



San Francisco Public Works
General – Director’s Office
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San Francisco, CA 94103
(628) 271-3160 www.SFPublicWorks.org

Public Works Order No: 205068

Director’s Finding for Mission Rock Phase 1 Project:

Approval of Exceptions to Subdivision Code, Subdivision Regulations and Tentative Map Conditions of Approval Associated with Offer of Dedication of 12 Kilovolt Line Servicing the Mission Rock Project

WHEREAS, On October 5, 2017, the Planning Commission certified the Final Environmental Impact Report for Seawall Lot 337 and Pier 48 Mixed-Use Project (“EIR”), prepared pursuant to the California Environmental Quality Act (Cal. Pub. Resources Code §§ 21000 et seq., “CEQA”) by Motion No. 20017 for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“Project”), and approved CEQA findings and a Mitigation Monitoring Reporting Program pursuant to Motion No. 20018.

WHEREAS, On January 30, 2018, the Port Commission, through Resolution No. 18-03, approved the Disposition and Development Agreement by and between the Port of San Francisco (“Port”) and SWL 337 Associates, LLC, (“DDA”) concerning the development of the “Project Site” as defined in the DDA.

WHEREAS, On February 27, 2018, the Board of Supervisors adopted Ordinance No. 33-18 approving a Development Agreement for the Project between the City and County of San Francisco and SWL 337 Associates, LLC (“DA”) and adopted the environmental findings set forth in Motion No. 20019, on file with the Clerk of the Board of Supervisors No. 171313.

WHEREAS, On February 27, 2018, the Board adopted Resolution No. 42-18 authorizing the approval of the DDA.

WHEREAS, On February 27, 2018, the Board adopted Ordinance No. 31-18, approving the Mission Rock Special Use District, Planning Code Section 249.80, which establishes zoning designations for the Property.

WHEREAS, On December 13, 2019, the Director issued Public Works Order No. 202,368 approving a tentative map covering the Project site (“Tentative Map”) subject to conditions of approval.

WHEREAS, The Board of Supervisors approved the Project’s first phased final map on June 2, 2020, pursuant Motion No. M20-060 (“Final Map”).

WHEREAS, Exceptions from provisions of the Subdivision Code, the Subdivision Regulations, and Tentative Map conditions of approval are authorized pursuant to Section III.A of the Subdivision Regulations, defining “Exceptions” and the procedure for approval of such Exceptions by reference to Subdivision Code Section 1712.

WHEREAS, The Director previously approved Exceptions relating to streetscape and utilities pursuant to Public Works Order No. 203,638.

WHEREAS, Public Works conditionally approved Instructional Bulletin (IB) #3 (dated March 10, 2021) and IB#3 Revision 1 (dated March 19, 2021) proposing amendments to the Mission Rock Phase 1 Improvement Plans Street Improvement Permit (hereafter collectively “IB#3”) relating to a proposed 12 kilovolt electrical line as described in IB#3 (“12-kV Line”).

WHEREAS, The conditions of approval for IB#3 direct Mission Rock Horizontal Sub (Phase 1), LLC (“Subdivider”) to seek approval of Exceptions necessary to allow the City to publicly dedicate the 12-kV Line.

WHEREAS, Subdivider submitted a request for Exceptions associated with the 12-kV Line, which is appended as Attachment 1.

WHEREAS, The Director held a duly-noticed public hearing to solicit public comment on Subdivider’s proposed Exceptions on June 9, 2021 and no public comment was received.

NOW THEREFORE BE IT ORDERED THAT

The Director approves the Exceptions described below, based on the findings stated herein:

Exception No. 1 - Exception from Subdivision Code Section 1337(a) authorizing installation of an overhead electric line.

The Director approves an Exception from Subdivision Code Section 1337(a), which provides that “all new utility lines shall be undergrounded as specified in Article 18 of the Public Works Code.” This Exception will allow for Subdivider to install the 12-kV Line overhead as otherwise described in IB#3.

- Application of Subdivision Code Section 1337(a) would result in practical difficulties and unnecessary hardship affecting the Project Site inconsistent with the general purpose and intent of the Project documents and City regulations.

An overhead 12-kV line is necessary to deliver power to equipment and buildings within the Project’s initial phase. Because of the Project’s approved phasing plan and the point of interconnection with San Francisco Public Utilities Commission (“SFPUC”) electrical infrastructure, the line cannot be undergrounded at this time. Subdivider will ultimately replace the 12-kV Line with permanent underground infrastructure as part of this Project.

- The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

The 12-kV Line will be temporarily located overhead and will ultimately be replaced by underground facilities. It will be built in a manner consistent with all applicable regulatory standards consistent with IB#3, and it will be subject to inspection. Upon acceptance, the 12-kV

Line will be operated by SFPUC consistent with its normal operational procedures. Further, SFPUC's Rules and Regulations for Electric Service ("SFPUC Rules") specifically contemplate the possible use of overhead electrical lines, and SFPUC has approved the 12-kV Line as depicted in IB#3. As proposed in the Project, the Exception will not be materially detrimental to the public welfare or injurious to other property in the area.

