Construction Noise Impacts (GSW DSEIR p. 5.3-39; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response NOI-2.) Cumulative construction noise in the Project area could cause a substantial temporary or periodic increase in ambient noise levels during Project construction. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure C-NO-1: Construction Noise Control Measures, which requires site-specific noise attenuation measures during construction to reduce the generation of construction noise. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-C-NO-1: Construction Noise Control Measures

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 OCII Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts listed below as identified in the FSEIR.

The OCII Commission finds that the mitigation measures in the FSEIR and described below are appropriate, and that changes have been required in, or incorporated into, the Project that, to use the language of Public Resources Code section 21002 and CEQA Guidelines section 15091, may substantially lessen, but do not avoid (i.e., reduce to less-than-significant levels), the potentially significant or significant environmental effects associated with implementation of the Project as described in Sections III and IV.

The OCII Commission adopts all of the mitigation measures proposed in the FSEIR that are relevant to the Project and set forth in the MMRP, attached hereto as **Exhibit B**. The OCII Commission further finds, however, for the impacts listed below, that no feasible mitigation is currently available to render the effects less than significant. The effects therefore remain significant and unavoidable. Based on the analysis contained within the FSEIR, other considerations in the record and stated herein, and the standards of significance, the OCII Commission finds that because some aspects of the Project would cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, the impacts are significant and unavoidable.

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project's "benefits" rendered "acceptable" its "unavoidable adverse environmental effects." (CEQA Guidelines, §§ 15093, 15043, subd. (b); see also Pub. Resources Code, § 21081, subd. (b).) The California Supreme Court has stated, "[t]he wisdom of approving . . . any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law requires that those decisions be informed, and therefore balanced." (*Goleta II, supra*, 52 Cal.3d at p. 576.) The OCII Commission determines that the following significant impacts on the environment, as reflected in the FSEIR, are unavoidable, but under Public Resources Code Section 21081, subdivisions (a)(3) and (b), and CEQA Guidelines 15091, subdivision (a)(3), 15092, subdivision (b)(2)(B), and 15093, the OCII Commission determines that the impacts are acceptable due to the overriding considerations described in Section VI below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation and Circulation

1. Impact TR-2: Effects on Vehicle Traffic on Multiple Intersections without SF Giants game. (GSW DSEIR p. 5.2-117; FSEIR, Chapter 12; Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at seven intersections that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. These include the intersections of King/Fourth Streets, Fifth/Harrison Streets/I-280 westbound off-ramp, Fifth/Bryant

Streets/I-280 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, and Seventh/Mississippi/16th Streets. Mitigation Measure M-TR-2a: Additional PCOs during Events would reduce the Project's impacts related to event-related traffic conditions, and would not result in secondary transportation-related impacts, but would not reduce impacts to less-than-significant levels. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would require the Project Sponsor to work with the City to pursue and implement commercially reasonable strategies to reduce transportation impacts. The measures identified above would reduce traffic congestion in the Project vicinity and would not result in secondary transportation impacts. However, even with implementation of these measures, the arrival and departure peak of vehicle trips to and from the event center through these intersections would continue to occur, and therefore, the Project's significant traffic impacts would remain significant and unavoidable with mitigation.

The Project would result in significant and unavoidable impacts at intersections not previously identified in the Mission Bay FSEIR due to event-related vehicles that would result in exceedance of the intersection LOS threshold. Mission Bay FSEIR Mitigation Measures 47a - 47c, and 47e - 47i would minimize traffic impacts but would not reduce them to less-than-significant levels, and traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during Events

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mission Bay FSEIR Mitigation Measure E.47: Transportation System Management Plan

2. Impact TR-3: Effect of Project on Traffic Volumes at Freeway Ramps without SF Giants game. (GSW DSEIR p. 5.2-132; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at the I-80 eastbound on-ramp at Fifth/Bryant Streets that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would help reduce the Project traffic increase on regional freeway mainline and ramps. However, the reduction in Project-generated vehicle trips would not reduce impacts to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts.

3. Impact TR-5: Effect of Project Regional Transit Service Demand without SF Giants game. (GSW DSEIR p. 5.2.144, RTC, Response TR-2; Response TR-5; Response TR-12.) The Project would result in a substantial increase in transit demand that could not be accommodated by regional transit capacity such that significant adverse impacts to regional transit service would occur under Existing plus Project conditions without a SF Giants game at AT&T Park. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus would help reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay and North Bay service is uncertain and full funding for the service has not yet been identified, the Project's significant impacts remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus Service

4. Impact TR-11: Effect of Project Traffic at Multiple Intersections with SF Giants game. (GSW DSEIR p. 5.2-171; RTC, Response TR-2; Response TR-4; Response TR-12.) On days with overlapping evening events at the project site and at AT&T Park, intersections in the Project vicinity would become more congested prior to and following the events, and the Project would result in significant traffic impacts at the following ten study intersections: King/Fifth/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/South Streets, Seventh Street/Mission Bay Drive, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, and Mariposa Street/I-280 northbound off-ramp. Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs during Overlapping Events, and Mitigation Measure M-TR-11b: Participation in the Ballpark/Mission Bay Transportation Coordinating Committee would minimize the severity of traffic impacts at these intersections and would not result in secondary transportation impacts, but would not improve intersection LOS to LOS D or better. Thus, traffic impacts at the ten study intersections would remain significant and unavoidable with mitigation.

In addition to the mitigation measures described above, Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would require the Project Sponsor to continue to work with the City to pursue and implement additional strategies to reduce transportation impacts. One potential strategy involves using off-site parking lot(s) south of the event center and providing shuttles to the event center if the location of off-site parking is not within walking distance to the event center;

but regardless, secondary traffic impacts associated with Mitigation Measure M-TR-11c, involving the use of one or more off-site parking lot(s) would contribute to the same significant and unavoidable impact (with mitigation) that would be caused by the Project-generated traffic described in the first paragraph in this impact statement above. With implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, the significant traffic impacts identified above at the intersections of Fourth/16th Streets and Mariposa Street/I-280 northbound off-ramp would not occur, and instead a significant and unavoidable traffic impact would occur at the intersection of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp. Thus, with implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, significant traffic impacts would occur at nine rather than ten intersections; however, impacts in the Project vicinity during overlapping evening events at the project site and at AT&T Park would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Regular Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

5. **Impact TR-12: Effect of Project Traffic at Freeway Ramps with SF Giants game.** (GSW DSEIR p. 5.2-180; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project, under the Basketball Game scenario with an overlapping SF Giants evening game at AT&T Park, would result in a significant impact at the I-80 westbound off-ramp at Fifth/Harrison Streets during the weekday evening and Saturday evening peak hours (i.e., attendees driving to San Francisco from the East Bay), and at the I-280 northbound off-ramp at Mariposa Street during the weekday evening peak hour (i.e., attendees driving to the event center and AT&T Park from the south of the project site). The Project would also result in a significant impact at the I-80 eastbound on-ramp at Fifth/Bryant Streets during the weekday late evening peak hour (i.e., attendees returning to the East Bay). As discussed in Impact TR-3 for conditions without an overlapping SF Giants evening game, no feasible mitigation measures are available for the freeway ramp impacts because there is insufficient physical space for additional capacity without redesign of the I-80 and I-280 ramps and mainline structures, which may require acquisition of additional right-of-way; and other potential measures would not adequately

address the short-term peak travel patterns associated with special events. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project traffic increase on regional freeway mainline and ramps. However, the mitigation measures would not reduce impacts related to freeway ramp operations to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

6. Impact TR-14: Effect of Project on Regional Transit Demand with SF Giants game. (GSW DSEIR p. 5.2-184, RTC, Response TR-2; Response TR-4; Response TR-12.) Under existing plus Project conditions with an overlapping SF Giants evening game at AT&T Park, the Project would result in significant Project-specific transit impacts to East Bay, North Bay and South Bay transit service. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay, North Bay and BART service is uncertain and full funding for the service has not yet been identified, the mitigation measures would not reduce the impact to a less-than-significant level. Accordingly, the Project's significant impacts to regional transit demand would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service during Events

Mitigation Measure M-TR-5b: Additional North Bay Bus and Ferry Service during Events

Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events

7. Impact TR-18. Effect of Project on Traffic Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-191, RTC, Response TR-2.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following additional study intersections, or analysis

periods: Third/Channel Streets (weekday late evening), Fourth/Channel Streets (Saturday evening), Seventh Street/Mission Bay Drive (weekday late evening), Illinois/Mariposa Streets (weekday evening, Saturday evening), and Owens/16th Streets (weekday late evening). Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

8. Impact TR-19: Effect of Project Traffic on Freeway Ramps Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-197.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following three additional freeway ramp locations: I-80 eastbound on-ramp at Fifth/Bryant Streets (weekday late evening), I-80 westbound off-ramp at Fifth/Harrison Streets (Saturday evening), I-280 northbound off-ramp at Mariposa Street (weekday evening). Mitigation Measure M-TR-2b: Auto Mode Share Performance Standard and Monitoring, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's impacts related to freeway ramp operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

9. Impact TR-20: Effect of Project Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-199; RTC, Response TR-2; Response TR-5.) Under existing plus Project conditions without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts, as follows: T Third during the weekday evening, weekday late evening, and Saturday evening peak hours; 22 Fillmore during the weekday late evening; and Saturday evening

peak hours. Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of this mitigation measure, however, the Project's impacts related to transit operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

10. Impact TR-21: Effect of Project Regional Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-202, RTC, Response TR-2.) Under existing plus Project conditions without a SF Giants game at AT&T Park and without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts on WETA and Golden Gate Transit service during the weekday late evening peak hours. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service would reduce or minimize the severity of the impact, but not to a less than significant level. Accordingly, the Project's significant impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

B. Noise

1. Impact NO-5: Noise Impacts from Project Traffic and Crowd Noise. (GSW DSEIR p. 5.3-32; RTC, Response NOI-2; Response NOI-3; Response NOI-6.) Noise levels generated by crowds prior to, during, and after events could result in a substantial increase in noise levels at the receptor adjacent to the northbound Muni T-Line transit platform, particularly during nighttime egress hours of 9 p.m. to 11 p.m., and this impact would be significant and unavoidable. Operation of the Project would introduce new mobile noise sources that would contribute to ambient noise levels in the Project vicinity. Increases in roadway traffic noise would be significant and unavoidable during events either with or without implementation of the Muni Special Event Transit Service Plan, even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, the Project's effect on crowd and traffic noise remains significant and unavoidable with mitigation.

Mitigation Measure M-TR-2c: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact AQ-1: Impacts of Criteria Air Pollutants from Construction Activities. (GSW DSEIR p. 5.4-28; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response PD-3.) Construction of the Project would generate emissions of fugitive dust and criteria air pollutants. The Project Sponsor, through its contractors, would be required to implement dust control measures in compliance with the requirements of the Construction Dust Control Ordinance, which would ensure that the construction-related impacts due to fugitive dust would be less than significant.

Estimated emissions of criteria air pollutants indicate that average daily construction emissions of PM₁₀ and PM_{2.5} would be below the applicable thresholds. Emissions of ROG and NO_x, however, would exceed the applicable significance thresholds. Implementation of Mitigation Measure M-AQ-1: Construction Emissions Minimization would reduce ROG and NO_x emissions, but additional implementation of Mitigation Measure M-AQ-2b: Emission Offsets would be further required to reduce NO_x emissions to below the applicable threshold. However, because implementation of emissions offsets is dependent in part on the actions of a third party and a specific emission offset project has not yet been identified, this measure is not fully within the control of the Project Sponsor. As such, the impact related to regional emissions of criteria pollutants during construction is conservatively considered significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

2. Impact AQ-2: Impacts of Criteria Air Pollutants from Project Operations. (GSW DSEIR p. 5.4-37, FSEIR, Chapter 12, Section 12.2.1; Response AQ-1; Response AQ-4; Response AQ-6; Response AQ-7.) Operation of the Project would include a variety of sources that would contribute to long term emissions of criteria air pollutants (ROG, NO_x, PM₁₀, and PM_{2.5}). These sources would include new vehicle trips, maintenance and operation of standby diesel generators, boilers, and area sources such as landscape equipment and use of consumer products. Calculations of average daily and maximum annual emissions indicate that the Project without mitigation would result in levels of ROG and NO_x that would exceed significance thresholds; this would be a significant impact. Mitigation Measures M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the severity of the impact. However, this impact is conservatively considered significant and unavoidable with mitigation because implementation of an emissions offset project is dependent in part on

the actions of a third party and a specific emission offset project has not yet been identified, beyond the control of the Project Sponsor.

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

IVA. SIGNIFICANT CUMULATIVE IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Transportation and Circulation

1. Impact C-TR-2: Project Traffic Contribution to Cumulative Impacts at Multiple Intersections. (GSW DSEIR p. 5.2-212; RTC, Response TR-2.) Overall, combined for all analysis peak hours, the Project would result in cumulative impacts, or contribute to 2040 cumulative impacts at the following 16 study intersections: King/Third Streets, King/Fourth Streets, King/Fifth Streets/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, Third/South Streets, Third/16th Streets, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, Mariposa Street/I-280 northbound off-ramp, and Third/Cesar Chavez Streets. As noted above, the Project would result in Project-specific impacts or contribute considerably to cumulative impacts at nine intersections during the weekday p.m. peak hour, and at the eight intersections during the Saturday evening peak hour. Implementation of Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events, Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee, and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions; however, these impacts would remain significant and unavoidable with mitigation.

With implementation of the off-site parking facilities as part of Mitigation Measure M-TR-11c, the Project would also result in cumulative impacts, or contribute to 2040 cumulative impacts at 16 study intersections; however, significant traffic impacts would not occur at the intersections of Fourth/16th Streets or Mariposa Street/I-280 northbound off-ramp, and

instead would occur at the intersections of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp and Pennsylvania Street/I-280 southbound off-ramp. Therefore, the Project's contribution to this 2040 cumulative impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

2. **Impact C-TR-3: Project Traffic Contribution to Cumulative Impacts at Freeway Ramps.** (GSW DSEIR p. 5.2-220; RTC, Response TR-2.) The Project, in combination with past, present, and reasonably foreseeable development in San Francisco, would contribute considerably to cumulative traffic impacts at three freeway ramps (i.e., I-80 eastbound on-ramp at Fifth/Bryant Streets, I-80 westbound off-ramp at Fifth/Harrison Streets, and I-280 southbound on-ramp at Mariposa Street). Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions but would not mitigate the contribution to less-than-significant levels. Therefore, the Project's contribution to cumulative impacts at the ramp locations is considered significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

3. **Impact C-TR-5: Project Traffic Contribution to Cumulative Impacts to Regional Transit.** (GSW DSEIR p. 5.2-226; RTC, Response TR-2.) The Project would result in significant cumulative transit impacts to regional transit. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14:

Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, although not to less than significant levels. Accordingly, the Project's cumulative impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

Mitigation Measure M-TR-14: Additional BART Service to the East Bay During Overlapping Events

B. Noise

1. Impact C-NO-2: Project Contribution to Cumulative Impacts on Crowd and Traffic Noise. (GSW DSEIR p. 5.3-42; RTC, Response NOI-2b.) Operation of the Project would contribute to ambient noise levels in the Project vicinity. Cumulative increases in roadway traffic noise would be significant and unavoidable during events even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts. (GSW DSEIR p. 5.4-55; FSEIR, Chapter 12, Sections 12.2.1, 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response AQ-7.) The analysis of construction-related and operational criteria pollutant impacts (Impact AQ-1 and Impact AQ-2, respectively) assesses whether the Project would be considered to result in a cumulatively considerable contribution to regional and localized air quality impacts. Mitigation Measure M-AQ-1: Construction Emissions Minimization, Mitigation Measure M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the Project's contribution to the cumulative impact, although it cannot be certain that Project's contribution would be reduced to less than cumulatively considerable. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

D. Utilities and Service Systems

1. Impact C-UT-2: Wastewater Treatment Capacity (GSW DSEIR p. 5.7-16; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-5; Response UTIL-6.) The SFPUC has determined that the Project in combination with full build out of Mission Bay South would result in wastewater flows that could exceed the capacity of the Mariposa Pump Station and associated force mains and conveyance piping. Therefore, improvements to the Mariposa Pump Station and associated facilities would be required to accommodate the cumulative wastewater flows. While temporary or interim measures to accommodate the flows would not result in significant environmental effects because they would be operational or internal to the pump stations, construction of the permanent improvements could potentially result in significant environmental effects. Because specific plans and design for permanent pump station improvements and associated force mains and conveyance piping have not been finalized and CEQA environmental review has not been completed, it is not possible at this time to conclude whether impacts resulting from these improvements could be mitigated to a less than significant level. Furthermore, implementation of any improvements to the City's pump stations and force mains is outside of the Project Sponsor's control and there is uncertainty in timing as to when the SFPUC will be able to complete the necessary capacity improvements. Therefore, this would be a significant and unavoidable impact related to requiring construction of new wastewater facilities or the expansion of existing wastewater facilities in the Mariposa sub-basin the construction of which could cause significant environmental impacts, with no feasible mitigation available to the Project Sponsor.

Cumulative wastewater flows could also exceed the capacity of the Mission Bay Sanitary Pump Station, resulting in a significant impact related to construction and/or expansion of related wastewater facilities. However, the Project's contribution would not be cumulatively considerable (i.e., it would be less than significant) because the Mission Bay Sanitary Pump Station was designed to accommodate 0.29 mgd of wastewater flows from the project site, and the Project would discharge only 0.182 mgd to the pump station which would be within the remaining capacity at the pump station. Even so, for the reasons mentioned in the first paragraph above, impacts relating to the construction of expanded wastewater treatment capacity would be significant and unavoidable.

2. Impact C-UT-4: Wastewater Demand (GSW DSEIR p. 5.7-19; RTC, Response UTIL-5.) The SFPUC has determined that there is currently inadequate capacity to serve the Project's wastewater demand in combination with anticipated increased wastewater

flows from other projects (including UCSF's demand and other reasonably foreseeable development). The impact analysis determined that the Project's contribution to this impact would be cumulatively considerable, and therefore, this cumulative impact on the wastewater system was determined to be significant and unavoidable with mitigation. Implementation of Mitigation Measure M-C-UT-4, Fair Share Contribution for Pump Station Upgrades, would offset the Project's contribution to this impact. The measure would require the Project Sponsor to contribute its fair share to the SFPUC for the required improvements to the Mariposa Pump Stations and associated wastewater facilities. However, because the necessary improvements have not been completely defined and implementation of the improvements to the City's wastewater system is outside of the Project Sponsor's control, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-C-UT-4: Fair Share Contribution for Mariposa Pump Station Upgrades

V. EVALUATION OF ALTERNATIVES

This section describes the Project as well as 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 a proposed Project or the Project location that would meet most of the project objectives while reducing or avoiding any of the significant environmental impacts of the proposed 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 effectiveness in meeting project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing the significant environmental impacts of the Project.

After an extensive alternative screening and selection process, OCII selected three alternatives, in addition to the Project, to carry forward for detailed analysis in the GSW SEIR:

- Alternative A: No Project Alternative
- Alternative B: Reduced Intensity Alternative
- Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

These alternatives adequately represent a range of potentially feasible alternatives to the Project as required under CEQA.

The GSW SEIR also analyzed two Project variants:

- Third Street Plaza Variant

- Muni UCSF/Mission Bay Station Variant

The GSW DSEIR noted that the Third Street Plaza Variant also served as an alternative to the Project because it would meet all of the project objectives and would lessen or avoid a significant environmental impact of the Project. Specifically, the Third Street Plaza Variant would lessen or avoid the Project's potential wind impacts, which the GSW DSEIR conservatively identified as significant and unavoidable with mitigation. After publication of the GSW DSEIR, the Project Sponsor identified minor refinements that have been incorporated into the Project that will reduce the Project's wind impacts to less than significant with mitigation. Therefore, because the Third Street Plaza Variant no longer lessens or avoids a significant environmental impact of the Project, it is now properly treated as a Project variant, and not a true alternative to the Project. As explained above, the environmental impacts of the Project and the Third Street Plaza Variant would be the same and the same mitigation measures would apply, except that no mitigation would be required to reduce wind impacts of the Third Street Plaza Variant to a less than significant level. As further explained above, OCII is approving the Project so either the Project or the Third Street Plaza Variant may be implemented by the Project Sponsor, at the sponsor's election.

The GSW FSEIR noted that the Muni UCSF/Mission Bay Station Variant would result in an incremental noise reduction at Hearst Tower, and therefore, an incremental reduction in the crowd noise impact identified in the GSW DSEIR as significant and unavoidable. Even with the incremental reduction, however, the Project could still result in a substantial increase in noise levels and the incremental reduction would not be sufficient to reduce the impact to a less-than-significant level. In any event, as explained above, the Muni UCSF/Mission Bay Station Variant has been incorporated into the Project approved by OCII and thus need not be discussed in this section.

A. Reasons for Selection of the Project

The Project will meet all of the Project Objectives identified above in Section IC, and will provide numerous public benefits as explained in greater detail in Section VI.

- 1. Construct a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.*

The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by

NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

2. *Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.*

The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood. The Project is also financially feasible for the Project Sponsor and will provide substantial tax revenue available for OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

3. *Develop a project that meets high-quality urban design and high-level sustainability standards.*

The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to Leadership in Energy and Environmental Design ("LEED®") Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.

4. *Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.*

The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including Caltrain, Bay Area

Rapid Transit, AC Transit, Golden Gate Transit, other regional carriers. The Project will also implement a number of off-site roadway network and curb regulations, and transit network, pedestrian and bicycle network improvements in the project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements.

Further, as part of the Project, the Project Sponsor prepared and will implement a TMP. The TMP is a management and operating plan to facilitate multimodal access at the event center during Project operation. The TMP includes various management strategies designed to reduce use of single-occupant vehicles and to increase the use of rideshare, transit, bicycle, and walking for trips to and from the project site.

5. *Provide adequate parking and vehicular access that meets NBA and project sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.*

The Project provides adequate parking and vehicular access that meets NBA and the Project Sponsor's reasonable needs for the event center and serves the needs of Project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.

6. *Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.*

The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the limited availability of such world class facilities. The City is currently unable to attract or accommodate certain events because there are no venues in the city with the flexibility for such small or large seating capacities that can accommodate such events. With the event center, the City will be able to accommodate such events, for which there is a high demand in the City.

7. *Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.*

The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the

objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.

The Project also meets the major redevelopment objectives of the Mission Bay South Redevelopment Plan. These major redevelopment objectives are also the primary objectives of the Mission Bay South Redevelopment Plan as set forth in the Mission Bay FSEIR. (GSW DSEIR, p. 3-4.)

1. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.
2. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco (“UCSF”), which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan.
3. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Area.
4. Replanning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.
5. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.
6. Providing opportunities for participation by owners in the redevelopment of their properties.
7. Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by the construction of up to approximately 3,440 very low-, low- and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.
8. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of up to

approximately 335,000 Leasable square feet of retail space and a hotel of up to 500 rooms and associated uses, depending on the amount of residential uses constructed in the Hotel land use district, and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

9. Facilitating emerging commercial-industrial sectors including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
10. Facilitating public transit opportunities to and within the Plan Area to the extent feasible.
11. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.
12. Achieving the objectives described above in the most expeditious manner feasible.

The Project is consistent with all of the above major redevelopment project objectives. The successful completion of the Plan Area is dependent on economically feasible land uses, such as the Project, that will provide the revenues to repay the bonded indebtedness used to build the public infrastructure for the area. The Project will improve underutilized blocks within the Plan Area and will provide substantial economic benefits within the Plan Area.

The area surrounding the Project has already been substantially built out with commercial, industrial and other uses. Construction of the Project would develop one of the few remaining vacant and under-utilized parcels in this area. In doing so, the Project would secure the Property, increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail, restaurant, and entertainment uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay's street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus.

Furthermore, the Project includes implementation of several improvements to the existing public transit network and open space near the Property. For example, the Project will provide expanded Mission Bay Transportation Management Association ("TMA") shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay

South. These shuttle service improvements would be an integrated part of the Mission Bay TMA network and would continue to be free of charge for all residents and employees in Mission Bay, regardless of their origin or destination. The Project would enhance Plan Area open space through the creation of a substantial public plaza and creation of enhanced public views, including the elevated view terrace located on the Bayfront Terrace and overlooking the Bayfront Park and the Bay beyond. The Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space.

B. Environmentally Superior Alternative

CEQA Guidelines section 15126.6 requires that each EIR identify the “environmentally superior alternative” among those considered. If the No Project Alternative is identified as environmentally superior, then the EIR must also identify the environmentally superior alternative among the other alternatives. (CEQA Guidelines, § 15126.6, subd. (e)(2).)

As discussed in the SEIR, Alternative A, the No Project, would result in substantially less severe environmental impacts than the Project. However, per CEQA Guidelines Section 15126.6, if the environmentally superior alternative is the “no project” alternative, an EIR shall also identify an environmentally superior alternative among the other alternatives. The three remaining alternatives consist of the Reduced Intensity Alternative, the Off-site Alternative at Piers 30-32 and Seawall Lot 330, and the Third Street Plaza Variant. As discussed more fully below, *infra* Section VC, the Reduced Intensity Alternatives would result in somewhat less severe environmental impacts than the Project, including transportation, noise, air quality, and wastewater demand; however, this alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would more effectively avoid and substantially reduce the severity of a number of significant impacts related to noise, air quality, and utilities that were identified for the Project; however, this alternative would result in substantially more severe significant impacts related to noise, vibration, and air quality, and also introduce new significant and unavoidable adverse impacts related to transportation and biological resources that would not occur under the Project. The Third Street Plaza Variant would have all of the same significant impacts as the Project.

Therefore, overall, the Reduced Intensity Alternative is considered the environmentally superior alternative, because it would reduce the severity of adverse environmental effects across a broad range of environmental resources and would not result in any new significant environmental impacts. (See also GSW DSEIR, pp. 7-99 – 7-109, 8-1 – 8-14.)

C. SEIR Alternatives Rejected and Reasons for Rejection

The OCII Commission rejects the Alternatives set forth in the FSEIR, and listed below, because the OCII Commission finds that there is substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this section and elsewhere in the record on these proceedings under CEQA Guidelines section 15091, subdivision (a)(3), that make the Alternatives infeasible. In making these determinations, OCII 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.” (Pub. Resources Code, § 21061.1; see also *Goleta II, supra*, 52 Cal.3d at p. 565.) OCII 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 the 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. (See, e.g., *City of Del Mar, supra*, 133 Cal.App.3d at p. 417; *Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715; *CNPS, supra*, 177 Cal.App.4th at p. 1001.)

1. Alternative A: No Project Alternative

Under the No Project Alternative, the Golden State Warriors organization would not relocate to San Francisco, and Blocks 29-32 in the Mission Bay South Plan Area would not be developed with the event center and mixed-use development described in Section I. Instead, it is assumed that in the short term, the Warriors organization would exercise its option to stay in Oakland, and accordingly, the team would continue to play its home games at Oracle Arena and lease their management offices and practice facility at the Oakland Convention Center in Oakland. Oracle Arena, built in 1966 and remodeled in 1996, is the oldest facility still in use by the NBA. Therefore, under this alternative, it is likely that the Warriors organization would either build a new arena at its current location or relocate and build a new facility in the long term in the Bay Area or elsewhere.

Currently, there are no other development proposals pending at Blocks 29-32, but given its prime location, existing entitlement, and ongoing development on similar sites adjacent to or near to Blocks 29-32, it is reasonable to expect that development at Blocks 29-32 would occur in the foreseeable future. Thus, the No Project Alternative does not assume that the project site at Blocks 29-32 would remain under its current vacant conditions, but rather that the site would be developed. Consistent with CEQA Guidelines Section 15126.6, subdivision (e)(2), this scenario represents what is reasonably expected to occur in the foreseeable future if the Project were not approved, based on current plans, available infrastructure, and community services. Specifically, the No Project Alternative assumes that Blocks 29-32 would be developed with another mixed-use development project consistent with the restrictions and controls established in the Mission Bay South Redevelopment Plan and the South Design for Development.

For the purposes of the GSW DSEIR, a hypothetical development scenario was developed that conforms to the Mission Bay South Redevelopment Plan and associated Design for Development, which allows all building to be a maximum of 90 feet in height, except for one 160-foot high tower on Block 29. The No Project Alternative assumes that approximately 1,056,000 gross square feet (“gsf”) of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. There would be no event center. The commercial/industrial uses would presumably consist of office and research/development uses, with a 13-story, 160-foot tall office tower located on Block 29 along Third Street and varying heights of office mid-rise buildings, all less than 90 feet in height, throughout Blocks 29, 30, 31, and 32. One- to two-story retail uses would be located at the corner of Third and South Streets on Block 29 and along the re-aligned Terry A. Francois Boulevard on Block 30. There would be two, above-grade, five- to five-and-a-half-story parking structures, one on South Street and one on 16th Street, with 1,050 parking stalls on-site, plus 132 spaces off-site at the South Street garage, for a total of 1,182 spaces. It is assumed that publicly accessible open spaces would be provided amidst the office buildings. Possible future uses for this hypothetical development scenario could include biotech uses, UCSF-related uses, or a wide variety of private or public uses that are allowed as principle uses under the Mission Bay South Redevelopment Plan.

This scenario assumes that no further CEQA environmental review would be required beyond the Mission Bay FSEIR and that no amendments to the Mission Bay South Redevelopment Plan or Design for Development would be needed, although OCII would make a final determination as to the need for supplemental CEQA environmental review or minor changes to Mission Bay planning documents on a project-specific basis.

The No Project Alternative is rejected as infeasible for the following reasons:

(a) Environmental Impacts: The No Project Alternative would result in similar impacts to those disclosed in the Mission Bay FSEIR and would be subject to all mitigation measures identified in the Mission Bay FSEIR applicable to Blocks 29-32. Many impacts of the No Project Alternative would also be similar to those of the Project. This is because many of the impacts would result from the conversion of a vacant parcel at this same location to a fully developed City block, regardless of the type of the development, and the same or similar mitigation or improvement measures identified for the Project would apply to the No Project Alternative. As explained in the GSW DSEIR, however, the No Project Alternative would reduce or avoid numerous significant impacts of the Project. (GSW DSEIR, pp. 7-32 to 7-46.) Overall, the No Project Alternative would result in substantially less severe environmental impacts than the Project but would fail to meet the basic objectives of the Project, as explained below.

(b) Project Objectives: This alternative would not meet, or would substantially reduce the ability to meet, the project objectives identified in the GSW FSEIR. The No Project Alternative would fail to achieve the primary objective of the Project Sponsor of constructing a new multi-purpose event center and home court for the Golden State Warriors NBA basketball team that

can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500 and expands opportunities for the City's tourist, hotel and convention business. Further, this alternative would not optimize or provide public transit, pedestrian, parking, and vehicular and bicycle access to an event center, nor would it provide the City with a 3,000 to 4,000 seat performing arts venue. Lastly, because the No Project Alternative would substantially reduce the scale of development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to "[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project." As explained below, the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The No Project Alternative includes a substantially reduced amount of development compared to the Project, which would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Specifically, the No Project Alternative assumes that approximately 1,056,000 gsf of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. The Project, by comparison, includes a total of 1,955,000 gsf of development. The property tax base, and therefore the tax increment bonding capacity, is driven directly by the construction costs associated with each project, as well as assumptions about whether those buildings are sold at market value, or remain on the tax rolls at construction value. As explained in greater detail below, the OCII Commission finds that reducing the intensity of development at the site to the levels proposed under the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII. The No Project Alternative includes even less development than the Reduced Intensity Alternative (1,087,700 total gsf for the No Project Alternative compared to 1,548,000 total gsf under the Reduced Intensity Alternative). Therefore, the OCII Commission finds that the No Project Alternative would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. OCII considers this to be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to "[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project."

The OCII Commission rejects the No Project Alternative on each of these grounds independently. The OCII Commission finds each of these reasons to be sufficient independent grounds for rejecting the No Project Alternative as infeasible.

2. Alternative B: Reduced Intensity Alternative

The Reduced Intensity Alternative was designed to reduce transportation and construction-related impacts that were identified for the Project. This alternative is identical to the Project with respect to the event center's design and siting on Blocks 29-32, but the mixed use development of commercial-industrial-retail uses throughout the rest of the site would be reduced in scale by 40 percent. The office uses would be reduced from 580,000 to 373,000 gsf, retail uses would be reduced from 125,000 to 75,000 gsf, and on-site, subgrade parking reduced from 950 to 750 stalls. The total development would be reduced from 1,955,000 to 1,673,000 gsf, or a reduction of 282,000 gsf. Reducing the size of the event center was considered, but was determined not to be potentially feasible due to the current standards of the NBA for professional basketball games, the current market demand for season tickets, and the likelihood that reducing the size or scale of the event center would not avoid or lessen the significant and unavoidable transportation-related impacts.

In addition, there would be only one instead of two 160-foot-tall office towers; the tower at Third and 16th Streets would be lowered by seven floors, such that the height of this structure would be 55 feet instead of 160 feet. Retail uses would be reduced across the project site, with 5,000 gsf less at the South Street podium, 5,000 gsf less at the Gatehouse, 11,000 gsf less at the 16th Street podium, and 29,000 gsf less at the food hall complex at South Street and Terry A. Francois Boulevard. Like the Project, the same gatehouse would be located mid-block along Third Street, and vehicle access would be from South and 16th Streets. The area of open space would be the same as that for the Project (i.e. 3.2 acres).

Operations under the Reduced Intensity Alternative would be essentially the same as that for the Project. The event center operations would be identical, as described in the GSW DSEIR, Chapter 3, Table 3-3. Operations of the office and retail uses would be expected to be the same as for the Project, though reduced in scale commensurate with the reduced gross square footage of uses. For the purposes of this alternatives analysis, it is assumed that the Reduced Intensity Alternative would incorporate the same design standards, infrastructure improvements, and transportation management planning assumptions as those under the Project.

The Reduced Intensity Alternative is rejected as infeasible for the following reasons:

(a) Environmental Impacts:

Impacts of the Reduced Intensity Alternative would be similar to those of the Project with respect to nearly all resource areas. This is because many of the impacts would result from the development of a vacant parcel with an event center and mixed-use development, regardless of

the size of the mixed-use development. And in all cases, the same mitigation or improvement measures identified for the Project would apply to the Reduced Intensity Alternative.

The Reduced Intensity Alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. Nor would the Reduced Intensity Alternative result in any changes to the significance determinations identified for the Project, and all mitigation measures would apply to this alternative. However, the Reduced Intensity Alternative would have similar but slightly less severe significant impacts than the Project (i.e., the significance determination would be the same but the severity, magnitude and/or frequency of the impact would be notably less) with respect several resource areas, as explained in the GSW DSEIR. (GSW DSEIR, pp. 7-66 to 7-67.) Overall, the Reduced Intensity Alternative would not provide substantial environmental benefits in comparison to the Project.

(b) Project Objectives:

This alternative would not meet, or would substantially reduce the ability to meet, the project objectives identified in the GSW SEIR. Because the Reduced Intensity Alternative would include an event center identical to the Project, this alternative would meet the project objectives related to providing a venue for sporting events, entertainment, and convention purposes. However, because the Reduced Intensity Alternative would substantially reduce the scale of office development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.” As explained below, the reduction in office space would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The Reduced Intensity Alternative would substantially jeopardize the economic feasibility of the Project and would reduce the economic benefits the Project will provide for the Mission Bay area, as well as the entire City. The components of the Project other than the event center, such as the office buildings and retail component, are critical to the Project’s overall economic model. The Reduced Intensity Alternative would reduce the overall size of the Project by reducing the non-event center components; the retail component of the Project would be reduced from 125,000 square feet to 75,000 and the non-GSW office component from 580,000 to 373,000, for a total reduction of 282,000 square feet. In addition, the on-site parking garage would be reduced from 950 to 750 spaces. The retail programming for the Project is necessary to provide an active and lively visitor-serving destination, and a sufficiently sized amount of retail is

necessary to ensure the attractiveness of the event center to prospective patrons. However, supporting the retail tenants on non-event days is an important factor in attracting and maintaining a vibrant retail tenant base. As a result, the office components of the Project will afford the retail proprietors the benefit of an on-site population of potential customers, even on days when the Event Center is not active. Thus, the significant reduction in the office component under the Reduced Intensity Alternative would necessarily result in a reduced potential customer base, thereby increasing the potential risk of any prospective retail tenant.⁵ Consequently, the Reduced Intensity Alternative would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Furthermore, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Compared with the Project, the Reduced Intensity Alternative would lead to a reduction over the next 25 years of approximately \$45 million (\$11.7 million to the normal taxing entities, \$9 million to affordable housing, and \$24.3 million to parks and open space and infrastructure).⁶

It is anticipated that, because of immediate needs and contractual obligations, OCII will issue bonds against certain of these revenues to provide immediately available funds to advance goals around affordable housing and infrastructure, especially important in a growing community like Mission Bay. The potential financial consequences of going forward with the Reduced Density Alternative can be determined through a series of typical bonding assumptions (i.e., a 5% interest rate, 25 year amortization, full utilization of all revenue for debt service because debt service coverage is provided by AB1290 subordination, and reserves and issuance costs of approximately 8%). Applying these assumptions to the revenue from Reduced Intensity Alternative results in net proceeds from tax increment bonds sales being lowered by approximately \$13.49 million (\$3.64 million for affordable housing and \$9.85 million for parks and open space and infrastructure) compared with what would occur under the Project. In addition, due to the 2% annual growth (which is not used for debt service), another

⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed project and a lower density alternative, October 13, 2015.

approximately \$7.3 million of direct increment (\$2 million for affordable housing and \$5.3 million for parks and open space and infrastructure) would also be lost compared with what would occur under the Project. These amounts of money foregone under the Reduced Intensity Alternative represents a conservative assessment and the actual amount of lost revenue would likely be much greater.⁷ Thus, the OCII Commission finds that, compared to the Project, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space and critical utility, water quality and transportation infrastructure in the Mission Bay area. OCII considers this to be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Further, the Reduced Intensity Alternative would reduce the ability to meet the long-term planning objectives for the Mission Bay area. As explained above, the Project will increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail and restaurant uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay’s street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus. The retail and office uses included in the Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space. Compared to the Project, the Reduced Intensity Alternative would reduce the ability to meet these redevelopment objectives of the Mission Bay South Redevelopment Plan.

The OCII Commission rejects the Reduced Intensity Alternative on each of these grounds independently. The OCII Commission finds each of these reasons to be sufficient independent grounds for rejecting the Reduced Intensity Alternative as infeasible.

3. Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

The Project Sponsor previously proposed to construct a multi-purpose event center, event hall, public open space, maritime uses, fire station, a parking facility, and visitor-serving retail and restaurant uses on Piers 30-32 along the San Francisco waterfront, south of the Bay Bridge, in

⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed project and a lower density alternative, October 13, 2015.

conjunction with a residential and hotel mixed-use development across The Embarcadero on Seawall Lot 330. As described in the GSW DSEIR, this alternative would be essentially the same as that previous proposal, although without the formerly proposed fire station, since the San Francisco Fire Department has proceeded with a different plan for upgrading its waterfront facilities.

Site Description

Piers 30-32 and Seawall Lot 330 are located along The Embarcadero, between Bryant Street and Brannan Street, just south of the Bay Bridge, and within the jurisdictional boundary of the Port of San Francisco (“Port”). Piers 30-32 is an approximately 12.7-acre rectangular-shaped concrete pier structure that extends east from the bulkhead wharf into the San Francisco Bay. With the exception of Red’s Java House, located on the northwest corner of the piers, Piers 30-32 have no existing on-deck structures and are used for surface parking and an occasional berthing location for cruise ships and other large vessels. Substantial areas of Piers 30-32 are in poor structural condition and can no longer safely support heavy loads such as trucks or large crowds. Seawall Lot 330 is an approximately 2.3-acre paved inland site, located directly across The Embarcadero from Piers 30-32, and currently operates as a surface parking lot. The site is within the City’s Rincon Point-South Beach neighborhood adjacent to several existing residential uses. Piers 30-32 are within an area subject to the San Francisco Bay Conservation and Development Commission (“BCDC”) San Francisco Waterfront Special Area Plan. In addition, Piers 30-32 are within the purview of the State Lands Commission as part of its stewardship of state-owned lands, waterways, and resources and subject to public trust considerations under the Burton Act.

