

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

**RESOLUTION NO. 18-04**

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 28-acre site located along the Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at the Site and built a public consensus for its future that nested within the policies established for the South Beach/China Basin Waterfront in the Port’s Waterfront Land Use Plan; and
- WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development (collectively, the “Project”); and
- WHEREAS, Developer is a wholly-owned subsidiary of Giants Development Services, LLC, which in turn is a wholly-owned subsidiary of San Francisco Baseball Associates, LLC, the Major League Baseball franchise holder of the San Francisco Giants; and
- WHEREAS, In March 2013, by Resolution No. 13-10, the Port Commission endorsed the Term Sheet for the Project; and
- WHEREAS, In May 2013, by Resolution No. 142-13, the Board of Supervisors found the Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the Project, which is now known as “Mission Rock”; and
- WHEREAS, Because the Project would not comply with many of the existing zoning controls which affect the Site, the Port and Developer, as project sponsors, have proposed the establishment of a Mission Rock Special Use District and the adoption of various Planning Code text amendments described below that would articulate a unique set of

zoning regulations and approval processes for the development of the Site; and

WHEREAS, To implement the Port's vision for the development of the Site, on September 5, 2017 Mayor Edwin Lee and Supervisor Jane Kim introduced an ordinance that would establish the Mission Rock Mixed-Use District and the Mission Rock Special Use District (herein "Mission Rock SUD"), add the Mission Rock SUD in Planning Code Section 249.80, and amend Zoning Map No. ZN08 by designating Assessor's Block and Lot 8719 / 006 as part of the Mission Rock Mixed-Use District and by amending Special Use District Map SD08 by designating Assessor's Block and Lots 8719 / 006 and 9900 / 048 to the Mission Rock SUD (collectively, the "Planning Code Amendments"); and

WHEREAS, The Planning Code Amendments would enable the development of the Site for new market-rate and affordable residential uses, commercial use, retail uses, parking, shoreline area improvements, infrastructure development and street improvements, and public open space; and

WHEREAS, Under the Disposition and Development Agreement ("DDA") and other transaction documents that the Port and Developer have negotiated, at full build-out, the Project will include: (1) 1.1 million to 1.6 million gross square feet ("gsf") of new residential uses (an estimated 1,000 to 1,950 new residential units), at least 40% of which will be on-site housing affordable to a range of low- to moderate-income households as described in the Housing Plan in the DDA; (2) 972,000 to 1.4 million gsf of new commercial and office space; (3) 241,000 to 244,800 gsf of active retail and production uses on 11 proposed development blocks on Seawall Lot 337 in buildings that would range in height from 90 to 240 feet, consistent with Proposition D, passed by the voters of San Francisco in November 2015, which increased building height limits on the Site up to 240 feet; (4) the rehabilitation and reuse of Pier 48, a significant contributing resource to the Port of San Francisco Embarcadero Historic District; (5) up to approximately 1.1 million gsf of above- and below-grade parking in one or two garages; (6) transportation demand management on-site and payment of impact fees that the Municipal Transportation Agency will use to improve transportation service in the area; (7) approximately 5.4 acres of net new open space for a total of approximately 8 acres of new and expanded open space, including an expansion of China Basin Park, a new central Mission Rock Square, and waterfront access along the shoreline; (8) public access areas, assembly areas, and an internal grid of public streets, shared streets, and utilities infrastructure; and (9) on-site strategies to protect against sea level rise; and

WHEREAS, The Planning Code Amendments would establish the Mission Rock SUD, which would outline the land use controls for the Site, alongside the Mission Rock SUD Design Controls (“DC”) that include further controls, standards and guidelines specific to the Site, providing development requirements for both infrastructure and community facilities as well as private development of buildings. The DC would therefore implement the Planning Code Amendments; and

WHEREAS, Together with the Planning Code Amendments, the DC will be the key source for development controls and design guidelines for land use, buildings, parking, streets and public open spaces, architecture, and more. Parks and open spaces will also follow a subsequent design review and approval process to ensure that they meet Port standards. The DC addresses street layout, open space, and blocks, and establishes overarching strategies for placement of uses and buildings relative to street and open space typologies. Following adoption, any amendments to the DC would be approved by both Planning and Port Commissions, except for certain amendments affecting only open space and rights-of-way (including streetscape) development, which would require approval only by the Port Commission, and any further amendments to the Planning Code Amendments would be approved by the Board of Supervisors, following recommendations by the Planning and Port Commissions; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013.0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission finds that the land use plan with the proposed mix of commercial and residential uses is appropriate for the Site, due to (i) the public planning process to date, (ii) the incorporation of between 1,000-1,950 new residential units, including on-site housing affordable to a range of low- to moderate-income households, and (iii) the Port's responsibilities as trustee under the Burton Act to protect Port property, including funding critical seawall repairs and implementing protective and adaptive measures to address sea level rise; and

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

WHEREAS, On October 5, 2017, the Planning Commission by Resolution No. 20019 recommended approval by the Board of Supervisors of a draft ordinance, substantially in the form attached hereto as Exhibit A that would establish the Mission Rock SUD and amend the Zoning Map for the Project as provided in the Planning Code Amendments; and

WHEREAS, At the same meeting, the Planning Commission by Resolution No. 20021 approved the DC; and

WHEREAS, The Port Commission is concurrently approving amendments to the Waterfront Land Use Plan and Design and Access Element to be consistent with the Planning Code Amendments and the DC; now, therefore, be it

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in the approval documents for the Project; and be it further

RESOLVED, That the Port Commission has considered the Planning Code Amendments and recommends approval thereof by the Board of Supervisors; and be it further

RESOLVED, That the Port Commission approves the DC, contingent on approval of the Planning Code Amendments by the Board of Supervisors, for the following reasons:

1. The DC would help implement the Project to transform currently underused surface parking into a vibrant new mixed-use and sustainable neighborhood, with newly built infrastructure and a network of new parks and open space serving residents and visitors alike, and will improve the Site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's South Beach/China Basin waterfront.
2. The DC would help ensure that new development on Port property will be high quality, with active streets, open spaces and physical and visual connections with the waterfront; and be it further

RESOLVED, That the Port Commission finds the DC is in general conformity with the Waterfront Land Use Plan as amended as set forth in Port Commission Resolution No. 18-05; and be it further

RESOLVED, That the Port Commission delegates to the Port Executive Director the authority to take all such actions as are contemplated by and reasonably necessary to effectuate the DC, including, without limitation, the authority to review and approve the Building Signage Plan contemplated under the Disposition and Development Agreement.

***I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.***

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Secretary