- The granting of the Exception will not be contrary to the Project documents or City regulations.

The 12-kV Line is not inconsistent with the Project documents. As stated above, the SFPUC Rules authorize the SFPUC to permit overhead lines in certain limited circumstances, and SFPUC has approved the construction of the 12-kV Line for temporary use for the Project.

- The Exception is not in violation of the Subdivision Map Act.

The Subdivision Map Act does not prohibit the proposed construction of the 12-kV Line.

Exception No. 2 - Exception to Subdivision Regulations Appendix A, Section VII.D.1 to authorize Subdivider to offer the 12-kV Line for acceptance and public dedication prior to the completion of new full, complete and functional public streets.

Based on the unique circumstances regarding and the totality of factors surrounding this Project, the Director approves an Exception to Subdivision Regulations Appendix A, Section VII.D.1, which generally provides that the City will accept only full, complete and functional public streets for purposes of maintenance and liability. This Exception will allow Subdivider to offer the 12-kV line to the City for acceptance and public dedication in advance of the completion of any associated public street as contemplated by the conditions of approval for IB#3.

- Application of Subdivision Regulations Appendix A, Section VII.D.1 would result in practical difficulties and unnecessary hardship affecting the Project Site inconsistent with the general purpose and intent of the Project documents and City regulations.

Application of this provision of the Subdivision Regulations would preclude Subdivider from offering the 12-kV Line to the City, since the 12-kV Line will be completed significantly in advance of any future streets and independent of any street alignment. The Exception will allow for SFPUC to assume ownership of the line and operate it as an SFPUC-owned facility.

- The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

The Exception will ensure that the City accepts the 12-kV Line expeditiously such that SFPUC may operate the line as an SFPUC-owned asset. The subdivider will ultimately remove and replace the 12-kV Line with permanent, underground infrastructure as the Project is developed in phases. As such, the Exception will not be materially detrimental to the public welfare or injurious to other property in the area.

- The granting of the Exception will not be contrary to the Project documents or City regulations.

Offering the 12-kV Line for acceptance and public dedication by the City is not contrary to the Project documents and will instead allow for the development of the Project consistent with the phasing program described in the Project approvals. Similarly, the acceptance and public dedication of the 12-kV Line separate from a complete street is not inconsistent with any other City regulation.

- The granting of the Exception is not in violation of the Subdivision Map Act.

The Subdivision Map Act does not prevent the offer, acceptance, and public dedication of the 12-kV Line in advance of a complete street.

Exception No. 3 - Exception from Subdivision Regulations, Appendix A, Section VII.D.2 authorizing dedication of the 12-kV Line without an accompanying irrevocable offer of a fee interest in real property or an easement.

The Director approves an Exception to Subdivision Regulations, Appendix A, Section VII.D.2 to allow Subdivider to offer the 12-kV Line to the City for acceptance and public dedication notwithstanding that Subdivider cannot concurrently dedicate a fee interest or easement concerning the underlying real property on the condition that the Port authorize the SFPUC to place the 12-kV Line on the Project Site until it is removed and replaced by Subdivider and Subdivider repairs and restores the Project Site to a condition acceptable by the Port.

- Application of Subdivision Regulations Appendix A, Section VII.D.2 would result in practical difficulties and unnecessary hardship affecting the Project Site inconsistent with the general purpose and intent of the Project documents and City regulations.

The Project Site is owned by the City by and through the Port as the trustee of the public trust. Because the City is the ultimate fee owner, Subdivider may not dedicate an interest in fee or an easement to the City. The Director acknowledges that in lieu of satisfying this requirement, the Port, SFPUC, and Subdivider have agreed to ensure the 12-kV Line may remain operational on the Project Site and shall be removed and replaced by Subdivider consistent with this Order.

- The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

The Exception will not be materially detrimental to the public welfare or injurious to other properties in the area. SFPUC will have all necessary rights to access, operate and maintain the 12-kV Line pursuant to an agreement with the Port which SFPUC has deemed to be sufficient in order for SFPUC to operate and maintain the 12-kV Line, upon acceptance, provided that Subdivider ultimately remove and replace the 12-kV Line.

- The granting of the Exception will not be contrary to the Project documents or City regulations.

The Project documents recognize the fact that the Project Site is City-owned property subject to the public trust. The Tentative Map conditions reflect that Subdivider cannot offer fee interests or easements to the City in connection with the dedication of public improvements. Therefore, the granting of the Exception is not contrary to the Project documents or other City regulations.

- The granting of the Exception is not in violation of the Subdivision Map Act.