Alternative Description

This alternative assumes the same design and programming as the Project Sponsor’s previously-proposed project at this location, with the only exception being the removal of the fire house and associated San Francisco Fire Department facilities. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would have an event center on Piers 30-32 with the same basketball seating capacity as the Project (18,064 seats), totaling 694,944 gsf (including the GSW offices), plus an event hall covering 25,946 gsf. Also located on Piers 30-32, this off-site alternative would include about 90,000 gsf of retail/restaurant uses, 13,172 gsf for services, about 252,554 gsf for parking and loading, and 1,820 gsf for Red’s Java House, for a total building area of about 1,078,436 gsf. The height of the event center would be 128 feet high, with seven arena levels, height of the retail buildings 32 to 58 feet, with 1 to 3 levels, and the parking would be 31 feet high, with 3 levels. Red’s Java House would be relocated from its current location in the northwest corner of Piers 30-32 to near the southwest corner, and relocation would be conducted consistent with the Port of San Francisco Building Code requirements and the Secretary of the Interior’s Standards for the Treatment of Historic Properties. Other proposed facilities on Piers 30-32 would include a water taxi dock, a “dolphin” berthing structure, and over seven acres of public open space on Piers 30-32. There would be 500 parking spaces at Piers 30-32. Vehicular

access would be at one midblock access point on The Embarcadero, between Bryant and Brannan Streets. Maritime uses include a water taxi dock on the north side and berthing for deep water vessels on the east side.

Seawall Lot 330 would be developed with a combination of residential, hotel, and retail uses (including restaurants and parking) and would be designed to architecturally connect to the development at Piers 30-32. A total of 534,890 gsf of building development is proposed at Seawall Lot 330, consisting of 208,844 gsf of residential, 178,406 gsf of hotel, 29,854 gsf of retail, 106,339 gsf parking, and 11,447 gsf of shared support areas. The development would include a four-story building (ground level plus three podium levels containing a combination of retail, residential, hotel and parking uses) above which a 13-story residential tower would be developed in the south portion of the site (i.e., 17 stories total) and a 7-story hotel tower in the north portion of the site. The tallest structure on Seawall Lot 330 would be the proposed residential tower, which would measure approximately 175 feet at its building rooftop. The hotel would consist of two building wings connected by a multi-level glass bridge, approximately 105 feet in height. The podium building would vary in height, ranging from 20 to 50 feet depending on location, and would incorporate rooftop open space areas. The Seawall Lot 330 development would contain multiple ground-level vehicular and pedestrian/bicycle access points to the site, and a pedestrian/bicycle pathway through the development connecting Main Street and The Embarcadero. A total of 259 vehicle parking spaces are proposed on Seawall Lot 330.

Operations under this alternative are assumed to be essentially the same as those of the Project at Mission Bay, with the same year-round schedule and types of events at the event center, and typical operational schedules for the hotel, residential, and retail uses.

Construction of the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would require approximately 32 months for the entire development, about 6 months longer than the construction schedule for the Project. Unlike the Project, extensive in-water construction activities would be required in the vicinity of Piers 30-32 due to the seismic and structural upgrades to the pier structure that would be required. At or in the vicinity of Piers 30-32, construction activities would include: demolition of portions of the existing Piers 30-32 pier deck; removal and/or disconnection of existing pier piles; installation of new pier piles and reconstruction of the pier deck; dredging within a portion of the Pier 28-30 open water area; strengthening of the seawall and sections of the bulkhead wharf adjacent to Piers 30-32 along The Embarcadero promenade; construction of all above-deck Piers 30-32 development, including foundations, event center structure, retail buildings, parking and loading structure, and open space features; installation of associated on-site utilities; interior finishing, exterior hardscaping and landscaping improvements; installation of floating dock facilities along the north side of Piers 30-32; and installation of frontage improvements along The Embarcadero.

At Seawall Lot 330, construction activities would include: site demolition, clearing and excavation; pile installation and foundation construction; construction of all proposed Seawall

Lot 330 development, including podium structure and residential and hotel towers; installation of associated on-site utilities; interior finishing; exterior hardscaping and landscaping improvements; and installation of frontage improvements along The Embarcadero and Bryant and Beale Streets.

This alternative would require numerous federal and state permits and approvals, including approvals from the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Services, National Marine Fisheries Service, California State Lands Commission, San Francisco Bay Conservation and Development Commission, and California Department of Fish and Wildlife. Local approvals would be required from the San Francisco Planning Commission, San Francisco Port Commission, and the San Francisco Board of Supervisors as well as the San Francisco voters.

It should be noted that this alternative includes a mix of uses different than that of the Project, including new residential and hotel uses and substantially fewer office uses. Because of these differences, this alternative would result in impacts that would not occur for the Project, particularly due to the residential uses. However, the program for this alternative is based on the previous proposal by the Project Sponsor for this site, and was determined to be the most viable mix of uses for this site at the time it was under active consideration.

Under the Off-site Alternative, development at Blocks 29-32 at Mission Bay would not be precluded. Development of the Off-site Alternative could occur concurrently with development of Blocks 29-32 per the Mission Bay Plan, potentially contributing to localized impacts at both sites.

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 is rejected for the following reasons:

(a) Environmental Impacts:

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid or lessen some of the impacts of the Project identified in the GSW FSEIR, but it would also result in different significant impacts — including significant and unavoidable impacts — that would not occur under the Project.

The Off-site Alternative would have slightly more severe impacts than were identified for the Project (i.e., impact determination would change from LS to LSM and would require implementation of additional mitigation measures not required for the Project) with respect to:

- Construction water quality impacts (Impact would change from LS to LSM. There would be greater potential for adverse effects on water quality to occur, as well as more complex mitigation requirements.)
- Water quality impacts associated with trash and littering (Impact would change from LS to LSM.)

The Off-site Alternative would have substantially more severe significant impacts than were identified for the Project (i.e., impact determination would change from LS or LSM to SU or SUM and would require implementation of additional and/or different mitigation measures not required for the Project) with respect to:

- Construction noise levels substantially higher than ambient levels, exceeding Federal Transit Administration (“FTA”) criterion for residential exposure to construction. (Impact would change from LS to SUM.)
- Construction vibration impacts exceeding thresholds for human annoyance at nearby sensitive receptors. (Impact would change from LS to SUM.)
- Cumulatively considerable contribution to construction noise and vibration impacts, assuming other construction activities in the vicinity were to overlap with the construction activities. (Impact would change from LSM to SUM.)
- Exposure of sensitive receptors to increased PM_{2.5} concentrations and cancer risk from toxic air contaminant concentrations during construction and operation and associated contribution to cumulative impacts. (Impact would change from LSM to SUM.)

The Off-site Alternative would have different significant and unavoidable impacts that were not identified for the Project (i.e., new SU or SUM impact and would require implementation of different mitigation measures not required for the Project) with respect to:

- Traffic impacts at different intersections than those identified for the Project. The number of intersections with significant traffic impacts would increase, and these impacts would occur under a greater number of scenarios. Even though the Off-site Alternative would generate fewer vehicle trips than the Project, traffic impacts would be substantially greater due to its more central and congested location closer to downtown. (Impact would be SUM.)
- Construction noise impacts on special-status fish and marine mammals (Impact would be SUM.)

Overall, the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid and lessen several of the environmental impact identified for Project, but it would also result in new and different significant environmental impacts that would not occur under the Project.

(b) Project Objectives:

As described in the GSW DSEIR, the objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are intended to be consistent with the overall objectives of the Mission Bay Redevelopment Plan. (GSW DSEIR, pp. 3-4 – 3-5.) Development at Piers 30-32 and Seawall Lot 330 as proposed in the Off-Site Alternative would not achieve any of the

redevelopment objectives identified for the Mission Bay South Redevelopment Plan, which are described above in Section V.A. However, since it is assumed that an alternative development would occur at Blocks 29-32, it is assumed such development would achieve at least some of the redevelopment objectives identified for the Mission Bay South Redevelopment Plan. As discussed in the context of the No Project Alternative above, it is also reasonable to assume that such an alternative development on Blocks 29-32 would substantially reduce the scale of development at the site as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Therefore, the OCII Commission finds that this alternative would substantially reduce the ability to meet the project objectives within the context of the overall objectives of the Mission Bay Redevelopment Plan.

(c) Other Feasibility and Policy Considerations:

There are numerous uncertainties with regard to the acquisition of all the necessary permits and approvals required for the Piers 30-32 and Seawall Lot 330 site, including permits from the U.S. Army Corps of Engineers, State Lands Commission, San Francisco Bay Conservation and Development Commission (“BCDC”), Port of San Francisco, and voter approval under Proposition B.

Piers 30-32 and SWL Lot 330 are both under the jurisdiction of the Port of San Francisco. The current height limits (which are unchanged from 2012) for those sites are 40 feet and 65-105, respectively. Proposition B, passed by the voters in 2014, requires that any height increase on property within the Port’s jurisdiction from the height limit that existed in June of 2014 must go to the San Francisco voters for approval. Consequently, in order for the proposed project to proceed at those locations, the first step in the entitlement process would be to seek and obtain a height reclassification of the sites at the ballot. Taking a height reclassification to the ballot requires the Project Sponsor wait until the next election, and in advance of that expend significant sums to draft the ballot measure, collect signatures to place it on the ballot, and campaign for its approval.⁸

After completing the height reclassification process (if successful), the project would then commence seeking project approvals, which would require analysis under the California Environmental Quality Act as well as the National Environmental Policy Act (“NEPA”) because the Army Corps of Engineers (a federal agency) has certain permitting authority over the piers. The work required to retrofit the existing piers, which are in poor condition, would be extremely expensive, costing over an estimated \$120 million, and would entail in-water work requiring

⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

certain mitigation measures to protect biological resources. Under the Burton Act, a state law that governs the Port's authority, the Port could not enter into a lease of more than 66 years in length; thus, the maximum term the arena could be leased would be 66 years. As a consequence, the extremely high costs of retrofitting the Piers in order to allow arena construction could only be amortized over a relatively short period of time, making the recovery of the capital costs of the project financially infeasible for the Project Sponsor. In addition, the mitigation measures required to protect biological resources would likely include limiting the months in which construction can occur, particularly in-water work in order to protect the resources. These mitigations serve to increase the construction times and risk.⁹

Finally, the time entailed in pursuing the required two-part entitlement process would take significantly longer than at a site not under the jurisdiction of the Port or subject to federal permitting for in-water construction. Piers 30-32 are also regulated by other state and regional agencies, in addition to the U.S. Army Corps of Engineers. The Project Sponsor's lease at its current location at Oracle Arena expires in 2017 and the Project Sponsor must make a definitive decision about the long-term venue for the team as quickly as possible as a result.¹⁰ Presumably, the Project Sponsor initially anticipated all of the above-described challenges could potentially be overcome and the Event Center at the Piers 30-32 and Seawall Lot 330 site could have been developed in a successful manner within a reasonable period of time. (*Uphold Our Heritage v. Town of Woodside* (2007) 147 Cal.App.4th 587, 600 ["No proponent, whether wealthy or not, is likely to proceed with a project that will not be economically successful."].) However, as of today, in consideration of the circumstances surrounding the Project, including the Project Sponsor's goal of constructing a new NBA Arena in time for the 2018-2019 NBA season, the OCII Commission finds that these uncertainties, combined with other factors, make the alternative infeasible.

Furthermore, development must occur within the Plan Area to further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Piers 30-32 and Seawall Lot 330 are not located within the Plan Area. Therefore, the Off-Site Alternative does not further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Even if, as noted above, an alternative mixed use development project was assumed to be proposed and ultimately developed on the project site in the future if the Off-Site Alternative was selected, OCII finds that such an alternative development on the project site would likely be substantially smaller in scale as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation

⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁰ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

infrastructure. Additionally, one of the major Mission Bay South Redevelopment Plan redevelopment objectives is to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Approving the Off-Site Alternative and assuming an alternative development project would be proposed on the project site in the immediate future would not further the goal to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Therefore, the OCII Commission finds that approval of the Off-site Alternative would not further the Mission Bay South Redevelopment Plan redevelopment objectives. The OCII Commission rejects the Off-site Alternative at Piers 30-32 and Seawall Lot 330 on each of these grounds both collectively and independently. The OCII Commission finds each of these reasons sufficient independent grounds for rejecting the Off-site Alternative at Piers 30-32 and Seawall Lot 330 as infeasible.

D. Alternatives Considered but Rejected from Further Consideration

Alternative Locations

The DSEIR explains that eleven additional alternative locations for the Project were considered but rejected because they either would not achieve most of the basic project objectives, would not reduce or avoid significant environmental Project impacts, and/or do not represent potentially feasible alternatives for other economic, social, or environmental reasons. (GSW DSEIR, section 7.5, pp., 713 through 7-14 and 7-110 through 7-116.) The OCII Commission finds each of these reasons sufficient independent grounds for rejecting these alternative locations as infeasible.

Alternative Locations Proposed After Publication of the GSW DSEIR

Subsequent to publication of the GSW DSEIR and after the end of the public comment period on the GSW DSEIR, a potential alternative site for the Project – near Pier 80 – proposed by a group called the Mission Bay Alliance (“MBA”), was brought to light through local media (“MBA Alternative Site”). MBA subsequently presented the MBA Alternative Site to OCII in a comment letter on October 13, 2015, which was more than two and one half months after the public comment period on the GSW DSEIR had closed. The MBA Alternative Site is an approximately 21-acre site bounded by Cesar Chavez Street, Islais Creek Channel, and Interstate 280. Although this potential site was not presented to OCII until late in the environmental review process, it has been thoroughly vetted and is not considered a feasible option.

First, it should be noted that a similar site is described in the GSW DSEIR. Among the alternative locations that were considered for inclusion in the GSW DSEIR but ultimately rejected was the so-called Pier 80 or India Basin Area, located very close to the newly proposed MBA Alternative Site. The OCII Commission finds each of the reasons provided in the FSEIR for rejecting the Pier 80 or India Basin Site provides sufficient independent grounds for also rejecting the MBA Alternative Site as infeasible.

In any event, the OCII Commission finds that the MBA Alternative Site is not a feasible option for the following additional reasons.

The MBA Alternative Site consists of approximately 12 separate lots located across the street from Pier 80 in San Francisco. About half of the parcels appear to be held by 3-4 different private parties; the other, larger lots are controlled by the City and the Port of San Francisco.¹¹ The SFMTA currently operates a bus acceptance facility at the Port property located at 1399 Marin Street. The SMFTA owns the property at 1301 Cesar Chavez Street, where it operates and is currently expanding its Islais Creek Motor Coach Facility. This facility has been in the planning and acquisition stages since 1990 and once completed, will be among the SFMTA's largest facilities. Furthermore, SFMTA also recently began construction on a maintenance and operations building at the southeast corner of the site, which once completed, will be used to store and service buses and include administrative offices and a community meeting space. SFMTA considers these properties to be "critical" to its mission. The Project Sponsor does not control or own the publicly or privately owned sites and no evidence suggests it would be feasible for the Project Sponsor to acquire such rights.

The parcels located across from Pier 80 are zoned PDR-2 and have heights ranging from 40 feet to 68 feet. The PDR-2 zoning would not allow the office buildings. In contrast to the allowed heights, the proposed Event Center would be 135 feet in height and the office and retail buildings would be 160 feet in height. Thus, the development would not be permitted without approval of ordinances rezoning the permitted uses and height limits in the Planning Code and the Height Maps in order to accommodate the proposed Event Center and office buildings. In the case of the Port property, any increase in height limit would require voter approval due to the passage of Proposition B by the voters in 2014, which requires voter approval for any height increase on Port property.

The MBA Alternative Site would not avoid significant impacts of the Project, and would have more severe transportation, air quality, hydrology and water quality impacts.

Access to this location would require a greater proportion of event attendees to travel by auto, as local and regional transit service in the site's vicinity is limited, and the site is located further from locations accessible via bicycle and walk modes. The T Third light rail line is the primary Muni light rail route that would serve the site. The 19 Polk Muni bus route, with a connection at Evans/Connecticut Streets, runs north to Market Street and connects with the Civic Center BART station, but has limited service during the weekday and Saturday evening and late evening peak periods. The closest BART station is at 24th Street and Mission Street, approximately two miles to the west. The closest Caltrain station is at 22nd Street, under the I-280 freeway, approximately two-thirds of a mile to the north. It offers less train service (fewer trains stop there) than the Caltrain station at Fourth/King Streets, as it is an intermediate station, as opposed to the line terminal at Fourth/King Streets. Due to its remote location, this site would not meet

¹¹ Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

the project objectives to locate the Event Center within walking distance to local and regional transit hubs.

Unlike the project site, the MBA Alternative Site is located in an Air Pollution Exposure Zone. Consequently, this site would likely result in substantially more severe air quality health risk impacts than the Project. The MBA Alternative Site is located directly adjacent to the Islais Creek Channel, and thus would have a greater potential to result in adverse impacts on water quality and aquatic resources due to stormwater runoff into the Bay during both project construction and operation. The MBA Alternative Site is also located within the 100-year flood zone, and accordingly, locating the project here would expose people and structures to a greater risk of loss, injury or death due to flooding than the proposed location outside of the 100-year flood zone. Moreover, because it is directly adjacent to the Islais Creek Channel and is at a low elevation relative to sea level, the MBA Alternative Site would be more vulnerable to flooding in the future due to sea level rise and is more vulnerable to tsunami risk than the project site.¹²

In consideration of SFMTA's active and expanding use and development on a portion of the MBA Alternative Site, the number of private lots included as part of the site (none of which are owned or in the control of the Project Proponent), and the other considerations discussed above, the OCII Commission finds that the MBA Alternative Site could not be assembled in a successful manner within a reasonable period of time taking into account existing development on the site as well as economic, legal, and environmental factors. The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative location.

Alternative Concepts, Designs, and Strategies

In developing the alternatives selected for detailed analysis in the GSW DSEIR, and throughout the environmental review process, OCII, with the assistance of the Planning Department, considered additional alternative concepts, designs, and strategies that could potentially avoid or lessen the Project's environmental impacts. In some cases, the alternative concepts were incorporated into the Reduced Intensity Alternative analyzed in the GSW DSEIR or into the mitigation measures proposed for the Project. In other cases, however, alternative concepts were determined to either be infeasible or to result in the same or more severe environmental impacts compared to those of the Project, and therefore were not included in the range of alternatives carried forward for full analysis. The reasons the alternative concepts, designs, and strategies are rejected are described below.

Alternative Strategy to Reduce Size/Scale of the Event Center

The size and scale of the event center is currently designed to meet the primary objective of meeting the NBA requirements for sports facilities, and specifically for use as the home court for the Golden State Warriors basketball team. The capacity of 18,064 seats is over 1,000 fewer

¹² Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

seats than the average capacity of all current NBA facilities. The 18,064-seat capacity is also well below the capacity of the Warriors' current home court at the Oracle Arena in Oakland.¹³ However, while the event center is designed to meet the specific needs for NBA basketball games, it is also designed on balance to achieve the overall project objectives of providing a year-round venue for a variety of sporting events, entertainment, and convention purposes that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, and job creation.

The 18,064-seat capacity will be the fifth lowest capacity in the NBA, despite the high current market demand for season tickets. Currently, the Warriors have 14,500 season ticket holders and there are over 17,000 people on the waiting list for season tickets. Therefore, the Project Sponsor has indicated that reducing the capacity of the event center below 18,064 is not feasible due to its already small size relative to other NBA facilities and the overwhelming market demand for season tickets.¹⁴

A reduced size event center would also not meet the project objective of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

The viability of attracting top entertainment events, including large touring shows, is influenced primarily by the buildings' gross potential and secondarily by the venues' ability to support large event requirements/logistics such as rigging, space requirements, power, data, lighting and sound. Today's concerts typically tour with 12 to 24 tractor-trailers of equipment, requiring a venue that not only has the infrastructure to mount a 200,000 lb show but is able to compete economically with other markets to attract these type of events to the market. The business model for these events is impacted dramatically by potential attendance, and therefore, most large-scale entertainment events could not occur at the event center if the capacity is reduced below 18,500. Therefore, reducing the capacity of the event center below 18,500 would deprive City residents the opportunity to attend these types of events in the City and would substantially reduce opportunities for the City's tourist, hotel and convention business.¹⁵

Moreover, the City of San Francisco currently lacks a public venue that can compete for "arena" type entertainment attractions. The lack of a state-of-the-art arena venue in the City prevents top

¹³ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹⁴ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

domestic and international music tours, political conventions, major award shows, athletic tournaments, family shows and a variety of other entertainment and sporting events from taking place in San Francisco. The existing venues in San Francisco cannot support these needs and, as a result, over a hundred of the top tours and attractions are currently unable to perform in the City. And there is currently a high market demand for these types of events in the City. The market demand for such attractions in San Francisco is demonstrated by the high demand for similar venues on the Peninsula, such as Levi's stadium, the Shoreline Amphitheatre and HP Pavilion, as well as the existing Oracle Arena.¹⁶

Furthermore, as described above, most of the event center-related impacts could be mitigated with the adopted mitigation measures, and it is unlikely that reducing the size/scale of the event center could effectively or substantially lessen the Project's significant transportation-related impacts.

Detailed traffic modeling of a smaller event center has not been performed. For this reason, it is not possible to determine exactly how small the event center would need to be in order to avoid some or all of the Project's significant and unavoidable traffic impacts. Based on the modeling that has been performed, however, a smaller event center could potentially result in significant impacts at fewer intersections; but, as indicated by the modeling conducted for the No Event scenario, even a substantially smaller Event Center would result in significant and unavoidable traffic impacts including at the intersection of 16th/Seventh/Mississippi Streets. Thus, even a substantially smaller event center than the 18,500-seat event center would still have significant and unavoidable traffic impacts, would not meet NBA standards for an arena, and would not meet the basic project objectives. As a result, this alternative strategy would not effectively avoid or substantially lessen transportation-related impacts. Thus, reducing the size and scale of the event center was screened from further consideration for detailed alternatives analysis. It should be noted, however, that reducing the size of Project features other than the event center were included under the Reduced Intensity Alternative, which is analyzed in the GSW DSEIR.

The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative strategy.

Alternative Strategy to Reduce Number of Events at the Event Center that Would Overlap with SF Giants Games at AT&T Park.

As explained in the GSW FSEIR, it is estimated that there would be a potential for about 32 overlapping events per year, but in rare circumstances there could be as many as 40 events (with varying combined total attendance) in one year. These estimates are based on the following

¹⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

assumptions, which are conservative because they rely on current scheduling information and do not account for any advanced coordination between the SF Giants and the Golden State Warriors, or internal schedule coordination at the event center:

- Overlap with Golden State Warriors games. The regular NBA (late October through mid-April) and regular baseball seasons (April through September) overlap slightly in the first half of April, and for both teams, only half of the games are home games. Conservatively, about 2 games per year could overlap during the regular season. If either or both of the Warriors and SF Giants were to move on to the post season, there would be increased likelihood of overlapping events, with up to approximately five additional overlapping events if both teams were to advance to their respective championship final series in the same year.
- Overlap with concerts. As indicated in Chapter 3, Project Description, Table 3-3, the major concert season is fall, winter, and early spring. Thus, of the 45 yearly concerts, about 20 could overlap with the regular baseball season, but at most, only half of these (10) are estimated to occur on the same day as a SF Giants home game.
- Overlap with family shows. As indicated in Chapter 3, Project Description, Table 3-3, the approximate 55 family shows would be distributed throughout the year on Wednesday through Sunday. Since the SF Giants play for six months of the year during the regular season, it is assumed that half of the family shows (27) would occur during the baseball season (April through September), but the SF Giants only play home games at AT&T Park for half of that time, leaving 14 days of possible overlap. However, the SF Giants also play games on Monday and Tuesday when there would be no family shows. So about 10 of the family shows are estimated to occur on the same day as a SF Giants home game.
- Overlap with other non-Golden State Warriors sporting events. Of the approximate 30 other non-Golden State Warriors sporting events that would be held at the event center, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games, or about 7 events.
- Overlap with conventions/corporate events. Of the approximate 31 conventions or corporate events, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games. However, these events would almost exclusively be during the day, and only about 35 percent of the SF Giants games are day games; this indicates the potential for an estimated 3 overlapping events.

Based on league schedules and concert scheduling as described in the GSW FSEIR, it is anticipated that in a regular year, on average, there is a possibility of about nine large events

(about 12,500 or more attendees) at the event center overlapping with a SF Giants evening game at AT&T Park (i.e., two basketball games and seven concerts) annually. If either or both teams make it to their respective championships, the number of large events overlapping could moderately increase; however, it is unlikely that this scenario would occur on a regular basis.

The OCII Commission has considered whether there are feasible strategies to further reduce the number of events at the event center that would overlap with SF Giants games at AT&T Park in an effort to reduce potential environmental impacts. For the following reasons, however, the OCII Commission finds that it is not feasible to reduce the number of overlapping events.

First, the NBA schedule, and therefore, the Warriors schedule is beyond the Project Sponsor's and OCII's control. Similarly, the Major League Baseball ("MLB") schedule, and therefore, the SF Giants schedule is also beyond the Project Sponsor's and OCII's control. In other words, because neither the lead agency or responsible agencies nor the Project Sponsor has any control over MLB or NBA schedules, it is not possible to reduce the number of Warriors basketball games that overlap with SF Giants baseball games at AT&T Park.

Second, there is no feasible strategy to reduce the number of concerts, family shows, or conventions/corporate events at the event center that would overlap with SF Giants Games at AT&T Park. The financial model of most venues, such as the event center, is predicated on programming the venue for a variety of shows and events over the course of the year. The costs of developing and constructing a new event venue, or even the more limited costs of rehabilitating an existing venue, demand that the venue be utilized throughout the year in order to most effectively amortize the costs of the facility. In other words, the event center must host year-round events because the business model (particularly where the venue is privately financed) demands year-round revenue to be economically successful.¹⁷ Therefore, it is not feasible to prohibit events at the event center during the SF Giants baseball season. Moreover, prohibiting events during the SF Giants baseball season would be inconsistent with the overall Project purpose of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes.

Third, shifting of event start times for most entertainment attractions can be difficult or impossible, particularly without sufficient advance notice of the need to make such a request. The difficulty in doing such is driven primarily by the requirements of the client (tour management), which falls outside the control of the promoter or the venue operator. Most arena events are routed months and sometimes more than a year in advance. The event is designed in almost all circumstances to be able to play the venue in a single day (load-in, show, load-out). The tour maintains an extremely regimented schedule for all venues played across the country

¹⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

and internationally in order to efficiently and effectively move the show from venue to venue, which can include dozens of tractor trailers, tour buses, and support vehicles. It is very common for the show to load-out in one city and travel a significant distance, in some cases hundreds of miles, in order to load-in in another city the next morning. The artists' travel arrangements, as well as the logistics to move the show from city to city, are carefully choreographed, which makes it extremely difficult to alter any schedules, including show start times. Similar circumstances apply to moving a show date. The tours are routed as much as a year in advance.¹⁸

Any requirements that would necessitate that shows move to alternate dates would in almost all circumstances result in an event cancellation as the tour and artists' schedule and logistics could not absorb such a move due to the ongoing commitments of the tour. As a consequence, while some staggering of start times may at times be possible with sufficient advance notice, there are practical, industry-driven limits on how often one could successfully negotiate staggered start times. In short, there is an inherent degree of temporal inflexibility built into the industry model for road shows. Thus, to be able to attract and accommodate the type of events that are both desirable and financially necessary for the Project, it is not possible to prohibit events from occurring at the event center during times that might overlap with an SF Giants game at AT&T Park.¹⁹

Additionally, reducing the number of events that might overlap with an SF Giants game at AT&T Park would not decrease magnitude of the Project's traffic impacts on days when overlapping events occur. Therefore, a reduction in overlapping events would not effectively avoid or substantially lessen the magnitude of the Project's transportation-related impacts identified in the FSEIR. Furthermore, the OCII Commission finds that a limit on overlapping events is infeasible from an economic and policy perspective because a restriction, such as an overlapping event restriction, that results in a reduction in the number of events held at the Event Center annually would directly impact the public revenues generated by events held at the Event Center that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative strategy.

¹⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

VI. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to CEQA section 21081, subdivision (b), and CEQA Guideline 15093, the OCII Commission hereby finds, after consideration of the FSEIR and all other 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 of the Project 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 OCII 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 of Proceedings, as defined in Section I.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, the OCII 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 OCII 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, and to the extent, feasible. All mitigation measures proposed in the FSEIR that are applicable to the Project are adopted as part of this approval action. Furthermore, the OCII Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

The Project has the following benefits:

- The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities and can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will

benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

- The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood.
- The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to LEED® Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.
- The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including train and ferry and therefore will promote public transit and further the City's Transit First Policy. The Project will also implement a number of off-site roadway network and curb regulations, transit network, pedestrian and bicycle network improvements in the project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements, that will substantially benefit the community.
- The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the current lack of a world class facility in the City. The City is currently unable to attract or accommodate certain events because there are no venues in the city that can accommodate such events. With the event center, however, the City will be able to accommodate such events, for which there is a high demand in the City.
- The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.
- The Project will provide substantial tax revenue available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

- The Project will generate thousands of jobs for residents of Mission Bay and the City of San Francisco area during both construction and operation.

In summary, the development and revitalization of the Mission Bay area and the betterment of the quality of life for the residents of this community is one of OCII's highest priorities. Having considered these benefits, the OCII Commission finds that the benefits of the Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.

**COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE
RESOLUTION NO. 70-2015**

Exhibit B – Mitigation Monitoring and Reporting Program

For the Mitigation Monitoring and Reporting Program, please see Enclosure 2 of the SFMTA Calendar Item.



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November 3, 2015

SENT VIA EMAIL (MTABoard@sfmta.com)

Tom Nolan, Chairman
San Francisco Municipal Transportation Agency
Board of Directors
1 South Van Ness Avenue, 7th Floor
San Francisco, CA 94103

**RE: Comments on November 3, 2015 Agenda Item No. 13 re: Warriors
Event Center and Mixed-Use Development Project at Mission Bay
Blocks 29-32**

Dear Chairman Nolan and Members of the Board:

This firm represents the Mission Bay Alliance (the "Alliance") with respect to the Warriors Event Center Project ("Project"). These comments address the Final Subsequent Environmental Impact Report for the Event Center and Mixed Use Development at Mission Bay Blocks 29-32 ("FSEIR") as well as the SFMTA's consideration and approval of the Project itself.

The Project's FSEIR is defective as an informational document with respect to the analysis and public disclosure of impacts and mitigation measures regarding transportation. Impermissibly buried within the "project description" are *de facto* mitigation measures for the Project's transportation impacts. These mitigation measures include both one-time capital improvements and ongoing expenditures as set forth in the Transportation Management Plan ("TMP") and Transit Service Plan ("TSP"). The City's strategy of conflating analysis of the Project's design features and mitigation measures violates CEQA. (See, e.g., *Lotus v. Department of Transportation* (2014) 223 Cal.App.4th 645.) The prejudice associated with the City's strategy, other than simply obscuring the City's massive public subsidy for the Project, is that the EIR "fail[s] to consider whether other possible mitigation measures would be more effective." (*Id.* at 657.)

The City also appears to rely on the incorporation of these plans into the project description in order to conceal from the public the City's failure to require full mitigation of the Project's impacts from the applicant. It is a bedrock principle of the California Environmental Quality Act (Pub. Resources Code, §§ 21000 et seq. ("CEQA"), 21002; see also CEQA Guidelines, § 15126.4) that development projects should mitigate their

environmental impacts to the extent feasible. With respect to the Project's transportation impacts, however, the City deviates from this principle and instead adopts an odd, *ad hoc* "fair share" fee program to supposedly mitigate project-level impacts. (*Anderson First Coalition v. City of Anderson* (2005) 130 Cal.App.4th 1173 (*Anderson First*)). As a threshold matter, the SEIR never clearly discloses to the public that it essentially relies upon "fair share" payments from the Project in order to mitigate its project-level transportation impacts, which renders the SEIR defective as an informational document. Had the SEIR done so, it would have been apparent that the SEIR failed to disclose necessary information about this fair share program.

The payment of a "fair share" impact fees may constitute adequate mitigation if they "are part of a reasonable plan of actual mitigation that the relevant agency commits itself to implementing." (*Id.* at 1188-89.) The *Anderson First* decision identified the information that is required in an EIR to establish the adequacy of a "fair share" mitigation measure, which includes the following:

- (i) An identification of the required improvement;
- (ii) An estimate of the cost of the required improvement;
- (iii) Sufficient information to determine how much the project would pay towards the improvement; and
- (iv) The fees must be part of a reasonable, enforceable plan or program sufficiently tied to the actual mitigation of the impacts at issue.

(*Ibid.*)

The SEIR fails to provide this necessary information. While the SEIR mentions the TMP and TSP as addressing the Project's transportation impacts, the SEIR fails to identify the total costs of the improvements, the Project's allocated contribution, and the enforceable plan or program to contribute the Project's "fair share."

Although not included in the Project's CEQA documentation, some of this necessary information is contained in the Event Center Expenditure Plan, which the SFMTA is scheduled to review and approve on November 3, 2015 ("Expenditure Plan"). (See Enclosure 3 to Staff Report.) The Expenditure Plan reveals the legal deficiencies in the City's mitigation strategy for the Project's transportation impacts. Considering only one-time "capital uses" and "capital uses allocation to project," (i.e., excluding ongoing costs to mitigate the Project's transportation impacts), it reveals that the total cost of these improvements is \$64,663,474, and the Project's fair share allocation is \$61,898,909. Of the amount "allocated" to the Project, however, only \$27,390,335 will actually be paid by the project applicant, over the course of several years with the City fronting the funds for the improvements from the General Fund. Thus, the Project is contributing less than 50

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percent of its allocated fair share contribution that is necessary to mitigate the Project's transportation impacts. To make matters worse, only \$19,434,536 is coming from an existing and enforceable impact fee program. The balance of the project applicant's contribution, approximately \$7,955,799, is the result of the City's planned redirection of General Fund revenues.

In other words, rather than simply require the project applicant to be responsible for the capital improvements needed to mitigate its project-level impacts, the City establishes a fair share fee program and then does not even require the applicant to pay the fair share fee – instead voluntarily giving up General Fund revenues that are intended to support other Citywide programs and services. By cloaking this deficient mitigation strategy as a design feature of the Project, the City never engages in a meaningful analysis of potentially feasible mitigation measures involving the project applicant actually mitigating these project-level impacts.

A similar deficiency applies to the Project's ongoing costs to mitigate its project-level transportation impacts. Total ongoing annual costs to mitigate the Project's transportation impacts are estimated at \$8,209,318 in FY18-18. Of this amount, \$2,773,110 in revenue is not paid from an enforceable impact fee program but rather re-directed from the General Fund. What more, significant additional City revenues, which are not even generated by the Project but rather "allocated" to the Project from sources such as off-site parking and hotel tax, will be re-allocated to pay for the Project's ongoing mitigation for project-level transportation impacts. These reallocations of General Fund revenues cannot constitute an enforceable plan that is subject to future discretionary actions by the Board of Supervisors. Even the anticipated future adoption of the Mission Bay Transportation Improvement Fund ordinance is inadequate to ensure future reallocations of General Fund revenues because action by ordinance is cannot bind future Boards. (*McMahan v. City and County of San Francisco* (2005) 127 Cal.App.4th 1368.)

In short, the City fails without explanation to require the applicant to bear responsibility for fully mitigating its own project-level impacts. Instead, the City is setting up a flawed *de facto* fair share fee program to pay for this project-level mitigation, and redirecting revenues generated by the Project and elsewhere to cover the funding gap for these mitigation measures. This deficiency is nowhere disclosed to the public in the SEIR. The City may not rely on the preparation of various "plans" as a smokescreen to conceal from the public the Project's failure to mitigate its own project-level impacts and massive public subsidy needed to make up for that deficiency. The SEIR is misleading, and fails as an informational document with respect to mitigation for transportation impacts.

The City's action to mitigate the Project's transportation impacts is also an undisclosed public subsidy that triggers substantive and procedural mandates by the City

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before committing to such subsidy. The attached report by Dr. Jon Haveman explains that the redirection of General Fund and other revenues to mitigate the Project's impacts represents a loss of revenue to the City (see Exhibit 1), which in turn constitutes a public subsidy under California law. More specifically, these subsidies include committing to direct General Fund revenues to pay for light rail cars, construction of transportation improvements, public safety and traffic officers, etc., "allocating" parking/hotel tax revenues from other properties to pay these expenses.

Because the TMP and TSP are built into the project description, the City's approval of the Project commits the City to the subsidy as set forth in these plans, which is further reinforced by the City's approval of the Expenditure Plan. California law requires that the City must provide public notice and a public hearing, as well as detailed information about the purpose, nature, extent and effect of such subsidy, prior to making such a commitment. The City has failed to comply with these substantive and procedural mandates prior to approving this public subsidy for the Project.

* * *

Please feel free to contact my office with any questions.

Very truly yours,

SOLURI MESERVE
A Law Corporation

By: 
Patrick M. Soluri

PS/mre

Attachment: Exhibit 1, Report from Dr. Jon Haveman dated November 2, 2015

cc Board Members (via email):

Cheryl Brinkman, Vice-Chairman
Gwyneth Borden
Malcolm A. Heinicke
Joél Ramos
Cristina Rubke

EXHIBIT 1

Warriors Stadium Economics:
Uncertainty and Alternatives

Produced by:

Marin Economic Consulting

Jon Haveman, Principal

415-336-5705

Jon@MarinEconomicConsulting.com

November 2, 2015

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Executive Summary

In order for the Golden State Warriors (GSW) to move to San Francisco, the City must make significant infrastructure investments in transit and commit to providing over \$6 million in support each year that the new arena operates. Although estimates of the costs to the City and estimates of City revenues exist, a cash flow analysis of this project has not been produced. Nor has the project been subject to a comparison with plausible alternatives. With a project of this magnitude and with the significant external costs imposed on San Francisco, it is deserving of such an analysis.

This report provides both a cash flow analysis of the arena development and a comparison with a plausible alternative. It also provides a discussion of some of the assumed revenues associated with the project. In particular, the assumptions regarding hotel/motel tax revenues and parking taxes are optimistic. The reality could be millions of dollars less than expected.

Although the cash flow analysis suggests that the project will turn a surplus of revenue in the fourth year of arena operations, a comparison with an alternative development suggests that from a financial perspective the City could do much better. If a biotech facility were constructed in place of the arena, it is possible that City revenues over the course of 22 years (two years of construction and 20 years of operation) could be more than \$39.9 million higher in net present discounted value terms, or \$1.8 million per year over 22 years. This comparison is with a conservative investment. With a more aggressive development option, the net present discounted value of revenues could be as much as \$150 million higher, or nearly \$7 million per year.

It is worth noting that the effective subsidy provided by the City of San Francisco to provide transit infrastructure and traffic mediation amounts to roughly \$150 million over the same 22 years, again in present discounted value terms. Were this subsidy not necessary, the Warriors development project would have a revenue impact to the City comparable to that of the more aggressive development option. Unfortunately, the Warriors development project requires the extensive subsidy while a biotechnology center would not. The biotechnology center, whether using conservative or aggressive assumptions, provides greater net revenues to the City of San Francisco than does the development including the Arena, by between \$1.8 and \$7 million per year.

