

File No. 170881

Committee Item No. 10  
Board Item No. \_\_\_\_\_

**COMMITTEE/BOARD OF SUPERVISORS**  
AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date November 9, 2017

Board of Supervisors Meeting

Date \_\_\_\_\_

**Cmte Board**

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| <input type="checkbox"/>            | <input type="checkbox"/> | Legislative Digest                           |
| <input type="checkbox"/>            | <input type="checkbox"/> | Budget and Legislative Analyst Report        |
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| <input type="checkbox"/>            | <input type="checkbox"/> | Contract/Agreement                           |
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**OTHER** (Use back side if additional space is needed)

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Completed by: Linda Wong Date November 3, 2017  
Completed by: Linda Wong Date \_\_\_\_\_

1 [Resolution Authorizing Executive Director of the Port of San Francisco to Prepare an  
2 Infrastructure Financing Plan - Infrastructure and Revitalization Financing District No. 2  
3 (Hoedown Yard)]

4 **Resolution authorizing and directing the Executive Director of the Port of San**  
5 **Francisco, or designee thereof, to prepare an infrastructure financing plan for City and**  
6 **County of San Francisco Infrastructure Financing District No. 2 (Hoedown Yard); and**  
7 **determining other matters in connection therewith.**

8  
9 WHEREAS, Forest City Development California, Inc. (Forest City) and the City and  
10 County of San Francisco (the City), acting by and through the San Francisco Port  
11 Commission (the Port Commission), anticipate entering into a Disposition and Development  
12 Agreement (the DDA), which will govern the disposition and development of approximately 28  
13 acres of land in the waterfront area of the City known as Pier 70 (the Project Site); and

14 WHEREAS, In the general election held on November 4, 2014, an initiative entitled, the  
15 "Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation  
16 Initiative" (Proposition F), was approved by the voters in the City; and

17 WHEREAS, Pursuant to Proposition F, the voters in the City approved a policy of the  
18 City, that the City encourage the timely development of the Project Site with a development  
19 project that includes certain major uses, including without limitation, new below market-rate  
20 homes affordable to middle- and low-income families and individuals, representing 30 percent  
21 of all new housing units (Affordable Housing); and

22 WHEREAS, Forest City and the City anticipate that Forest City will undertake pursuant  
23 to the DDA an obligation to construct Affordable Housing on the Project Site and an area of  
24 land in the vicinity of the Project Site and within Pier 70 commonly known as Parcel K South  
25 (Parcel K South) to satisfy the requirements for Affordable Housing under Proposition F; and

1           WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California  
2 Government Code, commencing with Section 53369 (the IRFD Law), this Board of  
3 Supervisors is authorized to establish an infrastructure and revitalization financing district and  
4 to act as the legislative body for an infrastructure and revitalization financing district; and

5           WHEREAS, Section 53369.14(d)(5) of the IRFD Law provides that the legislative body  
6 of a proposed infrastructure and revitalization financing district may specify, by ordinance, the  
7 date on which the allocation of tax increment will begin, and the Board of Supervisors  
8 accordingly wishes to specify the date on which the allocation of tax increment will begin for  
9 the proposed infrastructure district; and

10           WHEREAS, On the date hereof, pursuant to the IRFD Law and a resolution entitled  
11 "Resolution of intention to establish City and County of San Francisco Infrastructure and  
12 Revitalization Financing District No. 2 (Hoedown Yard) on land within the City and County of  
13 San Francisco commonly known as the Hoedown Yard to finance the construction of  
14 affordable housing within Pier 70 and Parcel K South; to call a public hearing on October 24,  
15 2017 on the formation of the district and to provide public notice thereof; and determining  
16 other matters in connection therewith" (the Resolution of Intention), this Board of Supervisors  
17 declared its intention to conduct proceedings to establish the "City and County of San  
18 Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)" (the  
19 IRFD), pursuant to the IRFD Law; and

20           WHEREAS, The IRFD Law requires this Board of Supervisors, after adopting the  
21 Resolution of Intention, to designate and direct the City engineer or other appropriate official  
22 to prepare an infrastructure plan; now, therefore, be it

23           RESOLVED, That the Executive Director of the Port of San Francisco (Executive  
24 Director), or the designee of the Executive Director, is hereby authorized and directed to  
25

1 prepare, or cause to be prepared, a report in writing for the IRFD (the Infrastructure Financing  
2 Plan), which is consistent with the general plan of the City and includes all of the following:

3 (a) A map and legal description of the proposed IRFD.

