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Executive Summary
Pier 70 Mixed-Use Project
CEQA Findings
General Plan Amendment
Planning Code Text Amendment
Zoning Map Amendment
Design for Development
Development Agreement

HEARING DATE: AUGUST 24, 2017

Date:	August 10, 2017
Case No.:	**2014-001272ENV/GPA/PCA/MAP/DVA**
Project Name:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District; P (Public) Zoning District; 40-X and 65-X Height and Bulk Districts
Block/Lot:	4052/001, 4110/001 and 008A, 4111/004, 4120/002,
Proposed Zoning:	Pier 70 Mixed-Use Zoning District; 65-X and 90-X Height and Bulk Districts
Project Sponsor:	Port of San Francisco and FC Pier 70, LLC
Staff Contact:	Richard Sucre – (415) 575-9108 richard.sucre@sfgov.org
Recommendation:	**Approval with Conditions**

SUMMARY

On July 20, 2017, the Planning Commission ("Commission") will consider a series of approval actions related to the Pier 70 Mixed-Use Project ("Project"). The Commission has previously reviewed the Project as part of: 1) informational hearings on November 10, 2016 and March 23, 2017; 2) the Draft Environmental Impact Report ("DEIR") on February 9, 2017; and, 3) Initiation of the General Plan Amendments on June 22, 2017. The following is a summary of actions that the Commission must consider at this public hearing, which are required to implement the Project:

1. Approval of the Amendments to the General Plan;
2. Approval of the Zoning Map Amendments;
3. Approval of the Planning Code Text Amendment to establish the Pier 70 Special Use District ("Pier 70 SUD");
4. Approval of the Design for Development ("D4D"); and,
5. Approval of the Development Agreement ("DA");

Staff from the Planning Department, the Mayor's Office of Economic and Workforce Development (MOEWD), Port of San Francisco (Port) and other agencies have worked extensively with the developer, FC Pier 70, LLC ("Forest City"), to formulate a comprehensive planning approach and entitlement structure for the site.

The Project outlines a vision to reintegrate and restore the 28-Acre Site (a portion of the broader 72-acre Pier 70 Area) into the fabric of San Francisco to create an active, sustainable neighborhood that recognizes its industrial past. In 2014, 69 acres of the Pier 70 Area were listed in the National Register as the Union Iron Works Historic District. The future of the 28-Acre Site is envisioned as an extension of the nearby Dogpatch neighborhood that joins community and industry, engaging residents, workers, artists, and manufacturers into a lively mix of uses and activities. The Project will reflect this diversity and creativity, inviting all to the parks, which are lined with local establishments, restaurants, arts uses, and event spaces, each with individual identities. New buildings within the site will complement the industrial setting and fabric in size, scale, and material, with historic buildings repurposed into residential use, spaces for local manufacturing and community amenities. The Project will include a diversity of open spaces at multiple scales, shaped by nearby buildings, framing the waterfront, and creating a platform for a range of experiences.

PROJECT DESCRIPTION

As proposed, the Project does not comply with many of the zoning controls which currently apply to the site, including existing height and bulk limits. Therefore, the Project Sponsor (Port of San Francisco and Forest City) is proposing: the Pier 70 SUD that will articulate a unique set of zoning regulations and approval processes for the implementation of the Project, and the D4D, which will articulate a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed. The Project would rezone the larger 35-acre project site that includes the 28-acre site and two adjacent parcels (the "Illinois Parcels"), and unify the zoning under the newly created Pier 70 Mixed-Use Zoning District. For the 28-acre site, the height and bulk districts would be amended to the 90-X Height and Bulk District, as was approved by the voters in Proposition F in 2014. Finally, the DA will outline the terms, obligations and public benefits between the City of San Francisco, Port of San Francisco and the developer.

The Project would also include the rehabilitation and adaptive reuse of three of the 12 on-site contributing resources in the Union Iron Works Historic District, and retention of the majority of one on-site contributing resource (Irish Hill). The Project includes demolition of the eight remaining on-site contributing resources and partial demolition of the single, non-contributing structures, Slipways 5 through 8, that are currently covered by fill and asphalt.

Overall, the Project involves a flexible land use program under which certain parcels on the project site could be designated for either commercial-office or residential uses, depending on future market demand. As envisioned, the Project would include market-rate and affordable residential uses, commercial use, retail, arts, and light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the 28-

Acre Site would include up to approximately 3,422,265 gsf of construction in new buildings and improvements to existing structures (excluding square footage allocated to accessory and structured parking), developed with between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space. New buildings would range in height from 50 to 90 feet, consistent with Proposition F.

Development of the Illinois Parcels would include up to approximately 801,400 gsf of construction in new buildings (excluding square footage allocated to accessory parking). New buildings on the Illinois Parcels would not exceed a height of 65 feet under existing zoning.

SITE DESCRIPTION AND PRESENT USE

The project site is an approximately 35-acre area (Assessor's Block 4052/Lot 001, Block 4111/ Lot 004, Block 4120/Lot 002, and Block 4110/Lots 001 and 008A) bounded by Illinois Street to the west, 20th Street to the north, San Francisco Bay to the east, and 22nd Street to the south in San Francisco's Central Waterfront Plan Area. The project site is located within M-2 (Heavy Industrial) and P (Public) Use Zoning Districts and a 40-X and 65-X Height and Bulk Districts. The majority of the project site is located within the Pier 70 area (Pier 70), which is owned by the City and County of San Francisco through the Port of San Francisco (Port), and one of the Illinois Parcels owned by Pacific Gas and Electric (PG&E) Company.

The project site currently contains approximately 351,800 gsf of buildings and facilities, most of which are deteriorating. Current uses on the site, all of which are temporary, include special event venues, artists' studios, self-storage facilities, warehouses, automobile storage lots, a parking lot, a soil recycling yard, and office spaces. The project site has varying topography, sloping up from San Francisco Bay, with an approximately 30-foot increase in elevation at the western extent of the 28-Acre Site. The 35-foot-tall remnant of Irish Hill is located in the southwestern portion of the project site and straddles both the 28-Acre Site and Illinois Parcels.

ENVIRONMENTAL REVIEW

On December 22, 2016, the Department published the Pier 70 Mixed-Use District Project Draft Environmental Impact Report ("DEIR") for public review (Case No. 2014-001272ENV). The DEIR was available for public comment until February 21, 2017.

On February 9, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the DEIR.

On August 9, 2017, the Department published a Comments and Responses document, responding to comments made regarding the DEIR.

On August 24, 2017, the Commission will consider certification of the Final Environmental Impact Report ("FEIR") for the Project, and will determine if it is adequate, accurate and complete.

In addition, on August 24, 2017, the Commission must adopt the CEQA Findings for the FEIR, prior to the approval of the Project (See Case No. 2014-001272ENV/GPA/PCA/MAP/DVA).

HEARING NOTIFICATION

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	August 4, 2017	August 4, 2017	20 days
Posted Notice	n/a	Not Required	n/a	n/a
Mailed Notice	10 days	August 14, 2017	August 4, 2017	20 days

PUBLIC COMMENT

To date, the Department has not received any specific public comment in support or opposition to the Project. The Project Sponsor has engaged in a robust community outreach program throughout the development of the Project.

PLANNING COMMISSION REQUIRED ACTIONS FOR THE PROJECT

As summarized above, the Commission must take several actions to approve the Project. These actions include:

General Plan Amendments

On June 22, 2017, the Commission adopted Resolution No. 19949 to initiate the General Plan Amendments for the Project. These amendments would: 1) amend Map No. 4 and Map No. 5 of the Urban Design Element to include reference to the Pier 70 SUD; and 2) amend the Land Use Index.

Planning Code Text Amendment – Pier 70 Special Use District

On July 25, 2017, Mayor Edwin Lee and Supervisor Malia Cohen initiated the ordinances that would amend the Planning Code to establish the Pier 70 SUD.

The Pier 70 SUD will provide specific land use and development controls for the project site, which encompasses both the 28-Acre Site and the Illinois Parcels. The Pier 70 SUD extracts and codifies basic zoning requirements found in the D4D, including:

- Uses
- Priority Retail Frontages
- Building Standards, including Off-Street Parking, Bicycle Parking, Dwelling Unit Exposure, Open Space for Dwelling Units, Permitted Obstructions and Signage.

In addition, the Pier 70 SUD outlines the process for design review process for the Development Phases, Vertical Improvements and Minor/Major Modifications to Building Standards. The Design Review procedures include:

- Phase Approval: An overarching "Phase Submittal" will be submitted to the Port of San Francisco for approval in accordance with a Disposition and Development Agreement ("DDA"). The Phase Approval would assure that the Master Developer is moving forward with infrastructure and community improvements at the same time as the development of the buildings (Vertical Improvements). The Phase Approval is required before Planning can begin review on a specific Vertical Improvement.
- Design Review and Approval of Vertical Improvements: Design review and applications for Vertical Improvements (new construction of a building or any later expansion/major alteration or addition to a previously-approved building) will be submitted concurrently to Planning and the Port of San Francisco. Planning staff shall review these applications for consistency with the D4D. The Port of San Francisco shall review the rehabilitation of Buildings 2, 12 and 21 (the Historic Buildings). The Planning Director shall have discretion over minor modifications (deviation of less than 10 percent from any dimensional or numerical standard in the D4D), while the Planning Commission shall review and approval any major modification.
- Review and Approval of Horizontal Development: Horizontal Development includes construction of utility infrastructure; recreational, open space, and public access areas; public rights-of-way; and other improvements in the public realm. The Port of San Francisco will be responsible for coordinating review and approval of all Horizontal Development by the appropriate City agencies.
- Review and Approval of Open Space. All publicly-owned open space within the SUD will be reviewed by the Port for consistency with the D4D. The Port will host a series of public workshops to better define the program and design of these public open spaces.

Zoning Map & Height and Bulk Map Amendments

On July 25, 2017, Mayor Edwin Lee and Supervisor Malia Cohen initiated ordinances that would amend the Zoning Map and Height and Bulk District Map for the project site. The project site would be rezoned from M-2 to the newly created Pier 70 Mixed-Use Zoning District. The Pier 70 Mixed-Use Zoning District will provide reference to the Pier 70 SUD. On the 28-acre site, the Project would amend the Height and Bulk District Map to 90-X, as was approved by the voters in Proposition F in 2014.

Design for Development (D4D)

The D4D articulates a vision and goals for the character of the overall project, and provides specificity on aspects of land use, open space, streets and streetscapes, parking and loading, buildings, lighting, signage and art. The scope of the D4D is expansive, and includes standards and guidelines for each topic area. The following is a summary of the main chapters of the D4D:

- *Land Use:* The Project will provide flexible land use regulations whereby certain parcels can flex between residential and office use, while a creative core is established in the center of the project site around the three historic buildings. In each land use scenario, certain parcels and buildings remain absolute in terms of the proposed land use:
    - Buildings 12 and 21, and Parcel E4 are anticipated for Retail, Arts and Light Industrial;
    - Parcels C2, D, E1, E2 and E3 are anticipated for Residential Use; and,
    - Parcels A and B are anticipated for Office Use

The other parcels identified on the project site can flex between residential and office use, depending on market demand.

- *Open Space Network:* The Project will create a 9-acre public open space network along the Central Waterfront. The Project identifies eight main open spaces: Building 12 Plaza and Market Square; Waterfront Terrace; Slipway Commons; Waterfront Promenade; Irish Hill Playground;; the 20th Street Plaza; and the Pier 70 Shoreline. The D4D identifies the programming and general character of each open space. The Port of San Francisco will undertake a public review and design process, as was similar to other shoreline open spaces.
- *Streets and Streetscapes:* The Project will establish a new street network, which will connect the project site back to the larger City and the Dogpatch neighborhood. The street will be designed in compliance with the Pier 70 SUD Transportation Plan and the Pier 70 SUD Infrastructure Plan.
- *Parking and Loading:* The Project will provide regulations for a balanced amount of off-street parking and loading, along with new opportunities for bicycle parking, car-share, fire and emergency access.
- *Buildings:* The Project will establish standards and guidelines for massing and architecture, adjacency to historic resources, streetwall, building base and ground floor, facades and materiality, projections, roofs, residential building elements and open space, garages and service entry design, and sustainability. The Project establishes important themes and concepts for new buildings, including: pedestrian-orientation, contrast in scale, rhythm and repetition, layering and depth, and fine grain and tactility—all of which evoke important characteristics of the historic buildings located in the Union Iron Works Historic District. The Project establishes an evaluative system for design of long facades, in order to examine massing, modulation, and materiality. This evaluative system outlines an expectation for superior building design and form.
- *Lighting, Signage and Art:* Finally, the D4D concludes with an approach towards lighting, signage/wayfinding and public art.

Development Agreement (DA)

The DA between the City of San Francisco and the Master Developer, FC Pier 70, LLC, will set forth vesting rights for the Pier 70 28-Acre Site and establish a set of committed public benefits. The vested elements include: the proposed land use plan and parcelization; the location and numbers of Vertical Improvements (buildings); the proposed height and bulk limits, including maximum density, intensity and gross square footages; the permitted uses; and, the provisions for open space, vehicular access and parking. The Project's commitments to public benefits include:

- *Revitalization of the Union Iron Works Historic District (Pier 70)*: The Project would revitalize a portion of the former industrial site that currently consists of asphalt lots and deteriorating buildings behind chain link fences that prevent open public access to the waterfront;
- *Parks & Open Space:* The Project would build a network of waterfront parks, a playground and recreational facilities on the 28-Acre Site that, with development of the Illinois Street Parcels, will more than triple the amount of parks in the neighborhood. The Project will provide over 9 acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, a minimum ½ acre active recreation on the rooftop of buildings, and waterfront parks along 1,380 feet of shoreline.

- *On-Site Affordable Housing*: The Project would create a significant amount of affordable housing units on the 28-Acre Site and Parcel K South. Overall, the Project will result in 30% on-site affordability, with the following components:
    - 150 or more units of on-site rental inclusionary housing, representing 20% of the units in all on-site rental buildings. These units will be affordable to households at an average of 80% AMI or lower, with the maximum number possible at the time of their lottery rented to applicants under the Neighborhood Resident Housing Preference program. Up to 50 of these units may be prioritized as affordable rental housing for special populations, such as teachers, artists, or formerly homeless individuals, which might require adjusting AMI thresholds.
    - 321 or more units of permanently affordable family and formerly homeless housing, in buildings developed by local nonprofits located close to transit and a children's playground.
- *Historic Rehabilitation:* The Project would restore and reuse three historic structures (Buildings 2, 12 and 21) that are significant contributors to the Union Iron Works Historic District.
- *New Arts, Retail and Manufacturing Uses:* The Project would provide substantial new and renovated space for arts/cultural nonprofits, small-scale manufacturing, local retail, and neighborhood services. The Project will provide a 60,000 square foot local market hall supporting local makers, is committing to a minimum of 50,000 square feet of on-site PDR space, and is developing a small business attraction program with OEWD staff.
- *Preservation of the Noonan Artists Community:* The Project would preserve the artist community currently located in the Noonan Building in a new state-of-the-art, on-site space that is affordable, functional, and aesthetically pleasing. The project will dedicate the fully-prepared site for a 90,000 square foot building that will house local performing and other arts nonprofits, as well as providing affordable studio space for the former Noonan tenants and other local artists. The development will provide over $20 million through fee revenue and a special tax for development of the building.
- *Jobs & Workforce Development Program:* The Project would create an estimated 10,000 permanent jobs and 11,000 temporary construction jobs and implementing a robust workforce commitment program to encourage local business participation. 30% local hiring commitment, local business enterprise ("LBE") utilization, participation in OEWD's "First Source" hiring programs, and (pending) funding to support expansion of CityBuild and TechSF training for District 10 residents.
- *New Transit and Infrastructure:* The Project would invest over $200 million to build transportation and other infrastructure critical to serving the 28-Acre Site, the historic district, the historic ship repair operations, and the surrounding neighborhood. Transportation demand management on-site, facilities to support a new bus line through the project, and an open-to-the-public shuttle service that will be used to support neighborhood-supporting transportation infrastructure.
- *Sustainability and Sea Level Rise Protection:* The Project would implement sustainability measures to enhance livability, health and wellness, mobility and connectivity, climate protection, resource efficiency, and ecosystem stewardship and provide funding sources needed to protect the Pier 70 shoreline from sea level rise. The Project's waterfront edge will be designed to protect buildings

against the high-end of projected 2100 sea-level-rise estimates established by the state, and the grade of the entire site will be raised to elevate buildings and ensure that utilities function properly.