These figures can be thought of as the amount that San Franciscans are paying to bring the Warriors to town. It is the amount of revenues that the City would forgo with the GSW project, relative to a plausible alternative. This is not to say that the project is a bad idea, but merely to point out what is being given up in order to accommodate the Warriors' move.

Key Findings

1. A cash flow analysis of the arena through the first twenty years of operation suggests net revenues for San Francisco of \$96 million. This is net of City expenses of approximately \$150 million during this time for transit and traffic mitigation.
2. This \$150 million of City spending in support of the Arena represents an implicit subsidy to the project. The City is funding transit infrastructure and the mitigation of traffic and transportation issues related to the functioning of the arena.
3. Although the Arena generates significant revenues for San Francisco, the City's costs will exceed its revenues from the development for at least the first three years of Arena operation, putting the taxpayers on the hook for the difference.
4. There are elements of the estimates of City revenues that are filled with uncertainty. In particular, the hotel/motel and parking revenues are highly speculative. This uncertainty may imply a broader burden for City taxpayers.
5. If hotel/motel revenues are overstated by half, which is possible, that would reduce City revenues by \$13.2 million in the first 20 years of Arena operation.
6. If an alternative development, one suited to biotechnology, were pursued, the City's net revenues would be nearly \$40 million higher and possibly as much as \$150 million higher over 22 years, or \$7 million per year.
7. An alternative development would have considerably larger economic impacts for the rest of the San Francisco Economy than would an arena, and would generate significantly more jobs, more than 2,000 on-site. Oracle Arena currently generates just 494 jobs.
8. An alternative development would generate as much as \$1 billion in direct economic activity on-site and perhaps as much as an additional \$1 billion in ancillary benefits to the broader San Francisco economy.
9. Forgoing the biotechnology development and pursuing the Arena reduces net revenues to the City of San Francisco by \$2 to \$7 million per year.

1: Introduction

In 2017, the Golden State Warriors are expected to begin playing in San Francisco. Although this is an exciting development for the City of San Francisco, the economics of the Warriors presence in the City are unclear. There are likely to be significant revenue benefits for the City, but welcoming the Warriors will also involve significant infrastructure investments and ongoing expenses for the City and County of San Francisco. The net effects of these revenues and costs have not been adequately addressed.¹

It is not clear whether San Francisco is importing a lucrative asset or a financial burden; that is, it is not clear whether the revenues associated with the Warriors play in San Francisco exceed the considerable upfront investments that the City must make. It is also an open question as to what exactly the City might be giving up in order to host the Warriors. The 12-acre parcel on which the arena is to be built is a valuable piece of real estate. In 2010, Salesforce paid \$278 million for a 14-acre site that includes the property in question. The property, located as it is across the street from UCSF and near a variety of biotech companies, seems a likely candidate for a biotech friendly building.² Were this to happen, it would yield significant benefits for the City. Whether or not these financial benefits exceed those associated with the Warriors is the subject of this report.

The report proceeds to review the costs and benefits associated with the Warriors, as they have been made public. This is followed by an estimate of the likely benefits of a biotech development occupying the same space. The benefits of the GSW plan are then examined from a perspective of robustness, whether or not they are likely to come to pass.

This report provides a cash flow analysis of the GSW project and compares that analysis with an alternative development that includes a biotechnology-oriented commercial structure in place of the arena. The GSW project is cash flow positive, but not until at least the fourth year of operations. Relative to the alternative development, even after 20 years of operating, the GSW project falls short in terms of net government revenues by approximately \$39.9 million, or \$1.8 million per year over 22 years. Alternative developments, with more aggressive assumptions, though still plausible, suggest that City revenues could increase by as much as \$151.6 million after 22 years, or \$6.9 million per year, without the need for heavy subsidization on the part of the City in the early years. From a purely financial perspective, the GSW project is a significant drain on City revenues relative to what alternative developments might yield.³

¹Accepting the team also results in a significant revenue hole for the City of Oakland in that most events that currently take place at Oracle Arena are projected to move to the new arena.

²Its neighbors would include UCSF, Celgene Corporation, National Multiple Sclerosis Society, venBio, Nurix, Clovis Oncology, FibroGen, and Illumina, among others.

³The methodology used in this report is comparable to the methods and assumptions used by EPS in producing its fiscal impact analysis of the GSW arena. The Appendix provides a set of tables that indicate where common assumptions are used.

2: Benefits and Costs of Hosting the Warriors

— Benefits/Revenues

As with any economic activity, there are certainly financial benefits for the City of San Francisco associated with hosting the Warriors. A report has been produced for the City of San Francisco that provides a fiscal analysis of the GSW project.⁴ These benefits are derived from one-time revenues from the purchase of the land and arena construction and ongoing benefits associated with the events that the stadium hosts. The ongoing benefits also include revenues from commercial and retail activity built into the project, as well as parking revenues both on-site and off-site and off-site hotel and motel taxes. Table 1 provides a summary of an estimate of those benefits. Annually, stadium, retail, and office operations associated with the development are estimated to provide just over \$14.1 million in revenues to the City of San Francisco.

Table 1. Summary of San Francisco Revenues from Ongoing Stadium Operations
(Thousands of 2014 dollars)

Annual Project-Generated Revenues	General Fund Revenues	Dedicated and Restricted Accounts	All Accounts
Revenues From on-Site Businesses	\$9,626 (84%)	\$1,883 (73%)	\$11,509 (82%)
Revenues From off-Site Hotels and Parking	\$1,887 (16%)	\$714 (27%)	\$2,601 (18%)
Total Annual Project-Generated Revenues	\$11,513 (100%)	\$2,597 (100%)	\$14,110 (100%)

Source: EPS and Keyser Marston Associates

Of these \$14.1 million in revenues, \$11.5 million are associated with the arena and on-site businesses. Although the majority of these revenues accrue to the general fund (\$9.6 million), nearly \$2 million goes directly to dedicated and restricted accounts. At the same time, nearly \$2.6 million are estimated to be from off-site sources, \$714 thousand of which are destined for dedicated and restricted accounts.

Table 2 provides estimates of detailed categories of revenues associated with ongoing economic activity once the development is completed. The largest categories of revenue include the stadium admission tax (\$4.3 million), gross receipts taxes (\$2.5 million) property taxes (\$2.5 million, including both general fund and MTA revenues), hotel/motel or transient occupancy taxes (\$1.7 million), and parking taxes (\$2.4 million). These five categories account for the vast majority of revenues associated with the development.

As mentioned, there will also be one-time revenues associated with the construction of the arena and the accompanying office and retail space (Table 3). These benefits amount to just over \$27.6 million, the vast majority of which is associated with the TIDF, or Transportation Impact Development

⁴Economic Planning Systems, *San Francisco Multi-Purpose Venue Project - Fiscal Impact Analysis: Revenues*, 9/25/15. (EPS)

**Table 2. Details of San Francisco Revenues from Ongoing Stadium Operations
(2014 dollars)**

Item	Amount
Annual General Revenue	
Property Tax (General Fund)	\$912,000
Property Tax in Lieu of VLF	\$868,000
Sales Tax	\$521,000
Hotel/Motel Tax (General Fund)	\$1,667,000
Parking Tax	\$482,000
Stadium Admission Tax	\$4,336,000
<i>Gross Receipts Tax</i>	
On-site	\$2,431,000
Off-site	\$42,000
Utility User Tax	\$254,000
Subtotal	\$11,513,000
Annual Other Dedicated and Restricted Revenue	
Special Fund Property Taxes (Children's, Library, and Open Space)	\$148,000
Public Safety Sales Tax	\$260,000
San Francisco County Transportation Authority Sales Tax	\$260,000
MTA Parking Tax	\$1,929,000
Subtotal	\$2,597,000
Total Ongoing Revenues	\$14,110,000

Source: EPS, 9/25/15, Table 1

Fee.⁵ Another significant source of one-time revenue comes in the form of a Property Transfer Tax, \$4.2 million. Sales taxes and gross receipts taxes collected during construction add another \$5.4 million.

⁵http://www.sf-planning.org/ftp/files/legislative_changes/new_code_summaries/120523_TIDF_Transportation_Impact_Development_Fee_Update.pdf Medical and Health Services, and Retail/Entertainment economic activity categories was increased to \$13.30 per square foot, except that the rate for museums, a subcategory of CIE, are \$11.05 per square foot, a reduction from the current amount. The rate for the Management, Information and Professional Services (MIPS) and Visitor Services economic activity categories was increased to \$12.64 per square foot, and the rate for the Production/Distribution/Repair (PDR) category was reduced to \$6.80 per square foot.

**Table 3. Summary of One-Time Revenues from Stadium Construction
(2014 dollars)**

Item	Difference
City Fees (per gross building sq. ft.)	
Child Care	\$662,000
Transit Impact Development Fee	\$17,436,000
Other One-Time Revenues	
Sales Taxes During Construction	\$2,355,000
Gross Receipts Tax During Construction	\$2,953,000
Property Transfer Tax from Initial Land Sale	\$4,200,000
Total One-Time Revenues	\$27,605,000

Source: EPS, 9/25/15, Table 2. Revised by Marin Economic Consulting to reflect changes in Table A-6 of the EPS report.

— Costs

As with the benefits, there are also one-time and ongoing costs. The one-time costs are primarily those associated with enhancing transportation infrastructure and amount to \$55.3 million.⁶ These costs include Transit Investments (the purchase of light rail vehicles), the installation of crossovers, the construction of a new center boarding platform, power augments to idling event trains, traffic/signals engineering investments, and a Mariposa Street restriping study.

These expenses are spread out over a four-year period, with the vast majority of expenses occurring in the 2016-17 MTA fiscal year. A major expenditure on light rail vehicles is slated to take place in the 2017-18 FY, when the Event Center begins operating. The costs to MTA are heavily loaded in the early years of the project, before ongoing revenues have begun. Estimated one-time revenues will be available during this time to cover expenses, but they will fall short of the total by approximately \$30.2 million.⁷ This difference will be covered by contributions from San Francisco's General Fund, whether all at once or through the financing of these expenditures that are net of revenues.

Table 4 provides the details of the City's estimates of ongoing expenses related to the operation of the Event Center. As of early October, estimated annual net ongoing costs associated with operations at the Event Center amount to \$6.2 million.⁸ The vast majority, \$5.1 million, are associated transit costs. It is worth noting that this estimate has decreased by \$0.4 million between May and

⁶One-time costs are from SFMTA, **Capital and Operating Cost Estimates for the Event Center and Mixed Use Development at Mission Bay Blocks 29-32**, 10/6/2015. Estimates are in 2014 dollars.

⁷This figure is the difference between \$57.8 million, the total estimated capital uses estimate (not just that allocated to the project), and the total one-time revenues from Table 3.

⁸Ibid. The word "net" is included because the City has estimated revenues from fares and parking from riders going to events at the arena. These revenues amount to approximately \$1.8 million, split roughly evenly between the two sources.

October of this year. Other expenses are reported as they were presented in May, including nearly \$1 million in additional policing, and \$200 thousand in expenses incurred by DPW.

Table 4. Ongoing Costs of the Arena (millions of 2014 dollars)

Agency	May 18 Estimates	October 6 Revisions
SFMTA	\$5.5	\$5.1
SFPD	\$0.9	
DPW	\$0.2	
Total	\$6.6	\$6.2

Source: Golden State Warriors Arena: Event Management
 OCII Commission Presentation, May 18, 2015,
 and MTA, October 6, 2015.

— Net Benefits

The project comes with considerable costs and benefits. Both upfront net costs and ongoing net revenues are considerable. It is our view that the original EPS report was incomplete in not considering the implications of the project over time. It failed to provide a comparison of overall costs and benefits associated with the GSW project. The reviewer, Keyser Marston Associates, appeared to agree with the EPS approach, saying that a "cash flow approach is appropriate to evaluate a multi-phase project, which does not apply to this project." We respectfully disagree. There are two stages to this project: first, the one-time infrastructure investments and revenue implications of construction and parcel purchase, and second, the ongoing costs and revenues. The project's benefits to the City come inherently in two stages. If both stages yielded a net benefit, the need for a cash flow approach would not be nearly as acute. As the first stage is significantly negative, the overall net benefits must be evaluated over time in order to properly evaluate the project.

This has not been publicly done. Here, we consider a 20-year period following the construction of the Event Center. Given that many of these revenues accrue many years in the future, it is necessary to discount them to today's dollars. The bottom line is the present discounted value of the net stream of revenues to the City of San Francisco.

Assumptions crucial to the present value discount calculation:

1. Discount Rate: 4.0%
2. Rate of inflation: 2.5% (2% for property taxes, as per Proposition 13)

Table 5 provides an estimate of the present discounted value of net revenues to the City of San Francisco, using estimates from the EPS report of September 25, 2015 and from documents from the City of San Francisco. Once the facility has been operating for 20 years, net revenues are ex-

pected to be on the order of \$95.7 million, or approximately \$4.3 million per year over a 22-year period including two years of construction and 20 years of operation. This estimate includes the upfront expenses incurred by the City as well as the ongoing expenses associated with event traffic mitigation.

Table 5. Net Benefits of GSW Event Center Project over 22 years (Millions of Present Discounted 2014 dollars)

	Benefits	Costs	Net Benefits
One-Time	\$27.6	\$55.3	-\$27.7
Ongoing	\$221.4	\$98.0	\$123.4
Total	\$249.1	\$153.3	\$95.7

Source: Calculations by Marin Economic Consulting.

The project pencils out as estimated. This calculus, however, begs two important questions:

1. This is a 12-acre plot of land in the middle of a biotechnology hub. Are there better uses for this land from a revenue perspective?
2. Estimating the costs associated with event management is a more certain endeavor than estimating the benefits. How certain is it that the benefits will materialize?

For a project of this magnitude, it is vitally important to evaluate the potential for plausible alternatives to provide more benefits than the project in question. It is also important to consider robustness tests for the revenues in question. Neither of these issues has been publicly addressed. This report will present plausible revenues associated with an alternative development, a space designed with biotech in mind, and will discuss weak points in the revenue estimates presented above.

3: On the Economics of Biotech as an Alternative

When evaluating the benefits of an economic endeavor, an exploration of alternatives is vital to understanding the full implications of an investment. Suppose that instead of building a 750,000-square-foot arena, the amount of commercial space on the property were doubled. In this section, we consider such an investment. In this exercise, we follow as closely as possible the assumptions contained in the EPS estimate of revenues associated with the GSW project.

Important assumptions associated with this analysis include:

1. Instead of a 750,000-square-foot arena, a commercial facility is constructed that provides 522,000 square feet of space. This constitutes an exact doubling of the commercial space in the GSW plan. This alternative development is otherwise comparable to the Warriors plan, including the original commercial, retail, and parking structures.

2. The space is designed with biotechnology in mind, which brings with it significant laboratory space. As such, it has a relatively high amount of space per worker associated with it: 250 square feet per employee.⁹
3. The transaction price for the land is unchanged at \$172.5 million.¹⁰
4. It is assumed that just two-thirds of the biotech revenues generated onsite are subject to gross receipts taxation in San Francisco.¹¹
5. It is also assumed that a commercial facility would have ancillary benefits in terms of indirect and induced economic activity in San Francisco. Consistent with the EPS report, it is assumed that 90% of the ancillary output generated is subject to the Gross Receipts Tax.¹²

With the addition of these assumptions, an exercise analogous to that undertaken by EPS is performed for the new development. The new development includes the same retail revenues and costs, the same parking revenues, and essentially double the revenues associated with commercial development. Doubling the office space and maintaining other assets leads to an assessed value of at least \$605.5 million. This is considerably less than the project's assessed value with an arena.

Support for the notion that this construction is feasible comes not only from the 750,000-square-foot arena that the buildings will be replacing, but also from a similar planned development. UCSF was planning to build 500,000 square feet on four acres of blocks 33-34, right next to the site.¹³ A new building of the size being considered is clearly feasible on the space currently to be occupied by the arena.

Table 5 presents a comparison of the one-time revenues and expenditures associated with the Event Center versus doubling the commercial space on the 12-acre property. While the Event Center brings with it a need for considerable infrastructure to accommodate the development, it is not clear that a doubling of the commercial space does. Accordingly, the Event Center brings with it a net upfront cost of \$37.5 million, relative to a commercial facility in place of the Center.

⁹This is an extremely conservative assumption. Some estimates suggest that a ratio of 150 to 11 is possible. This would considerably increase employment and hence output at the site, increasing the resulting income to both City residents and City coffers.

¹⁰The actual transaction price has been announced as \$150 million. San Francisco Times, **Warriors buy Mission Bay arena site from Salesforce**, 10/13/2015. In this analysis, the transaction price is kept at \$172.5 million to maintain comparability with the original EPS study. The change in sales price does have an effect on revenue estimates, but the effect is the same for both the Warriors plan and for the alternative, so it does not affect comparisons between the two.

¹¹There are several avenues through which revenues may be exempt from gross receipts taxes in San Francisco. This analysis is extremely conservative in assuming that this is more likely the case for biotechnology firms (perhaps because of significant revenues accruing through pass-through companies) than for firms in other industries.

¹²Estimates of these benefits are derived from the 2013 San Francisco County model of IMPLAN. It should be noted that the EPS report does not provide estimates of the ancillary effects of the commercial aspect of the current project. This report similarly omits those benefits for the existing commercial development, but does include them for the commercial property that could be built in place of the stadium. These ancillary benefits are also reduced by one-half to provide a conservative estimate of the development's contribution to net revenues.

¹³UCSF, **Salesforce in talks for S.F. Mission Bay land deal**, SFGate, March 15, 2014.

Table 5. Summary of One-Time Revenues from Development

(Thousands of 2014 Dollars)

Category	Biotech	GSW Arena	Difference
Property Transfer Tax	4,200	4,200	0
City Fees - TIDF	10,902	17,436	-6,534
- Child Care	1,263	662	601
Construction			
- Sales Taxes	1,617	2,354	-737
- Gross Receipts Taxes	2,028	2,953	-925
Total	20,010	27,605	-7,595
One-Time Expenses Associated with Development			
Infrastructure Improvements	10,901	55,308	-44,407
Net One-Time Revenues Associated with Development			
Immediate Net Revenue Impact	9,108	-28,410	37,518

Source: EPS Report (9/25/15) and calculations by Marin Economic Consulting.

Although capital expenditures related to the Event Center are significantly higher than the revenues brought in through the TIDF, such is not expected to be the case for additional commercial space. The TIDF was put in place with developments such as this alternative in mind. Therefore, the transit costs associated with the development are better approximated using the TIDF taxation formula. The TIDF collected from the hypothetical alternative development (including the commercial, retail and parking in the GSW project) will serve as our estimate of related transit costs, \$10,901.

In the analysis above, the sales price for the property on which the event center and accompanying commercial and retail structures will be built is the same as in the EPS report: \$172,546,000. Property transfer tax would result regardless of the purchaser and the end use, but conceivably at a higher price. Salesforce originally paid \$278 million dollars for 14 acres (including the space in question) in 2010. The current sales price is \$172.5 million for 12 acres (actual is \$150 million). The plot of land in question represents the majority of the plot originally purchased by Salesforce, and is the largest single contiguous piece. Property values have also increased substantially since the original purchase by Salesforce.¹⁴ It seems likely then that the value of the land would have increased significantly over the last five years as San Francisco is currently starved for commercial real estate. In the end, the price that the Warriors have paid for the land is surprisingly low. It represents the bulk of a property that was valued at \$278 million in 2010 and market values have only increased in the intervening years. Therefore, the actual market value of the land may well be higher than the price the Warriors have been offered and have paid, with correspondingly higher transfer taxes resulting from some alternative development.

¹⁴Salesforce.com Is Said to Plan Sale of San Francisco Land, Bloomberg Business, March 11, 2014.

Table 6 provides an analysis of the annual City revenues and expenses that can be attributed to each of the projects.¹⁵ The first column is for the alternative development which targets the biotechnology industry. The second column reflects estimates regarding the current Golden State Warriors project, and the final column presents the difference in expected revenue between the two.

Table 6. Summary of Annual Revenues and Expenses (in Thousands of 2014 Dollars)

Category	Biotech	GSW Arena	Difference
Annual Direct General Revenue			
Property Tax (General Fund)	\$603	\$912	-\$309
Property Tax in Lieu of VLF	\$570	\$868	-\$298
Sales Tax	\$253	\$521	-\$268
Hotel/Motel Tax (General Fund)	\$0	\$1,667	-\$1,667
Parking Tax	\$243	\$482	-\$239
Stadium Admission Tax	\$0	\$4,336	-\$4,336
Gross Receipts Tax			
On-site	\$4,078	\$2,431	\$1,647
Off-site	\$0	\$42	-\$42
Utility User Tax	\$249	\$254	-\$5
Subtotal	\$5,996	\$11,513	-\$5,517
Annual Other Dedicated and Restricted Direct Revenue			
Special Fund Property Taxes (Children's, Library, and Open Space)	\$98	\$148	-\$50
Public Safety Sales Tax	\$127	\$260	-\$133
San Francisco County Transportation Authority Sales Tax	\$127	\$260	-\$133
MTA Parking Tax	\$971	\$1,929	-\$958
Subtotal	\$1,322	\$2,597	-\$1,275
Total Revenues	\$7,318	\$14,110	-\$6,792
Annual Development-Related Expenses			
SFMTA	\$0	\$5,100	-\$5,100
SFPD	\$0	\$900	-\$900
DPW	\$0	\$200	-\$200
Total Expenses	\$0	\$6,200	-\$6,200
Net Annual Revenues	\$7,318	\$7,910	-\$592
Ancillary Benefits Associated with Each Project			
Gross Receipts Tax	\$754	\$0	\$754
Total Annual Net Revenue Expectation	\$8,071	\$7,910	\$162

Source: EPS Report and calculations by Marin Economic Consulting.

In most categories, the annual revenues are greater for the Event Center than for a development with additional commercial space. The exception is in the Gross Receipts Taxes, where a biotech firm occupies the additional commercial space. Taken as a whole, annual revenues from a purely

¹⁵This alternative is chosen because it will allow the use of most of the EPS parameters and assumptions in producing annual revenues for the alternative project. See the Appendix for a comparison of calculations between this project and the EPS report.

commercial development are \$6.8 million less than for the project under consideration. Once the expenses related to the activities at the Event Center are taken into consideration, annual net revenues are nearly identical. However, expanding the commercial element of the development has considerable ancillary benefits. Most economic functions both make purchases from the broader economy and also compensate workers, who then in turn make purchases from the broader economy. The gross receipts taxes associated with output in the San Francisco economy that is related to activities in the additional commercial space are estimated to be \$754,000 per year.¹⁶ Once these benefits have been considered, the commercial development results in \$162,000 more in revenues annually than would the arena (last line of Table 6). From a net revenue perspective, a commercial development dominates the Event Center.

As discussed above, merely calculating the one-time costs and an estimate of the ongoing revenue is insufficient. Were it sufficient, a commercial project focused on biotech would clearly dominate the current project. Table 7 provides an evaluation of the 22-year net benefits of an alternative development with space devoted to biotechnology comparable to the evaluation for the current project.

Table 7. Net Benefits of Alternative Developments after 22 Years
(Millions of Present Discounted 2014 Dollars)

	Biotechnology		Net Benefits		
	Benefits	Costs	Biotech	GSW	Difference
One-Time	\$20.0	\$10.9	\$9.1	-\$27.7	\$36.8
Ongoing	\$126.5	\$0.0	\$126.5	\$123.4	\$3.1
Total	\$146.5	\$10.9	\$135.6	\$95.7	\$39.9

Source: Calculations by Marin Economic Consulting

According to these calculations, an alternative development would provide an extra \$39.9 million in revenues for the City of San Francisco (as in Table 7). Net present discounted revenues for the project with an Event Center are \$95.7 million, while a project with commercial space devoted to attracting biotechnology firms has a discounted value of net revenues expected to be \$135.6 million, a difference of \$39.9 million dollars, or an additional \$1.8 million each year on average over the 22 years.

From a cash flow perspective, there is a deep hole early on with the Event Center. The first three columns of Table 8 present annual present discounted flows of revenues into San Francisco City coffers. The final three columns provide a cash flow, or cumulative contribution to City coffers. Several things are immediately apparent from the table:

1. The Event Center puts an enormous hole in the City's budget in the first year (row 1, column 4).

¹⁶This is half of what is implied by IMPLAN in order to maintain the conservative nature of these estimates.

2. Substituting a commercial development is cash flow positive in the first year (row 3, column 5).
3. It will take four years of operation of the Event Center to dig the City out of the hole (column 6).
4. Although the gap in annual discounted net revenue closes over time, it remains significant even in year 20 (last row, column 4).
5. In year 20 of Event Center operations, there remains a surplus of revenue in the amount of \$39.9 million for the biotechnology development (last row, last column), which continues to grow in subsequent years.

A final issue that differentiates a biotechnology-centric development over an arena is one of economic impact. It is clear from the economics literature that sports stadiums and arenas provide little economic boost to the local economy. At the same time, it is clear that these facilities are responsible for generating some local economic activity. The failure to add to a region's economy is because they tend to displace other entertainment purchases from the broader economy rather than to stimulate new spending. An individual may go to a basketball game instead of to a play, opera, symphony, or rock concert. These facilities are therefore not additive to the economy.

Nonetheless, it has been estimated that economic activity associated with Oracle Arena accounts for \$44.9 million in economic Activity and 494 jobs in Alameda County.¹⁷ It seems likely that the impact of the new arena will be of a similar magnitude.

By comparison, a 522,000 square foot biotechnology facility, with a ratio of space to employee of 250 to 1 can accommodate more than 2,000 employees. That represents four times more employment for biotechnology than for the Arena. It is also consistent with an estimate of economic output on the order of \$1 billion, an order of magnitude higher than for the Arena. Accordingly, the biotechnology development can serve as a much more significant engine of economic growth for the region than can the new event center. Ancillary (indirect and induced) economic benefits for the City of San Francisco are estimated to similarly be in excess of \$1 billion. The gross receipts tax implications for the City of San Francisco are conservatively estimated to be \$754,000 per year.¹⁸

¹⁷Memo to Patrick Soluri, Attorney at Law, from Philip King, Ph.D., regarding Urban Decay Analysis of Proposed Relocation of Golden State Warriors from Oakland to San Francisco, page 9.

¹⁸These estimates are from the 2013 San Francisco County model of IMPLAN and have been scaled to 2014 dollars. The actual estimates of ancillary output generated were divided by two in order to keep the estimates conservative. The actual revenues could be significantly greater.

Table 8. Stream of Net Revenues over Time
(Thousands of 2014 Discounted Dollars)

Year	Annual			Cumulative		
	Biotech	GSW	Difference	Biotech	GSW	Difference
One-Time Net Revenues:						
2016	\$9,108	-\$27,704	\$36,812	\$9,108	-\$27,704	\$36,812
Start of Ongoing Revenues:						
2017	\$7,600	\$7,440	\$160	\$16,708	-\$20,264	\$36,972
2018	\$7,450	\$7,290	\$160	\$24,158	-\$12,974	\$37,132
2019	\$7,302	\$7,142	\$160	\$31,460	-\$5,831	\$37,292
2020	\$7,157	\$6,998	\$159	\$38,618	\$1,167	\$37,451
2021	\$7,016	\$6,857	\$159	\$45,633	\$8,024	\$37,609
2022	\$6,877	\$6,718	\$158	\$52,510	\$14,742	\$37,768
2023	\$6,740	\$6,583	\$157	\$59,250	\$21,325	\$37,925
2024	\$6,607	\$6,450	\$157	\$65,857	\$27,775	\$38,082
2025	\$6,476	\$6,320	\$156	\$72,333	\$34,095	\$38,238
2026	\$6,348	\$6,192	\$155	\$78,681	\$40,288	\$38,393
2027	\$6,222	\$6,068	\$154	\$84,903	\$46,355	\$38,547
2028	\$6,099	\$5,945	\$154	\$91,001	\$52,300	\$38,701
2029	\$5,978	\$5,825	\$153	\$96,979	\$58,126	\$38,854
2030	\$5,860	\$5,708	\$152	\$102,839	\$63,834	\$39,006
2031	\$5,744	\$5,593	\$151	\$108,583	\$69,427	\$39,157
2032	\$5,630	\$5,480	\$150	\$114,213	\$74,907	\$39,307
2033	\$5,519	\$5,370	\$149	\$119,732	\$80,277	\$39,456
2034	\$5,410	\$5,262	\$148	\$125,142	\$85,538	\$39,603
2035	\$5,303	\$5,156	\$147	\$130,444	\$90,694	\$39,750
Year 20 of Event Center operation:						
2036	\$5,198	\$5,052	\$146	\$135,642	\$95,746	\$39,896

Source: Marin Economic Consulting

4: Questioning the Benefits and Costs of the GSW Project

There are few guarantees with economic endeavors. Assuming that the conditions that exist today will exist tomorrow, the day after that, or 20 years from now is of dubious merit. Conditions change. The level of success of a basketball team ebbs and flows (though hopefully not for the Warriors), the economy grows and shrinks, modes of transportation change, and the availability of hotel rooms may decline as demand grows but supply does not.

This certainly holds true for the construction of an arena. While it is quite likely that the Warriors will play at the arena for the foreseeable future and experience a high level of success for some time, it is not certain that the estimated revenues will materialize. As a case in point, the EPS study assumes a sales price for the land of \$172,546,000. It has just been announced that the sales price was \$150,000,000. That represents a reduction in sales price of 13%, with a corresponding reduc-

tion in revenues that are tied to the sales price: transfer taxes and ongoing property taxes. Although the long-term implications of a decline in ongoing property taxes is likely small, the transfer tax is reduced from \$4.2 million to \$3.65 million, a reduction in one-time revenues of \$549,000. Granted, this is just one percent of the one-time transit costs associated with the project, but it is more than half a million dollars no longer available for other city needs.

Two categories of revenue are particularly suspect: hotels and parking. With regard to hotels, it is not immediately clear that moving the venue from Oakland to San Francisco will necessarily lead to a significant increase in demand for hotel rooms in San Francisco. With regard to parking, the demand for parking ebbs and flows with the economy. It is also likely that demand for parking will decline significantly in the coming years. Estimates included in the EPS report are therefore likely biased upward and those revenues will not fully materialize.

— Hotel/Motel Occupancy Tax

There are primarily two concerns related to forecasts of increased demand for hotel rooms in San Francisco resulting from the construction of the Event Center. First, San Francisco hotel occupancy rates for much of the year are very high, implying little excess capacity to be filled by basketball fans. During times of high demand for hotel rooms in San Francisco, many of those staying overnight for an event at the arena may choose to stay outside of the City. Alternatively, the demand resulting from arena events may well divert others to hotel rooms outside of the City. Second, it is also likely that many overnight visitors for the Warriors games currently stay in San Francisco, despite attending a game played in Oakland. Despite the change of venue to San Francisco, it is not clear that this shift will result in a significant net increase in demand for San Francisco hotel rooms.

The EPS estimates of revenues associated with the GSW project indicate an increase in hotel room occupancy. However, San Francisco is generally regarded as having a significant shortage of hotel rooms and to be operating near full capacity. Indeed, occupancy rates for San Francisco are high by any standard. San Francisco ranks third nationally in occupancy rates; New York is ranked #1.

The EPS report assumes that 10% of Event Center attendees are potential overnight visitors but that only half of them will constitute new demand for hotel rooms in San Francisco. This assumption represents an increase in demand for hotel rooms of approximately 50,000. However, it is likely that many current overnight visitors to Oracle Arena stay in San Francisco. It is entirely possible that a new arena will have a much smaller net impact on the demand for hotel rooms in San Francisco. This puts some \$1.7 million in expected additional revenues in question. If half of this demand does not materialize, or is displacement of other demand for hotel rooms in the City, this could reduce overall revenues by half, or by \$800,000 to \$900,000 in each year of operation, amounting to more than \$13 million in present discounted terms over 20 years of arena operation.

— Parking

Going forward, the use of personal vehicles and hence the demand for parking, as well as transit services, is going to be subject to significant disruption. In particular, ride-sharing services continue to grow, especially in San Francisco. With the use of these vehicles, the demand for parking at an event site will likely decline. There is also growing evidence that autonomous vehicles will be available in the near future. Several automobile and tech companies have announced a target date of 2020 for making these cars, or cars with this capacity, available to the general public. The growth of ride-sharing and the development of autonomous vehicles will likely reduce the demand for parking, particularly the demand related to attending events. The advent of autonomous cars being used in car-sharing will significantly increase the rate at which parking demand declines. Current estimates are that the Event Center will result in the demand for parking spaces on the order of 422,000 per year. Some of this demand for parking is likely to evaporate over time.

There could also be a significant decline in the demand for public transportation resulting from increased car-sharing. This has several implications. First, planned investments in infrastructure designed to expand transit availability to serve events may be rendered to some extent obsolete as people move away from transit and toward the use of autonomous vehicles, whether shared or privately owned. This represents a move away from transit toward private vehicles. Despite the projected decline in parking demand, this represents increased need for traffic mitigation of some sort. There will likely be an increase in vehicular traffic to and from the Event Center that could have implications for the arena's neighbors.

With the advent of autonomous vehicles and greater use of ride-sharing services, it is possible that demand for parking could decline significantly over the coming years. If we assume that it declines at a rate of 1% each year, that would reduce revenues associated with parking by \$3.8 million over the 20-year time horizon. It will also reduce parking demand for a biotechnology development, but by less, just \$1.9 million over 20 years. Should parking demand decline more quickly (5%/year), revenues could decline by as much as \$15 million

— Net Benefits

The point of this discussion is that estimated revenues are suspect, while estimated costs are much more likely accurate. Fixed investments, in particular, are known and not subject to market whims. However in this case, there are unknowns lurking in the cost estimates. It is likely that the revenue implications are biased high, resulting in uncertainty over their future stream with more downside risk than upside. It is already the case that actual one-time revenues have turned out to be less than anticipated (such as the transfer tax, which was lower by \$549,000) and that the City has revised its

estimates of one-time costs upward (by nearly \$16 million) and its estimates of ongoing expenses upward (by \$1.4 million in each year). Clearly, there is great uncertainty in almost all of these estimates.

5: Some Sensitivity Analysis

In each case, the revenue estimates relating to the GSW project and the revenue estimates relating to a biotechnology center are uncertain. It is therefore worthwhile to experiment with basic assumptions to better understand the implications for City revenues. Table 9 offers some evidence for the implications of particular assumptions. We provide four separate alternatives that relax in different ways the assumptions inherent in the baseline analysis. The top line of the table presents the baseline results of the analysis, the estimates of present discounted net revenues accruing to the City (corresponding to the last row in Table 7). In the case of the biotechnology development net present discounted revenues are \$135.6 million whereas they are just \$95.7 million for the GSW project, a difference of \$39.9 million.

**Table 9. Summary of Net Present Discounted Value Associated with Alternatives (22 Years, 2015-2036)
Comparing the Multi-Purpose Venue with a Biotechnology Center (Millions)**

Item	Biotech	GSW	Difference	
			Over 22 Years	Per Year
Baseline	\$135.6	\$95.7	\$39.9	\$1.8
Alternative 1	\$135.6	\$82.6	\$53.1	\$2.4
- Hotel/Motel Revenues are overstated by 50% in EPS report		<i>Over Baseline :</i>	\$13.2	
Alternative 2	\$147.0	\$95.7	\$51.2	\$2.3
- Area to employee ratio for Biotech of 200/1		<i>Over Baseline :</i>	\$11.3	
Alternative 3	\$154.5	\$95.7	\$58.7	\$2.7
- Add 200,000 sq ft to New Commercial Space (722,000 total)		<i>Over Baseline :</i>	\$18.0	
Alternative 4 (Extreme)	\$234.2	\$82.6	\$151.6	\$6.9
- Area to employee ratio for Biotech of 150/1		<i>Over Baseline :</i>	\$111.7	
- 100% of Biotech revenues are subject to GRT				
- Hotel/Motel Revenues are overstated by 50%				
- Add 200,000 sq ft to New Commercial Space (722,000 total)				

Source: Marin Economic Consulting

The first alternative scenario assumes that one-half of the demand for hotel rooms in San Francisco fails to materialize with the GSW project. This results in a reduction of approximately \$13.2 million

in net present discounted revenues. The revenues associated with the biotechnology development are unchanged because there are no transient occupancy tax revenues assumed to occur.

The second alternative assumes a greater density of employment in the new commercial facility, leaving the existing commercial plans constant. If there are 200 square feet per employee, rather than 250, revenues associated with the new facility increase by more than \$11.3 million relative to the baseline. This increase in revenue stems largely from an increase in the output produced by the building's occupants, resulting in increased gross receipts tax revenues. It also increases the occupants interactions with the broader San Francisco economy, having a positive impact on ancillary benefits. Further reducing the space per employee will have correspondingly larger increases in revenues.

A third alternative assumes a larger facility is constructed, with 722,000 square feet of space rather than 522,000 square feet of space. This increases the number of employees working in the space by nearly 40%, holding the assumption that 250 square feet per employee is required. With greater space comes increased employment and increased output and increased demand for the output of the rest of the San Francisco economy. Accordingly, revenues are estimated to increase by nearly \$18.0 million with an expanded space. Under this scenario, the net discounted value of City revenues increases by \$58.7 million relative to the GSW project. Even larger spaces would have a correspondingly larger impact on City revenues.

Finally, an extreme alternative is offered. Alternative 4 allows for a 150 to 1 ratio of square feet to employees, assumes that all of the revenues accruing to the biotech occupants are subject to the GRT, reduces by one-half assumed hotel/motel TOT revenues associated with the Event Center, and involves a building with 722,000 square feet. Under this alternative, City revenues increase by \$111.7 million relative to the baseline, with biotechnology revenues exceeding GSW revenues by nearly \$151.6 million over 22 years and \$6.9 million per year.

These alternatives are not put forward to suggest that there is \$151.6 million being left on the table (though there may be), but rather to illustrate the range of differences that underlying assumptions can make. At the same time, even the extreme alternative is plausible.

6: Re-Evaluating the Net Benefits of Hosting the Warriors

There are two fundamental points made in this report:

1. Estimates of costs and revenues are highly speculative, and the evidence suggests that there is more downside risk to the GSW project than upside.
2. There is significant revenue that is forgone by the City in order to bring the Warriors to town.

Both of these points raise significant questions about the Warriors arena project from a financial perspective. First, how comfortable are taxpayers in their understanding of the implications of this development? Second, is this the right development?

The respective answers are "not very" and "quite possibly no." There is uncertainty in the information available and replacing the Event Center in the project with additional commercial space has the potential to increase City revenues significantly.

Another way of thinking about the differences in revenues between the GSW project and a biotechnology development is that these differences reflect the price the City is paying in order to bring the Warriors to town. There are certainly other more tangible costs, but these costs are also real.

The above analysis indicates that even with relatively conservative assumptions, in particular those surrounding employment in the new development and the size of the new development, a biotechnology center would increase City revenues significantly relative to the Event Center. Under the baseline scenario, the difference is \$39.9 million over 22 years. Under the most extreme, yet plausible, scenario presented, an additional \$151.6 million could be raised over the 22-year period. This analysis presents a range of increases of between \$1.8 and \$6.9 million per year. It should be noted that the extreme alternative does not include the possibility of a larger facility. Were it to do so, the forgone annual revenues would be significantly higher. This suggests that the City of San Francisco is likely paying more than \$1.8 million and possibly upwards of \$7 million per year in forgone revenues in each of the next 22 years to accommodate the Warriors.

Every economic development represents a choice. That choice is between the proposed development and plausible alternatives. The City has chosen to pursue a basketball team without exploring or disclosing the relative merits of the project compared with plausible alternatives. This report is not designed to condemn the choice, but rather to better inform the debate on the implications of this choice.

