

## MEMORANDUM

February 20, 2020

**TO:** MEMBERS, PORT COMMISSION  
Hon. Kimberly Brandon, President  
Hon. Willie Adams, Vice President  
Hon. Gail Gilman  
Hon. Victor Makras  
Hon. Doreen Woo Ho

**FROM:** Elaine Forbes  
Executive Director

**SUBJECT:** Request approval of Port-related transaction documents for the California Barrel Company LLC (CBC) mixed-use project located on the former Potrero Power Station site bounded by 23rd, Illinois and 22nd Streets and San Francisco Bay, including Port of San Francisco shoreline and adjacent lands referred to as portions of Seawall Lot 349, Pier 72 and 23rd Street, including: (1) consent to Development Agreement between the City and CBC; (2) approval of lease with CBC to use Port lands for public parks and open space and publicly accessible ways, including an option to impress a public trust easement on privately owned shoreline land and a portion of 23rd Street leading to the shoreline; (3) delegation of authority to Port's Executive Director to enter into one or more Memoranda of Understandings with various City agencies, including the San Francisco Public Utilities Commission, the San Francisco Public Works Department and the Department of Building Inspection, relating to each agency's role and responsibility; and (4) adoption of environmental findings, including a mitigation monitoring and reporting program and a statement of overriding considerations, pursuant to the California Environmental Quality Act.

**DIRECTOR'S RECOMMENDATION:** Approve Attached Resolution

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### **EXECUTIVE SUMMARY**

On February 11, 2020, the Port Commission received an informational briefing on the Potrero Power Station (PPS) project, led by the California Barrel Company LLC (CBC or Project Sponsor) and managed on behalf of the City by the Office of Economic and Workforce Development (OEWD). The planning and entitlement work has been coordinated by an interagency team, including the Planning Department, the San Francisco Public Utilities Commission (SFPUC), San Francisco Public Works (SFPW) and the Port of San Francisco (Port) to rezone the PPS site, establish land use controls, develop design standards, and provide for development of residential, commercial

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(including office, research and development / life science, retail, hotel, entertainment/ assembly and production, distribution and repair), parking, community facilities and open space land uses (see *Exhibit 1, Project Location*). The February 11, 2020 briefing focused on the planning efforts for the former Potrero Power Plant, including the proposed use of certain Port lands for public and private rights-of-ways, parks and open spaces and the participation in the planning efforts to ensure that the future improvements respond to the Port and its stakeholders' needs, including coordination with the Pier 70 projects.

Overall, the proposed PPS project would construct up to approximately 5.4 million gross square feet (gsf), of uses, including approximately:

- 2.5 and 2.7 million gsf of residential uses (about 2,500 to 2,700 dwelling units);
- 1.6 and 1.8 million gsf of commercial uses (office, R&D/life science, retail, hotel, and PDR);
- 965,000 gsf of parking;
- 50,000 gsf of community facilities; and
- 25,000 gsf of entertainment/assembly uses.

The program also includes approximately 6.9 acres devoted to publicly accessible open space (see *Exhibit 2, Land Use Program*). Most of the new buildings would range in height from 65 to 180 feet, with one building at 240 feet.

Of the 6.9 acres of open space planned for the 29-acre PPS site, about 40 percent or 2.9 acres is located on Port-owned property. The 2.9 acres consists of three noncontiguous areas (see: *Exhibit 3, Land Ownership*):

- the largest area is 1.6 acres located between the former Power Station sub-area and the Bay and includes water area for a potential recreational dock;
- the second largest is 1.3 acres located along 23rd Street between the Power Station sub-area and Illinois Street; and
- the smallest piece is less than one tenth of an acre and is located on the northeast corner of the site next to the Bay.