The Subdivision Map Act does not require the City to compel a fee dedication or easement in relation to the dedication of public improvements, particularly where such an interest in real property cannot be dedicated. The Exception would not violate the Subdivision Map Act.

Exception No. 4 - Exception to Tentative Map Condition of Approval - Public Works - Bureau of Street Use and Mapping - Division of Surveying and Mapping No. 20 to authorize Subdivider's offer of dedication of the 12-kV Line subsequent to approval of the Project's first phased final map.

The Director approves an Exception to the above-referenced Tentative Map condition of approval. This Exception will allow for Subdivider to provide the offer of dedication for the 12-kV Line as part of an amendment to the existing Public Improvement Agreement ("PIA") as contemplated by the conditions of approval for IB#3.

- Application of the Tentative Map condition would result in practical difficulties and unnecessary hardship affecting the Project Site inconsistent with the general purpose and intent of the Project documents and City regulations.

The Tentative Map condition of approval is intended to ensure that all future public improvements necessary for the Project phase are reviewed and approved by the City, incorporated into and bonded for in the PIA, and offered for dedication to the City prior to the earlier of the final map or street improvement plans. In this case, Subdivider and SFPUC had not yet determined how power would be delivered for construction purposes and within the Project's initial phase at the time of approval of Final Map No. 9443 and the Street Improvement Permit for the Project's initial phase. An exception to this condition is required to fulfill the intent of the Project documents and City regulations and to avoid practical difficulties in delivering electricity to the Project and unnecessary hardship.

- The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

The granting of the Exception to authorize subdivider to provide an offer of dedication of the 12-kV Line will not be materially detrimental to the public welfare or injurious to other properties provided that the subdivider remains responsible for removing the 12-kV Line and replacing it with a permanent underground 12-kV electrical line.

- The granting of the Exception will not be contrary to the Project documents or City regulations.

Neither the Project documents nor the City regulations prevent Subdivider from submitting an offer of dedication of public improvements independent from the filing of a final map or the issuance of a street improvement permit.

- The granting of the Exception is not in violation of the Subdivision Map Act.

The Subdivision Map Act does not prevent submittal of an offer of dedication independent from the filing of a final map or the issuance of a street improvement permit.

Exception No. 5 - Exception to Tentative Map Condition of Approval - SFPUC Wastewater Enterprise No. 9, to authorize issuance of a Notice of Completion (“NOC”) for temporary infrastructure.

The Director approves an Exception to the Tentative Map condition of approval to allow for issuance of a NOC for the 12-kV Line notwithstanding that the 12-kV Line is characterized as temporary infrastructure. While the 12-kV Line will be built to permanent specifications, it will ultimately be removed and replaced by Subdivider (at Subdivider’s cost) and replaced with permanent underground facilities as described by the conditions of approval for IB#3.

- Application of the Tentative Map condition would result in practical difficulties and unnecessary hardship affecting the Project Site inconsistent with the general purpose and intent of the Project documents and City regulations.

The 12-kV Line for which the Exception is sought is necessary to provide power within the Project’s first phase and is capable of operation for this discrete purpose prior to the full completion of the other improvements that will be built immediately below and adjacent to the 12-kV Line. Further, the City anticipates that the Board of Supervisors will consider acceptance of the 12-kV Line through a future action. Accordingly, application of the condition to prevent issuance of a NOC for the 12-kV Line would result in practical difficulties and undue hardship.

- The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

Issuance of a NOC for the 12-kV line will not be materially detrimental to the public welfare or injurious to other property. The 12-kV Line must be built pursuant to an approved permit issued by the City. The 12-kV Line will be inspected to ensure that is consistent with the approved plans before issuance of the NOC. The City contemplates the 12-kV Line will ultimately be operated by SFPUC as the electric utility. As such, the exception will not be materially detrimental to the public welfare or injurious to other property in the area.

- The granting of the Exception will not be contrary to the Project documents or City regulations.

The Project documents do not preclude issuance of a NOC for the 12-kV Line. The proposed Exception, subject to the Director’s approval of other Exceptions described in this Order, is consistent with the City regulations.

- The granting of the Exception is not in violation of the Subdivision Map Act.

The Subdivision Map Act does not prevent issuance of a NOC for temporary improvements.

Exception No. 6 - Exception to Tentative Map SFPUC Power Enterprise - Hetch Hetchy Power Condition No. 1, accounting for ongoing negotiation of an Electric Service Agreement between Subdivider and SFPUC.

The Director approves an Exception to the Tentative Map condition of approval, which presumed that the ESA would have been executed by July 31, 2019, in recognition of the fact that Subdivider and SFPUC continue to finalize the terms of the contemplated agreement. Resolution of a discrete financial issues is needed for the parties to progress toward a final agreement. A final ESA is expected imminently.