APPENDIX: Details of Annual Revenue Calculations for Biotech in Comparison with the Warriors Project

This appendix provides tables illustrating key differences in the assumptions and results between the analysis presented in the EPS report of 9/25/15 and the biotechnology project discussed in the text. The tables very closely mirror those in the EPS report and reproduce assumptions and results from that report. Some tables are not applicable to the biotechnology project and are omitted. In particular, Tables A-9 through A-11 are omitted. It should also be noted that these tables have not been updated to reflect the actual purchase price paid by the Warriors. It does, however, include updates to the City's estimates of one-time and ongoing costs.

**Table A-1. San Francisco Revenue Summary (Thousands of 2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	GSW	Biotech	Difference
Annual General Revenue			
Property Tax (General Fund)	\$912	\$603	-\$309
Property Tax in Lieu of VLF	\$868	\$570	-\$298
Sales Tax	\$521	\$253	-\$268
Hotel/Motel Tax (General Fund)	\$1,667	\$0	-\$1,667
Parking Tax	\$482	\$243	-\$239
Stadium Admission Tax	\$4,336	\$0	-\$4,336
<i>Gross Receipts Tax</i>			
On-site	\$2,431	\$4,078	\$1,647
Off-site	\$42	\$0	-\$42
Utility User Tax	\$254	\$249	-\$5
Subtotal	\$11,513	\$5,996	-\$5,517
Annual Other Dedicated and Restricted Revenue			
Special Fund Property Taxes (Children's, Library, and Open Space)	\$148	\$98	-\$50
Public Safety Sales Tax	\$260	\$127	-\$133
San Francisco County Transportation Authority Sales Tax	\$260	\$127	-\$133
MTA Parking Tax	\$1,929	\$971	-\$958
Subtotal	\$2,597	\$1,322	-\$1,275
TOTAL REVENUES	\$14,110	\$7,318	-\$6,792

Source: EPS and Marin Economic Consulting

**Table A-2. San Francisco City One-Time Fee Revenue Summary (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	GSW	Biotech	Difference
New Gross Building Area (sq.ft.)		1,156,500	
City Fees (per gross building sq.ft.)			
Child Care	\$661,870	\$1,263,240	\$601,370
Transit Impact Development Fee	\$17,435,765	\$10,901,655	-\$6,534,110
Total Development Impact Fee	\$18,097,635	\$12,164,895	-\$5,932,740
Other In-Lieu Impact Fees			
Other One-Time Revenues			
Sales Taxes During Construction	\$2,354,634	\$1,617,159	-\$737,475
Gross Receipts Tax During Construction	\$2,953,050	\$2,027,835	-\$925,215
Property Transfer Tax from Initial Land Sale	\$4,200,000	\$4,200,000	\$0

Source: EPS and Marin Economic Consulting

Note: The gross building area for the biotechnology development includes four commercial buildings with 1,044,000 square feet and retail of 112,500 square feet.

**Table A-3. San Francisco Property Tax Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	Assumptions	GSW	Biotech	Difference
Secured Assessed Value				
Multi-Purpose Venue		\$550,000,000	\$0	\$550,000,000
Other Development				
Event Management/Team Operations Space		\$14,500,000	\$0	\$14,500,000
Retail		\$41,343,750	\$41,343,750	\$0
Office		\$302,760,000	\$605,520,000	-\$302,760,000
Parking		\$33,250,000	\$33,250,000	\$0
Subtotal		\$941,853,750	\$680,113,750	\$261,740,000
New Taxable Value				
Gross Secured Possessory Interest/Property Tax	1.0% of new AV	\$9,418,538	\$6,801,138	\$2,617,400
Unsecured Tax from the Warriors		\$183,333	\$0	\$183,333
Unsecured Tax from Other Uses		\$391,854	\$0	\$391,854
Subtotal		\$9,993,725	\$6,801,138	\$3,192,587
(less) Existing Taxes		-\$1,795,169	-\$1,795,169	\$0
Total		\$8,198,556	\$5,005,969	\$3,192,587
Property Tax				
Tier 1 Property Tax Pass Through	20.00%	\$1,639,711	\$1,001,194	\$638,517
Tier 2 Property Tax Pass Through	16.8%	\$1,377,357	\$841,003	\$536,355
Tier 1 and 2 Property Tax Pass Throughs	36.80%	\$3,017,068	\$1,842,196	\$1,174,872
Net New General Fund Share (after ERAF)	55.59% property tax tier 1 pass through	\$911,515	\$556,564	\$354,952
Special Funds	9.00% property tax tier 1 pass through	\$147,574	\$90,107	\$57,467
SF Unified School District	7.70% property tax pass through	\$232,314	\$141,849	\$90,465
Affordable Housing Set Aside		\$1,639,711	\$1,001,194	\$638,517

Source: EPS and Marin Economic Consulting

**Table A-4. Property Tax in Lieu of VLF Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	GSW	Biotech	Difference
Citywide Total Assessed Value (millions \$)	\$172,489	\$172,489	
Total Assessed Value of Project (millions of \$)	\$941.85	\$680.11	\$261.74
(less) Existing Value	-\$179.52	-\$179.52	
Net Increase in Project Assessed Value (millions \$)	\$762.34	\$500.59	\$261.75
Growth in Citywide AV due to Project	0.442%	0.290%	
Total Property Tax in Lieu of Vehicle License Fee (VLF) (FY2014-15)	\$196,480,000	\$196,480,000	
New Property Tax in Lieu of VLF	\$868,372	\$570,220	\$298,152

Source: EPS and Marin Economic Consulting

**Table A-5. Property Transfer Tax (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	Assumptions	GSW	Biotech
One-Time Transfer Tax			
Estimated Land Sale		\$172,546,000	\$172,546,000
One-Time Transfer Tax	\$24.34 per \$1,000 value	\$4,199,770	\$4,199,770

Source: EPS and Marin Economic Consulting

Note: The actual transaction price for the property is \$150 million.

**Table A-6. Sales Tax Estimate (thousands of 2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	Assumptions	GSW	Biotech	Difference
Taxable Sales from Multi-Purpose Venue				
Warriors Game Concessions and Merchandise	\$21.60 per attendee	\$15,768		
Other Event Concessions	\$11.00 per attendee	\$12,859		
Total		\$28,627		
Sales Tax to General Fund	1.0% of taxable sales	\$286		
(less) Existing Sales Shift		-\$18		
Net New Sales Tax		\$267		
Taxable Sales From Commercial Space				
Retail	\$450 per sq ft	\$50,625	\$50,625	\$0
Sales Tax to San Francisco	1.0% of taxable sales	\$506	\$506	\$0
(less) Shift From Existing Sales		-\$253	-\$253	\$0
Net New Sales Tax		\$253	\$253	\$0
Annual Sales Tax after Shift of Existing Sales				
Sales Tax to the City General Fund	1.00%	\$521	\$253	-\$268
Public Safety Sales Tax	0.50% of taxable sales	\$260	\$126	-\$133
San Francisco County Transportation Authority	0.50% of taxable sales	\$260	\$127	-\$134
SF Public Financing Authority (Schools)	0.25% of taxable sales	\$130	\$63	-\$67
One-Time Sales Taxes on Construction Materials and Supplies				
New Taxable Value		\$941,854	\$680,114	-\$261,740
Supply/Materials Portion of Development Value	50.00%	\$470,927	\$340,057	-\$130,870
San Francisco Capture of Taxable Sales	50.00%	\$235,463	\$170,028	-\$65,435
Sales Tax to San Francisco	1.0% of taxable sales	\$2,355	\$1,700	-\$654

Source: EPS and Marin Economic Consulting

**Table A-7. Transient Occupancy Tax Estimates Estimate (2014 dollars)
The implications of over-estimating hotel and motel occupancy.**

Item	Assumptions	GSW	50% of GSW	Difference
Overnight Attendees in San Francisco for Multi-Purpose Venue Events				
Events per Year		205	205	0
Total Turnstile Attendance		1,899,000	1,899,000	0
Potential Overnight Visitors		189,900	189,900	0
Net New Overnight Visitors	50% (25%)	94,950	47,475	-47,475
Hotel Room Demand	1.90 people per room	49,974	24,987	-24,987
Off-Site Hotel/Motel Room Proceeds	\$238 per-room night	\$11,907,203	\$5,946,868	-\$5,960,335
Total Hotel/Motel Tax Revenue	14% of room revenue	\$1,667,012	\$832,562	-\$834,450

Source: EPS and Marin Economic Consulting

Table A-8. Parking Tax Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center

Item	Assumptions	GSW	Assumptions	50% of GSW	Difference
Total Spaces On-Site		950		950	
Parking Revenues On-Site					
Total	\$25 per day	\$8,668,750	\$20 per day	\$6,935,000	
(less) Vacancy	30%	-\$2,600,625	30%	-\$2,080,500	
Total		\$6,068,125		\$4,854,500	
Spaces Off-Site					
Annual Demand (spaces)		\$178,791			\$0
Total Parking Revenue	\$20 per day	\$3,575,821			\$0
San Francisco Parking Tax					
	25% of annual revenue	\$2,410,987	25% of annual revenue	\$1,213,625	-\$1,197,362
Parking Tax Allocation to Gen'l Fund/Special Projects	20% of tax proceeds	\$482,197	20% of tax proceeds	\$242,725	-\$239,472
Parking Tax Allocation to Municipal Transportation Fund	80% of tax proceeds	\$1,928,789	80% of tax proceeds	\$970,900	-\$957,889

Source: EPS and Marin Economic Consulting

Table A-12. Parking Tax Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center

Item	Assumptions	GSW	Biotech	Difference
Arena Utility Cost		\$1,490,000	\$0	-\$1,490,000
Other Uses				
Retail	\$2.87 per sq.ft.	\$322,875	\$322,875	\$0
Office (Including Event Management and Team Operations)	\$2.87 per sq.ft.	\$1,569,890	\$2,996,280	\$1,426,390
Total Annual Commercial Utility Cost		\$3,382,765	\$3,319,155	-\$63,610
Utility User Tax	7.5% of commercial utility cost	\$253,707	\$248,937	-\$4,771

Source: EPS and Marin Economic Consulting

BOARD of SUPERVISORS



City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 554-5227

MEMORANDUM

TO: John Rahaim, Director, Planning Department
Mohammed Nuru, Director, Public Works
Tiffany Bohee, Executive Director, Office of Community Investment and Infrastructure
Ed Reiskin, Executive Director, Municipal Transportation Agency
Harlan Kelly, Jr., General Manager, Public Utilities Commission
John Updike, Director, Real Estate Division
Chief Greg Suhr, Police Department

FROM: Alisa Somera, Assistant Clerk

DATE: October 23, 2015

SUBJECT: LEGISLATION REFERRAL: GOLDEN STATE WARRIORS PROJECT

The Board of Supervisors' Budget and Finance Committee has received the following proposed legislation, introduced by the Mayor, related to the Golden State Warriors Event Center and Mixed Use Project. Under each legislation is a list of documents that need to be submitted for the legislative file.

File No. 150994

Resolution adopting findings under the California Environmental Quality Act (CEQA) and the CEQA Guidelines, including the adoption of a mitigation monitoring and reporting program and a statement of overriding considerations, in connection with the development of the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32 and the Mission Bay South Redevelopment Plan.

Documents Needed:

- Mitigation Monitoring and Reporting Program
- Statement of Overriding Considerations
- Final Subsequence Environmental Impact Report (FSEIR)
- Draft Summary of Comments and Responses
- OCII Commission FSEIR Certification Resolution
- MTA Board Approving Components/CEQA Findings Resolution

File No. 150995

Ordinance amending the Administrative Code to establish a fund to pay for City services and capital improvements addressing transportation and other needs of the community in connection with events at the Golden Gate Warriors Event Center and Mixed Use Project; create an advisory committee to make recommendations about the use of monies from the fund; and adopting findings under the California Environmental Quality Act.

Document Needed:

- MTA Budget Proposal Resolution

File No. 150996

Ordinance delegating to the Director of Public Works the authority to accept required public improvements related to the development of the Golden State Warriors Events Center and Mixed-Use Development pursuant to the Mission Bay South Redevelopment Plan; authorizing the Director of the Real Estate Division to accept any future easements, licenses, or grant deeds related to the development project, including public sidewalk easements and grant deeds for property underlying public improvements; and adopting findings pursuant to the California Environmental Quality Act.

Documents Needed:

- Legislative Digest
- Application for Tentative Subdivision Map No. 8539
- Public Works Order
- Irrevocable Offers of Dedication
- Grant Deeds
- Public Sidewalk Easement Agreement

File No. 150997

Ordinance ordering the summary vacation of four easements for water line, sanitary sewer, and/or storm water purposes, and two offers of dedication within portions of Assessor's Block No. 8722, Lot Nos. 1 and 8, within the Mission Bay South Redevelopment Plan Area for the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32; authorizing a termination and quitclaim of the easements and other City and County of San Francisco rights and interest in the vacated areas; authorizing the General Manager of the Public Utilities Commission and the Director of Property to execute the quitclaim deeds for the vacated easements and vacation area; retroactively extending a license agreement for the public's use of the temporary Terry A. Francois Boulevard; adopting findings pursuant to the California Environmental Quality Act; and making findings of consistency with the Mission Bay South Redevelopment Plan, the General Plan, and the eight priority policies of Planning Code, Section 101.1, for the actions contemplated in this Ordinance.

Documents Needed:

- Legislative Digest
- Public Works SUR Maps
- Public Works Order
- Planning Department Determination Letter
- Office of Community Investment and Infrastructure Determination Letter
- License Agreement

Please submit all of the listed documentation that your department is responsible for to me at the Board of Supervisors, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102 or by email: alisa.somera@sfgov.org.

c: Scott Sanchez, Planning Department
Sarah Jones, Planning Department
AnMarie Rodgers, Planning Department
Aaron Starr, Planning Department
Joy Navarrete, Planning Department
Jeanie Poling, Planning Department
Frank Lee, Department of Public Works
Claudia Guerra, Office of Community Investment and Infrastructure
Natasha Jones, Office of Community Investment and Infrastructure
Janet Martinsen, Municipal Transportation Agency
Kate Breen, Municipal Transportation Agency
Dillon Auyoung, Municipal Transportation Agency
Juliet Ellis, Public Utilities Commission
Christine Fountain, Police Department

OFFICE OF THE MAYOR
SAN FRANCISCO



EDWIN M. LEE
MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: *for* Mayor Edwin M. Lee *NE*
RE: Golden State Warriors Events Center at Mission Bay - CEQA Findings
DATE: October 6, 2015

Attached for introduction to the Board of Supervisors is an resolution adopting findings under the California Environmental Quality Act ("CEQA") and the CEQA Guidelines, including the adoption of a mitigation monitoring and reporting program and a statement of overriding considerations, in connection with the development of the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32 and the Mission Bay South Redevelopment Plan.

I respectfully request that this item be calendared in Budget and Finance Committee on November 9, 2015.

Should you have any questions, please contact Nicole Elliott (415) 554-7940.

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To view this document in its entirety, please visit the Board's website: <https://sfgov.legistar.com/LegislationDetail.aspx?ID=2479021&GUID=2B0F37A2-93B6-4201-922E-B57F14F4FEAC&Options=ID|Text|&Search=150994>



Draft Subsequent Environmental Impact Report

EVENT CENTER AND MIXED-USE DEVELOPMENT AT MISSION BAY BLOCKS 29-32

Office of Community Investment and Infrastructure Case No. ER 2014-919-97

San Francisco Planning Department Case No. 2014.1441E

State Clearinghouse No. 2014112045

Draft SEIR Publication Date: June 5, 2015

Draft SEIR Public Hearing Date: June 30, 2015

Draft SEIR Public Comment Period: June 5, 2015 – July 20, 2015



office of
COMMUNITY INVESTMENT
and INFRASTRUCTURE

Volume 1

Law Offices of
THOMAS N. LIPPE, APC

Received in
Committee - 11/9/15
J.W.

201 Mission Street
12th Floor
San Francisco, California 94105

Telephone: 415-777-5604
Facsimile: 415-777-5606
Email: Lippelaw@sonic.net

November 9, 2015

Budget and Finance Committee
San Francisco Board of Supervisors
c/o Ms. Angela Calvillo
Clerk of the Board of Supervisors
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Re: November 9, 2015 Budget and Finance Committee, Warriors Arena Project CEQA Findings, Resolution 150994

Dear Committee Members:

This office represents the Mission Bay Alliance ("Alliance"), an organization dedicated to preserving the environment in the Mission Bay area of San Francisco, regarding the project known as the Event Center and Mixed Use Development at Mission Bay Blocks 29-32 ("Warriors Arena Project" or "Project"). The Mission Bay Alliance objects to approval of the Project for the following reasons.

1. The Project SEIR does not comply with CEQA, as described in the Alliance's many comments on the SEIR submitted to the Successor Agency. Over the last three months, the Mission Bay Alliance has reviewed and commented on material inadequacies in the Project's expedited environmental review process. This Committee and the Board of Supervisors cannot fully consider and adequately mitigate the Project's many significant impacts without the benefit of an EIR that complies with CEQA.

The CEQA findings adopted by the OCII and the SFMTA are, therefore, premature and unsupported, as explained in the Alliance's comments on the Draft Subsequent Environmental Impact Report ("DSEIR"), as well as letters submitted following the Final SEIR.

Please refer to the following letters previously submitted and incorporated by reference:

From the Law Offices of Thomas N. Lippe:

- (1) November 2, 2015, letter to OCII and Planning Department re: Comments on Final Subsequent Environmental Impact Report for the Warriors Arena Project Re Air Quality, Transportation, Hydrology, Water Quality, Biological, and Noise Impacts, including:
- (2) As Exhibit A thereto, a November 2, 2015, letter from John Farrow, including

San Francisco Public Works
Bureau of Street-Use and Mapping
Re: Warriors Arena Project Subdivision Map (Project ID # 8593)
November 6, 2015
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- (3) As Exhibit 1 to Exhibit A, November 2, 2015, letter report from Paul Rosenfeld and Jessie Jaeger of SWAPS to Thomas Lippe, re Comments on the Event Center and Mixed-Use Development Project at Mission Bay Blocks 29-32.
- (4) As Exhibit C thereto, a November 2, 2015, report by Greg Gilbert, Autumn Wind Associates.
- (5) As Exhibit F thereto, a November 2, 2015, letter from Dan Smith.
- (6) As Exhibit G thereto, a November 2, 2015, letter from Larry Wymer.
- (7) As Exhibit H thereto, a November 2, 2015, letter from Matt Hageman.
- (8) As Exhibit I thereto, a November 2, 2015, letter from Erik Ringelberg and Kurt Balasek.
- (9) As Exhibit J thereto, a November 2, 2015, letter from Erik Ringelberg.
- (10) As Exhibit K thereto, a July 16, 2015, BSK Technical Memorandum Regarding the Proposed Warrior Arena Wetland Features by Erik Ringelberg and Kevin Grove.
- (11) As Exhibit L thereto, an October 29, 2015, Draft Waters and Wetland Delineation Report Proposed Mission Bay Development, Blocks 29-32 San Francisco, California, by Erik Ringelberg and Kevin Grove of BSK Associates.
- (12) November 2, 2015, letter to OCII re: Warriors Arena Project: Violation of Variance Requirement.
- (13) November 5, 2015, letter to Planning Commission re: Warriors Arena Project: Planning Codes section 321 and 305, General Plan Inconsistency and CEQA Findings.
- (14) July 24, 2015, letter regarding impacts on Hydrology, Water Quality, and Biological Resources, including:
- (15) July 21, 2015, letter report authored by Matt Hageman, P.G., C.Hg., QSD, QSP;
- (16) July 21, 2015, letter report authored by Erik Ringelberg, B.Sc., M.Sc., Ph.D candidate; and Kurt Balasek, PG, CHg, QSD.
- (17) July 25, 2015, letter regarding impacts on Noise and Vibration, including:
- (18) July 24, 2015, letter report authored by acoustic engineer Frank Hubach.

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Bureau of Street-Use and Mapping
Re: Warriors Arena Project Subdivision Map (Project ID # 8593)
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- (19) July 26, 2015, letter regarding impacts on Air Quality, including:
- (20) July 19, 2015, letter report authored by Greg Gilbert; and
- (21) July 20, 2015, letter report authored by Paul Rosenfeld, Ph.D, and Jessie Jagger.
- (22) July 27, 2015, letter regarding impacts on Transportation, including:
- (23) July 23, 2015, letter report authored by traffic engineer Dan Smith; and
- (24) July 21, 2015, letter report authored by traffic engineer Larry Wymer.

From the law firm of Soluri Meserve:

- (25) November 3, 2015, Letter to the San Francisco Municipal Transportation Agency, Board of Directors regarding their November 3, 2015, Agenda Item No. 13.
- (26) November 2, 2015, Letter to the OCII and San Francisco Planning Department regarding the Environmental Review for Warriors Event Center and Mixed-Use Development at Mission Bay Blocks 29-32.
- (27) October 20, 2015, letter to the San Francisco Planning Department regarding Supplemental Comments on Environmental Review for Warriors Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 - Updated Soil and Screening Levels.
- (28) October 7, 2015, Letter to the San Francisco Planning Department regarding Supplemental Comments on Environmental Review for Warriors Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 - Clean Water Act 404 and CZMA Consistency.
- (29) July 9, 2015, Letter to the San Francisco Planning Department regarding Notice of Incomplete Record for Warriors Event Center Environmental Review.
- (30) 9. July 26, 2015, letter regarding impacts on Geology and Soils, Recreation, Hazardous Materials, , Greenhouse Gases, Wind and Shadow, Utilities and Service Systems, Public Services, Energy and Urban Decay, including:
- (31) July 22, 2015, letter report authored by air quality professionals Patrick Sullivan, CPP, REPA, and Joh Henkelman, regarding Greenhouse Gas Emissions;
- (32) July 22, 2015, letter report authored by geotechnical engineer Lawrence Karp, CE, CEG, regarding Geology and Soils impacts;

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Re: Warriors Arena Project Subdivision Map (Project ID # 8593)
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(33) July 22, 2015, letter report authored by engineering geologist Marin Cline, CEG, and hydrogeologist Kurt Balasek, PG, CHg, QSD, regarding Geology and Soils impacts);

(34) July 22, 2015, letter report authored by geotechnical engineer Martin Cline, GEG and Kurt Balasek, PG, CHg, QSD, regarding Hazardous Materials; and

(35) July 22, 2015, letter report authored by economist Philip King, Ph.D., regarding Urban Decay.

(36) June 29, 2015, letter regarding the City's failure to comply with AB 900 record keeping procedures and the resultant ineligibility of the Project for AB 900's litigation fast track procedures.

From the Brandt-Hawley Law Group:

(37) October 13, 2015, letter to the OCII the potentially-feasible alternate site adjacent to Pier 80.

(38) November 3, 2015, letter to the OCII regarding inadequate CEQA findings and inadequate SEIR responses to comments relating to land use plan inconsistencies, potentially-feasible project alternatives, and cultural resources.

(39) 8. July 26, 2015, letter regarding impacts on Land Use, Aesthetics, Cultural Resources, and Project Alternatives.

From Thomas Lippe, Susan Brandt-Hawley, Patrick Soluri, and Osha Meserve jointly:

(40) July 26, 2015, letter regarding EIR tiering;

(41) July 26, 2015, letter regarding litigation streamlining under AB 900.

2. The Project does not comply with the Mission Bay South Redevelopment Plan as discussed in my November 5, 2015, letter to the Planning Commission attached as Exhibit 1.

3. The Project does not comply with the San Francisco General Plan as discussed in my November 5, 2015, letter to the Planning Commission attached as Exhibit 1.

4. The Project does not comply with Proposition M, as codified at Planning Code Section 320 et seq and Planning Commission Motion 17709, and is it is ineligible for allocation of any office space under Planning Code section 321 and Motion 17709, as discussed in my November 5, 2015, letter to the Planning Commission attached as Exhibit 1.

5. The Board of Supervisors cannot find that "Impact AQ-4: Potential conflicts with

BAAQMD's 2010 Clean Air Plan" is less than significant with mitigation because the City and Project Sponsor refuse to agree to BAAQMD's offset fees per Mitigation Measure M-AQ-2b. (See Exhibits 4 and 5.) There is also no evidence that the "Option 2" offset idea within Mitigation Measure M-AQ-2b is feasible. There are too many unanswered questions regarding Option 2, including lack of assured verification of offsets to ensure their effectiveness, and lack of assurance that offset sources are available in the quantity required. BAAQMD's offset program at least answers some, if not all, of these questions.

The Commission cannot find that all feasible mitigation measures that would substantially reduce "Impact AQ-1: Impacts of Criteria Air Pollutants from Construction" have been adopted as required by CEQA section 21081, because there is no evidence that paying the offset fees demanded by BAAQMD is infeasible. Also, as discussed above, there is no evidence that the "Option 2" offset idea within Mitigation Measure M-AQ-2b is feasible; therefore, it is not an adequate substitute for BAAQMD's offset program. This also applies to:

- Impact AQ-2: Impacts of Criteria Air Pollutants from Project Operations; and
- Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts.

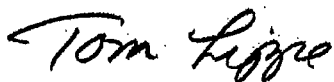
6. The Commission cannot find that feasible alternatives that would substantially reduce the Project's significant impacts have been adopted. The SEIR does not analyze the alternate site proposed by the Alliance near Pier 80, and did not circulate that analysis for public comment. Neither OCII nor this Commission has the basis to make conclusory findings rejecting the alternative. Among the relevant facts not considered in the findings is that the site is three times as large as would be required for the Event Center project and need not utilize any of the City-owned property nor any particular configuration of the privately-owned lots should there be an unwilling seller. There is no evidence provided that the site could not be acquired within a reasonable time period.

Case law confirms that assuring a site's consistency with city plans and zoning is within the City's power. Similarly, the scheduling of transportation services to the site can be increased, and the findings provide no studies to back up conclusory statements regarding traffic, air quality, hydrology, or water quality impacts. Since only a third of the site is needed to accommodate the event center, all of the impacts (if shown to have concern after sufficient technical review) can be avoided or mitigated. As stated in the Alliance letter to OCII that proposes this site for consideration as an alternative, here incorporated by reference, the SEIR failed to consider a potentially-feasible off-site alternative and must be revised and recirculated to do so before findings of infeasibility may be considered or adopted. The site suggested by the Alliance is potentially feasible and deserving of study.

San Francisco Public Works
Bureau of Street-Use and Mapping
Re: Warriors Arena Project Subdivision Map (Project ID # 8593)
November 6, 2015
Page 6

Thank you for your attention to this matter.

Very Truly Yours,

A handwritten signature in black ink that reads "Tom Lippe". The signature is written in a cursive, slightly slanted style.

Thomas N. Lippe

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November 5, 2015

President Rodney Fong and Members of the Planning Commission
City and County of San Francisco
1650 Mission Street, Suite 400
San Francisco, CA 94103

**Re: Warriors Arena Project: Planning Codes section 321 and 305, General Plan
Inconsistency and CEQA Findings.**

Dear Commission President Fong and Members of the Commission:

This office represents the Mission Bay Alliance (“Alliance”), an organization dedicated to preserving the environment in the Mission Bay area of San Francisco, regarding the project known as the Event Center and Mixed Use Development at Mission Bay Blocks 29-32 (“Warriors Arena Project” or “Project”). The Mission Bay Alliance objects to approval of this Project and certification of the Project SEIR.

1. **The Project is ineligible for any office space allocation under Planning Code section 321 and Motion 17709.**
 - a. **This Project does not comply with the Design for Development.**

Resolution 14702 and Motion 17709 require that any project in the Alexandria District must comply with the Mission Bay South Design for Development in order to be eligible for any office space allocation. (See Motion 17709, p. 9, Finding 9,¹ Finding 10².)

¹“This schedule of phased authorization will ensure that, in accord with Resolution 14702, adequate office space can be allocated to those projects within the Development District that are determined to be in compliance with the D for D requirements, while also complying with Section 321 of the Planning Code forbidding exceedance of the square footage available for allocation in any given annual cycle.”

²“Pursuant to Resolution 14702, the Commission is charged with determining whether a project seeking authorization conforms to applicable standards in the D for D Document, which supersedes the criteria set forth in Section 321 and other provisions of the Code except as provided in the MBS Plan. The projects previously approved were determined to have met the MBS Redevelopment Plan and the D for D Document standards and guidelines, and requirements for childcare, public art, and other provisions of the Plan Documents, and retain

This Project does not comply with the Design for Development, as evidenced by the many amendments that the Successor Agency made to the Design for Development to accommodate the Project. Therefore, it is ineligible for allocation of any office space under Planning Code section 321 and Motion 17709.

b. This Project is inconsistent with the Redevelopment Plan.

A basic premise of the Planning Commission decisions in Resolution 14702 and Motion 17709, and a fundamental rationale for “superseding” section 321’s guidelines in favor of the Redevelopment Plan and Redevelopment Plan documents, were the Commission’s findings that the Redevelopment Plan met standards set in section 321, the San Francisco Master Plan, the priority policies in Planning Code section 101.1, and the requirements of redevelopment law. In short, in order to be eligible for the office space allocation available under motion 17709, the Project must be consistent with the Redevelopment Plan.

This Project is inconsistent with the Redevelopment Plan because, as demonstrated in the November 2, 2015, letter from Susan Brandt-Hawley, my co-counsel for the Alliance (attached as Exhibit 1), this Project is not an allowable secondary use under the Redevelopment Plan. However, in the alternative, as shown in my November 2, 2015, letter (attached as Exhibit 2), if the Project is an allowable secondary use under the Redevelopment Plan, then it requires a variance under section 305 of the Plan before Project approval.

2. The office space allocation requested for this Project exceeds the amount authorized for the Alexandria District.

In 1986, San Francisco voters passed Proposition M, a referendum limiting the amount of office space that can be approved each year. Codified as Section 321 of the San Francisco Planning Code, it provides that “[n]o office development may be approved during any approval period if the additional office space in that office development, when added to the additional office space in all other office developments . . . would exceed 950,000 square feet.” (San Francisco Planning Code § 321(a)(1).) Office space is defined to mean “construction . . . of any structure” that has the “effect of creating additional office space.”

The current Project plans call for the construction of two office towers on Mission Bay South Parcels 29 and 31, comprising 309,436 square feet and 267,486 square feet of office space, respectively, for

that design approval, along with all previously imposed conditions of approval. Future projects requesting authorization will be brought before the Commission for design review in accord with Resolution 14702, and upon determination by the Commission that such proposals are in conformity with the D for D and other applicable requirements, office space may be allocated for such new structures from the unassigned amount available in the Development District.”

a total of 576,922 square feet of office space. (Executive Summary, p. 2.)

In 2008, the Planning Commission adopted Motion No. 17709. Motion 17709 approved a cumulative total office space allocation for all projects within the Alexandria Development District of 1,350,000 gross square feet. (Motion 17709, p. 9, Finding 9.) Of that amount, 1,222,980 was allocated before the adoption of Motion 17709. (Motion 17709, p. 5, Finding 4, Table 1.) Therefore, at the time Motion 17709 was proposed, 227,020 gsf of unallocated office remained for allocation. (Motion 17709, p. 9, Finding 9, Table 4.)

According to Motion 17709, there were three pending projects at that time, at 600 Terry Francois, 650 Terry Francois, and 1450 Owens Street. Motion 17709 states that these projects represented 665,880 square feet of "potential office space." (Motion 17709, p. 5, Finding 5, Table 2.) Motion 17709 also states an intent to authorize only 57% of "potential office space" for actual office space after 10/18/09, 53% of "potential office space" for actual office space after 10/18/10, and 50% of "potential office space" for actual office space after 10/18/11.

Motion 17709 does not state how much actual office space was approved for the three pending projects at 600 Terry Francois, 650 Terry Francois, and 1450 Owens Street. The Planning Department's Office Development Annual Limitation Program record (attached as Exhibit 3) shows "0*" in the "size" column for these projects. (Exhibit 3, p. 19.) Assuming the Planning Commission allocated office space to these projects at the 57% ratio, that amount is 379,552 gsf (665,880 x .5). **This amount exceeds the remaining office space available for allocation at that time (i.e., 227,020 gsf).**

According to Motion 17709, there were two additional areas where the applicant indicated an intent to develop "potential office space," namely, MB South Blocks "29 and 31" and "33-34." (Motion 17709, p. 5, Finding 6, Table 3.) Motion 17709 states that these possible future projects represented 915,700 square feet of "potential office space," with Blocks "29 and 31" at 515,700 GSF. (Motion 17709, p. 5, Finding 6, Table 3.)

Assuming, again, that the Planning Commission allocated office space to these areas at the 50% ratio, that amount is 457,850 GSF (915,700 x .5), with 257,850 allocated to Blocks "29 and 31" at 257,850 gsf (515,700 x .5).

The Draft Motion proposed for adoption at today's hearing states that "Blocks 29-32 are included in the Development District and have been allocated a total of 677,020 sf of office space pursuant to Motion No. 17709." (Draft Motion, p. 3.) This is incorrect in at least four ways.

First, it is unclear and unstated how Planning staff derived the 677,020 gsf number.

Second, after approval of the office space allocation for the three pending projects at 600 Terry Francois, 650 Terry Francois, and 1450 Owens Street, there was no office space left in the

Alexandria District to allocate - as discussed above.

Third, even if one adds together the “potential office space” numbers for Blocks 29-32 in Motion 17709, the sum is 1,119,999 gsf, and 50% of that is only 560,000 gsf. The two office towers proposed for this Project require 576,922 gsf. (See Executive Summary, pp. 1-2: 309,436 gsf in the South tower and 267,486 gsf in the 16th Street tower). This number exceeds 560,000 gsf.

Fourth, when one adds the 25,000 gsf for office space in the arena building (see SEIR p. 3-17), the office space for this project totals 601,922 gsf (i.e., 576,922 plus 25,000), which also exceeds 560,000 gsf.

Fifth, to the extent there was any office space left for Motion 17709 to allocate after approval of the office space allocation for the three pending projects at 600 Terry Francois, 650 Terry Francois, and 1450 Owens Street, Motion 17709 allocated only 257,850 gsf to Blocks 29 and 31 (i.e., 50% of 515,700) pursuant to Finding 6, Table 3. **The 576,922 gsf of office space in the two office towers for this Project are located in Blocks 29 and 31; and the total of 576,922 gsf vastly exceeds the 257,850 gsf that may arguably be available.**

Because the office towers called for in the Project exceed the allowable office space cap, Section 321(a)(1) and Motion 17709 require the Planning Commission to deny approval of the Project and of the requested allocations of office space.

3. **General Plan Inconsistency: BAAQMD.**

San Francisco Master Plan Policy 4.1 states:

Support and comply with objectives, policies, and air quality standards of the Bay Area Air Quality Management District.

Regionwide monitoring of air quality and enforcement of air quality standards constitute the primary means of reducing harmful emissions. The conservation of San Francisco's air resource is dependent upon the continuation and strengthening of regional controls over air polluters, San Francisco should do all that is in its power to support the Bay Area Air Quality Management district in its following operations:

- Monitoring both stationary and mobile sources of air pollution within the region and enforcing District regulations for achieving air quality standards.
- Regulating new construction that may significantly impair ambient air quality.
- Maintaining alert, permit, and violations systems.
- Developing more effective controls and method of enforcement, as necessary

The attached letter from the Bay Area Air Quality Management District (Exhibit 4) and the City's response (Exhibit 5) show that this Project does not comply with this policy.

The Alliance previously commented on the Draft SEIR (Comment AQ-7) that the per ton charge for emission offsets is too low to achieve complete offset of the Project's emissions. The City's response to comments on this point is cagey, but it does suggest what now turns out to be fact - that the BAAQMD agreed with the comment - because the response states:

SF Planning has been in communication with BAAQMD with regard to its suggestion that a higher fee may be warranted to offset project emissions to a less than significant level and found that BAAQMD could not establish that an increased rate beyond that of the Carl Moyer Program plus a five percent administrative fee could meet the "rough proportionality" standard required under CEQA.

(RTC, p. 13.13-67.) The RTC's rationale for contending that a higher offset fee would not meet the "rough proportionality" standard is that offset fees in other areas of the state are not higher than the offset fee proposed in the DSEIR. This is an error of law. The "rough proportionality" requirement requires a comparison of the cost of the mitigation to the degree of severity of the impact. The fees charged in other areas of the state are irrelevant to "rough proportionality."

4. CEQA Findings: General

The Commission cannot make any CEQA findings required by CEQA section 21081 or CEQA Guidelines 15091, 15093, 15096(f), because the Project SEIR does not comply with CEQA and is not certifiable, for the reasons described in the Alliance's comments on the SEIR.

5. CEQA Findings: BAAQMD.

The Commission cannot find that "Impact AQ-4: Potential conflicts with BAAQMD's 2010 Clean Air Plan" is less than significant with mitigation because the City and Project Sponsor refuse to agree to BAAQMD's offset fees per Mitigation Measure M-AQ-2b. (See Exhibits 4 and 5.) There is also no evidence that the "Option 2" offset idea within Mitigation Measure M-AQ-2b is feasible. There are too many unanswered questions regarding Option 2, including lack of assured verification of offsets to ensure their effectiveness, and lack of assurance that offset sources are available in the quantity required. BAAQMD's offset program at least answers some, if not all, of these questions.

The Commission cannot find that all feasible mitigation measures that would substantially reduce "Impact AQ-1: Impacts of Criteria Air Pollutants from Construction" have been adopted as required by CEQA section 21081, because there is no evidence that paying the offset fees demanded by BAAQMD is infeasible. Also, as discussed above, there is no evidence that the "Option 2" offset idea within Mitigation Measure M-AQ-2b is feasible; therefore, it is not an adequate substitute for BAAQMD's offset program. This also applies to

- Impact AQ-2: Impacts of Criteria Air Pollutants from Project Operations"; Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts;

Planning Commission
City and County of San Francisco
Re: Warriors Arena Project DSEIR
November 5, 2015
Page 6

- Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts.

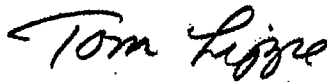
6. CEQA Findings: Pier 80 Alternate Site.

The Commission cannot find that feasible alternatives that would substantially reduce the Project's significant impacts have been adopted. The SEIR does not analyze the alternate site proposed by the Alliance near Pier 80, and did not circulate that analysis for public comment. Neither OCII nor this Commission has the basis to make conclusory findings rejecting the alternative. Among the relevant facts not considered in the findings is that the site is three times as large as would be required for the Event Center project and need not utilize any of the City-owned property nor any particular configuration of the privately-owned lots should there be an unwilling seller. There is no evidence provided that the site could not be acquired within a reasonable time period.

Case law confirms that assuring a site's consistency with city plans and zoning is within the City's power. Similarly, the scheduling of transportation services to the site can be increased, and the findings provide no studies to back up conclusory statements regarding traffic, air quality, hydrology, or water quality impacts. Since only a third of the site is needed to accommodate the event center, all of the impacts (if shown to have concern after sufficient technical review) can be avoided or mitigated. As stated in the Alliance letter to OCII that proposes this site for consideration as an alternative, here incorporated by reference, the SEIR failed to consider a potentially-feasible off-site alternative and must be revised and recirculated to do so before findings of infeasibility may be considered or adopted. The site suggested by the Alliance is potentially feasible and deserving of study.

Thank you for your attention to this matter.

Very Truly Yours,



Thomas N. Lippe

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November 2, 2015

Tiffany Bohee, OCII Executive Director
c/o Brett Bollinger, San Francisco Planning Department
via email warriors@sfgov.org

Subject: Warriors Event Center & Mixed Use Development
Inconsistency with Mission Bay South Redevelopment Plan
'Secondary Use' Classification

Dear Director Bohee and Mr. Bollinger:

The Mission Bay Alliance (the Alliance) contends that the Warriors' Event Center is unlawfully inconsistent with every use allowed by the Mission Bay South Redevelopment Plan (the Plan). Although the Alliance raised this issue in comments on the Draft Subsequent EIR (DSEIR), both the Responses to Comments in the Final SEIR and OCII's findings of project consistency remain materially inadequate.

