

Commission on Community Investment and Infrastructure

RESOLUTION NO. 1-2014

Adopted January 7, 2014

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING THE STREETScape PLAN AND THE SIGNAGE PLAN FOR CANDLESTICK POINT AND THE MAJOR PHASE APPLICATION FOR MAJOR PHASE 1 AND CONFORMING CHANGES TO THE PROJECT DOCUMENTS PURSUANT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT WITH CP DEVELOPMENT CO., LP, SUBJECT TO APPROVAL FROM THE AFFECTED CITY DEPARTMENTS AND MAYOR UNDER AND TO THE EXTENT REQUIRED BY THE ICA AND THE PLANNING COOPERATION AGREEMENT; BAYVIEW HUNTERS POINT AND HUNTERS POINT SHIPYARD PROJECT AREAS

WHEREAS, Under Chapter 5, Statutes of 2011, Assembly Bill No. 1X26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session), and Assembly Bill No. 1484 (Chapter 26, Statutes of 2011-12, Regular Session) (collectively, as amended from time to time, the “Dissolution Law”), the Redevelopment Agency of the City and County of San Francisco (“SFRA” or the “Redevelopment Agency”) was dissolved and the non-affordable housing assets and obligations of SFRA were transferred to the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (“Successor Agency”), commonly known as the Office of Community Investment and Infrastructure (“OCII”), by operation of law; and,

WHEREAS, Subsequent to the adoption of AB 1484, on October 2, 2012 the Board of Supervisors of the City, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the “Implementing Ordinance”), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that, as of the effective date of AB 1484, the Successor Agency is a separate legal entity from the City, and (b) established the Successor Agency Commission (the “Commission”) and delegated to it the authority to (i) act in place of the Redevelopment Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency’s enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approvals, consistent with applicable enforceable obligations, and (iii) take any action that the Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that this Successor Agency Commission deems appropriate, consistent with the Dissolution Law, to comply with such obligations; and,

WHEREAS, The Board of Supervisors’ delegation to the Commission includes the authority to grant approvals under specified land use controls for the Candlestick Point and Phase 2 of the Hunters Point Shipyard Project (the “Project”); and,

WHEREAS, In connection with the Project, the Board of Supervisors on August 3, 2010, approved amendments to the Hunters Point Shipyard Redevelopment Plan and the Bayview Hunters Point Redevelopment Plan by ordinances 210-10 and 211-10, respectively (the “Redevelopment Plans”), the SFRA approved the Candlestick Point Design for Development and the Hunters Point Shipyard Phase 2 Design for Development (as more particularly defined in the Phase 2 DDA, the “Design for Development”) by Resolution 62-2010 and the SFRA and CP Development Co., LP (as more particularly

defined in the Phase 2 DDA, “Developer”) entered into a Disposition and Development Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard), dated for reference purposes as of June 3, 2010 (as amended and as the same may be further amended from time to time, the “Phase 2 DDA”) by Resolution 69-2010. The Phase 2 DDA was amended on December 18, 2012 by a First Amendment to the Phase 2 DDA, pursuant to OCII Resolution No. 3-2012. Capitalized terms used but not otherwise defined in this Resolution have the meanings ascribed to or provided for them in the Phase 2 DDA; and,

WHEREAS, The Phase 2 DDA establishes Developer’s rights to develop within the parameters of the Redevelopment Plans and Design for Development and incorporates through exhibits and attachments various Project Documents including the Design Review and Document Approval Procedure (“DRDAP”), the Below -Market Rate Housing Plan, the Transportation Plan, the Infrastructure Plan, the Community Benefits Plan, the Design for Development, the Parks and Open Space Plan and the Incorporated Sustainability Requirements and Sustainability Goals and other documents (all as more particularly described in the Phase 2 DDA, together, the “Project Documents”); and,

WHEREAS, The Phase 2 DDA is an enforceable obligation under the Dissolution Law and shown on line HPSY 30 of the Recognized Obligation Payment Schedule for January to June 2014, which was approved by the Oversight Board and the California Department of Finance (“DOF”). On December 14, 2012, DOF issued a final and conclusive determination under California Health and Safety Code § 34177.5 (i) that the Phase 2 DDA and the HPS Phase 1 DDA are enforceable obligations that survived the dissolution of the Redevelopment Agency; and,