Coordinating through an interagency process, the Project Sponsor proposes to lease Port land for a term of 66 years for shoreline parks and open space. The lease would allow and require the Project Sponsor to improve, operate and maintain the premises for the public's enjoyment and access and would include an indemnity for claims relating to activities that occur on the premises. As additional consideration for the lease, the Project Sponsor has also agreed to grant Port an option to impress a Public Trust Easement on certain of the Project Sponsor's lands along the shoreline adjacent to the premises and in the 23rd Street right-of-way leading to the shoreline.

This staff report is organized around seven topics including:

1. Project Background

2. How the Project meets the Port's Strategic Objectives
3. The Southern Waterfront Beautification and Community Benefits program
4. The Lease and Public Trust Easement
5. Port Commission Approval and Key Transaction documents
6. Community Outreach
7. Next Steps and Schedule

## **PROJECT BACKGROUND**

The City, Port and CBC have been coordinating for over three years on the PPS project, which will include land use controls, infrastructure program and financing plan that will be documented in a Development Agreement. The planning has undergone an extensive community engagement process, including outreach to both the Port's Central Waterfront Advisory Group and Southern Waterfront Advisory Committee. In many regards the PPS project is like the Pier 70 Special Use District and will have similar controls and require similar approvals. CBC has been coordinating with the Port and Brookfield on aspects of the PPS project that connect to the Pier 70 project including shoreline parks, streets, transportation, infrastructure and resiliency measures.

### **Project Benefits**

The land use program as described above along with the Development Agreement and lease include several public, City and Port benefits, including the following:

- *Open Space:* Creation or improvement of approximately 6.9 acres (2.9 acres within the Port's jurisdiction) of public open space and enhancing the Blue Greenway.
- *Maintenance of Public Spaces:* The open space maintenance will be funded by the Project Sponsor, which will also include indemnification of the Port and City. For additional financial security, maintenance costs will also be backed by a contingent services special tax under the Community Facilities District covering the PPS project site, which the City can activate in case the Project Sponsor fails to sufficiently fund maintenance costs.
- *Public Trust Easement:* The Project Sponsors have agreed to grant the Port an option to record a Public Trust easement on privately-owned shoreline lands adjacent to the premises and the 23rd Street right-of-way to provide significant benefits to the Public Trust in perpetuity by consolidating and expanding the total acreage of lands protected by the Public Trust, providing and protecting public access and recreation along the shoreline and enhancing the physical configuration of Public Trust lands along the shoreline.
- *Affordable Housing:* The PPS project will include an affordable housing plan to facilitate development of 30% of all residential units built within the project site as below market rate units and \$45 million in affordable housing fees generated from the site.

- *Transportation:* The PPS project is projected to generate \$64 million towards the Transit Sustainability Fee (TSF) and will construct capital improvements to support a Muni bus line planned to be routed through both Pier 70 and the PPS site. The project also includes a Transportation Demand Management Program. Up to \$2 million of the TSF funds may be used to pilot a San Francisco shoreline small vessel service, subject to trailing approvals by SFMTA when such TSF funds are collected.
- *Jobs and Workforce Development Program:* The PPS project would implement a workforce development program to encourage local business participation, including an LBE participation goal of 17% as established by the City's Contract Monitoring Division as well as participation in the City's First Source Hiring Requirements. The PPS project will provide additional resources (e.g., funding, on-site job training opportunities, internships/work experiences and space for jobseeker events) to support community-based organizations that provide job readiness training for individuals within at-risk populations.
- *Community Facilities:* The PPS project is providing 25,000 square feet for a Community Center and will also include two 6,000 square foot childcare facilities.

### **Improvements Within the Port's Jurisdiction**

The Port lands will be improved to provide publicly accessible shoreline parks and open spaces and improved roadway access to the shoreline parks and open spaces. The improvements will include the following amenity types:

- Blue Greenway Pathways and a potential recreational boating dock;
- Plazas, public art, gardens and picnic areas; and
- Informal play structures and site interpretation.