The Plan designates uses allowed at a 'Commercial Industrial/Retail' site. The Alliance notes that while OCII now concedes that a sports arena is not within the scope of allowed 'principal uses' in that zoning, OCII contends that an arena is consistent with 'secondary uses.' As this letter will explain, all such secondary uses are similarly and demonstrably insufficient to permit the Warriors' sports arena.

Nighttime Entertainment. The Initial Study concluded, in error, that the DSEIR did not need to address land use issues — at all. It asserted that the entire Event Center, including the sports arena use, somehow met the secondary 'Nighttime Entertainment' use analyzed in the 1998 Plan EIR. Secondary uses were then generally referenced in the DSEIR (*e.g.*, pp. 3-8, 3-51, 4-5, 5.2-115), but there was no discussion of which category of secondary use would be allocated to the Event Center, inferring acceptance of the Nighttime Entertainment category.

The Plan describes Nighttime Entertainment in terms of small-scale local uses like dance halls, bars, nightclubs, discotheques, nightclubs, private clubs, and

restaurants. (Plan, p. 50.) At the time of the 1998 EIR, several small neighborhood bars occasionally offered nighttime entertainment, consistent with the secondary use category. Such minor uses were compatible with the 3rd Street Corridor and the waterfront. Clearly, no mammoth regional entertainment venue was anticipated in Mission Bay South and no such use was considered in the 1998 Plan EIR.

And while professional basketball games are held at night, the Event Center also projects 31 annual events “related to conventions, conferences, civic events, corporate events and other gatherings,” with an estimated attendance of between 9,000 and 18,500 patrons. “[T]he majority of events are expected to occur during day time hours.” Such events are not ‘Nighttime Entertainment.’

The Director’s currently-proposed findings that the sports arena is ‘Nighttime Entertainment’ contemplated as a secondary use in the Plan are unsupported. The findings fail to match the scope and impacts of a professional sports venue with the analysis or description of uses in the Plan or in the 1998 EIR. The findings are fatally conclusory; that somehow a professional sports venue would be “similar” to a nightclub or bar use in the ‘Nighttime Entertainment’ category “because” it will serve alcohol, provide amplified live entertainment, and provide a venue for evening gatherings. The findings fail to address the core inconsistency of a regional sports arena with the intent of the adopted Plan and the Design for Development, which focus on commercial entertainment uses in Mission Bay North to complement the Giants’ ballpark.

OCII’s reliance on the negative; to wit, that the ‘Nighttime Entertainment’ secondary use has no specific size limitations, is not enough. The Plan provides for the continued development of Mission Bay South as a walkable urban community intended to facilitate world-class medical and biotechnology development. The Event Center project violates the Plan Area Map carefully designed in classic, walkable Vara Blocks. (Plan, Attachment 2, p. 40.) Neither the Plan nor the Design for Development contemplate any uses comparable in scope or impact to the Event Center as ‘Nighttime Entertainment.’

That being said, in fact in the Final SEIR and as reflected in the proposed Plan consistency findings, OCII now implicitly agrees with the Alliance that the ‘Nighttime Entertainment’ secondary use standing alone does not encompass a sports arena. Now, OCII additionally relies on the Plan’s alternate ‘secondary uses.’ No such uses are consistent with the Plan, as explained below.

Recreation Building. One of the Plan's secondary use categories is for an undefined 'Recreation building.' (Plan, p. 15.) The Plan describes 'Outdoor Recreation' as "an area, not within a building, which is provided *for the recreational uses of patrons* of a commercial establishment." (Plan, p. 50, italics added.)

OCII's proposed findings as to the 'Recreation building' category stretch the regional sports arena use not only beyond what was contemplated by the Plan or studied in the 1998 EIR, but beyond logic. To state the obvious: there is a difference between 'recreation' and 'entertainment.' Both involve enjoyment and leisure, and may involve ancillary eating and drinking, and the Alliance has no quarrel with the Director's reference to recreation as "something people do to relax or have fun; activities done for enjoyment." (OCII Proposed Secondary Use Determination, p. 6.) But myriad dictionary definitions confirm and it cannot readily be denied that 'recreation' is commonly understood to involve one's personal physical activities while 'entertainment' refers to events or performances designed to entertain others.

None of the Plan's various references to 'entertainment' include athletic activities normally considered 'recreation;' Adult Entertainment [bookstore or theater], Amusement Enterprise [video games], Bar [drinking and theater], Theater [movies and performance]. (Plan, Attachment 5, pp. 44-51.) Consistently, the 1998 EIR's discussion of 'recreational' land uses focused in turn on open space, bicycles, parks, and water-based activities. (Mission Bay EIR, Volume IIB, pp. V.M. 15-28.)

In context, the Plan's reference to 'Recreation building' as a secondary use contemplates participatory recreational uses like the 'recreation facilities' referenced in the 1998 Plan EIR for the existing golf driving range and in-line hockey rink, with the expressed expectation that the size of recreational 'facilities' would decrease as redevelopment of the Plan area progressed. (OCII Proposed Secondary Use Determination, p. 6.)

Reliance on the secondary use of 'Recreation building' is unsupported.

Public Structure or Use of a Nonindustrial Character. As presented in the Plan, the category of "other secondary uses" labeled 'Public structure or use of a nonindustrial character' references *one* secondary use, not *two*. (Plan, p. 13.) The use is required to be public, and either a structure *or* a use.

The interpretation urged by the Director is, again, strained beyond the plain words of the Plan. 'Public' is not defined in the Plan and so its common meaning is assumed. But as proposed in the consistency findings, OCII interprets a 'public' use as simply requiring that the public be somehow 'served.' That would encompass every kind of principal and secondary use listed in the Plan, from child care to animal care to hotel, *etc.*, and renders the category meaningless: *i.e.*, "Any use is ok."

Instead, a public structure or use is commonly understood to be under the control and management of a public agency for the benefit of its constituency — such as the University of California¹ or the City of San Francisco. The Plan provides a description of a range of anticipated public improvements in Attachment 4. This list includes both public buildings and public uses. None of the public improvements listed in Attachment 4 include anything like a private professional sports arena.

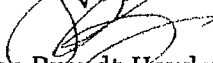
The Event Center is a private project and is not within the scope of the secondary use category for a public structure or use of a nonindustrial character.

Director's Findings. As explained, the sports arena uses that are the impetus for the Event Center project are not allowed by the Plan's allowed principal or secondary uses. An allowed use is prerequisite for a finding of Plan consistency. The Alliance will not belabor the myriad other inconsistencies with the Plan's objectives, design, incompatibility with UCSF, and creation of significant environmental impacts, as those have been described in the DSEIR comments and throughout the administrative record, but hereby objects to their insufficiencies and lack of supporting substantial evidence for the Plan consistency finding.

Consideration of the Event Center project must be preceded by amendment of the Plan to be consistent with the delineated principal and secondary uses and the adopted Plan Area Map of the Mission Bay South Redevelopment Plan.

Thank you.

Sincerely yours,



Susan Brandt-Hawley
Attorney for Mission Bay Alliance

¹ See attached 2005 Resolution and Secondary Use finding regarding the "UCSF hospital" as a "public structure or use of a non-industrial character" for "a public body specifically created by the California Constitution."

RESOLUTION NO. 176-2005

Adopted November 1, 2005

APPROVING A MEMORANDUM OF UNDERSTANDING WITH THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, A CALIFORNIA PUBLIC CORPORATION, AND ACKNOWLEDGING THE EXECUTIVE DIRECTOR'S FINDINGS OF CONSISTENCY WITH THE MISSION BAY SOUTH REDEVELOPMENT PLAN, FOR THE EXPANSION OF UCSF FACILITIES IN THE MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

BASIS FOR RESOLUTION

1. On September 17, 1998, by Resolution No. 193-98, the Redevelopment Agency of the City and County of San Francisco's (the "Agency") Commission (the "Agency Commission") conditionally approved the Mission Bay South Owner Participation Agreement (the "South OPA") and related documents between Catellus Development Corporation (the "Owner") and the Agency for development in the Mission Bay South Redevelopment Project Area (the "Project Area").
2. On November 2, 1998, the Board of Supervisors of the City and County of San Francisco (the "Board") by Ordinance No. 335-98 approved and adopted the Redevelopment Plan for the Mission Bay South Redevelopment Project Area (the "Plan"). The Board's adoption of the Plan satisfied the conditions to the effectiveness of Agency Resolution No. 193-98.
3. On November 16, 1998, the Agency entered into the South OPA with the Owner. The South OPA sets forth phasing principles that govern the development of property in the Project Area. Those principles include the Owner's obligations to deliver to the Agency affordable housing sites as market rate housing is built in the Project Area. They also include the Owner's commitments to construct public open space and other public infrastructure adjacent to -- or otherwise triggered by -- development on any of the private parcels governed by the South OPA.
4. Under the South OPA and the related Mission Bay South Tax Increment Allocation Pledge Agreement (the "Pledge Agreement"), dated as of November 16, 1998, between the Agency and the City and County of San Francisco (the "City"), approximately 20% of the total property tax increment (plus certain excess tax increment) generated by development in the Project Area is contractually dedicated to develop affordable housing units on parcels that the Owner will contribute to the Agency, to achieve the affordable housing program contemplated by the Plan.

5. The South OPA requires the Owner to construct the public infrastructure directly related to each of the major phases in accordance with the incremental build-out of each project. Under the South OPA and the Pledge Agreement, the Agency is obligated to fund, repay or reimburse the Owner, subject to certain conditions, for the direct and indirect costs of constructing the infrastructure. The Agency has established a Community Facilities District ("CFD") for infrastructure in the Project Area. The Agency has also established a separate CFD to pay the costs of maintaining the public open space in the Project Area.
6. The South OPA provides that as a condition to any transfer of property in the Project Area, the Owner must obtain the agreement of the transferee to assume all of Owner's obligations under the South OPA with respect to the transferred parcels.
7. The Project Area includes an approximately 43-acre biomedical research and educational campus site (the "Campus Site") for the University of California, San Francisco ("UCSF"). UCSF has already invested about \$675 million on projects completed or underway on the Campus Site within the Plan Area and has plans to invest another \$225 million on projects in design.
8. The Regents of the University of California, a California public corporation ("The Regents") wishes to lease or acquire, and the Owner wishes to transfer Parcels 36, 37, 38 and 39 in the Project Area, comprising approximately 9.65 acres of land for the possible expansion of UCSF in Mission Bay (the "Expansion Parcels"). These parcels are not part of the 43 acres that the Plan originally designated as the Campus Site.
9. On November 30, 2004, The Regents released proposed amendments in draft form to its long range development plan, as LRDP Amendment #2. Those amendments contemplate an expansion of UCSF facilities onto the Expansion Parcels, including the possibility of developing by 2012 new integrated specialty Children's, Women's and Cancer hospitals containing about 210 beds, together with ambulatory and research facilities. In March 2005, The Regents approved LRDP Amendment #2 (the "Project") and certified a related final environmental impact report (the "LRDP #2 FEIR") which analyzed the environmental effects of the proposed UCSF development on the Expansion Parcels. Copies of the LRDP #2 FEIR are on file with the Agency Secretary.
10. The Owner and The Regents have entered into an Option Agreement and Grant of Option to Lease, dated as of January 1, 2005 (the "Option to Lease"), which provides that upon the satisfaction of certain conditions and the exercise by The Regents of its option (i) Catellus, as landlord, and The Regents, as tenant, will enter into a long-term ground lease of the Expansion Parcels (the "Lease") and (ii) the Owner and The Regents will at the same time enter into an Option Agreement and Grant of Option to Purchase (the

"Option to Purchase") under which The Regents will have an option to purchase the Expansion Parcels.

11. If The Regents exercises the Option to Lease within the option term, the Lease would allow for The Regents to develop up to 1,020,000 leasable square feet on the Expansion Parcels, provided that (a) any development of those parcels is the subject of further environmental review under the California Environmental Quality Act ("CEQA"), and (b) the Owner does not lose any of its entitled development potential for the balance of its land nor lose any of its other rights and privileges under the South OPA.
12. Pursuant to Section 302 of the Plan, the development of the contemplated UCSF facilities on the Expansion Parcels is permitted as a subset of "Other Uses" as a secondary use. Such secondary uses are permitted provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to the Plan and based on certain findings of consistency by the Agency's Executive Director (the "Consistency Findings"). The Executive Director has made the Consistency Findings, and such findings are hereby incorporated herein by this reference as if fully set forth.
13. The City must make substantial improvements to San Francisco General Hospital ("SFGH") by 2013 and is evaluating a number of alternatives, including rebuilding on site and co-locating a new SFGH with new UCSF medical facilities in Mission Bay.
14. As a State agency, The Regents is exempt under the State Constitution from local land use regulation and property taxes to the extent it uses property exclusively in furtherance of its educational mission.
15. The Agency, City and The Regents negotiated a non-binding term sheet to guide the preparation of final transactional and related documents, such as a Disposition and Development Agreement ("DDA") for The Regents to acquire property for, and to construct and subsidize, affordable housing for low-income workers of UCSF, which DDA is being considered by the Agency Commission concurrently with this Resolution, pursuant to Resolution No. 160-2005, and provided terms for a Memorandum of Understanding regarding design standards and cooperation on the development of the Expansion Parcels (the "MOU"). The Agency Commission approved the non-binding term sheet on May 17, 2005 by Resolution No. 81-2005.
16. The proposed MOU addresses, among other things: the potential loss of tax increment from the transfer of the Expansion Parcels to a tax-exempt entity; the obligations to build infrastructure associated with development on the Expansion Parcels; the potential assistance of UCSF in the planning of the co-location, if any, of SFGH with the new UCSF facilities; the standards for design review for construction on the Expansion Parcels; local hiring and

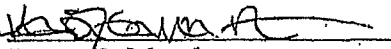
equal opportunity for jobs associated with the development on the Expansion Parcels; and other matters designed to provide the Agency and City with significant public benefits.

17. Agency staff is recommending that the Agency Commission approve the MOU, and the associated Consistency Findings.
18. The Agency Commission has reviewed and considered the information contained in the LRDP #2 FEIR.
19. The Agency Commission hereby finds that the MOU is an action in furtherance of the implementation of the Project for purposes of compliance with CEQA.
20. By Resolution 175-2005, the Agency Commission adopted environmental findings related to the LRDP #2 FEIR, pursuant to CEQA and the CEQA Guidelines (the "Findings"). Such Findings are made pursuant to the Agency's role as the responsible agency under CEQA for the Project. The Findings are hereby incorporated herein by this reference as if fully set forth.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the findings of consistency with the Mission Bay South Redevelopment Plan are approved and the Executive Director is authorized to execute the "Expansion of UCSF Facilities in Mission Bay South Redevelopment Project Area (Blocks 36-39) Memorandum of Understanding", substantially in the form lodged with the Agency General Counsel; Mission Bay South Redevelopment Project Area.

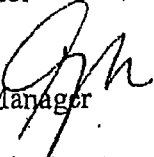
APPROVED AS TO FORM:


James B. Morales
Agency General Counsel

MEMORANDUM

126-03405-001
October 12, 2005

To: Marcia Rosen
Executive Director

From: Amy Neches 
Senior Project Manager

Re: Secondary Use Finding Recommendation for UCSF Hospital in Mission Bay South Redevelopment Area

Pursuant to a Term Sheet dated as of August 1, 2005 between the City, the Agency and The Regents of the University of California, which was endorsed by the Commission on May 17, 2005 (Resolution No. 81-2005), the Agency is considering agreements, including a Memorandum of Understanding ("MOU"), under which the University of California at San Francisco ("UCSF") may develop a hospital in the Mission Bay South Redevelopment Area ("Redevelopment Area").

The UCSF hospital would be located on Blocks 36-39 within the Commercial Industrial land use district of the Redevelopment Area, as described in the Mission Bay South Redevelopment Plan (the "Plan"). The UCSF hospital development may also include all or portions of Block X3 within the Commercial Industrial/Retail land use district. In both of these land use districts "public structure or use of a non-industrial character" is permitted as a subset of "Other Uses" as a secondary use.

The University of California, of which UCSF is a component, is a public body specifically created by the California Constitution. A hospital or medical center is described in §790.44 of the San Francisco Planning Code as a "public or private institutional use which provides medical facilities for inpatient care, medical offices, clinics, and laboratories." The proposed UCSF hospital development will include these components: The hospital will not including manufacturing, warehousing, or distribution of goods, and can reasonably be considered a "non-industrial use." This interpretation is supported by the San Francisco Planning Code, under which hospitals are permitted as a conditional use in all C districts and NC-3 districts.

Section 302 of the Plan provides as follows:

"Secondary uses shall be permitted in a particular land use district...provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan and is determined by the Executive Director to make a positive contribution to the character of the Plan Area, based on

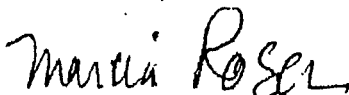
a finding of consistency with the following criteria: the secondary use, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community.”

Staff believes that the UCSF hospital is appropriate as a secondary use, based on the following:

- 1) The proposed hospital will be located on approximately 10 to 14 acres of land adjacent to the Mission Bay UCSF research campus that have been determined to be blighted and are affected by environmental contamination. UCSF plans close integration of its basic academic research activities with the teaching, research and patient care activities within the planned hospital. The plan for development of the UCSF hospital generally conforms to the Redevelopment Project Objectives as described in §103 of the Plan, particularly with objective A of eliminating blight and correcting environmental deficiencies, and objective B of retaining and promoting UCSF's research and academic activities within the City and County of San Francisco.
- 2) Under the MOU, the UCSF hospital development will generally conform to the planning and design controls established pursuant to the Plan, including the street layout, setbacks, and streetscape plan. To accommodate the needs of the hospital, the MOU will include specific adjustments to the existing height and bulk standards of the Commercial Industrial and Commercial Industrial/Retail land use zones of the Mission Bay South Design for Development. These changes will lower the maximum height of a hospital to 105 feet, compared to the existing 160 foot limit, but would allow for somewhat greater bulk in the mid-rise area. These changes have been studied and presented to the public at two well-noticed public meetings. In staff's opinion, the proposed adjustments represent reasonable variation from the existing standards, which will have little if any negative effect on the surrounding community in the context of overall Mission Bay development.
- 3) The hospital will contain no more development, as calculated under the Plan in leasable square feet, than would have been permitted under the principal uses permitted in these land use districts, and there will be no net increase in the overall size of development within the Redevelopment Area. The hospital will be developed on parcels that would otherwise likely have been developed with commercial office or life science/biotechnology uses. These uses would have been constructed in buildings of reasonably similar size and appearance as the proposed hospital use.
- 4) The proposed hospital will allow UCSF to continue to provide needed tertiary health care to the residents of San Francisco in a modern seismically safe hospital, and will assist UCSF in furthering its research and academic mission.

Based on these factors, staff believes that it is appropriate to make the finding of consistency cited above, and recommends that the Executive Director permit the development of the UCSF hospital as a secondary use in Mission Bay, subject to the approval of the MOU by the Commission.

Approved on October 12, 2005:



Marcia Rosen
Executive Director

Law Offices of
THOMAS N. LIPPE, APC

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November 2, 2015 [2 of 2]

By personal delivery at Nov. 3, 2015, hearing to: Commission on Community Investment and Infrastructure Attn: Claudia Guerra, Commission Secretary Office of Community Investment and Infrastructure 1 South Van Ness Avenue, 5th Floor San Francisco, CA 94103 and email to: claudia.guerra@sfgov.org	By email to: warrriors@sfgov.org : Ms Tiffany Bohee OCII Executive Director c/o Mr. Brett Bollinger San Francisco Planning Department 1650 Mission Street, Suite 400 San Francisco, CA 94103
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Re: Warriors Arena Project: Violation of Variance Requirement.

Dear Ms Bohee and Mr. Bollinger:

This office represents the Mission Bay Alliance (“Alliance”), an organization dedicated to preserving the environment in the Mission Bay area of San Francisco, regarding the project known as the Event Center and Mixed Use Development at Mission Bay Blocks 29-32 (“Warriors Arena Project” or “Project”). The Mission Bay Alliance objects to approval of this Project and certification of the Project SEIR.

I write today regarding the OCII’s failure to require a variance or “variation” for this Project under section 305 of the Mission Bay South Redevelopment Plan (“Plan”). The November 2, 2015, letter from Susan Brandt-Hawley, my co-counsel for the Alliance, demonstrates this Project is not an allowable secondary use under the Plan. Thus, a variance is not available because, as shown by Brandt-Hawley, the Project “will change the land uses on this Plan.” (Plan, § 305.) However, in the alternative, if the Project is an allowable secondary use under the Plan, then the OCII must process this Project application as a variance and make the findings required by Plan section 305 before Project approval.

Both California and San Francisco planning law provide a process for landowners to obtain a “variance” from the “uniformity” of zoning limits that, while appropriate for the zone district in general, would impose undue hardship due to unique characteristics of a specific parcel. Government Code section 65906 governs the grant of zoning variances by municipalities and prohibits local agencies from granting “special privileges” to individual landowners. Similarly, San

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Francisco Planning Code, section 305, subdivision (a), provides that a variance permit must be approved for any exception to the requirements of the Planning Code. Subdivision (c) thereof mirrors the requirements of state law, and requires a finding that “owing to such exceptional or extraordinary circumstances the literal enforcement of specified provisions of this Code would result in practical difficulty or unnecessary hardship”

Similarly, the Plan includes a variance provision that reflects the same substantive requirements as Government Code section 65906 and Planning Code section 305:

The Agency may modify the land use controls in this Plan where, owing to unusual and special conditions, enforcement would result in undue hardships or would constitute an unreasonable limitation beyond the intent and purposes of these provisions. Upon written request for variation from the Plan’s land use provisions from the owner of the property, which states fully the grounds of the application and the facts pertaining thereto, and upon its own further investigation, the Agency may, in its sole discretion, grant such variation from the requirements and limitations of this Plan. The Agency shall find and determine that the variation results in substantial compliance with the intent and purpose of this Plan, provided that in no instance will any variation be granted that will change the land uses on this Plan.

(Plan, § 305.)

Because the Plan’s variance provision imposes virtually identical requirements as Planning Code section 305, both apply. (Plan, §’s 101 [“Regardless of any future action by the City or the Agency, whether by ordinance, resolution, initiative or otherwise, the rules, regulations, and official policies applicable to and governing the overall design, construction, fees, use or other aspect of development of the Plan Area shall be (i) this Plan and the other applicable Plan Documents, (ii) to the extent not inconsistent therewith or not superseded by this Plan, the Existing City Regulations and (iii) any new or changed City Regulations permitted under this Plan”]; 304.9.C.(iv)).

Here, the Project creates at least sixteen inconsistencies with the Design for Development (D4D). The OCII now proposes to amend the D4D, the Owner’s Participation Agreement (OPA), and other Plan documents to resolve these inconsistencies by, including but not limited to, raising maximum height limits from 90 to 135 feet, allowing a second 160+ foot tower, increasing bulk limits to accommodate the arena, and changing arena setbacks, street wall heights, view corridors, public rights of way, and parking standards. (See e.g., Draft SEIR, pp. 4-7 - 4-9, § 4.2.4; Proposed Resolution 2015, exhibit A; Memorandum to the OCII from Executive Director Tiffany Bohee for Items 5(a), 5(b), 5(c), 5(d) & 5(e) the November 3, 2015, CCII meeting agenda, pp. 4, 22.)

Even if the Project’s land uses are allowable secondary uses, these amendments “modify the land use controls in this Plan” as provided in Plan section 305. But the Project Sponsor has made

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no showing that due to “unusual and special conditions, enforcement would result in undue hardships or would constitute an unreasonable limitation beyond the intent and purposes of these provisions.” (Plan, § 305.)

“Variances are, in effect, constitutional safety valves to permit administrative adjustments when application of a general regulation would be confiscatory or produce unique injury.” (Curtin’s California Land Use and Planning Law, p. 55.) Variance requirements also implement the State Planning and Zoning Law’s requirement of “uniformity” of zoning rules within zoning districts. (See Gov. Code, § 65852 [“All such [zoning] regulations shall be uniform for each class or kind of building or use of land throughout each zone, but the regulation in one type of zone may differ from those in other types of zones;” *Neighbors in Support of Appropriate Land Use v. Cnty. of Tuolumne* (2007) 157 Cal.App.4th 997, 1008 (*Neighbors*).) The State Planning and Zoning Law also requires vertical consistency between local agencies general plans, zoning ordinances, and land use permits. (Gov. Code, § 65860, subd. (c) [“County or city zoning ordinances shall be consistent with the general plan of the county or city... .”]; see *DeVita v. Cnty. of Napa* (1995) 9 Cal.4th 763, 772 [“A general plan is a ‘constitution’ for future development [citation omitted] located at the top of ‘the hierarchy of local government law regulating land use’”].)

California courts have vigorously enforced the requirements for granting a variance, and have developed extensive jurisprudence to corral the many stratagems local agencies have used to avoid its requirements. (See e.g., *Topanga Association v. County of Los Angeles* (1974) 11 Cal.3d 506, 511-12 (*Topanga*); *Orinda Assn. v. Board of Supervisors* (1986) 182 Cal.App.3d 1145, 1166 (*Orinda Assn*) [“A zoning scheme, after all, is similar in some respects to a contract ... If the interest of these parties in preventing unjustified variance awards for neighboring land is not sufficiently protected, the consequence will be subversion of the critical reciprocity upon which zoning regulation rests...”].)

Variance findings must focus on a comparison of the subject property to other properties in the zone district with which the variance is intended to bring it into parity, and the benefits to the community or “public interest” associated with a zoning exception are irrelevant. (*Orinda Assn, supra*, at p. 1166.) By amending the Plan documents to accommodate this Project, the OCII would cast these requirements aside and grant a “special privilege” to this Project Sponsor.

In *Neighbors*, rather than adopt a rezone or grant a variance, the County created a special exception to the zoning ordinance for one landowner by including it in a development agreement adopted under the development agreement law. (*Neighbors, supra*, 157 Cal.App.4th at p. 1003.) In rejecting this stratagem, the Court in *Neighbors* noted that there are limits on the power to rezone: ““The foundations of zoning would be undermined, however, if local governments could grant favored treatment to some owners on a purely ad hoc basis ... [R]ezoning, even of the smallest parcels, still necessarily respects the principle of uniformity.” (*Id.* at pp. 1009-10.)

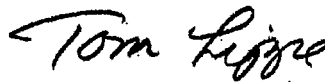
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A similar result occurred in *Trancas Prop. Owners Assn. v. City of Malibu* (2006) 138 Cal.App.4th 172 (*Trancas*). In *Trancas*, the court held an exemption from a city's zoning requirements accomplished by contract functionally resembled a variance, and held that "such departures from standard zoning by law require administrative proceedings, including public hearings ... followed by findings for which the instant [density] exemption might not qualify... Both the substantive qualifications and the procedural means for a variance discharge public interests. Circumvention of them by contract is impermissible." (Id. at p. 182.)

In sum, the OCII's proposed grant of zoning exceptions to this Project by way of amending the Plan documents rather than by variance violates the Plan, the variance requirements of the San Francisco Planning Code and state law, and the uniformity requirement of state law.

Thank you for your attention to this matter.

Very Truly Yours,



Thomas N. Lippe

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Office Development Annual Limitation ("Annual Limit") Program

The Office Development Annual Limit (Annual Limit) Program became effective in 1985 with the adoption of the Downtown Plan Amendments to the Planning Code (Sections 320-325) and was subsequently amended by Propositions M (1986) and C (1987). The Program defines and regulates the allocation of any office development project that exceeds 25,000 gross square feet (gsf) in area.

A total of 950,000 gsf of office development potential becomes available for allocation in each approval period, which begins on October 17th every year. Of the total new available space, 75,000 gsf is reserved for Small Allocation projects (projects with between 25,000 and 49,999 gsf of office space), and the remaining 875,000 gsf is available for Large Allocation projects (projects with at least 50,000 gsf of office space). Any available office space not allocated in a given year is carried over to subsequent years.

This document reflects the status of the Annual Limit Program, including current availability and summaries of previously approved and pending projects.

Information in this document was last updated on **September 1, 2015**. Inquiries should be directed to Corey Teague at (415) 575-9081 or corey.teague@sfgov.org.

Summary of Key Figures

Small Allocation Projects (<50,000 gsf of office space)	Current Availability 1,188,805 gsf <i>Current total square footage available for allocation.</i>	Pending Availability 903,255 gsf <i>Currently available square footage less 285,550 gsf of pending* projects.</i>	Pipeline Availability 776,280 gsf <i>Currently available square footage less 285,550 gsf of pending* projects and 126,975 gsf of pre-application** projects.</i>
Large Allocation Projects (≥50,000 gsf of office space)	Current Availability 1,429,763 gsf <i>Current total square footage available for allocation.</i>	Pending Availability 1,678,791 gsf <i>Currently available square footage less 3,108,554 gsf of pending* projects.</i>	Pipeline Availability 8,529,408 gsf <i>Currently available square footage less 3,108,554 gsf of pending* projects and 6,850,617 gsf of pre-application** projects.</i>

* A 'pending project' is one for which an office allocation application has been submitted but not yet acted upon.

** A 'pre-application' project is one for which an environmental review application, preliminary project assessment application, or other similar application has been submitted but for which no office allocation application has yet been submitted.

EXHIBIT 3

PENDING OFFICE PROJECTS*

*Projects that have submitted an application (B or OFA) pursuant to Planning Code Section 321 (Office Development Annual Limit) but on which no Commission action has yet occurred.

Small Office Cap					
Case No.	Address	Sq. Ft.	Status	Staff	Comments
2009.0065	3433 Third Street	49,229	B filed 1/27/09	Julian Banales	New 5-story office building for Carpenter's Union on vacant lot. May be cancelled due to inactivity (2/18/14).
2014.0567	2101 Mission Street	48,660	B filed on 4/17/14	Brittany Bendix	Legalize change of use from retail and warehouse to office. Planning Commission hearing scheduled for 9/3/15.
2012.1410	77-85 Federal Street	49,730	B filed on 6/5/14	Scott MacPherson	Demo two existing office buildings and construct a 5-story building with ground floor retail and office above.
2015-000509	1125 Mission Street	37,944	B filed on 1/15/15	Julian Banales	Change of use from auto repair.
2014.1315	135 Townsend Street	49,995	B filed on 3/11/15	Rich Sucre	Conversion of existing self storage building.
2013.1511	360 Spear Street (aka 100 Harrison St)	49,992	B filed on 4/3/15	Rich Sucre	Partial conversion of existing ISE.
Subtotal		285,550			

Large Office					
Case No.	Address	Sq. Ft.	Status	Staff	Comments
2012.0640	598 Brannan Street	700,456	B filed on 10/24/12	Elizabeth Purl	Demo of 2 industrial buildings; 2 new office buildings (Central SoMa Project).
2013.1545	645 Harrison Street	99,698	B filed on 7/18/13	Kimberly Durandet	LoD confirmed 14,520gsf as existing legal office space. Revised proposal to convert additional 99,698gsf, plus retain 33,758gsf of PDR on first and second floors.
2013.1593	2 Henry Adams	245,697	B filed on 2/6/14	Rich Sucre	Owner-initiated Article 10 Landmark designation and an Office Allocation. Eligible area limited by recent legislation.
2011.0409	925 Mission Street	803,300	B filed on 8/19/14	Kevin Guy	"5M" Project. Planning Commission informational hearing scheduled for 9/3/15.
2006.1523	50 First Street	1,050,000	B filed on 6/4/14	Kevin Guy	Demo and construction of a mixed-use building with two towers.
2014-002701	GSW Development	0	B filed on 12/12/14	David Winslow	Design approval only. Allocation already approved in Alexandria District.
2014.1063	633 Folsom Street	89,804	B filed on 12/23/14	Mark Luellen	Four story office addition to existing seven story building.
2014.0154	1800 Mission Street	119,599	OFA filed on 1/27/15	Rich Sucre	Conversion in the Armory.
Subtotal		3,108,554			

PRE-APPLICATION OFFICE PROJECTS*

*Projects that have submitted for initial Department review (e.g. environmental review (EE) or Preliminary Project Assessment [PPA]), but have not submitted an application pursuant to Planning Code Section 321 (Office Development Annual Limit).

Small Office Cap					
Case No.	Address	Sq. Ft.	Status	Staff	Comments
2014.1616	1200 Van Ness Ave	27,000	PPA issued 1/14/15.	Mary Woods	Exact office square footage TBD.
2015-010219	462 Bryant Street	49,995	PPA filed on 8/12/15.		An existing single story office building and basement will remain, and five stories of new office space will be added (approximately 49,995 gsf of new office space).
2015-010374	598 Bryant Street	49,980	PPA filed on 8/12/15.	Kansai Uchida	Demo existing gas station and construct a 9-story mixed-use office building with underground parking.
Subtotal		126,975			

Large Office Cap					
Case No.	Address	Sq. Ft.	Status	Staff	Comments
2005.0759	725-735 Harrison	730,940	PPA letter issued 5/16/2013. Revised EE pending.	Debra Dwyer	"Harrison Gardens" (Central SoMa Project). Original proposal changed to office per 2/21/13 application amendment.
2014.0416	610-620 Brannan Street	561,065	EE filed 6/19/14	Elizabeth Purl	Demo and new 11-story mixed use bldg (Central SoMa Project).
2013.0478	559 6th Street	123,972	PPA issued on 6/17/13. PPA expired on 12/17/14.	Kimia Haddadan	Demolish 3 bldgs and construct a mixed-use project (Central SoMa Project)
2013.0970	Pier 70 (Forest City Only)	1,810,000	EE filed on 11/10/14	Andrea Contreras	SF Port project
n/a	2525 16th Street	60,980	Legitimization request filed 11/30/12	Corey Teague	EN Legitimization
2014.0858	565-585 Bryant Street	188,280	PPA issued on 7/25/14	Jeremy Shaw	Demo four existing bldgs and construct an 11-story mixed-use bldg. 2nd PPA proposes only 46,990sf of office (Central SoMa Project).
2014.0405	330 Townsend Street	394,300	PPA issued on 5/15/14	Steve Wertheim	Demo existing bldg and construct a 21-story office bldg. 2nd PPA proposes only 212,300sf of office (Central SoMa Project).
2013.0208	SWL 337 ("Mission Rock")	1,300,000	EE filed on 6/4/13	Josh Switzky	Large mixed-use project on Port property.
2015-004256	630-698 Brannan St	1,512,260	PPA issued on 7/24/15. EE filed 7/24/15.	Lisa Chen	Flower Mart replacement project (Central SoMa Project). Two Previous PPAs. 2015-001903 analysed proposed 1,492,450gsf. 2013.0370 was under different ownership, only included Lot 5, and analysed 655,150gsf.

