File No. 171118 Committee Item No. 2
Board Item No. 21

COMMITTEE/BOARD OF SUPERVISORS

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Prepared by: Alisa Somera **Date:** Nov 10, 2017
Prepared by: John Carroll **Date:** Nov 21, 2017

[Resolution of Intention to Issue Bonds Related to Project Area I of Port Infrastructure Financing District No. 2 (Port of San Francisco)]

Resolution of Intention to Issue Bonds for Project Area I of City and County of San Francisco Infrastructure Financing District No. 2. (Port of San Francisco).

WHEREAS, California Statutes of 1968, Chapter 1333 (Burton Act) and the San Francisco Charter, Sections 4.114 and B3.581 empower the City and County of San Francisco (City), acting through the San Francisco Port Commission, to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and

WHEREAS, Under Government Code, Section 53395 et seq. (IFD Law), this Board of Supervisors is authorized to establish an infrastructure financing district and to act as the legislative body for an infrastructure financing district; and

WHEREAS, Pursuant to Section 53395.8 of the IFD Law, a waterfront district may be divided into project areas; and

WHEREAS, On March 27, 2012, by Resolution No. 110-12 (Original Resolution of Intention to Establish IFD), this Board of Supervisors declared its intention to establish a waterfront district to be known as "City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)" (IFD), and designated initial proposed project areas within the IFD, including Project Area G (Pier 70); and

WHEREAS, On June 12, 2012, by Resolution No. 227-12 (First Amending Resolution), this Board of Supervisors amended the Original Resolution of Intention to propose, among other things, an amended list of project areas; and

WHEREAS, On November 17, 2015, by Resolution 421-15 (Second Amending Resolution, and together with the Original Resolution of Intention to Establish IFD and the

First Amending Resolution, the Resolution of Intention to Establish IFD), this Board of Supervisors amended the Original Resolution of Intention, as amended by the First Amended Resolution, to propose, among other things, a further amended list of project areas; and

WHEREAS, In the Resolution of Intention to Establish IFD, this Board of Supervisors directed the Executive Director of the Port of San Francisco (Executive Director) to prepare an infrastructure financing plan for the IFD (Infrastructure Financing Plan) that would comply with the IFD Law, and reserved the right to establish infrastructure financing plans in the future specific to other project areas and sub-project areas within the IFD; and

WHEREAS, In accordance with the IFD Law, at the direction of this Board of Directors, the Executive Director prepared the Infrastructure Financing Plan; and

WHEREAS, On February 23, 2016, by Ordinance No. 27-16 (Ordinance Establishing IFD), this Board of Supervisors, among other things, declared the IFD to be fully formed and established with full force and effect of law and adopted the Infrastructure Financing Plan; and

WHEREAS, On _____, 2017, by Resolution No. ____ (Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4), this Board of Supervisors declared its intention to establish Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), each a Pier 70 district and a sub-project area within Project Area G (Pier 70); and

WHEREAS, Pursuant to the Resolution of Intention to Establish Sub-Project Areas G-2, G-3 and G-4), this Board of Supervisors directed the Executive Director of the Port (Executive Director) to prepare Appendix G-2 to the IFP, relating to Sub-Project Area G-2 (Pier 70 - 28-Acre Site), Sub-Project Area G-3 (Pier 70 - 28-Acre Site) and Sub-Project Area G-4 (Pier 70 - 28-Acre Site), consistent with the requirements of the IFD Law; and

WHEREAS, At its hearing on October 5, 2017, and prior to recommending the proposed Planning Code amendments for approval, by Motion No. M-20017, the Planning

Commission certified a Final Environmental Impact Report (FEIR) for the Seawall 337 and Pier 48 Mixed-Use Project (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code, Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg., Section 15000 et seq.), and Administrative Code, Chapter 31; and

WHEREAS, A copy of said Motion is on file with the Clerk of the Board of Supervisors in File No. 171118, and, is incorporated herein by reference; and

WHEREAS, In accordance with the actions contemplated herein, this Board of Supervisors has reviewed the FEIR, concurs with its conclusions, affirms the Planning Commission's certification of the FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR; and

WHEREAS, In recommending the proposed Planning Code Amendments for approval by this Board of Supervisors at its hearing on October 5, 2017, by Motion No. M-20018, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program (MMRP); and

WHEREAS, A copy of said Motion and MMRP are on file with the Clerk of the Board of Supervisors in File No. 171118, and is incorporated herein by reference; and

WHEREAS, This Board of Supervisors hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings, including the statement of overriding considerations; and

WHEREAS, This Board of Supervisors also adopts and incorporates by reference as though fully set forth herein the Project's MMRP; and

WHEREAS, On _____, 2017, by Resolution No. ____ (Resolution of Intention to Establish Project Area I and Sub-Project Areas of Project Area I), in connection with the Project, this Board of Supervisors further declared its intention to establish (i) "Project Area I (Mission Rock)," (ii) "Sub-Project Area I-1 (Mission Rock)," (iii) "Sub-Project Area I-2 (Mission

Rock)," (iv) "Sub-Project Area I-3 (Mission Rock)," (v) "Sub-Project Area I-4 (Mission Rock)," (vi) "Sub-Project Area I-5 (Mission Rock)," (vii) "Sub-Project Area I-6 (Mission Rock)," (viii) "Sub-Project Area I-7 (Mission Rock)," (ix) "Sub-Project Area I-8 (Mission Rock)," (x) "Sub-Project Area I-9 (Mission Rock)," (xi) "Sub-Project Area I-10 (Mission Rock)," (xii) "Sub-Project Area I-11 (Mission Rock)," (xiii) "Sub-Project Area I-12 (Mission Rock)," and (xiv) "Sub-Project Area I-13 (Mission Rock)" (such sub-project areas collectively referred to herein as, the Sub-Project Areas of Project Area I), each a waterfront district; and

WHEREAS, Pursuant to Resolution of Intention to Establish Project Area I and Sub-Project Areas of Project Area I, this Board of Supervisors directed the Executive Director of the Port (Executive Director) to prepare Appendix I to the IFP, relating to Project Area I (Mission Rock) and the Sub-Project Areas of Project Area I, consistent with the requirements of the IFD Law; and

WHEREAS, Pursuant to Section 53397.1 of the IFD Law, this Board of Supervisors may initiate proceedings to issue bonds pursuant to the IFD Law by adopting a resolution by majority vote stating its intention to issue the bonds; and

WHEREAS, United States Income Tax Regulations, Section 1.150-2 generally requires this Board of Supervisors to declare its official intent to reimburse with proceeds of tax-exempt debt expenditures made by the City prior to the date of issuance of such debt; and

WHEREAS, It is in the public interest and for the public benefit that the City declares its official intent to reimburse the expenditures referenced herein; now, therefore, be it

RESOLVED, By the Board of Supervisors as follows:

1. Purposes of Bonds. This Board of Supervisors proposes that the IFD issue one or more series of bonds of the IFD payable from and secured by a pledge of available tax increment allocated to the IFD with respect to Project Area I (Mission Rock) and the Sub-Project Areas of Project Area I (Bonds), and other sources identified by this Board of

Supervisors. This Board of Supervisors proposes that such Bonds be issued for the purpose of financing the costs of the facilities specified in Appendix I to be financed with available tax increment allocated to the IFD with respect to Project Area I (Mission Rock) and the Sub-Project Areas of Project Area I (Facilities), including acquisition and improvement costs and all costs incidental to or connected with the accomplishment of said purposes and of the financing thereof. The Bonds will be paid from property tax revenues allocated to the IFD from Project Area I (Mission Rock) and all of the Sub-Project Areas of Project Area I.

This Board of Supervisors hereby declares that it reasonably expects to pay certain costs of the Facilities prior to the date of issuance of the Bonds and to use a portion of the proceeds of the Bonds for reimbursement of expenditures for the Facilities that are paid before the date of issuance of the Bonds.

2. Estimated Cost. This Board of Supervisors hereby estimates that the cost of the Facilities will be approximately $692,000,000 (2017 dollars), and that the estimated costs of preparing and issuing each series of the Bonds (not including underwriter's discount) will be equal to approximately 2% of the principal amount of such series of Bonds. Prior to the issuance of any Bonds authorized hereby, this Board of Supervisors will approve the payment of the actual costs of preparing and issuing each series of Bonds, including the underwriter's discount.

3. Terms of Bonds. This Board of Supervisors intends to authorize the issuance and sale of Bonds in one or more series in the maximum aggregate principal amount of not to exceed $1,378,000,000; provided however, that such maximum aggregate principal amounts do not include the principal amount of (i) any bonds issued for the sole purpose of refinancing the Bonds, funding a reserve fund for such refunding bonds and paying related costs of issuance and (ii) any bonds issued for the sole purpose of refunding such refunding bonds, funding a reserve fund and paying related costs of issuance. The Bonds will bear interest

payable semi-annually or in such other manner as this Board of Supervisors shall determine, at a rate not to exceed the maximum rate of interest as may be authorized by applicable law at the time of sale of the Bonds. The maximum underwriter's discount for each series of the Bonds (excluding original issue discount) shall be 2%. As permitted by Section 53397.71 of the IFD Law, this Board of Supervisors may increase the maximum aggregate principal amount described above by adopting a resolution and complying with the publication requirements specified in the IFD Law.

4. Available Tax Revenues. This Board of Supervisors estimates, based on the analysis set forth in Appendix I, that the incremental property tax revenues that will be available to the IFD from Project Area I (Mission Rock) and the Sub-Project Areas of Project Area I, collectively, are approximately $3,858,500,000. This Board of Supervisors hereby finds that the amount necessary to pay principal of and interest on the Bonds is less than or equal to the incremental property tax revenues that will be available to the IFD from Bonds.

5. Election. Pursuant to Section 53397.71 of the IFD Law, no election is required prior to issuance of the Bonds.

6. Debt. This Board of Supervisors also proposes to incur debt (as defined in the IFD Law) other than the Bonds as set forth in Appendix I, as Appendix I may be amended from time to time. The limitations on Bonds set forth in this Resolution, including, but not limited to, the respective maximum aggregate principal amounts specified in Section 3, shall apply only to the Bonds and not to other debt (as defined in the IFD Law) payable from available tax increment allocated to the IFD from Project Area I and the Sub-Project Areas of Project Area I pursuant to Appendix I, including, without limitation, any bonds issued by the City for and on behalf of a community facilities district related to the territory in Project Area I and the Sub-Project Areas of Project Area I secured, in whole or in part, by available tax

increment allocated to the IFD with respect to Project Area I and the Sub-Project Areas of Project Area I.

7. No Obligation. This Resolution shall in no way obligate this Board of Supervisors to issue Bonds for the IFD with respect to Project Area I or any of the Sub-Project Areas of Project Area I. Issuance of the Bonds shall be subject to the approval of this Board of Supervisors.

APPROVED AS TO FORM:
DENNIS J. HERRERA
City Attorney

By: _____
MARK D. BLAKE
Deputy City Attorney

Mission Rock Special Use District

PORT OF SAN FRANCISCO

Resolutions of Intent:

to Form Sub-Project Areas I-1 through I-13 to the existing Port-wide IFD and Issue Bonds

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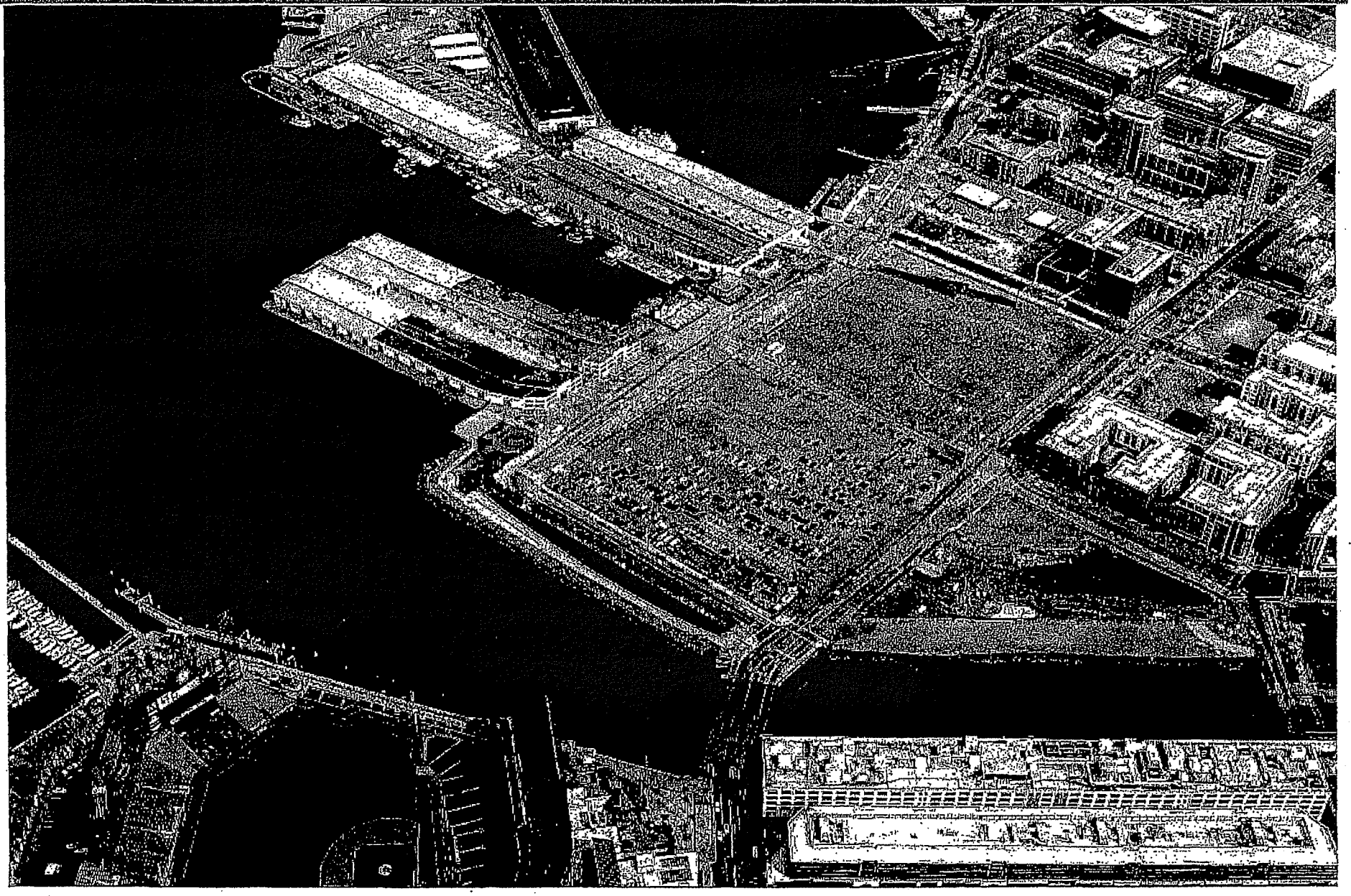
Government Audit and Oversight Committee

November 15, 2017

Mission Rock Site Context



Mission Rock Site Context

Mission Rock Project Highlights

- 2.7M gross sq.ft. residential, office, retail, active uses
- 40% inclusionary BMR units, 45-150% AMI
- 8 acres parks
- Resilient to 66" SLR
- Shoreline adaptation funding
- Comprehensive planning and design framework
- Exemplary sustainability planning

2174

Mission Rock IFD Preliminary Est. Costs

IFD Funded Facilities	Target Timing	Estimated Cost (2017 $)
Entitlement Phase	2012 – 2018	$25.0
Phases 1 – 4		
Subtotal – Phase 1	2018-2025	$81.2
Subtotal – Phase 2	2019-2025	$39.8
Subtotal – Phase 3	2019-2026	$21.7
Subtotal – Phase 4	2023-2029	$113.7
TOTAL Phases 1-4	2012-2029	**$281.4**
Resiliency and Sea Level Rise Portwide		
Seawall & SLR Portwide	Throughout IFD Term	* $48.8
Financing and Return		
Financing and Returns		$336.8
Total Est. Costs		**$692.0**

2175

Funding Sources – Overview

Infrastructure Financing District (IFD)

- Captures growth in property tax revenue
- Funds public improvements and historic rehab

Community Facilities District (CFD)

- Establishes special taxes that lessees pay
- Funds capital improvements and/or ongoing services

Developer Capital

- Developer-advanced fund that earn an 18% return

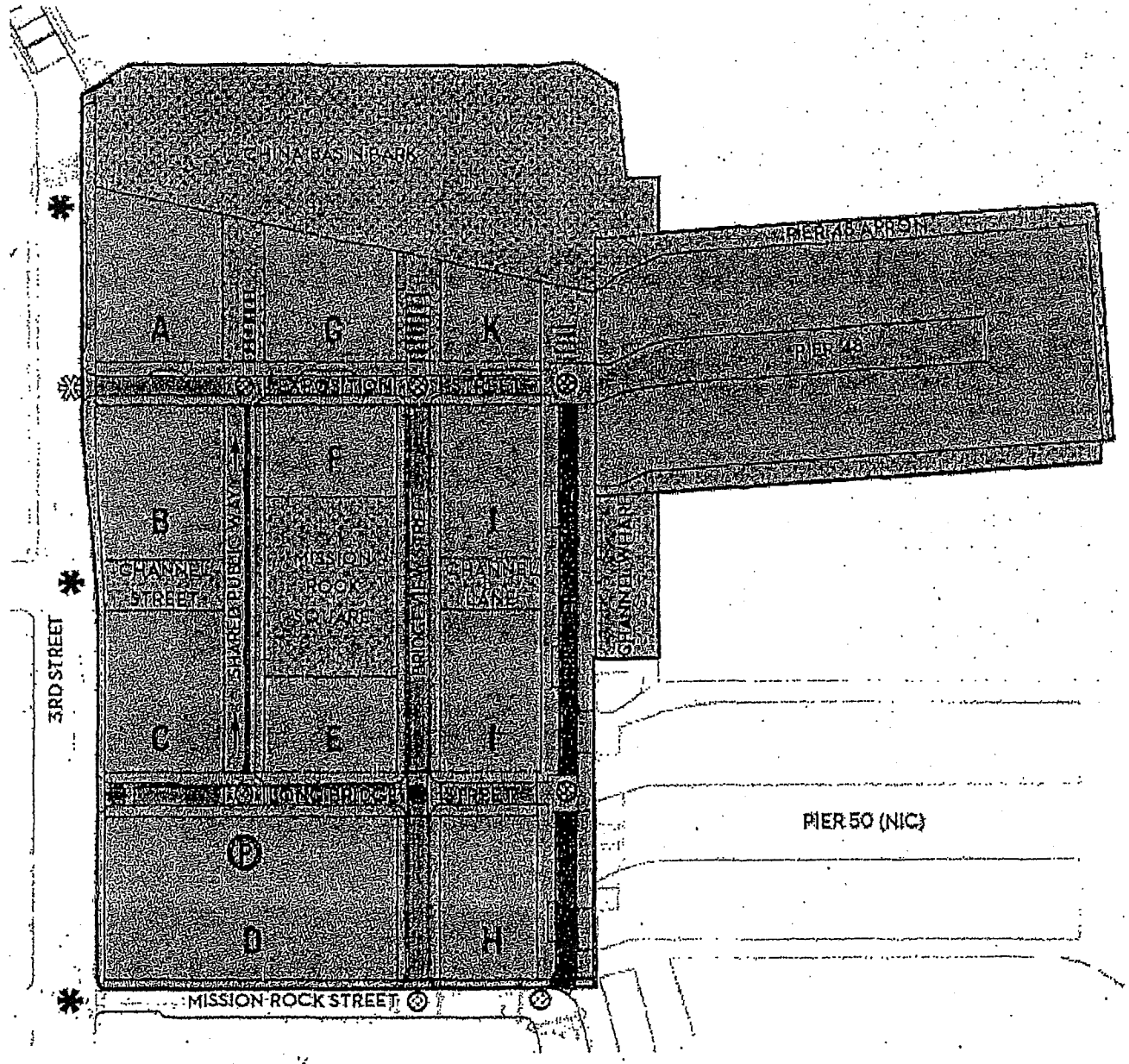
Port Capital

- Port-advanced Harbor Funds earn a 10% return

Land Proceeds

- Revenues generated from the lease of Port land

Funding Sources – IFD



- Encompasses entire Site
- **Captures future tax increment**, growth in Local shares of property taxes
- **65% for public infrastructure**, e.g. streets, utilities, parks, historic rehabilitation and shoreline protection

2177

City's IFD Policy for the Port

- Board is authorized to establish an IFD by Gov Code§ 53395
- Board adopted Guidelines for the Establishment and Use of an IFD for Port land in 2013
  - Requires: CEQA, IFP, Economic benefit, Funding for maintenance, among other threshold requirements
- Board formed Portwide IFD via ordinance in 2016

City's IFD Policy for the Port

- Project Area G1 (Pier 70 Historic Core) is active
- Project Areas G2-G4 (Pier 70 Waterfront Site) are under consideration by Board
- Resolutions today represent first step – public noticing and direction to Port ED to prepare IFD – in activation of Mission Rock Project Area I

Recommendations & Next Steps

November 13th
Capital Planning Committee – Intent to Form IFD and Issue Bonds

November 15th
GOV Audit & Oversight Committee – Intent to Form IFD and Issue Bonds

December 12
Port Commission Consideration – Transaction Documents and CEQA Findings

November 14th
Port Commission Informational Presentation Consideration - Transaction

January 23
Board of Supervisors Consideration – Transaction Documents

TBD
Port Commission/ Capital Planning Committee/ Board of Supervisors Consideration – CFD Formation

2180

Recommendations

1. Port staff have reviewed the Budget Analyst's recommendations related to the inclusion of detailed information in the IFP and are prepared to include that information in the analysis.