- Application of the Tentative Map condition would result in practical difficulties and unnecessary hardship affecting the Project Site inconsistent with the general purpose and intent of the Project documents and City regulations.

The parties previously evaluated technical solutions for the delivery of power to the Project Site beyond the July 31, 2019 date anticipated by the condition of approval. These efforts included extensive engineering and coordination with third-party utilities all with the purpose of ensuring that SFPUC may provide power to serve the Project's needs. Declining to grant the exception would prevent further progress on mapping or infrastructure efforts pending execution of the ESA and would result in practical difficulties and unnecessary hardship to Subdivider, the Port, and the City.

- The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property and the execution of the ESA is expected imminently.

- The granting of the Exception will not be contrary to the Project documents or City regulations.

Provided that this Exception is granted, neither the Project documents nor the City regulations require execution of the ESA by a date certain.

- The granting of the Exception is not in violation of the Subdivision Map Act.

The Subdivision Map Act does not preclude the granting of this Exception.

Exception No. 7 - Tentative Map Condition of Approval - Public Works - Bureau of Street Use and Mapping - Division of Surveying and Mapping No. 21, to allow Subdivider to seek NOC for the 12-kV Line notwithstanding that the 12-kV Line is not part of a full, complete and functional public street.

The Director approves an Exception to the Tentative Map condition of approval, which generally provides that the City will issue a NOC only for a full, complete and functional public street. This Exception will allow for the Subdivider to seek a NOC so that Subdivider can ultimately offer the 12-kV line to the City for acceptance and public dedication in advance of the completion of any associated public street as contemplated by the conditions of approval for IB#3.

- Application of the Tentative Map condition of approval would result in practical difficulties and unnecessary hardship affecting the Project Site inconsistent with the general purpose and intent of the Project documents and City regulations.

Application of the Tentative Map condition of approval would preclude Subdivider from obtaining an NOC since the 12-kV Line will be completed significantly in advance of any future streets and independent of any street alignment. The Exception would allow the SFPUC to assume ownership of the line and operate it as an SFPUC-owned facility until Subdivider removes and replaces the 12-kV Line with a permanent underground 12-kV electrical line.

- The granting of the Exception will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

The Exception will facilitate the expeditious acceptance of the 12-kV Line by the City such that SFPUC may operate the line as an SFPUC-owned asset. The 12-kV Line will ultimately be removed and replaced with permanent, underground infrastructure as the Project is developed in phases. As such, the Exception will not be materially detrimental to the public welfare or injurious to other property in the area.

- The granting of the Exception will not be contrary to the Project documents or City regulations.

The City's issuance of a NOC for the 12-kV Line such that Subdivider may offer the 12-kV Line for acceptance and public dedication by the City is not contrary to the Project documents and will instead allow for the development of the Project consistent with the phasing program described in the Project approvals. Similarly, issuance of a NOC for the 12-kV Line separate from a complete street is not inconsistent with any other City regulation not otherwise addressed herein (see Exception No. 2 above).

- The granting of the Exception is not in violation of the Subdivision Map Act.

The Subdivision Map Act does not preclude issuance of a NOC for the 12-kV Line in advance of a complete street.

DocuSigned by:
Albert Ko
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Attachment 1
DocuSigned by:
Clare D. [Signature]
8170336C84401A5
(Subdivider's Letter Requesting Exceptions)

X

DocuSigned by:

Albert Ko

Ko, Albert - 281DC30E04CF41A...

City Engineer

X

DocuSigned by:

Alain Degrafinried

Degrafinried, Alain - 8170336C84404A5...

Acting Director



June 4, 2021

Alaric Degrafinried
Acting Director
San Francisco Public Works
49 South Van Ness Avenue
San Francisco, CA 94103

Re: Mission Rock Project (“Project”) - 12 Kilovolt Line: Request for Exceptions from the Subdivision Code, the Subdivision Regulations, and Public Works Order No. 202,368 (“Tentative Map Conditions of Approval”)

Dear Acting Director Degrafinried:

On March 19, 2021, San Francisco Public Works (“Public Works”) conditionally approved Instructional Bulletin (IB) #3 (dated March 10, 2021) and IB#3 Revision 1 (dated March 19, 2021) proposing amendments to the Mission Rock Phase 1 Improvement Plans Street Improvement Permit (hereafter collectively “IB#3”). IB#3 authorizes Mission Rock Horizontal Sub (Phase 1), L.L.C. (“Developer”) to construct a 12-kilovolt electrical line to provide power to the Project site (“12-kV Line”).

The 12-kV Line is depicted on Exhibit A attached hereto. The 12-kV Line will be used to provide San Francisco Public Utilities Commission (“SFPUC”) power at first to construction equipment and trailers, and ultimately to two commercial office buildings and two residential apartment buildings within the Project’s initial development phase. The SFPUC may also use the 12-kV line to provide service to Pier 48 and the Third Street Bridge, which are now served by Pacific Gas and Electric Company. Developer is in the process of installing the 12-kV Line, including all conductors, transformers, poles and substructures.