2014.1208	1500 Mission Street	0	EE filed on 10/23/14	Chelsea Fordham	Demo and new construction of mixed use bldg with 462,800gsf of <u>City</u> office space.
2015-009704	505 Brannan Street	168,820	PPA filed on 7/27/15	Steve Wertheim	"Phase II" addition (165', 11 stories) of office space onto an approved 85' "Phase I" office building approved by the Planning Commission on 12/11/14. With this newly planned addition, total building height would now be 250' and contain a total of 306,266 sf.
Subtotal		6,850,617			

ANNUAL LIMIT FOR "SMALL" SAN FRANCISCO OFFICE DEVELOPMENT

Amount Currently Available: **1,188,805**

Approval Period	Unallocated Sq. Ft. ²	"Small" Office Annual Limit	Adjusted Annual Limit	Project Address	Case No.	Project Allocation	Total Allocated	Comments
1985-1986	0	75,000	75,000	No Projects	N/A	0	0	
1986-1987	75,000	75,000	150,000	1199 Bush	1985.244	46,645	46,645	
1987-1988	103,355	75,000	178,355	3235-18th Street	1988.349	45,350	45,350	aka 2180 Harrison Street
1988-1989	133,005	75,000	208,005	2601 Mariposa	1988.568	49,850	49,850	
1989-1990	158,155	75,000	233,155	No Projects	N/A	0	0	
1990-1991	233,155	75,000	308,155	No Projects	N/A	0	0	
1991-1992	308,155	75,000	383,155	1075 Front	1990.568	32,000	32,000	
1992-1993	351,155	75,000	426,155	No Projects	N/A	0	0	
1993-1994	426,155	75,000	501,155	No Projects	N/A	0	0	
1994-1995	501,155	75,000	576,155	No Projects	N/A	0	0	
1995-1996	576,155	75,000	651,155	No Projects	N/A	0	0	
1996-1997	651,155	75,000	726,155	No Projects	N/A	0	0	
1997-1998	726,155	75,000	801,155	No Projects	N/A	0	0	
1998-1999	801,155	75,000	876,155	1301 Sansome	1998.362	31,606	31,606	
1999-2000	844,549	75,000	919,549	435 Pacific	1998.369	32,500		
				2801 Leavenworth	200.459	40,000		
				215 Fremont	1998.497	47,950		
				845 Market	1998.090	49,100	169,550	
2000-2001	749,999	75,000	824,999	530 Folsom	2000.987	45,944		
				35 Stanford	2000.1162	48,000		
				2800 Leavenworth	2000.774	34,945		
				500 Pine	2000.539	44,450	173,339	See also 350 Bush Street - Large
2001-2002	651,660	75,000	726,660	No Projects	N/A	0	0	
2002-2003	726,660	75,000	801,660	501 Folsom	2002.0223	32,000	32,000	
2003-2004	769,660	75,000	844,660	No Projects	N/A	0	0	
2004-2005	844,660	75,000	919,660	185 Berry Street	2005.0106	49,000	49,000	
2005-2006	870,660	75,000	945,660	No Projects	N/A	0	0	
2006-2007	945,660	75,000	1,020,660	No Projects	N/A	0	0	
2007-2008	1,020,660	75,000	1,095,660	654 Minnesota	no case number	43,939	0	UCSF
2008-2009	1,095,660	75,000	1,170,660	No Projects	N/A	0	0	
2009-2010	1,170,660	75,000	1,245,660	660 Alabama Street	2009.0847	39,691	39,691	
2010-2011	1,205,969	75,000	1,280,969	No Projects	N/A	0	0	
2011-2012	1,280,969	75,000	1,355,969	208 Utah / 201 Potrero	2011.0468	48,732		EN Legitimization

ANNUAL LIMIT FOR "SMALL" SAN FRANCISCO OFFICE DEVELOPMENT

Amount Currently Available:	1,188,805
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Approval Period ¹	Unallocated Sq. Ft. ²	"Small" Office Annual Limit	Adjusted Annual Limit	Project Address	Case No.	Project Allocation	Total Allocated	Comments
				808 Brannan Street	2012.0014	43,881		EN Legitimization
				275 Brannan Street	2011.1410	48,500		
				385 7th/1098 Harrison	2011.1049	42,039		EN Legitimization
				375 Alabama Street	2012.0128	48,189	231,341	EN Legitimization
2012-2013	1,124,628	75,000	1,199,628	No Projects	N/A	0	0	
2013-2014	1,199,628	75,000	1,274,628	3130 20th Street	2013.0992	32,081		
				660 3rd Street	2013.0627	40,000	72,081	
2014-2015	1,202,547	75,000	1,277,547	340 Bryant Street	2013.1600	47,536		
				101 Townsend Street	2014-002385	41,206	88,742	
Total						1,105,134		

¹ Each approval period begins on October 17

² Carried over from previous year

ANNUAL LIMIT FOR "LARGE" SAN FRANCISCO OFFICE DEVELOPMENT

Amount Currently Available:	1,429,763
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Approval Period ¹	Unallocated Sq. Ft. ²	"Large" Office Annual Limit ³	Reduction per Section 321.1	Adjusted Annual Limit	Project Address	Case No.	Project Allocation	Total Allocated	Comments
1985-1986	0	875,000	(475,000)	400,000	No Projects	N/A	0	0	
1986-1987	400,000	875,000	(475,000)	800,000	600 California	1986.085	318,030		
					235 Pine	1984.432	147,500		
					343 Sansome	1985.079	160,449	625,979	
1987-1988	174,021	875,000	(475,000)	574,021	No Projects	N/A	0	0	
1988-1989	574,021	875,000	(475,000)	974,021	No Projects	N/A	0	0	
1989-1990	974,021	875,000	(475,000)	1,374,021	150 California	1987.613	195,503	195,503	
1990-1991	1,178,518	875,000	(475,000)	1,578,518	No Projects	N/A	0	0	
1991-1992	1,578,518	875,000	(475,000)	1,978,518	300 Howard	1989.589	382,582	382,582	aka 199 Fremont Street
1992-1993	1,595,936	875,000	(475,000)	1,995,936	No Projects	N/A	0	0	
1993-1994	1,995,936	875,000	(475,000)	2,395,936	No Projects	N/A	0	0	
1994-1995	2,395,936	875,000	(475,000)	2,795,936	No Projects	N/A	0	0	
1995-1996	2,795,936	875,000	(475,000)	3,195,936	No Projects	N/A	0	0	
1996-1997	3,195,936	875,000	(475,000)	3,595,936	101 Second	1997.484	368,800	368,800	
1997-1998	3,227,136	875,000	(37,582)	4,064,554	55 Second Street	1997.215	283,301		aka One Second Street
					244-256 Front	1996.643	58,650		aka 275 Saramento Street
					650 Townsend	1997.787	269,680		aka 699-08th Street
					455 Golden Gate	1997.478	420,000		State office building - see also Case No. 1993.707
					945 Battery	1997.674	52,715		
					475 Brannan	1997.470	61,000		
					250 Steuart	1998.144	540,000	1,685,346	aka 2 Folsom/250 Embarcadero
1998-1999	2,379,208	875,000	0	3,254,208	One Market	1998.135	51,822		
					Pier One	1998.646	88,350		Port office building
					554 Mission	1998.321	645,000		aka 560/584 Mission Street
					700 Seventh	1999.167	273,650		aka 625 Townsend Street
					475 Brannan	1999.566	2,500	1,061,322	addition to previous approval - 1997.470
1999-2000	2,192,886	875,000	0	3,067,886	670 Second	1999.106	60,000		
					160 King	1999.027	176,000		
					350 Rhode Island	1998.714	250,000		
					First & Howard	1998.902	854,000		First & Howard bldg #2 (405 Howard), #3 (505-525 Howard) & #4 (500 Howard)
					235 Second	1999.176	180,000		
					500 Terry Francois	2000.127	280,000		Mission Bay 26a
					550 Terry Francois	2000.329	225,004		Mission Bay 28
					899 Howard	1999.583	153,500	2,178,504	
2000-2001	889,382	875,000	0	1,764,382	First & Howard	1998.902	295,000		First & Howard bldg #1 (400 Howard)
					550 Terry Francois	2000.1293	60,150	355,150	Additional allocation (see also 2000.329)
2001-2002	1,409,232	875,000	0	2,284,232	350 Bush	2000.541	344,500		See also 500 Pine Street - Small
					38-44 Tehama	2001.0444	75,000		

ANNUAL LIMIT FOR "LARGE" SAN FRANCISCO OFFICE DEVELOPMENT

Amount Currently Available:	1,429,763
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Approval Period ¹	Unallocated Sq. Ft. ²	"Large" Office Annual Limit ³	Reduction per Section 321.1	Adjusted Annual Limit	Project Address	Case No.	Project Allocation	Total Allocated	Comments
					235 Second	2000.319	64,000		modify 1999.176
					250 Brannan	2001.0689	113,540		
					555 Mission	2001.0798	549,000		
					1700 Owens	2002.0300	0*	1,146,040	Alexandria District - West Campus (160,100)
2002-2003	1,138,192	875,000	0	2,013,192	7th & Mission GSA	No Case	514,727	514,727	Federal Building
2003-2004	1,498,465	875,000	0	2,373,465	Presidio Dig Arts	No Case	839,301	839,301	Presidio Trust
2004-2005	1,534,164	875,000	0	2,409,164	No Projects	N/A	0	0	
2005-2006	2,409,164	875,000	0	3,284,164	201 16th Street	2006.0384	430,000	430,000	aka 1409/1499 Illinois
2006-2007	2,854,164	875,000	0	3,729,164	1500 Owens	2006.1212	0*		Alexandria District - West Campus (158,500)
					1600 Owens	2006.1216	0*		Alexandria District - West Campus (228,000)
					1455 Third Street/455 Mission Bay South Blvd/450 South Street	2006.1509	0*		Alexandria District - North Campus (373,487)
					1515 Third Street	2006.1536	0*		Alexandria District - North Campus (202,893)
					650 Townsend	2005.1062	375,151		
					120 Howard	2006.0616	67,931		
					535 Mission	2006.1273	293,750	736,832	
2007-2008	2,992,332	875,000	0	3,867,332	100 California	2006.0660	76,500		
					505-525 Howard	2008.0001	74,500		Additional allocation for First & Howard Building #3
					680 Folsom Street	No Case	117,000		Redevelopment - Yerba Buena
					Alexandria District	2008.0850	1,122,980		Establishes Alexandria Mission Bay Life Sciences and Technology Development District ("Alexandria District") for which previously allocated office space and future allocations would be limited to 1,350,000 gsf to be distributed among designated buildings within district.
					600 Terry Francois	2008.0484	0*		Alexandria District - East Campus (312,932)

ANNUAL LIMIT FOR "LARGE" SAN FRANCISCO OFFICE DEVELOPMENT

Amount Currently Available:	1,429,763
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Approval Period ¹	Unallocated Sq. Ft. ²	"Large" Office Annual Limit ³	Reduction per Section 321.1	Adjusted Annual Limit	Project Address	Case No.	Project Allocation	Total Allocated	Comments
					650 Terry Francois	2008.0483	0*		Alexandria District - East Campus (291,367)
					1450 Owens	2008.0690	0*	1,390,980	Alexandria District - West Campus (61,581)
2008-2009	2,476,352	875,000	0	3,351,352	No Projects	N/A	0	0	
2009-2010	3,351,352	875,000	0	4,226,352	850-870 Brannan Street	2009.1026	138,580		aka 888 Brannan Street
					222 Second Street	2006.1106	430,650	569,230	LEED
2010-2011	3,657,122	875,000	0	4,532,122	350 Mission Street	2006.1524	340,320		
					Alexandria District	n/a	200,000		under terms of Motion 17709
					Treasure Island	2007.0903	0	540,320	Priority Resolution Only
2011-2012	3,991,802	875,000	0	4,866,802	Alexandria District	n/a	27,020		under terms of Motion 17709
					850-870 Brannan St	2011.0583	113,753		aka 888 Brannan Street
					444 DeHaro St	2012.0041	90,500		
					460-462 Bryant St	2011.0895	59,475		
					185 Berry St	2012.0409	101,982		aka China Basin Landing
					100 Potrero Ave.	2012.0371	70,070		EN Legitimization
					601 Townsend Street	2011.1147	72,600	535,400	EN Legitimization
2012-2013	4,331,402	875,000	0	5,206,402	101 1st Street	2012.0257	1,370,577		Transbay Tower; aka 425 Mission
					181 Fremont Street	2007.0456	404,000		new office/residential building
					1550 Bryant Street	2012.1046	108,399		EN Legitimization
					1100 Van Ness Ave	2009.0885	242,987		CPMC Cathedral Hill MOB
					3615 Cesar Chavez	2009.0886	94,799		CPMC St. Luke's MOB
					345 Brannan Street	2007.0385	102,285		
					270 Brannan Street	2012.0799	189,000		
					333 Brannan Street	2012.0906	175,450		
					350 Mission Street	2013.0276	79,680		Salesforce (No. 2)
					999 Brannan Street	2013.0585	143,292		EN Legitimization - Dolby
					1800 Owens Street	2012.1482	700,000	3,610,469	Mission Bay Block 40
2013-2014	1,595,933	875,000	0	2,470,933	300 California Street	2012.0605	56,459		
					665 3rd Street	2013.0226	123,700		
					410 Townsend Street	2013.0544	76,000		
					888 Brannan Street	2013.0493	10,000		AirBnB - See Also 2011.0583B
					81-85 Bluxome Street	2013.0007	55,000	321,159	
2014-2015	2,149,774	875,000	0	3,024,774	501-505 Brannan Street	2012.1187	137,446		
					100 Hooper Street	2012.0203	284,471		
					390 Main Street	n/a	137,286		MTC Project - Verified on 4/14/15
					250 Howard Street	2014-002085	766,745		aka Transbay Block 5 (195 Beale St)
					510 Townsend Street	2014.0679	269,063	1,595,011	
					Total		19,082,655		

¹ Each approval period begins on October 17

ANNUAL LIMIT FOR "LARGE" SAN FRANCISCO OFFICE DEVELOPMENT

Amount Currently Available:	1,429,763
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Approval Period ¹	Unallocated Sq. Ft. ²	"Large" Office Annual Limit ³	Reduction per Section 321.1	Adjusted Annual Limit	Project Address	Case No.	Project Allocation	Total Allocated	Comments
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¹ Carried over from previous year

³ Excludes 75,000 gsf dedicated to "small" projects per Section 321(b)(4)

SMALL OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
1986-1987	1985-244	1199 Bush	0280-031	46,645	11026	complete	1991	St. Francis Hospital
1987-1988	1988-349	3235 18th Street	004/030	45,350	11451	complete		PG&E aka 2180 Harrison Street
1988-1989	1988-568	2601 Mariposa	4016-001	49,850	11598	complete	1991	KQED
	1988-287	1501 Sloat	7255-002	39,000	11567	doesn't count	n/a	revoked 12/90
1989-1990								
1990-1991	1996-238	950 Pacific	0155-006	49,718	13114	doesn't count	n/a	revoked 12/90
1991-1992	1990-568	1075 Front	0111-001	32,000	13381	complete	1993	
	1987-847	601 Duboce	3539-001	36,000	13254	doesn't count	n/a	revoked 12/90
1992-1993								No Projects Approved During Allocation Period
1993-1994								No Projects Approved During Allocation Period
1994-1995								No Projects Approved During Allocation Period
1995-1996								No Projects Approved During Allocation Period
1996-1997								No Projects Approved During Allocation Period
1997-1998								No Projects Approved During Allocation Period
1998-1999	1998-362	1301 Sansome	0085-005	31,606	14784	complete	1999	
1999-2000	1998-369	435 Pacific	0175-028	32,500	14971	complete	2003	
	2000-459	2801 Leavenworth	0010-001	40,090	15922	complete	2001	The Cannery
	1998-497	215 Fremont	3738-012	47,950	15939	complete	2002	
	1999-668	38-44 Tebarra	3736-111	49,850	15957	doesn't count	n/a	reapproved as large project
	1998-090	845 Market	3705-09-18 into 3705-049	49,100	15949	complete	2006	Bloomngdale's
								Appl. exp 5/2/02, 2005 0470 new E & K appl for residential building permit application no. 200508290851 for residential submitted on 10/29/07, 9/4/08 CPC approves conversion to Residential (M17686) - Revoked on 3/23/09
2000-2001	1999-821	378 Townsend	3789-012	49,002	16023	doesn't count	n/a	
	2000-987	530 Folsom	3736-017	45,944	16023	complete	2006	
								Appl. exp 8/7/02, permit 20050233840 filed 2/15/03 12/15/03 Building Permit Application No. 200511436470 issued for demolition of two buildings on property. To be used for temporary transit facility. REVOCATION LETTER ISSUED 3/16/09
	1999-300	272 Main	3739-006	40,500	16049	doesn't count	n/a	
	2000-1162	35 Stanford	3788-038	48,000	16070	complete	2007	
	2000-774	2800 Leavenworth	007/008	34,945	16071	complete	2001	The Anchorage
	2000-552	199 New Montgomery	3722-021	49,825	16104	doesn't count	n/a	revoked 1/6/05
	2000-1269	3433 Bird	5203-231	41,000	16107	doesn't count	n/a	building permit application no. 20001014657 withdrawn on 11/9/06. REVOCATION LETTER ISSUED 9/25/07

SMALL OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
	1999-795	177 Townsend	3794-3-7	45,775	16122	doesn't count	n/a	revoked 1/6/05
	2000-539	500 Pine	258-4 to 9/033	44,450	16113	approved	n/a	18mos exp 9/15/02 - CPC received project status update on 10/11/07 (project is associated with 350 Bush Street - Large Office Approval). Building permit application no. 200011024683 approved by CPB on 9/4/08. Building permit application no. 200806275535 submitted for shoring work (9/4/08 - under review by DPW-BSM)
	2000-996	150 Powell	327-22	39,174	16118/164	doesn't count	n/a	time limit for construction extended (see Case No. 2002-09638)
	1996-281	185 Berry	3803-005	49,500	16143	doesn't count	n/a	Project converted to residential use (see Case No. 2006-1299) New approval 2006
	2000-490	204 Second	3736-097	44,500	16148	doesn't count	n/a	converted to residential use
	2000-660	35 Hawthorne	3735-047	40,350	16174	doesn't count	n/a	converted to residential use - see 2004-9952 and building permit application no. 200509082369
	2000-122	48 Tehama	3736-084/085	49,300	16235	doesn't count	n/a	revoked at Planning Commission hearing on 6/9/11
	2000-723	639 Second	3789-005/857-971	49,500	16241	doesn't count	n/a	revoked 1/6/05
	1999-423	699 Second	3789-004/857-971	49,500	16240	doesn't count	n/a	revoked 1/10/05
2001-2002	2001-0050	3251 18th Street	3591-018	49,500	16451	doesn't count	n/a	8/28/07 - building permit application no. 200706285450 submitted to revise project and reduce office space to approx. 10,000 sqf. REVOCATION LETTER ISSUED 9/16/07
2002-2003	2002-0223	501 Folsom Street	3749-001	32,000	16516	complete	2006	No Projects Approved During Allocation Period
2003-2004								No Projects Approved During Allocation Period
2004-2005	2005-0106	185 Berry Street	3803-005	49,000	17070	complete	2008	No Projects Approved During Allocation Period
2005-2006								No Projects Approved During Allocation Period
2006-2007	No Case	654 Minnesota	042-003 & 00	43,939	none	complete	2009	Confirmed by UCSF via 7/13/2007 letter from UCSF and associated LoD
2007-2008								No Projects Approved During Allocation Period
2008-2009	2006-1294	110 The Embarcadero	3715-002	41,940	17604	doesn't count	n/a	18mos exp 7/14/10 - Response to BOS and evidenced on 3/17/09. Application withdrawn and case closed on 12/30/09
2009-2010	2009-0847	660 Alabama Street	4020-002	39,691	17973	complete	2011	CFC for building permit application no. 201001144798 issued on 3/23/11
2010-2011								No Projects Approved During Allocation Period
2011-2012	2011-0468	208 Utah / 204 Potrero	3932-017	48,732	18608	complete	2012	BPA No: 201205090093
	2012-0014	1808 Brannan Street	3780-004D	43,881	18559	complete	2013	BPA No: 201201031584
	2012-0128	375 Alabama Street	3966-002	48,189	18574	complete	2013	BPA No: 201209210308
	2011-049	385 7th / 1098 Harrison	3754-017	42,039	18700	complete	2013	BPA No: 201212115895
	2011-1410	275 Brannan Street	3789-009	48,500	18672	complete	2013	BPA No: 201207164925
2012-2013								No Projects Approved During Allocation Period
2013-2014	2013-0992	3130 20th Street	4083-002	32,081	19188			BPA No: 201409297004 for change of use approved by Planning on 1/6/15 and now awaiting changes from architect as requested by DBI as of 2/3/15
	2013-0627	660 3rd Street	3788-008	40,000	19234	complete	2015	BPA No: 201411252480 issued on 2/24/15

SMALL OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
2014-2015	2013.1600	340 Bryant Street	3764-061	47536	19311	under construction		BPA 201305177,189 issued 7/15/15.

LARGE OFFICE APPROVALS - STATUS OF ALL PROJECTS

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
1986-1987	1986-085	600 California	0241-003 into 0241-027	318,030	11077	complete	1992	
	1984-432	235 Pine	0267-015	147,500	11075	complete	1991	
	1984-274	33 Columbus	0195-004	81,300	11070	doesn't count	n/a	revoked 12/00
	1985-079	343 Sansome	0239-002	160,449	11076	complete	1991	
1987-1988								No Projects Approved During Allocation Period
1988-1989	1984-199	524 Howard	3721-013	199,965	11683	doesn't count	n/a	reapproved in 1998 under Case No. 1998-243
1989-1990	1987-613	150 California	0236-003 into 0236-019	195,503	11828	complete	2001	
1990-1991	1989-589	300 Howard	3719-005 into 3719-018	382,582	13218	complete	2001	aka 199 Fremont Street
1991-1992								No Projects Approved During Allocation Period
1992-1993								No Projects Approved During Allocation Period
1993-1994								No Projects Approved During Allocation Period
1994-1995	1994-105	101 Second Street	3721-072	386,635	13886	doesn't count	n/a	Reapproved in 1997 under Case No. 1997-484
1995-1996								No Projects Approved During Allocation Period
1996-1997	1997-484	101 Second Street	3721-72-75 into 3721-089	368,800	14454	complete	2000	
1997-1998	1997-215	55 Second Street	3708-019A/033/034 into 3708-096	283,301	14542	complete	2002	aka One Second Street
	1996-643	244-256 Front	0236-018	58,650	14601	complete	2001	aka 275 Sacramento Street
	1997-787	650 Townsend	3783-009	269,680	14520	complete	2001	aka 699-08th Street
	No Case	455 Golden Gate	0765-002/003	420,000	none	complete	1998	State office building. See also case no. 1993-707.
	1997-674	945 Battery	0135-001	52,715	14672	complete	1998	
	1997-470	475 Brannan	3787-031	61,000	14685	complete	2001	
	1998-144	250 Steuart	3741-028 into 3741-035	540,000	14604	complete	2002	aka 2 Folsom/250 Embarcadero
1998-1999	1998-135	One Market	3713-006	51,822	14756	complete	2000	
	1998-843	524 Howard	3721-013	201,989	14601	doesn't count	n/a	revoked 6/11 under Case No. 2011-0503
	1998-646	Pier One	9900-001	88,350	none	complete	2003	Port office building

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

LARGE OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
	1998.321	554 Mission	3708-015/017/018 into 3708-095	645,000	14893	complete	2003	aka 560/584 Mission
	1999.167	700 Seventh	3799-001 into 3799-008	273,650	14895	complete	2006	aka 625 Townsend
	1999.566	475 Brannan	3787-031	2,500	14884	complete	2001	addition to previous approval - 1997.470
	1998.268	631 Folsom	3750-050	170,000	14750	doesn't count	n/a	project converted to residential - allocation revoked 4/2/00.
1999-2000	1999.106	670 Second	3788-043/044	60,000	14907	complete	2001	
	1999.027	160 King	3794-025	176,000	14956	complete	2002	
	1998.714	350 Rhode Island	3957-001	250,000	14988	complete	2004	
	1998.902	First & Howard	3721, 3736, 3737	854,000	15006	complete/approved	2003	18 mos exp 9/2/01. Includes 3 of 4 buildings at First & Howard (see bldg #1 - 400 Howard - below); bldg #2 - 405 Howard (3737-030) - 460,000 gsf office - 200002172133 - complete); bldg #3 - 505-525 Howard (3736-121/114) - 178,000 gsf office - 200610316514 - currently (8/4/08) under review by Planning (see also 2008.0001 for additional allocation); bldg #4 - 500 Howard (3721-119) - 216,000 gsf office - 200006172952 - complete).
	1999.176	235 Second	3736-061 into 3736-123	180,000	15004	complete	2002	

LARGE OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
	2000.127	500 Terry Francois	3838; 3839 into 8721-001/010	280,000	15010	complete	2008	MB 26a
	1998.766	535 Mission	3721-068	252,000	15027	doesn't count	n/a	revoked and reapproved as residential
	1998.635	2101 Bryant	4980-007	148,000	15044	doesn't count	n/a	project converted to residential - allocation revoked 1/10/05
	2000.329	550 Terry Francois	3839; 3840 into 8721-001/011	225,004	15055	complete	2002	MB 28
	1999.583	899 Howard	3733-079	153,500	15062	complete	2005	
2000-2001	1998.902	First & Howard	3720-008	295,000	16069	complete	2008	First & Howard - Building #1 (400 Howard)
	2000.1293	550 Terry Francois	3839; 3840 into 8721-001/011	60,150	16110	complete	2002	addition to 2000.329
	2000.1295	Mission Bay 26/2	3840; 3841 into 8721-001/012	145,750	16111	doesn't count	n/a	AKA MB 26 East - returned to cap for approval of 2002.0301
	1999.603	555 Mission	3721-69,70,78	499,000	16130	doesn't count	n/a	project revised - allocation revoked and reapproved under Case No. 2007.0798
	2000.277	801 Market	3705-48	112,750	16140	doesn't count	n/a	project abandoned per letter from sponsor
2001-2002	2000.541	350 Bush	269-2,2a,3,22...	344,500	16273	approved	n/a	18mos exp 5/8/03 - CPC received project status update on 10/11/07 (associated with 500 Pine Street - Small Office Approval). Sponsor email reports that 18-month period expired May 22, 2005 due to appeals. Building permit application no. 200708078938 currently under review by DBI/FD/DPW.
	2001.0444	88-44 Tehama	3736-111	75,000	16280	complete	2003	
	2000.319	235 Second	3736-61,62,64-67	64,000	16279	complete	2002	modify 1999.176 - convert warehouse from PDR to office.
	2001.0689	250 Brannan	3774-25	113,540	16285	complete	2002	
	2001.0798	555 Mission	3721-69,70,78-81, 120	549,000	16302	complete	2008	
	2002.0301	Mission Bay 42/4	8709-10	80,922	16397	doesn't count	n/a	revoked and reapproved as 2002.1216 (1600 Owens)
	2002.0300	1700 Owens	8709-007	0*	16398	complete	2007	Alexandria District (160,100); West Campus. 164,828
2002-2003	No Case	7th/Mission GSA	3702-15...	514,727	none	complete	2007	Federal Building
	2002.0691	499 Illinois/201-16th Street	3940-001	429,542	16483	doesn't count	n/a	revoked and reapproved as 2006.0384 (201-16th Street) MB Block X4

LARGE OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
2003-2004	2001.1039	55 9th Street	3701-068	268,000	16760	doesn't count	n/a	200408111247 issued 5/19/05 - Authorization REVOKED by Planning Commission Motion Nos. 17521 and 17522 for proposal to convert project to residential use.
	2000.1229	Pier 30-32	3770-001	370,000	none	doesn't count	n/a	E, K & I Cases created, no B case created. BCBC permit approved in 2003 and allocation made for accounting purposes, but permit never acted upon 2009. 370,000 added back to cap because project does not appear to be moving forward.
	No Case	Presidio - Letterman Digital Arts		839,301	none	complete	2006	
2004-2005								No Projects Approved During Allocation Period
2005-2006	2006.0384	201-16th Street	3940-001	430,000	17223	complete	2008	aka 1409-1499 Illinois/MB Block X-4. 18 mos exp 10/6/07. Project (200607186938) complete 11/19/08
2006-2007	2006.1212	1500 Owens	8709-006	0*	17333	complete	2009	Alexandria District - West Campus (155,500); 200611298694 issued 5/24/07 (aka MBS Blk 41-43, Parcel 5). Under construction. Estimated completion in March 2009.
	2006.1216	1600 Owens	8709-004/010	0*	17332	approved	n/a	Blk 41-43, Parcel 4. 200711097802 issued 6/3/08. Piles driven, no further work performed. Not currently active 5/18/2011
	2006.1509	Alexandria District - North Campus (MB 26/1-3; 1455 Third Street/455 Mission Bay South Blvd/450 South Street)	8721-012/8720-011/016/017	0*	17401	complete/approved	n/a	MBS Blk 26, Parcels 1-3, project proposes 3 buildings - building permit application no. 200704279921 (455 Mission Bay South Blvd.) COMPLETE on 11/17/09 for 5 story office/lab; 200705090778 (450 South Street) COMPLETE on 10/23/09 for "parking garage with 7 stories new building." 200806104062 filed on 6/10/08 for new 10-story office building - Issued 4/23/10, but not under construction.
	2006.1536	1515 Third Street	8721-012	0*	17400	approved	n/a	MBS Blk 27, Parcel 1 see also 2006.1509. 200806265407 filed 6/26/08 for 6-story office building - currently (9/29/08) being reviewed by SFFD. Sold to salesforce.com with 202,983 sf allocation as of April 2011.
	2005.1062	650 Townsend	3783-009	375,151	17440	complete	2009	18 mos. exp 12/7/08. 200705151356 issued 2/20/08 - Conversion of existing structure into office - no major construction required. Final Inspection (3/16/09)

LARGE OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
	2006.0616	120 Howard	3717-019	67931	17466	complete	n/a	Construction completed in 2012
	2006.1273	535 Mission	3721-068, 083	293,750	17470	approved	n/a	18 mos exp 2/2/09; 2/12/08 - 200508049463 issued by CPB on 8/21/08. Appealed to Board of Permit Appeals on 8/29/08 (Appeal No. 08-137) - appeal withdrawn and permit reinstated on 8/29/08. Separate permits issued for pile indicators, site cleanup and fencing. 10/24/08 - Construction started in early 2013.
2007-2008	2006.0660	100 California	0236-017	76,500	17544	approved	n/a	18 mos exp 7/31/09. No building permit on file as of 5/18/11. Beacon Capital started the process and then allegedly sold to Broadway Partners, who are reputed to be current owners- no current status 6/16/14 update - Broadway Partners website lists the property as theirs. No building permits relating to project on file. Site visit on 6/17/14 shows no signs of upcoming construction activity.

LARGE OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
	2008.0001	505-525 Howard	3736-001-004/114/121	74,500	17641	approved	n/a	18 mos exp 12/26/09 - 200610316514 for new construction COMPLETED on 3/11/14. "First & Howard" bldg 3 - see 1998.902. 2005.0733 on file to legalize existing surface parking lot.
	No Case	680 Folsom Street	3735-013	117,000	none	approved	n/a	Redevelopment (Yerba Buena)
	2008.0850	Alexandria District	various	1122980	17709	approved	n/a	Establishes Alexandria Mission Bay Life Sciences and Technology Development District ("Alexandria District") to consolidate previous and future allocations.
	2008.0484	600 Terry Francois	8722-001	0*	17710	approved	n/a	Alexandria District - East Campus (312,932) - schematic design.
	2008.0483	650 Terry Francois	8722-001	0*	17711	approved	n/a	Alexandria District - East Campus (291,367) - schematic design.
	2008.0690	1450 Owens	8709-006	0*	17712	approved	n/a	Alexandria District - West Campus (61,581) - schematic design as of 4/2011
2008-2009								No Projects Approved During Allocation Period
2009-2010	2009.1026	850-870 Brannan Street	3780-006/007/007A/072	188,580	18095	complete	2013	aka 888 Brannan Street
	2007.0946	Candlestick Point - Hunter's Point	Candlestick Point and Hunter's Point Shipyard	800000	18102	approved	n/a	NO ALLOCATION GRANTED YET. First 800,000 gsf of office development within the Candlestick Point - Hunter's Point Project Area to receive priority office allocation over all projects except the Transbay Transit Tower or those within Mission Bay South.
	2006.1106	222 Second Street	3735-063	430,650	18170	approved	n/a	BPA No. 200711309386
2010-2011	No Case	Alexandria District	various	200000	17709	approved	n/a	additional allocation per terms of Motion 17709 by Letter of Determination
	2006.1524	350 Mission Street	3710-017	335,000	18268	approved	n/a	
	2007.0903	Treasure Island	1939-001/002	0	18332	approved	n/a	Priority Resolution Only for 100,000gsf.
2011-2012	No Case	Alexandria District	various	27020	17709	approved	n/a	additional allocation per terms of Motion 17709 by Letter of Determination
	2011.0583	850-870 Brannan Street	3780-006, 007, 007A and 072	113,753	18527	approved	2013	aka 888 Brannan Street
	2011.1147	601 Townsend Street	3799-001	72,600	18619	approved	n/a	BPA No. 201408063120 approved by Planning on 8/8/14, but not yet issued by DBI.
	2009.0865	1100 Van Ness Ave	8684-010	242,987	18590	doesn't count	n/a	CPMC - Cal Hill MOB rescinded & reallocated on 2013 cycle
	2011.0895	460-462 Bryant St	3763-015A	59,475	18685	under construction	n/a	BPA No. 201312194664 issued on 5/22/14.
	2012.0041	444 DeHaro St	3979-001	90500	18653	under construction	2013	BPA No. 201312194626 issued on 12/31/13.
	2012.0409	185 Berry St	3803-005	101,982	18690	under construction	n/a	aka China Basin Landing

LARGE OFFICE APPROVALS - STATUS OF ALL PROJECTS

COMPLETE
REVOKED
18 MOS. EXPIRED
NO INFORMATION / NOT APPLICABLE
UNDER CONSTRUCTION
AWAITING ADDITIONAL INFORMATION

Date	Case No.	Address	APN	Size	Motion	Status	Completion	Comments
	2012.0371	100 Potrero Ave.	3920-001	70070	18704	complete	2013	EN Legitimization BPA No. 201212286973 issued 5/6/13.
	2009.0886	3615 Cesar Chavez	6576-021	99,848	18595	doesn't count	n/a	CPMC - St. Luke's MOB, resubmitted & reallocated in 2013 cycle
2012-2013	2012.0257	101 1st Street	3720-001	1,370,577	18725	under construction	n/a	Transbay Tower, aka 425 Mission St. BPA No. 201303132080.
	2007.0456	181 Fremont Street	0308-001	361038	18764	under construction	n/a	BPA No. 201305015894 issued 12/26/13.
	2012.1046	1550 Bryant Street	3923-006	108,399	18732	complete	2013	EN Legitimization BPA No. 201302069627
	2012.1482	1800 Owens	8727-005	700000	18807	approved	n/a	currently under review at OCII, DBI and SFFD. Approved 2/14/13
	2009.0885	1100 Van Ness Ave	0694-010	242987	18890	under construction	n/a	CPMC - Cat Hill MOB
	2009.0886	3615 Cesar Chavez	6576-021	94,799	18886	approved	n/a	CPMC - St. Luke's MOB
	2007.0385	345 Brannan Street	3788-039	102285	19000	under construction	n/a	Construction started in early 2014.
	2012.0799	270 Brannan Street	3774-026	189000	18988	under construction	n/a	BPA No. 201312174402 issued on 4/25/14. Foundation and Superstructure Addendum approved. Architectural Addendum under review by DBI/DPW/PUC. "Groundbreaking" in August 2014.
	2012.0906	333 Brannan Street	3788-042	175,450	18952	under construction	n/a	BPA No. 201306280744 issued 1/5/14. Planning approved Arch addendum on 2/20/14.
	2013.0276	350 Mission Street	3710-017	79,680	18956	under construction	n/a	Salesforce (No. 2) BPA No. 201108011461 issued 9/5/12. Planning approved Arch addendum on 9/11/14.
	2013.0585	999 Brannan Street	3782-003	143292	18950	complete	2014	EN Legitimization BPA No. 201306280728 issued 4/28/14.
2013-2014	2012.0605	300 California Street	0238-002	56459	19034	approved	n/a	Approved 12/5/13. No BPA filed.
	2013.0226	665 3rd Street	3788-041	123,700	19012	complete	2013	BPA No. 201311222636 issued on 12/31/13 to legalize office space.
	2013.0544	410 Townsend Street	3785-002A	76000	19062	approved	n/a	BPA No. 201306260587 approved by Planning on 7/30/14, but now "in hold" at DBI as of 12/3/14.
	2013.0493	888 Brannan Street	3780-006, 007, 007A, and 072	10000	19049	complete	2014	AirBnB (No. 2) to convert GF parking to office.
	2013.0007	81-85 Bluxome Street	3786-018	55,000	19088	under construction	n/a	BPA No. 201404072588 issued 12/17/14. Arch addendum approved by all agencies except Planning. No BPA filed. The approved six-story office building project recently submitted a PPA to Planning proposing a "Phase II" for an additional 11 stories and 168,820 sf. of office space.
2014-2015	2012.1187	501-505 Brannan Street	3786-038	137446	19295	approved	n/a	
	2012.0203	100 Hooper Street	3808-003	284471	19315	approved	n/a	BPA Nos. 201410239785 and 201410209377 approved by Planning on 4/13/15, approved by DBI 6/24/15. Currently under review by SFFD and SFPUC.



BAY AREA
AIR QUALITY
MANAGEMENT
DISTRICT

November 2, 2015

Tiffany Bohee
Executive Director
Office of Community Investment and Infrastructure
One S. Van Ness Ave., 5th Floor
San Francisco, CA 94103

ALAMEDA COUNTY
Tom Bates
Margaret Fujjoka
Scott Haggerty
Nate Miley

Subject: Response to Comments on the DSEIR for the Event Center & Mixed-Use Development at Mission Bay Blocks 29-32 (Project).

Dear Ms. Bohee:

CONTRA COSTA COUNTY
John Gioja
David Hudson
Karen Mitchoff
Mark Ross

The Bay Area Air Quality Management District (Air District) is willing to assist the City and County of San Francisco (City) by administering an off-site mitigation program to reduce this Project's significant air quality impacts to the extent feasible. As we have discussed extensively with City staff, the \$321,646 identified in M-AQ-2b is not sufficient to achieve the 17 tons per year of ozone precursor emission reductions needed for this Project. Due to the nature of air quality impacts that need to be mitigated, comparison of the Air District off-site mitigation program identified for this Project to other air district programs is inappropriate and incorrect.

MARIN COUNTY
Katie Rice

NAPA COUNTY
Brad Wagenknecht

SAN FRANCISCO COUNTY
John Avalos
Edwin M. Lee
Eric Mar
(Vice-Chair)

The amount of funds required to reduce 4.4 tons of reactive organic gases (ROG) and 12.6 tons of oxides of nitrogen (NOx), including a 5 percent administration fee, is \$620,922. This amount is based on a study of the Air District's Vehicle Buy Back (VBB) program funds spent over the last 3 years and represents the average cost of reducing ROG and NOx during that three year period. Only through the VBB program can the Air District achieve the contemporaneous emission reductions and other conditions set forth in M-AQ-2b.

SAN MATEO COUNTY
David J. Canepa
Carole Grooth
(Chair)

SANTA CLARA COUNTY
Cindy Chavez
Liz Khles
(Secretary)
Jari Pepper
Rod G. Sinks

SOLANO COUNTY
James Sperling

SONOMA COUNTY
Teresa Barrett
Shirlee Zane

Air District staff continues to be willing to assist the City in implementing an off-site mitigation program. However, the Final Environmental Impact Report Response to Comments includes the following statement: "Acceptance of this fee by the BAAQMD shall serve as an acknowledgement and commitment by the BAAQMD to: (1) implement an emissions reduction project(s) within one year of receipt of the mitigation fee to achieve the emission reduction objectives specified above [i.e. 17 tons of ozone precursors per year]". Given this language, unless the City amends M-AQ-2b to fund this feasible mitigation measure at the \$620,922 level previously discussed with City staff, the Air District will be unable to participate in offsetting this Project's air quality impacts.

Jack P. Broadbent
EXECUTIVE OFFICER/APOC

EXHIBIT 4

Tiffany Bohee

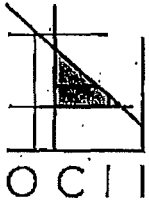
November 2, 2015

If you have any questions, please contact Allison Kirk, Senior Environmental Planner, at (415) 749-5169 or akirk@baaqmd.gov.

Sincerely,


Jean Roggenkamp
Deputy Executive Officer

cc: BAAQMD Vice Chair Eric Mar
BAAQMD Director John Avalos
BAAQMD Director Edwin M. Lee



office of
COMMUNITY INVESTMENT
and INFRASTRUCTURE

DATE: November 2, 2015

TO: Tiffany Bohee, OCII Executive Director

FROM: Chris Kern, City Planning Department
Sally Oerth, OCII Staff

SUBJECT: BAAQMD November 2, 2015 letter re Ozone Precursors Offset Mitigation Fee

The City Planning Department and the staff of the Office of Community Investment and Infrastructure (OCII) have reviewed the November 2, 2015 letter from the Bay Area Air Quality Management District regarding the Warriors Event Center and Mixed Use Development Subsequent Environmental Impact Report (SEIR). The letter states that the \$18,030 per weighted ton per year plus a 5% administrative fee mitigation fee identified in Mitigation Measure M-AQ-2b of the SEIR is insufficient to achieve the required reduction of 17.0 tons per year of ozone precursors. The letter proposes that the mitigation fee should be based on the BAAQMD's Vehicle Buy Back Program, at a cost of \$620,922 (or approximately \$36,525 per weighted ton per year) to achieve the required emissions reduction.

As discussed in the Draft SEIR (pages 5.4-41 through 5.4-42) and the Responses to Comments document (pages 13.13-65 through 13.13-69), the offset fee identified in Mitigation Measure M-AQ-2b is based on the California Air Resources Board (CARB) Carl Moyer program cost-effectiveness criteria. These criteria were developed by CARB to establish the upper limit for emissions offset projects eligible to receive funding through the Carl Moyer program.

Planning staff has been in communication with BAAQMD with regard to its suggestion that a higher fee may be warranted to offset project emissions to a less than significant level and found that BAAQMD could not establish that an increased rate beyond that of the Carl Moyer Program plus a five percent administrative fee could meet the "rough proportionality" standard required under CEQA. The Carl Moyer fee structure was reviewed and updated by CARB in March of 2015 and became fully implemented on July 1, 2015. The offset costs cited in Mitigation Measure M-AQ-2b Emission Offsets are consistent with those of the CARB and other operating California air districts. For example, in the Sacramento Metropolitan Air Quality Management District, the off-site construction mitigation fee rate is \$18,030 per ton of excess NOx emissions as of July 1, 2015 (plus an administrative fee of 5 percent) and is based on the cost effectiveness formula established in California's Carl Moyer Incentive Program. In the San Joaquin Valley Air Pollution Control District, the Indirect Source Review (ISR) program requires that an offsite reduction fee of \$9,350/ton plus a 4 percent administration fee be applied

Edwin M. Lee
MAYOR

Tiffany Bohee
EXECUTIVE DIRECTOR

Mara Rosales
CHAIR

Miguel Bustos
Marily Mondejar
Leah Pimentel
Darshan Singh
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One S. Van Ness Ave.,
5th Floor,
San Francisco, CA
94103

415 749 2400

www.sfocil.org

EXHIBIT 5

for NOx emission reductions that cannot be achieved through onsite emission reduction measures. Furthermore, the offset costs in Mitigation Measure M-AQ-2b is consistent or even higher than comparable offset programs in the SFBAAB.¹

The BAAQMD's November 2, 2015, letter does not establish that the CARB cost-effectiveness criteria are inappropriate for determining the offset costs under Mitigation Measure M-AQ-2b. Based on the information and analysis presented in the Draft SEIR, the Responses to Comments and supporting technical analyses, Planning Department and OCII staffs continue to believe that the offset fee established in Mitigation Measure M-AQ-2b is sufficient to achieve the required emissions offsets. In addition, as discussed in the Responses to Comments document, Mitigation Measure M-AQ-2b has been revised since publication of the Draft SEIR to allow the project sponsor to directly implement an emissions offset project as an alternative to entering into an agreement with the BAAQMD.