- *Fees*: The Project will pay approximately $165 million dollars to the City in affordable housing fees, transportation fees, and school fees, not including mitigation measures, administrative fees and potential penalty payments.

ISSUES AND OTHER CONSIDERATIONS

- Office Development Authorization/Planning Code Section 321: Since the project site is under the jurisdiction of the San Francisco Port Commission, the project is not required to obtain an Office Development Authorization from the Planning Commission for the new office use, which is more than 25,000 square feet. However, per Planning Code Section 321(2)(a), new office space under the jurisdiction of the San Francisco Port Commission shall count against the annual maximum limit. The Port of San Francisco shall notify the Planning Department when new office development is authorized.
- Open Space/Recreation and Parks Commission: The Port of San Francisco would maintain ownership of all publicly-accessible open space on the Port-owned sites. Therefore, Planning Code Section 295 (Height Restrictions on Structures Shadowing Property under the Jurisdiction of the Recreation and Park Commission) is not applicable to the project site.

REQUIRED COMMISSION ACTION

In order for the Project to proceed, the Commission must:

1) Certify the Pier 70 Mixed-Use Project Final Environmental Impact Report (FEIR) pursuant to the California Environmental Quality Act (CEQA);
2) Adopt findings under the California Environmental Quality Act (CEQA), including findings rejecting alternatives as infeasible and adopting a Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program (MMRP);
3) Recommend that the Board of Supervisors approval the General Plan Amendments pursuant to Planning Code Section 340 and adopt the findings of consistency with the General Plan and Priority Policies of Planning Code Section 101.1;
4) Recommend that the Board of Supervisors approval the Planning Code Text Amendments to establish the Pier 70 Special Use District, and the associated Zoning Map Amendments;
5) Adopt the proposed the Pier 70 SUD Design for Development (D4D); and,
6) Recommend that the Board of Supervisors approve the Development Agreement (DA) for the Project.

BASIS FOR RECOMMENDATION

- The Project will add substantial housing opportunities and will revitalize a former industrial site.
- The Project will add arts, retail and manufacturing uses that will contribute to the employment base of the City and bolster the viability of the neighborhood.

- The site is currently underutilized, and the addition of new ground-floor retail spaces and publicly-accessibly open spaces will enliven the streetscape and will provide new access to the waterfront.
- The Project would provide for significant transit and infrastructure improvements, which will benefit both the Project and the surrounding neighborhood.
- The Design for Development document will provide specific guidance for the character of the overall Project, resulting in high-quality architecture, extensive streetscape and public realm improvements, and abundant publicly-accessible open space.
- The Development Agreement will provide substantial public benefits in areas including affordable housing, funding for transportation improvements, workforce development, and historic preservation, among other benefits.
- The Project is, on balance, consistent with the Goals, Policies, and Objectives of the General Plan.

RECOMMENDATION:	**Approval with Conditions**

Attachments:

Draft Motion-Certification of Final EIR
- Included in the Planning Commission Packet for the Response to Comments for the DEIR

Draft Motion-CEQA Findings
Draft Resolution-General Plan Amendment
Draft Resolution-Planning Code Text Amendment & Zoning Map Amendments
Draft Motion-Design for Development
Draft Resolution-Development Agreement
Draft Ordinances initiated by Board of Supervisors
Exhibits:
- Zoning Map
- Height & Bulk Map
- Aerial Photograph

Memo, DDA Summary
Development Agreement between City and County of San Francisco & FC Pier 70, LLC
DDA Exhibit B3 – Transportation Plan of DDA
Pier 70 SUD Design for Development, August 9, 2017
Pier 70 SUD Sustainability Plan, August 9, 2017
Pier 70 SUD Transportation Plan, August 9, 2017

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Planning Commission Motion No. XXXXX

HEARING DATE: AUGUST 24, 2017

Case No.:	**2014-001272ENV**
Project Address:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District P (Public) Zoning District 40-X and 65-X Height and Bulk Districts
Block/Lot:	4052/001, 4110/001 and 008A, 4111/004, and 4120/002
Project Sponsor:	Port of San Francisco and FC Pier 70, LLC
Staff Contact:	Richard Sucre – (415) 575-9108 richard.sucre@sfgov.org

ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, INCLUDING FINDINGS OF FACT, FINDINGS REGARDING SIGNIFICANT IMPACTS AND SIGNIFICANT AND UNAVOIDABLE IMPACTS, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND A STATEMENT OF OVERRIDING CONSIDERATIONS RELATED TO APPROVALS FOR THE PIER 70 MIXED-USE PROJECT ("PROJECT"), LOCATED ON ASSESSOR'S BLOCK 4052 LOT 001, BLOCK 4110 LOTS 001 and 008A, BLOCK 4111 LOT 004 and BLOCK 4120 LOT 002.

PREAMBLE

The Pier 70 Mixed-Use Project ("Project") comprises a project site of approximately 35-acres, bounded by Illinois Street to the west, 20th Street to the north, San Francisco Bay to the east, and 22nd Street to the south. Together, the Port of San Francisco ("Port") and FC Pier 70, LLC ("Forest City") are project sponsors for the Project. The Project is a mixed-use development containing two development areas—the "28-Acre Site" and the "Illinois Parcels"—that will include substantial residential uses (including affordable housing), office, retail, light industrial, arts, parks and open space areas.

The "28-Acre Site" is an approximately 28-acre area located between 20th, Michigan, and 22nd streets, and San Francisco Bay. This site includes Assessor's Block 4052/Lot 001 and Lot 002 and Block 4111/Lot 003 and Lot 004. The "Illinois Parcels" form an approximately 7-acre site that consists of an approximately 3.4-acre Port-owned parcel, called the "20th/Illinois Parcel," along Illinois Street at 20th Street (Assessor's Block 4110/Lot 001) and the approximately 3.6-acre "Hoedown Yard," at Illinois and 22nd streets (Assessor's Block 4120/Lot 002 and Block 4110/Lot 008A), which is owned by PG&E. The Hoedown Yard includes a City-owned 0.2-acre portion of street right-of-way that bisects the site.

The Project would rezone the entire 35-acre project site (including the 28-Acre Site and the Illinois Parcels) and establish land use controls for the project site through adoption of the Pier 70 Special Use District (SUD), and incorporation of design standards and guidelines in a proposed *Pier 70 Design for Development* document. The Project would include the rehabilitation and adaptive reuse of three of the 12

on-site contributing resources in the Union Iron Works Historic District, and retention of the majority of one on-site contributing resource (Irish Hill). The Project would demolish eight remaining on-site contributing resources and partially demolish the single, non-contributing structure, Slipways 5 through 8, which are currently covered by fill and asphalt. As envisioned, the Project would include market-rate and affordable residential uses, commercial use, RALI uses,[1] parking, shoreline improvements, infrastructure development and street improvements, and public open space. The Project involves a flexible land use program under which certain parcels on the project site could be designated for either commercial-office or residential uses, depending on future market demand. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space. New buildings would range in height from 50 to 90 feet, consistent with Proposition F, which was passed by San Francisco voters in November 2014. Under the Project, development of the 28-Acre Site would include up to approximately 3,422,265 gsf of construction in new buildings and improvements to existing structures (excluding square footage allocated to accessory and structured parking). . Development of the Illinois Parcels would include up to approximately 801,400 gsf of construction in new buildings (excluding square footage allocated to accessory parking). New buildings on the Illinois Parcels would not exceed a height of 65 feet. The Project is more particularly described in Attachment A (See Below).

The Project Sponsors filed an Environmental Evaluation Application for the Project with the Department on November 10, 2014.

Pursuant to and in accordance with the requirements of Section 21094 of CEQA and Sections 15063 and 15082 of the CEQA Guidelines, the San Francisco Planning Department ("Department"), as lead agency, published and circulated a Notice of Preparation ("NOP") on May 6, 2015, which notice solicited comments regarding the scope of the environmental impact report ("EIR") for the proposed project. The NOP and its 30-day public review comment period were advertised in a newspaper of general circulation in San Francisco and mailed to governmental agencies, organizations and persons interested in the potential impacts of the proposed project. The Department held a public scoping meeting on May 28, 2015, at the Port of San Francisco, Pier 1.

During the approximately 30-day public scoping period that ended on June 5, 2015, the Department accepted comments from agencies and interested parties that identified environmental issues that should be addressed in the EIR. Comments received during the scoping process were considered in preparation of the Draft EIR.

[1] The Project Sponsors describe the RALI use as including neighborhood-serving retail, arts activity, eating and drinking places, production distribution and repair, light manufacturing, and entertainment establishments.

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

The Department published a Draft EIR for the project on December 22, 2016, and circulated the Draft EIR to local, state, and federal agencies and to interested organizations and individuals for public review. On December 22, 2016, the Department also distributed notices of availability of the Draft EIR; published notification of its availability in a newspaper of general circulation in San Francisco; posted the notice of availability at the San Francisco County Clerk's office; and posted notices at locations within the project area. The Planning Commission held a public hearing on February 9, 2017, to solicit testimony on the Draft EIR during the public review period. A court reporter, present at the public hearing, transcribed the oral comments verbatim, and prepared written transcripts. The Department also received written comments on the Draft EIR, which were sent through mail, fax, hand delivery, or email. The Department accepted public comment on the Draft EIR until February 21, 2017.

The San Francisco Planning Department then prepared the Comments and Responses to Comments on Draft EIR document ("RTC"). The RTC document was published on August 9, 2017, and includes copies of all of the comments received on the Draft EIR and written responses to each comment.

During the period between publication of the Draft EIR and the RTC document, the Project Sponsor has requested to adopt three variants into the Project, including the Reduced Off-Haul Variant, the Wastewater Treatment and Reuse System Variant, and the Irish Hill View Variant. Thus, these three variants are added to the Project Description as part of the Project. The Reduced Off-Haul Variant would minimize the overall volume of excavated soils and the number of off-haul truck trips required for the transport and disposal of excavated soils. Under the Wastewater Treatment and Reuse System Variant, blackwater, graywater, and rainwater would be collected from all newly constructed buildings, treated, and reused for toilet and urinal flushing, irrigation, and cooling tower makeup. This variant differs from the project without the variant, because it assumes blackwater is treated and recycled and that all newly constructed buildings would form a district system. Finally, the Irish Hill View Variant would realign the proposed pedestrian passageway between Illinois Street and the proposed Irish Hill Playground in order to create a view corridor through the proposed infill construction, from Illinois Street to the Irish Hill landscape feature. Under this Variant, the 40-foot-wide pedestrian passageway connecting Illinois Street and the proposed Irish Hill Playground would separate construction within Parcel PKS and Parcel HDY2 at the southwest corner of the project site. The pedestrian passageway would be shifted northward by approximately 165 feet, to bisect Parcel PKS (which would become PKS1 and HDY3 with this variant), to allow views of the western face of the Irish Hill remnant from Illinois Street. These variants were fully studied in the Draft EIR.

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

The Commission reviewed and considered the Final Environmental Impact Report (FEIR) for the Project and found the contents of said report and the procedures through which the FEIR was prepared, publicized and reviewed complied with the California Environmental Quality Act (Public Resources Code section 21000 *et seq*.) ("CEQA"), the CEQA Guidelines (14 Cal. Code Reg. section 15000 *et seq*.), and Chapter 31 of the San Francisco Administrative Code.

The Commission found the FEIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Planning Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and certified the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31 by its Motion No. XXXXX.

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

- Cause one individual Muni route (48 Quintara/24th Street bus routes) to exceed 85 percent capacity utilization in the a.m. and p.m. peak hours in both the inbound and outbound directions;
- Cause loading demand during the peak loading hour to not be adequately accommodated by proposed on-site/off-street loading supply or in proposed on-street loading zones, which may create hazardous conditions or significant delays for transit, bicycles, or pedestrians;
- Contribute considerably to significant cumulative transit impacts on the 48 Quintara/24th Street and 22 Fillmore bus routes;
- Cause a substantial temporary or periodic increase in ambient noise levels during construction in the project vicinity above levels existing without the project;

- Cause substantial permanent increases in ambient noise levels in the project vicinity (22nd Street [east of Tennessee Street to east of Illinois Street]; and Illinois Street [20th Street to south of 22nd Street]);
- Combine with cumulative development to cause a substantial permanent increase in ambient noise levels in the project vicinity (22nd Street [east of Tennessee Street to east of Illinois Street] and Illinois Street [20th Street to south of 22nd Street]);
- Generate fugitive dust and criteria air pollutants during construction, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants;
- Result in operational emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants; and
- Combine with past, present, and reasonably foreseeable future development in the project area to contribute to cumulative regional air quality impacts.

The Planning Commission Secretary is the custodian of records for the Planning Department materials, located in the File for Case No. 2014-001272ENV, at 1650 Mission Street, Fourth Floor, San Francisco, California.
On August 24, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2014-001272ENV to consider the approval of the Project. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the Project, the Planning Department staff, expert consultants and other interested parties.

This Commission has reviewed the entire record of this proceeding, the Environmental Findings, attached to this Motion as Attachment A and incorporated fully by this reference, regarding the alternatives, mitigation measures, environmental impacts analyzed in the FEIR and overriding considerations for approving the Project, and the proposed MMRP attached as Attachment B and incorporated fully by this reference, which material was made available to the public.

MOVED, that the Planning Commission hereby adopts these findings under the California Environmental Quality Act, including rejecting alternatives as infeasible and adopting a Statement of Overriding Considerations, as further set forth in Attachment A hereto, and adopts the MMRP attached as Attachment B, based on substantial evidence in the entire record of this proceeding.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on August 24, 2017.

Jonas P. Ionin
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: August 24, 2017

Attachment A

Pier 70 Mixed-Use Project

California Environmental Quality Act Findings:

FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS

SAN FRANCISCO PLANNING COMMISSION

August 24, 2017

In determining to approve the Pier 70 Mixed-Use Project ("Project"), as described in Section I.A, Project Description, below, the following findings of fact and decisions regarding mitigation measures and alternatives are made and adopted, and the statement of overriding considerations is made and adopted, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act, California Public Resources Code Sections 21000-21189.3 ("CEQA"), particularly Sections 21081 and 21081.5, the Guidelines for implementation of CEQA, California Code of Regulations, Title 14, Sections 15000-15387 ("CEQA Guidelines"), particularly Sections 15091 through 15093, and Chapter 31 of the San Francisco Administrative Code.

This document is organized as follows:

Section I provides a description of the project proposed for adoption, project objectives, the environmental review process for the project, the approval actions to be taken, and the location of records;

Section II identifies the impacts that were not studied in the EIR;

Section III identifies the impacts found not to be significant that do not require mitigation;

Section IV identifies potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describes the disposition of the mitigation measures;

Section V identifies significant impacts that cannot be avoided or reduced to less-than-significant levels and describes any applicable mitigation measures as well as the disposition of the mitigation measures;

Section VI evaluates the different project alternatives and the economic, legal, social, technological, and other considerations that support approval of the project and the rejection as infeasible of alternatives, or elements thereof, analyzed; and

Section VII presents a statement of overriding considerations setting forth specific reasons in support of the actions for the project and the rejection as infeasible of the alternatives not incorporated into the project.

The **Mitigation Monitoring and Reporting Program** ("MMRP") for the mitigation measures that have been proposed for adoption is attached with these findings as Attachment B to Motion No. XXXXX. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. The MMRP provides a table setting forth each mitigation measure listed in the Final Environmental Impact Report for the Project ("Final EIR") that is required to reduce or avoid a significant adverse impact. The MMRP also specifies the agency responsible for implementation of each measure and establishes monitoring actions and a monitoring schedule. The full text of the mitigation measures is set forth in the MMRP.

These findings are based upon substantial evidence in the entire record before the San Francisco Planning Commission. The references set forth in these findings to certain pages or sections of the Draft Environmental Impact Report ("Draft EIR" or "DEIR") or the Responses to Comments document ("RTC") in the Final EIR are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings.

I. PROJECT DESCRIPTION, OBJECTIVES, ENVIRONMENTAL REVIEW PROCESS, APPROVAL ACTIONS, AND RECORDS

The [Project is a mixed-use development project, located on an approximately 35-acre portion of Pier 70 bounded by Illinois Street to the west, 20th Street to the north, San Francisco Bay to the east, and 22nd Street to the south. Together, the Port of San Francisco ("Port") and FC Pier 70, LLC ("Forest City") are project sponsors for the Project. The Project contains two development areas: the "28-Acre Site" and the "Illinois Parcels." The "28-Acre Site" is an approximately 28-acre area located between 20th, Michigan, and 22nd streets, and San Francisco Bay. This site includes Assessor's Block 4052/Lot 001 and Lot 002 and Block 4111/Lot 003 and Lot 004. The "Illinois Parcels" form an approximately 7-acre site that consists of an approximately 3.4-acre Port-owned parcel, called the "20th/Illinois Parcel," along Illinois Street at 20th Street (Assessor's Block 4110/Lot 001) and the approximately 3.6-acre "Hoedown Yard," at Illinois and 22nd streets (Assessor's Block 4120/Lot 002 and Block 4110/Lot 008A), which is owned by PG&E. The Hoedown Yard includes a City-owned 0.2-acre portion of street right-of-way that bisects the site.