The purpose of this letter is to respectfully request approval of exceptions¹ from provisions of the Subdivision Code, the Subdivision Regulations, and the Tentative Map Conditions of Approval as

¹ Exceptions from provisions of the Subdivision Code, the Subdivision Regulations, and tentative map conditions of approval are authorized pursuant to Section III.A of the Subdivision Regulations (“Exceptions as that term is used within these Regulations shall refer to Section 1712, inclusive, as defined in the San Francisco Subdivision Code.”). Per Section 1712(b) the Director of Public Works must find the following in order to approve an exception:

- (1) That the application of certain provisions of this Code or the Subdivision Regulations would result in practical difficulties or unnecessary hardships affecting the property inconsistent with the general purpose and intent of the Project Document and City Regulations;
 - (2) That the granting of the exception, waiver, or deferral will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated;
- and

necessary for Developer to construct, and for the City and County of San Francisco (“City”) to accept, the 12-kV Line.² The 12-kvV Line includes an overhead portion and will otherwise be constructed separate from future public streets that will be improved and accepted. As contemplated by the conditions of approval for IB#3, the Port of San Francisco (“Port”) and Developer are parties to a license agreement dated March 19, 2021, which authorizes the 12-kV Line on Port property prior to the City’s acceptance of that facility. The 12-kV Line will remain in place until such time as Developer installs a separate 12-kV line and a new joint trench as part of improvements to Bridgeview Street in Phase 3 of the project.

Developer requests the approval of the Acting Public Works Director for the exceptions listed hereunder.

- **Exception No. 1** - Subdivision Code, § 1337(a): “All new utility lines shall be undergrounded as specified in Article 18 of the Public Works Code.”

Request: An exception is requested to authorize the overhead segment of the 12-kV Line.

- **Exception No. 2** - Subdivision Regulations, App. A § VII.D.1: “The City shall accept only full, complete, and functional public streets for purposes of City maintenance and liability. Full, complete, and functional streets include all the aerial, surface, and subsurface public improvements necessary for, and the full width and length of the public right-of-way from intersection to intersection necessary to safely operate the public street and all other components as designed in perpetuity. The Subdivider shall not offer public improvements to the City for purposes of City maintenance and liability unless the improvements include the full, complete, and functional public street. The City shall not accept temporary streets or other temporary public improvements. Where proposed public streets or other public improvements connect to private, temporary, or non-functional streets or street improvements, the Subdivider shall not offer such public improvements and the City shall not accept such public streets or street improvements for City maintenance and liability purposes unless the Director, after consultation with other affected City Agencies, approves or conditionally approves the proposed connections.”

Request: An exception is requested to allow for Developer to offer the 12-kvV Line for acceptance by the City through a future action of the Board of Supervisors notwithstanding that the 12-kV Line will not be part of a complete public street.

Additionally, permanent electrical distribution infrastructure within the Project’s initial phase will connect to, and receive power from, the 12-kV Line until such time as the future 12-kV Line is completed in Bridgeview Street. Developer will seek acceptance of the permanent distribution infrastructure within the first phase before Bridgeview Street is completed in a later phase. Accordingly, Developer requests an exception to allow for the acceptance of those public improvements notwithstanding that those improvements may, at the time of acceptance, still be connected to the 12-kV Line.

(3) That the granting of such exception, waiver, or deferral will not be contrary to the Project Documents or City Regulations.

² Developer notes that Public Works’ conditional approval of IB#3 requires Developer to submit this request for exceptions within sixty days of the conditional of IB#3.

- **Exception No. 3 - Subdivision Regulations, App. A § VII.D.2: “Dedications in fee shall be irrevocably offered to the City. In addition, the Subdivider shall include an irrevocable offer of interim easement such that the City can complete the Subdivider' s public improvement obligation in the event of default at any time prior to the City's final acceptance of the fee dedication.”**

Request: An exception is required because neither the Port nor Developer can offer the City a fee interest or an easement for any portion of the Project site. This is because the City owns the Project site by and through the Port acting as the trustee of the public trust. As such, the City cannot dedicate a fee interest or an easement. Instead, and as contemplated by the conditions of approval for IB#3, SFPUC will ultimately own, operate and maintain the line pursuant to a memorandum of understanding from the Port or similar agreement on terms satisfactory to SFPUC.

