

File No. 170882

Committee Item No. 11
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"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Budget |
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| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
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Completed by: Linda Wong Date November 3, 2017
Completed by: Linda Wong Date _____

1 [Resolution of Intention to Issue Bonds Related to Infrastructure and Revitalization Financing
2 District No. 2 (Hoedown Yard)]

3 **Resolution of Intention to issue bonds for City and County of San Francisco**
4 **Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard); and**
5 **determining other matters in connection therewith.**

6
7 WHEREAS, FC Pier 70, LLC (Forest City) and the City and County of San Francisco
8 (the City), acting by and through the San Francisco Port Commission (the Port Commission),
9 anticipate entering into a Disposition and Development Agreement (the DDA), which will
10 govern the disposition and development of approximately 28 acres of land in the waterfront
11 area of the City known as Pier 70 (the Project Site); and

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

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

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

24 WHEREAS, Under Chapter 2.6 of Part 1 of Division 2 of Title 5 of the California,
25 commencing with Government Code Section 53369 (IRFD Law), this Board of Supervisors is

1 authorized to establish an infrastructure and revitalization financing district and to act as the
2 legislative body for an infrastructure and revitalization financing district; and

3 WHEREAS, Pursuant to the IRFD Law, this Board of Supervisors has adopted its
4 "Resolution of intention to establish City and County of San Francisco Infrastructure and
5 Revitalization Financing District No. 2 (Hoedown Yard) on land within the City and County of
6 San Francisco commonly known as the Hoedown Yard to finance the construction of
7 affordable housing within Pier 70 and Parcel K South; to call a public hearing on October 24,
8 2017 on the formation of the district and to provide public notice thereof; and determining
9 other matters in connection therewith" (Resolution of Intention to Establish IRFD), stating its
10 intention to form (i) the "City and County of San Francisco Infrastructure and Revitalization
11 Financing District No. 2 (Hoedown Yard)" (IRFD) pursuant to the IRFD Law, for the purpose of
12 financing Affordable Housing within the Project Site and Parcel K South to satisfy the
13 requirements for Affordable Housing under Proposition F as further provided in the Resolution
14 of Intention to Establish IRFD (the Facilities); and

15 WHEREAS, In the Resolution of Intention to Establish IRFD, this Board of Supervisors
16 made certain findings under the California Environmental Quality Act (CEQA) about the Final
17 Environmental Impact Report (FEIR) for the construction of the Facilities within the Project
18 Site and Parcel K South, and those findings are incorporated in this Resolution as if set forth
19 in their entirety herein; and

20 WHEREAS, In addition, this Board of Supervisors has adopted its "Resolution
21 authorizing and directing the Executive Director of the Port of San Francisco, or designee of
22 the Executive Director of the Port of San Francisco, to prepare an infrastructure financing plan
23 for the City and County of San Francisco Infrastructure and Revitalization Financing District
24 No. 2 (Hoedown Yard) and determining other matters in connection therewith," ordering
25

1 preparation of an infrastructure financing plan for the IRFD (the Infrastructure Financing Plan)
2 consistent with the requirements of the IRFD Law; and

3 WHEREAS, The Infrastructure Financing Plan includes a list of Facilities to be financed
4 by the IRFD; and

5 WHEREAS, Pursuant to IRFD Law Section 53369.40, the Board of Supervisors may,
6 by majority vote, initiate proceedings to issue bonds pursuant to the IRFD Law by adopting a
7 resolution stating its intent to issue the bonds, and pursuant to IRFD Law Section 53369.14,
8 the Infrastructure Financing Plan must contain a detailed description of any intention to incur
9 debt for financing facilities for the IRFD; and

10 WHEREAS, United States Income Tax Regulations section 1.150-2 provides generally
11 that proceeds of tax-exempt debt are not deemed to be expended when such proceeds are
12 used for reimbursement of expenditures made prior to the date of issuance of such debt
13 unless certain procedures are followed, one of which is a requirement that (with certain
14 exceptions), prior to the payment of any such expenditure, the issuer declares an intention to
15 reimburse such expenditure; and

16 WHEREAS, It is in the public interest and for the public benefit that the Board of
17 Directors, on behalf of the City, declares its official intent to reimburse the expenditures
18 referenced herein; now, therefore, be it

19 RESOLVED, That the Board of Supervisors proposes issuing one or more series of
20 bonds or other debt (Bonds) for the purpose of financing the costs of the Facilities, including
21 acquisition and improvement costs and all costs incidental to or connected with the
22 accomplishment of said purposes and of the financing thereof; and, be it

23 RESOLVED, The Board of Supervisors hereby declares that it reasonably expects (i) to
24 pay certain costs of the Facilities prior to the date of issuance of the Bonds and (ii) to use a
25

1 portion of the proceeds of the Bonds for reimbursement of expenditures for the Facilities that
2 are paid before the date of issuance of the Bonds; and, be it

3 FURTHER RESOLVED, That the Bonds will be paid from property tax revenues
4 allocated to the IRFD; and, be it

5 FURTHER RESOLVED, That the Board of Supervisors hereby estimates that the cost
6 of the Facilities will be \$315.8 million (in 2017 dollars), and that the estimated costs of
7 preparing and issuing the Bonds will be equal to up to 10.0% of the par amount of the Bonds;
8 and, be it