The Project would provide a phased mixed-use land use program in which certain parcels could be developed with either primarily commercial uses or residential uses, with much of the ground floor dedicated to retail/arts/light-industrial ("RALI") uses. In addition, two parcels on the project site (Parcels C1 and C2) could be developed for structured parking, residential/commercial use, or solely residential use, depending on future market demand for parking and future travel demand patterns. Development of the 28-Acre Site would include up to a maximum of approximately 3,422,265 gross square feet (gsf) of construction in new buildings and improvements to existing structures (excluding square footage allocated to accessory parking). New buildings would have maximum heights of 50 to 90 feet. Development of the Illinois Parcels would include up to a maximum of approximately 801,400 gsf in new buildings; these new buildings would not exceed a height of 65 feet, which is the existing height limit along Illinois Street on both the Port-owned and the western portion of the Hoedown Yard.

A. Project Description.

1. Project Location and Site Characteristics.

a. Project Site and Vicinity.

The 35-acre project site is located within the 69-acre Pier 70 area on San Francisco Bay along San Francisco's Central Waterfront. It is just south of Mission Bay South and east of the Potrero Hill and Dogpatch neighborhoods. The American Industrial Center, a large multi-tenant light-industrial building, is located across Illinois Street, west of the Illinois Parcels. To the north of the project site are the BAE Systems Ship Repair facility, the 20th Street Historic Core (Historic Core) of the Union Iron Works Historic District, future Crane Cove Park (construction of which is scheduled to begin in 2016), and the Mission Bay South redevelopment area. To the south of the project site are PG&E's Potrero Substation (a functioning high-voltage transmission substation serving San Francisco), the decommissioned Potrero Power Plant, and the TransBay Cable converter station, which connects the Pittsburg-San Francisco 400-megawatt direct-current, underwater electric transmission cable to PG&E's electricity transmission grid by way of the Potrero Substation. There is a dilapidated pier extending from the project site into San Francisco Bay immediately northeast of the slipways, but is not part of the Project analyzed in this EIR.

The project site currently contains approximately 351,800 gsf of buildings and facilities, most of which are deteriorating. Current uses on the site, all of which are temporary, include special event venues, artists' studios, self-storage facilities, warehouses, automobile storage lots, a parking lot, a soil recycling yard, and office spaces. The project site has varying topography, sloping up from San Francisco Bay, with an approximately 30-foot increase in elevation at the western extent of the 28-Acre Site. The 35- foot-tall remnant of Irish Hill is located in the southwestern portion of the project site and straddles both the 28-Acre Site and Illinois Parcels. Impervious surface covers approximately 98 percent of the 28-Acre Site and approximately 43 percent of the Illinois Parcels.

b. Union Iron Works Historic District.

Most of Pier 70 (66 of the total 69 acres) is listed in the Union Iron Works Historic District. The Historic District's National Register nomination report documents the significance of Union Iron Works (UIW) and Bethlehem Steel at Pier 70 and their role in the nation's maritime history, supporting multiple war efforts, as well as in the evolution of industrial architecture in San Francisco. The Historic District's 44 contributing features and 10 non-contributing features include "buildings, piers, slips, cranes, segments of a railroad network, and landscape elements." Most of the buildings are of an industrial architectural style and historic use, and made of "unreinforced brick masonry, concrete, and steel framing, with corrugated iron or steel cladding." UIW built or repaired ships at Pier 70 from the time of the Spanish American War in 1898, and ship repair operations continue today.

The project site contains 12 of the 44 contributing features in the Historic District and one of the ten non-contributing features in the Historic District. The Hoedown Yard is not within the Historic District, but it has also been used for industrial purposes since the 1880s. Identifiable historical uses at the Hoedown Yard appear to have been limited to the storage of fuel oil in above-ground storage

tanks (30,000- to 40,000-barrel capacity) for adjacent industrial activities. PG&E acquired the Hoedown Yard over time from various companies, including UIW and Bethlehem Steel.

c. Historic Uplands and Tidelands.

The largest portion of the Pier 70 site comprises lands mapped and sold by the Board of Tide Land Commissioners (BTLC). The sales were authorized by Chapter 543 of the Statutes of 1868. Most of the BTLC lots were owned by Bethlehem Steel or Risdon Iron & Locomotive Works by the turn of the nineteenth century into the twentieth century. All of the filled lands north of the Bethlehem Steel property appear to have been reserved from sale by the State, including Illinois Street, portions of 20th and Michigan streets, and the Central Basin. The State conveyed these lands to the City as part of the Burton Act grant.

d. Proposition F.

On November 4, 2014, the San Francisco electorate approved Proposition F, a ballot measure that authorized a height increase at the 28-Acre Site from the existing 40 to 90 feet, directed that the project proposed on the 28-Acre Site undergo environmental review, and established policies regarding the provision of certain significant public benefits as part of the proposed project at the 28-Acre Site. Proposition F complied with the requirement established by Proposition B (June 2014) for San Francisco voter approval for any proposed height limit increase along the San Francisco waterfront on Port-owned property that would exceed existing height limits in effect on January 1, 2014. Proposition B does not apply to the Hoedown Yard, because the property is not owned by the Port. Proposition F conditioned the effective date of the proposed height increase on completion of an EIR and approval of a development plan for the 28-Acre Site by the Port Commission and Board of Supervisors. Proposition F did not address heights on the Illinois Parcels.

The height increase approved in Proposition F was contingent on the City's later approval of a project at the 28-Acre Site that would include the following:

- Provision of 9 acres of waterfront parks, playgrounds, and recreation opportunities on and adjacent to the 28-Acre Site;
- Construction of between approximately 1,000 and 2,000 new housing units;
- Provision of 30 percent of all new housing units at below-market rates;
- Stipulation that the majority of new housing units be offered for rent;
- Restoration of those historic structures on the site that are essential to the integrity of the Union Iron Works Historic District;
- Creation of substantial new and renovated space for arts, cultural, small-scale manufacturing, local retail, and neighborhood-serving uses;
- Preservation of the artist community currently located in Building 11 (the Noonan Building) by providing new state-of-the-art, on-site space that is affordable, functional and aesthetic, and by continuing to accommodate the Noonan Building community within the Union Iron Works Historic District during any transition period associated with the construction of new space;

- Creation of between approximately 1,000,000 and 2,000,000 square feet of new commercial and office space; and
- Provision of accessory parking facilities and other transportation infrastructure as part of a transportation demand management program that enhances mobility in the district and neighborhood.

2. **Project Characteristics.**

a. Demolition and Rehabilitation.

The project site has 12 contributors to the Union Iron Works Historic District and one non-contributor, totaling 351,800 gsf. The Project includes rehabilitation, in compliance with the Secretary of the Interior's Standards for the Treatment of Historic Properties, of approximately 227,800 gsf in Buildings 2, 12, and 21 for reuse. Buildings 2 and 12 would remain in their current location. Building 21 would be relocated about 75 feet to the southeast, to create public frontage along the waterfront park and maintain a visual connection to Buildings 2 and 12. Seven of the remaining contributing buildings and structures on the site (Buildings 11, 15, 16, 19, 25, 32, and 66), containing 92,945 gsf, would be demolished. A small portion of the contributing feature, the remnant of Irish Hill, would also be removed. The Port has proposed to demolish the 30,940-gsf Building 117, located on the Project site, as part of the 20th Street Historic Core project to allow the adjacent building (Building 116) to be rehabilitated to meet fire code. This demolition is proposed separately from and prior to approval of the Project. The non-contributing feature on the project site (subterranean portions of Slipways 5 through 8) would be partially removed as part of the Project.

b. Special Use District and Land Use Program

The Project amends the Planning Code to create the Pier 70 Special Use District (SUD), and amends the Zoning Maps to make conforming changes related to Pier 70 SUD. The Pier 70 SUD requires compliance with the proposed Pier 70 SUD Design for Development, which is discussed on p. 2.35 of the DEIR. Under the SUD, the Project provides a mixed-use land use program in which certain parcels (Parcels F, G, H1, H2, HDY1, and HDY2) and Building 2 could be developed for either primarily commercial uses or residential uses. Parcels C1 and C2 would be designated for structured parking, but could be developed with either residential or commercial (Parcel C1) or residential uses (Parcel C2), depending on future methods of travel for residents and visitors.

The Zoning Maps are amended to show changes from the current zoning (M-2 [Heavy Industrial] and P [Public]) to the Pier 70 SUD. Height limits on the 28-Acre Site would be increased from 40 to 90 feet, except for a 100-foot-wide portion adjacent to the shoreline that would remain at 40 feet, as authorized by Proposition F in November 2014. The Zoning Map amendments also modify the existing height limits on an eastern portion of the Hoedown Yard from 40 to 65 feet. The height limits for the Illinois Street parcels would remain the same at 65 feet. Height limits are further restricted through the design standards established in the Pier 70 SUD Design for Development (Design for Development). The Project also amends the Port's Waterfront Land Use Plan (WLUP).

Proposed new zoning in the SUD would permit the following uses, listed below by parcel and shown in DEIR Table 2.2: Proposed Pier 70 Special Use District – Primary Uses by Parcel and Rehabilitated Building.

On the 28-Acre Site:

- Parcels A and B: Restricted to primarily commercial use, with RALI uses allowed on the ground floor.
- Parcel C1: Permitted for commercial, residential, or structured parking uses with RALI uses allowed on the ground floor.
- Parcel C2: Permitted for either residential or structured parking uses, with RALI uses allowed on the ground floor.
- Parcels D, E1, E2, and E3: Restricted to primarily residential use, with RALI uses allowed on the ground floor.
- Parcels F, G, H1, and H2, and Building 2: Permitted for either commercial or residential uses, with RALI uses allowed on the ground floor.
- Parcel E4 and Buildings 12 and 21: Permitted for RALI uses with commercial allowed on the upper floor of Parcel E4 and Building 12.
- All 28-Acre Site parcels except existing Buildings 2, 12, and 21 and Parcel E4: Permitted to include accessory parking.

On the Illinois Parcels:

- 20th/Illinois Parcel (Subdivided into Parcel K North [PKN] and Parcel K South [PKS]): Restricted to primarily residential use, with RALI uses on the ground floor.
- Hoedown Yard (Subdivided into Parcel Hoedown Yard 1 [HDY1] and Parcel Hoedown Yard 2 [HDY2]): Permitted for either commercial or residential uses, with RALI uses allowed on the ground floor.
- All Illinois Parcels: Permitted to include accessory parking.

To cover a full range of potential land uses that could be developed under the proposed SUD, the EIR analyzed a maximum residential-use scenario and a maximum commercial-use scenario for the project site. The Maximum Residential Scenario and the Maximum Commercial Scenario for both the 28-Acre Site and the Illinois Parcels are mutually exclusive: the maximum commercial and maximum residential programs could not both be built. Depending on the uses developed over time, the Project's total gross square feet (gsf) would range between a maximum of 4,212,230 gsf, under the Maximum Residential Scenario, to 4,179,300 gsf, under the Maximum Commercial Scenario, excluding square footage associated with accessory and structured parking. Total construction would not exceed a maximum of 3,422,265 gsf on the 28-Acre Site and 801,400 gsf on the Illinois Parcels.

Maximum Residential Scenario

Development under the Maximum Residential Scenario on the 28-Acre Site would include a maximum of up to 3,410,830 gsf in new and renovated buildings (excluding square footage allocated to parking). Under this scenario, there would be up to 2,150 residential units (up to approximately 710 studio/one-bedroom units and 1,440 two- or more bedroom units), totaling about 1,870,000 gsf, as well as approximately 1,095,650 gsf of commercial space and 445,180 gsf of RALI space (241,655 gsf of retail space, 60,415 gsf of restaurant space, and 143,110 gsf of arts/light-industrial space). Under a scenario where the Project provides up to 10 percent three-bedroom units, there would be up to 2,150 residential units (up to approximately 925 studio/one-bedroom units and 1,225 two- or more bedroom units), totaling about 1,870,000 gsf. The overall development envelope includes rehabilitation of 237,800 gsf in Buildings 2, 12, and 21 in compliance with the Secretary of the Interior's Standards for the Treatment of Historic Properties.

Development under the Maximum Residential Scenario on the Illinois Parcels would include a maximum of up to 801,400 gsf in newly constructed buildings. Under this scenario, there would be up to 875 residential units (up to approximately 290 studio/one-bedroom units and 585 two- or more bedroom units), totaling about 760,000 gsf, as well as approximately 6,600 gsf of commercial area and approximately 34,800 gsf of RALI space (27,840 gsf of retail space and 6,960 gsf of restaurant space) in new buildings. Under a scenario where the Project provides up to 10 percent three-bedroom units, there would be up to 875 residential units (up to approximately 377 studio/one-bedroom units and 498 two- or more bedroom units) totaling about 760,000 gsf. Under the Maximum Residential Scenario a maximum of 3,370 off-street parking spaces would be allowed.

Maximum Commercial Scenario

Development on the 28-Acre Site under the Maximum Commercial Scenario would include a maximum of up to about 3,422,265 gsf in new and renovated buildings. Under this scenario, there would be up to 1,100 residential units (up to approximately 365 studio/one-bedroom units and 735 two- or more bedroom units), totaling about 957,000 gsf, as well as approximately 2,024,050 gsf of commercial area, and 441,215 gsf of RALI space (238,485 gsf of retail space, 59,620 gsf of restaurant space, and 143,110 gsf of arts/light-industrial space). Under a scenario where the Project provides up to 10 percent three-bedroom units, there would be up to 1,100 residential units (up to approximately 473 studio/one-bedroom units and 627 two- or more bedroom units) totaling about 957,000 gsf. The overall development envelope includes the rehabilitation of 227,800 gsf in Buildings 2, 12, and 21 in compliance with the Secretary of the Interior's Standards for Treatment of Historic Properties.

Illinois Parcels

Development on the Illinois Parcels under the Maximum Commercial Scenario would include a maximum of about 757,035 gsf in new buildings. Under this scenario, there would be up to 545 residential units (up to approximately 180 studio/one-bedroom units and 365 two-or-more bedroom units), totaling about 473,000 gsf, as well as approximately 238,300 gsf of commercial area and approximately 45,735 gsf of RALI (36,590 gsf of retail space and 9,145 gsf of restaurant space) in new buildings. Under a scenario where the Project provides up to 10 percent three-bedroom units, 545 residential units (up to approximately 235 studio/one-bedroom units and 310 two-or-more bedroom units) totaling about 473,000 gsf. Under the Maximum Commercial Scenario a maximum of 3,496 off-street parking spaces would be allowed.

c. Public Trust Exchange.

Portions of the 28-Acre Site and Illinois Parcels are subject to the common law public trust for commerce, navigation, and fisheries and the statutory trust under the Burton Act, as amended (the Public Trust). In order to clarify the Public Trust status of portions of Pier 70, the Port has obtained State legislation (AB 418) that authorizes the State Lands Commission to approve a Public Trust exchange that would free some portions of the project site from the Public Trust while committing others to the Public Trust. To implement the Project in accordance with the proposed SUD, the Port and State Lands Commission would have to implement a public trust exchange that would lift the Public Trust from designated portions of Pier 70 in accordance with the terms of a negotiated trust exchange agreement meeting the requirements of AB 418. The Hoedown Yard is not subject to the Public Trust and will not be affected by the trust exchange.

d. Affordable Housing Program.

Under the Project, 30 percent of all completed residential units on the 28-Acre Site would be required to be offered at below market rate prices, and a majority of residential units constructed would be rentals, in compliance with Proposition F. Residential units on the Illinois Parcels would be subject to the affordable housing requirements in Section 415 of the Planning Code. Under Board of Supervisors Resolution No. 54-14, if the City exercises its option to purchase the Hoedown Yard from PG&E, proceeds from the sale of the Hoedown Yard would be directed to the City's HOPE SF housing program, which includes the Potrero Terrace and Annex HOPE SF project.

e. Pier 70 SUD Design for Development.