2. Recommend approval of the proposed resolutions.

CITY AND COUNTY OF SAN FRANCISCO

BOARD OF SUPERVISORS

BUDGET AND LEGISLATIVE ANALYST

1390 Market Street, Suite 1150, San Francisco, CA 94102 (415) 552-9292
FAX (415) 252-0461

November 9, 2017

TO: Government Audit and Oversight Committee

FROM: Budget and Legislative Analyst

SUBJECT: November 15, 2017 Government Audit and Oversight Committee Meeting

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Items 1 and 2 Files 17-1117 and 17-1118	Department: Port Commission (Port)

EXECUTIVE SUMMARY

Legislative Objectives

17-1117 is a resolution establishing the City's intent to establish Project Area I (Mission Rock) and 13 subproject areas - Subproject Area I-1 through Subproject Area I-13 - in Port Infrastructure Financing District No. 2. 17-1118 is a resolution stating the City's intent to issue bonds, paid by incremental property tax revenue allocated to the City and generated within each of the subproject areas, in one or more series in the maximum aggregate principal amount of not to exceed $1,378,000,000. Files 17-1117 and 17-1118 are resolutions of intent, and do not obligate the Board of Supervisors to establish the IFD or issue bonds.

Key Points

- The Mission Rock project comprises two pieces of Port property, Seawall Lot 337 and Pier 48. The project would entail development of a mixed-use, multi-phase project at Seawall Lot 337 and Parcel P20, rehabilitation and re-use of Pier 48, and construction of approximately 5.4 acres of net new open space, for a total of approximately 8 acres of open space on the project site.
- Seawall Lot 337 Associates is responsible to develop (or cause to be developed) horizontal infrastructure for the Mission Rock project, subject to reimbursement with IFD tax increment, IFD bond proceeds, special taxes levied in one or more proposed Community Facilities Districts (CFD)and CFD bonds.

Fiscal Impact

- Estimated sources and uses of funds (excluding bond debt service revenues and expenses) are approximately $692 million (2017 dollars).
- According to the Port, the proposed Infrastructure Financing Plan for Project Area I's subproject areas estimates that approximately $1.09 billion of cumulative tax increment will be allocated to the IFD over the life of the IFD.
- The proposed resolution (File 17-1118) provides for the intent to issue bonds, secured by property tax increment. The bond authorization would be for up to $1.378 billion for the project. The Port anticipates issuing a combination of (1) CFD bonds backed by special taxes and IFD tax increment; (2) CFD bonds backed only by special taxes; and (3) IFD bonds backed by tax increment.

Recommendations

- Request the Port Executive Director to include in the Infrastructure Financing Plan: (a) specific definition of public facilities to be funded by the property tax increment generated by the Port IFD Project Area I, (b) details on the total limit on the property tax increment allocated to the Port IFD Project Area I, including the 200 percent contingency factor, and (c) detailed cash flow analysis of sources and uses of project funds.
- Approve the proposed resolutions.

MANDATE STATEMENT

California Government Code Section 53395.8 authorizes the establishment of an Infrastructure Financing District (IFD) on Port property. Section 53395.8(c)(3) designates the Board of Supervisors as the legislative body for the Port IFD.

BACKGROUND

Mission Rock Project Site

The Mission Rock project comprises two pieces of Port property, Seawall Lot 337 and Pier 48. Seawall Lot 337 is an approximately 16-acre site located south of Mission Creek/China Basin Channel in the Mission Bay. Seawall Lot 337 is currently leased to China Basin Ballpark Company[1], LLC and is used primarily for AT&T Park parking and special events. Pier 48 is the southernmost pier structure in the Port's San Francisco Embarcadero Waterfront Historic District.

The Mission Rock project would entail development of a mixed-use, multi-phase project at Seawall Lot 337 and Parcel P20, rehabilitation and re-use of Pier 48, and construction of approximately 5.4 acres of net new open space, for a total of approximately 8 acres of open space on the project site. The project would include up to 2.7 to 2.8 million gross square feet (GSF) of mixed uses on 11 proposed development blocks. The mixed-use development would comprise approximately 1.1 to 1.6 million GSF of residential uses (estimated at 1,000 to 1,600 units, 40 percent of which would be designated as below market rate), approximately 972,000 to 1.4 million GSF of commercial/office uses, and 241,000 to 244,800 GSF of active/retail and production uses on the lower floors of each block. Additionally, the project would include up to approximately 10 million GSF of above and below ground parking (approximately 3,000 spaces) in one or two centralized garages. 100 additional parking spaces would be allowed throughout the remaining parcels on the site. As part of the project, 242,500 GSF at Pier 48 would be rehabilitated for industrial, restaurant, active/retail, tour, exhibition, and meeting space use. The 11 blocks on Seawall Lot 337 would be developed with building heights ranging from 90 feet to a maximum of 240 feet for the tallest building, excluding the mechanical and other accessory penthouse roof enclosures and unoccupied building tops, subject to specified standards.

Prior Resolutions of Intention for the Port IFD

On March 27, 2012, the Board of Supervisors approved a Resolution of Intention[2], which initiated the State statutory requirements, to establish the City and County of San Francisco Infrastructure Financing District No. 2 on Port property (Port IFD). The Port IFD encompasses the entire 7-mile contiguous Port property and includes various specific project areas. On June 12, 2012, the Board of Supervisors approved a resolution to amend the earlier Resolution of

[1] China Basin Ballpark, LLC is a subsidiary of San Francisco Baseball Associates, LLC (San Francisco Giants). Seawall Lot 337 Associates, the Developer of the Mission Rock project, is also a subsidiary of the San Francisco Giants.

[2] This resolution was adopted as part of the Host and Venue Agreement and Disposition Development Agreement for the 34th America's Cup held in San Francisco (File 12-0128; Resolution No. 110-12).

Intention to add Seawall Lot 351 as another project area in the Port IFD (Resolution No. 227-12). These resolutions designated the following project areas within the Port IFD, with the caveat that the City intended to establish additional project areas in compliance with State law:

- Project Area A: Seawall Lot 330;
- Project Area B: Piers 30-32;
- Project Area C: Pier 28;
- Project Area D: Pier 26;
- Project Area E: Seawall Lot 351;
- Project Area F: Pier 48;
- Project Area G: Pier 70; and
- Project Area H: Rincon Point-South Point Project Area.

The Port advises that the purpose of forming the IFD as a Port-wide district with multiple project areas is to preserve the flexibility of establishing separate tax increment financing plans for each major project on the Port with tax increment funds expended on public capital facilities throughout the Port's jurisdiction, subject to Board of Supervisors approval.

Term Sheet

In May 2013, the Board of Supervisors found that the proposed Seawall Lot 337 and Pier 48 (Mission Rock) project is fiscally feasible under Administrative Code, Chapter 29[3] and endorsed the term sheet between Seawall Lot 337 Associates, LLC and the Port Commission (File 13-0286).

DETAILS OF PROPOSED LEGISLATION

File 17-1117: The proposed resolution establishes the City's intent to establish Project Area I (Mission Rock) and 13 subproject areas - Subproject Area I-1 through Subproject Area I-13 - in Port Infrastructure Financing District No. 2. According to the proposed Resolution of Intent, the Board of Supervisors resolves to take the following actions:

(1) Conduct proceedings to establish Project Area I (Mission Rock) and 13 subproject areas within Project Area I on Seawall Lot 337 and Pier 48;

(2) Direct the Port Executive Director to prepare an Infrastructure Financing Plan for each subproject area;

(3) Declare the Board's intent to use incremental property tax revenue allocated by the City to the IFD and generated within the subproject areas to finance public facilities; and

[3] Chapter 29 of the City's Administrative Code requires Board of Supervisors' approval of certain projects to determine the project's fiscal feasibility prior to submitting the project to the Planning Department for environmental review if (a) the project is subject to environmental review under the California Environmental Quality Act (CEQA), (b) total project costs are estimated to exceed $25,000,000, and (c) public monies which may be invested in the project exceed $1,000,000.

(4) Hold public hearings and take other actions necessary to establish Project Area I and the 13 subproject areas.

The Resolution of Intent does not obligate the Board of Supervisors to establish each of the IFD subproject areas, which will be subject to future Board of Supervisors approval by ordinance.

The proposed resolution directs the Port to prepare the Infrastructure Financing Plan for Port IFD Project Area I (and all of the subproject areas), which will be attached to the Port IFD Infrastructure Financing Plan as Appendix I. The public facilities to be financed by Port IFD Project Area I incremental property tax revenues will be identified in Appendix I, which will be subject to approval when the Board of Supervisors considers the future ordinance establishing the 13 subproject areas.

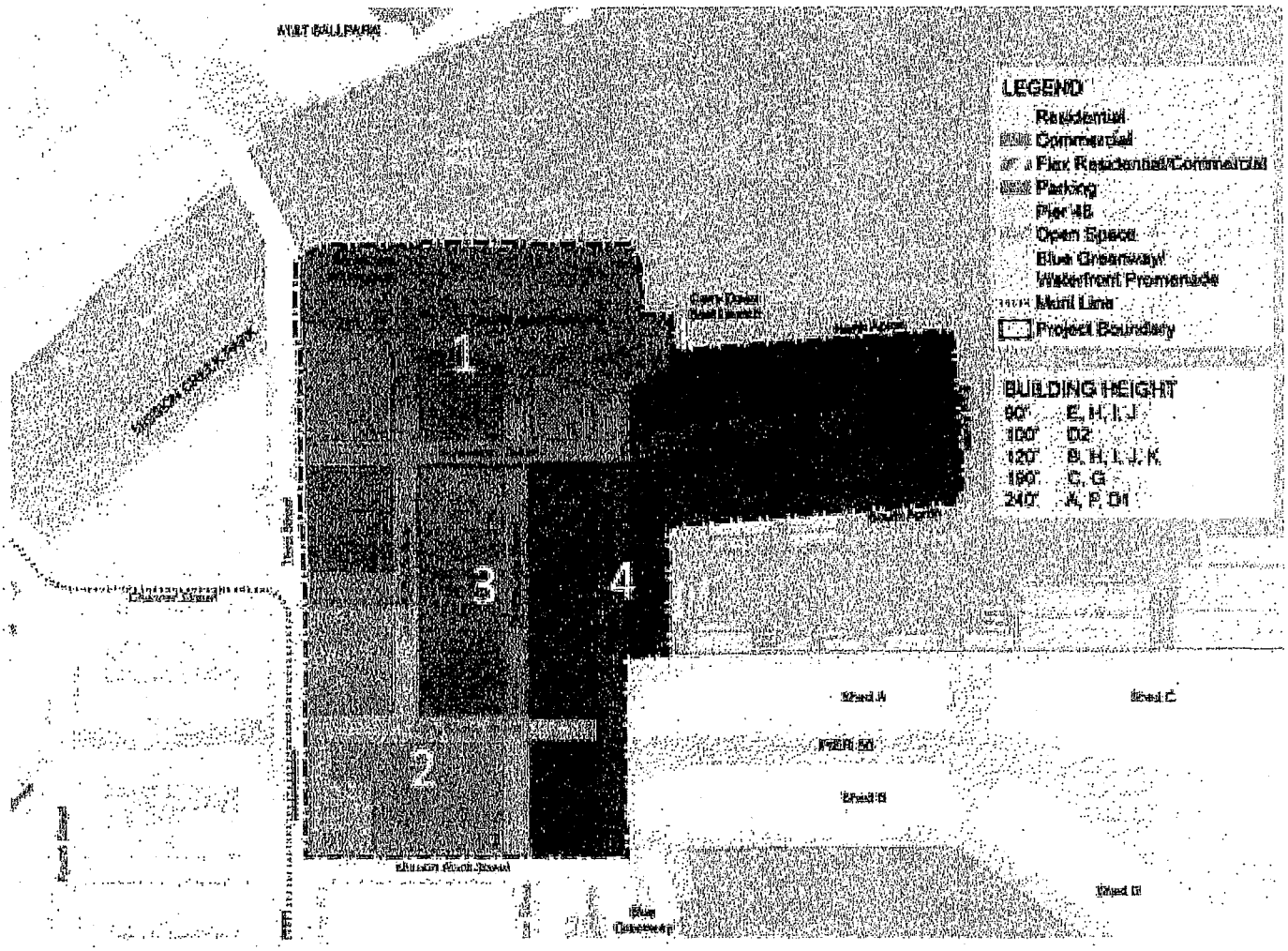
File 17-1118: The proposed resolution states the City's intent to issue bonds, paid by incremental property tax revenue allocated to the City and generated within each of the subproject areas, in one or more series in the maximum aggregate principal amount of not to exceed $1,378,000,000.

In general, the public facilities will be built by the developer of the Mission Rock Project, Seawall Lot 337 Associates, LLC, and the bonds will be used to reimburse the developer for some of those costs. In addition, the bonds may reimburse the Port for funds advanced to pay for the public facilities before tax increment is available.

Subproject Areas

IFD Subproject Area I-1 through Subproject Area I-13 encompass the 28.1-acre Mission Rock project comprising the Seawall Lot 337 and Pier 48, bounded by Third Street on the west, the Bay and Pier 50 on the east, the Bay on the north, and Mission Rock Street on the south, as shown in Exhibit 1 below.

Exhibit 1: Proposed Mission Rock Project



The project is divided into four phases.

- Subproject Areas I-1, I-2, I-7, and I-11 incorporate phase 1 development. Phase 1 extends from approximately 2018 to 2025.
- Subproject Areas I-3 and I-4 incorporate phase 2 development from approximately 2019 to 2025.
- Subproject Areas I-5, I-6, and I-13 incorporate phase 3 development from approximately 2019 to 2026.
- Subproject Areas I-8, I-9, I-10, and I-12 incorporate phase 4 development from 2023 to 2029.

Proposed Public Improvements and Facilities to be Funded by the IFD Subproject Areas

Seawall Lot 337 Associates is responsible to develop (or cause to be developed) horizontal infrastructure for the Mission Rock project, subject to reimbursement with IFD tax increment, IFD bond proceeds, special taxes levied in one or more proposed Community Facilities Districts (CFD)and CFD bonds. Proposed horizontal infrastructure elements include:

Exhibit 2. Description of Infrastructure Elements for Mission Rock Project

Infrastructure Plan Element	Summary Description
Environmental Management	Environmental management of soils under the Port's adopted Risk Management Plan.
Demolition and Abatement	Demolition or abandonment of utility infrastructure; re-use of recycled materials on-site where feasible.
Geotechnical Improvements	Geotechnical improvements to improve seismic stability.
Site Grading and Drainage, including Sea Level Rise	Grading plans designed to remove new development areas from existing FEMA flood plain designation and provide future flood protection from sea level rise.
Street and Transportation Systems	Efficient site layout provides a dense, transit-oriented development that encourages bicycling and walking. Streets to be built over a structural support system to mitigate geotechnical challenges.
Open Space and Parks	Improvements and/or establishment of China Basin Park, Mission Rock Square, Channel Wharf, Channel Street, Channel Lane, and Pier 48 Apron.
Low Pressure Water System	New reliable and efficient potable water system based upon reduced demands due to water conservation measures.
Non-Potable Recycled Water System	A District-scale system will collect graywater from 3 buildings to be reused for site-wide toilet and urinal flushing, irrigation, and cooling tower makeup.
Sewer System	Construction of a new Pump Station to accommodate existing and proposed flows from Mission Rock site; A new wastewater collection system; new stormwater management features
Auxiliary Water Supply System ("AWSS")	Baseline scenario consists of a loop of 12-inch high-pressure pipes with four new hydrants, connecting to the existing AWSS distribution system in 3rd Street.
District Utility Infrastructure	Eco-District infrastructure to be built centrally within Block A allowing for heating, cooling, and greywater treatment in a plant, and distributed throughout Mission Rock.
Dry Utility Systems	Replace overhead electrical distribution with a joint trench distribution system following the roadways. New power, gas and communication systems to serve the development.

Infrastructure work in each of the phases consists of the following improvements within the respective subproject areas: demolition and abatement of existing structures; earthwork, soil disposal, and retaining walls; work on AWSS, low pressure water, reclaimed water, and combined sewer/storm water systems; street, park and open space improvements; and historical building rehabilitation.

According to Ms. Rebecca Benassini, Port Assistant Deputy Director for Waterfront Development Projects, the infrastructure and public facilities are anticipated to be divided into four phases of development. Each phase includes all backbone infrastructure required for vertical buildings (ground improvement, new wet and dry utilities, pile-supported streets and utilities, and streets and circulation elements). Key infrastructure and public facilities provided in each phase include:

- Phase 1: China Basin Park 4.4 acre waterfront park and a portion of the pedestrian-priority shared public way
- Phase 2: Remainder of pedestrian- priority shared public way
- Phase 3: 1.1 acre Mission Rock Square "town square" open space
- Phase 4: 0.5 acre Channel Wharf waterfront open space and long-term project at the historic finger pier, Pier 48

Port IFD Guidelines

The Board of Supervisors approved guidelines in 2013 for establishment of the Port IFD (File 13-0264). These guidelines include (among other provisions):

- The Infrastructure Financing Plan to be developed by the Port must include a projection of revenues to the City's General Fund that will be generated by the project area.
- If the State's IFD law allows allocation of the State share of property tax increment to a waterfront district, then the City must allocate to the waterfront district the share of City property tax increment that maximizes the State allocation.
- Property tax increment allocated to public improvements should be sufficient to (a) attain fair market rent for Port ground leases after build-out of the project area and (b) attract developer equity and market rate development in the project area.
- Property tax increment in excess of the allocation to public improvement in the project area will be allocated to the City's General Fund or to improvements to the City's seawall and other measures to protect the City against sea level rise or other foreseeable risks to the City's waterfront.
- Annual property tax increment will be allocated to maintain public infrastructure and improvements only if other sources are not available or sufficient.

Proposed Infrastructure Financing Plan Provisions

According to Ms. Benassini, the proposed Infrastructure Financing Plan for Subproject Area I-1 through Subproject Area I-13 contains the following provisions, which must be included in the financing plan to be prepared by the Port:

- The property tax increment would be allocated to the IFD from each subproject area for 45 years beginning in the fiscal year in which the property tax increment generated by the subproject area equals at least $100,000
- The amount of the property tax increment in each tax year for each subproject area would be the difference between the ad valorem 1 percent property tax revenue on the assessed taxable property value in the subproject area in FY17-18 and the 1 percent ad valorem property tax revenue generated by the assessed taxable property value in the tax year in the subproject area.
- The City's share of property tax increment is 64.59%.
- The entire City share of property tax increment generated in the subproject areas will be allocated to the IFD. No other tax increment from other taxing agencies will be allocated to the IFD.
- The total limit on the property tax increment that can be allocated to the IFD from the subproject areas over their 45-year terms is $3.85 billion. These limits reflect projected total property tax increment plus a contingency factor of approximately 200 percent to account for variables such as higher assessed values of taxable property due to resales.
- 20 percent of the property tax increment generated in the subproject areas must be set-aside for shoreline restoration, removal of bay fill, public access to the waterfront, and/or environmental remediation of the waterfront in accordance with the requirements for "waterfront districts" as stipulated in California Government Code Section 53395.8(g)(3)(C)(ii). The 20 percent allocation requirement applies to IFD Project Area I as a whole.
- Bonds issued by the IFD and secured by the City's share of the property tax increment from the subproject areas must be repaid within the term of the subproject areas.

Community Facilities District (CFD)

The Board of Supervisors will need to approve land use and financial transactions, including the Development and Disposition Agreement (DDA) between the Port and Seawall Lot 337 Associates and the Infrastructure Financing Plan for Port IFD Project Area I before the proposed Mission Rock development can move forward. The Port plans to submit legislation to the Board of Supervisors approving these transactions in the first half of 2018. If the Board of Supervisors approves the DDA and Infrastructure Financing Plan, the project would establish a CFD to levy special taxes in perpetuity to fund ongoing maintenance of public facilities within the CFD. The special tax would cover expenses ranging from the maintenance and repair of streets and parks to security and janitorial services. The Port and Seawall Lot 337 Associates will establish maintenance expense assumptions to document the basis for establishing special tax rates to be levied on contributing parcels.

Shoreline Special Tax

According to the Port, the project will be constructed to accommodate an estimated 66 inches of sea level rise. In addition, the CFD formation documents will establish a special tax, called the "Shoreline Special Tax" that would be levied on new development at Mission Rock to finance shoreline improvements. According to the Port, all of the Shoreline Special Taxes from Phase 1

are anticipated to be reinvested in the project for site improvements to protect the project site from sea level rise.

FISCAL IMPACT

Sources and Uses of Funds

Estimated sources and uses of funds (excluding bond debt service revenues and expenses) are approximately $692 million (2017 dollars), as shown in Exhibit 3 below.