Therefore, for the reasons summarized above and discussed in greater detail in the SEIR and Responses to Comments, the November 2, 2015, letter from the BAAQMD does not alter the analysis or conclusions reached in the SEIR.

¹ Keinath, Michael, Rambol Environ, 2015. Analysis of the Proposed Offset Program for the Golden State Warriors. October 19, 2015.



University of California
San Francisco

Received in
Committee
11/19/15
JW

September 22, 2015

The Honorable Edwin M. Lee
City Hall, Room 200
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Re: Golden State Warriors Arena and Events Center in Mission Bay

Dear Mayor Lee,

We write as faculty members at UCSF who are also members of the US National Academy of Sciences. Many of us either are, or have previously been, leaders on this Campus. We have seen this University rise to true excellence over the course of the past 40 years, and we look forward to an even greater future for UCSF and the exciting private biotech and medical organizations that it has attracted to Mission Bay. But we are seriously concerned that this future is threatened by the plan to construct a very large sports, entertainment, and event arena in our midst.

As you know, the plan for Mission Bay approved by the Board of Supervisors (October 1998) states, as one of the major objectives of this visionary project:

Facilitating emerging commercial and industrial sectors including those expected to emerge or expand due to the proximity to the new UCSF site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial...

And indeed, Mission Bay has rapidly become one of the most prominent academic-industry biotechnology/medical complexes in the world. But we cannot stop here: we face increasing competition from other rapidly growing complexes of this type, both in the US and abroad. It will be critical to keep moving aggressively forward, if we are to continue to attract the very best talent – both academic and private sector – to San Francisco.

It is absolutely clear to us that the planned new Golden State Warriors Arena and Events Center in Mission Bay would severely degrade the environment for the many thousands of researchers and private sector biomedical scientists who come to work at Mission Bay each day. It would also curtail the beehive-like, daily exchanges of personnel – from the South Bay and elsewhere – on which the success of the Mission Bay biomedical complex depends. Our major fear is that the Mission Bay site will lose its appeal – not only for the new biomedical enterprises that the city would like to attract here, but also for most of its current occupants. The result could critically harm not only UCSF, but also the enormously promising, larger set of biomedical enterprises that currently promises to make San Francisco the envy of the world.

Much attention has been properly focused on how traffic gridlock caused by the new stadium would affect access to the three new UCSF hospitals that are immediately adjacent to the site, one of which houses one of only two Children's Emergency

rooms in San Francisco. It is unavoidable that terrible, and possibly even life-threatening, traffic congestion will be associated with the planned complex, given that it is intended to be the site of some 220 events per year, held both in the evening and during the day (*New York Times*, September 6, 2015; business section, pages 1, 4 and 5). Many of us have experienced the hours-long gridlock that paralyzes all Mission Bay streets before and after San Francisco Giants home games. The absolute paralysis that it creates is already a non-trivial problem, which the planned stadium promises to both greatly expand and intensify.

The presence of the 41,000-seat AT&T Park less than a mile (a 15-minute walk) from UCSF Mission Bay has not been sufficiently factored into the plans to build the Warriors' huge new sports/entertainment complex. The ballpark already significantly impacts life and work at Mission Bay, with nearly 50 San Francisco Giants home weekday games per season. Due to these events, it can take cars and UCSF shuttle buses over an hour to exit from the UCSF parking lot onto the streets, and a 20-minute trip may require two hours.

The widespread traffic impact of AT&T Park games is noted on the website for the San Francisco Municipal Transportation Agency (SFMTA):

"Motorists are advised to avoid the increased congestion in downtown San Francisco related to these special events and advises commuters to use transit, taxis, bicycles or walk and to avoid using the Bay Bridge in the two hours before or after these games. ... As a reminder to fans, in order to reduce congestion on city streets after all events at AT&T Park, the SFMTA will close eastbound King Street between 3rd and 2nd streets from the seventh inning until after the post-game traffic has died down. Additionally, the northbound portion of the 4th Street (Peter R. Maloney) Bridge will be closed to all traffic except streetcars, buses, taxis and bicycles during the post-game period. (<https://www.sfmta.com/news/press-releases/sfmta-weekend-transit-and-traffic-advisory>)

Adding an 18,500-seat Warriors complex on top of what is already a transportation mess is asking for disaster. We are highly skeptical of any plan that proposes to segment traffic by restricting 4th street and other routes for "UCSF business only," since those of us at Mission Bay have experienced the unruly behavior of frustrated drivers stuck for long times in traffic jams. In fact, there is no believable transportation solution for two very large complexes placed in such close proximity at Mission Bay.

Imagine dropping a 41,000-seat stadium anywhere within a 1-mile radius of San Francisco City Hall, and then tripling the capacity of Bill Graham Civic Auditorium. It would make no sense, for the same reason that it makes no sense to squeeze the planned Warriors facility into the Mission Bay neighborhood. The resulting perfect storm of traffic would make it miserable for both the existing neighborhood and for sports fans – in addition to threatening the entire future of UCSF as the center of a world-class academic/ biotech/medical complex.

In summary, we urge you and the city to reconsider the wisdom of proceeding with

current construction plans.

Sincerely yours,

Bruce Alberts, Chancellor's Leadership Chair in Biochemistry and Biophysics for
Science and Education

Elizabeth Blackburn, Professor of Biochemistry and Biophysics, and Nobel laureate

James Cleaver, Professor of Dermatology and Pharmaceutical Chemistry

John A. Clements, Professor of Pediatrics and Julius H. Comroe Professor of
Pulmonary Biology, Emeritus

Robert Fletterick, Professor of Biochemistry, Pharmaceutical Chemistry, and
Cellular and Molecular Pharmacology

Carol Gross, Professor of Microbiology

Christine Guthrie, Professor of Biochemistry and Biophysics

Lily Jan, Professor of Physiology, Biochemistry and Biophysics

Yuh-Nung Jan, Professor of Physiology

Alexander Johnson, Professor of Microbiology and Immunology, and Biochemistry
and Biophysics

Cynthia Kenyon, Emeritus Professor, UCSF, and Vice President, Aging Research,
Calico Life Sciences

Gail Martin, Professor Emerita, Department of Anatomy

Frank McCormick, Professor Emeritus, UCSF Helen Diller Family Comprehensive
Cancer Center, David A. Wood Distinguished Professorship of Tumor Biology
and Cancer Research

Ira Mellman, Professor (Adjunct) of Biochemistry and Biophysics

William J. Rutter, Chairman Emeritus, Department of Biochemistry, and Chairman,
Synergenics LLC

John Sedat, Professor Emeritus, Department of Biochemistry & Biophysics

Michael Stryker, William Francis Ganong Professor of Physiology

Peter Walter, Professor of Biochemistry and Biophysics

Arthur Weiss, Professor of Medicine, and of Microbiology and Immunology

Zena Werb, Professor of Anatomy

Cc: Tiffany Bohee



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File# 150994-
150997
Received in
Committee
11/9/15
fw

November 9, 2015

SENT BY U.S. MAIL AND EMAIL (Board.of.Supervisors@sfgov.org)

Budget and Finance Committee
City and County of San Francisco
Board of Supervisors
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

**RE: Comments on November 9, 2015 Agenda Item Nos. 1-4 re: Warriors
Event Center at Mission Bay, Mission Bay Transportation
Improvement Fund and Related Actions**

Dear Budget and Finance Committee Members:

This firm represents the Mission Bay Alliance (the “Alliance”) with respect to the Warriors Event Center Project (“Project”). These comments address the Final Subsequent Environmental Impact Report for the Event Center and Mixed Use Development at Mission Bay Blocks 29-32 (“SEIR”) as well as the Budget and Finance Committee’s consideration and approvals for the Project itself.

As explained in this firm’s November 3, 2015, Letter to the San Francisco Municipal Transportation Agency (“MTA”), Board of Directors regarding their November 3, 2015, Agenda Item No. 13, the SEIR is defective as an informational document with respect to the analysis and public disclosure of impacts and mitigation measures regarding transportation under the California Environmental Quality Act (Pub. Resources Code, §§ 21000 et seq. (“CEQA”). Specifically, the SEIR does not describe the approval of the Mission Bay Transportation Improvement Fund (“MBTIF”) as a mitigation measure. Yet the MBTIF is essential to the City’s attempts to mitigate the Project’s transportation-related impacts. The City’s strategy of conflating analysis of the Project’s design features and mitigation measures violates CEQA. (See, e.g., *Lotus v. Department of Transportation* (2014) 223 Cal.App.4th 645.) The prejudice associated with the City’s strategy, in addition to obscuring the City’s public subsidy for the Project, is that the EIR “fail[s] to consider whether other possible mitigation measures would be more effective.” (*Id.* at 657.)

The City also appears to rely on the incorporation of the MBTIF into the Project description in order to conceal from the public the City’s failure to require full mitigation of the Project’s impacts from the applicant. A fundamental principle of CEQA is that

development projects should mitigate their impacts to the extent feasible. (See, e.g., Pub. Resources Code, § 21002; see also CEQA Guidelines, § 15126.4.) With respect to the Project's transportation impacts, the City deviates from this principle and instead adopts an odd, ad hoc "fair share" fee program to mitigate Project-level impacts. (*Anderson First Coalition v. City of Anderson* (2005) 130 Cal.App.4th 1173 (*Anderson First*)). As a threshold matter, the SEIR never discloses to the public that it essentially relies upon "fair share" payments from the Project in order to mitigate its Project-level transportation impacts, which renders the SEIR defective as an informational document. Had the SEIR described the Project's approach to mitigating transportation impacts, it would have been apparent that the SEIR failed to disclose necessary information about this fair share program.

The payment of "fair share" impact fees may constitute adequate mitigation if the payments "are part of a reasonable plan of actual mitigation that the relevant agency commits itself to implementing." (*Id.* at 1188-1189.) The *Anderson First* decision identified the information that is required in an EIR to establish the adequacy of a "fair share" mitigation measure, which includes the following:

- (i) An identification of the required improvement;
- (ii) An estimate of the cost of the required improvement;
- (iii) Sufficient information to determine how much the project would pay towards the improvement; and
- (iv) The fees must be part of a reasonable, enforceable plan or program sufficiently tied to the actual mitigation of the impacts at issue.

(*Ibid.*)

The SEIR fails to provide this necessary information, and never even mentions the MBTIF. While the SEIR does mention the Transportation Management Plan ("TMP") and Transit Service Plan ("TSP") as addressing the Project's transportation impacts, the SEIR fails to identify the total costs of the improvements, the Project's allocated contribution, and the enforceable plan or program to contribute the Project's "fair share." The new information contained within this Committee's agenda packet regarding the MBTIF and other related matters cannot substitute for full disclosure of the selected approach to mitigation of transportation related impacts in the SEIR.

In addition, the actions on November 6, 2015, by the MTA, and this Committee's planned actions today with respect to approval of the MBTIF and the grant of street and easement vacations are contrary to California public disclosure laws with respect to economic development subsidies. California law requires the City to provide public notice and a public hearing, as well as detailed information about the purpose, nature, extent and effect subsidies, prior to commitment. (Gov. Code, § 53083.) The Budget and

Budget and Finance Committee

November 9, 2015

Page 3 of 3

Legislative Analyst's Memorandum ("BLA Memo"), along with the SFMTA Cost Estimate spreadsheet make clear that there is an estimated revenue shortfall of \$29,916,666, which will be financed through sale of SFMTA revenue bonds or other City financing source. (BLA Memo, pp. 7-8.) Payment of these Project mitigation costs by the City is an economic development subsidy, even if the loan is eventually repaid. (Gov. Code, §53083, subd. (g)(1).) Moreover, the summary vacation of streets and easements likely has value, yet no value is disclosed. Thus, the City must now comply with the substantive and procedural mandates of Government Code section 53083 prior to approving subsidies in the form of loans and other benefits included in the MBTIF and other related City actions and approvals, that provide transportation, infrastructure, public safety and other mitigation for Project impacts.

* * *

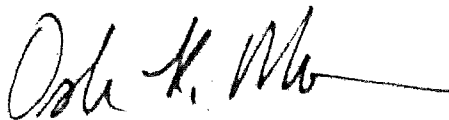
Please feel free to contact my office with any questions about the information contained in this letter.

Very truly yours,

SOLURI MESERVE

A Law Corporation

By:



Osha R. Meserve

ORM/mre

File # 150994
Received in Committee
11/9/15
f.w.

Warriors Stadium Economics:
Uncertainty and Alternatives

Produced by:

Marin Economic Consulting

Jon Haveman, Principal

415-336-5705

Jon@MarinEconomicConsulting.com

November 2, 2015

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Executive Summary

In order for the Golden State Warriors (GSW) to move to San Francisco, the City must make significant infrastructure investments in transit and commit to providing over \$6 million in support each year that the new arena operates. Although estimates of the costs to the City and estimates of City revenues exist, a cash flow analysis of this project has not been produced. Nor has the project been subject to a comparison with plausible alternatives. With a project of this magnitude and with the significant external costs imposed on San Francisco, it is deserving of such an analysis.

This report provides both a cash flow analysis of the arena development and a comparison with a plausible alternative. It also provides a discussion of some of the assumed revenues associated with the project. In particular, the assumptions regarding hotel/motel tax revenues and parking taxes are optimistic. The reality could be millions of dollars less than expected.

Although the cash flow analysis suggests that the project will turn a surplus of revenue in the fourth year of arena operations, a comparison with an alternative development suggests that from a financial perspective the City could do much better. If a biotech facility were constructed in place of the arena, it is possible that City revenues over the course of 22 years (two years of construction and 20 years of operation) could be more than \$39.9 million higher in net present discounted value terms, or \$1.8 million per year over 22 years. This comparison is with a conservative investment. With a more aggressive development option, the net present discounted value of revenues could be as much as \$150 million higher, or nearly \$7 million per year.

It is worth noting that the effective subsidy provided by the City of San Francisco to provide transit infrastructure and traffic mediation amounts to roughly \$150 million over the same 22 years, again in present discounted value terms. Were this subsidy not necessary, the Warriors development project would have a revenue impact to the City comparable to that of the more aggressive development option. Unfortunately, the Warriors development project requires the extensive subsidy while a biotechnology center would not. The biotechnology center, whether using conservative or aggressive assumptions, provides greater net revenues to the City of San Francisco than does the development including the Arena, by between \$1.8 and \$7 million per year.

These figures can be thought of as the amount that San Franciscans are paying to bring the Warriors to town. It is the amount of revenues that the City would forgo with the GSW project, relative to a plausible alternative. This is not to say that the project is a bad idea, but merely to point out what is being given up in order to accommodate the Warriors' move.

Key Findings

1. A cash flow analysis of the arena through the first twenty years of operation suggests net revenues for San Francisco of \$96 million. This is net of City expenses of approximately \$150 million during this time for transit and traffic mitigation.
2. This \$150 million of City spending in support of the Arena represents an implicit subsidy to the project. The City is funding transit infrastructure and the mitigation of traffic and transportation issues related to the functioning of the arena.
3. Although the Arena generates significant revenues for San Francisco, the City's costs will exceed its revenues from the development for at least the first three years of Arena operation, putting the taxpayers on the hook for the difference.
4. There are elements of the estimates of City revenues that are filled with uncertainty. In particular, the hotel/motel and parking revenues are highly speculative. This uncertainty may imply a broader burden for City taxpayers.
5. If hotel/motel revenues are overstated by half, which is possible, that would reduce City revenues by \$13.2 million in the first 20 years of Arena operation.
6. If an alternative development, one suited to biotechnology, were pursued, the City's net revenues would be nearly \$40 million higher and possibly as much as \$150 million higher over 22 years, or \$7 million per year.
7. An alternative development would have considerably larger economic impacts for the rest of the San Francisco Economy than would an arena, and would generate significantly more jobs, more than 2,000 on-site. Oracle Arena currently generates just 494 jobs.
8. An alternative development would generate as much as \$1 billion in direct economic activity on-site and perhaps as much as an additional \$1 billion in ancillary benefits to the broader San Francisco economy.
9. Forgoing the biotechnology development and pursuing the Arena reduces net revenues to the City of San Francisco by \$2 to \$7 million per year.

1: Introduction

In 2017, the Golden State Warriors are expected to begin playing in San Francisco. Although this is an exciting development for the City of San Francisco, the economics of the Warriors presence in the City are unclear. There are likely to be significant revenue benefits for the City, but welcoming the Warriors will also involve significant infrastructure investments and ongoing expenses for the City and County of San Francisco. The net effects of these revenues and costs have not been adequately addressed.¹

It is not clear whether San Francisco is importing a lucrative asset or a financial burden; that is, it is not clear whether the revenues associated with the Warriors play in San Francisco exceed the considerable upfront investments that the City must make. It is also an open question as to what exactly the City might be giving up in order to host the Warriors. The 12-acre parcel on which the arena is to be built is a valuable piece of real estate. In 2010, Salesforce paid \$278 million for a 14-acre site that includes the property in question. The property, located as it is across the street from UCSF and near a variety of biotech companies, seems a likely candidate for a biotech friendly building.² Were this to happen, it would yield significant benefits for the City. Whether or not these financial benefits exceed those associated with the Warriors is the subject of this report.

The report proceeds to review the costs and benefits associated with the Warriors, as they have been made public. This is followed by an estimate of the likely benefits of a biotech development occupying the same space. The benefits of the GSW plan are then examined from a perspective of robustness, whether or not they are likely to come to pass.

This report provides a cash flow analysis of the GSW project and compares that analysis with an alternative development that includes a biotechnology-oriented commercial structure in place of the arena. The GSW project is cash flow positive, but not until at least the fourth year of operations. Relative to the alternative development, even after 20 years of operating, the GSW project falls short in terms of net government revenues by approximately \$39.9 million, or \$1.8 million per year over 22 years. Alternative developments, with more aggressive assumptions, though still plausible, suggest that City revenues could increase by as much as \$151.6 million after 22 years, or \$6.9 million per year, without the need for heavy subsidization on the part of the City in the early years. From a purely financial perspective, the GSW project is a significant drain on City revenues relative to what alternative developments might yield.³

¹Accepting the team also results in a significant revenue hole for the City of Oakland in that most events that currently take place at Oracle Arena are projected to move to the new arena.

²Its neighbors would include UCSF, Celgene Corporation, National Multiple Sclerosis Society, venBio, Nurix, Clovis Oncology, FibroGen, and Illumina, among others.

³The methodology used in this report is comparable to the methods and assumptions used by EPS in producing its fiscal impact analysis of the GSW arena. The Appendix provides a set of tables that indicate where common assumptions are used.

2: Benefits and Costs of Hosting the Warriors

– Benefits/Revenues

As with any economic activity, there are certainly financial benefits for the City of San Francisco associated with hosting the Warriors. A report has been produced for the City of San Francisco that provides a fiscal analysis of the GSW project.⁴ These benefits are derived from one-time-revenues from the purchase of the land and arena construction and ongoing benefits associated with the events that the stadium hosts. The ongoing benefits also include revenues from commercial and retail activity built into the project, as well as parking revenues both on-site and off-site and off-site hotel and motel taxes. Table 1 provides a summary of an estimate of those benefits. Annually, stadium, retail, and office operations associated with the development are estimated to provide just over \$14.1 million in revenues to the City of San Francisco.

Table 1. Summary of San Francisco Revenues from Ongoing Stadium Operations
(Thousands of 2014 dollars)

Annual Project-Generated Revenues	General Fund Revenues	Dedicated and Restricted Accounts	All Accounts
Revenues From on-Site Businesses	\$9,626 (84%)	\$1,883 (73%)	\$11,509 (82%)
Revenues From off-Site Hotels and Parking	\$1,887 (16%)	\$714 (27%)	\$2,601 (18%)
Total Annual Project-Generated Revenues	\$11,513 (100%)	\$2,597 (100%)	\$14,110 (100%)

Source: EPS and Keyser Marston Associates

Of these \$14.1 million in revenues, \$11.5 million are associated with the arena and on-site businesses. Although the majority of these revenues accrue to the general fund (\$9.6 million), nearly \$2 million goes directly to dedicated and restricted accounts. At the same time, nearly \$2.6 million are estimated to be from off-site sources, \$714 thousand of which are destined for dedicated and restricted accounts.

Table 2 provides estimates of detailed categories of revenues associated with ongoing economic activity once the development is completed. The largest categories of revenue include the stadium admission tax (\$4.3 million), gross receipts taxes (\$2.5 million) property taxes (\$2.5 million, including both general fund and MTA revenues), hotel/motel or transient occupancy taxes (\$1.7 million), and parking taxes (\$2.4 million). These five categories account for the vast majority of revenues associated with the development.

As mentioned, there will also be one-time revenues associated with the construction of the arena and the accompanying office and retail space (Table 3). These benefits amount to just over \$27.6 million, the vast majority of which is associated with the TIDF, or Transportation Impact Development

⁴Economic Planning Systems, *San Francisco Multi-Purpose Venue Project - Fiscal Impact Analysis: Revenues*, 9/25/15. (EPS)

**Table 2. Details of San Francisco Revenues from Ongoing Stadium Operations
(2014 dollars)**

Item	Amount
Annual General Revenue	
Property Tax (General Fund)	\$912,000
Property Tax in Lieu of VLF	\$868,000
Sales Tax	\$521,000
Hotel/Motel Tax (General Fund)	\$1,667,000
Parking Tax	\$482,000
Stadium Admission Tax	\$4,336,000
<i>Gross Receipts Tax</i>	
On-site	\$2,431,000
Off-site	\$42,000
Utility User Tax	\$254,000
Subtotal	\$11,513,000
Annual Other Dedicated and Restricted Revenue	
Special Fund Property Taxes (Children's, Library, and Open Space)	\$148,000
Public Safety Sales Tax	\$260,000
San Francisco County Transportation Authority Sales Tax	\$260,000
MTA Parking Tax	\$1,929,000
Subtotal	\$2,597,000
Total Ongoing Revenues	\$14,110,000

Source: EPS, 9/25/15, Table 1

Fee.⁵ Another significant source of one-time revenue comes in the form of a Property Transfer Tax, \$4.2 million. Sales taxes and gross receipts taxes collected during construction add another \$5.4 million.

⁵http://www.sf-planning.org/ftp/files/legislative_changes/new_code_summaries/120523_TIDF_Transportation_Impact_Development_Fee_Update.pdf Medical and Health Services, and Retail/Entertainment economic activity categories was increased to \$13.30 per square foot, except that the rate for museums, a subcategory of CIE, are \$11.05 per square foot, a reduction from the current amount. The rate for the Management, Information and Professional Services (MIPS) and Visitor Services economic activity categories was increased to \$12.64 per square foot, and the rate for the Production/Distribution/Repair (PDR) category was reduced to \$6.80 per square foot.

**Table 3. Summary of One-Time Revenues from Stadium Construction
(2014 dollars)**

Item	Difference
City Fees (per gross building sq. ft.)	
Child Care	\$662,000
Transit Impact Development Fee	\$17,436,000
Other One-Time Revenues	
Sales Taxes During Construction	\$2,355,000
Gross Receipts Tax During Construction	\$2,953,000
Property Transfer Tax from Initial Land Sale	\$4,200,000
Total One-Time Revenues	\$27,605,000

Source: EPS, 9/25/15, Table 2. Revised by Marin Economic Consulting to reflect changes in Table A-6 of the EPS report.

— Costs

As with the benefits, there are also one-time and ongoing costs. The one-time costs are primarily those associated with enhancing transportation infrastructure and amount to \$55.3 million.⁶ These costs include Transit Investments (the purchase of light rail vehicles), the installation of crossovers, the construction of a new center boarding platform, power augments to idling event trains, traffic/signals engineering investments, and a Mariposa Street restriping study.

These expenses are spread out over a four-year period, with the vast majority of expenses occurring in the 2016-17 MTA fiscal year. A major expenditure on light rail vehicles is slated to take place in the 2017-18 FY, when the Event Center begins operating. The costs to MTA are heavily loaded in the early years of the project, before ongoing revenues have begun. Estimated one-time revenues will be available during this time to cover expenses, but they will fall short of the total by approximately \$30.2 million.⁷ This difference will be covered by contributions from San Francisco's General Fund, whether all at once or through the financing of these expenditures that are net of revenues.

Table 4 provides the details of the City's estimates of ongoing expenses related to the operation of the Event Center. As of early October, estimated annual net ongoing costs associated with operations at the Event Center amount to \$6.2 million.⁸ The vast majority, \$5.1 million, are associated transit costs. It is worth noting that this estimate has decreased by \$0.4 million between May and

⁶One-time costs are from SFMTA, **Capital and Operating Cost Estimates for the Event Center and Mixed Use Development at Mission Bay Blocks 29-32**, 10/6/2015. Estimates are in 2014 dollars.

⁷This figure is the difference between \$57.8 million, the total estimated capital uses estimate (not just that allocated to the project), and the total one-time revenues from Table 3.

⁸Ibid. The word "net" is included because the City has estimated revenues from fares and parking from riders going to events at the arena. These revenues amount to approximately \$1.8 million, split roughly evenly between the two sources.

October of this year. Other expenses are reported as they were presented in May, including nearly \$1 million in additional policing, and \$200 thousand in expenses incurred by DPW.

Table 4. Ongoing Costs of the Arena (millions of 2014 dollars)

Agency	May 18 Estimates	October 6 Revisions
SFMTA	\$5.5	\$5.1
SFPD	\$0.9	
DPW	\$0.2	
Total	\$6.6	\$6.2

Source: Golden State Warriors Arena: Event Management
 OCII Commission Presentation, May 18, 2015,
 and MTA, October 6, 2015.

— Net Benefits

The project comes with considerable costs and benefits. Both upfront net costs and ongoing net revenues are considerable. It is our view that the original EPS report was incomplete in not considering the implications of the project over time. It failed to provide a comparison of overall costs and benefits associated with the GSW project. The reviewer, Keyser Marston Associates, appeared to agree with the EPS approach, saying that a "cash flow approach is appropriate to evaluate a multi-phase project, which does not apply to this project." We respectfully disagree. There are two stages to this project: first, the one-time infrastructure investments and revenue implications of construction and parcel purchase, and second, the ongoing costs and revenues. The project's benefits to the City come inherently in two stages. If both stages yielded a net benefit, the need for a cash flow approach would not be nearly as acute. As the first stage is significantly negative, the overall net benefits must be evaluated over time in order to properly evaluate the project.

This has not been publicly done. Here, we consider a 20-year period following the construction of the Event Center. Given that many of these revenues accrue many years in the future, it is necessary to discount them to today's dollars. The bottom line is the present discounted value of the net stream of revenues to the City of San Francisco.

Assumptions crucial to the present value discount calculation:

1. Discount Rate: 4.0%
2. Rate of inflation: 2.5% (2% for property taxes, as per Proposition 13)

Table 5 provides an estimate of the present discounted value of net revenues to the City of San Francisco, using estimates from the EPS report of September 25, 2015 and from documents from the City of San Francisco. Once the facility has been operating for 20 years, net revenues are ex-

pected to be on the order of \$95.7 million, or approximately \$4.3 million per year over a 22-year period including two years of construction and 20 years of operation. This estimate includes the upfront expenses incurred by the City as well as the ongoing expenses associated with event traffic mitigation.

Table 5. Net Benefits of GSW Event Center Project over 22 years (Millions of Present Discounted 2014 dollars)

	Benefits	Costs	Net Benefits
One-Time	\$27.6	\$55.3	-\$27.7
Ongoing	\$221.4	\$98.0	\$123.4
Total	\$249.1	\$153.3	\$95.7

Source: Calculations by Marin Economic Consulting.

The project pencils out as estimated. This calculus, however, begs two important questions:

1. This is a 12-acre plot of land in the middle of a biotechnology hub. Are there better uses for this land from a revenue perspective?
2. Estimating the costs associated with event management is a more certain endeavor than estimating the benefits. How certain is it that the benefits will materialize?

For a project of this magnitude, it is vitally important to evaluate the potential for plausible alternatives to provide more benefits than the project in question. It is also important to consider robustness tests for the revenues in question. Neither of these issues has been publicly addressed. This report will present plausible revenues associated with an alternative development, a space designed with biotech in mind, and will discuss weak points in the revenue estimates presented above.

3: On the Economics of Biotech as an Alternative

When evaluating the benefits of an economic endeavor, an exploration of alternatives is vital to understanding the full implications of an investment. Suppose that instead of building a 750,000-square-foot arena, the amount of commercial space on the property were doubled. In this section, we consider such an investment. In this exercise, we follow as closely as possible the assumptions contained in the EPS estimate of revenues associated with the GSW project.

Important assumptions associated with this analysis include:

1. Instead of a 750,000-square-foot arena, a commercial facility is constructed that provides 522,000 square feet of space. This constitutes an exact doubling of the commercial space in the GSW plan. This alternative development is otherwise comparable to the Warriors plan, including the original commercial, retail, and parking structures.

2. The space is designed with biotechnology in mind, which brings with it significant laboratory space. As such, it has a relatively high amount of space per worker associated with it: 250 square feet per employee.⁹
3. The transaction price for the land is unchanged at \$172.5 million.¹⁰
4. It is assumed that just two-thirds of the biotech revenues generated onsite are subject to gross receipts taxation in San Francisco.¹¹
5. It is also assumed that a commercial facility would have ancillary benefits in terms of indirect and induced economic activity in San Francisco. Consistent with the EPS report, it is assumed that 90% of the ancillary output generated is subject to the Gross Receipts Tax.¹²

With the addition of these assumptions, an exercise analogous to that undertaken by EPS is performed for the new development. The new development includes the same retail revenues and costs, the same parking revenues, and essentially double the revenues associated with commercial development. Doubling the office space and maintaining other assets leads to an assessed value of at least \$605.5 million. This is considerably less than the project's assessed value with an arena.

Support for the notion that this construction is feasible comes not only from the 750,000-square-foot arena that the buildings will be replacing, but also from a similar planned development. UCSF was planning to build 500,000 square feet on four acres of blocks 33-34, right next to the site.¹³ A new building of the size being considered is clearly feasible on the space currently to be occupied by the arena.

Table 5 presents a comparison of the one-time revenues and expenditures associated with the Event Center versus doubling the commercial space on the 12-acre property. While the Event Center brings with it a need for considerable infrastructure to accommodate the development, it is not clear that a doubling of the commercial space does. Accordingly, the Event Center brings with it a net upfront cost of \$37.5 million, relative to a commercial facility in place of the Center.

⁹This is an extremely conservative assumption. Some estimates suggest that a ratio of 150 to 11 is possible. This would considerably increase employment and hence output at the site, increasing the resulting income to both City residents and City coffers.

¹⁰The actual transaction price has been announced as \$150 million. San Francisco Times, **Warriors buy Mission Bay arena site from Salesforce**, 10/13/2015. In this analysis, the transaction price is kept at \$172.5 million to maintain comparability with the original EPS study. The change in sales price does have an effect on revenue estimates, but the effect is the same for both the Warriors plan and for the alternative, so it does not affect comparisons between the two.

¹¹There are several avenues through which revenues may be exempt from gross receipts taxes in San Francisco. This analysis is extremely conservative in assuming that this is more likely the case for biotechnology firms (perhaps because of significant revenues accruing through pass-through companies) than for firms in other industries.

¹²Estimates of these benefits are derived from the 2013 San Francisco County model of IMPLAN. It should be noted that the EPS report does not provide estimates of the ancillary effects of the commercial aspect of the current project. This report similarly omits those benefits for the existing commercial development, but does include them for the commercial property that could be built in place of the stadium. These ancillary benefits are also reduced by one-half to provide a conservative estimate of the development's contribution to net revenues.

¹³UCSF, **Salesforce in talks for S.F. Mission Bay land deal**, SFGate, March 15, 2014.

Table 5. Summary of One-Time Revenues from Development
(Thousands of 2014 Dollars)

Category	Biotech	GSW Arena	Difference
Property Transfer Tax	4,200	4,200	0
City Fees - TIDF	10,902	17,436	-6,534
- Child Care	1,263	662	601
Construction			
- Sales Taxes	1,617	2,354	-737
- Gross Receipts Taxes	2,028	2,953	-925
Total	20,010	27,605	-7,595
One-Time Expenses Associated with Development			
Infrastructure Improvements	10,901	55,308	-44,407
Net One-Time Revenues Associated with Development			
Immediate Net Revenue Impact	9,108	-28,410	37,518

Source: EPS Report (9/25/15) and calculations by Marin Economic Consulting.

Although capital expenditures related to the Event Center are significantly higher than the revenues brought in through the TIDF, such is not expected to be the case for additional commercial space. The TIDF was put in place with developments such as this alternative in mind. Therefore, the transit costs associated with the development are better approximated using the TIDF taxation formula. The TIDF collected from the hypothetical alternative development (including the commercial, retail and parking in the GSW project) will serve as our estimate of related transit costs, \$10,901.

In the analysis above, the sales price for the property on which the event center and accompanying commercial and retail structures will be built is the same as in the EPS report: \$172,546,000. Property transfer tax would result regardless of the purchaser and the end use, but conceivably at a higher price. Salesforce originally paid \$278 million dollars for 14 acres (including the space in question) in 2010. The current sales price is \$172.5 million for 12 acres (actual is \$150 million). The plot of land in question represents the majority of the plot originally purchased by Salesforce, and is the largest single contiguous piece. Property values have also increased substantially since the original purchase by Salesforce.¹⁴ It seems likely then that the value of the land would have increased significantly over the last five years as San Francisco is currently starved for commercial real estate. In the end, the price that the Warriors have paid for the land is surprisingly low. It represents the bulk of a property that was valued at \$278 million in 2010 and market values have only increased in the intervening years. Therefore, the actual market value of the land may well be higher than the price the Warriors have been offered and have paid, with correspondingly higher transfer taxes resulting from some alternative development.

¹⁴Salesforce.com Is Said to Plan Sale of San Francisco Land, Bloomberg Business, March 11, 2014.

Table 6 provides an analysis of the annual City revenues and expenses that can be attributed to each of the projects.¹⁵ The first column is for the alternative development which targets the biotechnology industry. The second column reflects estimates regarding the current Golden State Warriors project, and the final column presents the difference in expected revenue between the two.

Table 6. Summary of Annual Revenues and Expenses (in Thousands of 2014 Dollars)

Category	Biotech	GSW Arena	Difference
Annual Direct General Revenue			
Property Tax (General Fund)	\$603	\$912	-\$309
Property Tax in Lieu of VLF	\$570	\$868	-\$298
Sales Tax	\$253	\$521	-\$268
Hotel/Motel Tax (General Fund)	\$0	\$1,667	-\$1,667
Parking Tax	\$243	\$482	-\$239
Stadium Admission Tax	\$0	\$4,336	-\$4,336
Gross Receipts Tax			
On-site	\$4,078	\$2,431	\$1,647
Off-site	\$0	\$42	-\$42
Utility User Tax	\$249	\$254	-\$5
Subtotal	\$5,996	\$11,513	-\$5,517
Annual Other Dedicated and Restricted Direct Revenue			
Special Fund Property Taxes (Children's, Library, and Open Space)	\$98	\$148	-\$50
Public Safety Sales Tax	\$127	\$260	-\$133
San Francisco County Transportation Authority Sales Tax	\$127	\$260	-\$133
MTA Parking Tax	\$971	\$1,929	-\$958
Subtotal	\$1,322	\$2,597	-\$1,275
Total Revenues	\$7,318	\$14,110	-\$6,792
Annual Development-Related Expenses			
SFMTA	\$0	\$5,100	-\$5,100
SFPD	\$0	\$900	-\$900
DPW	\$0	\$200	-\$200
Total Expenses	\$0	\$6,200	-\$6,200
Net Annual Revenues	\$7,318	\$7,910	-\$592
Ancillary Benefits Associated with Each Project			
Gross Receipts Tax	\$754	\$0	\$754
Total Annual Net Revenue Expectation	\$8,071	\$7,910	\$162

Source: EPS Report and calculations by Marin Economic Consulting.

In most categories, the annual revenues are greater for the Event Center than for a development with additional commercial space. The exception is in the Gross Receipts Taxes, where a biotech firm occupies the additional commercial space. Taken as a whole, annual revenues from a purely

¹⁵This alternative is chosen because it will allow the use of most of the EPS parameters and assumptions in producing annual revenues for the alternative project. See the Appendix for a comparison of calculations between this project and the EPS report.

commercial development are \$6.8 million less than for the project under consideration. Once the expenses related to the activities at the Event Center are taken into consideration, annual net revenues are nearly identical. However, expanding the commercial element of the development has considerable ancillary benefits. Most economic functions both make purchases from the broader economy and also compensate workers, who then in turn make purchases from the broader economy. The gross receipts taxes associated with output in the San Francisco economy that is related to activities in the additional commercial space are estimated to be \$754,000 per year.¹⁶ Once these benefits have been considered, the commercial development results in \$162,000 more in revenues annually than would the arena (last line of Table 6). From a net revenue perspective, a commercial development dominates the Event Center.

As discussed above, merely calculating the one-time costs and an estimate of the ongoing revenue is insufficient. Were it sufficient, a commercial project focused on biotech would clearly dominate the current project. Table 7 provides an evaluation of the 22-year net benefits of an alternative development with space devoted to biotechnology comparable to the evaluation for the current project.

Table 7. Net Benefits of Alternative Developments after 22 Years
(Millions of Present Discounted 2014 Dollars)

	Biotechnology		Net Benefits		
	Benefits	Costs	Biotech	GSW	Difference
One-Time	\$20.0	\$10.9	\$9.1	-\$27.7	\$36.8
Ongoing	\$126.5	\$0.0	\$126.5	\$123.4	\$3.1
Total	\$146.5	\$10.9	\$135.6	\$95.7	\$39.9

Source: Calculations by Marin Economic Consulting

According to these calculations, an alternative development would provide an extra \$39.9 million in revenues for the City of San Francisco (as in Table 7). Net present discounted revenues for the project with an Event Center are \$95.7 million, while a project with commercial space devoted to attracting biotechnology firms has a discounted value of net revenues expected to be \$135.6 million, a difference of \$39.9 million dollars, or an additional \$1.8 million each year on average over the 22 years.

From a cash flow perspective, there is a deep hole early on with the Event Center. The first three columns of Table 8 present annual present discounted flows of revenues into San Francisco City coffers. The final three columns provide a cash flow, or cumulative contribution to City coffers. Several things are immediately apparent from the table:

1. The Event Center puts an enormous hole in the City's budget in the first year (row 1, column 4).

¹⁶This is half of what is implied by IMPLAN in order to maintain the conservative nature of these estimates.

2. Substituting a commercial development is cash flow positive in the first year (row 3, column 5).
3. It will take four years of operation of the Event Center to dig the City out of the hole (column 6).
4. Although the gap in annual discounted net revenue closes over time, it remains significant even in year 20 (last row, column 4).
5. In year 20 of Event Center operations, there remains a surplus of revenue in the amount of \$39.9 million for the biotechnology development (last row, last column), which continues to grow in subsequent years.

A final issue that differentiates a biotechnology-centric development over an arena is one of economic impact. It is clear from the economics literature that sports stadiums and arenas provide little economic boost to the local economy. At the same time, it is clear that these facilities are responsible for generating some local economic activity. The failure to add to a region's economy is because they tend to displace other entertainment purchases from the broader economy rather than to stimulate new spending. An individual may go to a basketball game instead of to a play, opera, symphony, or rock concert. These facilities are therefore not additive to the economy.

Nonetheless, it has been estimated that economic activity associated with Oracle Arena accounts for \$44.9 million in economic activity and 494 jobs in Alameda County.¹⁷ It seems likely that the impact of the new arena will be of a similar magnitude.