The Pier 70 SUD Design for Development sets forth the underlying vision and principles for development of the project site, and establishes implementing standards and design guidelines. The Design for Development includes building design standards and guidelines (Building Design Standards) that are intended to address compatibility of new development within the project site with the Historic District, guide rehabilitation of existing historic buildings as critical anchors, and encourage architecture of its own time in new construction.

Future vertical development at the project site, whether constructed by Forest City, Forest City affiliates, or third-party developers selected by the Port through broker-managed offerings, would be bound by the Design for Development, including the Building Design Standards.

The Design for Development provides standards and guidelines for Zoning and Land Use; Open Space & Streetscape Improvements; Streets and Streetscapes; Parking and Loading; Building Form, Massing, and Architecture; and Lighting, Signage, and Art.

f. Project Open Space Plan.

The Project includes 9 acres of publicly owned open space, in addition to private open space areas such as balconies, rooftops with active recreational spaces, and courtyards that would be accessible only to building occupants. The open spaces are anticipated to accommodate everyday passive uses as well as public outdoor events, including art exhibitions, theater performances, cultural events,

outdoor fairs, festivals and markets, outdoor film screenings, evening/night markets, food events, street fairs, and lecture services. Fewer than 100 events per year are anticipated and would likely include approximately 25 mid-size events attracting between 500 to 750 people, and four larger-size events attracting up to 5,000 people. The proposed open space would supplement recreational amenities in the vicinity of the project site, such as the future Crane Cove Park in the northwestern part of Pier 70, and would include extension of the Blue Greenway and Bay Trail through the southern half of the Pier 70 area. Publicly owned open space on the site is allocated as follows: Waterfront Promenade; Waterfront Terrace; Slipway Commons; Building 12 Plaza and Market Square; Irish Hill Playground; 20th Street Plaza; and Rooftop Open Space Areas.

g. Traffic and Circulation Plan.

i. Street Improvements, Circulation and Parking.

The primary streets on the project site would be 20th and 22nd streets, built out from west to east. Maryland Street would be a secondary north-south-running street designed as a shared street. New minor streets include a new 21st Street, running west to east from Illinois Street to the waterfront, and Louisiana Street, running north from 22nd Street. New traffic signals would be installed at the intersection of Illinois and 21st streets. Louisiana Street from 21st Street to 20th Street would include a jog to accommodate existing historic structures within the Historic Core. Except for the western side of Louisiana Street adjacent to the Historic Core, all new streets would include sidewalks, and street furniture where appropriate. Maryland, 20th, and 22nd streets would include bicycle infrastructure or signage. With the exception of Louisiana Street between 20th and 21st streets, all streets would be two-way, with a single lane of travel in each direction. Louisiana Street would be one-way in the southbound direction, with a single lane of travel.

As part of the Project, Michigan Street from the southern side of 20th Street towards 21st Street shall be narrowed from 80 to 68 feet with 12 feet of the right-of-way converted from a public street to private use, i.e., "vacated," and developed as part of the Illinois Parcels. Vehicle travel would not be connected through to 21st Street due to a grade change, but pedestrian pathways would connect.

The Project provides parking spaces within a site-wide maximum and a maximum ratio per use. Under the Maximum Residential Scenario a maximum of 3,370 off-street parking spaces would be allowed, and under the Maximum Commercial Scenario a maximum of 3,496 off-street parking spaces would be allowed. The Project provides about 285 on street parking spaces along most the streets internal to the project site under either scenario. One parking space per 1,000 square feet of gross floor area would be provided for office/commercial and RALI uses, and 0.75 parking spaces per residential unit would be allowed. If not developed as residential or commercial uses, planned structured parking on Parcels C1 and C2 would provide shared parking for multiple uses. The Illinois Parcels and most parcels on the 28-Acre Site, excluding Buildings 2, 12, and 21, would also have accessory parking. All residential parking would be unbundled, which means parking would be an optional, additional cost to the price of renting or purchasing a dwelling unit.

ii. Transportation Plan.

The Project includes a Pier 70 SUD Transportation Plan intended to manage transportation demands and to encourage sustainable transportation choices, consistent with the City of San Francisco's Transit First, Better Streets, Climate Action, and Transportation Sustainability Plans and Policies. The Pier 70 SUD Transportation Plan includes a transportation demand management ("TDM") plan, which is described in **Exhibit X** to the Development Agreement for the Project. The TDM Plan provides a comprehensive strategy to manage the transportation demands that the Project would create, and is also required as a mitigation measure under the Final EIR [add citation to the MMRP]. The street improvements and TDM Plan would be the same for both the Maximum Residential Scenario and the Maximum Commercial Scenario.

The Project's TDM Plan would be administered and maintained by a Transportation Management Association (TMA). The TMA would be responsible for provision of shuttle service between the project site and local and regional transit hubs.

The TMA would work collaboratively with SFMTA and Bay Area Bike Share (BABS) representatives to finalize the design, location, installation timeline, and funding arrangements for both initial installation and ongoing operation and maintenance of any proposed bikesharing station. Supplementary components such as provision of passenger amenities, real-time occupancy data for shared parking facilities, on-street carshare spaces, unbundled parking for residents, and preferential treatment for high-occupancy vehicles would be coordinated and provided through the TMA, as required by the TDM Plan and mitigation measure.

iii. Bicycle and Pedestrian Improvements.

The Project includes bike lanes, bike-safety-oriented street design, and bike-parking facilities to promote bicycling in and around the project site. Under the provisions of the SUD, bike amenities would be constructed on the project site that would meet or exceed the existing Planning Code requirements at the time of permit submittal. Under the Maximum Residential Scenario, 1,142 Class 1 and 514 Class 2 bicycle parking spaces would be required. Sufficient Class 2 bicycle parking should also be provided at key entrance areas of the major open spaces. Under the Maximum Commercial Scenario, 995 Class 1 and 475 Class 2 bicycle parking spaces would be required. Improvements proposed for the Project include construction of Class II facilities (bicycle lanes) and Class III facilities (shared-lane markings and signage) on 20th, 22nd, and Maryland streets. A Class I separated bicycle and pedestrian facility would be provided along the Bay Trail and Blue Greenway the length of the project site along the shoreline, connecting at Georgia Street to the northbound path to Crane Cove Park and the southern waterfront park boundary to the future southern connection through the former Potrero Power Plant site.

Pedestrian travel would be encouraged throughout the project site by establishing a network of connected pedestrian pathways running both west-to-east and north-to-south to connect open spaces. Street and open space design would also incorporate pedestrian-safe sidewalk and street design and signage. All streets on the project site would include 9- to 18-foot-wide sidewalks. The project site is designed to make the area east of Maryland Street a predominantly pedestrian zone, and there would be no vehicular streets along the length of waterfront parks, with the exception of the north-south running portion of 20th Street. Maryland Street and 20th Street could potentially have a shared street condition, to reinforce the pedestrian connection from the western portion of the site, across the street, and to San

Francisco Bay. Both 20th and 22nd streets would feature pedestrian amenities to encourage walking from the Dogpatch neighborhood, as well as transit use along the Third and 22nd streets corridors.

iv. Loading.

The proposed new streets would provide access for emergency vehicles and off-street freight loading. Michigan, Louisiana, and 21st streets would be designed as primary on-street loading corridors.

h. Infrastructure and Utilities.

i. Potable Water.

Potable water distribution piping would be constructed in trenches under the planned streets to provide water for site uses and firefighting needs. To reduce potable water demand, high-efficiency fixtures and appliances would be installed in new buildings, and fixtures in existing buildings would be retrofitted, as required by City regulations.

ii. Recycled (Reclaimed) Water.

The project site is located within the City's designated recycled water use area and is subject to Article 22 of the San Francisco Public Works Code, the Recycled Water Use Ordinance, whose goal is to maximize the use of recycled water. Therefore, buildings and facilities that are subject to this ordinance must use recycled water for all uses authorized by the State once a source of recycled water is available and projects must include recycled water distribution systems within buildings as well as throughout the project sites. Although a source of recycled water is not yet available from the City, the project sponsors would install distribution pipelines to ultimately connect with the City's recycled water distribution system once it is constructed. Accordingly, the Project includes the installation of distribution pipelines beneath existing and proposed streets within the project area. Once the City's recycled water system is constructed, the Project's recycled water pipelines would connect to the City's recycled water system.

iii. On-Site Non-Potable Water.

San Francisco's Non-potable Water Ordinance requires new buildings larger than 250,000 square feet to use on-site "alternate water sources" of graywater, rainwater, and foundation drainage water to meet that building's toilet and urinal flushing and irrigation demands. The Project would include the diversion and reuse of graywater and rainwater for toilet and urinal flushing and irrigation.

iv. Auxiliary Water Supply System.

To meet supplemental firefighting water requirements for the Auxiliary Water Supply System (AWSS), the Project would be required to include on-site AWSS high-pressure distribution piping. The pipelines would be installed beneath existing and proposed streets and would supply fire hydrants within the project site for the purposes of firefighting. The AWSS may also include a permanent manifold installed upland of the shoreline that can be connected to a temporary, portable submersible pump for redundancy.

v. Wastewater (Sanitary Sewer) and Stormwater Facilities.

Wastewater and stormwater flows from the project site are currently conveyed to the Southeast Water Pollution Control Plant ("SEWPCP") for treatment via the City's combined sewer system. The Port also owns and maintains many gravity sewer lines that connect the existing buildings on the site to the SFPUC sewer lines. The project sponsors are considering three options for managing wastewater and stormwater flows from the project site: Option 1, Combined Sewer System; Option 2, Separate Wastewater and Stormwater Systems; and Option 3, Hybrid System.

vi. Electricity and Natural Gas.

The Project would replace overhead electrical distribution with a joint trench utilities distribution system which would follow the proposed realigned roadways. The Project would also extend the existing natural gas distribution system from 20th Street to connect to the 28-Acre Site. A new natural gas distribution system would be constructed to extend to the Illinois Parcels. New gas lines would be placed in the joint utilities trench distribution system following the realigned roadways.

The Project would comply with San Francisco Green Building Requirements for energy efficiency in new buildings. Energy-efficient appliances and energy-efficient lighting would be installed in the three rehabilitated historic buildings.

Back-up emergency diesel generators are required by the San Francisco Building Code for new buildings with occupied floor levels greater than 75 feet in height. There are 10 parcels (all in the 28-Acre Site) that would allow building heights of up to 90 feet: Parcels A, B, C1, C2, D, E1, F, G, H1, and H2. Each of the buildings on Parcels A, C1, C2, D, E1, F, G, H1, and H2 would have a back-up diesel generator, if built with occupied floor levels greater than 75 feet; such generators would operate in emergency situations, each having an average size of 400 horsepower. Due to the larger size of Parcel B, the building proposed for that parcel would have two 400-horsepower, back-up diesel generators to operate in emergency situations. In total, 11 generators are anticipated on the project site.

vii. Renewable Energy.

The Project is required to meet the State's Title 24 and the San Francisco Green Building Requirements for renewable energy and the Better Roof Requirements for Renewable Energy Standards. The Project would allow for roof-mounted or building-integrated solar photovoltaic (PV) systems and/or roof-mounted solar thermal hot water systems for all proposed buildings, excluding existing Buildings 2, 12, and 21. At least 15 percent of the roof area would include roof-mounted or building-integrated PV systems and/or roof-mounted solar thermal hot water systems that would be installed in residential and commercial buildings. These systems would partially offset the energy demands of the associated buildings. No ground-mounted facilities are proposed under the Project. The solar PV arrays located on various rooftops could be interconnected via a community microgrid that serves as a site-wide distribution network capable of balancing captive supply and demand resources to maintain stable service within the Project.

i. Grading and Stabilization Plan.

i. Site Grading.

The Project would involve excavation of soils for grading and construction of the 15- to 27-foot-deep basements planned on Parcels A, B, C1, C2, D, E1, E2, E3, E4, F, G, H1, H2, PKN, PKS, HDY1 and HDY2. No basement levels are planned for existing Buildings 2, 12, or 21. The Project will likely require bedrock removal by controlled rock fragmentation techniques. Controlled rock fragmentation technologies may include pulse plasma rock fragmentation, controlled foam or hydraulic injection, and controlled blasting. In some scenarios it may be necessary to utilize a combination of these techniques.

The Project would raise the grade of the 28-Acre Site and the southern, low-lying portions of the Illinois Parcels by adding up to 5 feet of fill in order to help protect against flooding and projected future sea level rise and as required for environmental remediation.

A portion of the northern spur of the remnant of Irish Hill would be removed for construction of the new 21st Street. Retaining walls would be necessary along the sides of the new 21st Street to protect the adjacent Building 116 in the Historic Core as well as the remnant of Irish Hill and along the reconfigured 22nd Street, to account for the proposed elevation difference between the streets and adjacent ground surfaces.

ii. Geotechnical Stabilization.

To address the potential hazard of liquefaction and lateral spreading that may occur during a major earthquake, the Project would include construction of improvements to control the amount of lateral displacement that could occur. These improvements could include either reinforcing the existing slope with structural walls or implementing ground improvements.

iii. Shoreline Protection Improvements and Sea Level Rise Adaptation.

The objectives of the proposed shoreline protection improvements include maintaining a stable shoreline in the project area by preventing shoreline erosion and protecting the proposed development from coastal flooding. The proposed shoreline protection system is designed to minimize the need for placing fill in San Francisco Bay; maximize open space and public access to the shoreline edge; improve existing slope protection, where feasible; develop aesthetically pleasing and cost-efficient shoreline protection; and provide for future sea level rise adaptation. For design purposes, the existing shoreline is divided into four separate "reaches." Options for shoreline protection improvements were developed for each reach.

The improvements constitute minor repairs to the existing shoreline protection system along the bayfront of the 28-Acre site that is currently in disrepair. These improvements are restricted to repair or replacement of the existing bulkhead in Reach II, and repair or replacement of the existing rip rap slopes in Reaches I, III, and IV. As proposed, the improvements would provide shoreline protection from erosion based on current flooding conditions, and the worst case flooding projected for the year 2100. The entire 100-foot shoreline band, including the shoreline protection features, would be reserved for public access that is safe and feasible. The project sponsors would also implement a long-term inspection and maintenance program to observe for deterioration of the shoreline protection system, and would repair any deficiencies noted to ensure adequate erosion and flood protection for the life of the project.

3. **Project Variants.**

The Draft EIR studied five variants to the Project. Each variant would modify a limited feature or aspect of the Project. During the period between publication of the Draft EIR and the RTC document, the Project Sponsor requested adoption of three variants into the Project, including the Reduced Off-Haul Variant, the Wastewater Treatment and Reuse System Variant, and the Irish Hill View Variant. Thus, these three variants are added to the Project.

The Reduced Off-Haul Variant would minimize the overall volume of excavated soils and the number of off-haul truck trips required for the transport and disposal of excavated soils. Under the Wastewater Treatment and Reuse System Variant, blackwater, graywater, and rainwater would be collected from all newly constructed buildings, treated, and reused for toilet and urinal flushing, irrigation, and cooling tower makeup. This variant differs from the project without the variant, because it assumes blackwater is treated and recycled and that all newly constructed buildings would form a district system. Finally, the Irish Hill View Variant would realign the proposed pedestrian passageway between Illinois Street and the proposed Irish Hill Playground in order to create a view corridor through the proposed infill construction, from Illinois Street to the Irish Hill landscape feature. Under this Variant, the 40-foot-wide pedestrian passageway connecting Illinois Street and the proposed Irish Hill Playground would separate construction within Parcel PKS and Parcel HDY2 at the southwest corner of the project site. The pedestrian passageway would be shifted northward by approximately 165 feet, to bisect Parcel PKS (which would become PKS1 and HDY3 with this variant), to allow views of the western face of the Irish Hill remnant from Illinois Street.

Additionally, the FEIR analyzed two additional project variants that are not proposed for approval at this time: the District Energy System Variant and the Automated Waste Collection System Variant. The Project assumes all heating and cooling would be done at the individual building level and independent from adjacent buildings, and PG&E would provide natural gas, and electricity would be provided by the SFPUC and renewable power generated on the project site. Under the District Energy System Variant, a single central energy plant would be located in one of the basement levels of a newly constructed building on Parcel C1. The proposed central energy plant would provide heating and cooling for a linked group of residential and commercial buildings.