- **Exception No. 4 - Tentative Map Condition of Approval - Public Works - Bureau of Street Use and Mapping - Division of Surveying and Mapping No. 20: “All Easement Agreements, Offers of Dedication, Offers of Improvements, Grant Deeds or any other documents shall be executed by Subdivider and submitted to Public Works prior to approval of the Final Map or Improvement Plans, whichever comes first, unless otherwise approved by the City. Review of the documents by the Director and City Attorney shall be concurrent with review and approval of the Public Improvement Agreement.”**

Request: An exception is required for Subdivider to offer the 12-kV Line for dedication to the City subsequent to the approval of Final Map No. 9443. As required by the conditions of approval for IB#3, the offer of dedication of improvements will be included as part of an amendment to the Public Improvement Agreement for the Project’s initial phase. Acceptance of the offer and public dedication of the 12-kV Line will be subject to a separate action of the Board of Supervisors.

- **Exception No. 5 - Tentative Map Condition of Approval - SFPUC Wastewater Enterprise No. 9. Subdivider shall not request a Notice of Completion (NOC) on any utility facility that does not operate as part of a complete system. This requires the construction of permanent infrastructure or an allowance for use of temporary infrastructure where the City grants an exception.**

Request: As otherwise described in this letter, the 12kV Line will ultimately be removed in favor of permanent, underground infrastructure. The requested exception will allow for the Director of Public Works to issue a NOC for the 12kV Line provided that the 12kV Line otherwise satisfies the criteria for NOC issuance.

- **Exception No. 6 - Tentative Map Condition of Approval - SFPUC Power Enterprise - Hetch Hetchy Power No. 1. Prior to July 31, 2019, unless an extension is granted by the SFPUC General Manager, Subdivider shall enter into an Electric Service Agreement (ESA) with SFPUC.**

Request: An exception is requested to account for the fact that Developer and SFPUC continue to negotiate the terms of the Project’s ESA concurrent with the parties’ efforts to resolve technical issues relating to the delivery of power to the Project.

- **Exception No. 7 - Tentative Map Condition of Approval - Public Works - Bureau of Street Use and Mapping - Division of Surveying and Mapping No. 21. Consistent with the Subdivision Regulations, Subdivider shall not request a Notice of Completion (NOC) on any portion of a street other than full, complete and functional street, except that NOC for LCC-related improvements shall be subject to the Public Works – Bureau of Streets and Mapping – Permits Division conditions for LCC.**

Request: As contemplated by IB#3, Developer will seek, NOC for the 12kV Line notwithstanding that the 12kV Line will not be part of a full, complete and functional street. This exception will enable issuance of the NOC provided that the 12kV Line otherwise satisfies the criteria for NOC issuance.

Approval of the requested exceptions is supported based on the following:

Subdivision Code § 1712(b)(1): Application of the referenced provisions of the Subdivision Code, the Subdivision Regulations, and certain of the Tentative Map Conditions of Approval to the 12kv Line would result in practical difficulties and unnecessary hardships inconsistent with the Project approvals and the City Regulations.

Construction and operation of the 12-kV Line is necessary for the delivery of SFPUC power to meet the Project's construction schedule. The 12-kV Line will also be used to deliver permanent power to the Project's initial development phase. Timely completion and energization of the 12-kV Line is essential to the Project's schedule as contemplated by the Project approvals. Additionally, the 12-kV Line will serve to promote the delivery of SFPUC power to the Project pursuant to the City Charter and the Project approvals. Conversely, failure to timely install and energize the line will result in day-for-day delays in Project construction and a commensurate delay in the realization of market rate and affordable housing, open space, new infrastructure, and other public benefits.

Subdivision Code § 1712(b)(2): Granting of the exceptions will not be materially detrimental to the public welfare or injurious to other property in the area in which said property is situated.

The 12-kV Line will be located partially within a public street and the balance of the line will be on Port property. The portion within the public street will be subject to Public Works permitting requirements and otherwise subject to City regulatory requirements. As to the portion of the line on Port property, the Developer will be required to safely construct and maintain the 12-kV Line pursuant to the above-referenced license agreement. At such time that the 12-kV Line is accepted by the City, SFPUC will have adequate access to the 12-kV Line for maintenance and repair of the facility through a memorandum of understanding or similar agreement with the Port, as may be needed, akin to access rights which SFPUC would normally have pursuant to a public utility easement.

Subdivision Code § 1712(c): Granting of the exceptions is not contrary to the Project approvals or City regulations.

As described above, approval of the exceptions to authorize the construction, operation, and ultimately City acceptance of the 12-kV Line is consistent with the Project approvals and the City regulations. The 12-kV Line is essential to maintaining the Project schedule and the delivery of

associated housing and other public benefits. Further, the 12-kV Line will help to promote the use of SFPUC power consistent with the City Charter and related provisions of the Project approvals.

In addition to the requests for exceptions delineated here, Developer is submitting a concurrent request for certain authorizations relating to the 12-kV Line to SFPUC pursuant to its Rules & Regulations Governing Electric Service, as required by the conditions of approval for IB#3. A copy of that request is appended hereto as Exhibit B.