Exhibit 3: Anticipated Sources and Uses of Funds (in Millions of Dollars)[4]

	2017 Dollars	Nominal[5]
Sources		
Developer Capital	$193.3	$217.6
Advances of Land Proceeds	65.9	70
CFD		
Net Bonds on Land	32.2	35.2
Net Bonds on Completed Buildings	29.7	39
CFD Pay Go[6]	84.0	257.2
Tax Increment		
Net Bonds on Completed Buildings	110.4	145.1
Other Annual Tax Increment	176.8	558.2
Total Sources	$692	$1322
Uses		
Entitlement	$25	$25
Hard and Soft Costs	258.7	300.6
Preferred Return to Developer	91.1	111.4
Developer Capital Distribution	180	217.6
Tax Increment Repayment of Land Proceeds	88.6	171.1
Sea Level Rise Protection/Resiliency Improvements	48.8	496.6
Total Uses	$692	$1322

Source: Port Staff

[4] Total amounts may not appear to add due to rounding.

[5] According to Ms. Benassini, nominal amounts are forecasted cash flows between 2012 and 2072 with any numbers prior to 2018 as actual spending. Constant 2017 dollars reflect the sum of actual spending and future projected cash flows, discounted at 3 percent a year.

[6] Revenue stream categories have various magnitudes over time, affecting the difference between the nominal and 2017 dollar totals. The "CFD Pay Go" source category reflects the revenue stream from CFD Special Taxes not committed to debt service in the "Net Bonds" categories of sources. This "Pay Go" revenue stream is small in the early part of the projection, reflecting a 2 percent growth in the tax rate. Then, once bonds are fully repaid, there is a large increase in this revenue stream. This difference – small revenue stream in the early part of the cash flow and large stream in the latter part – drives the difference between the nominal and 2017 dollar totals.

Timing of Sources and Uses

The developer, Seawall Lot 337 Associates, will contribute capital to pay for project costs, prior to property tax increment and other project funds becoming available. According to Ms. Benassini, the Infrastructure Financing Plan assumes that the developer will contribute $193.3 million (in 2017 dollar equity) or $217.6 million (in nominal dollar equity) through 2029.

According to Ms. Benassini, proceeds from the sale of land or prepayment of ground leases are assumed one month prior to construction of each parcel and are available to pay for project costs immediately.

The Port also anticipates issuing the first bond in 2019 and subsequent bonds as vertical leases are signed and construction begins on buildings. Because the IFD Project Area I will not generate property tax increment in 2019, the bonds will be secured by CFD special tax assessments, subject to future Board of Supervisors approval of the CFD.

Estimates of Annual Property Tax Increment Generated by Subproject Area I-1 through Subproject Area I-13

Incremental property taxes generated by development of Subproject Area I-1 through Subproject Area I-13 depend on the assessed value of this development.

According to Ms. Benassini, the Infrastructure Financing Plan estimates that property tax increment above $100,000 is forecasted to begin in FY 2020-21.

The project's assessed value has been estimated based on the anticipated value of the leasehold interest as parcels with horizontal improvements are transferred to vertical builders and the estimated cost of vertical improvements. According to Ms. Benassini, a report prepared by Keyser Marston Associates, Inc. estimates that the development of the Mission Rock Project will have an overall value of approximately $500 (in 2017 dollar equity) per gross square foot of building and parking area. The projection assumes that construction costs increase at 3 percent per year and that the value of built-out parcels increase at 2 percent per year. Based on these assumptions, the report estimates that the Project's assessed value will stabilize in FY 2028-29 at which time its value will approximate $2.6 billion, and it will generate approximately $25.7 million of annual property tax/possessory tax increment. Allocating the City's share of property tax (64.59% of annual property tax increment), results in an estimated allocation of $16.6 million property tax increment to the IFD. According to Ms. Benassini, the proposed Infrastructure Financing Plan for Project Area I's subproject areas estimates that approximately $1.09 billion of cumulative tax increment will be allocated to the IFD over the life of the IFD.

The estimated cumulative[7] and maximum tax increment allocation amounts from each subproject area are shown in Exhibit 4 below.

[7] According to Ms. Benassini, pursuant to the IFD Law, the cumulative amount of tax increment to be allocated to each subproject area is subject to a maximum cap. An estimate of the cap has been established based on the assumption that assessed values increase at an average annual rate of 5 percent per year and that construction

Exhibit 4. Estimated Cumulative and Maximum Tax Increment Allocation by Subproject Area

Sub- Project Area	Estimate of Projected Cumulative Tax Increment Allocated over 45-year Term (Nominal)	Maximum Limit on Cumulative Tax Increment Allocated over 45-year Term (Nominal)
I-1	$125 million	$370 million
I-2	$80 million	$236 million
I-3	$110 million	$384 million
I-4	$253 million	$829 million
I-5	$47 million	$170 million
I-6	$108 million	$411 million
I-7	$90 million	$266 million
I-8	$52 million	$182 million
I-9	$72 million	$280 million
I-10	$53 million	$204 million
I-11	$42 million	$130 million
I-12	$57 million	$240 million
I-13	$0 million	$143 million
Project Area I Total	**$1.09 billion (nominal); $447,000 (2017 dollars)**	**$3.85 billion (nominal); $1.40 billion (2017 dollars)**

Bond Issuance

The proposed resolution (File 17-1118) provides for the intent to issue bonds, secured by property tax increment. The bond authorization would be for up to $1.378 billion[8] for the project.

According to Ms. Benassini, the Port anticipates issuing a combination of (1) CFD bonds backed by special taxes and IFD tax increment; (2) CFD bonds backed only by special taxes; and (3) IFD bonds backed by tax increment.

Ms. Benassini states that the proposed Infrastructure Financing Plan's assumptions for the bond authorization include an interest rate of 6 percent, a term of 30 years, issuance cost of 4 percent, reserves of 8 percent, and an annual debt service cover ratio of 1.1.

The proposed resolution (File 17-1118) states that the Board of Supervisors intends to authorize the issuance and sale of bonds for Project Area I or any of the subproject areas in the maximum not-to-exceed amount of $1.378 billion, but that the resolution does not obligate the Board of Supervisors to issue bonds.

costs increase at 12 percent per year. For context, the citywide assessment roll has increased at an average annual rate of 6 percent since FY 2004-05.

[8]According to the Port, the maximum bond authorization is estimated by discounting the maximum projected tax increment by 3 percent to simulate a favorable bond environment.

Summary

The formation of the Port IFD Project Area I, including the Infrastructure Financing Plan, and the issuance of bonds secured by Port IFD Project Area I property tax increment are subject to future Board of Supervisors approval. The Port has not submitted the Infrastructure Financing Plan to the Board of Supervisors as of the writing of this report. The Board of Supervisors should request the Port to include in the Infrastructure Financing Plan: (a) specific definition of public facilities to be funded by the property tax increment generated by the Port IFD Project Area I, (b) details on the total limit on the property tax increment allocated to the Port IFD Project Area I, including the 200 percent contingency factor, and (c) detailed cash flow analysis of sources and uses of project funds.

POLICY CONSIDERATION

As noted in the Budget and Legislative Analyst's report to the October 19, 2017 Budget and Finance Committee, IFD bonds are a new debt instrument. Whether investors will be interested in purchasing these bonds is not known, especially if the credit markets are tight at the time that the City is ready to issue the bonds.

According to Ms. Benassini, bonds may be issued by the IFD formed within the 13 subproject areas or by the CFD. While the proposed legislation states the City's intention to issue IFD bonds, Ms. Benassini states that the proposed Infrastructure Financing Plan assumes that IFD or CFD bonds may be issued, and that property tax increment will be used to repay the bonds. The type of bond to be issued will be determined based on market conditions at the time of issuance. Legislation to approve formation of CFD atop the 13 subproject areas has not been introduced.

RECOMMENDATIONS

1. Request the Port Executive Director to include in the Infrastructure Financing Plan: (a) specific definition of public facilities to be funded by the property tax increment generated by the Port IFD Project Area I, (b) details on the total limit on the property tax increment allocated to the Port IFD Project Area I, including the 200 percent contingency factor, and (c) detailed cash flow analysis of sources and uses of project funds.

2. Approve the proposed resolutions.

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Planning Commission Motion No. 20017

HEARING DATE: OCTOBER 5, 2017

Case No.:	**2013.0208E**
Project Title:	**Seawall Lot 337 and Pier 48 Mixed-Use Project**
Zoning:	MB-OS (Mission Bay-Open Space) and M-2 (Heavy Industrial) Mission Rock Height and Bulk District
Block/Lot:	Assessor's Block 8719/Lot 006, and Block 9900/Lot 048.
Project Sponsor:	Phil Williamson Port of San Francisco Pier 1, The Embarcadero San Francisco, CA 94111 (415) 274-0453, phil.williamson@sfport.com Jack Bair Seawall Lot 337 LLC 24 Willie Mays Plaza San Francisco, CA 94107 (415) 972-1755, jbair@sfgiants.com
Staff Contact:	Tania Sheyner – (415) 575-9127 tania.sheyner@sfgov.org

ADOPTING FINDINGS RELATED TO THE CERTIFICATION OF A FINAL ENVIRONMENTAL IMPACT REPORT FOR THE PROPOSED SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT.

MOVED, that the San Francisco Planning Commission (hereinafter "Commission") hereby CERTIFIES the final Environmental Impact Report identified as Case No. 2013.0208E, the "Seawall Lot 337 and Pier 48 Mixed-Use Project" (hereinafter "Project"), based upon the following findings:

1. The City and County of San Francisco, acting through the Planning Department (hereinafter "Department") fulfilled all procedural requirements of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 *et seq.*) (hereinafter "CEQA"), the State CEQA Guidelines (Cal. Code Regs. Title 14, Section 15000 *et seq.*) (hereinafter "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code (hereinafter "Chapter 31").

   A. The Department determined that an Environmental Impact Report (hereinafter "EIR") was required and provided public notice of that determination by publication in a newspaper of general circulation on December 11, 2013.

B. The Department held a public scoping meeting on January 13, 2014, in order to solicit public comment on the scope of the Project's environmental review.

C. On April 26, 2017, the Department published the Draft Environmental Impact Report (hereinafter "DEIR") and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Commission public hearing on the DEIR; this notice was mailed to the Department's list of persons requesting such notice.

D. Notices of availability of the DEIR and of the date and time of the public hearing were posted near the project site on April 26, 2017.

E. On April 26, 2017, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, and to government agencies, the latter both directly and through the State Clearinghouse.

F. A Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on April 26, 2017.

2. The Commission held a duly advertised public hearing on said DEIR on June 1, 2017, at which opportunity for public comment was given, and public comment was received on the DEIR. The period for acceptance of written comments ended on June 12, 2017.

3. The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the 47-day public review period for the DEIR, prepared revisions to text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in a Comments and Responses document, published on September 20, 2017, distributed to the Commission and all parties who commented on the DEIR, and made available to others upon request at the Department.

4. A Final Environmental Impact Report (hereinafter "FEIR") has been prepared by the Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the Comments and Responses document, all as required by law.

5. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at the Department at 1650 Mission Street, Suite 400, and are part of the record before the Commission.

6. On October 5, 2017, the Commission reviewed and considered the information contained in the FEIR and hereby does find that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31.

7. The Commission hereby does find that the FEIR concerning File No. 2013.0208E reflects the independent judgement and analysis of the City and County of San Francisco, is adequate, accurate and objective, and that the Comments and Responses document contains no significant revisions to the DEIR that would require recirculation of the document pursuant to CEQA Guidelines Section 15088.5, and hereby does CERTIFY THE COMPLETION of said FEIR in compliance with CEQA, the CEQA Guidelines, and Chapter 31.

8. The Commission, in certifying the completion of said FEIR, hereby does find that the project described in the EIR would have the following significant unavoidable environmental impacts, which cannot be mitigated to a level of insignificance:

   A. **TR-4**: The proposed Project would result in an adverse impact by increasing ridership by more than 5 percent on two individual Muni routes that exceed 85 percent capacity utilization under baseline conditions.

   B. **TR-6**: The proposed Project would result in an adverse impact related to a substantial increase in transit delays on Third Street between Channel Street and Mission Rock Street.

   C. **TR-9**: The proposed Project would have significant impacts on pedestrian safety at the unsignalized intersections of Fourth Street/Mission Rock Street and Fourth Street/Long Bridge Street.

   D. **C-TR-4**: The proposed Project would contribute considerably to a significant cumulative transit impact because it would increase ridership by more than 5 percent on one individual Muni route that would exceed 85 percent capacity utilization.

   E. **C-TR-6**: The proposed Project would contribute considerably to significant cumulative impacts related to transit delays.

   F. **C-TR-7**: The proposed Project would contribute considerably to significant cumulative pedestrian impacts.

G. **NOI-1:** Construction of the proposed Project would generate noise levels in excess of standards or result in substantial temporary increases in noise levels.

H. **NOI-2:** Operation of the proposed Project could result in the exposure of persons to or generation of noise levels in excess of the San Francisco Noise Ordinance or a substantial temporary, periodic or permanent increase in ambient noise levels in the Project vicinity, above levels existing without the Project.

I. **NOI-3:** Construction of the proposed Project would expose persons to or generate excessive ground-borne vibration or ground-borne noise levels related to annoyance. Construction of the proposed Project could expose persons to or generate excessive ground-borne vibration or ground-borne noise levels related to damage to buildings.

J. **C-NOI-1:** Construction activities for the proposed Project, in combination with other past, present, and reasonable future projects in the city, would result in a substantial temporary increase in noise or noise levels in excess of the applicable local standards.

K. **C-NOI-2:** Construction activities associated with Project-related development, in combination with other past, present, and reasonable future projects in the city, would expose sensitive receptors to excessive ground-borne vibration related to annoyance and could result in similar impacts related to damage to buildings. (Significant and Unavoidable for Annoyance).

L. **C-NOI-3:** Operation of the proposed Project, in combination with other past, present, and reasonable future projects in the city, would result in the exposure of persons to noise in excess of the applicable local standards or a substantial permanent ambient noise level increase in the Project vicinity.

M. **AQ-1:** Construction of the proposed Project would generate fugitive dust and criteria air pollutants, which for criteria air pollutants but not fugitive dust, 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. (Significant and Unavoidable with Mitigation for Criteria Air Pollutants).

N. **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.

O. **AQ-3:** During combined Project construction and 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.

P. **C-AQ-1:** The proposed Project's construction and operation, in combination with other past, present, and reasonable future projects, would contribute to cumulative regional air quality impacts.

Q. **WS-1:** The proposed Project would alter wind in a manner that would substantially affect public areas.

R. **C-WS-1:** The proposed Project, in combination with past, present, and reasonably foreseeable future projects, would alter wind in a manner that would substantially affect public areas.

9. The Commission reviewed and considered the information contained in the FEIR prior to approving the proposed Project.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting of October 5, 2017.

Jonas P. Ionin
Commission Secretary

AYES: Hillis, Richards, Fong, Johnson, Koppel, Melgar, Moore

NOES: None

ABSENT: None

ADOPTED: October 5, 2017

SAN FRANCISCO
PLANNING DEPARTMENT

Planning Commission Motion No. 20018

HEARING DATE: OCTOBER 5, 2017

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Case No.:	2013.0208 ENV
Project Name:	**Mission Rock (aka Seawall Lot 337 and Pier 48 Mixed-Use Project)**
Existing Zoning:	Mission Bay Open Space (MB-OS); M-2 (Heavy Industrial) Zoning District; Mission Rock Height and Bulk Districts
Block/Lot:	8719/ 006; 9900/048
Proposed Zoning:	Mission Rock Mixed-Use District / Mission Rock Special Use District; Mission Rock Height and Bulk District
Project Sponsor:	Port of San Francisco and SWL 337 Associates, LLC
Staff Contact:	Mat Snyder – (415) 575-6891 mathew.snyder@sfgov.org

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, INCLUDING FINDINGS OF FACT, FINDINGS REGARDING SIGNIFICANT IMPACTS AND SIGNIFICANT AND UNAVOIDABLE IMPACTS, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND A STATEMENT OF OVERRIDING CONSIDERATIONS RELATED TO APPROVALS FOR THE MISSION ROCK (AKA SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT) ("PROJECT"), LOCATED ON ASSESSOR'S BLOCK 8719 LOT 006 AND BLOCK 9900 LOTS 048.

PREAMBLE

The project sponsor, Seawall Lot 337 Associates, LLC, applied for environmental review of a mixed-use phased development at Seawall Lot 337, and rehabilitation and reuse of Pier 48 ("Project") on May 31, 2013.

The Project is located on an approximately 28-acre project site that consists of the following: the 14.2-acre Seawall Lot 337; the 0.3-acre strip of land on the south side of Seawall Lot 337, referred to as Parcel P20; the 6.0-acre Pier 48; the existing 2.2-acre China Basin Park; and 5.4 acres of streets and access areas within or adjacent to the boundaries of Seawall Lot 337 and Pier 48. The project site is adjacent to the Mission Bay neighborhood of the city and the Mission Bay South Redevelopment Area. The site is currently used for open space (China Basin Park); a surface parking lot (Seawall Lot 337 and P20); and indoor parking, storage, warehouse uses and special events (Pier 48).

The Project would include 2.7 to 2.8 million gross square feet ("gsf") of mixed-uses on 11 proposed development blocks on Seawall Lot 337, with building heights ranging from 90 feet to a maximum of 240 feet. The mixed use development would comprise approximately 1.1 to 1.6 million gsf of residential uses (estimated at 1,000 to 1,600 units, consisting of both market-rate and affordable housing), approximately 972,000 to 1.4 million gsf of commercial uses, and 241,000 to 244,800 gsf of active/retail uses on the lower floors of each block. Additionally, the Project would include approximately 1.1 million gsf of

aboveground and underground parking (approximately 3,100 parking spaces) and rehabilitation of 242,500 gsf of space within Pier 48 to provide industrial, restaurant, active/retail, tour, exhibition, and meeting space for reuse by an industrial use, specifically analyzed as a proposed brewery. The Project would also include a total of approximately 8.0 acres of open space. The Project is more particularly described in Attachment A.

Pursuant to and in accordance with the requirements of Section 21094 of CEQA and Sections 15063 and 15082 of the CEQA Guidelines, the San Francisco Planning Department, as lead agency, published and circulated a Notice of Preparation ("NOP") on December 11, 2013, that solicited comments regarding the scope of the environmental impact report ("EIR") for the proposed project. The NOP and its 30-day public review comment period were advertised in a newspaper of general circulation in San Francisco and mailed to governmental agencies, organizations and persons interested in the potential impacts of the proposed project. The Planning Department held a public scoping meeting on January 13, 2014, in the Bayside Room at the Port of San Francisco, Pier 1, The Embarcadero.

During the approximately 51-day public scoping period that ended on January 31, 2014, the Planning Department accepted comments from agencies and interested parties who identified environmental issues that should be addressed in the EIR. On the basis of public comments submitted in response to the NOP and at the public scoping meeting, the Planning Department found that potential areas of controversy and unresolved issues for the proposed project included: consistency of the Project with the Mission Bay Plan, the San Francisco Waterfront Plan, and the Mission Bay development guidelines; potential impacts along specific viewpoints, the waterfront and surrounding areas; the scale and height of the proposed project and the future use of Parcel P20; provision of affordable housing and population density; potential impacts on submerged cultural resources in the project area; increases in traffic and traffic congestion, connections to the City's transportation network, lack of public transportation in the area, pedestrian safety, traffic during game days, fair share contributions, and potential impacts of increased traffic on emergency vehicle delay; potential noise impacts from additional residents; potential greenhouse gas ("GHG") impacts, adequate mitigation measures for GHG impacts, and inclusion of a GHG emissions analysis consistent with Assembly Bill 32, the California Global Warming Solutions Act; potential shadow impacts along the waterfront, China Basin Park, and the proposed Mission Rock Square; potential impacts on loss of green space, and preservation of public lands for public and recreational use; adequacy of water and sewer systems with the addition of the proposed project, including a Water Supply Assessment; and potential impacts on the marine environment, as well as state- and federally listed species, and pile-driving impacts on fish, birds, and mammals. Comments received during the scoping process also were considered in preparation of the Draft EIR.

In June 2014, subsequent to the publication of the NOP, the City's voters approved Proposition B (Voter Approval for Waterfront Development Height Increases), which states that voter approval is required for any height increases on property, such as the project site, within the jurisdiction of the Port of San Francisco. Accordingly, on November 3, 2015, the City's voters approved Proposition D (the Mission Rock Affordable Housing, Parks, Jobs, and Historic Preservation Initiative), which amended the height and bulk restrictions for the project site by establishing the Mission Rock Height and Bulk District. Under Proposition D, the proposed heights for buildings on some of the proposed development blocks are lower than originally contemplated in the NOP, and there have been no increases in the height, density or intensity of development for the proposed Project since publication of the NOP.

To allow for flexibility to respond to future market demands and conditions, the project sponsor proposes flexible zoning and land uses on 3 of the 11 proposed development blocks on Seawall Lot 337. Specifically, Blocks H, I, and J are proposed to be designated to allow either residential or commercial as

the predominant use above the lower-floor active/retail uses. The project sponsor would determine the primary land uses of the three flexible zoning blocks above the lower floor (i.e., residential or commercial) at the time of filing for design approvals for block development proposals. These flexible blocks are analyzed in the EIR as ranges and land use assumptions (High Commercial or High Residential).