Under the Project, typical collection trucks would drive around the project site to pick up solid waste (separated by residents and businesses into recyclables, compostables, and trash/waste) from each individual building for transport to Pier 96 (recyclables) in San Francisco, the Jepson-Prairie facility (compostables) in Solano County, and the Hay Road Landfill (trash/waste) in Solano County. Under the

Automated Waste Collection System (AWCS) Variant, an automated waste collection system would be installed to transport solid waste from individual new buildings and in public areas, replacing interior and outdoor trash receptacles. The central waste collection facility would be located in a stand-alone building near the proposed 20th Street Pump Station on the BAE Systems Ship Repair site directly north of Parcels A and B on the project site. This variant has the potential to operate more efficiently and would reduce the number of trash collection truck trips and the associated noise and air pollutant emissions.

1. **Project Construction Phasing and Duration.**

For both development scenarios, the Maximum Residential Scenario and the Maximum Commercial Scenario, Project construction is conceptual; however it is expected to begin in 2018 and would be phased over an approximately 11-year period, concluding in 2029. Proposed development is expected to involve up to five phases, designated as Phases 1, 2, 3, 4, and 5. The Project's construction and rehabilitation phasing for the Maximum Residential and Maximum Commercial Scenarios are outlined in Tables 2.5 and 2.6 in the DEIR on pp. 2.80 to 2.84.

Infrastructure improvements (utilities, streets, and open space) and grading and excavation activities would be constructed by Forest City, as master developer, and would occur in tandem, as respective and adjacent parcels are developed. Vertical development on the various parcels could be constructed by Forest City and its affiliates, or by third party developers.

B. Project Objectives.

The Port and Forest City seek to achieve the following objectives by undertaking the Project:

- Create a unique San Francisco neighborhood within an industrial historic district that includes new, activated waterfront open spaces with the amenities and services necessary to support a diverse, thriving community of residents and workers, while addressing potential land use conflicts with ongoing ship repair at Pier 70.
- Implement the open space, housing, affordability, historic rehabilitation, artist community preservation, commercial, waterfront height limit and urban design policies endorsed by the voters in Proposition F for the 28-Acre Site (November 2014).
- Provide dense, mixed-income housing that includes both ownership and rental opportunities, to attract a diversity of household types in order to help San Francisco meet its fair share of regional housing needs.
- Provide a model of 21st century sustainable urban development by implementing the Pier 70 Risk Management Plan approved by the San Francisco Bay Regional Water Quality Control Board; encouraging energy and water conservation systems; and reducing vehicle usage, emissions, and vehicle miles traveled to reduce the carbon footprint impacts of new development, consistent with the Port's Climate Action Plan.
- Provide access to San Francisco Bay where it has been historically precluded, by opening the eastern shore of the site to the public with a major new waterfront park, extending the Bay Trail, and establishing the Blue Greenway, and create a pedestrian- and bicycle-friendly environment.

- Rehabilitate three contributors to the Union Iron Works Historic District to accommodate new uses consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties, and design and build new infrastructure, public realm areas, parks and buildings consistent with the Infill Development Design Criteria within the Port's *Pier 70 Preferred Master Plan* and support the continued integrity of the Union Iron Works Historic District.
- Create business and employment opportunities for local workers and businesses during the design, construction, and operation phases of the Project.
- Elevate and reinforce site infrastructure and building parcels to allow the new Pier 70 neighborhood to be resilient to projected levels of sea level rise and any major seismic event, as well as incorporate financing strategies that enable the project and the Port's Bay shoreline to adapt to future, increased levels of sea level rise.
- Along with the Historic Core and Crane Cove Park, serve as a catalyst project for Pier 70 to support the Port's site-wide goals established in the Pier 70 Preferred Master Plan, including new infrastructure, streets and utilities, and new revenue to fund other Pier 70 improvements.
- Construct a high-quality, public-private development project that can attract sources of public investment, equity, and debt financing sufficient to fund the Project's site and infrastructure costs, fund ongoing maintenance and operation costs, and produce a market rate return investment that meets the requirement of Assembly Bill (AB) 418 (2011) and allows the Port to further its Public Trust mandate and mission.
- Through exercise of the City's option with PG&E to purchase the Hoedown Yard, provide funds for the City's HOPE VI rebuild projects in accordance with Board Resolution No. 54-14, such as the Potrero Terrace and Annex project.

C. Approval Actions.

The Project is subject to review and approvals by local, regional, State, and Federal agencies, with jurisdiction after completion of environmental review, including the following:

San Francisco Board of Supervisors

- Approval of *General Plan* amendments.
- Approval of Planning Code Text Amendments and associated Zoning Map Amendments.
- Approval of a Development Agreement.
- Approval of the Interagency Cooperation Agreement.
- Approval of a Public Trust Exchange Agreement.
- Approval of a Disposition and Development Agreement, including forms of ground leases and purchase and sale agreements.
- Approval of Final Subdivision Maps.
- Approval of street vacations, approval of dedications and easements for public improvements, and acceptance (or delegation to Public Works Director to accept) of public improvements, as necessary.

- Approval of the formation of one or more community facilities districts and adoption of a Rate and Method of Apportionment for the districts and authorizing other implementing actions and documents.
- Approval of one or more appendices to the Infrastructure Financing Plan for City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco) and formation of one or more sub-project areas for the 28-Acre Site and some or all of the Illinois Parcels and authorizing other implementing actions and documents.

San Francisco Planning Commission

- Certification of the Final EIR.
- Adoption of findings that the Public Trust Exchange is consistent with the *General Plan*.
- Approval of *Pier 70 SUD Design for Development*.
- Initiation and recommendation to Board of Supervisors to approve amendments to the *General Plan*.
- Initiation and recommendation to the Board of Supervisors to approve Planning Code amendments adopting a Special Use District and associated Zoning Map amendments.
- Recommendation to Board of Supervisors to approve a Development Agreement.
- Approval of the Interagency Cooperation Agreement.

San Francisco Port Commission

- Adoption of findings regarding Public Trust consistency.
- Approval of Disposition and Development Agreement, including forms of Ground Leases and Purchase and Sale Agreements, authorizing other actions and documents necessary to implement the project, and recommending that the Port Commission and the Board of Supervisors take other actions and documents necessary to implement the project.
- Consent to a Development Agreement and recommendation to the Board of Supervisors to approve.
- Approval of the Interagency Cooperation Agreement.
- Approval of a Development Plan for the 28-Acre Site in accordance with Section 11 of Proposition F.
- Approval of *Pier 70 SUD Design for Development*.
- Approval of amendments to *Waterfront Land Use Plan*.
- Public Trust consistency findings and approval of Public Trust Exchange Agreement with the State Lands Commission.
- Approval of project construction-related permits for property within Port jurisdiction.
- Approval of Construction Site Stormwater Runoff Control Permit.

San Francisco Public Utilities Commission

- Consent to Development Agreement.
- Consent to Interagency Cooperation Agreement.

San Francisco Public Works

- Review of subdivision maps and presentation to the Board for approval.
- Approval of Interagency Cooperation Agreement.
- Issuance of Public Works street vacation order.

San Francisco Municipal Transportation Agency

- Approval of transit improvements, public improvements and infrastructure, including certain roadway improvements, bicycle infrastructure and loading zones, to the extent included in the project, if any.
- Consent to Development Agreement.
- Consent to Interagency Cooperation Agreement.

San Francisco Fire Department

- Consent to Interagency Cooperation Agreement.

San Francisco Art Commission

- Approval of design of public structures and private structures located within public property, to the extent any such structures are located outside of Port jurisdiction.

San Francisco Department of Public Health

- Oversee compliance with San Francisco Health Code Article 22A (Maher Ordinance).

Bay Conservation and Development Commission

- Approval of permits for improvements and activities within the San Francisco Bay Conservation and Development Commission's jurisdictions.

State Lands Commission

- Approval of Public Trust Exchange Agreement.

Regional Water Quality Control Board – San Francisco Bay Region

- Approval of Section 401 water quality certification.
- Site-Specific Remediation Completion Approval(s) under Risk Management Plan.

Bay Area Air Quality Management District

- Approval of any necessary air quality permits (e.g., Authority to Construct and Permit to Operate) for individual air pollution sources, such as boilers and emergency diesel generators.

California Public Utilities Commission

- Approval of PG&E's sale of Hoedown Yard parcel, if PG&E's operations on the site have not already been relocated.

California Department of Fish and Wildlife

- Possible Section 404/Section 10 Permit.

U.S. Army Corps of Engineers

- Possible Section 404/Section 10 Permit.

U.S. Fish and Wildlife

- Possible Section 404/Section 10 Permit.

National Marine Fisheries Service

- Possible Essential Fish Habitat Consultation.
- Possible Endangered Species Act Consultation.

D. Findings About Significant Environmental Impacts and Mitigation Measures.

The following Sections II, III, IV, and V set forth the findings about the determinations of the Final EIR regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide written analysis and conclusions regarding the environmental impacts of the Project and the mitigation measures included as part of the Final EIR and adopted as part of the Project.

In making these findings, the opinions of the Planning Department and other City staff and experts, other agencies and members of the public have been considered. These findings recognize that the determination of significance thresholds is a judgment within the discretion of the City and County of San Francisco; the significance thresholds used in the Final EIR are supported by substantial evidence in the record, including the expert opinion of the Final EIR preparers and City staff; and the significance thresholds used in the Final EIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project.

These findings do not attempt to describe the full analysis of each environmental impact contained in the Final EIR. Instead, a full explanation of these environmental findings and conclusions can be found in the Final EIR and these findings hereby incorporate by reference the discussion and analysis in the Final EIR supporting the determination regarding the Project impacts and mitigation measures designed to address those impacts. In making these findings, the determinations and conclusions of the Final EIR relating to environmental impacts and mitigation measures, are hereby ratified, adopted and

incorporated in these findings, except to the extent any such determinations and conclusions are specifically and expressly modified by these findings.

As set forth below, the mitigation measures set forth in the Final EIR and the attached MMRP are hereby adopted and incorporated to substantially lessen or avoid the potentially significant impacts of the Project. Accordingly, in the event a mitigation measure recommended in the Final EIR has inadvertently been omitted in these findings or the MMRP, such mitigation measure is nevertheless hereby adopted and incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measure in the Final EIR due to a clerical error, the language of the mitigation measure as set forth in the Final EIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the numbers contained in the Final EIR.

In Sections II, III, IV, and V below, the same findings are made for a category of environmental impacts and mitigation measures. Rather than repeat the identical finding dozens of times to address each and every significant effect and mitigation measure, the initial finding obviates the need for such repetition because in no instance are the conclusions of the Final EIR, or the mitigation measures recommended in the Final EIR for the Project, being rejected.

E. Location and Custodian of Records.

The public hearing transcripts and audio files, a copy of all letters regarding the Final EIR received during the public review period, the administrative record, and background documentation for the Final EIR are located at the Planning Department, 1650 Mission Street, San Francisco. The Planning Commission Secretary, Jonas P. Ionin, is the custodian of records for the Planning Department and the Planning Commission.

II. IMPACTS NOT CONSIDERED

CEQA Section 21099(d), provides that "aesthetics and parking impacts of a residential, mixed-use residential, or employment center project on an infill site located within a transit priority area shall not be considered significant impacts on the environment." Accordingly, aesthetics and parking are not considered in determining whether the Project has the potential to result in significant environmental effects since the Project meets all of the following three criteria:

1. The Project is in a transit priority area;
2. The Project is on an infill site; and
3. The Project is residential, mixed-use residential, or an employment center.

A "transit priority area" is defined as an area within one-half mile of an existing or planned major transit stop. A "major transit stop" is defined in California Public Resources Code Section 21064.3 as a rail transit station, a ferry terminal served by either a bus or rail transit service, or the intersection of two or more major bus routes with a frequency of service interval of 15 minutes or less during the morning and afternoon peak commute periods.

III. IMPACTS FOUND NOT TO BE SIGNIFICANT AND THUS DO NOT REQUIRE MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant (Pub. Res. Code § 21002; CEQA Guidelines §§ 15126.4, subd. (a)(3), 15091). As more fully described in the Final EIR and based on the evidence in the whole record of this proceeding, it is hereby found that implementation of the Project would not result in any significant impacts in the following areas and that these impact areas therefore do not require mitigation.

A. Land Use.

Impacts LU-1: The Project would not physically divide an existing community.

Impacts LU-2: The Project would not conflict with applicable land use plans, policies or regulations adopted for the purpose of avoiding or mitigating an environmental effect, Such that a substantial adverse physical change in the environment related to Land Use would result.

Impact C-LU-1: The Project, in combination with past, present and reasonably foreseeable future projects, would not contribute considerably to significant cumulative land use impacts related to (a) physical division of an established community, or (b) conflicts with applicable land use plans and policies adopted for the purpose of avoiding or mitigating an environmental effect.

B. Population, Employment and Housing.

Impacts PH-1: The Project would not substantially induce population growth, either directly or indirectly.

Impacts PH-2: The Project would not displace substantial numbers of existing housing units or create demand for additional housing, necessitating the construction of replacement housing elsewhere.

Impact C-PH-1: The Project under the Maximum Residential and Maximum Commercial scenarios, in combination with past, present, and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to significant cumulative population and housing impacts.

C. Cultural Resources.

Impact CR-3: Construction activities for the Project would not cause a substantial adverse change in the significance of a tribal cultural resource, as defined in Public Resources Code Section 21074, if such resources are present within the project site.

Impact CR-4: The Project would result in the demolition of seven buildings that contribute to the significance of the UIW Historic District. These are Buildings 11, 15, 16, 19, 25, 32, and 66.

The demolition of these buildings would not result in a substantial adverse change in the historic significance of the UIW Historic District, nor would the demolition result in a deleterious effect on most of the District's character-defining features. The UIW Historic District would retain sufficient contributing features, character-defining features, and overall integrity to continue its listing in the

NRHP and the CRHR. As such, the demolition of contributing Buildings 11, 15, 16, 19, 25, 32, and 66 would not materially impair the physical characteristics that justify the UIW Historic District's inclusion in the NRHP or the CRHR. Although demolition of contributing Buildings 11, 15, 16, 19, 25, 32, and 66 would have a less-than- significant impact on individual historical resources identified in this EIR and the UIW Historic District as a whole, implementation of **Improvement Measure I-CR-4a: Documentation** and **I-CR-4b: Public Interpretation**, which call for the documentation and interpretation of the UIW Historic District for the general public, would further reduce the less-than-significant impact resulting from the proposed demolition of contributing features.

Impact CR-6: The relocation of contributing Building 21 would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources, nor the physical characteristics of Building 21 that justify its eligibility for individual inclusion in the California Register of Historical Resources.

Impact CR-7: The demolition of non-contributing slipways would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-8: The site grading work associated with contributing Buildings 2 and 12 would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-9: The alteration of Irish Hill, a contributing landscape feature, and the proposed infill construction surrounding Irish Hill, would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-10: The changes and additions to the network of streets and open space would not materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

Impact CR-12: The Project would not materially alter, in an adverse manner, the physical characteristics of other historical resources (outside of the UIW National Register Historic District) that justify inclusion of such resources in a Federal, State or local register of historical resources.

Impact C-CR-3: The impacts of the Project, in combination with other past, present, and future projects, would not materially alter, in an adverse manner, the physical characteristics of historical resources (outside of the UIW National Register Historic District) that justify its inclusion in the California Register of Historical Resources, resulting in a cumulative impact.

D. <u>Transportation and Circulation.</u>

Impact TR-1: Construction of the Project would not result in significant impacts on the transportation and circulation network because they would be of limited duration and temporary.

Although no mitigation measures would be required, **Improvement Measure I-TR-A: Construction Management Plan** is identified to further reduce less-than-significant potential conflicts between construction activities and pedestrians, bicyclists, transit, and autos, and between construction activities and nearby businesses and residents.

Impact TR-2: The Project would not cause substantial additional VMT nor substantially induce automobile travel.

Impact TR-3: The Project would not create major traffic hazards.

Impact TR-4: The Project would not result in any Muni screenlines or sub-corridors exceeding 85 percent capacity utilization nor would it increase ridership by more than five percent on any Muni screenline or subcorridor forecast to exceed 85 percent capacity utilization under Baseline conditions without the Project.

Impact TR-6: Two individual Muni routes would continue to operate within the 85 percent capacity utilization standard in the a.m. and p.m. peak hours in both the inbound and outbound directions with addition of the Project.

Impact TR-7: The Project would not cause significant impacts on regional transit routes.

Impact TR-8: Pedestrian travel generated by the Project could be accommodated on the new roadway and sidewalk network proposed for the project site.

Although the Project's parking facility access points would comply with appropriate design standards, the less-than-significant effect of vehicle queuing across sidewalks would be minimized with implementation of **Improvement Measure I-TR-B: Queue Abatement**, to ensure that pedestrian travel is unimpeded.