The shoreline will be elevated to address projected sea level rise for the next 100 years and designed to accommodate projected sea level rise of 90" plus a storm surge of 42", for a total of 132" above current Mean Higher High Water (MHHW). The shoreline will also be adaptable if future sea level rise exceeds current projections.

The shoreline open spaces will connect to the Pier 70 open spaces and will help close a gap along the Blue Greenway. Ultimately as the property to the south of the PPS site redevelops, the PPS shoreline open spaces will connect the Pier 70 open spaces with Warm Water Cove Park.

In addition to the shoreline open spaces, the PPS project will fully improve the Port's portion of 23<sup>rd</sup> Street which is an underimproved Port street. 23<sup>rd</sup> Street will also be extended to the east to accommodate the project. The extension will not include a sidewalk on the south side because of the need to provide loading access to the adjacent property owner. The Port will issue a no-cost license to CBC to construct the street improvements, and such improvements will be completed to specifications that would allow Public Works to accept the improvements for maintenance as a public right-of-way.

Craig Lane, which is a service alley that is located on both the PPS site and the Pier 70 site, will be constructed and maintained by PPS in perpetuity in accordance with a Reciprocal Easement Agreement to be negotiated among PPS, Brookfield and the Port. This service alley, while not a public street, will be open for use by the public.

### **City Approvals**

On January 30, 2020, the Planning Commission certified the Final Environmental Impact Report (FEIR), adopted CEQA findings, and approved General Plan amendments and findings, Planning Code and Zoning Map amendments, the Potrero Power Station Design for Development, and the Development Agreement for the Potrero Power Station Mixed-Use Project, with a recommendation that the Board of Supervisors approve the transactional documents.

The PPS project is scheduled to be presented to the SFPUC for consent to the DA on March 10, 2020.

The PPS project is scheduled to be presented to the Board of Supervisors' Land Use Committee on March 9, 2020, with a first reading at the full Board of Supervisors on March 17, 2020.

### **STRATEGIC PLAN OBJECTIVES**

The Port's participation and coordination in the PPS project will address two of the Port's Strategic Plan goals including:

- *Evolution* to transform the waterfront to respond to changing public and Port needs. The PPS project will improve Port open spaces consistent with the Public Trust to provide publicly desired amenities and activities; and
- *Engagement* to increase the public's awareness of the purpose and benefits of Port functions and activities. The PPS project will strengthen public understanding and support of Port responsibilities and projects through community engagement and participation at many levels.

### **SOUTHERN WATERFRONT COMMUNITY BENEFITS AND BEAUTIFICATION**

Described previously are the numerous City, Port and community benefits the PPS project provides. Specific to the Port, the proposed project would improve and maintain the Potrero Power Station shoreline and provide new open space and parks for the public to enjoy, including closing a gap in the Blue Greenway. The Project Sponsor would be responsible for all costs associated with the park improvements and for all maintenance and liability associated with activities that occur on the land. These improvements not only provide benefits to the residents of the new community, and the City and the State of California at large, but also close a gap in the Blue Greenway to connect the rest of the City to this community. The project generates no revenue to the Port and thus would not generate revenue to the Southern Waterfront Community Benefits and Beautification fund.

## **PORT COMMISSION APPROVALS AND KEY TRANSACTION DOCUMENTS**

The following approval actions by the Port Commission are needed for the Potrero Power Station Mixed-Use Project:

1. **Consent to the Development Agreement** between the City and California Barrel Company, LLC, including approval of infrastructure, stormwater management improvements, parks and open spaces and other public improvements planned for land under Port jurisdiction and delegation to the Port Executive Director to grant later approvals described in the Development Agreement. A copy of the draft Development Agreement is on file with the Port Commission Secretary.
2. **Approval of a lease** with CBC to use Port lands for public parks and open space, streets and publicly-accessible areas in compliance with the Public Trust, including an option to impress a Public Trust Easement for the Port, City and State benefit on shoreline land and the portion of 23rd Street currently owned by CBC. A copy of the draft lease is on file with the Port Commission Secretary.
3. **Delegation** to the Port's Executive Director to enter into one or a series of **Memoranda of Understanding** with SFPW, SFPUC, the Department of Building Inspection (DBI) or other City agencies, as appropriate, to delineate agency responsibilities for management, maintenance, programming and permitting authority for the Public Trust lands held by the Port as trustee.
4. **Adoption of environmental findings**, including a mitigation monitoring and reporting program and a statement of overriding considerations, pursuant to the California Environmental Quality Act (CEQA). A copy of the FEIR, the Planning Commission motions and the CEQA findings, including the MMRP and the statement of overriding considerations, are on file with the Port Commission Secretary, and may be found in the records of the Planning Department at 1650 Mission Street in San Francisco.

### **Development Agreement**

The Development Agreement (DA), which has been approved by the Planning Commission subject to Board of Supervisors approval, vests in California Barrel Company LLC, master entitlement to construct the Potrero Power Station Mixed-Use Project in exchange for public benefit obligations above and beyond those provided by typical code-compliant projects. The key provisions of the DA that relate to the Port's consent include:

- *Parks and Open Space:* The DA provides for CBC to construct approximately 7.0 acres (2.9 acres of which would be located within the Port's jurisdiction) of public parks and open space. The parks and open space would be constructed commensurate with development, in three phases (*see Exhibit 4: Phasing Plan*).

- *Infrastructure Plan:* The Infrastructure Plan defines the infrastructure proposed for the entire PPS project, including infrastructure planned for Port property, the oversight, acceptance and maintenance of which will be the subject of one or more Memoranda of Understanding with other City agencies.
- *Financing Plan:* The Financing Plan includes a Community Facilities District (CFD). The CFD will include a contingent services special tax that would be triggered upon property owners at the Port's option should the lessee fail to adequately fund the maintenance of the Port property. This is meant as a backstop protection for the Port so that future maintenance and liability costs do not fall to the Port.

Other City agencies consenting to the DA include the SFPUC, the SF Municipal Transportation Agency (SFMTA) Board of Directors, SFPW and the SF Fire Department (SFFD), as the DA relates to those agencies' jurisdiction.

### **Lease and Public Trust Easement**

The proposed lease between the Port and CBC is for shoreline property to be used for public parks and open space for a term of 66 years. CBC will be responsible for improving, maintaining and managing the property for the duration of the lease and will indemnify the City and Port for any damages or injury that occur on the Port property. The park design will be developed to compliment with the Pier 70 shoreline parks and will be programmed with amenities to maximize public use and access.

While the Port owns a significant portion of the shoreline land, there are parcels within planned parks and open spaces along the shoreline and future roadways that are owned by CBC. The Port, City and State would benefit by having these lands encumbered in perpetuity through a Public Trust Easement. The benefit of an easement rather than fee title is that the Port, City and State will not take on any new or additional liabilities on formerly industrial lands that have contamination from historical uses while also permanently guaranteeing them for uses consistent with the Public Trust. CBC has agreed to grant the Port an option to impress a Public Trust Easement on shoreline properties adjacent to the lease premises and the portion of 23<sup>rd</sup> Street leading to the waterfront (*see Exhibit 5 Lands to be Impressed with Public Trust Easement*). The Port has consulted with State Lands Commission staff, who support the easement concept. If the Port exercises the option, the easement would be impressed upon approximately 1 acre of shoreline area and approximately 0.97 acres of roadway.

### **Memorandum of Understanding**

As described above, the proposed Memorandum of Understanding (MOU) or MOUs between the Port and various City agencies, including the SFPUC, SFPW, and DBI, will be prepared to establish the roles and responsibilities of each of these agencies with respect to the both public and private improvements on Port lands. The MOU would assign management, maintenance, liability, programming and permitting authority to these agencies with respect to their respective authority and jurisdiction and relieve the Port of financial obligations and liability for the maintenance of certain public improvements on Port lands. The Port, however, would retain review authority of uses

within its jurisdiction for consistency with the Public Trust and for certain permitting and acceptance activities as required by the Chief Harbor Engineer.