The San Francisco Planning Department then prepared the Draft EIR, which describes the Project and the environmental setting, analyzes potential impacts, identifies mitigation measures for impacts found to be significant or potentially significant, and evaluates project variants and alternatives to the Draft EIR Project. The Draft EIR assesses the potential construction and operational impacts of the Project on the environment, and the potential cumulative impacts associated with the Project in combination with other past, present, and future actions with potential for impacts on the same resources. The analysis of potential environmental impacts in the Draft EIR utilizes significance criteria that are based on the San Francisco Planning Department Environmental Planning Division guidance regarding the environmental effects to be considered significant. The Environmental Planning Division's guidance is, in turn, based on CEQA Guidelines Appendix G, with some modifications.

The Planning Department published a Draft EIR for the project on April 26, 2017, and circulated the Draft EIR to local, state, and federal agencies and to interested organizations and individuals for public review. On April 26, 2017, the Planning Department also distributed notices of availability of the Draft EIR; published notification of its availability in a newspaper of general circulation in San Francisco; posted the notice of availability at the San Francisco County Clerk's office; and posted notices at locations within the project area. The Planning Commission held a public hearing on June 1, 2017, to solicit testimony on the Draft EIR during the public review period. The Draft EIR public review period ended on June 12, 2017. A court reporter, present at the public hearing, transcribed the oral comments verbatim, and prepared written transcripts. The Planning Department also received written comments on the Draft EIR, which were sent through mail, fax, hand delivery, or email.

The San Francisco Planning Department then prepared the Comments and Responses ("C&R"). The C&R document was published on September 21, 2017, and includes copies of all of the comments received on the Draft EIR and written responses to each comment.

The C&R document provided additional, updated information, clarification and modifications on issues raised by commenters, as well as Planning Department staff-initiated text changes to the Draft EIR. The Final EIR, which includes the Draft EIR, the C&R document, the Appendices to the Draft EIR and C&R document, and all of the supporting information, has been reviewed and considered. The C&R documents and appendices and all supporting information do not add significant new information to the Draft EIR that would individually or collectively constitute significant new information within the meaning of Public Resources Code Section 21092.1 or CEQA Guidelines Section 15088.5 so as to require recirculation of the Final EIR (or any portion thereof) under CEQA. The C&R documents and appendices and all supporting information contain no information revealing (1) any new significant environmental impact that would result from the Project or from a new mitigation measure proposed to be implemented, (2) any substantial increase in the severity of a previously identified environmental impact, (3) any feasible project alternative or mitigation measure considerably different from others previously analyzed that would clearly lessen the environmental impacts of the Project, but that was rejected by the project sponsor, or (4) that the Draft EIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

On October 5, 2017, the Planning Commission by Motion No. 20017, found that the Final EIR was adequate, accurate, and objective, reflected the independent judgment of the Planning Commission and that the C&R document contains no significant revisions to the Draft EIR, and adopted findings of significant impact associated with the Project and certified the completion of the Final EIR for the Project in compliance with CEQA, and the CEQA Guidelines and Chapter 31.

The Planning Department prepared proposed Findings, as required by CEQA, regarding the alternatives, mitigation measures and significant impacts analyzed in the Final EIR and overriding considerations for approving the Project and a proposed mitigation monitoring and reporting program ("MMRP"), attached as Exhibit 1 to Attachment A, which material was made available to the public and this Planning Commission for the Planning Commission's review, consideration and actions.

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

- The proposed Project would result in an adverse impact by increasing ridership by more than 5 percent on two individual Muni routes that exceed 85 percent capacity utilization under baseline conditions.

- The proposed Project would result in an adverse impact related to a substantial increase in transit delays on Third Street between Channel Street and Mission Rock Street.

- The proposed Project would have significant impacts on pedestrian safety at the unsignalized intersections of Fourth Street/Mission Rock Street and Fourth Street/Long Bridge Street.

- The proposed Project would contribute considerably to a significant cumulative transit impact because it would increase ridership by more than 5 percent on one individual Muni route that would exceed 85 percent capacity utilization.

- The proposed Project would contribute considerably to significant cumulative impacts related to transit delays.

- The proposed Project would contribute considerably to significant cumulative pedestrian impacts.

- Construction of the proposed Project would generate noise levels in excess of standards or result in substantial temporary increases in noise levels.

- Operation of the proposed Project could result in the exposure of persons to or generation of noise levels in excess of the San Francisco Noise Ordinance or a substantial temporary, periodic or permanent increase in ambient noise levels in the Project vicinity, above levels existing without the Project.

- Construction of the proposed Project would expose persons to or generate excessive ground-borne vibration or ground-borne noise levels related to annoyance. Construction of the proposed Project could expose persons to or generate excessive ground-borne vibration or ground-borne noise levels related to damage to buildings.

- Construction activities for the proposed Project, in combination with other past, present, and reasonable future projects in the city, would result in a substantial temporary increase in noise or noise levels in excess of the applicable local standards.

- Construction activities associated with Project-related development, in combination with other past, present, and reasonable future projects in the city, would expose sensitive receptors to excessive ground-borne vibration related to annoyance and could result in similar impacts related to damage to buildings. (Significant and Unavoidable for Annoyance).

- Operation of the proposed Project, in combination with other past, present, and reasonable future projects in the city, would result in the exposure of persons to noise in excess of the applicable local standards or a substantial permanent ambient noise level increase in the Project vicinity.

- Construction of the proposed Project would generate fugitive dust and criteria air pollutants, which for criteria air pollutants but not fugitive dust, 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. (Significant and Unavoidable with Mitigation for Criteria Air Pollutants).

- 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.

- During combined Project construction and 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.

- The proposed Project's construction and operation, in combination with other past, present, and reasonable future projects, would contribute to cumulative regional air quality impacts.

- The proposed Project would alter wind in a manner that would substantially affect public areas.

- The proposed Project, in combination with past, present, and reasonably foreseeable future projects, would alter wind in a manner that would substantially affect public areas.

The Planning Commission Secretary is the custodian of records for the Planning Department materials, located in the File for Case No. 2013.0208ENV, at 1650 Mission Street, Fourth Floor, San Francisco, California.

On October 5, 2017, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted this Motion No. 20018, adopting CEQA findings, including a Statement of Overriding Considerations, and adopting an MMRP, and adopted other Motions and Resolutions with respect to the Project.

On October 5, 2017, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the various approvals necessary to implement the Project, including, but not limited to, Planning Code Text and Zoning Map Amendments, approval of the Mission Rock Design

Controls document, approval of a Development Agreement and made findings of General Plan consistency. (See Planning Commission Resolution and Motions numbers 20019, 20020, and 20021. The Planning Commission makes these findings and adopts the MMRP as part of each and all of these approval actions.

MOVED, that the Planning Commission has reviewed and considered the Final EIR and the record associated therewith, including the comments and submissions made to this Planning Commission and the Planning Department's responses to those comments and submissions, and based thereon, hereby adopts the Project Findings required by CEQA attached hereto as Attachment A including a statement of overriding considerations, and adopts the MMRP, included as Exhibit 1 to Attachment A, as a condition of approval for each and all of the approval actions set forth in the Resolutions and Motions described above.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on Thursday, October 5, 2017.

Jonas P. Ionin

Commission Secretary

AYES: Hillis, Richards, Fong, Johnson, Koppel, Melgar, Moore

NAYS: None

ABSENT: None

ADOPTED: October 5, 2017

ATTACHMENT A, EXHIBIT 1

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT **NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.**				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
MITIGATION MEASURES FOR THE SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT				
Cultural Resources (Archaeological Resources) Mitigation Measures				
M-CP-2: Archeological Testing. Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archeological consultant from the rotational Qualified Archeological Consultants List (QACL) maintained by the Planning Department archeologist. The project sponsor shall contact the Planning Department archeologist to obtain the names and contact information for the next three archeological consultants on the QACL. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure at the direction of the Environmental Review Officer (ERO). All plans and reports prepared by the consultant, as specified herein, shall be submitted first and directly to the ERO for review and comment and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of 4 weeks. At the direction of the ERO, the suspension of construction can be extended beyond 4 weeks only if such a suspension is the only feasible means to reduce to a less-than-significant level of potential effects on a significant archeological resource, as defined in CEQA Guidelines, Sections 15064.5 (a) and (c).	Permittee for horizontal improvements, such as infrastructure, in public right-of-ways, and public spaces (hereinafter "infrastructure developer") or vertical developer(s) for work on vertical development parcels and related improvements (hereinafter "vertical developer(s)"),[1] as applicable, to retain qualified professional archaeologist from the rotational pool of archaeological consultants maintained by the Planning	Prior to issuance of site permits.	Infrastructure developer or vertical developer, as applicable, to retain the qualified archeological consultant for the project who shall report to the ERO. Qualified archeological consultant will scope archeological testing program with ERO.	Considered complete when infrastructure developer or vertical developer(s), as applicable, retains a qualified professional archaeological consultant and archeological consultant has approved scope by the ERO and submits any required reports to ERO for the archeological testing program.

[1] Where applicable, "vertical developer" includes the Pier 48 developer.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
	Department.			
Consultation with Descendant Communities: On discovery of an archeological site[2] associated with descendant Native Americans, the overseas Chinese, or other potentially interested descendant group, an appropriate representative[3] of the descendant group and the ERO shall be contacted. The representative of the descendant group shall be given the opportunity to monitor archeological field investigations of the site and offer recommendations to the ERO regarding appropriate archeological treatment of the site, recovered data from the site, and, if applicable, interpretative treatment of the associated archeological site. A copy of the final archeological resources report shall be provided to the representative of the descendant group.	Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant.	For the duration of soil-disturbing activities and data recovery of potentially significant archeological sites.	Infrastructure developer or vertical developer(s) (as applicable) and/or archaeological consultant shall contact the ERO and descendant group representative upon discovery of an archaeological site associated with descendant Native Americans, Overseas Chinese, or interested descendant group. The representative of the descendant group shall be given the opportunity to monitor archaeological field investigations on the site and consult with the ERO regarding appropriate archaeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archaeological site. Archaeological Consultant shall prepare a Final Archaeological Resources	Considered complete upon submittal of Final Archaeological Resources Report.

[2] The term "archeological site" is intended here to include any archeological deposit, feature, burial, or evidence of burial.

[3] 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 NAHC or, in the case of overseas Chinese, the Chinese Historical Society of America. An appropriate representative of other descendant groups should be determined in consultation with the department archeologist.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT **NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.**				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
			Report in consultation with the ERO (per below). A copy of this report shall be provided to the ERO and the representative of the descendant group.	
Archeological Testing Program. The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine, to the extent possible, the presence or absence of archeological resources and identify and evaluate whether any archeological resource encountered on the site constitutes a historical resource under CEQA.	Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant in consultation with the ERO. Development of ATP for a defined geographic area and/or specified construction activities.	Prior to any excavation, site preparation or construction, and prior to testing, submit an ATP for a defined geographic area and/or specified construction activities to and obtain approval by the ERO. A single ATP or multiple ATPs may be produced to address project phasing.	Archaeological consultant to undertake ATP in consultation with ERO.	Prior to any soil disturbing activities. Considered complete upon approval of the ATP by the ERO and finding by the ERO that the ATP is implemented.
At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If, based on the archeological testing program, the archeological consultant finds that significant archeological resources may be present, the ERO, in consultation with the archeological consultant, shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. No archeological data recovery shall be undertaken without the prior approval of the ERO or the Planning Department archeologist. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor:	Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant in consultation with the ERO.	Upon completion of the archeological testing program.	Archaeological consultant to submit results of testing, and, in consultation with ERO, determine whether additional measures are warranted. If significant archaeological resources are present and may be adversely affected., the infrastructure developer or vertical developer(s) (as applicable), at its discretion, may elect to redesign a project, or implement data	Considered complete after ERO review and approval of report(s) on ATP findings.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
			recovery program, unless ERO determines the archaeological resource is of greater interpretive than research significance and that interpretive use is feasible.	
A. The proposed project shall be redesigned so as to avoid any adverse effect on the significant archeological resource, or B. A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.	Written report on ATP findings: Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant in consultation with the ERO.	At the completion of each archaeological testing program.	Archeological consultant shall submit report of the findings of the ATP to the ERO.	After completion of archeological testing program.
Archeological Monitoring Program. If the ERO, in consultation with the archeological consultant, determines that an archeological monitoring program shall be implemented, the archeological monitoring program shall include the following provisions: • The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the archeological monitoring program reasonably prior to any project-related soil-disturbing activities commencing. The ERO, in consultation with the archeological consultant, shall determine what project activities shall be archeologically monitored. In most cases, any soil-disturbing activities, such as demolition, foundation removal, excavation, grading, utility installation, foundation work, pile driving (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archeological resources and 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), know how to identify evidence of the expected resource(s), and know the appropriate protocol in the event of apparent discovery of an archeological	Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant in consultation with the ERO.	The archaeological consultant, infrastructure developer or vertical developer(s) (as applicable), and ERO shall meet prior to the commencement of soil-disturbing activities for a defined geographic area and/or specified construction activities. The ERO in consultation with the archaeological	If required, archaeological consultant to prepare the AMP in consultation with the ERO. Infrastructure developer or vertical developer(s) (as applicable), project archaeological consultant, and infrastructure developer's or vertical developer(s) contractors shall implement the AMP, if required by the ERO.	Considered complete on approval of AMP(s) by ERO; submittal of report regarding findings of AMP(s); and finding by ERO that AMP(s) is implemented.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
resource; • The archeological monitor(s) shall be present on the project site according to the schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits; • The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; • If an intact archeological deposit is encountered, all soil-disturbing activities in the vicinity of the deposit shall cease. The archeological 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 archeological monitor has cause to believe that the pile-driving activity may affect an archeological resource, the pile-driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit and present the findings of this assessment to the ERO. • Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO.		consultant shall determine what archaeological monitoring is necessary. A single AMP or multiple AMPs may be produced to address project phasing.		
Archeological Data Recovery Program. The archeological data recovery program shall be conducted in accordance with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would	Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant in consultation with the ERO.	Upon determination by the ERO that an ADRP is required. A single ADRP or multiple ADRPs may be produced to address project phasing.	If required, archaeological consultant to prepare an ADRP(s) in consultation with the ERO.	Considered complete upon review and approval of the ADRP(s) by the ERO.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR
SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
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 any portions of the archeological resources if nondestructive methods are practical. The scope of the ADRP shall include the following elements: • Field Methods and Procedures. Descriptions of proposed field strategies, procedures, and operations. • Cataloging and Laboratory Analysis. Description of selected cataloging system and artifact analysis procedures. • Discard and Deaccession Policy. Description of and rationale for field and post-field discard and deaccession policies. • Interpretive Program. Consideration of an onsite/offsite public interpretive program during the course of the archeological data recovery program. • Security Measures. Recommended security measures to protect the archeological resource from vandalism, looting, and nonintentionally damaging activities. Final Report. Description of proposed report format and distribution of results. • Curation. 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.				
Final Archeological Resources Report. The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. A separate, brief, non-confidential summary of findings that can be made available to the public shall be submitted with each FARR.	Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant in consultation with the ERO.	For infrastructure developer-prior to acceptance of work. Prior to issuance of Certificate of Temporary or Final Occupancy, whichever occurs first.	If applicable, archaeological consultant to submit a Draft FARR to ERO.	Considered complete on submittal of FARR and approval by ERO.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT **NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.**				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archeological Site Survey Northwest Information Center (NWIC) shall receive one copy, the ERO shall receive a copy of the transmittal of the FARR to the NWIC, and 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 high interpretive value of the resource, the ERO may require a final report content, format, and distribution different from that presented above.	Archaeological consultant at the direction of the ERO.	Upon approval of the FARR by the ERO.	Archaeological consultant to distribute FARR.	Considered complete when archaeological consultant provides written certification to the ERO that the required FARR distribution has been completed.
M-CP-3: Treatment of Human Remains, Associated or Unassociated Funerary Objects. The treatment of human remains and associated or unassociated funerary objects discovered during any soil-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 are Native American remains, notification of the Native American Heritage Commission (NAHC), which shall appoint a Most Likely Descendant (MLD) (PRC Section 5097.98). The ERO will also be immediately notified. The archeological consultant, project sponsor, ERO, and MLD shall have up to but not beyond 6 days after the discovery to make all reasonable efforts to develop an agreement for the treatment of human remains and associated or unassociated funerary objects with appropriate dignity (CEQA Guidelines. Section 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. Nothing in existing state regulations or in this mitigation measure compels the project sponsor and the ERO to accept recommendations of an MLD. The archeological consultant shall retain possession of any Native American human remains and associated or unassociated burial objects until completion of any scientific analyses of the human remains or objects, as specified in the treatment agreement, if such an agreement has been made or, otherwise, as determined by the archeological consultant and the ERO.	Infrastructure developer or vertical developer(s) (as applicable) and archaeological consultant, in consultation with the San Francisco Coroner, NAHC, ERO, and MLD.	In the event human remains and/or funerary objects are encountered, during soils disturbing activity.	Archaeological consultant or archaeological monitor or infrastructure developer or vertical developer(s) or contractor to contact San Francisco County Coroner and ERO Implement regulatory requirements, if applicable, regarding discovery of Native American human remains and associated and/or unassociated funerary objects. Contact archaeological consultant and ERO.	Considered complete on notification of the San Francisco County Coroner, ERO, and NAHC, if necessary, and completion of treatment agreement and/or analysis.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
M-CP-4: Tribal Cultural Resources Interpretive Program. If the ERO determines that a significant archeological resource is present, and if in consultation with the affiliated Native American tribal representatives, the ERO determines that the resource constitutes a tribal cultural resource (TCR) and that the resource could be adversely affected by the proposed project, the proposed project shall be redesigned so as to avoid any adverse effect on the significant tribal cultural resource, if feasible. If the Environmental Review Officer (ERO) determines that preservation-in-place of the tribal cultural resource (TCR) pursuant to Mitigation Measure M-CP-2, Archeological Testing, is both feasible and effective, then the archeological consultant shall prepare an archeological resource preservation plan (ARPP). Implementation of the approved ARPP by the archeological consultant shall be required when feasible. If the Environmental Review Officer (ERO), if in consultation with the affiliated Native American tribal representatives and the Project Sponsor, determines that preservation□in□place of the tribal cultural resources is not a sufficient or feasible option, the project sponsor shall implement an interpretive program of the TCR in consultation with affiliated tribal representatives. An interpretive plan produced in consultation with the ERO and affiliated tribal representatives, at a minimum, and approved by the ERO would be required to guide the interpretive program. The plan shall identify, as appropriate, proposed locations for installations or displays, the proposed content and materials of those displays or installation, the producers or artists of the displays or installation, and a long□term maintenance program. The interpretive program may include artist installations, preferably by local Native American artists, oral histories with local Native Americans, artifacts displays and interpretation, and educational panels or other informational displays.	Infrastructure developer or vertical developer(s) (as applicable), archaeological consultant, and ERO, in consultation with the affiliated Native American tribal representatives.	If significant archeological resources are present, during implementation of the project.	Infrastructure developer, vertical developer(s), or archaeological consultant shall implement the project redesign, completion of archeological resource preservation plan, or interpretive program of the TCR, if required.	Considered complete upon project redesign, completion of ARPP, or interpretive program of the TCR, if required.
Transportation and Circulation Mitigation Measures				
M-TR-3: Parking Garage and Intersection Queue Impacts. The easternmost driveway on Long Bridge Street (i.e., closest to Bridgeview Street) shall be restricted to right-in, right-out access during all times. Restricted access could be accomplished by placing signage (i.e., on Long Bridge Street to direct westbound traffic to the westernmost garage driveway, and within the parking garage for exiting traffic to indicate outbound right	Infrastructure developer, garage operator, or vertical developer(s) of garage.	Prior to issuance of certificate of occupancy of Block D2 parking garage. Note: Mitigation	SFMTA, in consultation with the Planning Department and the Port, to review and sign off on detailed plans regarding driveways to ensure design will	Considered complete upon approval of the final driveway plans by SFMTA,