Impact TR-9: Existing pedestrian facilities in the vicinity of the project site, while incomplete, would not pose substantial hazards to pedestrian traffic generated by the Project.

Impact TR-11: The Project would not create potentially hazardous conditions for bicyclists and would not interfere with bicycle accessibility to the project site or adjoining areas.

Impact TR-13: The Project would not result in significant impacts on emergency access to the project site or adjacent locations.

Although not required to address significant impacts, implementation of **Improvement Measure I-TR-C: Strategies to Enhance Transportation Conditions During Events** would ensure that events at Pier 70 are coordinated with events at AT&T Park to further reduce the less-than-significant effects of congestion on emergency vehicle circulation.

Impact C-TR-1: Construction of the Project would occur over an approximately 11-year time frame and may overlap with construction of other projects in the vicinity. Due to the detailed planning and coordination requirements, the Project would not contribute considerably to a significant cumulative impact in the area.

Although no mitigation measures would be required, **Improvement Measure I-TR-A: Construction Management Plan** is identified to further reduce impacts associated with construction of the Project.

Impact C-TR-2: The Project's incremental effects on regional VMT would not be significant, when viewed in combination with past, present, and reasonably foreseeable future projects.

Impact C-TR-3: The Project would not contribute to a major traffic hazard.

Impact C-TR-5: The Project would not contribute considerably to a significant cumulative impact on the KT Third Ingleside Muni line.

Impact C-TR-6: The Project would not contribute considerably to significant cumulative impacts at Muni Downtown screenlines or subcorridors.

Impact C-TR-7: The Project would not contribute considerably to significant cumulative impacts on regional transit routes.

Impact C-TR-8: The Project would not contribute considerably to significant cumulative pedestrian impacts.

Impact C-TR-9: The Project would not contribute considerably to a significant cumulative bicycle impact.

Impact C-TR-10: The Project would not contribute to a significant cumulative loading impact.

Impact C-TR-11: The Project would not contribute considerably to a significant cumulative impact on emergency vehicle access.

E. Noise.

Impact NO-8: Operation of the Project would not expose people and structures to or generate excessive groundborne vibration or noise levels.

Impact C-NO-1: Construction of the Project combined with cumulative construction noise in the project area would not cause a substantial temporary or periodic increase in ambient noise levels in the project vicinity during construction.

F. Air Quality.

Impact AQ-5: The Maximum Residential or Maximum Commercial Scenarios would not create objectionable odors that would affect a substantial number of people.

G. Greenhouse Gas Emissions.

Impact C-GG-1: The Project would generate GHG emissions, but not at levels that would result in a significant impact on the environment or conflict with any policy, plan, or regulation adopted for the purpose of reducing GHG emissions.

H. Wind and Shadow.

Impact WS-3: At full build-out, the Project would not alter wind in a manner that substantially affects ground-level public areas. The pedestrian comfort criterion is not considered within the CEQA significance threshold; however, **Improvement Measures I-WS-3a: Wind Reduction for Public Open Spaces and Pedestrian and Bicycle Areas, I-WS-3b: Wind Reduction for Waterfront Promenade and Waterfront Terrace, I-WS-3c: Wind Reduction for Slipways Commons, I-WS-3d: Wind Reduction for Building 12 Market Plaza and Market Square, I-WS-3e: Wind Reduction for Irish Hill Playground. and I-WS-3f: Wind Reduction for 20th Street Plaza** would improve the comfort, suitability, and usability of public open spaces and further reduce this less-than-significant impact. City decision makers may choose to impose these improvement measures on the Project as conditions of approval.

Impact WS-4: The Project would not create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas.

Impact C-WS-1: The Project at full build-out, when combined with other cumulative projects, would not alter wind in a manner that substantially affects public areas within the vicinity of the project site.

Impact C-WS-2: The Project, in combination with past, present, and reasonably foreseeable future projects in the project vicinity, would not create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas. The Project would not make a cumulatively considerable contribution to a significant cumulative shadow impact.

I. Recreation.

Impact RE-1: The Project would increase the use of existing neighborhood and regional parks or other recreational facilities, but not to such an extent that substantial physical deterioration of existing facilities would occur or be accelerated, or such that the construction of new facilities would be required.

Impact RE-2: Construction of the parks and recreational facilities proposed as part of the Project would not result in substantial adverse physical environmental impacts beyond those analyzed and disclosed in the Final EIR.

Impact C-RE-1: The Project, in combination with past, present, and reasonably foreseeable future development, would not result in a cumulatively considerable contribution to significant cumulative impacts on recreation.

J. Utilities and Service Systems.

Impact UT-1: The City's water service provider would have sufficient water supply available to serve the Project from existing entitlements and resources, and would not require new or expanded water supply resources or entitlements.

Impact UT-2: The Project would not require or result in the construction of new water treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.

Impact UT-3: The Project would not exceed wastewater treatment requirements of the Southeast Water Pollution Control Plant.

Impact UT-4: The Project would not require or result in the construction of new wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects. Nor would the project result in a determination by the SFPUC that it has inadequate capacity to serve the project's projected demand in addition to its existing commitments.

Impact UT-5: The Project would not require or result in the construction of new storm water drainage facilities or expansion of existing facilities, the construction of which could cause significant environmental effects.

Impact UT-6: The Project would be served by a landfill with sufficient capacity to accommodate the Project's solid waste disposal needs.

Impact UT-7: The Project would not fail to comply with Federal, State, and local statutes and regulations related to solid waste.

Impact C-UT-1: The Project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative utilities and service systems impacts.

K. Public Services.

Impact PS-1: The Project would not result in the need for new or physically altered facilities in order to maintain acceptable service ratios, response times, or other performance objectives for police protection.

Impact PS-2: The Project would not result in the need for new or physically altered facilities in order to maintain acceptable response times for fire protection and emergency medical services.

Impact PS-3: The increase in students associated with implementation of the Project would not require new or expanded school facilities, the construction of which could result in substantial adverse impacts.

Impact PS-4: The Project would not result in an increase in demand for library services that could not be met by existing library facilities.

Impact C-PS-1: The Project, in combination with other past, present, and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to significant adverse cumulative impacts that would result in a need for construction of new or physically altered facilities in order to maintain acceptable service ratios, response times, or other performance objectives for any public services, including police protection, fire protection and emergency services, schools, and libraries.

L. Biological Resource.

Impact BI-6: The Project would not conflict with any local policies or ordinances protecting biological resources, such as a tree preservation policy or ordinance, and would not have a substantial conflict with the provisions of an adopted Habitat Conservation Plan, Natural Community Conservation Plan, or other approved local, regional, or State habitat conservation plan.

M. Geology and Soils.

Impact GE-1: The Project would not expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving fault rupture, seismic ground shaking, seismically induced ground failure, or seismically induced landslides.

Impact GE-2: The Project would not result in substantial erosion or loss of topsoil.

Impact GE-4: The Project would not create substantial risks to life or property as a result of locating buildings or other features on expansive or corrosive soils.

Impact GE-5: The Project would not substantially change the topography or any unique geologic or physical features of the site.

Impact C-GE-1: The Project, in combination with past, present, and reasonably foreseeable future projects, would not substantially contribute to cumulative impacts on geology and soils.

N. Hydrology and Water Quality.

Impact HY-1: Construction of the Project would not violate a water quality standard or a waste discharge requirement, or otherwise substantially degrade water quality.

Impact HY-3: The Project would not substantially deplete groundwater supplies or interfere with groundwater recharge such that there would be a net deficit in aquifer volume or a lowering of the local groundwater table.

Impact HY-4: The Project would not substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner that would result in substantial erosion, siltation, or flooding on- or off site.

Impact HY-5: Operation of the Project would not place housing within a 100-year flood zone or place structures within an existing 100-year flood zone that would impede or redirect flood flows.

Impact HY-6: Operation of the Project would not place structures within a future 100-year flood zone that would impede or redirect flood flows.

Impact HY-7: The Project would not expose people or structures to substantial risk of loss, injury, or death due to inundation by seiche, tsunami, or mudflow.

Impact C-HY-1: The Project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not result in a considerable contribution to cumulative impacts on hydrology and water quality.

O. Hazards and Hazardous Materials.

Impact HZ-1: Construction and operation of the Project would not create a significant hazard through routine transport, use, or disposal of hazardous materials.

Impact HZ-9: The Project would not handle hazardous or acutely hazardous materials, substances, or waste within one-quarter mile of an existing or proposed school. Although construction activities would emit diesel particulate matter and naturally occurring asbestos, these emissions would not result in adverse effects on nearby schools.

Impact HZ-10: The Project would not expose people or structures to a significant risk of loss, injury, or death involving fires, nor would it impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan.

Impact C-HZ-1: The Project, in combination with other past, present or reasonably foreseeable future projects in the project vicinity, would not result in a considerable contribution to significant cumulative impacts related to hazards and hazardous materials.

P. Mineral and Energy Resources.

Impact ME-1: The Project would not have a significant adverse impact on the availability of a known mineral resource and/or a locally important mineral resource recovery site.

Impact ME-2: The Project would not have a substantial adverse effect on the use of fuel, water, or energy consumption, and would not encourage activities that could result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner.

Impact ME-3: The Project would not result in new or expansion of existing electric or natural gas transmission and/or distribution facilities that would cause significant physical environmental effects.

Impact C-ME-1: The Project, in combination with other past, present and reasonably foreseeable future projects in the vicinity, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on mineral and energy resources.

Q. Agriculture and Forest Resources.

Impact AG-1: The Project would not convert designated farmland under the Farmland Mapping and Monitoring Program, nor would it conflict with any existing agricultural zoning or a Williamson Act contract, nor would it involve any changes to the environment that would result in the conversion of designated farmland. The Project would have no impact on farmland and land zoned or contracted for agricultural uses. Therefore no mitigation measures are necessary.

Impact AG-2: The Project would not conflict with existing zoning for, or cause rezoning of, forest land or timberland, nor would it result in the loss of or conversion of forest land to non-forest uses. There would be no impact with respect to forest land or timberland, and no mitigation measures are necessary.

Impact C-AG-1: The Project, in combination with other past, present and reasonably foreseeable future projects in the vicinity, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on agricultural resources or forest land or timberland, and no mitigation measures are necessary.

R. Growth Inducement.

While the Project in itself represents growth, the provision of new housing and employment opportunities would not encourage substantial new growth in the City that has not been previously projected or in an area of the City that has not been identified through local and regional planning processes as an area that could accommodate future population, housing, and employment growth. Thus, the Project would not have a substantial growth-inducing impact.

IV. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL THROUGH MITIGATION AND THE DISPOSITION OF THE MITIGATION MEASURES

CEQA requires agencies to adopt mitigation measures that would avoid or substantially lessen a project's identified significant impacts or potential significant impacts if such measures are feasible (unless mitigation to such levels is achieved through adoption of a project alternative). The findings in this Section IV and in Section V concern mitigation measures set forth in the Final EIR. These findings discuss mitigation measures as identified in the Final EIR for the Project. The full text of the mitigation measures is contained in the Final EIR and in Attachment B, the Mitigation Monitoring and Reporting Program. The impacts identified in this Section IV would be reduced to a less-than-significant level through implementation of the mitigation measures contained in the Final EIR, included in the Project, or imposed as conditions of approval and set forth in Attachment B. The impacts identified in Section V, below, for which feasible mitigation has been identified in the Final EIR also would be reduced, although not to a less-than-significant level.

This Commission recognizes that some of the mitigation measures are partially within the jurisdiction of other agencies. The Commission urges these agencies to assist in implementing these mitigation measures, and finds that these agencies can and should participate in implementing these mitigation measures.

A. Cultural Resources.

Impact CR-1: Construction activities for the Project would cause a substantial adverse change in the significance of archeological resources, if such resources are present within the project site.

Construction activities, in particular grading and excavation, could disturb archeological resources potentially located at the project site. Unless mitigated, ground-disturbing construction activity within the project site, particularly within previously undisturbed soils, could adversely affect the significance of archeological resources under CRHR Criterion 4 (Information Potential) by impairing the ability of such resources to convey important scientific and historical information. This effect would be considered a substantial adverse change in the significance of an historical resource and would therefore be a potentially significant impact under CEQA.

Mitigation Measures M-CR-1a: Archeological Testing, Monitoring, Data Recovery and Reporting and **Mitigation Measure M-CR-1b: Interpretation**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-CR-1a and M-CR-1b would reduce Impact CR-1 to a less-than-significant level.

Impact CR-2: Construction activities for the Project would cause a substantial adverse change in the significance of human remains, if such resources are present within the project site.

Because the project site has been substantially disturbed over the last two centuries, the possibility of discovering human remains is considered low. Although unlikely, it is possible human remains may be encountered during project implementation. If human remains are present within the project site, construction activities for the Project would cause a substantial adverse change in the significance of human remains.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementing **Mitigation Measures M-CR-1a**, referenced above, would reduce Impact CR-2 to a less-than-significant level.

Impact C-CR-1: Disturbance of archeological resources, if encountered during construction of the Project, in combination with other past, present, and future reasonably foreseeable projects, would make a cumulatively considerable contribution to a significant cumulative impact on archeological resources.

Ground-disturbing activities of foreseeable projects, in particular (but not limited to) those along San Francisco's Central Waterfront, have the potential to disturb previously unidentified archeological resources that could yield information pertaining to common research themes identified for the Project in the ARDTP (consumer behavior, social status and identity, wharf and pier construction, land reclamation, and industrialization and technology). As such, the potential disturbance of archeological resources within the project site could make a cumulatively considerable contribution to a loss of significant historic and scientific information about California, Bay Area, and San Francisco history.

There is no evidence that the Project would cause a substantial adverse change in the significance of a tribal cultural resource. For this reason, the Project in combination with past, present, and future reasonably foreseeable projects would not make a cumulatively considerable contribution to a significant cumulative impact on tribal cultural resources.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementation of **Mitigation Measures M-CR-1a and M-CR-1b**, referenced above, the Project's contribution to cumulative impacts on archeological resources would not be cumulatively considerable.

Impact CR-5: The rehabilitation of Buildings 2, 12, and 21 would materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources and would materially alter the physical characteristics of Building 21 that justify its individual eligibility for inclusion in the California Register of Historical Resources.

Buildings 2, 12, and 21 would be rehabilitated under the Project for a range of possible reuse purposes. Prior to Port issuance of building permits, the City and the Port of San Francisco would require the project sponsors to rehabilitate Buildings 2, 12, and 21 in accordance with the Secretary of the Interior's Standards for Rehabilitation (Secretary's Standards). As noted in CEQA Section 15064.5(a)(3), "a project that follows the Secretary of the Interior's Standards for the Rehabilitation and Guidelines for Rehabilitating Historic Buildings … shall be considered as mitigated to a level of less-than-significant impact on the historical resource."

As the rehabilitation efforts for these buildings are still in the design phase, the Planning Department conservatively finds that the impact of the proposed rehabilitation to Buildings 2, 12, and 21 to be significant.

Mitigation Measure M-CR-5: Preparation of Historic Resource Evaluation Reports, Review, and Performance Criteria, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of Mitigation Measure M-CR-5 would reduce Impact CR-5 to a less-than-significant level.

Impact CR-11: The proposed infill construction would materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources.

As new construction is expected to begin in 2018, would be phased over an approximately 11-year period, and could be designed and constructed by different development teams responding to varying real estate market conditions, it is possible that new infill development could change the historic significance of the UIW Historic District by introducing a wide variety of new building designs and types that may not be compatible with the historic character of adjacent historical resources. This could incrementally reduce the integrity of the UIW Historic District to the extent it may no longer qualify for the National Register, which would be considered a significant impact on historical resources.

However, the Project site was more densely developed at the end of the UIW Historic District's period of significance (1945) than it is today. As such, the proposed infill construction would return the site to a building density that is more in keeping with its historic density.

The application of the Pier 70 Design for Development standards and guidelines, including the application of maximum heights, building articulation, material grain and palette, and building-specific responsiveness, would help maintain the integrity of the UIW Historic District by emphasizing the industrial character of the District. The Project would also establish buffer zones surrounding the core of historic buildings and landscapes that specify the minimum distances of separation between historic buildings and landscapes and new construction. These measures would reduce the impacts of new construction on the integrity of adjacent contributing buildings and the UIW Historic District.

The proposed new construction would not result in the need to adjust the boundary of the UIW Historic District, because the boundary is based on the boundary of the shipyard at the end of WWII, according to

the Bethlehem Shipbuilding Division's 1944 Master Plan. The district boundary, therefore, captures the entire shipyard's development from 1884 through 1945.