Final terms for the MOU are being refined in conjunction with final project negotiations and approvals. When complete, the staff anticipates that the MOU would include the following terms with respect to each of the following agencies, the details of which will continue to be developed further by the Port and staff of the respective agencies with assistance from the City Attorney’s Office:

| <b>City Agency</b> | <b>Key MOU Terms</b>   |
|--------------------|--|
| SFPUC              | <ul style="list-style-type: none"> <li>• Oversee construction of any public utility infrastructure and stormwater management facilities that are or will be under the SFPUC ownership, control or oversight.</li> <li>• Accept, operate, and maintain the public utility infrastructure that SFPUC elects to accept.</li> </ul>  |
| SFPW               | <ul style="list-style-type: none"> <li>• To the extent agreed with the Chief Harbor Engineer, review applications for necessary permits for roadways, alleys, geotechnical and shoreline improvements, grading, park construction and related activities within the Trust lands and where appropriate, issue such permits</li> <li>• Work with DBI on permits, inspections, and other responsibilities for the construction, alteration, improvement or removal of any structure within the Trust lands.</li> <li>• Accept, operate and maintain the infrastructure constructed within the Trust lands and for street vacations that are built to City standards and SFPW agrees to accept.</li> </ul> |
| DBI                | <ul style="list-style-type: none"> <li>• In accordance with the existing as-needed MOU relationship with the Port, provide review support for permits for structures and other improvements on the Trust lands, and related oversight and inspections as requested.</li> </ul>   |

**COMMUNITY OUTREACH**

Since purchasing the site in 2016, the Project Sponsor has conducted intensive community outreach. In addition to ten publicly noticed community workshops where feedback on the proposed project was attained, the Project Sponsor has conducted monthly site tours and held over 100 stakeholder meetings. Biweekly open office hours are hosted by the Project Sponsor at various neighborhood establishments, and



members of the public are invited to converse with the team on any topic of their liking. In addition to numerous neighborhood group meetings and open houses, the project was reviewed by the Port's Central Waterfront Advisory Group and Southern Waterfront Advisory Committee.

### **SCHEDULE AND NEXT STEPS**

The PPS project is scheduled to be presented to the SFPUC for consent to the Development Agreement on March 10, 2020. If approved by the Port Commission, the project will seek approvals from the Board of Supervisors in March 2020 for the Development Agreement, the Lease and other matters, and anticipates authorization and permit approval from the Bay Conservation and Development Commission in the summer of 2020.

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For: Michael Martin  
Port Deputy Director of Real Estate  
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Jon Lau  
Office of Economic and Workforce  
Development, Director of  
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### **EXHIBITS**

- Exhibit 1: Site Location
- Exhibit 2: Land Use Program
- Exhibit 3: Property Ownership
- Exhibit 4: Phasing Plan
- Exhibit 5: Public Trust Easement Map