Thank you in advance for your consideration of these requests. Please do not hesitate to contact me should you wish to discuss these matters further.

Sincerely,

A handwritten signature in black ink, appearing to read 'Julian Pancoast', written in a cursive style.

Julian Pancoast
Senior Director
Mission Rock Horizontal Sub (Phase 1), L.L.C.

cc Michael Carlin, Acting General Manager, SFPUC
Molly Petrick, SFPUC
Derek Adams, SFPUC
Fan Lau, SFPUC
Phil Williamson, Port of San Francisco
Shawna Gates, Public Works - Infrastructure Task Force
Christopher Tom, City Attorney's Office

Exhibit A

(Diagram of 12kv Line)

Exhibit B

(Letter to SFPUC)



June 4, 2021

Catherine Spaulding
Deputy Manager, Programs & Planning
San Francisco Public Utilities Commission, Power Enterprise
525 Golden Gate Avenue, 7th Floor
San Francisco, CA 94102

Re: Mission Rock Project - 12 Kilovolt Line: Request for Written Authorizations Pursuant to the San Francisco Public Utilities Commission Rules & Regulations Governing Electric Service

Dear Deputy Manager Spaulding:

On March 19, 2021, San Francisco Public Works (“Public Works”) conditionally approved Instructional Bulletin (IB) #3 (dated March 10, 2021) and IB#3 Revision 1 (dated March 19, 2021) proposing amendments to the Mission Rock Phase 1 Improvement Plans Street Improvement Permit (hereafter collectively “IB#3”). IB#3 authorizes Seawall Lot 337 Associates, LLC (“Developer”), the master developer for the Seawall Lot 337 & Pier 48 Mixed-Use Project (“Project”) to construct a 12-kilovolt electrical line to provide power to the Project site (“12-kV Line”).

The 12-kV Line is depicted in Exhibit A attached hereto. The 12-kV Line will be used to provide SFPUC power at first to construction equipment and trailers, and ultimately to two commercial office buildings and two residential apartment buildings within the Project’s initial development phase. The SFPUC may also use the 12-kV line to provide service to Pier 48 and the Third Street Bridge, which are now served by Pacific Gas and Electric Company. Developer has completed installing the 12-kV Line, including all conductors, transformers, poles and substructures.

The purpose of this letter is to respectfully request your authorization of certain requests pursuant to the San Francisco Public Utilities Commission (“SFPUC”) Rules and Regulations Governing Electric Service (“SFPUC Rules”), as described below, as necessary for Developer to construct, and for the City and County of San Francisco (“City”) to accept, the 12-kV Line.¹ The 12-kV Line includes an overhead portion and will otherwise be constructed separate from future public streets that will be improved and accepted. The 12-kV Line will remain in place until the Master Developer installs the joint trench and installs a separate 12-kV line in the joint trench and removes the 12-kV Line as part of the improvements to Bridgeview Street in Phase 3 of the Project. For

¹ Developer notes that Public Works’ conditional approval of IB#3 requires Developer to submit this request for authorizations within sixty days of the issuance of the conditional IB#3.

this reason, SFPUC has designated the 12-kV Line a Temporary Electric Service Line under the SFPUC Rules.

Developer will be solely responsible for the costs to remove the existing 12-kV Line when the joint trench has been installed and the electric facilities energized. The costs for the new 12-kV line in the joint trench will be shared by the SFPUC and Developer pursuant to Rule 15 of the SFPUC Rules.

A portion of the 12-kV Line will be constructed on property owned by the City acting by and through the Port of San Francisco (“Port”) as the trustee of the public trust. As a result, neither the Port nor Developer can offer an easement to SFPUC for this facility. The conditions of approval for IB#3 recognize that the City’s acceptance of the 12-kV Line and its ultimate ownership, operation and maintenance by SFPUC will require a separate agreement between the Port and SFPUC.

Developer respectfully requests the Acting General Manager’s authorization pursuant to the provisions of the SFPUC Rules described below.

- **SFPUC Rules, § XV.7.C.2:** “SFPUC will construct Distribution and Service Line Extensions only along public streets or upon private property in which Applicant has obtained an Easement or other rights satisfactory to SFPUC without cost to SFPUC.”

Request No. 1: As described above, a portion of the 12-kV Line is not located within a public street or an easement. The request is to confirm that SFPUC will operate and maintain the 12-kV Line and, provided that the Board of Supervisors accepts the line through a future action, own the line notwithstanding that it will not be located within a street or public utility easement. Per the conditions of approval for IB#3, Developer acknowledges that SFPUC’s operation and maintenance of the 12-kV Line, between the date of City acceptance and Developer’s removal of the 12-kV Line upon completion of replacement facilities in Bridgeview Street, will require a separate agreement between the Port and SFPUC at no cost to SFPUC and upon terms that are otherwise satisfactory to SFPUC.