9 FURTHER RESOLVED, That this Board of Supervisors intends to authorize the
10 issuance and sale of the Bonds in one or more series for the IRFD in the maximum aggregate
11 principal amount of \$91.9 million, and the Bonds shall bear interest payable semi-annually or
12 in such other manner as this Board of Supervisors shall determine, at a rate not to exceed the
13 maximum rate of interest as may be authorized by applicable law at the time of sale of the
14 Bonds, and the maximum underwriter's discount of the Bonds shall be 2.0% of the par amount
15 of the Bonds; and, be it

16 FURTHER RESOLVED, That the Board of Supervisors estimates, based on the
17 analysis set forth in the Infrastructure Financing Plan, that the incremental property tax
18 revenues that are expected to be available to the IRFD to pay principal of and interest on the
19 Bonds is \$315.8 million, and in accordance with IRFD Law Section 53369.41(f), the Board of
20 Supervisors hereby finds that the amount necessary to pay principal of and interest on the
21 maximum principal amount of Bonds specified in the preceding paragraph is less than or
22 equal to the incremental property tax revenues that are expected to be available to the IRFD
23 to pay principal of and interest on the Bonds; and, be it
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25

1 FURTHER RESOLVED, That the Board of Supervisors will call a special landowner
2 election for October 24, 2017, to consider the proposed authorization to issue Bonds; and, be
3 it

4 FURTHER RESOLVED, The election will be consolidated with the election on the issue
5 of the proposed formation of the IRFD and approval of the proposed Infrastructure Financing
6 Plan and appropriations limit for the IRFD to be held on October 24, 2017. The Director of
7 Elections is hereby designated as the official to conduct the election in the IRFD and to
8 receive all ballots until 6:00 p.m. on October 24, 2017, and pursuant to IRFD Law Section
9 53369.20, the election shall be conducted by personal service or mail-delivered ballot; and, be
10 it

11 FURTHER RESOLVED, That all references in this Resolution to Bonds shall be
12 deemed to include a reference to debt (as defined in the IRFD Law), to the extent applicable;
13 and, be it

14 FURTHER RESOLVED, That this Resolution shall in no way obligate the Board of
15 Supervisors to propose establishment of the IRFD or to authorize the issuance of bonds for
16 the IRFD, and the authorization to issue bonds shall be subject to the approval of this Board
17 of Supervisors by resolution following the elections of the qualified electors described above;
18 and, be it

19 FURTHER RESOLVED, That the Clerk of the Board of Supervisors shall publish this
20 resolution once a day for at least seven successive days in a newspaper published in the City
21 at least six days a week, or at least once a week for two successive weeks in a newspaper
22 published in the City less than six days a week, and if there are no newspapers meeting the
23 foregoing criteria, this resolution shall be posted in three public places within the territory of the
24 IRFD for two succeeding weeks; and, be it

1 FURTHER RESOLVED, That the Board of Supervisors has reviewed and considered
2 the FEIR and finds that the FEIR is adequate for its use for the actions taken by this resolution
3 and incorporates the FEIR and the CEQA findings contained in Resolution No. ___ of this
4 Board of Supervisors; and, be it

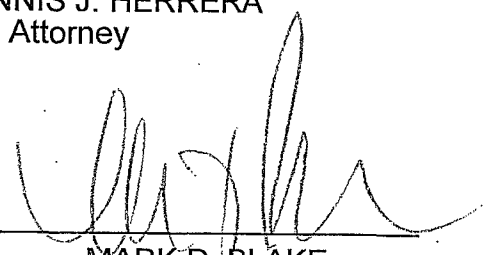
5 FURTHER RESOLVED, That if any section, subsection, sentence, clause, phrase, or
6 word of this resolution, or any application thereof to any person or circumstance, is held to be
7 invalid or unconstitutional by a decision of a court of competent jurisdiction, such decision
8 shall not affect the validity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

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

22 FURTHER RESOLVED, That all actions authorized and directed by this Resolution,
23 consistent with any documents presented herein, and heretofore taken are hereby ratified,
24 approved and confirmed by this Board of Supervisors; and, be it
25

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

2
3 APPROVED AS TO FORM:
4 DENNIS J. HERRERA
5 City Attorney

6
7 By: 

8 MARK D. BLAKE
9 Deputy City Attorney
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Pier 70 Mixed Use Project Overview

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):

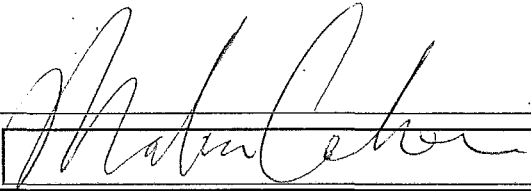
Cohen

Subject:

Resolution of Intention to Issue Bonds Related to Infrastructure and Revitalization Financing District No. 2 (Hoedown Yard)

The text is listed:

Attached

Signature of Sponsoring Supervisor: 

For Clerk's Use Only