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

**RESOLUTION NO. 20-12**

- WHEREAS, Charter Section B3.581 empowers the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within Port jurisdiction; and
- WHEREAS, California Barrel Company LLC, a Delaware limited liability company (the “Developer”), has proposed the Potrero Power Station Mixed-Use Project (the “Project”) for certain real property generally bounded by 22nd, 23<sup>rd</sup> and Illinois Streets, and the San Francisco Bay on the east, altogether consisting of approximately 29 acres (the “Site”); and
- WHEREAS, Chapter 56 of the San Francisco Administrative Code authorizes the City to approve a development agreement with a developer of property in the City and County of San Francisco in accordance with California law; and
- WHEREAS, On January 30, 2020 the Planning Commission approved various entitlements for the Project, including a development agreement with the Developer (the “Development Agreement”) subject to consenting approvals from the Port and other affected City agencies and the Board of Supervisors; and
- WHEREAS, The Development Agreement will vest development rights in exchange for the delivery of public benefits with respect to the development of the Site with a range of approximately 2,500 to 2,700 dwelling units; approximately 1.6 and 1.8 million gross square feet (gsf) of commercial uses (office, R&D/life science, retail, hotel, and PDR); 965,000 gsf of parking; 50,000 gsf of community facilities; 25,000 gsf of entertainment/assembly uses; and 6.9 acres of open space; and
- WHEREAS, The Project includes construction and funding of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, and other green infrastructure; and
- WHEREAS, The Development Agreement includes an Infrastructure Plan that defines the infrastructure proposed for the entire Site, including streets and other infrastructure planned for Port-owned property; and
- WHEREAS, Port owns approximately 2.9 acres of property within the Site, including a narrow shoreline area and a portion of 23<sup>rd</sup> Street; and

- WHEREAS, The Port lands within the Site are subject to the public trust for commerce, navigation and fisheries (the “Public Trust”); and
- WHEREAS, Port and the Developer have negotiated L-16662 (the “Lease”) pursuant to which the Developer will lease, for a term of 66 years, the Port’s shoreline lands within the Site for publicly accessible open space and potentially a public recreational dock, in consideration for the Developer’s agreement to improve, maintain and operate the premises at its cost during the term of the Lease; and
- WHEREAS, As additional consideration for the Lease, the Developer agreed to grant the Port an option to impress the Public Trust on approximately 1.97 acres of the Developer’s lands along the shoreline adjacent to the premises and in the 23rd Street right-of-way leading to the shoreline; and
- WHEREAS, The Project and the Lease provide numerous benefits to the Public Trust as described in the Memorandum accompanying this Resolution, including (a) creation of new publicly-accessible open space, integrated waterfront parks and an extension of the Blue Greenway that will enhance public use and enjoyment of the San Francisco Bay shoreline and will be maintained with private funding, and (b) an option to impress the Public Trust on privately-owned shoreline, which would consolidate and expand the total acreage of lands protected by the Public Trust, provide and protect public access and recreation along the shoreline, and enhance the physical configuration of the Public Trust along the shoreline; and
- WHEREAS, The Project includes the proposed formation of a Community Facilities District that will include a contingent services special tax that would be available to fund the operation and maintenance of Port property if the Developer fails to do so as required under the Lease; and
- WHEREAS, The Lease meets the Port’s Strategic Objectives of Evolution and Engagement as more particularly described in the Memorandum accompanying this Resolution, and the Port’s Southern Waterfront Community Benefits and Beautification Policy by enhancing and maintaining the shoreline parks, local workforce development provisions and historic preservation; and
- WHEREAS, The Port and other affected City departments such as San Francisco Public Works, the San Francisco Public Utilities Commission, and the Department of Building Inspection, intend to negotiate one or more Memorandum of Understandings (“MOUs”) regarding Project coordination, including matters relating to design review and permitting, as more particularly described in the Memorandum accompanying this Resolution; and