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
turn movement only allowed) as well as delineators of a sufficient length in the middle of Long Bridge Street to block left-turn access to the driveway.		Measure M-TR-3 is not applicable to Variant 3 (Reconfigured Parking).	sufficiently restrict movements at driveway to right-in, right-out.	Planning Department, and the Port.
M-TR-4.1: Provide Fair-Share Contribution to Improve 10 Townsend Line Capacity. Upon completion and occupancy of Phase 1 of the proposed project and upon completion and occupancy of each subsequent phase as defined in the Development Agreement the project sponsor shall obtain from SFMTA the current ridership on the 10 Townsend and conduct an assessment of the capacity utilization at the screenline's Maximum Load Point (MLP) for weekday AM and PM peak hour conditions. If the capacity utilization exceeds 85 percent, a fair share contribution payment shall be made to SFMTA by the project sponsor, calculated as further provided in a Transit Mitigation Agreement described below, and attached to or incorporated into the Development Agreement. Such payment shall be adjusted, as appropriate, to the extent, if any, that the proposed project reflects either the High Residential Assumption or High Commercial Assumption based upon all phases of the proposed project that have been completed up to such date. Accordingly, the fair share contributions by phase may differ by scenario because the number of transit riders varies due to different mixes of land use. If the capacity utilization based on SFMTA's ridership data is less than 85 percent, then the project sponsor's fair share payment for that phase shall be $0 and the process will repeat at the next subsequent phase. Each subsequent fair share calculation shall take account of amounts paid for prior phases, to ensure that payments are not duplicative for the same transit rider impacts. The project sponsor shall enter into a Transit Mitigation Agreement with the SFMTA pursuant to which the project sponsor will make a fair share contribution to the cost of providing additional bus service or otherwise improving service on the 10 Townsend. The fair share contribution as documented in the Transportation Impact Study for the proposed project shall not exceed the following amounts, in total across all phases: a. $991,230 for High Commercial Assumption	Infrastructure developer and/or vertical developer(s), Transportation Coordinator, and SFMTA.	Prior to issuance of certificate of occupancy of Phase 1 of the proposed project, enter into Transit Mitigation Agreement. Upon issuance of a certificate of occupancy for each phase of development as defined in the Development Agreement, SFMTA to provide ridership data and assess capacity utilization and, if capacity utilization exceeds 85 percent, the infrastructure developer/vertical developer(s) would pay fair share contribution fees as specified in this measure, which would be used by	Infrastructure developer and/or vertical developer(s) and Transportation Coordinator to obtain current ridership on the 10 Townsend from SFMTA and conduct an assessment of the capacity utilization associated with the project, as described in the measure. If the capacity utilization of the 10 Townsend line at its maximum load point exceeds 85 percent as measured at the completion of any individual project phase, and the SFMTA has committed to implement M-TR-4.1, the infrastructure developer shall provide a fair share contribution subject to the limits stated in M-TR-4.1 to capital costs for SFMTA to implement one of the designated capacity enhancement measures.	Considered complete upon execution of Transit Mitigation Agreement and payment of fair share contribution as described in this M-TR-4.1 for any phase of development for which such contribution is determined to be necessary.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
b. $782,706 for High Residential Assumption SFMTA will determine whether adding bus(es) or other measures are more desirable to increase capacity along the route and will use the funds provided by the project sponsor to implement the most desirable measure(s), which may include but is not limited to the following measures: 1. Convert to using higher-capacity vehicles on the 10 Townsend route. In this case, the project sponsors fair share contribution may be utilized to convert the route to articulated buses. Some bus stops along the route may not currently be configured to accommodate the longer articulated buses. Some bus zones could be extended by removing one or more parking spaces at locations where appropriate space is available. 2. Instead of adding more buses to a congested route, increase travel speeds along the route which would allow for buses to move faster thus increasing efficiency and reliability. In this case, the project sponsor's fair share contribution may be used to fund a study to identify appropriate and feasible improvements and/or implement a portion of the improvements that would increase travel speeds enough to increase capacity along the bus route. Such improvements could include transit only lanes, transit signal priority, and transit boarding improvements. 3. Increase capacity along the corridor by adding a new Muni service route in this area. If this option is selected, the project sponsor's fair share contribution may fund the purchase of the new vehicles.		SFMTA to increase capacity.		
M-TR-4.2: Provide Fair-Share Contribution to Improve 30 Stockton Line Capacity Proposed Project. Upon completion and occupancy of Phase 1 of the proposed project and upon completion and occupancy of each subsequent phase as defined in the Development Agreement, the project sponsor shall obtain from SFMTA the current ridership on the 30 Stockton and conduct an assessment of the capacity utilization at the Maximum Load Point (MLP) on the route between the proposed project and Market Street for weekday PM peak hour conditions. If the capacity utilization exceeds 85 percent, a fair share contribution payment shall be made by the project sponsor, calculated as further provided in Transit Mitigation Agreement described below, and attached to or incorporated into the Development Agreement. Such payment shall be	Infrastructure developer and/or vertical developer(s), or Transportation Coordinator, and SFMTA.	Prior to issuance of certificate of occupancy of Phase 1 of the proposed project, enter into Transit Mitigation Agreement. Upon issuance of a certificate of occupancy for each phase of development as	Infrastructure developer or Transportation Coordinator to obtain current ridership on the 30 Stockton from SFMTA and conduct an assessment of the capacity utilization associated with the project, as described in the measure. If the capacity utilization of the 30 Stockton line at its maximum load point exceeds 85 percent as measured at	Considered complete upon execution and implementation of Transit Mitigation Agreements and payment of fair share contribution as described in this M-TR-4.2 for any phase for which

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT **NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.**				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
adjusted, as appropriate, to the extent, if any, that the proposed project reflects either the High Commercial Assumption or the High Residential Assumption, the latter of which does not require any fair share contribution. The fair share contributions differ by scenario because the number of transit riders varies due to different mixes of land use. If the capacity utilization based on SFMTA's ridership data is less than 85 percent, then the project sponsor's fair share payment for that phase shall be $0 and the process will repeat at the next subsequent phase. Each subsequent fair share calculation shall take account of amounts paid for prior phases, to ensure that payments are not duplicative for the same transit rider impacts. The project applicant shall enter into a Transit Mitigation Agreement with the SFMTA pursuant to which the project applicant will make a fair share contribution to the cost of providing additional bus service or otherwise improving service on the 30 Stockton. The fair share contribution as documented in the Transportation Impact Study for the proposed project shall not exceed the following amounts, in total across all phases: a. $417,691 for High Commercial Assumption b. $0 for High Residential Assumption SFMTA will determine whether adding bus(es) or other measures are more desirable to increase capacity along the route and will use the funds provided by the project sponsor to implement the most desirable measure(s), which may include but is not limited to the following measures: 1. Convert to using higher-capacity vehicles on the 30 Stockton route. In this case, the project sponsors fair share contribution may be utilized to convert the route to articulated buses. Some bus stops along the route may not currently be configured to accommodate the longer articulated buses. Some bus zones could be extended by removing one or more parking spaces at locations where appropriate space is available. 2. Instead of adding more buses to a congested route, increase travel speeds along the route which would allow for buses to move faster thus increasing efficiency and reliability. In this case, the project sponsor's fair share contribution may be used to fund a study to identify appropriate and feasible improvements and/or implement a portion of the improvements that would increase travel speeds enough to increase capacity along the		defined in the Development Agreement, SFMTA to provide ridership data and assess capacity utilization and, if capacity utilization exceeds 85 percent, the infrastructure developer/vertical developer(s) would pay fair share contribution fees as specified in this measure, which would be used by SFMTA to increase capacity.	the completion of any individual project phase, and the SFMTA has committed to implement M-TR-4.2, the infrastructure developer shall provide the fair share contribution subject to the limits stated in M-TR-4.2 to capital costs for SFMTA to implement one of the designated capacity enhancement measures.	such contribution is determined to be necessary.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
bus route. Such improvements could include transit only lanes, transit signal priority, and transit boarding improvements. 3. Increase capacity along the corridor by adding a new Muni service route in this area. If this option is selected, the project sponsor's fair share contribution may fund the purchase of the new vehicles.				
M-TR-6: Parking Garage and Intersection Queue Impacts on Transit Delay A. The westernmost driveway on Mission Rock Street (i.e., closest to Third Street) shall be restricted to right-in, right-out access and closed during large AT&T Park events. Restricted access could be accomplished by placing signage as well as delineators of a sufficient length on the center line on Mission Rock Street t, east of Third Street o block left-turn access to the driveway.	Infrastructure developer and/or garage operator SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage management staff, event staff.	Prior to certificate of occupancy for Block D garage.	SFMTA, in consultation with the Planning Department and the Port, to review and sign off on detailed plans regarding driveways to ensure design will sufficiently restrict movements at driveway to right-in, right-out.	Infrastructure developer's/ garage operator's obligations deemed complete once construction of listed improvements are complete.
B. A "keep clear" zone shall be provided in front of the easternmost driveway on Mission Rock Street (i.e., closest to Bridgeview Street) to prevent westbound queues at the Third Street/Mission Rock traffic signal from blocking inbound access to the driveway. The Keep Clear pavement markings shall be placed in the westbound lane immediately in front of the easternmost driveway for the Block D2 parking garage.	Infrastructure developer and/or garage operator SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage management staff, event staff.	Prior to the opening of the Block D2 garage.	SFMTA, in consultation with the Planning Department and the Port, to review and sign off on detailed plan regarding the easternmost driveway keep clear zone.	Infrastructure developer's/ garage operator's obligations deemed complete once construction of listed improvements are complete.
C. The southbound left-turn lane at the Third Street/Mission Rock Street intersection shall be restriped to extend the length of the left-turn lane to 350 feet. Advance traffic signal detection equipment shall be installed at the end of the newly striped left-turn pocket to detect when queues fill up the left-turn pocket and extend north to the end of the pocket near the Third Street/Channel Street intersection, allowing additional green time to be allocated to the southbound left-turn movement at the Third Street/Mission Rock Street traffic signal.	Infrastructure developer and/or garage operator SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage	Prior to certificate of occupancy for Block D garage; sequencing and selection of interventions outlined within Item C shall be at the direction of the	SFMTA, in consultation with the Planning Department and the Port, to review and sign off on detailed plans regarding extension of the left-turn pocket on Third Street/Mission Rock Street.	Infrastructure developer's/garage operator's obligations deemed complete once construction of listed improvements are complete.

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
	management staff, event staff.	SFMTA. In the case that the SFMTA identifies any of these intervention as technically challenging, infeasible, or undesirable because of resultant operational issues, other interventions must be selected.		
D. Wayfinding signs including Static and Variable Message Signs will be installed to provide directions to the parking garages and to provide traffic alerts, messages, and alternate driving routes for drivers traveling to the Block D2 aboveground garage, to destinations in the vicinity, or through the area. Four High Visibility Static Signs will be installed, three on the approaches to the Third Street/Mission Rock Street intersections (for southbound, eastbound and northbound directions) and one for northbound drivers on Terry A. Francois Boulevard, south of Mission Rock Street. One permanent Variable Message Sign shall be installed for southbound drivers on Third Street, between King Street and Berry Street.	Infrastructure developer and/or garage operator SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage management staff, event staff.	Prior to certificate of occupancy for Block D garage.	SFMTA, in consultation with the Planning Department and the Port, to review and sign off on detailed plans regarding wayfinding signs including Static and Variable Message Signs.	Infrastructure developer's/ garage operator's obligations deemed complete once construction of listed improvements is complete.
E. The project sponsor shall enter into an Event Mitigation Agreement with the SFMTA that provides for Parking Control Officers (PCOs) to manage traffic within the project site adjacent to the proposed project's parking garages and on Exposition Street (between Third Street and the Shared Public Way) during all AT&T Park events and on-site events with 15,000 or more attendees.	Infrastructure developer and/or garage operator, SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage management staff,	Enter into Event Mitigation Agreement prior opening of the Block D2 parking garage. Prior to commencement of construction on the site, and on-going	Infrastructure developer and/or garage operator to enter in Event Management Agreement with SFMTA, who should provide for implementation of all of these items, as well as closure of the westernmost driveway during AT&T events per Item A.	Considered complete upon Infrastructure developer and SFMTA entering into Event Mitigation Agreement.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT **NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.**				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
	event staff.	through the life of project.		
F. The site's transportation coordinator shall be a member of the Mission Bay Ballpark Transportation Coordination Committee and provide notification prior to the start of any on-site event that would overlap with an event at AT&T Park or the Warriors arena.	Infrastructure developer and/or garage operator SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage management staff, event staff.	Enter into Event Mitigation Agreement prior opening of the Block D2 parking garage. With commencement of construction, and on-going through life of the project.	Infrastructure developer and/or garage operator to enter into Event Management Agreement with SFMTA, who should provide for implementation of all of these items, as well as closure of the westernmost driveway during AT&T events per Item A.	Upon infrastructure developer and SFMTA entering into Event Mitigation Agreement and ongoing during project operations.
G. Traffic destined for the proposed project's parking garages will be monitored by the owner/operator during all AT&T Park events and on-site events with 15,000 or more attendees, and periodically during weekday a.m. and p.m. peak hours, to ensure that garage access queues do not affect operations of the T Third transit line. Action will be taken by the Mission Rock Transportation Coordinator, onsite transportation staff, parking garage management staff, event staff, and/or PCOs assigned to event traffic management to implement real-time traffic management strategies (i.e., alternative traffic routing, temporal parking pricing, enhanced garage driveway controls, etc.) to reduce vehicle garage access queues so they do not affect operations of the T Third line.	Infrastructure developer and/or garage operator SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage management staff, event staff.	Enter into Event Mitigation Agreement prior opening of the Block D2 parking garage. With commencement of construction, and on-going through life of the project; the weekday (non-event) AM and PM peak-hour monitoring shall be conducted quarterly on a Tuesday, Wednesday, or Thursday of a	Infrastructure developer and/or garage operator to enter into Event Management Agreement with SFMTA, who should provide for implementation of all of these items, as well as closure of the westernmost driveway during AT&T events per Item A.	Upon Infrastructure developer and SFMTA entering into Event Mitigation Agreement and ongoing during project operations.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
		non-holiday week.		
H. If the SFMTA Director, or his or her designee, receives information that a recurring queue that could affect the operation of the T Third line is imminent or present, SFMTA shall notify the property owner in writing. Upon request, the owner/operator shall hire a qualified transportation consultant to evaluate the conditions at the site for no less than 7 days. The consultant shall prepare a monitoring report to be submitted to SFMTA for review. If SFMTA determines that a recurring queue does exist, the facility owner/operator shall have 45 days from the date of the written determination to abate the excessive recurring queue. Approaches to queue abatement could include but are not limited to: changing parking access and revenue collection system (PARCS) technology to process vehicles more rapidly, adjusting the layout of the garage's ground floor to accommodate more queuing vehicles within the garage, implementing peak-period surge pricing to encourage garage access and egress outside of times with recurrent excessive queues; installing additional variable message signage further upstream from the site to direct drivers to garage access routes away from affected intersections; and/or closing, limiting or controlling Mission Rock Street access from Third Street during times with excessive recurrent queuing and redirecting garage-bound traffic to Terry A. Francois Boulevard.	Infrastructure developer and/or garage operator vertical, SFMTA, Planning Department, Transportation Coordinator, onsite transportation staff, parking garage management staff, event staff.	As may be requested during operations, per written notification by SFMTA With commencement of operation of the Block D2 garage and on-going through the life of the project. If analysis is requested, the analysis shall be conducted during a period that is representative of standard traffic patterns, e.g. on week that does not contain a holiday, is not during winter break, or off-season, etc. The analysis period chosen by the infrastructure developer/garage operator and consultants must be approved by the SFMTA.	SFMTA.	Ongoing during project operations after opening of Block D2 garage.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
M-TR-9: Install Traffic Signals and Related Intersection Improvements at Unsignalized Intersections on Fourth Street at Mission Rock Street and Long Bridge Street. Prior to issuance of approval of the third building site permit, but in no event later than the site permit for the Block D2 parking garage, the project sponsor shall provide funding to SFMTA, for a maximum amount of $1 million for SFMTA to design and construct (1) a traffic signal at the intersection of Fourth Street/Long Bridge Street and (2) a traffic signal at the intersection of Fourth Street/Mission Rock Street. These improvements should be constructed by SFMTA prior to opening of the Block D2 parking garage.	Infrastructure developer, SFMTA.	Payment to SFMTA: Prior to issuance of approval of the third building site permit, but in no event later than the site permit for the Block D2 parking garage. Installation of traffic signals: Prior to opening of the Block D2 parking garage.	SFMTA.	Infrastructure developer's obligations deemed complete once payment is made. SFMTA's obligations deemed complete once traffic signals are constructed.
M-TR-10: Bicycle-Truck Interface at Pier 48. The project shall construct a highly visible crossing treatment across the driveway as well as bollards and detectable warning pavers that satisfy ADA requirements at the Pier 48 driveway's beginning and end locations along the Blue Greenway path to warn cyclists and pedestrians of the upcoming driveway crossing.	Pier 48 developer.	Prior to occupancy of Pier 48.	Planning Department will monitor.	Considered complete when crossing treatment is constructed.
The project shall provide a traffic control staff at the junction of the Blue Greenway and the driveway to the Pier 48 valley during deliveries to manage bicycle and truck traffic. A flagger shall be provided to manage bicycle and pedestrian travel along the Blue Greenway at the Pier 48 valley driveway whenever trucks back into Pier 48.	Pier 48 developer.	During deliveries.	Pier 48 developer to document arrangement for traffic control staff to manage traffic during deliveries. Planning Department to review documentation.	Ongoing during deliveries.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
M-TR-11.1: Commercial Loading Supply – Monitor Loading Activity and Implement Additional Loading Management Strategies as Needed. After completion of the first phase of the proposed project and prior to approval of each subsequent phase, the project sponsor shall conduct a study of utilization of commercial loading spaces. The methodology for the study shall be reviewed and approved by the Planning Department prior to completion. If the result of the study indicates that fewer than 15 percent of the commercial loading spaces are available during the peak loading period, the project sponsor shall implement additional loading management strategies and/or provide additional or expanded off-street loading supply sufficient to meet the loading demand in subsequent phases of the project in either the garages or in off-street parking in individual buildings, consistent with the proposed project's design intent. Additional loading strategies could include (but are not limited to): expanding efforts to coordinate with parcel delivery companies to schedule deliveries to the site during hours outside the peak hour of loading, installing parcel lock boxes that allow parcel delivery personnel unsupervised access to enable off-hour deliveries, coordinating delivery services across buildings to enable the delivery of several buildings' packages to a single location, and/or encouraging deliveries to the retail and restaurant components of the projects to happen during early morning or late evening hours. The project sponsor may also address a shortfall by reserving parking spaces for smaller delivery vehicles such as autos or vans, which comprise approximately two-thirds of the vehicle types for freight delivery service, on the ground floor of the Block D2 garage during peak or appropriate business hours for small-vehicle deliveries and, in connection therewith, providing hand trucks, bicycles, or electric wheeled carts for distribution of packages to buildings throughout the site. If plans for individual buildings include a driveway to off-street loading or parking (maximum 10 off-street spaces) along a frontage that has a designated on-street loading zone, an equivalent amount or level of off-street loading space shall be provided to effectively replace the lost on-street loading area.	Infrastructure developer, vertical developer(s) or garage operators (as applicable).	Study completion: after completion of the first phase of the proposed project and prior to approval of each subsequent phase. If additional loading management strategies ongoing in subsequent phases are needed: after completion of each phase for which additional strategies are applicable.	Planning Department, in consultation with the SFMTA, will review and approve methodology of utilization study. Infrastructure developer, vertical developer(s), and garage operators (as applicable) will provide report to Planning Department on implementation of additional loading management strategies, if required.	Considered complete for each phase after Planning Department staff reviews and approves the study, in consultation with the SFMTA, and, if deemed necessary, the infrastructure developer, vertical developer(s), and garage operators (as applicable) incorporate provides a report of how it incorporated any additional management strategies for loading into each applicable phase.

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
M-TR-11.2: Coordinate Deliveries and Tenant Moving Activities. The project's transportation coordinator and in-building concierges shall coordinate with building tenants and delivery services to minimize deliveries and moving activities during peak periods, and endeavor to spread deliveries across the full day and moving activities to time periods after regular working hours, thereby reducing activity during the peak hour for loading. Although many deliveries cannot be limited to specific hours, the transportation coordinator and in-building concierges shall work with tenants to find opportunities to consolidate deliveries and reduce the need for peak-period deliveries, wherever possible.	Project Transportation Coordinator and vertical developer(s).	Ongoing.	Planning Department will monitor.	On-going during project operations.
M-C-TR-4: Provide Fair-Share Contribution to Improve 10 Townsend Line Capacity Proposed Project. Upon completion and occupancy of Phase 1 and upon completion and occupancy of each subsequent phase of the proposed project as defined in the Disposition and Development Agreement, the project sponsor shall fund a transit capacity study to be reviewed and approved by the SFMTA. The project sponsor shall obtain from SFMTA the current ridership on the 10 Townsend and conduct an assessment of the capacity utilization at the screenline's Maximum Load Point (MLP) for weekday AM and PM peak hour conditions. If the capacity utilization exceeds 85 percent, a fair share payment shall be made to SFMTA by the project sponsor, calculated as further provided in a Transit Mitigation Agreement. Such payment shall be calculated in light of the project's progress towards one or the other of the development scenario (i.e. High Commercial or High Residential) as reflected by all phases of the project that have been completed up to such date. The fair share contributions by phase differ by scenario because the number of transit riders varies due to different mixes of land use. If the capacity utilization based on SFMTA's ridership data is less than 85 percent, then the project sponsor's fair share payment for that phase shall be $0 and the process will repeat at the next subsequent phase. Each subsequent fair share calculation shall take account of amounts paid for prior phases, to ensure that payments are not duplicative for the same transit rider impacts.	Infrastructure developer and/or vertical developer(s), Transportation Coordinator, and SFMTA.	Prior to issuance of certificate of occupancy of Phase 1 of the proposed project, enter into Transit Mitigation Agreement. Upon issuance of a certificate of occupancy for each phase of development as defined in the Development Agreement, SFMTA to provide ridership data and assess capacity utilization and, if capacity utilization exceeds 85 percent, the infrastructure developer/vertical developer(s) would pay fair share contribution fees as	Infrastructure developer and/or vertical developer(s) and Transportation Coordinator to obtain current ridership on the 10 Townsend from SFMTA and conduct an assessment of the capacity utilization associated with the project as described in the measure. If the capacity utilization of the 10 Townsend line at its maximum load point exceeds 85 percent as measured at the completion of any individual project phase, and the SFMTA has committed to implement M-C-TR-4, the infrastructure developers shall provide the fair share contribution subject to the limits stated in M-C-TR-3 to capital costs for SFMTA to implement one of the designated capacity enhancement measures.	Considered complete upon execution of Transit Mitigation Agreement for each phase of development, for which this measure is determined to be necessary.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
The project sponsor shall enter into a Transit Mitigation Agreement with the SFMTA under which the agreement shall provide for the project sponsor to make a fair share contribution to the cost of providing additional bus service or improving service on the 10 Townsend by paying a fee. The fair share contribution as documented in the Transportation Impact Study from the proposed project shall not exceed the following amounts, in total across all phases: a. $391,179 for High Commercial b. $324,595 for High Residential SFMTA may determine that other measures to increase capacity along the route would be more desirable than adding buses and may use the funds provided by the project sponsor to implement these other measures, which include but are not limited to the following measures: 1. Convert to using higher-capacity vehicles on the 10 Townsend route. In this case, the project sponsor's fair share contribution may be utilized to convert the route to articulated buses. Some bus stops along the route may not currently be configured to accommodate the longer articulated buses. Some bus zones could be extended by removing one or more parking spaces at locations where appropriate space is available. 2. Instead of adding more buses to a congested route, it would be more desirable to increase travel speeds along the route which would allow for buses to move faster thus increasing efficiency and reliability. In this case, the project sponsor's fair share contribution may be used to fund a study to identify appropriate and feasible improvements and/or implement a portion of the improvements that would increase travel speeds enough to increase capacity along the bus route. Such improvements could include transit only lanes, transit signal priority, and transit boarding improvements. 3. Another option to increase capacity along the corridor is to add a new Muni service route in this area. If this option is selected, the project sponsor's fair share contribution may fund the purchase of the new vehicles.		specified in this measure, which would be used by SFMTA to increase capacity.		