4 (b) A description of the Affordable Housing and related facilities required to serve  
5 the development proposed in the area of the IRFD including those to be provided by the  
6 private sector, the Affordable Housing and related facilities to be provided by governmental  
7 entities without assistance under the IRFD Law, the Affordable Housing and related facilities  
8 to be financed with assistance from the proposed IRFD, and the Affordable Housing and  
9 related facilities to be provided jointly (the Facilities). The description shall include the  
10 proposed location, timing, and costs of the Facilities.

11 (c) A finding that the Facilities are of communitywide significance, are consistent  
12 with the authority reuse plan and will be approved by the military base reuse authority, if  
13 applicable, will not supplant facilities already available within the boundaries of the IRFD  
14 (except for those that are essentially nonfunctional, obsolete, hazardous, or in need of  
15 upgrading or rehabilitation) and will supplement existing facilities as needed to serve new  
16 developments.

17 (d) A financing section, which shall contain all of the following information:

18 (1) A specification of the maximum portion of the incremental tax revenue of the  
19 City and of each affected taxing entity (as defined in the IRFD Law) proposed to be committed  
20 to the IRFD for each year during which the IRFD will receive incremental tax revenue;  
21 provided however such portion of incremental tax revenue need not be the same for all  
22 affected taxing entities, and such portion may change over time.

23 (2) A projection of the amount of tax revenues expected to be received by the IRFD  
24 in each year during which the IRFD will receive tax revenues, including an estimate of the  
25 amount of tax revenues attributable to each affected taxing entity proposed to be committed to

1 the IRFD for each year. If applicable, the plan shall also include a specification of the  
2 maximum portion of the net available revenue of the City proposed to be committed to the  
3 IRFD for each year during which the IRFD will receive revenue, which portion may vary over  
4 time.

5 (3) A plan for financing the Facilities, including a detailed description of any  
6 intention to incur debt.

7 (4) A limit on the total number of dollars of taxes that may be allocated to the IRFD  
8 pursuant to the plan.

9 (5) A date on which the IRFD will cease to exist, by which time all tax allocation to  
10 the IRFD will end. The date shall not be more than 40 years from the date on which the  
11 ordinance forming the IRFD is adopted, or a later date, if specified by the ordinance, on which  
12 the allocation of tax increment will begin.

13 (6) An analysis of the costs to the City of providing facilities and services to the  
14 IRFD while the area within the IRFD is being developed and after the area within the IRFD is  
15 developed. The plan shall also include an analysis of the tax, fee, charge, and other revenues  
16 expected to be received by the City as a result of expected development in the area of the  
17 IRFD.

18 (7) An analysis of the projected fiscal impact of the IRFD and the associated  
19 development upon each affected taxing entity that is proposed to participate in financing the  
20 IRFD.

21 (8) A plan for financing any potential costs that may be incurred by reimbursing a  
22 developer of a project that is both located entirely within the boundaries of the IRFD and  
23 qualifies for the Transit Priority Project Program, pursuant to Government Code Section  
24 65470, including any permit and affordable housing expenses related to the project.  
25

1 (9) If any dwelling units occupied by persons or families of low or moderate income  
2 are proposed to be removed or destroyed in the course of private development or facilities  
3 construction within the area of the IRFD, a plan providing for replacement of those units and  
4 relocation of those persons or families consistent with the requirements of Section 53369.6 of  
5 the IRFD Law.