- WHEREAS, On January 30, 2020, the San Francisco Planning Commission, in Motion No. 20635, certified the Final Environmental Impact Report for the Potrero Power Station Project (Case No. 2017-011878ENV) (“FEIR”); on that same date, in Motion No. 20636, the Planning Commission adopted California Environmental Quality Act (“CEQA”) Findings, a Statement of Overriding Considerations, and a Mitigation Monitoring and Reporting Program (“MMRP”); and
- WHEREAS, Since that time, there have been no changes to the Project, changes to the circumstances under which the Project will be undertaken, or substantial new information that would trigger the need for a subsequent environmental impact report; and
- WHEREAS, A copy of the FEIR, Planning Commission motions and the CEQA findings, including the MMRP and the statement of overriding considerations, are on file with the Port Commission Secretary, and may be found in the records of the Planning Department at 1650 Mission Street in San Francisco, and are incorporated herein by reference; now, therefore be it
- RESOLVED, That the Port Commission has reviewed the FEIR, the MMRP and the CEQA findings, and finds that the FEIR is adequate for Port Commission use as the decision-making body for the actions taken herein, and does hereby adopt the CEQA findings as set forth in Planning Commission Motion No. 20636, including the statement of overriding considerations, as its own and adopts the MMRP items under the jurisdiction of the Port Commission; and be it further
- RESOLVED, The Port Commission finds that the Lease serves a public purposes and that the portions of the Project to be developed on Port property and the Lease are consistent with and further the purposes the Public Trust; and be it further
- RESOLVED, Upon consideration of the Development Agreement, the Port Commission hereby consents to the Development Agreement, as it relates to matters under Port jurisdiction, including the Infrastructure Plan and Developer’s completion of parks and open space on land under Port jurisdiction; and be it further
- RESOLVED, That the Port Commission hereby authorizes the Executive Director, or her designee, to execute the consent to the Development Agreement, in substantially the form on file with the Port Commission Secretary, subject to such further changes and revisions as deemed necessary and appropriate to implement this Resolution; and be it further

- RESOLVED, That the Port Commission hereby authorizes the Executive Director, or her designee, to execute the Lease, in substantially the form on file with the Port Commission Secretary, subject to Board of Supervisors approval of the Lease and such further changes and revisions as deemed necessary and appropriate to implement this Resolution and Board of Supervisors; and be it further
- RESOLVED, That the Port Commission hereby authorizes the Executive Director, or her designee, to execute one or more MOUs, with terms as set forth in the Memorandum accompanying this item, at such time as is called for under the Development Agreement, subject to such further changes and revisions as deemed necessary and appropriate to implement this Resolution; and be it further
- RESOLVED, That the Port Commission authorizes the Executive Director, or her designee, to enter into other agreements, licenses, encroachment permits, easement agreements, and other related covenants and property documents necessary to implement the transactions contemplated by the Development Agreement and the Lease, and to enter into any additions, amendments or other modifications to the Development Agreement, the Lease and the MOUs, including preparation and attachment of, or changes to, any or all of the attachments and exhibits that the Executive Director, in consultation with the City Attorney, determines are in the best interests of the City and the Port, do not materially decrease the benefits or otherwise materially increase the obligations or liabilities of the City or Port, and are necessary or advisable to complete the transactions that the Development Agreement, the Lease and the MOUs contemplate and effectuate the purpose and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by the Executive Director of such other agreements, licenses, easement agreements and other related covenants and property documents, and/or additions, amendments or other modifications to the Development Agreement, the Lease and the MOUs; and be it further
- RESOLVED, That the Port Commission authorizes the Executive Director and any other appropriate officers, agents or employees of the City and the Port to take any and all steps (including if necessary, obtaining Board of Supervisors approval and the execution and delivery of any and all applications, recordings, maps, certificates, agreements, notices, consents, and other instruments or documents) as they or any of them deems necessary or appropriate, in consultation with the City Attorney, in order to consummate real property matters necessary to effectuate the purpose and intent of this Resolution; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director and any other appropriate officers, agents or employees of the City and the Port to take any and all steps (including the execution and delivery of any and all certificates, agreements, notices, consents, escrow instructions, closing documents and other instruments or documents) as they or any of them deems necessary or appropriate, in consultation with the City Attorney, in order to consummate the transactions contemplated under the Development Agreement, the Lease and the MOUs, in accordance with this Resolution, or to otherwise effectuate the purpose and intent of this Resolution, such determination to be conclusively evidenced by the execution and delivery by any such person or persons of any such documents.

***I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of February 25, 2020.***

*A. Quesada*

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Secretary