WHEREAS, The Interagency Cooperation Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (as more particularly defined in the Phase 2 DDA, the “ICA”) between OCII and the City establishes procedures for interdepartmental coordination related to the implementation of the Project. The ICA was executed by the Redevelopment Agency and the City, including by and through the San Francisco Port Commission, the San Francisco Public Utility Commission, the Department of Public Works, the San Francisco Fire Chief and Fire Marshall, the San Francisco Municipal Transportation Agency, the City Administrator, the Controller, the Mayor and the Clerk of the Board of Supervisors, and was consented to by Developer as a third party beneficiary thereof; and,

WHEREAS, The Planning Cooperation Agreement (Candlestick Point and Phase 2 of the Hunters Point Shipyard) (as more particularly defined in the Phase 2 DDA, the “Planning Cooperation Agreement”) between OCII and the Planning Department of the City and County of San Francisco establishes procedures for coordination between OCII and the Planning Department related to the implementation of the Project, including with respect to the review and approval of Major Phase Applications; and,

WHEREAS, In accordance with the Phase 2 DDA (including the DRDAP), Developer must submit a Streetscape Plan, a Signage Plan, a Major Phase Application and a Sub-Phase Application before commencing construction on any phase of the Project; and,

WHEREAS, Developer has submitted a Streetscape Plan and a Signage Plan for Candlestick Point and a Major Phase Application for Major Phase 1 (collectively, the “CP Plans”). As part of the submittal of the CP Plans and as contemplated by the Phase 2 DDA, Developer has proposed refinements to the Project Documents that were adopted in 2010, including to the Phasing Plan, the Infrastructure Plan and the Transportation Plan (collectively, the “Project Refinements”). The Project Refinements are

described in Attachment 6A-6N in the OCII memorandum prepared in connection with the approval of this Resolution; and,

WHEREAS, The Signage Plan includes historic content to illustrate how the history of Candlestick Point and Hunters Point Shipyard may be conveyed through signage. Historic narratives reported in interpretive displays signs shall rely on resources such as the Bayview Library's Oral Histories Project and allow for additional community input through a process defined in collaboration with OCII and the Hunters Point Shipyard CAC; and,

WHEREAS, Final approval of the CP Plans and conforming changes to the Project Documents, including the Project Refinements, under this Resolution is subject to approval from the affected City departments and Mayor under and to the extent required by the ICA and the Planning Cooperation Agreement; and,

WHEREAS, OCII staff has determined that the CP Plans are complete under, and are consistent with, the Phase 2 DDA, the Project Documents, and the Redevelopment Plans, with the only modifications to the Project Documents being the Project Refinements; and,

WHEREAS, The affected City departments have completed a thorough review of the CP Plans and conforming changes to the Project Documents, including the Project Refinements, under and in accordance with the ICA and the Planning Cooperation Agreement; OCII staff expects that the CP Plans and conforming changes to the Project Documents, including the Project Refinements, will be approved by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement; and,

WHEREAS, OCII staff seeks approval of the Project Refinements as part of the approval of the CP Plans. Subsequent to the adoption of this Resolution and approval of the CP Plans and conforming changes to the Project Documents, including the Project Refinements, by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement, OCII staff and Developer will make conforming changes to the applicable Project Documents; and,

WHEREAS, Once the CP Plans and conforming changes to the Project Documents, including the Project Refinements, have been approved by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement, the CP Plans and conforming changes to the Project Documents, including the Project Refinements, will be deemed finally approved by the Commission without further action from the Commission; and,

WHEREAS, On June 3, 2010, the SFRA Commission by Resolution No. 58-2010 and the San Francisco Planning Commission by Motion No. 18096, certified the Final Environmental Impact Report ("FEIR") for the Project as adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA") and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.); the Board of Supervisors affirmed the Planning Commission's certification of the FEIR by Motion No. 10-110 on July 14, 2010; and,

WHEREAS, As part of its approval of the Project on June 3, 2010, in addition to certifying the FEIR, the SFRA Commission, by Resolution No. 59-2010 adopted findings pursuant to CEQA, regarding the alternatives, mitigation measures, and significant environmental effects analyzed in the FEIR, including a Mitigation Monitoring and

Reporting Program and a Statement of Overriding Considerations for the Project, which findings are incorporated into this Resolution by this reference; and,