Mitigation Measure M-CR-11: Performance Criteria and Review Process for New Construction, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein. Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of Mitigation Measure M-CR-11 would reduce Impact CR-11 to a less-than-significant level.

Impact C-CR-2: The impacts of the Project, in combination with other past, present, and future projects, would materially alter, in an adverse manner, the physical characteristics of the UIW National Register Historic District that justify its inclusion in the California Register of Historical Resources, and could materially alter the physical characteristics of Building 21 that justify its individual eligibility for inclusion in the California Register of Historical Resources.

In addition to the Project, there are three anticipated projects within the UIW Historic District that have the potential to have a significant cumulative impact on the significance of the UIW Historic District: (1) Crane Cove Park project, (2) BAE Systems Lease Renewal project, and (3) revisions to the on-going 20th Street Historic Core project, which would demolish historic Buildings 40 and 117.

The Planning Department completed the environmental review for the Crane Cove Park project in October 2015. As part of the Crane Cove Park environmental review, Planning Department Preservation staff completed a HRER that evaluated the impacts of the project on historical resources. Department staff found that the demolition of two contributing buildings (Buildings 30 and 50) within the UIW Historic District would not cause a significant adverse impact upon any qualified historical resource.

The Planning Department completed the environmental review for the BAE Systems Lease Renewal Project in March 2015. As part of the BAE Systems Lease Renewal Project environmental review, Planning Department Preservation staff completed a HRER that evaluated the impacts of project on historical resources. Department staff found that the demolition of Buildings 38, 119, and 121 would not impact the integrity of the UIW Historic District.

In 2014, the Planning Department issued a CPE for the 20th Street Historic Core Project (Case No. 2013.1168E) to the Port of San Francisco for the rehabilitation of 10 historic buildings at Pier 70. The rehabilitation project is currently underway. In 2015, the Port added demolition of contributing Buildings 40 and 117, located within the Pier 70 project site. Although Building 40 is a contributor to the District, it was not found to possess individual significance because it is one of many architecturally undistinguished support buildings from World War II and it has lost integrity due to advanced deterioration. Therefore, it would not qualify for listing under the National or California Registers as an individual historical resource. The Planning Department and Port of San Francisco found that the proposed demolition of Building 40 would have a less-than-significant impact on the integrity of the UIW Historic District.

Although Building 117 is a contributor to the District, it was not found to possess individual significance because its simple, undistinguished, and utilitarian design lacks architectural distinction, and it had a minor support function as a parts storage warehouse in the shipbuilding and repair process. Therefore, it

would not qualify for listing under the National or California Registers as an individual historical resource. The Planning Department and Port of San Francisco found that the proposed demolition of Building 117 would have a less-than-significant impact on the integrity of the UIW Historic District.

All projects described above cumulatively would result in the collective loss of 14 historic buildings that contribute to the significance of the UIW Historic District, as well as the retention and rehabilitation, or no change, to the other 30 contributing features. The collective demolition of these buildings and its cumulative impact on the integrity of the UIW Historic District were analyzed in a report prepared by Carey & Co., Inc. for the Port of San Francisco in August 2015. The Planning Department concurs that that despite the new construction under the Crane Cove Park project and the loss of two contributing buildings (Buildings 30 and 50), the loss of three contributing buildings (Buildings 38, 119, and 121) from the BAE Systems Lease Renewal project, and the loss of two contributing buildings (Buildings 40 and 117) from the revised 20th Street Historic Core project, these three projects would have a less-than-significant impact on the integrity of the UIW Historic District.

The Project would also result in a less-than-significant impact to historical resources (demolition of seven contributing resources), and would result in significant but mitigable impacts to historical resources resulting from rehabilitation of three contributing features and new infill construction.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementation of **Mitigation Measures M-CR-5** and **M-CR-11**, referenced above, the Project and other projects described above would collectively result in a less-than-significant cumulative impact upon historical resources.

B. Transportation and Circulation.

Impact TR-10: Existing pedestrian facilities at the Project's access points would present barriers to accessible pedestrian travel.

The Project's access points would use existing stop-controlled intersections on Illinois Street at 20th Street and 22nd Street and a new intersection at the new 21st Street to be added west of Illinois Street. Several barriers to accessible pedestrian travel currently exist between these intersections, including missing ADA curb ramps at the intersection of 22nd Street and Illinois Street and a narrow stretch of sidewalk with obstructions mid-block on Illinois Street between 22nd and 20th streets. This lack of an accessible path of travel to and from the project site would be a significant impact.

Additionally, the Project's transit riders would cross Illinois Street at the intersections with 20th, 21st, and 22nd streets. Although the Project is proposing to construct a new signal at the new intersection at Illinois Street and 21st Street, pedestrian crossings at the all-way stop controlled intersections along Illinois Street at 20th and 22nd streets would be particularly challenging, given forecasted increases in traffic along Illinois Street. This would also be a significant impact.

Mitigation Measure M-TR-10: Improve pedestrian facilities on Illinois Street adjacent to and leading to the project site, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-TR-10 would reduce Impact CR-5 to a less-than-significant level.

C. Noise.

Impact NO-1: Construction of the Project would expose people to or generate noise levels in excess of standards in the Noise Ordinance (Article 29 of the San Francisco Police Code) or applicable standards of other agencies.

Operation of jackhammers, concrete saws, controlled rock fragmentation (CRF) equipment, rock drills, and a rock/concrete crusher would have the potential to exceed the noise limit for construction equipment (as specified by the Police Code) by 2 to 4 dBA. While jackhammers with approved acoustic shields as well as rock drills and pile drivers with approved intake and exhaust mufflers are exempt from this ordinance limit, concrete saws and rock/concrete crushers would not be exempt. Therefore, operation of concrete saws, a rock/concrete crusher, or any other equipment not exempt from the Police Code that exceeds the noise limit would be a significant noise impact.

Mitigation Measure M-NO-1: Construction Noise Control Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined implementing Mitigation Measure M-NO-1: Construction Noise Control Plan would reduce Impact NO-1 to a less-than-significant level.

Impact NO-3: Construction of the Project would expose people and structures to or generate excessive groundborne vibration levels.

The Project would include the types of construction activities that could produce excessive groundborne vibration (i.e., CRF during excavation and pile driving for foundations or secant walls). In addition, construction equipment used for demolition, site preparation, and shoring activities, such as jackhammers, pavement breakers, and drills, could generate varying degrees of temporary groundborne vibration, with the highest levels expected during demolition, excavation, and below-grade construction stages of each construction phase. If groundborne vibration generated by project-related demolition and construction activities were to exceed 0.5 in/sec PPV, it could cause cosmetic damage to a nearby structure. Pile driving, CRF, and building locations on project parcels have not been specified for the entire site, but pile driving is proposed adjacent to and east of the 20th Street Historic Core, which adjoins the northwestern boundary of the 28-Acre Site and eastern boundary of the 20th/Illinois Parcels. CRF may need to be employed along the western portion of the site (Parcels PKN, PKS, and HDY), as well as Parcels C1, D, E2, F and G on the 28-Acre Site. While it may be possible to maintain a setback of 70 feet or more between pile drivers and adjacent structures at many locations to avoid cosmetic damage to adjacent structures, the minimum separation between some parcels such as between Parcel E1, Parcel E4, and Building 21 or between Parcels E2 and E3 would be less than 70 feet. At distances of less than 70 feet, vibration from impact or vibratory pile-driving activities could result in cosmetic damage to Project structures and historic Buildings 113 and 114, a significant vibration impact.

Depending on the timing of development at Parcels E2, E3, and E4, as well as the timing of the proposed relocation of Historic Building 21 to within 25 feet of new development, construction-related vibration impacts on this building from adjacent pile driving activities could be avoided entirely if development precedes relocation. If, however, relocation of Building 21 precedes development at adjacent Parcels E2, E3, and E4, significant vibration impacts could occur. When the more stringent threshold of 0.2 in/sec PPV is applied to historic buildings, cosmetic damage could occur at distances of up to 160 feet from historic buildings.

While vibratory pile driving (or similar continuous vibration sources) can reduce the potential impacts to fragile structures that can occur with impact pile driving (where higher intermittent vibration levels can occur when the hammer strikes the pile), continuous vibration can also cause liquefaction (or differential settlement in sandy soils), due to the continuous nature of the vibration. The potential for structural damage from vibration-induced liquefaction would be a significant vibration impact.

Mitigation Measure M-NO-3: Vibration Control Measures During Construction, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, implementing Mitigation Measure M-NO-3 would reduce Impact NO-3 to a less-than-significant level.

Impact NO-4: Operation of the Project would result in a substantial permanent increase in ambient noise levels in the immediate project vicinity, or permanently expose persons to noise levels in excess of standards in the San Francisco General Plan and San Francisco Noise Ordinance.

Stationary Equipment

Assuming HVAC equipment operates 24 hours per day (worst-case), such noise levels would exceed ordinance noise limits if this equipment is placed near parcel boundaries, resulting in a significant impact.

Emergency generators would be required on at least 11 of the proposed parcels where building heights would exceed 70 feet under both the Maximum Residential and Maximum Commercial scenarios, as well as at the proposed pump station. The only exception would be Parcel E1, which would not require an emergency generator under the Maximum Commercial Scenario, because the building on this parcel would be 65 feet high under this scenario. The Project's residential receptors could be located as close as 50 feet from these buildings/parcels. At this distance, noise levels generated by operation of emergency generators would exceed noise limits specified in the City's Noise Ordinance and result in a significant impact.

A wastewater pump station (the 20th Street Pump Station) and electrical transformers are proposed to be located to the north of the 28-Acre Site between Building 108 and Building 6. Combined noise generated by these facilities would have a slight potential to increase ambient noise levels in this vicinity. Given the range of existing ambient noise levels in the pump station vicinity, addition of the proposed pump station is conservatively considered to have the potential to slightly exceed ordinance noise limits, and result in a significant impact.

Other Noise-Generating Uses

Development of commercial-office uses in proximity to existing residential uses would increase the potential for noise disturbance or conflicts. Sources of noise typically associated with such non-residential uses that can cause sleep disturbance include mechanical equipment, delivery trucks and associated loading areas, parking cars, and use of refuse bins. There would be a potential for sleep disturbance from these types of noise under both scenarios, because all future commercial-office or RALI buildings would be located adjacent to one or more residential buildings (as close as 23 to 38 feet in some instances), a potentially significant noise impact.

If deliveries and associated unloading/loading activities occur in proximity to future residential buildings and during the nighttime hours, future residents could be subject to sleep disturbance by noise from these activities.

Noise associated with parking cars includes engines starting and car doors slamming. Such noise can cause annoyance at adjacent residential uses if it is concentrated in one area (i.e., a surface parking lot is located adjacent to residences), and if it occurs during the evening or nighttime hours, it could cause sleep disturbance, a potentially significant impact.

Noise associated with trash or refuse facilities for both future residential and commercial-office uses could disturb or annoy any future nearby residents, a significant impact.

Mitigation Measures M-NO-4a: Stationary Equipment Noise Controls, **M-NO-4b: Design of Future Noise-Generating Uses near Residential Uses** and **M-NO-6: Design of Future Noise-Sensitive Uses**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-NO-4a, M-NO-4b and M-NO-6 would reduce Impact NO-4 to a less-than-significant level.

Impact NO-6: The Project's occupants would be substantially affected by existing and future noise levels on the site.

The primary sources of future noise on the project site and its vicinity are from BAE Systems Ship Repair facility activities, earthmoving activities in the southwestern corner of the Illinois Parcel (PG&E Hoedown Yard), Existing Plus Project traffic noise on Illinois Street and other local streets, tonal noise from transformers at PG&E Potrero Substation, and loading dock activities along Illinois Street at the AIC Building. In addition to shipyard-related noise, there is continuous, distant background traffic noise from the I-280 freeway and other roadways. Passing Muni light rail and Caltrain rail operations also contribute to background noise.

Future noise levels at all Project parcels designated for residential use have existing noise levels that are considered Conditionally Acceptable according the City's Land Use Compatibility Chart for Community Noise ranging between 60 dBA and 70 dBA (Ldn), except residential units facing the future 21st Street on

Parcels PKN and PKS would be subject to noise levels of up to 72 dBA (Ldn), resulting in a significant impact.

The applicant would be required to demonstrate that the 45-dBA (Ldn or CNEL) interior noise standard specified by Title 24 would be met at all project residences, and additional noise attenuation measures are required to be incorporated into the project design as necessary to meet this interior standard, but also address potential sleep disturbance effects on affected parcels from adjacent or nearby industrial activities. It is noted that on-site noise levels could increase with proposed building demolition, but also decrease in the future with project implementation if existing heavy equipment operations at the Hoedown Yard cease and Project buildings are up to 90 feet tall in the northern portion of the 28-Acre Site. Such building heights could help partially shield the rest of the site from noise generated by the BAE Systems Ship Repair facility (i.e., BAE boilers and generators). Such future noise reductions, however, would ultimately depend on the final locations and heights of proposed buildings but could reduce the extent of noise attenuation required at some residential units. Compliance with Title 24's interior standard would reduce noise compatibility impacts to less-than-significant levels at all residential units except those subject to noise levels above 70 dBA (Ldn). Mitigation Measure M-NO-6 would require design elements for those units subject to noise levels of up to 72 dBa (Ldn) to meet Title 24's interior standard.

Future noise levels at all but three Project parcels designated for open space/park/playground uses are considered acceptable. However, park users could access quieter areas within these parks (away from adjacent streets), and noise levels would be considered generally acceptable at all proposed open space/park/playground areas.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing **Mitigation Measure M-NO-6: Design of Future Noise-Sensitive Uses**, referenced above, would reduce Impact NO-6 to a less-than-significant level.

Impact NO-7: The Project's special events would result in substantial periodic, temporary noise increases.

The proximity of future residential uses to open space uses would pose the potential for Project residents to be disturbed or annoyed by noise from outdoor active recreation/open space activities. Noise levels associated with the proposed café terrace, social lawn, beer garden, food/beverage operations, picnic areas and the playground would be typical of an urban, mixed-use residential area and would be less than significant in regards to compatibility with nearby sensitive receptors. The potential noise conflicts would be greatest where amplified sound systems would be used and/or events occur during the more noise-sensitive late evening/nighttime hours when sleep disturbance could occur.

Promoters of any proposed outdoor events on the site's outdoor plaza that would use amplified sound or music would be required to obtain a permit from the City prior to the event. This permit process requires a public hearing and includes a requirement for neighborhood outreach. Article 1, Section 47.2 of the Police Code, while generally focused on truck-mounted amplification equipment, regulates the use of any sound amplifying equipment, whether truck-mounted or otherwise. Hours of operation are

restricted to between 9:00 a.m. and 10:00 p.m., unless permitted by the San Francisco Entertainment Commission.

Due to uncertainties as to the nature and extent of future outdoor events at the project site, the use of amplified sound equipment could still have the potential for significant noise impacts to nearby sensitive receptors in excess of standards established in the San Francisco General Plan or San Francisco Noise Ordinance.

Mitigation Measure M-NO-7: Noise Control Plan for Special Outdoor Amplified Sound, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-NO-7, and compliance with Sections 47.2, 1060.1 and 2909 of the Police Code, would reduce Impact NO-7 to less than significant.

D. Air Quality.

Impact AQ-3: Construction and operation of the Project would generate toxic air contaminants, including DPM, which would expose sensitive receptors to substantial pollutant concentrations.

Site preparation activities, such as demolition, excavation, grading, foundation construction, and other ground-disturbing construction activity, in addition to the long-term emissions from the Project's mobile and stationary sources would affect localized air quality during the construction phases of the Project. Neither the proposed receptors nor the nearest off-site receptors are located within an area that currently meets the APEZ criteria. Therefore, a Health Risk Assessment (HRA) was conducted for the Project to determine whether the Project would, in combination with other existing sources in the area, result in a given off-site or on-site receptor meeting the APEZ criteria.

Excess Cancer Risk from Construction and Operation Emissions at Off-Site Receptors

The HRA showed that unmitigated emissions plus existing background emissions would not result in a total excess cancer risk of 100 in one million at the most impacted off-site receptor. This would be below the level for causing a new location to meet the APEZ excess cancer risk criteria, and thus would be a less-than-significant impact.

Excess Cancer Risk from Construction and Operation Emissions at On-Site Receptors

Both the Maximum Residential Scenario and the Maximum Commercial Scenario would include development of residential units, which is considered a sensitive land use for purposes of air quality evaluation.