- **SFPUC Rules, § XV.7.C.3:** “SFPUC will install all new Distribution and Service Line Extensions underground, unless specifically exempted by SFPUC for good cause.”

Request No. 2: A portion of the 12-kV Line is overhead and not underground. This is a result of the Project’s construction phasing and site constraints, particularly the need to temporarily bring power across the Project site. Per the terms of the SFPUC Rules, Developer requests an exemption to allow for SFPUC operation and eventually ownership of the 12-kV Line notwithstanding that a portion of the line will be overhead.

- **SFPUC Rules, § XV.I.5:** “Unless otherwise agreed to in writing, SFPUC will not accept ownership of any Distribution or Service Line Extension on any unaccepted public right-of-way until the Board of Supervisors had accepted the public right-of-way from Developer. In the event that electrical service is energized prior to the formal acceptance, Developer will grant SFPUC an easement or license without cost to the SFPUC that provides SFPUC with the same access to the Distribution or Service Line Extension for

maintenance and operation that SFPUC would have to a Distribution or Service Line Extension in a public right-of-way.”

Request No. 3: The 12-kV Line will need to be energized before the City accepts the line, and upon acceptance, a portion of the line will not be located within a public right-of-way accepted by the Board of Supervisors or a public utility easement. Per the terms of the SFPUC Rules, Developer requests SFPUC’s written confirmation that, following the Developer’s satisfaction of the conditions of approval for IB#3 and the Board of Supervisors’ requisite approval actions to accept the 12-kV Line, SFPUC will take ownership of the 12-kV Line prior to the Board of Supervisors’ acceptance of that portion of the public right-of-way.

In addition to the requests delineated here, Developer is submitting a concurrent request to the Acting Director of Public Works for exceptions from the Subdivision Code, the Subdivision Regulations, and the conditions of approval for Public Works Order No. 202,368 relating to the 12-kV Line as required by the conditions of approval for IB#3. A copy of that request is appended hereto as Exhibit B. Developer respectfully requests your consent to the exceptions requested therein.

Thank you in advance for your consideration of these requests. Please do not hesitate to contact me should you wish to discuss these matters further.

Sincerely,



Julian Pancoast
Senior Director
Mission Rock Horizontal Sub (Phase 1), L.L.C.

Accepted and Agreed:
San Francisco Public Utilities Commission

By: _____
Catherine Spaulding
Deputy Manager, Programs & Planning

cc Alaric Degrafinried, Acting Director, Public Works
Michael Carlin, Acting General Manager, SFPUC
John Kwong, Public Works
Shawna Gates, Public Works, Infrastructure Task Force
Phil Williamson, Port of San Francisco

Exhibit A

(Diagram of 12-kV Line)

Exhibit B

(Letter to Public Works)

Certificate Of Completion

Envelope Id: 8CCF77224A154CFFB2A210AB20A6B911	Status: Completed
Subject: Order 205068 - All Users 49SVN 2021 Template	
Source Envelope:	
Document Pages: 23	Signatures: 4
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	DPW DocuSign
Time Zone: (UTC-08:00) Pacific Time (US & Canada)	49 S Van Ness Ave
	San Francisco, CA 94103
	dpw-docusign.service@sfdpw.org
	IP Address: 208.121.36.177

Record Tracking

Status: Original	Holder: DPW DocuSign	Location: DocuSign
6/29/2021 5:28:48 PM	dpw-docusign.service@sfdpw.org	

Signer Events

Albert Ko
 Albert.J.Ko@sfdpw.org
 Public Works
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 281DC30E04CF41A...
 Signature Adoption: Pre-selected Style
 Using IP Address: 208.121.33.161

Timestamp

Sent: 6/29/2021 5:28:55 PM
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Degrafinried, Alaric
 Alaric.Degrafinried@sfdpw.org
 Acting Director
 City and County of San Francisco
 Security Level: Email, Account Authentication (None)

DocuSigned by:

 8179336C84404A5...
 Signature Adoption: Drawn on Device
 Using IP Address: 208.121.33.161

Sent: 6/30/2021 11:41:10 AM
 Viewed: 6/30/2021 4:39:14 PM
 Signed: 6/30/2021 4:54:54 PM

Electronic Record and Signature Disclosure:
 Accepted: 2/3/2020 3:14:41 PM
 ID: 1ffb5d1a-126a-4ea2-b728-9526f997d85c

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	6/29/2021 5:28:55 PM
Certified Delivered	Security Checked	6/30/2021 4:39:14 PM
Signing Complete	Security Checked	6/30/2021 4:54:54 PM

Envelope Summary Events	Status	Timestamps
Completed	Security Checked	6/30/2021 4:54:54 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none"> •Allow per session cookies •Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

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