By comparison, a 522,000 square foot biotechnology facility, with a ratio of space to employee of 250 to 1 can accommodate more than 2,000 employees. That represents four times more employment for biotechnology than for the Arena. It is also consistent with an estimate of economic output on the order of \$1 billion, an order of magnitude higher than for the Arena. Accordingly, the biotechnology development can serve as a much more significant engine of economic growth for the region than can the new event center. Ancillary (indirect and induced) economic benefits for the City of San Francisco are estimated to similarly be in excess of \$1 billion. The gross receipts tax implications for the City of San Francisco are conservatively estimated to be \$754,000 per year.¹⁸

¹⁷Memo to Patrick Soluri, Attorney at Law, from Philip King, Ph.D., regarding Urban Decay Analysis of Proposed Relocation of Golden State Warriors from Oakland to San Francisco, page 9.

¹⁸These estimates are from the 2013 San Francisco County model of IMPLAN and have been scaled to 2014 dollars. The actual estimates of ancillary output generated were divided by two in order to keep the estimates conservative. The actual revenues could be significantly greater.

Table 8. Stream of Net Revenues over Time
(Thousands of 2014 Discounted Dollars)

Year	Annual			Cumulative		
	Biotech	GSW	Difference	Biotech	GSW	Difference
One-Time Net Revenues:						
2016	\$9,108	-\$27,704	\$36,812	\$9,108	-\$27,704	\$36,812
Start of Ongoing Revenues:						
2017	\$7,600	\$7,440	\$160	\$16,708	-\$20,264	\$36,972
2018	\$7,450	\$7,290	\$160	\$24,158	-\$12,974	\$37,132
2019	\$7,302	\$7,142	\$160	\$31,460	-\$5,831	\$37,292
2020	\$7,157	\$6,998	\$159	\$38,618	\$1,167	\$37,451
2021	\$7,016	\$6,857	\$159	\$45,633	\$8,024	\$37,609
2022	\$6,877	\$6,718	\$158	\$52,510	\$14,742	\$37,768
2023	\$6,740	\$6,583	\$157	\$59,250	\$21,325	\$37,925
2024	\$6,607	\$6,450	\$157	\$65,857	\$27,775	\$38,082
2025	\$6,476	\$6,320	\$156	\$72,333	\$34,095	\$38,238
2026	\$6,348	\$6,192	\$155	\$78,681	\$40,288	\$38,393
2027	\$6,222	\$6,068	\$154	\$84,903	\$46,355	\$38,547
2028	\$6,099	\$5,945	\$154	\$91,001	\$52,300	\$38,701
2029	\$5,978	\$5,825	\$153	\$96,979	\$58,126	\$38,854
2030	\$5,860	\$5,708	\$152	\$102,839	\$63,834	\$39,006
2031	\$5,744	\$5,593	\$151	\$108,583	\$69,427	\$39,157
2032	\$5,630	\$5,480	\$150	\$114,213	\$74,907	\$39,307
2033	\$5,519	\$5,370	\$149	\$119,732	\$80,277	\$39,456
2034	\$5,410	\$5,262	\$148	\$125,142	\$85,538	\$39,603
2035	\$5,303	\$5,156	\$147	\$130,444	\$90,694	\$39,750
Year 20 of Event Center operation:						
2036	\$5,198	\$5,052	\$146	\$135,642	\$95,746	\$39,896

Source: Marin Economic Consulting

4: Questioning the Benefits and Costs of the GSW Project

There are few guarantees with economic endeavors. Assuming that the conditions that exist today will exist tomorrow, the day after that, or 20 years from now is of dubious merit. Conditions change. The level of success of a basketball team ebbs and flows (though hopefully not for the Warriors), the economy grows and shrinks, modes of transportation change, and the availability of hotel rooms may decline as demand grows but supply does not.

This certainly holds true for the construction of an arena. While it is quite likely that the Warriors will play at the arena for the foreseeable future and experience a high level of success for some time, it is not certain that the estimated revenues will materialize. As a case in point, the EPS study assumes a sales price for the land of \$172,546,000. It has just been announced that the sales price was \$150,000,000. That represents a reduction in sales price of 13%, with a corresponding reduc-

tion in revenues that are tied to the sales price: transfer taxes and ongoing property taxes. Although the long-term implications of a decline in ongoing property taxes is likely small, the transfer tax is reduced from \$4.2 million to \$3.65 million, a reduction in one-time revenues of \$549,000. Granted, this is just one percent of the one-time transit costs associated with the project, but it is more than half a million dollars no longer available for other city needs.

Two categories of revenue are particularly suspect: hotels and parking. With regard to hotels, it is not immediately clear that moving the venue from Oakland to San Francisco will necessarily lead to a significant increase in demand for hotel rooms in San Francisco. With regard to parking, the demand for parking ebbs and flows with the economy. It is also likely that demand for parking will decline significantly in the coming years. Estimates included in the EPS report are therefore likely biased upward and those revenues will not fully materialize.

— Hotel/Motel Occupancy Tax

There are primarily two concerns related to forecasts of increased demand for hotel rooms in San Francisco resulting from the construction of the Event Center. First, San Francisco hotel occupancy rates for much of the year are very high, implying little excess capacity to be filled by basketball fans. During times of high demand for hotel rooms in San Francisco, many of those staying overnight for an event at the arena may choose to stay outside of the City. Alternatively, the demand resulting from arena events may well divert others to hotel rooms outside of the City. Second, it is also likely that many overnight visitors for the Warriors games currently stay in San Francisco, despite attending a game played in Oakland. Despite the change of venue to San Francisco, it is not clear that this shift will result in a significant net increase in demand for San Francisco hotel rooms.

The EPS estimates of revenues associated with the GSW project indicate an increase in hotel room occupancy. However, San Francisco is generally regarded as having a significant shortage of hotel rooms and to be operating near full capacity. Indeed, occupancy rates for San Francisco are high by any standard. San Francisco ranks third nationally in occupancy rates; New York is ranked #1.

The EPS report assumes that 10% of Event Center attendees are potential overnight visitors but that only half of them will constitute new demand for hotel rooms in San Francisco. This assumption represents an increase in demand for hotel rooms of approximately 50,000. However, it is likely that many current overnight visitors to Oracle Arena stay in San Francisco. It is entirely possible that a new arena will have a much smaller net impact on the demand for hotel rooms in San Francisco. This puts some \$1.7 million in expected additional revenues in question. If half of this demand does not materialize, or is displacement of other demand for hotel rooms in the City, this could reduce overall revenues by half, or by \$800,000 to \$900,000 in each year of operation, amounting to more than \$13 million in present discounted terms over 20 years of arena operation.

— Parking

Going forward, the use of personal vehicles and hence the demand for parking, as well as transit services, is going to be subject to significant disruption. In particular, ride-sharing services continue to grow, especially in San Francisco. With the use of these vehicles, the demand for parking at an event site will likely decline. There is also growing evidence that autonomous vehicles will be available in the near future. Several automobile and tech companies have announced a target date of 2020 for making these cars, or cars with this capacity, available to the general public. The growth of ride-sharing and the development of autonomous vehicles will likely reduce the demand for parking, particularly the demand related to attending events. The advent of autonomous cars being used in car-sharing will significantly increase the rate at which parking demand declines. Current estimates are that the Event Center will result in the demand for parking spaces on the order of 422,000 per year. Some of this demand for parking is likely to evaporate over time.

There could also be a significant decline in the demand for public transportation resulting from increased car-sharing. This has several implications. First, planned investments in infrastructure designed to expand transit availability to serve events may be rendered to some extent obsolete as people move away from transit and toward the use of autonomous vehicles, whether shared or privately owned. This represents a move away from transit toward private vehicles. Despite the projected decline in parking demand, this represents increased need for traffic mitigation of some sort. There will likely be an increase in vehicular traffic to and from the Event Center that could have implications for the arena's neighbors.

With the advent of autonomous vehicles and greater use of ride-sharing services, it is possible that demand for parking could decline significantly over the coming years. If we assume that it declines at a rate of 1% each year, that would reduce revenues associated with parking by \$3.8 million over the 20-year time horizon. It will also reduce parking demand for a biotechnology development, but by less, just \$1.9 million over 20 years. Should parking demand decline more quickly (5%/year), revenues could decline by as much as \$15 million

— Net Benefits

The point of this discussion is that estimated revenues are suspect, while estimated costs are much more likely accurate. Fixed investments, in particular, are known and not subject to market whims. However in this case, there are unknowns lurking in the cost estimates. It is likely that the revenue implications are biased high, resulting in uncertainty over their future stream with more downside risk than upside. It is already the case that actual one-time revenues have turned out to be less than anticipated (such as the transfer tax, which was lower by \$549,000) and that the City has revised its

estimates of one-time costs upward (by nearly \$16 million) and its estimates of ongoing expenses upward (by \$1.4 million in each year). Clearly, there is great uncertainty in almost all of these estimates.

5: Some Sensitivity Analysis

In each case, the revenue estimates relating to the GSW project and the revenue estimates relating to a biotechnology center are uncertain. It is therefore worthwhile to experiment with basic assumptions to better understand the implications for City revenues. Table 9 offers some evidence for the implications of particular assumptions. We provide four separate alternatives that relax in different ways the assumptions inherent in the baseline analysis. The top line of the table presents the baseline results of the analysis, the estimates of present discounted net revenues accruing to the City (corresponding to the last row in Table 7). In the case of the biotechnology development net present discounted revenues are \$135.6 million whereas they are just \$95.7 million for the GSW project, a difference of \$39.9 million.

**Table 9. Summary of Net Present Discounted Value Associated with Alternatives (22 Years, 2015-2036)
Comparing the Multi-Purpose Venue with a Biotechnology Center (Millions)**

Item	Biotech	GSW	Difference	
			Over 22 Years	Per Year
Baseline	\$135.6	\$95.7	\$39.9	\$1.8
Alternative 1	\$135.6	\$82.6	\$53.1	\$2.4
- Hotel/Motel Revenues are overstated by 50% in EPS report		<i>Over Baseline :</i>	\$13.2	
Alternative 2	\$147.0	\$95.7	\$51.2	\$2.3
- Area to employee ratio for Biotech of 200/1		<i>Over Baseline :</i>	\$11.3	
Alternative 3	\$154.5	\$95.7	\$58.7	\$2.7
- Add 200,000 sq ft to New Commercial Space (722,000 total)		<i>Over Baseline :</i>	\$18.0	
Alternative 4 (Extreme)	\$234.2	\$82.6	\$151.6	\$6.9
- Area to employee ratio for Biotech of 150/1		<i>Over Baseline :</i>	\$111.7	
- 100% of Biotech revenues are subject to GRT				
- Hotel/Motel Revenues are overstated by 50%				
- Add 200,000 sq ft to New Commercial Space (722,000 total)				

Source: Marin Economic Consulting

The first alternative scenario assumes that one-half of the demand for hotel rooms in San Francisco fails to materialize with the GSW project. This results in a reduction of approximately \$13.2 million

in net present discounted revenues. The revenues associated with the biotechnology development are unchanged because there are no transient occupancy tax revenues assumed to occur.

The second alternative assumes a greater density of employment in the new commercial facility, leaving the existing commercial plans constant. If there are 200 square feet per employee, rather than 250, revenues associated with the new facility increase by more than \$11.3 million relative to the baseline. This increase in revenue stems largely from an increase in the output produced by the building's occupants, resulting in increased gross receipts tax revenues. It also increases the occupants interactions with the broader San Francisco economy, having a positive impact on ancillary benefits. Further reducing the space per employee will have correspondingly larger increases in revenues.

A third alternative assumes a larger facility is constructed, with 722,000 square feet of space rather than 522,000 square feet of space. This increases the number of employees working in the space by nearly 40%, holding the assumption that 250 square feet per employee is required. With greater space comes increased employment and increased output and increased demand for the output of the rest of the San Francisco economy. Accordingly, revenues are estimated to increase by nearly \$18.0 million with an expanded space. Under this scenario, the net discounted value of City revenues increases by \$58.7 million relative to the GSW project. Even larger spaces would have a correspondingly larger impact on City revenues.

Finally, an extreme alternative is offered. Alternative 4 allows for a 150 to 1 ratio of square feet to employees, assumes that all of the revenues accruing to the biotech occupants are subject to the GRT, reduces by one-half assumed hotel/motel TOT revenues associated with the Event Center, and involves a building with 722,000 square feet. Under this alternative, City revenues increase by \$111.7 million relative to the baseline, with biotechnology revenues exceeding GSW revenues by nearly \$151.6 million over 22 years and \$6.9 million per year.

These alternatives are not put forward to suggest that there is \$151.6 million being left on the table (though there may be), but rather to illustrate the range of differences that underlying assumptions can make. At the same time, even the extreme alternative is plausible.

6: Re-Evaluating the Net Benefits of Hosting the Warriors

There are two fundamental points made in this report:

1. Estimates of costs and revenues are highly speculative, and the evidence suggests that there is more downside risk to the GSW project than upside.
2. There is significant revenue that is forgone by the City in order to bring the Warriors to town.

Both of these points raise significant questions about the Warriors arena project from a financial perspective. First, how comfortable are taxpayers in their understanding of the implications of this development? Second, is this the right development?

The respective answers are "not very" and "quite possibly no." There is uncertainty in the information available and replacing the Event Center in the project with additional commercial space has the potential to increase City revenues significantly.

Another way of thinking about the differences in revenues between the GSW project and a biotechnology development is that these differences reflect the price the City is paying in order to bring the Warriors to town. There are certainly other more tangible costs, but these costs are also real.

The above analysis indicates that even with relatively conservative assumptions, in particular those surrounding employment in the new development and the size of the new development, a biotechnology center would increase City revenues significantly relative to the Event Center. Under the baseline scenario, the difference is \$39.9 million over 22 years. Under the most extreme, yet plausible, scenario presented, an additional \$151.6 million could be raised over the 22-year period. This analysis presents a range of increases of between \$1.8 and \$6.9 million per year. It should be noted that the extreme alternative does not include the possibility of a larger facility. Were it to do so, the forgone annual revenues would be significantly higher. This suggests that the City of San Francisco is likely paying more than \$1.8 million and possibly upwards of \$7 million per year in forgone revenues in each of the next 22 years to accommodate the Warriors.

Every economic development represents a choice. That choice is between the proposed development and plausible alternatives. The City has chosen to pursue a basketball team without exploring or disclosing the relative merits of the project compared with plausible alternatives. This report is not designed to condemn the choice, but rather to better inform the debate on the implications of this choice.

APPENDIX: Details of Annual Revenue Calculations for Biotech in Comparison with the Warriors Project

This appendix provides tables illustrating key differences in the assumptions and results between the analysis presented in the EPS report of 9/25/15 and the biotechnology project discussed in the text. The tables very closely mirror those in the EPS report and reproduce assumptions and results from that report. Some tables are not applicable to the biotechnology project and are omitted. In particular, Tables A-9 through A-11 are omitted. It should also be noted that these tables have not been updated to reflect the actual purchase price paid by the Warriors. It does, however, include updates to the City's estimates of one-time and ongoing costs.

**Table A-1. San Francisco Revenue Summary (Thousands of 2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	GSW	Biotech	Difference
Annual General Revenue			
Property Tax (General Fund)	\$912	\$603	-\$309
Property Tax in Lieu of VLF	\$868	\$570	-\$298
Sales Tax	\$521	\$253	-\$268
Hotel/Motel Tax (General Fund)	\$1,667	\$0	-\$1,667
Parking Tax	\$482	\$243	-\$239
Stadium Admission Tax	\$4,336	\$0	-\$4,336
<i>Gross Receipts Tax</i>			
On-site	\$2,431	\$4,078	\$1,647
Off-site	\$42	\$0	-\$42
Utility User Tax	\$254	\$249	-\$5
Subtotal	\$11,513	\$5,996	-\$5,517
Annual Other Dedicated and Restricted Revenue			
Special Fund Property Taxes (Children's, Library, and Open Space)	\$148	\$98	-\$50
Public Safety Sales Tax	\$260	\$127	-\$133
San Francisco County Transportation Authority Sales Tax	\$260	\$127	-\$133
MTA Parking Tax	\$1,929	\$971	-\$958
Subtotal	\$2,597	\$1,322	-\$1,275
TOTAL REVENUES	\$14,110	\$7,318	-\$6,792

Source: EPS and Marin Economic Consulting

**Table A-2. San Francisco City One-Time Fee Revenue Summary (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	GSW	Biotech	Difference
New Gross Building Area (sq.ft.)		1,156,500	
City Fees (per gross building sq.ft.)			
Child Care	\$661,870	\$1,263,240	\$601,370
Transit Impact Development Fee	\$17,435,765	\$10,901,655	-\$6,534,110
Total Development Impact Fee	\$18,097,635	\$12,164,895	-\$5,932,740
Other In-Lieu Impact Fees			
Other One-Time Revenues			
Sales Taxes During Construction	\$2,354,634	\$1,617,159	-\$737,475
Gross Receipts Tax During Construction	\$2,953,050	\$2,027,835	-\$925,215
Property Transfer Tax from Initial Land Sale	\$4,200,000	\$4,200,000	\$0

Source: EPS and Marin Economic Consulting

Note: The gross building area for the biotechnology development includes four commercial buildings with 1,044,000 square feet and retail of 112,500 square feet.

Table A-3. San Francisco Property Tax Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center

Item	Assumptions	GSW	Biotech	Difference
Secured Assessed Value				
Multi-Purpose Venue		\$550,000,000	\$0	\$550,000,000
Other Development				
Event Management/Team Operations Space		\$14,500,000	\$0	\$14,500,000
Retail		\$41,343,750	\$41,343,750	\$0
Office		\$302,760,000	\$605,520,000	-\$302,760,000
Parking		\$33,250,000	\$33,250,000	\$0
Subtotal		\$941,853,750	\$680,113,750	\$261,740,000
New Taxable Value				
Gross Secured Possessory Interest/Property Tax	1.0% of new AV	\$9,418,538	\$6,801,138	\$2,617,400
Unsecured Tax from the Warriors		\$183,333	\$0	\$183,333
Unsecured Tax from Other Uses		\$391,854	\$0	\$391,854
Subtotal		\$9,993,725	\$6,801,138	\$3,192,587
(less) Existing Taxes		-\$1,795,169	-\$1,795,169	\$0
Total		\$8,198,556	\$5,005,969	\$3,192,587
Property Tax				
Tier 1 Property Tax Pass Through	20.00%	\$1,639,711	\$1,001,194	\$638,517
Tier 2 Property Tax Pass Through	16.8%	\$1,377,357	\$841,003	\$536,355
Tier 1 and 2 Property Tax Pass Throughs	36.80%	\$3,017,068	\$1,842,196	\$1,174,872
Net New General Fund Share (after ERAF)	55.59% property tax tier 1 pass through	\$911,515	\$556,564	\$354,952
Special Funds	9.00% property tax tier 1 pass through	\$147,574	\$90,107	\$57,467
SF Unified School District	7.70% property tax pass through	\$232,314	\$141,849	\$90,465
Affordable Housing Set Aside		\$1,639,711	\$1,001,194	\$638,517

Source: EPS and Marin Economic Consulting

**Table A-4. Property Tax in Lieu of VLF Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	GSW	Biotech	Difference
Citywide Total Assessed Value (millions \$)	\$172,489	\$172,489	
Total Assessed Value of Project (millions of \$)	\$941.85	\$680.11	\$261.74
(less) Existing Value	-\$179.52	-\$179.52	
Net Increase in Project Assessed Value (millions \$)	\$762.34	\$500.59	\$261.75
Growth in Citywide AV due to Project	0.442%	0.290%	
Total Property Tax in Lieu of Vehicle License Fee (VLF) (FY2014-15)	\$196,480,000	\$196,480,000	
New Property Tax in Lieu of VLF	\$868,372	\$570,220	\$298,152

Source: EPS and Marin Economic Consulting

**Table A-5. Property Transfer Tax (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center**

Item	Assumptions	GSW	Biotech
One-Time Transfer Tax			
Estimated Land Sale		\$172,546,000	\$172,546,000
One-Time Transfer Tax	\$24.34 per \$1,000 value	\$4,199,770	\$4,199,770

Source: EPS and Marin Economic Consulting

Note: The actual transaction price for the property is \$150 million.

Table A-6. Sales Tax Estimate (thousands of 2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center

Item	Assumptions	GSW	Biotech	Difference
Taxable Sales from Multi-Purpose Venue				
Warriors Game Concessions and Merchandise	\$21.60 per attendee	\$15,768		
Other Event Concessions	\$11.00 per attendee	\$12,859		
Total		\$28,627		
Sales Tax to General Fund	1.0% of taxable sales	\$286		
(less) Existing Sales Shift		-\$18		
Net New Sales Tax		\$267		
Taxable Sales From Commercial Space				
Retail	\$450 per sq ft	\$50,625	\$50,625	\$0
Sales Tax to San Francisco	1.0% of taxable sales	\$506	\$506	\$0
(less) Shift From Existing Sales		-\$253	-\$253	\$0
Net New Sales Tax		\$253	\$253	\$0
Annual Sales Tax after Shift of Existing Sales				
Sales Tax to the City General Fund	1.00%	\$521	\$253	-\$268
Public Safety Sales Tax	0.50% of taxable sales	\$260	\$126	-\$133
San Francisco County Transportation Authority	0.50% of taxable sales	\$260	\$127	-\$134
SF Public Financing Authority (Schools)	0.25% of taxable sales	\$130	\$63	-\$67
One-Time Sales Taxes on Construction Materials and Supplies				
New Taxable Value		\$941,854	\$680,114	-\$261,740
Supply/Materials Portion of Development Value	50.00%	\$470,927	\$340,057	-\$130,870
San Francisco Capture of Taxable Sales	50.00%	\$235,463	\$170,028	-\$65,435
Sales Tax to San Francisco	1.0% of taxable sales	\$2,355	\$1,700	-\$654

Source: EPS and Marin Economic Consulting

Table A-7. Transient Occupancy Tax Estimates Estimate (2014 dollars)
The implications of over-estimating hotel and motel occupancy.

Item	Assumptions	GSW	50% of GSW	Difference
Overnight Attendees in San Francisco for Multi-Purpose Venue Events				
Events per Year		205	205	0
Total Turnstile Attendance		1,899,000	1,899,000	0
Potential Overnight Visitors		189,900	189,900	0
Net New Overnight Visitors	50% (25%)	94,950	47,475	-47,475
Hotel Room Demand	1.90 people per room	49,974	24,987	-24,987
Off-Site Hotel/Motel Room Proceeds	\$238 per-room night	\$11,907,203	\$5,946,868	-\$5,960,335
Total Hotel/Motel Tax Revenue	14% of room revenue	\$1,667,012	\$832,562	-\$834,450

Source: EPS and Marin Economic Consulting

Table A-8. Parking Tax Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center

Item	Assumptions	GSW	Assumptions	50% of GSW	Difference
Total Spaces On-Site		950		950	
Parking Revenues On-Site					
Total	\$25 per day	\$8,668,750	\$20 per day	\$6,935,000	
(less) Vacancy	30%	-\$2,600,625	30%	-\$2,080,500	
Total		\$6,068,125		\$4,854,500	
Spaces Off-Site					
Annual Demand (spaces)		\$178,791			\$0
Total Parking Revenue	\$20 per day	\$3,575,821			\$0
San Francisco Parking Tax					
	25% of annual revenue	\$2,410,987	25% of annual revenue	\$1,213,625	-\$1,197,362
Parking Tax Allocation to Gen'l Fund/Special Projects	20% of tax proceeds	\$482,197	20% of tax proceeds	\$242,725	-\$239,472
Parking Tax Allocation to Municipal Transportation Fund	80% of tax proceeds	\$1,928,789	80% of tax proceeds	\$970,900	-\$957,889

Source: EPS and Marin Economic Consulting

Table A-12. Parking Tax Estimates (2014 dollars)
Comparing the Multi-Purpose Venue with a Biotechnology Center

Item	Assumptions	GSW	Biotech	Difference
Arena Utility Cost		\$1,490,000	\$0	-\$1,490,000
Other Uses				
Retail	\$2.87 per sq.ft.	\$322,875	\$322,875	\$0
Office (Including Event Management and Team Operations)	\$2.87 per sq.ft.	\$1,569,890	\$2,996,280	\$1,426,390
Total Annual Commercial Utility Cost		\$3,382,765	\$3,319,155	-\$63,610
Utility User Tax	7.5% of commercial utility cost	\$253,707	\$248,937	-\$4,771

Source: EPS and Marin Economic Consulting

Wong, Linda (BOS)





From: Board of Supervisors, (BOS)
Sent: Monday, November 09, 2015 9:15 AM
To: BOS-Supervisors; Wong, Linda (BOS); Somera, Alisa (BOS); CPC-WarriorsAdmin
Subject: File 150994 - 150997 FW: Comments on agenda Items 1-4, Nov. 9th Budget and Transportation Committee
Attachments: Ltr BOS Budget and Finance Comm. Agenda Items 1-4 11.9.15 Final.pdf
Follow Up Flag: Follow up
Flag Status: Flagged

The following communication will be placed in the file, cpages and the Warriors website. Thank you.

From: Osha Meserve [mailto:osha@semlawyers.com]
Sent: Monday, November 09, 2015 9:00 AM
To: Board of Supervisors, (BOS) <board.of.supervisors@sfgov.org>
Cc: Mae Ryan Empleo <mae@semlawyers.com>; Tom Lippe <lippelaw@sonic.net>; Susan Brandt-Hawley <susanbh@preservationlawyers.com>; patrick@semlawyers.com
Subject: Comments on agenda Items 1-4, Nov. 9th Budget and Transportation Committee

Dear Ms. Calvillo,
Please find attached a comment letter pertaining to the Budget and Transportation Committee meeting today at noon.
Sincerely,
Osha

Osha R. Meserve
Soluri Meserve
1010 F Street, Suite 100
Sacramento, CA 95814

 tel: 916.455.7300 ▪  fax: 916.244.7300 ▪  mobile: 916.425.9914 ▪  email: osha@semlawyers.com

This email and any attachments thereto may contain private, confidential, and privileged material for the sole use of the intended recipient.



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November 9, 2015

SENT BY U.S. MAIL AND EMAIL (Board.of.Supervisors@sfgov.org)

Budget and Finance Committee
City and County of San Francisco
Board of Supervisors
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

**RE: Comments on November 9, 2015 Agenda Item Nos. 1-4 re: Warriors
Event Center at Mission Bay, Mission Bay Transportation
Improvement Fund and Related Actions**

Dear Budget and Finance Committee Members:

This firm represents the Mission Bay Alliance (the “Alliance”) with respect to the Warriors Event Center Project (“Project”). These comments address the Final Subsequent Environmental Impact Report for the Event Center and Mixed Use Development at Mission Bay Blocks 29-32 (“SEIR”) as well as the Budget and Finance Committee’s consideration and approvals for the Project itself.

As explained in this firm’s November 3, 2015, Letter to the San Francisco Municipal Transportation Agency (“MTA”), Board of Directors regarding their November 3, 2015, Agenda Item No. 13, the SEIR is defective as an informational document with respect to the analysis and public disclosure of impacts and mitigation measures regarding transportation under the California Environmental Quality Act (Pub. Resources Code, §§ 21000 et seq. (“CEQA”). Specifically, the SEIR does not describe the approval of the Mission Bay Transportation Improvement Fund (“MBTIF”) as a mitigation measure. Yet the MBTIF is essential to the City’s attempts to mitigate the Project’s transportation-related impacts. The City’s strategy of conflating analysis of the Project’s design features and mitigation measures violates CEQA. (See, e.g., *Lotus v. Department of Transportation* (2014) 223 Cal.App.4th 645.) The prejudice associated with the City’s strategy, in addition to obscuring the City’s public subsidy for the Project, is that the EIR “fail[s] to consider whether other possible mitigation measures would be more effective.” (*Id.* at 657.)

The City also appears to rely on the incorporation of the MBTIF into the Project description in order to conceal from the public the City’s failure to require full mitigation of the Project’s impacts from the applicant. A fundamental principle of CEQA is that

development projects should mitigate their impacts to the extent feasible. (See, e.g., Pub. Resources Code, § 21002; see also CEQA Guidelines, § 15126.4.) With respect to the Project's transportation impacts, the City deviates from this principle and instead adopts an odd, ad hoc "fair share" fee program to mitigate Project-level impacts. (*Anderson First Coalition v. City of Anderson* (2005) 130 Cal.App.4th 1173 (*Anderson First*)). As a threshold matter, the SEIR never discloses to the public that it essentially relies upon "fair share" payments from the Project in order to mitigate its Project-level transportation impacts, which renders the SEIR defective as an informational document. Had the SEIR described the Project's approach to mitigating transportation impacts, it would have been apparent that the SEIR failed to disclose necessary information about this fair share program.

The payment of "fair share" impact fees may constitute adequate mitigation if the payments "are part of a reasonable plan of actual mitigation that the relevant agency commits itself to implementing." (*Id.* at 1188-1189.) The *Anderson First* decision identified the information that is required in an EIR to establish the adequacy of a "fair share" mitigation measure, which includes the following:

- (i) An identification of the required improvement;
- (ii) An estimate of the cost of the required improvement;
- (iii) Sufficient information to determine how much the project would pay towards the improvement; and
- (iv) The fees must be part of a reasonable, enforceable plan or program sufficiently tied to the actual mitigation of the impacts at issue.

(*Ibid.*)

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In addition, the actions on November 6, 2015, by the MTA, and this Committee's planned actions today with respect to approval of the MBTIF and the grant of street and easement vacations are contrary to California public disclosure laws with respect to economic development subsidies. California law requires the City to provide public notice and a public hearing, as well as detailed information about the purpose, nature, extent and effect subsidies, prior to commitment. (Gov. Code, § 53083.) The Budget and

Budget and Finance Committee
November 9, 2015
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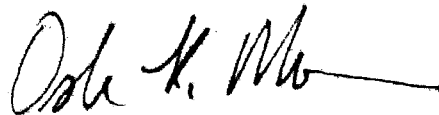
* * *

Please feel free to contact my office with any questions about the information contained in this letter.

Very truly yours,

SOLURI MESERVE
A Law Corporation

By:



Osha R. Meserve

ORM/mre

Wong, Linda (BOS)

From: Board of Supervisors, (BOS)
Sent: Monday, November 09, 2015 8:21 AM
To: Allen Jones
Cc: Somera, Alisa (BOS); Wong, Linda (BOS); Farrell, Mark (BOS); Tang, Katy (BOS); Mar, Eric (BOS)
Subject: File 150994 RE: Golden State Warriors Project

Dear Mr. Jones,

I have re-directed and forwarded your communication to the Budget and Finance Clerk (to place in file) and the Budget and Finance Committee Members. The Special Budget and Finance Meeting will meet today at 12:00 p.m. in Room 263. Please see the link to the meeting, Agenda Item #1, 150994. Thank you.

<https://sfgov.legistar.com/View.ashx?M=A&ID=443298&GUID=280A85EE-285B-4287-AC2E-DBDBDC151E6F>

Board of Supervisors
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
(415) 554-5184
(415) 554-5163 fax
Board.of.Supervisors@sfgov.org

Complete a Board of Supervisors Customer Service Satisfaction form by clicking
<http://www.sfbos.org/index.aspx?page=104>

From: Allen Jones [mailto:jones-allen@att.net]
Sent: Sunday, November 08, 2015 11:26 AM
To: Cohen, Malia (BOS) <malia.cohen@sfgov.org>; CohenStaff, (BOS) <cohenstaff@sfgov.org>; Kim, Jane (BOS) <jane.kim@sfgov.org>; Wiener, Scott <scott.wiener@sfgov.org>
Cc: Mission Bay Alliance <info@missionbayalliance.emailnb.com>; metro@sfchronicle.com; newstips@sfexaminer.com; J. Cote <jcote@sfchronicle.com>; Board of Supervisors, (BOS) <board.of.supervisors@sfgov.org>; ldudnick@sfexaminer.com
Subject: Golden State Warriors Project

Attention All Land Use and Transportation Committee Members,

I would like my observation and opinion of the matter involving the EIR, for the proposed Golden State Warriors arena at SF Mission Bay to be added to the record. And I acknowledge that I have no standing in filing an appeal of the Golden State Warriors Project EIR.

I am a longtime resident of San Francisco (1960) and a Warrior fan; Go Warriors! I've seen enough political shenanigans by those so intent on a particular project in city to reject common sense, to be 100% opposed to this project in any part of the city.

However, my latest observation convinces me that this project; if built at Mission Bay, tells me that San Franciscans have lost its mind.

When Mayor Ed Lee sent a letter to the Golden State Warriors, suggesting team owners look at a piece of property on the Embarcadero, the end result was voters basically saying "No" blocking view of the water. Now, with the help of \$60 million promise for traffic relief, the EIR is sailing across the bay; pardon the pun.

What does this mean?

Despite the promised \$60 million for traffic relief, which in my opinion is a farce, San Franciscans are basically saying, no to blocking of views of water, but "Yes" to blocking of traffic next to a hospital that has an emergency room (ER).

All EIRs are so easily manipulated simply because they do not account for basic common sense logic. And my observation, which can't be placed in an Environmental Impact Report is proof.

Furthermore, before this EIR was started, people were seeing how ridiculous it is to place a sports arena across the street from what should be a quiet zone.

Therefore, I suggest this committee be aware of the possibility of a ballot measure that would be a vote for common sense, where all San Franciscans have a real opinion on this project. I envision the ballot measure asks voters to **ban the building of any sports or entertainment facility within one mile of a hospital that has an ER.**

What this scam of an EIR does not address, should be addressed by voters, aka, all San Franciscans who understand the purpose of an ER and possess enough common sense to fend off what most view as another SF City Hall bait and switch tactic (\$60 million).

Sincerely,

Allen Jones
(415) 756-7733
jones-allen@att.net

The only thing I love more than justice is the freedom to fight for it!

--Allen Jones--

Wong, Linda (BOS)





From: Board of Supervisors, (BOS)
Sent: Monday, November 09, 2015 9:15 AM
To: BOS-Supervisors; Wong, Linda (BOS); Somera, Alisa (BOS); CPC-WarriorsAdmin
Subject: File 150994 - 150997 FW: Comments on agenda Items 1-4, Nov. 9th Budget and Transportation Committee
Attachments: Ltr BOS Budget and Finance Comm. Agenda Items 1-4 11.9.15 Final.pdf
Follow Up Flag: Follow up
Flag Status: Flagged

The following communication will be placed in the file, cpages and the Warriors website. Thank you.

From: Osha Meserve [mailto:osha@semlawyers.com]
Sent: Monday, November 09, 2015 9:00 AM
To: Board of Supervisors, (BOS) <board.of.supervisors@sfgov.org>
Cc: Mae Ryan Empleo <mae@semlawyers.com>; Tom Lippe <lippelaw@sonic.net>; Susan Brandt-Hawley <susanbh@preservationlawyers.com>; patrick@semlawyers.com
Subject: Comments on agenda Items 1-4, Nov. 9th Budget and Transportation Committee

Dear Ms. Calvillo,
Please find attached a comment letter pertaining to the Budget and Transportation Committee meeting today at noon.
Sincerely,
Osha

Osha R. Meserve
Soluri Meserve
1010 F Street, Suite 100
Sacramento, CA 95814

 tel: 916.455.7300 ▪  fax: 916.244.7300 ▪  mobile: 916.425.9914 ▪  email: osha@semlawyers.com

This email and any attachments thereto may contain private, confidential, and privileged material for the sole use of the intended recipient.



tel: 916.455.7300 · fax: 916.244.7300
1010 F Street, Suite 100 · Sacramento, CA 95814

November 9, 2015

SENT BY U.S. MAIL AND EMAIL (Board.of.Supervisors@sfgov.org)

Budget and Finance Committee
City and County of San Francisco
Board of Supervisors
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

**RE: Comments on November 9, 2015 Agenda Item Nos. 1-4 re: Warriors
Event Center at Mission Bay, Mission Bay Transportation
Improvement Fund and Related Actions**

Dear Budget and Finance Committee Members:

This firm represents the Mission Bay Alliance (the “Alliance”) with respect to the Warriors Event Center Project (“Project”). These comments address the Final Subsequent Environmental Impact Report for the Event Center and Mixed Use Development at Mission Bay Blocks 29-32 (“SEIR”) as well as the Budget and Finance Committee’s consideration and approvals for the Project itself.

As explained in this firm’s November 3, 2015, Letter to the San Francisco Municipal Transportation Agency (“MTA”), Board of Directors regarding their November 3, 2015, Agenda Item No. 13, the SEIR is defective as an informational document with respect to the analysis and public disclosure of impacts and mitigation measures regarding transportation under the California Environmental Quality Act (Pub. Resources Code, §§ 21000 et seq. (“CEQA”). Specifically, the SEIR does not describe the approval of the Mission Bay Transportation Improvement Fund (“MBTIF”) as a mitigation measure. Yet the MBTIF is essential to the City’s attempts to mitigate the Project’s transportation-related impacts. The City’s strategy of conflating analysis of the Project’s design features and mitigation measures violates CEQA. (See, e.g., *Lotus v. Department of Transportation* (2014) 223 Cal.App.4th 645.) The prejudice associated with the City’s strategy, in addition to obscuring the City’s public subsidy for the Project, is that the EIR “fail[s] to consider whether other possible mitigation measures would be more effective.” (*Id.* at 657.)

The City also appears to rely on the incorporation of the MBTIF into the Project description in order to conceal from the public the City’s failure to require full mitigation of the Project’s impacts from the applicant. A fundamental principle of CEQA is that

development projects should mitigate their impacts to the extent feasible. (See, e.g., Pub. Resources Code, § 21002; see also CEQA Guidelines, § 15126.4.) With respect to the Project's transportation impacts, the City deviates from this principle and instead adopts an odd, ad hoc "fair share" fee program to mitigate Project-level impacts. (*Anderson First Coalition v. City of Anderson* (2005) 130 Cal.App.4th 1173 (*Anderson First*)). As a threshold matter, the SEIR never discloses to the public that it essentially relies upon "fair share" payments from the Project in order to mitigate its Project-level transportation impacts, which renders the SEIR defective as an informational document. Had the SEIR described the Project's approach to mitigating transportation impacts, it would have been apparent that the SEIR failed to disclose necessary information about this fair share program.

The payment of "fair share" impact fees may constitute adequate mitigation if the payments "are part of a reasonable plan of actual mitigation that the relevant agency commits itself to implementing." (*Id.* at 1188-1189.) The *Anderson First* decision identified the information that is required in an EIR to establish the adequacy of a "fair share" mitigation measure, which includes the following:

- (i) An identification of the required improvement;
- (ii) An estimate of the cost of the required improvement;
- (iii) Sufficient information to determine how much the project would pay towards the improvement; and
- (iv) The fees must be part of a reasonable, enforceable plan or program sufficiently tied to the actual mitigation of the impacts at issue.

(*Ibid.*)

The SEIR fails to provide this necessary information, and never even mentions the MBTIF. While the SEIR does mention the Transportation Management Plan ("TMP") and Transit Service Plan ("TSP") as addressing the Project's transportation impacts, the SEIR fails to identify the total costs of the improvements, the Project's allocated contribution, and the enforceable plan or program to contribute the Project's "fair share." The new information contained within this Committee's agenda packet regarding the MBTIF and other related matters cannot substitute for full disclosure of the selected approach to mitigation of transportation related impacts in the SEIR.

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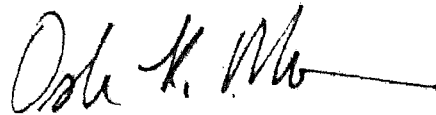
* * *

Please feel free to contact my office with any questions about the information contained in this letter.

Very truly yours,

SOLURI MESERVE
A Law Corporation

By:



Osha R. Meserve

ORM/mre