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
Noise and Vibration Mitigation Measures				
M-NOI-1: Prepare and Implement a Construction Noise Control Plan to Reduce Construction Noise at Noise-Sensitive Land Uses. The project sponsor shall develop a noise control plan that requires the following: • Construction contractors shall specify noise-reducing construction practices that will be employed to reduce construction noise from construction activities. The measures specified by the project sponsor shall be reviewed and approved by the City prior to the issuance of building permits. Measures that can be used to limit noise include, but are not limited to, those listed below. o Locate construction equipment as far as feasible from noise-sensitive uses. o Require that all construction equipment powered by gasoline or diesel engines have sound control devices that are at least as effective as those originally provided by the manufacturer and that all equipment be operated and maintained to minimize noise generation. o Idling of inactive construction equipment for prolonged periods shall be prohibited (i.e., more than 5 minutes). o Prohibit gasoline or diesel engines from having unmuffled exhaust systems. o Use noise-reducing enclosures around noise-generating equipment that has the potential to disturb nearby land uses. o Ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, intake silencers, ducts, engine enclosures, acoustically attenuating shields or shrouds) wherever feasible. o Monitor the effectiveness of noise attenuation measures by taking noise measurements. A plan for noise monitoring shall be provided to the City for review prior to the commencement of each construction phase.	Infrastructure developer and/or vertical developer(s) (as applicable).	Prior to the issuance of building permits; implementation ongoing during construction.	Infrastructure developer or vertical developer(s) (as applicable) to submit the Construction Noise Control Plan to the Port's Building Permit Group.[4] A single Noise Control Plan or multiple Noise Control Plans may be produced to address project phasing.	Considered complete upon submittal of the Construction Noise Control Plan to the Port's Building Permit Group.

[4] The Port may designate another agency, such as the Planning Department, to carry out monitoring and reporting, and any reference to Port responsibilities includes such designated agencies.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
• Impact tools (e.g., jack hammers, pavement breakers, rock drills) used for project construction shall be "quiet" gasoline-powered compressors or electrically powered compressors, and electric rather than gasoline- or diesel-powered engines shall be used to avoid noise associated with compressed air exhaust from pneumatically powered tools. However, where the use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used; which could achieve a reduction of 5 dBA. Quieter equipment shall be used when feasible, such as drills rather than impact equipment. • Construction contractors shall be required to use "quiet" gasoline-powered compressors or electrically powered compressors and electric rather than gasoline- or diesel-powered forklifts for small lifting. • Stationary noise sources, such as temporary generators, shall be located as far from nearby receptors as possible; they shall be muffled and enclosed within temporary enclosures and shielded by barriers, which could reduce construction noise by as much as 5 dB, or other measures, to the extent feasible.				
• Prior to the issuance of the building permit, along with the submission of construction documents, the project sponsor shall submit to the Planning Department and Department of Building Inspection a list of measures for responding to and tracking complaints pertaining to construction noise. These measures shall include: o Identification of measures that will be implemented to control construction noise. o A procedure and phone numbers for notifying the Department of Building Inspection, the Department of Public Health, or the Police Department of complaints (during regular construction hours and off hours). o A sign posted onsite describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction. o Designation of an onsite construction complaint and enforcement manager for the project.	Infrastructure developer and/or vertical developer(s) (as applicable).	Prior to the issuance of each building permit for duration of the project.	Infrastructure developer and/or vertical developer(s) (as applicable) to submit a list of measures for handling noise complaints to the Planning Department and Department of Building Inspection.	Considered complete upon review and approval of the complaint tracking measures by the Planning Department and Department of Building Inspection.

MITIGATION MONITORING AND REPORTING PROGRAM FOR
SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
○ A plan for notification of neighboring residents and nonresidential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise-generating activities (defined as activities that generate noise levels of 90 dBA or greater) about the estimated duration of the activity and the associated control measures that will be implemented to reduce noise levels.				
Mitigation Measure M-NOI-2.1: Noise Control Plan for Special Outdoor Amplified Sound. To reduce potential impacts related to noise generated by events in project outdoor use areas, 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: • The project sponsor shall comply with noise controls and restrictions in applicable entertainment permit requirements for outdoor concerts, and shall comply with the Port of San Francisco's "Good Neighbor" standards, unless the Port Commission makes a specific finding that a particular condition is unnecessary or infeasible. • Speaker systems shall be directed away from the nearest sensitive receptors to the degree feasible. • In order to limit or prevent sleep disturbance, events with amplified sound shall, to the extent reasonable and appropriate given the nature and context of the event, end at 10:00 p.m.	Infrastructure developer and/or park manager, the Port, parks management entity and/or parks programming entity.	Prior to the issuance of event permit.	Infrastructure developer and/or park manager, the Port, parks management entity and/or parks programming entity to submit the Noise Control Plan to the Port.	Considered complete upon submission and approval of the Noise Control Plan by the Port, although the Noise Control Plan may be adjusted as needed.
Mitigation Measure M-NOI-2.2: Stationary Equipment Noise Controls. Noise attenuation measures shall be incorporated into all stationary equipment (including HVAC equipment and emergency generators) installed on all buildings that include such stationary equipment as necessary to meet noise limits specified in Section 2909 of the Police Code. Interior noise limits shall be met under both existing and future noise conditions, accounting for foreseeable changes in noise conditions in the future (i.e., changes in on-site building configurations). Noise attenuation measures could include provision of sound enclosures/barriers, addition of roof parapets to block noise, increasing setback distances from sensitive receptors, provision of louvered vent openings, location of vent openings away from adjacent residential uses, and restriction of generator testing to the daytime hours.	Vertical developer(s).	Prior to the issuance of certificate of occupancy for each building located on the site.	The Port's Building Permit Group to review construction plans regarding noise attenuation measures for stationary equipment.	Considered complete after submittal and approval of plans including noise attenuation measures by the Port's Building Permit Group.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
Mitigation Measure M-NOI-2.3: Design of Future Noise-Sensitive Uses. Prior to issuance of a building permit for a residential building on Mission Rock Boulevard between Terry A. Francois Boulevard and Third Street, a noise study shall be conducted by a qualified acoustician to determine the need to incorporate noise attenuation measures into the building design in order to meet Title 24's interior noise limit for residential uses as well as the City's (Article 29, Section 2909(d)) 45-dBA (Ldn) interior noise limit for residential uses. This evaluation shall account for the projected increase in traffic noise as a result of project traffic along Mission Rock Boulevard between Terry A. Francois Boulevard and Third Street and any new shielding benefits provided by surrounding buildings that exist at the time of development, future cumulative traffic noise increases on adjacent roadways, existing and planned stationary sources (i.e., emergency generators, HVAC, etc.), and future noise increases from all known cumulative projects located with direct line-of-sight to the project building.	Vertical developer(s) and qualified acoustician.	Prior to the issuance of the building permit for vertical construction of any residential building on each parcel on Mission Rock Boulevard between Terry A. Francois Boulevard and Third Street.	Port staff to review the noise study. A single noise study or multiple noise studies may be produced to address project phasing.	Considered complete after submittal and approval of the noise study by the Port.
Mitigation Measure M-NOI-2.4: Design of Future Noise-Generating Uses near Residential Uses. Future land uses shall be designed to minimize the potential for sleep disturbance (defined as exceeding 45 dBA at residential interiors during the hours of 10 p.m. to 7 a.m.) at any future adjacent residential uses. Design approaches including, but not limited to, the following shall be incorporated into future development plans to minimize the potential for noise conflicts of future uses on the project site: • Design of Future Noise-Generating Uses. To reduce potential conflicts between sensitive receptors and new noise-generating land uses located adjacent to these receptors, exterior facilities such as loading areas/docks, trash enclosures, and surface parking lots shall be located on the sides of buildings facing away from existing or planned sensitive receptors (e.g., residences). If this is not feasible, these types of facilities shall be enclosed or equipped with appropriate noise shielding. • Design of Future Above-Ground Parking Structure on Block D2. For parking garage on Block D2, the sides of the parking structures facing adjacent or nearby existing or planned residential uses shall be designed to shield residential receptors from noise associated with parking cars.	Garage developer (for Block D2 garage) and vertical developer(s) (for commercial/office buildings),	Prior to the issuance of a building permit for each commercial/office building, and prior to issuance of building permit for Block D2 parking garage.	The Port's Building Permit Group to review construction plans to confirm that future noise-generating land uses meet the requirements of this Measure M-NOI-2.4.	Considered complete after submittal and approval of construction plans by the Port's Building Permit Group.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
M-NOI-3.1: Pile-Driving Control Measures – Annoyance. To reduce impacts associated with pile driving, a set of site–specific vibration attenuation measures shall be implemented under the supervision of a qualified acoustical consultant during the project construction period. These attenuation measures shall include as feasible, in consideration of technical and structural requirements and conditions, the following control strategy, as well as any other effective strategies to the extent necessary to achieve a PPV vibration level at neighboring properties of less than the strongly perceptible level of 0.10 in/sec. The project sponsor shall require the construction contractor to limit pile-driving activity so that the PPV vibration level at neighboring uses is less than 0.10 in/sec to the extent it is practical and necessary, and, to the extent it is practical, implement "quiet" pile-driving technology, such as predrilling piles, using sonic pile drivers, or using more than one pile driver to shorten the total duration of pile driving.	Infrastructure developer and/or vertical developer(s) (as applicable), qualified acoustical consultant.	Prior to issuance of building permit for each proposed building.	Infrastructure developer or vertical developer(s) (as applicable) to submit the Construction Noise Control Plan (detailed in M-NOI-1) to the Port's Building Permit Group documenting site-specific vibration attenuation measures. A single Noise Control Plan or multiple Noise Control Plans may be produced to address project phasing.	Considered complete upon submittal and approval of the Construction Noise Control Plan (including vibration attenuation measures) to the Port's Building Permit Group.
M-NOI-3.2: Pile-Driving Vibration Control Measures – Damage. To reduce the potential for damage to Pier 48, the following measures shall be implemented: • The Port of San Francisco shall be notified in writing prior to construction activity that construction may occur within 100 feet of the Pier 48 buildings. • The project sponsor shall retain a structural engineer, an architectural historian, and a licensed historical architect (hereafter referred to as the building evaluation team) to evaluate potentially affected buildings and determine their susceptibility to damage. The structural engineer shall evaluate the building structure. The architectural historian and licensed historical architect shall evaluate architectural elements. This building evaluation team shall then establish building-specific vibration thresholds that will (a) identify the level of vibration affected historic buildings will tolerate so as to preclude structural damage to the building of a nature that would result in material damage to any historic features of the buildings, and (b) identify the level of vibration at which cosmetic damage may begin to occur to buildings. • The building evaluation team shall inventory and document existing cracks in paint, plaster, concrete, and other building elements.	Infrastructure developer and/or vertical developer(s) (as applicable), building evaluation team.	Prior to construction activities adjacent to Pier 48.	Infrastructure developer or vertical developer(s) (as applicable) to submit proposed building-specific vibration thresholds with input from structural engineer, architectural historian, and historic architect; an inventory of the condition of Pier 48; a vibration monitoring plan; and results of the inspection following construction activities to the Port's Building Permit Group for review and approval.	Considered complete upon submittal and approval of documentation incorporating identified measures by the Port's Building Permit Group.

MITIGATION MONITORING AND REPORTING PROGRAM FOR
SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
• The building evaluation team shall develop a ground-borne vibration monitoring plan that will include monitoring vibration at the buildings of concern to determine if the established thresholds are exceeded. • The project sponsor shall retain a qualified acoustical consultant or engineering firm to implement the vibration monitoring plan at Pier 48. As part of the monitoring plan, the consultant shall conduct regular periodic inspections for cosmetic damage to each building within 160 feet of planned ground-disturbing activity on the project site. • Should vibration levels be observed in excess of the cosmetic damage threshold or cosmetic damage be observed below that level, the driving of piles within 100 feet of the Pier 48 structure (or within the impact distance determined by the study of building-specific vibration thresholds, per second bullet above, whichever distance is shorter) shall be halted until measures are implemented to prevent cosmetic damage to the extent feasible. These measures include use of alternative construction techniques, including, but not limited to, use of pre-drilled piles if soil conditions allow, use of smaller, lighter equipment, using vibratory hammers in place of impact hammers, and using pile cushioning or equipping the impact hammer with wooden cushion blocks to increase the period of time over which the energy from the driver is imparted to the pile. Should cosmetic damage to a building occur as a result of ground-disturbing activity on the site notwithstanding the use of alternative construction techniques, the building(s) shall be remediated to its pre□ construction condition at the conclusion of ground-disturbing activity on the site. • Should vibration levels be observed that reach the threshold designed to protect historic buildings from material damage to historic features, pile-driving within impact distances of the Pier 48 building, as determined by the building evaluation team, shall be halted and a structural bracing program or other appropriate protective measures for the potentially affected buildings shall be designed by the building evaluation team and implemented by the project sponsor. The structural bracing program or other protective measures shall be designed to prevent damage to the potentially affected buildings that could materially impair their historic resource status consistent with CEQA Guidelines Section 15064.5(b)(2).				

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MITIGATION MONITORING AND REPORTING PROGRAM FOR
SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
In addition, the structural bracing program shall be consistent with the proposed rehabilitation of the Pier 48 buildings and meet the Secretary of the Interior's Standards for Rehabilitation. Following completion of construction, the project sponsor shall conduct a second inspection to inventory changes in existing cracks and new cracks or damage, if any, that occurred as a result of pile driving. If new damage is found, then the project sponsor shall promptly arrange to have the damage repaired in accordance with recommendations made by the building evaluation team.				
Air Quality Mitigation Measures				
Mitigation Measure M-AQ-1.1: Off-Road Construction Equipment Emissions Minimization. The project sponsor shall require all construction contractors to implement the following measures to reduce construction emissions. A. Engine Requirements 1. All off-road equipment greater than 25 horsepower and operating for more than 20 total hours over the entire duration of construction activities shall have engines that meet or exceed either USEPA or ARB Tier 4 Interim off-road emissions standards. Tier 4 final equipment, which may be largely available in the Bay Area, may be used to comply with this requirement (since Tier 4 final engines must comply with a stricter standard than Tier 4 interim engines, Tier 4 final engines meet Tier 4 interim standards and thus comply with this requirement). 2. Where access to alternative sources of power are available, portable diesel engines shall be prohibited. 3. Diesel engines, whether for off-road or on-road equipment, shall not be left idling for more than 2 minutes at any location, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment (e.g., traffic conditions, safe operating conditions). The contractor shall post legible and visible signs in English, Spanish, and Chinese in designated queuing areas and at the construction site to remind operators of the 2-minute idling limit.	Infrastructure developer and/or vertical developer(s) (as applicable).	Prepare and Implement Construction Emissions Minimization Plan: Prior to issuance of grading, excavation, or demolition permits and ongoing during demolition and construction activities. Quarterly Monitoring Reports: Quarterly after start of construction activities. Final Construction Report: After completion of construction activities but prior to receiving a final certificate of occupancy.	Infrastructure developer and/or vertical developer(s) (as applicable) or contractor to submit a Construction Emissions Minimization Plan to Port staff for review and approval. Quarterly reports to be submitted to Port staff documenting compliance with the plan for review and approval. Final Construction Report to be submitted to Port staff for review and approval.	Considered complete upon Port review and approval of Construction Emissions Minimization Plan, ongoing review and approval of quarterly reports, and review and approval of final construction report.

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MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
4. The contractor shall instruct construction workers and equipment operators regarding the maintenance and tuning of construction equipment and require that such workers and operators properly maintain and tune equipment in accordance with manufacturers' specifications. B. Waivers 1. The Planning Department's Environmental Review Officer (ERO) or designee may waive the requirement for an alternative source of power from Subsection (A)(2) if an alternative source of power is limited or infeasible at the project site. If the ERO grants the waiver, the contractor must submit documentation that the equipment used for onsite power generation meets the requirements of Subsection (A)(1). 2. The ERO may waive the equipment requirements of Subsection (A)(1) if use of a particular piece of off-road equipment with a Tier 4 interim-compliant engine is not feasible or reasonable, the equipment would not produce the desired emissions reductions because of the expected operating modes, installation of the equipment would create a safety hazard or impair visibility for the operator, or there is a compelling emergency that requires use of off-road equipment that is not Tier 4 interim-compliant. If seeking an exception, the project sponsor shall demonstrate to the ERO's satisfaction that the resulting construction emissions would not exceed the health risk thresholds of significance for cancer risk and PM2.5 concentrations with respect to sensitive receptors, as identified within the EIR under Impact AQ-4. If the ERO grants the waiver, the contractor must use the next-cleanest piece of available off-road equipment, according to the table below. 3. Off-road Equipment Compliance Step-down Schedule				

Compliance Alternative	Engine Emissions Standard	Emissions Control
1	Tier 3	ARB Level 2 VDECS
2	Tier 2	Alternative Fuel*

VDECS = Verified Diesel Emissions Control Strategies
* Alternative fuels are not a VDECS.

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
4. How to use the table: If the ERO determines that the equipment requirements cannot be met, then the project sponsor must attempt to meet Compliance Alternative 1. If the ERO determines that the contractor cannot supply off-road equipment that meets Compliance Alternative 1, then the contractor must meet Compliance Alternative 2. C. Construction Emissions Minimization Plan Before starting onsite construction activities, the contractor shall submit a Construction Emissions Minimization Plan to the ERO for review and approval. The plan shall state, in reasonable detail, how the contractor shall meet the requirements of Section A. 1. The plan shall include estimates of the construction timeline by phase, with a description of each piece of off-road equipment required for every construction phase. The description may include, as such information is available, but is not limited to: equipment type, equipment manufacturer, equipment identification number, engine model year, engine certification (tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed, the description may include technology type, serial number, make, model, manufacturer, ARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, the description shall also specify the type of alternative fuel being used. Renewable diesel shall be considered an alternative fuel if it can be demonstrated to the Planning Department or the City's air quality specialists that it is compatible with tiered engines and that emissions of ROG and NOx from the transport of fuel to the project site will not offset its NOx reduction potential. 2. The project sponsor shall ensure that all applicable requirements of the plan have been incorporated into the contract specifications. The plan shall include a certification statement, stating that the contractor agrees to comply fully with the plan. 3. The contractor shall make the plan available to the public for review onsite during working hours. The contractor shall post at the construction site a legible and visible sign summarizing the plan. The sign shall also state that the public may ask to inspect the plan for the project at any time during working hours and explain how to request				

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
to inspect the plan. The contractor shall post at least one copy of the sign in a visible location on each side of the construction site facing a public right of way. D. Monitoring After start of construction activities, the contractor shall submit quarterly reports to the ERO, documenting compliance with the plan. After completion of construction activities but prior to receiving a final certificate of occupancy, the project sponsor shall submit to the ERO a final report, summarizing construction activities, including the start and end dates, the duration of each construction phase, and the specific information required in the plan.				
Mitigation Measure M-AQ-1.2: On-Road Material Delivery and Haul Trucks Construction Emissions Minimization. The project sponsor shall require all construction contractors to implement the following measures to reduce construction haul truck emissions. A. Engine Requirements 1. The project sponsor shall also ensure that all on-road heavy-duty diesel trucks with a gross vehicle weight rating of 19,500 pounds or greater used at the project site (such as haul trucks, water trucks, dump trucks, and concrete trucks) be model year 2010 or newer. B. Construction Emissions Minimization Plan As part of the *Construction Emissions Minimization Plan* identified above for Mitigation Measure M-AQ-1.1 Section C, the contractor shall state, in reasonable detail, how the contractor shall meet the requirements of Section A. 1. The plan shall include estimates of the construction timeline by phase, with a description of how the on-road haul truck fleet required for every construction phase will comply with the engine requirements stated above. The plan shall also include expected fuel usage (or miles traveled) and hours of operation for the on-road haul truck fleet. For on-road trucks using alternative fuels, the description shall also specify the type of alternative fuel being used. Renewable diesel shall be considered as an alternative fuel if it can be demonstrated to the Planning Department or the City's air quality specialists that it is compatible with on-road truck engines and that emissions of ROG and NOx from transport of fuel to the project site will not offset its NOx reduction potential.	Infrastructure developer and/or vertical developer(s) (as applicable).	Prepare and Implement Construction Emissions Minimization Plan including engine requirements: Prior to issuance of a grading, excavation, or demolition permits and ongoing during demolition and construction activities. Quarterly Monitoring Reports: Quarterly after start of construction activities. Final Construction Report: After completion of construction	Infrastructure developer and/or vertical developer(s) (as applicable) or contractor to submit a Construction Emissions Minimization Plan including engine requirements to Port staff for review and approval. Quarterly reports to be submitted to Port staff documenting compliance with the plan for review and approval. Final Construction Report to be submitted to Port staff for review and approval.	Considered complete upon Port review and approval of Construction Emissions Minimization Plan, ongoing review and approval of quarterly reports, and review and approval of final construction report.