6 This Board of Supervisors reserves the right to approve supplements or amendments  
7 to the Infrastructure Financing Plan in accordance with the IRFD Law; and, be it

8 FURTHER RESOLVED, That the Executive Director, or the designee of the Executive  
9 Director, shall send the Infrastructure Financing Plan to (i) the planning commission of the  
10 City, (ii) this Board of Supervisors, (iii) each owner of land within the proposed IRFD and (iv)  
11 each affected taxing entity (if any). The Executive Director, or the designee of the Executive  
12 Director, shall also send to the owners of land within the proposed IRFD and the affected  
13 taxing entities (if any) any report required by the California Environmental Quality Act (Division  
14 13 (commencing with Section 21000) of the Public Resources Code) that pertains to the  
15 proposed Facilities or the proposed development project for which the Facilities are needed.

16 The Clerk of the Board of Supervisors shall make the Infrastructure Financing Plan  
17 available for public inspection; and, be it

18 FURTHER RESOLVED, That the Executive Director, or the designee of the Executive  
19 Director, shall consult with each affected taxing entity, and, at the request of any affected  
20 taxing entity, shall meet with representatives of the affected taxing entity; and, be it

21 FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered  
22 the FEIR and finds that the FEIR is adequate for its use for the actions taken by this resolution  
23 and incorporates the FEIR and the CEQA findings contained in Resolution No. \_\_\_\_\_ of  
24 this Board of Supervisors; and, be it  
25

1           FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or  
2 word of this resolution, or any application thereof to any person or circumstance, is held to be  
3 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision  
4 shall not affect the validity of the remaining portions or applications of this resolution, this  
5 Board of Supervisors hereby declaring that it would have passed this resolution and each and  
6 every section, subsection, sentence, clause, phrase, and word not declared invalid or  
7 unconstitutional without regard to whether any other portion of this resolution or application  
8 thereof would be subsequently declared invalid or unconstitutional; and, be it

9           FURTHER RESOLVED, That the Mayor, the Controller, the Director of the Office of  
10 Public Finance, the Clerk of the Board of Supervisors, the Executive Director and any and all  
11 other officers of the City are hereby authorized, for and in the name of and on behalf of the  
12 City, to do any and all things and take any and all actions, including execution and delivery of  
13 any and all documents, assignments, certificates, requisitions, agreements, notices, consents,  
14 instruments of conveyance, warrants and documents, which they, or any of them, may deem  
15 necessary or advisable in order to effectuate the purposes of this Resolution; provided  
16 however that any such actions be solely intended to further the purposes of this Resolution,  
17 and are subject in all respects to the terms of the Resolution and provided that no such  
18 actions shall increase the risk to the City or require the City to spend any resources not  
19 otherwise granted herein; and, be it

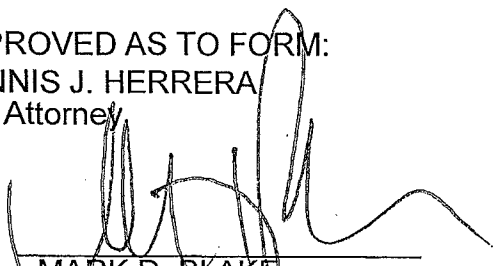
20           FURTHER RESOLVED, That all actions authorized and directed by this Resolution,  
21 consistent with any documents presented herein, and heretofore taken are hereby ratified,  
22 approved and confirmed by this Board of Supervisors; and, be it

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FURTHER RESOLVED, That this Resolution shall take effect upon its adoption.

