

**PORT COMMISSION  
CITY AND COUNT OF SAN FRANCISCO**

**RESOLUTION NO. 17-48**

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 35-acre site located at Pier 70 bounded generally by Illinois Street on the west, 20th Street to the north, San Francisco Bay on the east and 22nd Street on the south in San Francisco's Central Waterfront Plan Area (the "Project Site"); and
- WHEREAS, The Project Site includes an approximately 28-acre area at Pier 70 owned by the Port known as the "28-Acre Site," bounded generally by Michigan Street on the west, 22nd Street on the south, 20th Street on the north and San Francisco Bay on the east; and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at Pier 70 and built a public consensus for Pier 70's future that nested within the policies established for the Eastern Neighborhoods-Central Waterfront. This process culminated in the Pier 70 Master Plan, which was endorsed by the Port Commission in May 2010, and a proposed mixed-used development on the Project Site (the "Pier 70 Mixed-Use Project"); and
- WHEREAS, In April 2011, by Resolution No. 11-21, the Port Commission awarded to Forest City Development California, Inc. ("Forest City"), through a competitive process, the opportunity to negotiate for the development of the 28-Acre Site as a mixed-use development and historic preservation project (the "28-Acre Project"); and
- WHEREAS, In May 2013, by Resolution No. 13-20, the Port Commission endorsed the Term Sheet for the 28-Acre Project. Subsequently, in June 2013, by Resolution No. 201-13, the Board of Supervisors found the 28-Acre Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the 28-Acre Project; and
- WHEREAS, Port staff and FC Pier 70, LLC ("Developer"), an affiliate of Forest City, have negotiated the terms of the Disposition and Development Agreement ("DDA") and related transaction documents that are incorporated into the DDA which provide the overall road map for development of the 28-Acre Project, including a Financing Plan, an Infrastructure Plan, an Affordable Housing Plan, a Transportation Plan

that includes a Transportation Demand Management Program, a Workforce Development Plan, an arts program for the use of the arts building on Parcel E4 (including replacement studio space for the artist community in the Noonan building), and forms of an interim Master Lease, Vertical Disposition and Development Agreement and Parcel Lease (including applicable lease terms for Historic Buildings 2, 12 and 21); and

WHEREAS, Depending on the uses proposed, the 28-Acre Project would include between 1,100 and 2,150 residential units, a maximum of between 1 million and 2 million gross square feet (“gsf”) of commercial-office use, and up to 500,000 gsf of retail-light industrial-arts use, construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, and nine acres of publicly-owned open space; and

WHEREAS, On May 23, 2017 Port staff presented to the Port Commission the proposed Streetscape Master Plan, Transportation Plan, and Infrastructure Plan providing the vision, intent, and guidelines for infrastructure and public facilities, known as horizontal improvements, that will serve and physically transform the Pier 70 Special Use District (“Pier 70 SUD”) over the Project Site into a new, vibrant neighborhood; and

WHEREAS, In order to promote development in accordance with the objectives and purposes of the DDA, it is contemplated that the City will undertake and complete certain proceedings and actions necessary to be carried out by the City to assist in the implementation of the DDA, including entering into a Memorandum of Understanding between the Port and other City agencies regarding Interagency Cooperation (the “ICA”), a copy of which is on file with the Commission Secretary, that sets out cooperative procedures for administering horizontal improvement plans submitted in accordance with the Subdivision Code and design, development, construction, and inspection of horizontal improvements; and

WHEREAS, The ICA also establishes procedures relating to approvals by the San Francisco Fire Department, San Francisco Public Utilities Commission, San Francisco Public Works, and San Francisco Municipal Transportation Agency; and

WHEREAS, As authorized under the ICA, staff intends to negotiate a memorandum of understanding among City departments setting out permitting, maintenance, liability, and ownership responsibilities for the streets and other infrastructure and public facilities in the Pier 70 SUD; and

WHEREAS, Under San Francisco Charter Section B7.320, the Mayor may submit to the Board of Supervisors a memorandum of understanding between the Port Commission and another department of the City, approved by the Port Commission by resolution; and

WHEREAS, On August 24, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Pier 70 Mixed-Use Project (“FEIR”) (Case No. 2014-001272ENV); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 19976, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Pier 70 Mixed-Use Project and in so doing, adopted approval findings under CEQA by Motion No. 19977, including a Statement of Overriding Considerations (the “Pier 70 CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Pier 70 CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Pier 70 Mixed-Use Project or the circumstances surrounding the Pier 70 Mixed-Use Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; now, therefore be it

RESOLVED, That the Port Commission adopts the Pier 70 CEQA Findings as its own and adopts the MMRP and imposes its requirements as a condition to this approval action; and be it further

RESOLVED, That the Port Commission determines that the 28-Acre Project is furthered by the ICA, is in the best interests of the Port, the City, and the health, safety, morals and welfare of its residents, and is in accordance with the public purposes and provisions of applicable federal, state and local laws and requirements; and be it further

RESOLVED, That the Port Commission hereby approves and authorizes the Executive Director, or her designee, to execute the ICA and recommends its approval to the other consenting City departments, the Board of Supervisors, and the Mayor under Charter Section B7.320; and be it further

RESOLVED, That the Port Commission authorizes and delegates to the Executive Director authority to make changes and take any and all steps, including but not limited to, the attachment of exhibits and the making of corrections, as the Executive Director determines, in consultation with the City Attorney, are necessary or appropriate to consummate the ICA in accordance with this Resolution, including entering into subsequent interagency memoranda of understanding with other City departments regarding permitting, maintenance, liability, and ownership responsibilities for the streets and other infrastructure and public facilities in the Pier 70 SUD; provided, however, that such changes and steps do not materially decrease the benefits to or materially increase the obligations or liabilities of the Port Commission, and are in compliance with all applicable laws; and be it further

RESOLVED, That the Port Commission urges the San Francisco Municipal Transportation Agency to provide periodic presentations regarding the transportation-related components of the Pier 70 Mixed-Use Project, including the funding and implementation of transportation improvements in the area surrounding the Project Site, to the Port Commission and the Port's Central Waterfront Advisory Group (CWAG) or a successor Port advisory group that advises the Port on matters impacting the area of the Port that includes the Project Site.

***I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of September 26, 2017.***

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Secretary