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
a. See Mitigation Measure M-AQ-1.1 Section C, Part 2. b. See Mitigation Measure M-AQ-1.1 Section C, Part 3. C. Monitoring See Mitigation Measure M-AQ-1.1 Section D.		activities but prior to receiving a final certificate of occupancy.		
Mitigation Measure M-AQ-1.3: Low-VOC Architectural Coatings. The project sponsor shall use low-VOC (i.e., ROG) coatings, beyond local requirements (i.e., Regulation 8, Rule 3: Architectural Coatings), for at least 90 percent of all residential and nonresidential interior and exterior paints. This includes all architectural coatings applied during both construction and reapplications throughout the project's operational lifetime. At least 90 percent of coatings applied must meet the "super-compliant" VOC standard of less than 10 grams of VOC per liter of paint. After start of construction activities, the contractor shall submit quarterly reports to the ERO documenting compliance with this measure by providing an inventory listing the VOC content of all coatings purchased and applied during construction activities. For the reapplication of coatings during the project's operational lifetime, the Declaration of Covenants, Conditions, and Restrictions shall also contain a stipulation that low-VOC coatings must be used and a list of potential coatings shall be provided. A list of "super-compliant" coatings can be found on the South Coast Air Quality Management District's website: http://www.aqmd.gov/home/regulations/compliance/architectural-coatings/super-compliant-coatings.	Vertical developer(s).	At the start of construction activities and quarterly during construction and the project's operational lifetime.	Vertical developer(s) to submit initial report and quarterly reports to the Port's Building Permit Group documenting compliance for review and approval.	Ongoing throughout construction and operation.
Mitigation Measure M-AQ-1.4: Best Available Control Technology for In-Water Construction Equipment. The project sponsor shall require all construction contractors to implement the following measures to reduce emissions from in-water equipment. A. Engine Requirements 1. The project sponsor shall ensure that the construction barge shall have engines that meet or exceed USEPA marine engine Tier 3 emissions standards. 2. The project sponsor shall also ensure that the construction work boat engine shall be model year 2005 or newer or meet NOx and PM emissions standards for that model year.	Pier 48 developer.	Prepare and Implement Construction Emissions Minimization Plan including barge and work boat engine requirements: Prior to issuance of a grading, excavation, or demolition permits	Pier 48 developer or contractor to submit a Construction Emissions Minimization Plan including barge and work boat engine requirements to Port staff for review and approval. Quarterly reports to be submitted to Port staff documenting compliance with the plan for review and approval.	Considered complete upon Port review and approval of Construction Emissions Minimization Plan, ongoing review and approval of quarterly reports, and review and

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
B. Construction Emissions Minimization Plan As part of the *Construction Emissions Minimization Plan* identified above for Mitigation Measure M-AQ-1.1 Section C, the contractor shall state, in reasonable detail, how the contractor shall meet the requirements of Section A. 1. The plan shall include estimates of the construction timeline by phase, with a description of how each in-water equipment piece (e.g. barge engines, work boats) required for every construction phase will comply with the engine requirements stated above. The plan shall also include expected fuel usage and hours of operation for in-water equipment. For in-water equipment using alternative fuels, the description shall also specify the type of alternative fuel being used. Renewable diesel shall be considered as an alternative fuel if it can be demonstrated to the Planning Department 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. a. See Mitigation Measure M-AQ-1.1 Section C, Part 2. b. See Mitigation Measure M-AQ-1.1 Section C, Part 3. C. Monitoring See Mitigation Measure M-AQ-1.1 Section D.		and ongoing during demolition and construction activities. Quarterly Monitoring Reports: Quarterly after start of construction activities. Final Construction Report: After completion of construction activities but prior to receiving a final certificate of occupancy.	Final Construction Report to be submitted to Port staff for review and approval.	approval of final construction report.
Mitigation Measure M-AQ-1.5: Emissions Offsets for Construction and Operational Ozone Precursor Emissions. Prior to the estimated first year of exceedance, the project sponsor, with oversight of the Planning Department, shall elect to either: 1. Directly implement a specific offset project or program to achieve emission reductions of up to 9.6 tons of ozone precursors to offset the combined emissions from construction and operations remaining above significance levels after implementation of identified mitigation measures. To qualify under this mitigation measure, the specific emissions reduction project must result in emissions reductions within the SFBAAB that are real, surplus, quantifiable, and enforceable and would not otherwise be achieved through compliance with existing regulatory requirements or any other legal requirement. Prior to implementation of the offset project, the project sponsor must obtain the	Infrastructure developer.	Implement a specific offset project or program: Prior to the estimated first year of exceedance and notify the Port within 6 months of completion of the offset project. Mitigation Fee: Installment for each development block to be paid	Implementation of specific offset project or program: Port approval of proposed offset program. Port verification of successful completion of offset program. Mitigation Fee: Infrastructure developer, BAAQMD, and Port to determine fee. BAAQMD and infrastructure developer to develop and implement MOU.	Implementation of specific offset project or program: Complete upon Port's verification of successful completion of offset program. Mitigation Fee: Complete for each block upon payment of fee

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
Planning Department'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 the Planning Department within 6 months of completion of the offset project for Planning Department verification.		with site permit application for each block, if no specific project or program is identified. Enter into MOU with BAAQMD Foundation and pay offset fee in installments for each development block.		installment outlined in the MOU.
2. Pay a mitigation offset fee to the BAAQMD Bay Area Clean Air Foundation (Foundation) in installments, as further described below, with each installment amount to be determined prior to the estimated first year of exceedance. This fee is intended to fund emissions reduction projects to achieve reductions totaling up to 10.5 tons of ozone precursors per year, the estimated maximum tonnage of operational and construction-related emissions offsets required to reduce emissions below significance levels after implementation of other identified mitigation measures. This total emissions offset amount was calculated by summing the maximum daily construction and operational emissions of ROG and NO_x (pounds/day), multiplying by 260 work days per year for construction and 365 days per year for operation, and converting to tons. The amount represents the total estimated operational and construction-related ROG and NOx emissions offsets required.				
The fee shall be paid in up to 12 installments, each installment payable at the time of application for a site permit for each development block, representing the portion of the 10.5 tons of ozone precursors per year attributable to each building, as follows: (a) Blocks A, G, and K: 6.6% or 0.70 tons per each development block; (b) Pier 48: 18.6% or 1.95 tons; (c) Blocks B, C, and D: 9% or 0.95 tons per each development block; (d) Blocks E and F: 10.3% or 1.08 tons per each development block; and (e) Blocks H, I, and J: 4.6% or 0.49 tons per each development block. The mitigation offset fee, currently estimated at approximately $18,262 per weighted ton, shall not exceed $35,000 per weighted ton of ozone precursors plus an administrative fee of no more than 5 percent of the total offset to fund one or more emissions reduction projects within the SFBAAB. The not to exceed amount of $35,000 will be adjusted to reflect annual California Consumer Price Index adjustments between 2017 and the estimated first year of exceedance. Documentation of payment shall be provided to the Planning Department.				

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Unless directly implementing a specific offset project (or program) as described above, the project sponsor would enter into a Memorandum of Understanding (MOU) with the BAAQMD Foundation in connection with each installment payment described above. The MOU will include details regarding the funds to be paid, the administrative fee, and the timing of the emissions reductions project. Acceptance of this fee by the BAAQMD shall serve as acknowledgment and a commitment to (1) implement an emissions reduction project(s) within a time frame to be determined, based on the type of project(s) selected, after receipt of the mitigation fee to achieve the emissions reduction objectives specified above and (2) provide documentation to the Planning Department and 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). To qualify under this mitigation measure, the specific emissions reduction project must result in emission reductions within the SFBAAB that are real, surplus, quantifiable, and enforceable and would not otherwise be achieved through compliance with existing regulatory requirements or any other legal requirement.				
Mitigation Measure M-AQ-2.1: Best Available Control Technology for Operational Diesel Generators. The project sponsor shall ensure that the operational backup diesel generators comply with the following: (1) ARB Airborne Toxic Control Measure (ATCM) emissions standards for model year 2008 or newer engines; and (2) meet or exceed one of the following emission standards for particulate matter: (A) Tier 4 interim certified engine or (B) Tier 2 or Tier 3 certified engine that is equipped with an ARB Level 3 VDECS. A nonverified diesel emissions control strategy may be used if the filter has the same particulate matter reduction as the identical ARB-verified model and BAAQMD approves of its use. The project sponsor shall submit documentation of compliance with the BAAQMD NSR permitting process (Regulation 2, Rule 2, and Regulation 2, Rule 5) and the emissions standard requirement of this measure to the Planning Department for review and approval prior to issuance of a permit for a backup diesel generator from any City agency.	Vertical developer(s).	Prior to issuance of permit for each backup diesel generator from BAAQMD.	Vertical developer(s) shall submit documentation of compliance to the Port for review and approval.	Considered complete upon review and approval of documentation by Port staff.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
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Mitigation Measure M-AQ-2.2: Reactive Organic Gases Emissions Reduction Measures. To reduce ROG emissions associated with the project, the project sponsor shall provide education for residential and commercial tenants to help reduce area source (e.g., architectural coatings, consumer products, and landscaping) emissions associated with residential and building operations. Prior to receipt of any building permit and every 5 years thereafter, the project sponsor shall work with the San Francisco Department of Environment to develop electronic correspondence, which will be distributed by email annually to tenants of the project that encourages the purchase of consumer products that are better for the environment and generate fewer VOC emissions. The correspondence shall encourage environmentally preferable purchasing and include contact information and links to SF APPROVED. While microbreweries do not typically implement emission control devices, to further reduce ROG (primarily ethanol) emissions associated with Pier 48 industrial operations, the project sponsor shall implement technologies to reduce ethanol emissions if available and practicable. Such measures could include wet scrubbers, ethanol recovery and capture (e.g., carbon absorption) or incineration. At the time when specific designs for the Pier 48 use are submitted to the City for approval, the project sponsor shall provide an analysis that quantifies the emissions, based on the specific design proposal, and evaluates ROG emission control technologies.	Vertical developer(s).	Prior to issuance of any building permit and every 5 years thereafter.	Vertical developer(s) to work with the San Francisco Department of Environment to develop materials. San Francisco Department of the Environment to review and approve materials.	Considered complete after documentation provided to the Department of Environment of distribution of educational materials to residential and commercial tenants.
Mitigation Measure M-AQ-2.3: Transportation Demand Management. The project sponsors shall prepare and implement a Transportation Demand Management (TDM) Plan. The TDM Plan shall have a goal of reducing estimated aggregate daily one□way vehicle trips by 20 percent compared to the aggregate daily one-way vehicle trips identified in the project's travel demand memo, prepared by Adavant Consulting, dated June 30, 2015 ("Travel Demand Memo"), and attached as Appendix 4-4 to the Draft EIR. The project sponsors shall be responsible for monitoring implementation of the TDM Plan and proposing adjustments to the TDM Plan if its goal is not being achieved, in accordance with the following provisions. The TDM Plan may include, but is not limited to, the types of measures summarized below by way of example. TDM Plan measures shall generally be consistent with the City's adopted TDM Program Standards and the draft	Transportation Coordinator and/ or infrastructure developer to prepare the TDM Plan, which will be implemented by the Transportation Coordinator and will be binding on all development parcels.	Transportation Coordinator and/or Infrastructure developer to prepare TDM Plan and submit to Planning Department staff prior to approval of the project.	Transportation Coordinator to submit the TDM Plan to Planning Department staff for review and approval. Transportation Coordinator to submit monitoring report annually to Planning Department staff and implement TDM Plan Adjustments (if required).	The TDM Plan is considered complete upon approval by the Planning Department staff, in consultation with the SFMTA. Annual monitoring reports would be on-going during project buildout,

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proposed TDM Plan prepared by Nelson Nygaard, dated September 2016, and attached as Appendix 4-5 to the Draft EIR. The TDM Plan describes the scope and applicability of candidate measures in detail, and may include, for example: • Active Transportation: Provision of streetscape improvements to encourage walking, secure bicycle parking, shower and locker facilities for cyclists, subsidized bike share memberships for project occupants, bicycle repair and maintenance services, and other bicycle-related services; • Car-Share: Provision of car-share parking spaces and subsidized memberships for project occupants; • Delivery: Provision of amenities and services to support delivery of goods to project occupants; • Family-Oriented Measures: Provision of on-site childcare and other amenities to support the use of sustainable transportation modes by families; • High-Occupancy Vehicles: Provision of carpooling/vanpooling incentives and shuttle bus service; • Information and Communications: Provision of multimodal wayfinding signage, transportation information displays, and tailored transportation marketing services; • Land Use: Provision of on-site affordable housing and healthy food retail services in underserved areas; • Parking: Provision of unbundled parking, short-term daily parking provision, parking cash out offers, and reduced off-street parking supply. The TDM Plan shall describe each measure, including the degree of implementation (e.g., how long will it be in place, how many tenants or visitors it will benefit, on which locations within the site it will be placed, etc.) and the population that each measure is intended to serve (e.g., residential tenants, retail visitors, employees of tenants, visitors). The TDM Plan shall commit to monitoring vehicle trips to and from the project site to determine the TDM Plan's effectiveness, as required by TDM Plan Monitoring and Reporting outlined below. The TDM Plan shall have been approved by the Planning Department prior to site permit application for the first building and the TDM Plan shall be implemented as to each new building upon the issuance of the certificate of occupancy for that building.				or until five consecutive reporting periods show that the fully-built project has met its reduction goals, at which point reports would be submitted every three years.

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The TDM Plan shall remain a component of the proposed project to be implemented for the duration of the project. *TDM Plan Monitoring and Reporting:* the Transportation Coordinator shall collect data, prepare monitoring reports and submit them to the Planning Department. To ensure the goal of reducing by 20 percent the aggregate daily one-way vehicle trips is reasonably achievable, the project sponsor shall monitor daily one-way vehicles trips for all buildings that have received a Certificate of Occupancy, and compare these vehicle trips to the aggregate daily one-way vehicle trips anticipated for the those buildings based on the trip generation rates contained within the proposed project Travel Demand Memo. • **Timing:** The Transportation Coordinator shall collect monitoring data and shall begin submitting monitoring reports to the Planning Department beginning 18 months after the completion and commencement of operation of the proposed garage on Block D. Thereafter, annual monitoring reports shall be submitted (referred to as "reporting periods") until five consecutive reporting periods show that the project has met the reduction goal, at which point monitoring data shall be submitted to the Planning Department once every 3 years. The project sponsor shall complete each trip count and survey (see below for description) within 30 days following the end of the applicable reporting period. Each monitoring report shall be completed within 90 days following the applicable reporting period. The project sponsor shall modify the timing of monitoring reports such that a new monitoring report is submitted 12 months after adjustments are made to the TDM Plan in order to meet the reduction goal, as may be required under the "TDM Plan Adjustments" heading, below. In addition, the Planning Department may modify the timing of monitoring reports as needed to consolidate this requirement with other monitoring and/or reporting requirements for the project, such as annual reporting under the proposed project Development Agreement. • **Term:** The Project Sponsor shall monitor, submit monitoring reports, and make plan adjustments as provided below until the earlier of: (i) the expiration of the Development Agreement, or (ii) the reduction goal has been met for up to eight consecutive reporting periods as determined by the Planning Department. Notwithstanding the foregoing or any other provision of this mitigation measure, all obligations for monitoring,				

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reporting and for making adjustments to the TDM Plan shall terminate if the project sponsor has paid and/or made a commitment to pay the offset fee for any shortfall in the TDM Plan's meeting the reduction goal as provided below. • **Components:** The monitoring and reporting, including trip counts, surveys and travel demand information, shall include the following components or comparable alternative methodology and components, as approved, accepted or provided by Planning Department staff: o Trip Count and Intercept Survey: Provide a site-wide trip count and intercept survey of persons and vehicles arriving and leaving the project site, other than on AT&T Park ballgame or other major event (e.g., concert or other event substantially occupying the capacity of AT&T Park) days or hours, for no less than two days during the reporting period between 6:00 a.m. and 8:00 p.m. One day shall be a Tuesday, Wednesday, or Thursday during one week without federally recognized holidays, and another day shall be a Tuesday, Wednesday, or Thursday during another week without federally recognized holidays. The trip count and intercept survey shall be prepared by a qualified transportation or survey consultant, and the Planning Department shall approve the methodology prior to the Project Sponsors conducting the components of the trip count and intercept survey. The Planning Department anticipates it will have a standard trip count and intercept survey methodology developed and available to project sponsors at the time of data collection. o Travel Demand Information: The above trip count and survey information shall be able to provide the travel demand analysis characteristics (work and non-work trip counts, origins and destinations of trips to/from the project site, and modal split information), as outlined in the Planning Department's *Transportation Impact Analysis Guidelines for Environmental Review*, October 2002, or subsequent updates in effect at the time of the survey. o Documentation of Plan Implementation: The transportation coordinator shall work in conjunction with the Planning Department to develop a survey (online or paper) that can be reasonably completed by the transportation coordinator and/or Transportation				

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Management Association (TMA) staff members to document implementation of TDM program elements and other basic information during the reporting period. The project sponsors shall include this survey in the monitoring report submitted to the Planning Department. o Assistance and Confidentiality: The Planning Department will assist the transportation coordinator with questions regarding the components of the monitoring report and will assist the transportation coordinator in determining ways to protect the identity of individual survey responders. *TDM Plan Adjustments*. The project sponsors shall adjust the TDM Plan according to the monitoring results if three consecutive reporting periods demonstrate that measures within the TDM Plan are not achieving the reduction goal. The TDM Plan adjustments shall be made in consultation with the Planning Department and may require refinements to existing measures (e.g., changes to subsidies, increased bicycle parking), inclusion of new measures (e.g., a new technology or project operational changes not inconsistent with any agreements with the Port), or removal of existing measures (e.g., measures that are ineffective or induce vehicle trips).[5] If three consecutive reporting periods' monitoring results demonstrate that measures within the TDM Plan are not achieving the reduction goal, the project sponsors shall propose TDM Plan adjustments to be incorporated in the TDM Plan within 270 days following the last reporting period. The project sponsors shall implement the TDM Plan adjustments until the results of three consecutive reporting periods demonstrate that the reduction goal is being achieved. If after implementing TDM Plan adjustments as described above, and the project sponsors have not met the reduction goal for up to eight consecutive reporting periods as determined by the Planning Department, the project sponsors may, at any time thereafter, elect to address the shortfall in meeting the TDM Plan reduction target by, in addition to paying the emission offset fees set forth in Mitigation Measure M-AQ-1.5, also paying an additional				

[5] No parking-related restrictive measures on the project site shall by design or effect, restrict parking on the project site for patrons of AT&T ballpark games or events.

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offset fee in accordance with Mitigation Measure M-AQ-1.5, in the amount required to address, both the shortfall in reduction during the previously monitored years and the anticipated shortfall in the remaining expected years of project operations, the latter of which shall be based on the shortfall that occurred in the most recently monitored year. Calculations of emissions to be offset shall be based on the total amount of emissions anticipated to be reduced by achieving the 20 percent TDM goal adjusted for the actual percentage of aggregate daily one□way vehicle trip reduction achieved in the most recently monitored year.				
Wind and Shadow Mitigation Measures				
M-WS-1: Assessment and Mitigation of Wind Hazards on a Building-by-Building Basis. 1. Prior to or as part of the submittal package for the schematic design of a new building (Proposed Building), the Proposed Building developer shall submit to the Planning Department, for its review and approval, a scope of work and, following approval of the scope, a report from a Qualified Wind Consultant (QWC) that reviews the Proposed Building schematic design, absent landscaping.[6] "QWC" means a wind consultant retained by the Proposed Building(s) developer and approved by the Planning Department for preparation of the report. The EIR wind consultant for the proposed project and any other wind consultant on the City's then approved list or otherwise approved by the City will be considered a QWC. 2. The QWC report shall evaluate whether the Proposed Building(s) would create a Significant Wind Impact. "Significant Wind Impact" means a substantial increase on a site-wide basis in the number of hours per year that the 26 mph wind hazard criterion is exceeded or, if baseline wind conditions are greater than 26 mph, a substantial increase in the area subjected to winds greater than 26 mph. This analysis shall focus on the entire project area that was studied in wind tunnel tests conducted for the EIR and not just the area immediately surrounding the Proposed Building(s).	Vertical developer(s) and qualified wind consultant. Vertical developer(s) to implement architectural or landscaping features, or a combination of such features, that have been demonstrated in wind tunnel to reduce the Proposed Building's wind hazards to a level no greater than those of either	Prior to or as part of the submittal package for the schematic design of a new building.	Vertical developer(s) to submit to the Planning Department and the Port, for their review and approval, a scope of work and, following the approval of the scope of work by Planning Department and Port staff, a report from a qualified wind consultant that determines building-specific wind conditions.	Considered complete upon approval of wind report by the Planning Department and Port.