APPROVED AS TO FORM:  
DENNIS J. HERRERA  
City Attorney

By:   
MARK D. BLAKE  
Deputy City Attorney



## **Pier 70 Mixed Use Project Overview**

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**July 25, 2017**

Between 2007 and 2010 the Port led an extensive community process to develop the Pier 70 Preferred Master Plan, with the goal of redeveloping the site to bring back its historic activity levels through infill and economic development, and increasing access to the water and creating new open spaces, while maintaining the area's historic character and supporting its ship repair activities. The Pier 70 Preferred Master Plan was endorsed by the Port Commission in 2010. The Port then issued a Request for Developer Qualifications for the Waterfront Site infill development opportunity, representing a 28 acre portion of Pier 70. In 2011, after a competitive solicitation process, Forest City was named as master developer. In 2013, the Port Commission and the Board of Supervisors each unanimously endorsed a term sheet, outlining the proposed land plan and transaction terms for future development of Pier 70. In 2014, 73% of voters supported Proposition F, the 2014 ballot measure supporting Forest City's proposed vision for reuse of the area and enabling the Board of Supervisors to increase height limits at the project. Throughout this process, Forest City and the Port have undertaken extensive engagement and outreach efforts, hosting workshops, open houses, markets, tours, presentations and family events – more than 135 events at last count engaging over 75,000 people. These activating events have allowed visitors to experience Pier 70, and share their input as to its future, today rather than wait for Project improvements.

After a decade of outreach and concept development, the Pier 70 project has developed into a clear vision to reintegrate and restore the 28-Acre Site into the fabric of San Francisco, creating an active, sustainable neighborhood that recognizes its industrial past. As contemplated in the proposed Pier 70 SUD Design for Development, the future of the 28-Acre Site is envisioned as an extension of the nearby Dogpatch neighborhood that joins community and industry, engaging residents, workers, artists, and manufacturers into a lively mix of uses and activities. The Project will reflect this diversity and creativity, inviting all to the parks, which are lined with local establishments, restaurants, arts uses, and event spaces, each with individual identities. And as a fundamental premise, the Project will create public access to the San Francisco Bay where it has never previously existed, opening up the shoreline for all to enjoy.

New buildings within the site will complement the industrial setting and fabric in size, scale, and material, with historic buildings repurposed into residential use, spaces for local manufacturing and community amenities. The Project will include a diversity of open spaces at multiple scales, shaped by nearby buildings, framing the waterfront, and creating a platform for a range of experiences.

### **Project Statistics (Mid Point Program – Pier 70 SUD):**

- 1,400,000 square feet of new office space
- 2150 new housing units (Approximately 1200 rentals and 950 condos)
- 400,000 square feet of active ground floor uses (traditional retail, arts uses, and PDR)
- Over nine acres of new public open space
- Preservation and rehabilitation of three historic buildings on site (2, 12, and 21)

### **Public Benefits:**

The Supervisor's Office, OEWD, Port, and Forest City have negotiated a public benefit package that reflects the goals of the Southern Bayfront, and represents over \$750M dollars of public benefits. Key benefits include:

- **Affordable Housing:** Overall the project will result in 30% onsite affordability, with the following components:
  - Approximately 150 or more units of onsite rental inclusionary housing, representing 20% of the units in all onsite rental buildings. These units will be affordable to households from 55% TO 110% of area median income, with the maximum number possible at the time of their lottery rented to applicants under the Neighborhood Resident Housing Preference program.
  - Approximately 320 or more fully-funded units of permanently affordable family and formerly homeless housing, in three buildings developed by local nonprofits located close to transit and a children’s playground.
  - Estimated \$15- \$20M in revenue dedicated to HOPE SF projects, including Potrero Rebuild.
- **Transportation Funding and On-Site Services:** Transportation demand management on-site, facilities to support a new bus line through the project, an open-to-the-public shuttle service, and almost \$50 million in funding that will be used to support neighborhood-supporting transportation infrastructure. Commitment to reducing total auto trips by 20% from amount analyzed in Project environmental review document.
- **Workforce Development Program:** 30% local hiring commitment, local business enterprise (“LBE”) utilization, participation in OEWD’s “First Source” hiring programs, and funding to support expansion of CityBuild and TechSF with outreach to District 10 residents.
- **Rehabilitation of Historic Structures at Pier 70:** The Project will rehabilitate three key historic structures (Buildings 2, 12, 21) and include interpretive elements to enhance public understanding of the Union Iron Works Historic District in open space, streetscape and building design.
- **Parks:** The project will provide over 9 acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, public art, a minimum 20k square feet active rooftop recreation, and waterfront parks along 1,380 feet of shoreline. Project will pay for maintenance of its own parks.
- **Retail and Industrial Uses:** The project will provide a 60,000 square foot local market hall supporting local manufacturing, is committing to a minimum of 50,000 square feet of on-site PDR space, and is developing a small business attraction program with OEWD staff.
- **A Centerpiece For the Arts:** The project will include an up to 90,000 square foot building that will house local performing and other arts nonprofits, as well as providing replacement, permanently affordable studio space for the Noonan building tenants. The development will provide up to \$20 million through fee revenue and a special tax for development of the building.
- **Community Facilities:** The Project will contribute up to \$2.5M towards creating new space to serve the education and recreational needs of the growing community from Central Waterfront, from Mission Bay to India Basin and Potrero Hill, as well as include on-site childcare facilities.
- **Site Sea Level Rise Protection:** The Project’s waterfront edge will be designed to protect buildings against the high-end of projected 2100 sea-level-rise estimates established by the state, and the grade of the entire site will be raised to elevate buildings and ensure that utilities function properly.
- **City Seawall Improvement Funding Stream:** The Project will include a perpetual funding stream of between \$1 and \$2 billion to finance future sea level rise improvements anywhere along the San Francisco waterfront.