WHEREAS, Subsequent to the certification of the FEIR, the Planning Department, at the request of OCII and in response to the proposed Project Refinements as part of the first Major Phase and Sub-Phase Applications, issued an addendum to the FEIR (“Addendum No. 1”); and,

WHEREAS, Addendum No. 1 addresses changes to the phasing schedule for the Project and corresponding changes to the schedules for implementation of related transportation system improvements in the Transportation Plan, including the Transit Operating Plan, the Infrastructure Plan and other public benefits; and minor proposed revisions in two adopted mitigation measures, TR-16 Widen Harney Way , and UT-2 Auxiliary Water Supply System; and,

WHEREAS, Mitigation Measure TR-16 Widen Harney Way is proposed to be amended to provide for implementation prior to issuance of the occupancy permit for the Candlestick Point Sub-Phase CP-02, instead of the first grading permit for Major Phase 1 of the Project, and to provide for a two-way cycle track on Harney Way rather than the previously proposed bicycle lane; and,

WHEREAS, Mitigation Measure UT-2 Auxiliary Water Supply System (AWSS) is proposed to be amended to no longer specify a loop system for the AWSS; and,

WHEREAS, Based on the analysis in Addendum No. 1, the Planning Department concludes that the analyses conducted and the conclusions reached in the FEIR on June 3, 2010, remain valid and the proposed Project Refinements and the amendments to the two adopted mitigation measures will not cause new significant impacts not identified in the FEIR, and no new mitigation measures will be necessary to reduce significant impacts; further, other than as described in the Addendum No. 1, no Project changes have occurred, and no changes have occurred with respect to circumstances surrounding the proposed Project that will cause significant environmental impacts to which the Project will contribute considerably, and no new information has become available that shows that the Project will cause significant environmental impacts and, therefore, no supplemental environmental review is required under CEQA beyond the Addendum No. 1 to approve the first Major Phase and Sub-Phase Applications; and,

WHEREAS, OCII staff has reviewed and considered the FEIR, Addendum No. 1, and supporting documentation in preparing necessary findings for the Commission’s consideration, and has made the FEIR, Addendum No. 1, and supporting documentation available for review by the Commission and the public and these files are part of the record before the Commission; and,

WHEREAS, Copies of the FEIR and Addendum No. 1 and supporting documentation are on file with the Commission Secretary and are incorporated in this Resolution by this reference; and,

WHEREAS, The FEIR and the CEQA Findings adopted by the SFRA Commission by Resolution No. 59-2010 on June 3, 2010 reflected the independent judgment and analysis of the SFRA Commission, were and, except for the proposed minor amendments to Mitigation Measures TR-16 and UT-2, remain adequate, accurate and objective, and were prepared and adopted following the procedures required by CEQA; and,

WHEREAS, OCII staff has reviewed the CP Plans and finds that they are acceptable and recommends approval of the CP Plans; and,

WHEREAS, As noted above, the Phase 2 DDA is an enforceable obligation under the Dissolution Law. Review and approval of the CP Plans is an implementing action under the Phase 2 DDA; and,

WHEREAS, Under the Phase 2 DDA, Developer is expected to propose Insurance Requirements as part of each Major Phase Application. Developer and OCII staff have substantially completed the Insurance Requirements for Major Phase 1 CP and are in final discussions regarding same, including with their respective insurance consultants. The OCII Director and Developer will agree upon the final Insurance Requirements for Major Phase 1 CP prior to commencement of construction. The Insurance Requirements include the form, amount, type, terms and conditions; and,

WHEREAS, The Hunters Point Shipyard Citizen's Advisory Committee ("CAC"), the Alice Griffith Tenants, and the Bayview Hunters Point community generally have participated in the review of the CP Plans through a series of workshops held at Alice Griffith, the Hunters Point Shipyard and the Southeast Community Facility; and,

WHEREAS, The CAC, at its meeting of December 9, 2013 reviewed and endorsed the CP Plans and conforming changes to the Project Documents, including the Project Refinements; now, therefore, be it

RESOLVED, That the Commission has reviewed and considered the FEIR, together with Addendum No. 1 and any additional environmental documentation in the OCII's files, and adopts the CEQA Findings set forth in 59-2010 and amends them to incorporate the minor modifications to the Mitigation Measures TR-16 and UT-2, as set forth in Addendum 1 and in these findings as follows:

MM TR-16 Widen Harney Way as shown in Figure 5 in the Transportation Study. Prior to issuance of the *grading occupancy* permit for *Development Phase 1 of the Project, Candlestick Point Sub-Phase CP-02*, the Project Applicant shall widen Harney Way as shown in Figure 5 in the Transportation Study, *with the modification to include a two-way cycle track, on the southern portion of the project right of way.* Prior to the issuance of grading permits for *Candlestick Point Major* Phases 2, 3 and 4, the Project Applicant shall fund a study to evaluate traffic conditions on Harney Way and determine whether additional traffic associated with the next phase of development would result in the need to modify Harney Way to its ultimate configuration, as shown in Figure 6 in the Transportation Study, unless this ultimate configuration has already been built. This study shall be conducted in collaboration with the SFMTA, which would be responsible for making final determinations regarding the ultimate configuration. The ultimate configuration would be linked to intersection performance, and it would be required when study results indicate intersection LOS at one or more of the three signalized intersection on Harney Way at mid-LOS D (i.e., at an average delay per vehicle of more than 45 seconds per vehicle). If the study and SFMTA conclude that reconfiguration would be necessary to accommodate traffic demands associated with the next phase of development, the Project Applicant shall be responsible to fund and complete construction of the improvements prior to occupancy of the next phase.

MM UT-2 Auxiliary Water Supply System. Prior to issuance of occupancy permits, as part of the Infrastructure Plan to be approved, the Project Applicant shall construct an Auxiliary Water Supply System (AWSS) ~~loop~~ within Candlestick Point to connect to the City's planned extension of the offsite system off-site on Gilman Street from Ingalls Street to Candlestick Point. The Project Applicant shall construct an additional AWSS ~~loop~~ on HPS Phase II to connect to the existing system at Earl Street and Innes

Avenue and at Palou and Griffith Avenues, with *looped* service along Spear Avenue/Crisp Road.

The Commission finds that these amendments are supported by the analysis in Addendum 1 and incorporates such analysis in these findings by this reference; and be it further

RESOLVED, That the Streetscape Plan and the Signage Plan for Candlestick Point and the Major Phase Application for Major Phase 1, each dated January 7, 2014, are hereby approved, including approval of the Project Refinements; and be it further

RESOLVED, That the Streetscape Plan and the Signage Plan for Candlestick Point and the Major Phase Application for Major Phase 1 will not be deemed finally approved by the Commission until the CP Plans and conforming changes to the Project Documents, including the Project Refinements, have been approved by the affected City departments under and to the extent required by the ICA and the Planning Cooperation Agreement. No further action is required by the Commission with respect to the Streetscape Plan or the Signage Plan for Candlestick Point or the Major Phase Application for Major Phase 1 or conforming changes to the Project Documents as approved by this Resolution, and this Resolution shall constitute Approval of the Streetscape Plan and the Signage Plan for Candlestick Point and Major Phase Approval for Major Phase 1 under the Phase 2 DDA, unless the conforming changes to Project Documents are not made consistent with this Resolution, in which case Developer will propose an alternative solution to ensure the conformity of the CP Plans to the Project Documents in accordance with the Phase 2 DDA; and be it further

RESOLVED, That the Commission hereby authorizes and directs the OCII Director and such OCII staff as the OCII Director may designate, upon approval by the affected City departments of the CP Plans and conforming changes to the Project Documents, including the Project Modifications, under and to the extent required by the ICA and the Planning Cooperation Agreement, to together with Developer make changes to the Project Documents so that they conform to the CP Plans, including the Project Refinements, and to take such additional actions as the OCII Director deems necessary or appropriate in connection therewith, including approving the Insurance Requirements under the Phase 2 DDA, provided, however, that the OCII Director determines that such additional actions are not inconsistent with this Resolution and do not materially increase the burdens and responsibilities of OCII or materially decrease the benefits to OCII with respect of the Project; and be it further

RESOLVED, That the Commission hereby authorizes and directs the OCII Director to take all actions as needed, to the extent permitted under applicable law and subject to the Project Documents (as modified pursuant hereto), to effectuate OCII's performance under the Project Documents (as modified pursuant hereto).

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of January 7, 2014.

Natasha Jones

Commission Secretary