[6] The scope of work for this report shall use the same methodology and wind test point locations as the Wind Study prepared for this EIR.

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3. The QWC shall consider the Proposed Building(s) in the context of the "Current Project," which, at any given time during construction of the Project, shall be defined as the building masses used in the Original Model (Wind Study Configuration B),[7] except as updated to reflect schematic design submittals for any previously approved building that has not yet commenced construction, and construction permit designs for on-site buildings that are under construction or have completed construction. This model shall be referred to as the "Current Project" and shall be updated over time as architectural design for each proposed project block/building is completed.	Wind Study Configuration A or Wind Study Configuration B.			
4. The Proposed Building shall be tested in the wind tunnel as proposed, including any architectural features that can be shown on plans to mitigate wind effects.[8] Testing may not include any existing or proposed onsite landscaping. A separate test shall be conducted with existing and proposed onsite landscaping included, if required per Section 5, below. The accompanying report shall compare the wind tunnel results analyzing the Proposed Building in the context of the Current Project to the following two baselines: (1) the EIR baseline conditions for the project site (Wind Study Configuration A), and (2) Existing Plus Project (i.e., with Mission Rock proposed project) conditions used in the EIR (Wind Study Configuration B).				
5. No further analysis shall be required if the QWC concludes, and the Planning Department concurs, that the Proposed Building's schematic design, absent proposed onsite landscaping, would not create a Significant Wind Impact. If the QWC concludes that the Proposed Building's schematic design, absent proposed onsite and existing offsite landscaping, would create a Significant Wind Impact, as defined above, then a second wind tunnel test shall be conducted, taking into account proposed onsite landscaping and existing offsite landscaping. The intent of landscaping is				

[7] All references to the Wind Study refer to the Mission Rock EIR Pedestrian Wind Study Wind Tunnel Tests Report prepared by RWDI, final report, January 25, 2017, which can be found in Appendix 7-1 to this EIR.

[8] These could include features such as setbacks, wind baffles, randomized balconies, overhands, canopies, awnings and the like, provided they are consistent with the project's Design Controls and shown on schematic architectural plans for the Proposed Building.

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to emulate the function and effect of a manmade wind screen. The following parameters have been determined to be the minimum requirements for landscaping features to be effective in controlling wind:[9] • It is the combined effect of a cluster or group of landscaping features that is most effective, rather than the maturity of one tree. • Since a general rule is that vertical wind control features should be taller than the average height of a person, foliage from the ground up is most effective at a height of approximately 6 to 8 feet. • Since winds can easily flow under tree crowns, underplantings (e.g., shrub plantings at the base of a tree) should be included where trunks are bare for the first 5 to 6 feet of a tree measured from the ground. • Tree crowns with at least 60 percent cover (density of leafage) and even spread of branches are most effective.				
Biological Resources Mitigation Measures				
M-BI-3.1: Conduct Impact Hammer Pile Driving during Periods that Avoid Special-Status Fish Species' Spawning and Migration Seasons. In-water pile installation using impact hammers shall occur within the work window of June 1 to November 30, which has been established for dredging in San Francisco Bay to reduce potential effects on special-status fish species.	Pier 48 developer.	During the construction work window of June 1 to November 30.	Pier 48 developer to submit detailed construction schedule to Port staff for review and approval.	Considered complete upon approval of construction schedule by Port staff.
M-BI-3.2: Pile-Driving Noise Reduction for the Protection of Fish. Prior to the start of pile driving in the Bay, the project sponsor shall develop an underwater noise monitoring and attenuation plan and obtain approval from NMFS. The NMFS-approved plan or any modifications shall be provided to the City Planning Department for determination of consistency with the requirements in this measure. The plan shall provide details regarding the estimated underwater sound levels expected, sound attenuation methods, methods used to monitor and verify sound levels during pile-driving activities, and management practices	Pier 48 developer.	Prior to the start of pile driving in the Bay.	Pier 48 developer to prepare an underwater noise monitoring and attenuation plan and obtain approval from NMFS. The NMFS-approved plan or any modifications to be provided to the Port staff for determination of consistency with the requirements in this	Considered complete upon review and approval of the sound attenuation and monitoring plan by NMFS and consistency determination by

[9] RWDI, Landscaping, December 8, 2016.

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to be taken to reduce pile-driving sound in the marine environment to below NMFS thresholds for injury to fish. The plan shall incorporate, but not be limited to, the following BMPs: • All steel pilings shall be installed with a vibratory pile driver to the deepest depth practicable. An impact pile driver may be used only where necessary, as determined by the contractor and/or project engineer, to complete installation of the steel pilings, in accordance with seismic safety or other engineering criteria. • The smallest pile driver and minimum force shall be used to complete the work necessary to meet NMFS requirements, as determined by the contractor and/or project engineer. • The hammer shall be cushioned using a 12-inch-thick wood block during all impact hammer pile-driving operations. • To reduce impacts to levels below injury thresholds, based on hydroacoustic monitoring and the amount of impact pile driving occurring on a particular day, a bubble curtain, wood block cushion, air barrier, or similar technology shall be employed during impact pile-driving activities. • A "soft start"[10] technique shall be employed upon initial pile-driving activities every day to allow fish an opportunity to vacate the area. • During impact pile driving, the contractor shall limit the number of strikes per day to the minimum necessary to complete the work, as determined by the contractor and/or project engineer. • No pile driving shall occur at night. • During impact pile driving, a qualified fish biologist shall monitor the project site for fish that exhibit signs of distress. If fish are observed exhibiting signs of injury or distress, work shall be halted by the biologist, and the cumulative SEL up to that point shall be examined. If the cumulative SEL is close to the threshold or exceeds the threshold, then pile-driving activities will cease until the next day.			measure.	Port staff.

[10] Soft starts require an initial set of three strikes from the impact hammer at 40 percent energy, followed by a 1-minute waiting period between subsequent three-strike sets. Soft starts for vibratory hammers will initiate noise at 15 seconds at reduced energy, followed by a 1-minute waiting period between subsequent starts. This process should continue for a period of no less than 20 minutes.

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• All pile-driving and pile-removal activity shall be monitored by a NMFS-approved biological monitor before and during all pile driving. The biological monitor shall maintain a monitoring log of daily pile-driving activities, any field sound measurements, fish sightings, and implementation of soft-start and shut-down requirements. A monitoring report shall be prepared for submission to NMFS and the City (submitted monthly and at the completion of all pile-driving/pile-removal activities).				
M-BI-3.3: Pile-Driving Noise Reduction for Protection of Marine Mammals. Prior to the start of pile driving in the Bay, as part of the underwater noise monitoring and attenuation plan required by Mitigation Measure M-BI-3.2, the project sponsor shall provide details regarding the estimated underwater sound levels expected, not just from impact hammer pile driving that may affect fish but also from vibratory pile driving and removal because these sound levels may affect marine mammals. The plan shall also address sound attenuation methods, methods used to monitor and verify sound levels during pile-driving activities, and management practices to be taken to reduce pile-driving sound in the marine environment to below NMFS thresholds for injury to marine mammals. As part of implementation of the sound attenuation monitoring plan, the project sponsor shall take actions to reduce the effect of underwater noise transmission on marine mammals. These actions shall include, at a minimum: • The establishment of initial safety zones, based on the estimated NMFS injury threshold contours for the different marine mammals (as shown in Table 4.L-8 and Table 4.L-9). The initial size of the safety zones may be modified, based on subsequent analysis of the anticipated noise levels and the actually proposed piles, equipment, and activity prior to construction but only with the approval of NMFS. • Hydroacoustic monitoring, according to the NMFS-approved sound attenuation and monitoring plan, shall be completed during initial pile driving to verify projected isopleths for pile driving and removal. The plan shall require real-time hydroacoustic monitoring for a sufficient number of piles to determine and verify modeled noise isopleths. The safety zones established prior to construction may be modified, based on field measurements of noise levels from different pile-driving activities, if the field measurements indicate that different noise threshold contours than those estimated prior to construction are appropriate but only with approval of NMFS.	Pier 48 developer.	Prior to the start of pile driving in the Bay.	Pier 48 developer to prepare an underwater noise monitoring and attenuation plan (including estimated underwater sound levels expected) and obtain approval from NMFS. The NMFS-approved plan or any modifications to be provided to Port staff for determination of consistency with the requirements in this measure.	Considered complete upon review and approval of the sound attenuation and monitoring plan by NMFS and consistency determination by Port staff.

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MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
• Halting of work activities when a marine mammal enters a safety zone (specific to that species) and resumed only after the animal has not been observed within the safety zone for a minimum of 15 minutes. • Use of a "soft start"[11] technique each day upon commencement of pile-driving activity, any time after ceasing pile-driving activity for more than 1 hour, and any time after shutdown due to marine mammal entry into a safety zone. • Monitoring by an NMFS□approved biological monitor of all pile-driving and pile-removal activity before and during all pile driving/removal to inspect the work zone and adjacent Bay waters for marine mammals and implement the safety zone requirements described above. The biological monitor shall maintain a monitoring log of daily pile-driving/removal activities, any field sound measurements, marine mammal sightings, and implementation of soft-start, shut-down, and safety-zone requirements. A monitoring report shall be prepared for submission to the City and NMFS (submitted monthly and at the completion of all pile-driving/pile-removal activities).				
M-BI-5: Conduct Pre-Construction Surveys for Nesting Migratory Birds. To facilitate compliance with state and federal laws (California Fish and Game Code and the MBTA) and prevent impacts on nesting migratory birds, the project sponsor shall avoid vegetation/structure removal, ground-disturbing activities, and elevated noise levels near suitable nesting habitat during the nesting season (February 1 through August 31) or conduct pre-construction surveys, as described below. Alternatively, the project sponsor may remove vegetation or structures that may support nesting birds outside of the breeding season such that no breeding habitat would be present should construction start in the normal breeding season.	Infrastructure or vertical developer(s) (as applicable), qualified wildlife biologist (if necessary).	Infrastructure or vertical developer(s) (as applicable) to avoid vegetation and/or structure removal, ground-disturbing activities, and elevated noise levels near suitable nesting habitat	Avoid Removal during Nesting Season: contractor to provide detailed construction schedule to Port to confirm affected activities fall outside nesting season or removal of trees and/or structures occurs outside breeding season. Nesting Surveys: If necessary, wildlife biologist to complete a memorandum	Avoid Removal during Nesting Season: complete upon review and approval of construction schedule by Port staff. Nesting Surveys: Considered complete upon review and

[11] Soft starts require an initial set of three strikes from the impact hammer at 40 percent energy, followed by a 1-minute waiting period between subsequent three-strike sets. Soft starts for vibratory hammers will initiate noise at 15 seconds at reduced energy, followed by a 1-minute waiting period between subsequent starts. This process should continue for a period of no less than 15 minutes.

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If it is not feasible to avoid the nesting season and suitable nesting areas remain on the project site, the project sponsor shall hire a qualified wildlife biologist with demonstrated nest-searching experience to conduct surveys for nesting birds, including raptors. The following list details the nesting bird survey requirements for this project. • One nesting bird assessment is required at the beginning of each year, at the start of the nesting bird season (February), to determine if suitable nesting habitat remains or has been reinstated (e.g., the project site is revegetated). • If suitable nesting habitat is present, one nesting survey shall be conducted between February and April, and one nesting survey shall be conducted between April and June. • Additional nesting surveys are required when construction work stops at a portion of the site where suitable nesting habitat remains for more than 15 days or if construction is phased in such a way that no disturbance has occurred in a portion of the project site. • If active nests are observed during construction when the wildlife biologist is not present, all work within 250 feet of the nest shall stop, and wildlife biologist shall be contacted immediately. All personnel shall move at least 250 feet away from the nest. To the extent feasible, after consulting with the wildlife biologist, construction equipment shall be shut down or moved 250 feet away from the nest. Nesting bird surveys shall be performed no earlier than 7 days prior to the commencement of ground-disturbing activities and vegetation removal (including clearing, grubbing, and staging). The area surveyed shall include all construction areas as well as areas within 250 feet outside the boundaries of the areas to be cleared or as otherwise determined by the biologist. If the wildlife biologist finds any active nests (e.g., a nest with eggs, chicks, or young) during the survey, the biologist shall establish no-disturbance species-specific buffer zones for each nest, marked with high-visibility fencing, flagging, or pin flags. No construction activities shall be allowed within the buffer zones. The size of the buffer shall be based on the species' sensitivity to disturbance and planned work activities in the vicinity; typical buffer sizes are 250 feet for raptors and 50 feet for other birds. The buffer shall remain in effect until the chicks have fledged from the nest or the nest is no longer active, which will be verified by the biologist.		during the nesting season (February 1 through August 31), conduct pre-construction surveys (February through June), or remove vegetation and/or structures outside breeding season.	detailing the survey effort and results and submit the memorandum to the infrastructure developer or vertical developer (s) (as applicable) and Port staff within 7 days of survey completion. Port staff to review and approve report.	approval of nesting surveys by Port staff.

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If inactive nests are identified, the project sponsor or its contractor shall remove those nests from the structure/vegetation and install nest exclusion measures on structures (i.e., fine mesh netting, panels, or metal projectors) outside of the nesting season, if deemed necessary and suitable by the qualified wildlife biologist. All exclusionary devices shall be monitored and maintained throughout the breeding season to ensure that they are successful in preventing the birds from accessing the cavities or nest sites. After each survey and/or after nest-deterrence activities are completed, the wildlife biologist shall complete a memorandum detailing the survey effort and results and submit the memorandum to the project sponsor within 7 days of survey completion.				
Geology and Soils Mitigation Measures				
M-GE-5: Accidental discovery of paleontological resource. Given the potential for paleontological resources to be present at the project site at excavation depths within the Colma Formation, the following measures shall be undertaken to avoid any significant adverse effect from the proposed project on paleontological resources. Before the start of any drilling or pile-driving activities, the project sponsor shall retain a qualified paleontologist, as defined by the SVP, who is experienced in teaching nonspecialists. The qualified paleontologist shall train all construction personnel who are involved with earthmoving activities, including the site superintendent, regarding the possibility of encountering fossils, the appearance and types of fossils that are likely to be seen during construction, and proper notification procedures should fossils be encountered. Procedures to be conveyed to workers include halting construction within 50 feet of any potential fossil find and notifying a qualified paleontologist, who shall evaluate the significance. If paleontological resources are discovered during earthmoving activities, the construction crew shall immediately cease work near the find and notify the project sponsor and the San Francisco Planning Department. Construction work in the affected areas shall remain stopped or be diverted to allow recovery of fossil remains in a timely manner. The project sponsor shall retain a qualified paleontologist to evaluate the resource and prepare a recovery plan in accordance with SVP guidelines. The recovery plan may include a field survey, construction monitoring, sampling and data recovery	Infrastructure developer and/or vertical developer(s) (as applicable), and qualified paleontologist.	Before the start of any drilling or pile-driving activities.	Infrastructure developer or vertical developer(s) (as applicable) to retain qualified paleontologist and notify Port staff. Port staff to approve selection of paleontologist. If necessary, paleontologist to prepare and submit a recovery plan for Port review and approval.	Considered complete once training is complete, once construction is complete, or once the Planning Department approves the recovery plan and the infrastructure developer or vertical developer(s) and qualified paleontologist implements the plan.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT

NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.

MEASURES ADOPTED AS CONDITIONS OF APPROVAL	Implementation Responsibility	Mitigation Schedule	Monitoring/Reporting Responsibility (Public Agency)	Monitoring Schedule
procedures, museum storage coordination for any specimen recovered, and a report of findings. Recommendations in the recovery plan that are determined by the San Francisco Planning Department to be necessary and feasible shall be implemented before construction activities can resume at the site where the paleontological resources were discovered. The San Francisco Planning Department shall be responsible for ensuring that the monitor's recommendations regarding treatment and reporting are implemented.				
IMPROVEMENT MEASURES FOR THE SEAWALL LOT 337 AND PIER 48 MIXED-USED PROJECT				
I-TR-1: Construction Management Plan. Traffic Control Plan for Construction – To reduce potential conflicts between construction activities and pedestrians, bicyclists, transit and autos during construction activities, the project sponsor should require construction contractor(s) to prepare a traffic control plan for major phases of construction (e.g. demolition and grading, construction, or renovation of individual buildings). The project sponsor and their construction contractor(s) should meet with relevant City agencies to coordinate feasible measures to reduce traffic congestion, including temporary transit stop relocations and other measures to reduce potential traffic and transit disruption and pedestrian circulation effects during major phases of construction. This includes coordinating project construction activities with nearby City construction projects, such as the Third Street Rehabilitation Project. For any work within the public right-of-way, the contractor would be required to comply with the San Francisco's Regulations for Working in San Francisco Streets, which establishes rules and permit requirements so that construction activities can be conducted safely and with the least possible interference with pedestrians, bicyclists, transit, and vehicular traffic. Additionally, restrict truck movements and deliveries to the maximum feasible extent during peak hours (generally 7:00 to 9:00 a.m. and 4:00 to 6:00 p.m., or other times, as determined by SFMTA and the TASC). In the event that the construction timeframes of the major phases and other development projects adjacent to the project site overlap, the project sponsor should coordinate with City agencies through the TASC and the adjacent developers to minimize the severity of any disruption to adjacent land uses and transportation facilities from overlapping construction transportation	Infrastructure developer and/or developer(s) (as applicable) (s).	Construction Management Plan for Construction: Prior to the issuance of a grading, excavation, or building permit. Project Construction Updates: ongoing throughout construction activities.	Infrastructure developer and/or vertical developer(s) (as applicable) and construction contractor(s) to submit Traffic Control Plan for Construction to the Port and SFMTA for review and approval. Project construction update materials would be provided in the annual mitigation and monitoring plan.	Ongoing during project construction.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
impacts. The project sponsor, in conjunction with the adjacent developer(s), should propose a construction traffic control plan that includes measures to reduce potential construction traffic conflicts, such as coordinated material drop-offs, collective worker parking and transit to job site and other measures. Reduce Single-Occupant Vehicle Mode Share for Construction Workers – To minimize parking demand and vehicle trips associated with construction workers, the project sponsor should require the construction contractor to include in the Traffic Control Plan for Construction methods to encourage walking, bicycling, carpooling, and transit access to the project construction sites by construction workers in the coordinated plan. Project Construction Updates for Adjacent Residents and Businesses – To minimize construction impacts on access for nearby residences, institutions, and businesses, the project sponsor should provide nearby residences and adjacent businesses with regularly updated information regarding construction, including construction activities, peak construction vehicle activities (e.g., concrete pours), travel lane closures, and lane closures via a newsletter and/or website.				
I-TR-7: Garage Access – Pedestrian Design Features. During the final design process for the parking facilities and the pedestrian realm of adjacent streets, improvements should be designed for the safe interface of vehicles and pedestrians at parking facility driveways. This design shall include adequate sight distance, signing, striping, warning devices, and lighting.	Garage developer.	During the final design process for the parking facilities and the pedestrian realm of adjacent streets.	Garage developer to design parking facilities and pedestrian realm for the safe interface of vehicles and pedestrians. SFMTA, in consultation with the Planning Department to review and approve plans.	Considered complete once SFMTA and Planning Department signs off on final plans.
I-TR-10: Garage Access – Bicycle-Vehicle Design Features. During the final design process for Long Bridge Street, adequate sight distance should be provided through a combination of signing, striping, and lighting improvements, which should be designed for the safe interface of vehicles and cyclists at the two Block D2 parking facility driveways.	Garage developer.	During final design process for Long Bridge Street.	Garage developer to design Long Bridge Street with adequate sight distance. SFMTA to review and approve plans.	Considered complete once SFMTA signs off on final plans.

MITIGATION MONITORING AND REPORTING PROGRAM FOR SEAWALL LOT 337 AND PIER 48 MIXED-USE PROJECT NOTE: Each mitigation measure in this document applies to the proposed project and all variants, unless noted otherwise.				
MEASURES ADOPTED AS CONDITIONS OF APPROVAL	**Implementation Responsibility**	**Mitigation Schedule**	**Monitoring/Reporting Responsibility (Public Agency)**	**Monitoring Schedule**
I-TR-12: Strategies to Enhance Transportation Conditions During Large Events. The project's Transportation Coordinator should participate as a member of the Mission Bay Ballpark Transportation Coordination Committee and provide at least 1-month notification prior to the start of any large event that would overlap with an event at AT&T Park.	Project Transportation Coordinator.	Ongoing.	Transportation Coordinator to provide at least 1-month notification to Port, Planning Department, and SFMTA prior to the start of any large event that would overlap with an event at AT&T Park.	On-going during project operations.

2254

OFFICE OF THE MAYOR
SAN FRANCISCO

EDWIN M. LEE

TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: For Mayor Edwin M. Lee
RE: Resolution of Intention to Issue Bonds Related to Project Area I of Port Infrastructure Financing District No. 2 (Port of San Francisco)
DATE: October 17, 2017

Attached for introduction to the Board of Supervisors is a resolution of Intention to Issue Bonds for Project Area I of City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco).

Please note that this legislation is co-sponsored by Supervisor Kim.

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

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