The Project's commitment to these benefits will be memorialized in the Development Agreement, which must be recommended for approval by the Planning Commission, and the Disposition and Development Agreement, which will be approved by the Port Commission, before seeking final approval from the Board of Supervisors.

#### **Zoning and Design Controls:**

The DA and DDA are part of a larger regulatory approvals package that also includes a Planning Code text amendment creating a Special Use District ("SUD") for the Project Site, conforming Zoning Map amendments for height and to establish the Special Use District and a Design for Development (D4D) which will detail development standards and guidelines for buildings, open space and streetscape improvements. Under the Design for Development, the following components of the Project will be subject to review and approval as follows:

- **New Development:** New buildings will be reviewed by Planning Department staff, in consultation with Port staff, for consistency with the standards and guidelines in the Design for Development, with a recommendation to the Planning Director who will approve or deny applications for proposed new buildings;
- **Historic Rehabilitation:** Historic rehabilitation of Buildings 2, 12 and 21 will be reviewed by Port staff, in consultation with Planning Department staff, for consistency with Secretary of the Interior's Standards for Treatment of Historic Properties ("Secretary's Standards") and the standards and guidelines in the Design for Development as part of the Port's building permit process, with a recommendation to the Port Executive Director, who will approve or deny plans for proposed historic rehabilitation projects; and
- **Parks and Open Space:** Design of parks and open space will undergo public design review by a design advisory committee appointed by the Port Executive Director, with a recommendation to the Port Commission, which will approve or deny park schematic designs.

#### **Project Approvals:**

The approvals relating to the proposed Project include:

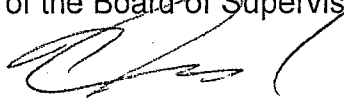
1. Entitlements, including certification and approval of a Final Environmental Impact Report ("EIR"), adoption of a Special Use District and its accompanying Design for Development, amendments to the City's General Plan, Planning Code and Zoning Map, and a Development Agreement.
2. Implementing Documents, including a Disposition and Development Agreement (DDA) governing the transaction between the Port and Forest City, setting forth Forest City's obligations for horizontal development, including infrastructure, affordable housing and jobs, and establishing the timing for vertical development; and a Financing Plan setting forth the financial deal, including public financing and disposition of land proceeds.
3. Public Financing approvals, including establishment of an infrastructure financing district (IFD) project area to support construction of infrastructure and rehabilitation of historic structures, an Infrastructure and Revitalization Financing District (IRFD) to support onsite affordable housing, and a series of community facilities districts (CFD) which will fund construction of infrastructure, maintenance of streets and open space, construction of the arts building, and combat sea level rise along the seawall.
4. a Trust Exchange that requires approval and implementation of a Compromise Title Settlement and Land Exchange Agreement and an amendment to the Burton Act Transfer Agreement with the California State Lands Commission ("State Lands") consistent with the requirements of AB 418.

OFFICE OF THE MAYOR  
SAN FRANCISCO



EDWIN M. LEE

RECEIVED  
7/25/2017 @ 5:50pm

TO: Angela Calvillo, Clerk of the Board of Supervisors  
FROM: *for* Mayor Edwin M. Lee   
RE: Pier 70 Project  
DATE: July 25, 2017

Attached for introduction to the Board of Supervisors is legislation for the Pier 70 Project:

- Resolution of Intention to Issue Bonds in an Amount Not to Exceed \$273,900,000, \$196,100,000 and \$323,300,000 for Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4, respectively, City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco).
- Resolution of Intention to establish Sub-Project Area G-2, Sub-Project Area G-3 and Sub-Project Area G-4 of City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco).
- ✓ Resolution authorizing and directing the Executive Director of the Port of San Francisco, or designee of the Executive Director of the Port of San Francisco to prepare an infrastructure financing plan for City and County of San Francisco Infrastructure Financing District No. 2 (Hoedown Yard) and determining other matters in connection therewith.
- Resolution of Intention to establish City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard) on land within the City and County of San Francisco commonly known as the Hoedown Yard to finance the construction of affordable housing within Pier 70 and Parcel K South; to call a public hearing on October 24, 2017 on the formation of the district and to provide public notice thereof; and determining other matters in connection therewith.
- Resolution of intention to issue bonds for City and County of San Francisco Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard) and determining other matters in connection therewith.
- Ordinance approving a Development Agreement between the City and County of San Francisco and FC Pier 70, LLC, for 28 acres of real property located in the Pier 70 area; waiving certain provisions of the Administrative Code, Planning Code, and Subdivision Code; and adopting findings under the California Environmental Quality Act, public trust findings, and findings of consistency with the City's General Plan and with the eight priority policies of Planning Code Section 101.1(b).

- Ordinance amending the Planning Code and the Zoning Map to add the Pier 70 Special Use District; and making findings, including findings under the California Environmental Quality Act and findings of consistency with the General Plan, the eight priority policies of Planning Code Section 101.1, and Planning Code Section 302.

Please note that the legislation is co-sponsored by Supervisor Cohen.

I respectfully request that these items be calendared in Land Use Committee on October 16, 2017.

Should you have any questions, please contact Mawuli Tugbenyoh (415) 554-5168.

Print Form

# Introduction Form

By a Member of the Board of Supervisors or Mayor

Time stamp  
or meeting date

I hereby submit the following item for introduction (select only one):

- 1. For reference to Committee. (An Ordinance, Resolution, Motion or Charter Amendment).
- 2. Request for next printed agenda Without Reference to Committee.
- 3. Request for hearing on a subject matter at Committee.
- 4. Request for letter beginning : "Supervisor [ ] inquiries"
- 5. City Attorney Request.
- 6. Call File No. [ ] from Committee.
- 7. Budget Analyst request (attached written motion).
- 8. Substitute Legislation File No. [ ]
- 9. Reactivate File No. [ ]
- 10. Question(s) submitted for Mayoral Appearance before the BOS on [ ]

Please check the appropriate boxes. The proposed legislation should be forwarded to the following:

- Small Business Commission
- Youth Commission
- Ethics Commission
- Planning Commission
- Building Inspection Commission

**Note: For the Imperative Agenda (a resolution not on the printed agenda), use the Imperative Form.**

Sponsor(s):

Cohen

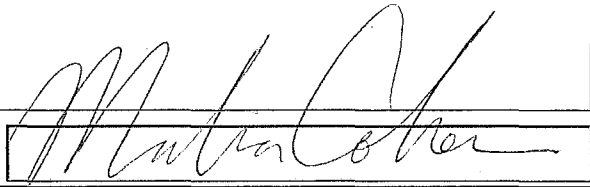
Subject:

Resolution Authorizing Executive Director of the Port of San Francisco to Prepare an Infrastructure Financing Plan Related to an Infrastructure and Revitalization Financing District

The text is listed:

Attached

Signature of Sponsoring Supervisor:



For Clerk's Use Only