The HRA showed that the project's emissions would combine with existing background concentrations and would exceed the APEZ excess cancer risk criteria of an excess cancer risk of 100 per one million persons exposed. Therefore, the impact with regard to increased cancer risk would be significant for on-site receptors for the Maximum Residential and Maximum Commercial Scenarios. The mitigated

condition assumed in the HRA included emission reductions quantified for **Mitigation Measures M-AQ-1a: Construction Emissions Minimization, M-AQ-1b: Diesel Backup Generator Specifications, M-AQ-1c: Use Low- and Super-Compliant VOC Architectural Coatings in Maintaining Buildings through CC&Rs, and M-AQ-1f: Transportation Demand Management**. Implementation of Mitigation Measure M-AQ-1a alone would be sufficient to reduce this impact to a less-than-significant level.

PM2.5 Concentrations from Construction and Operation Emissions at Off-Site Receptors

The HRA showed that unmitigated emissions in combination with background concentrations would result in $PM_{2.5}$ concentrations of 8.5 $\mu g/m^3$ for both scenarios, which would be below the levels for causing a new location to meet the APEZ criteria of 10 $\mu g/m^3$. Therefore, this would be a less than significant impact.

PM2.5 Concentrations from Construction and Operation Emissions at On-Site Receptors

The HRA showed that unmitigated emissions in combination with background concentrations would result in $PM_{2.5}$ concentrations of 8.6 $\mu g/m^3$ for both scenarios, which would be below the levels for causing a new location to meet the APEZ criteria of 10 $\mu g/m^3$. Therefore, this would be a less than significant impact.

Mitigation Measure M-AQ-1a: Construction Emissions Minimization, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-AQ-1a would reduce Impact AQ-3 to less than significant.

Impact AQ-4: The Maximum Residential or Maximum Commercial Scenarios would conflict with implementation of the Bay Area 2010 Clean Air Plan.

The most recently adopted air quality plan for the SFBAAB is the 2010 Clean Air Plan. The Clean Air Plan includes 55 control measures aimed at reducing air pollutants in the SFBAAB. Twenty-five of these measures are suited to implementation through local planning efforts or project approval actions. Without certain mitigation measures incorporated into the Project, the Project would not include applicable control measures from the 2010 Clean Air Plan and this impact would be significant. As such, mitigation described below requires incorporation of applicable measures, the Project would include the applicable control measures. Transportation control measures that are identified in the Clean Air Plan are implemented by the San Francisco General Plan and the Planning Code, for example, through the City's Transit First Policy, the bicycle parking requirements, and transit impact development fees. The Project will comply with these policies and regulations.

Mitigation Measures M-AQ-1f: Transportation Demand Management, **M-AQ-1g: Additional Mobile Source Control Measures,** and **M-AQ-1h: Offset of Operational Emissions,** as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that with implementing Mitigation Measures M-AQ-1a (referenced above), M-AQ-1f, AQ-1g, and M-AQ-1h, Impact AQ-4 would be less than significant.

Impact C-AQ-2: The Maximum Residential or Maximum Commercial Scenarios, in combination with past, present, and reasonably foreseeable future development in the project area, would contribute to cumulative health risk impacts on sensitive receptors.

The HRA takes into account the cumulative contribution of existing localized health risks to sensitive receptors from sources included in the Citywide modeling plus the Project's sources. There are, however, other future projects, whose emissions have not been incorporated into the existing citywide health risk modeling because analysis with respect to CEQA for these future project either has not yet been prepared or is pending.

There are 16 cumulative projects within the 1,000 foot zone of influence, two of which are already completed and/or occupied. Another one of these cumulative projects is for the renewal of the lease for BAE Systems whose operations were already considered in the HRA analysis. The remaining projects are either residential, most of which have a ground floor retail or commercial component, or the proposed development of Crane Cove Park.

Cumulative year 2040 conditions without the project show lower background risks than the existing baseline cancer risks and consequently, addition of the project's risks cancer risk to 2040 conditions would similarly not result in new locations meeting the APEZ criteria that otherwise would not without the project with mitigation. Therefore, the project plus cumulative development projects and background risks in 2040 would not result in significant health risk impacts and the analysis in Impact AQ-3 presents a worst-case cumulative health risk analysis.

The Project would be required to implement **Mitigation Measure M-AQ-1a: Construction Emission Minimization**, referenced above. Additionally, **Mitigation Measure M-AQ-1b: Diesel Backup Generator Specifications**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-AQ-1a and M-AQ-1b would reduce the Project's contribution to cumulative air quality impacts to a less-than-significant level.

E. <u>Wind and Shadow</u>

Impact WS-1: The phased development of the Project would temporarily alter wind in a manner that substantially affects public areas.

Although the Project at full build-out would generally slightly improve wind conditions on the project site, potentially significant interim wind impacts may occur prior to the completion of construction. Due to phased build-out, a particular building configuration resulting from partial completion of the Project could last for one or more years, creating the potential for interim wind impacts.

The potential for exceedances of the wind hazard criterion during the phased construction period would occur under the Maximum Residential Scenario and the Maximum Commercial Scenario. Additionally, the ultimate build-out of the Project might not maximize the development potential under either of these two scenarios. Such wind hazards would likely exist until buildings on adjacent parcels are completed and provide shelter from the unabated force of the wind. These hazards would be a significant impact.

Mitigation Measure M-WS-1: Identification and Mitigation of Interim Hazardous Wind Impacts, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-WS-1 would reduce Impact WS-1 to a less-than- significant level.

Impact WS-2: For public open space built on rooftops, the Project would alter wind in a manner that affects those public open spaces.

If Parcels C1 and C2 are developed with structured parking, public open space would be provided on the rooftops. Under the Maximum Residential Scenario and Maximum Commercial Scenario, the wind hazard criterion of Planning Code Section 148 would be exceeded on the rooftop of Building C1 at test point 143 for 1 hour per year. Under the Maximum Commercial Scenario - Pedestrian Passageway Option, test point 143 would have 2 hours of exceedance of the hazard criterion. In all three modeled instances, Building C1 was modeled at a maximum height of 90 feet. These exceedances represent a potentially significant impact.

Mitigation Measure M-WS-2: Wind Reduction for Rooftop Winds, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-WS-2 would reduce Impact WS-2 to a less-than- significant level.

F. Biological Resources

Impact BI-1: Construction and operation of the Project would have a substantial adverse effect either directly or through habitat modifications on migratory birds and/or on bird species identified as special status in local or regional plans, policies, or regulations, or by the California Department of Fish and Wildlife or U.S. Fish and Wildlife Service.

Construction Impacts

Construction activities within both the 20th/Illinois Parcel and the 28-Acre Site, especially those that involve heavy machinery, may adversely affect nesting bird species within 0.25 mile of the project site during the nesting season (January 15–August 15).

Birds currently residing in both the terrestrial and marine study areas are accustomed to varying levels of ambient noise emanating from existing human activities in the area. Typical noise levels for some

construction activities anticipated during project implementation would exceed ambient levels in the project vicinity. Construction activities that would substantially alter the noise environment could disrupt birds attempting to nest, disrupt parental foraging activity, or displace mated pairs with territories in the project vicinity. Given the long build-out period for the Project, the potential impacts of noise and visual disturbance to breeding birds are likely to occur over several nesting seasons, with the highest potential impacts associated with initial disturbance to idle parcels of the site.

As the project progresses and the level of disturbance to the site increases with parcel development, nesting birds are less likely to be attracted to the site and the potential for construction-related impacts to birds and their nests will decrease over time. The loss of an active nest attributable to project activities would be considered a significant impact under CEQA.

Disruption of nesting migratory or native birds is not permitted under the MBTA or California Fish and Game Code. Thus, the loss of any active nest by, for example, removing a tree, or shrub, or demolishing a building containing an active nest or causing visual or noise disturbance which leads to nest abandonment must be avoided under Federal and California law.

Mitigation Measures M-BI-1a: Worker Environmental Awareness Program Training and **M-BI-1b: Nesting Bird Protection Measures**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-BI-1a and M-BI-1b, in combination with compliance with the MBTA and California Fish and Game Code, would avoid or reduce Impact BI-1 to a less-than- significant level.

Operational Impacts

Direct effects on migratory as well as resident birds moving through the project site could include bird death or injury from collisions with lighted structures, and bird exhaustion and death due to light attraction, as well as bird collisions with glass during the daytime. Indirect effects to migratory birds could include delayed arrival at breeding or wintering grounds, and reduced energy stores necessary for migration, winter survival, or subsequent reproduction.

Due to the surrounding urban setting, the Project is not expected to appreciably increase the overall amount of lighting along the San Francisco waterfront as a whole, considering existing nighttime lighting conditions within the project site and adjacent development along the eastern shoreline from San Francisco Bay to AT&T Park; however, avian collisions with glass or reflective surfaces used in the proposed buildings could result in mortality, which would be a significant impact under CEQA.

The Project would comply with San Francisco's adopted Standards for Bird-Safe Buildings (Planning Code Section 139) and would incorporate specific design elements into the development to avoid or minimize avian collisions with buildings or other project features.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that Project compliance with the *Standards for Bird-Safe Buildings*, as administered by the San Francisco

Planning Department, would avoid or minimize the adverse effects of avian collisions; therefore, no additional mitigation is necessary.

Impact BI-2: Construction of the Project would have a substantial adverse effect either directly or through habitat modifications on bats identified as special-status in local or regional plans, policies, or regulations, or by the California Department of Fish and Wildlife or the United States Fish and Wildlife Service.

Common bats (Mexican free-tailed bat) and special-status bats (Pallid bat and Yuma myotis) have the potential to roost in existing vacant or underutilized buildings, other human-made structures, and trees within or near the 20th/Illinois Parcel and 28-Acre Site of the Project. Destruction of an occupied, non-breeding bat roost, resulting in the death of bats; disturbance that causes the loss of a maternity colony of bats (resulting in the death of young); or destruction of hibernacula are prohibited under the California Fish and Game Code and would be considered a significant impact. This may occur due to direct or indirect disturbances.

Demolition of Buildings 11, 15, 16, 19, 25, 32, and 66, and rehabilitation of Buildings 2, 12, and 21 could result in direct mortality of or indirect disturbance to roosting special-status bats, if present. Additionally, any bats roosting in eucalyptus trees in the project site could be disturbed by periphery construction activity. Direct mortality of special-status bats would be a significant impact.

Mitigation Measure M-BI-2: Avoidance and Minimization Measures for Bats, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-BI-2 would reduce Impact BI-2 to a less-than-significant level.

Impact BI-3: Construction of the Project would have a substantial adverse effect, either directly or through habitat modifications, on aquatic species identified as candidate, sensitive, or special-status species in local, regional, or Federal plans, policies, or regulations, or by California Department of Fish and Wildlife, United States Fish and Wildlife Service, or National Oceanic and Atmospheric Administration.

San Francisco Bay waters adjacent to the Project site are used by multiple special-status marine species known to be present in the project site, including longfin smelt, green sturgeon, Pacific herring, harbor seals, California sea lions, and native Olympia oysters. In addition to FESA-, CESA-, and MMPA-listed species, as well as species of special concern, San Francisco Bay waters adjacent to the project site are used by 16 fish species managed by one of three Fisheries Management Plans under the Magnuson-Stevens Act.

<u>Accidental Discharge and Stormwater Run-Off Impacts</u>

The potential accidental discharge of hydrocarbon-containing materials (fuel, lubricating oils, construction materials), construction debris, and packing materials from staged equipment, building materials, and demolition debris that might be located or staged close to or adjacent to San Francisco Bay

waters could pose a short-term and temporary risk of exposing these taxa to toxic contaminants and non-edible forage. Normal BMPs implemented as part of City of San Francisco, BCDC, and State Water Quality Control Board permits are expected to make the impact of these potential sources of contamination and their impact on special-status marine species less than significant.

Demolition activities at the project site could also result in extensive ground disturbance and increased surface run-off through existing and future stormwater drains to San Francisco Bay, resulting in increased sedimentation and organic and inorganic contaminant loading to San Francisco Bay waters with low-level exposure to protected species. Potential impacts on special-status fish and marine mammal species due to increased contaminant loading to San Francisco Bay waters from low-level contaminated sediments could be significant if uncontrolled. Implementation of normal construction and demolition BMPs required as part of City of San Francisco, regional (BCDC), and State (State Water Quality Control Board) permits would be expected to reduce these impacts to a less-than-significant level. In addition, specific requirements issued by the RWQCB for stormwater discharges within the City and County of San Francisco in accordance with the Statewide stormwater permit contain additional actions to prevent and/or reduce project site sediment from reaching Bay waters and causing any significant effect on resident offshore biological resources.

Sewer/Stormwater Options

The Project proposes to upgrade the sewer and stormwater collection and transport system according to one of three options: a combined sewer and stormwater system, a separated sewer and stormwater system, and a hybrid option where a combined sewer and stormwater system would be located only in the eastern portion of the project site, with the rest of the site having a separated sewer and stormwater system. All three options would include repaired or improved outfalls at 20th and 22nd streets; however, in a separated and hybrid system option, a potential new outfall at 21st Street would be constructed in San Francisco Bay. The repair and potential construction of these outfalls would be expected to result in short-term disturbance to existing subtidal soft and hard substrate habitat and associated biological communities. Although the potential disturbance and/or loss of these habitats and associated marine communities could have an effect on special-status fish and marine mammal foraging, the overall effect would be minor and less than significant because of the very small area being disturbed and the temporary nature of the disturbance. Once installed and repaired, these stormwater outfalls and any temporarily disturbed subtidal habitat associated with them would be expected to recover naturally and quickly to pre-disturbance conditions.

Additionally, planned upgrades to the project site stormwater and sanitary waste collection, transport, and treatment system would ultimately reduce the contaminant loading of organic, inorganic, and fecal bacteria into San Francisco Bay waters. Therefore, potential impacts to special-status species from the improved stormwater and sanitary wastewater system and discharges to San Francisco Bay would be less than significant.

Sheet Pile and Soldier Pile Impacts

The repair of the bulkhead would entail the installation of either a new sheet pile bulkhead or a soldier pile wall seaward of the existing bulkhead. The construction activities associated with either option would be expected to result in the temporary loss of the sessile marine invertebrate community currently

present, loss of a small area of soft substrate intertidal habitat in Reach I and associated marine communities, and potential temporary disturbance to soft and hard substrate habitat and associated marine communities where personnel and equipment transit to work on the reconstructed bulkhead. Recovery of disturbed intertidal habitat to pre-disturbance conditions is expected to occur naturally within 6 to 18 months with no remediate actions required. Consequently, these disturbances are expected to be less than significant, and no mitigation is required.

The installation of either the sheet pile or soldier wall bulkhead (using precast H-piles) for improving Reach II, could result in the generation of potential underwater noise from either vibratory or impact pile-driving hammers used to install the pilings. This underwater noise could have a damaging effect on special-status fish species and marine mammals. Further, although the potential for acute barotrauma to occur is limited, behavioral changes in fish movement or activity can be expected.

The use of vibratory pile drivers rather than impact pile drivers, or the application of established industry BMPs to reduce underwater noise generation from either equipment type, would be expected to substantially reduce underwater pile-driving noise, so that the potential impact would be less than significant.

However, if the sheet piling or H-piling installation occurs when the tide is in, the potential exists to generate underwater noise levels that could result in significant impacts to special-status fish species, and multiple marine mammal species.

Mitigation Measure M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-BI-3 would reduce Impact BI-3 to a less-than-significant level.

Impact BI-4: The Project would have a substantial adverse effect on Federally-protected waters as defined by Section 404 of the Clean Water Act through direct removal, filling, hydrological interruption, or other means.

San Francisco Bay is considered a navigable water of the United States and is therefore considered jurisdictional waters of the U.S. regulated by the Corps under Section 404 of the CWA up to the high tide line, and under Section 10 of the Rivers and Harbors Act up to the mean high water mark. These waters also are regulated by the RWQCB as Waters of the State and by BCDC, which has jurisdiction over all areas of San Francisco Bay that are subject to tidal action, as well as a 100-foot shoreline band.

Project activities such as demolition, extensive ground disturbance, grading, and shoreline improvements could result in increased surface run-off through stormwater drains to San Francisco Bay, or erosion or siltation into San Francisco Bay. In the case of soil erosion or an accidental release of damaging materials during construction, the Project could indirectly impact water quality, a significant impact. However, because the project site exceeds 1 acre in size, the project sponsors or future developers would be required to apply for coverage under the Construction General Stormwater Permit to comply with Federal National Pollutant Discharge Elimination System (NPDES) regulations (NPDES permit), and

would be required to develop and implement a Stormwater Pollution Prevention Plan (SWPPP) that identifies appropriate construction BMPs designed to prevent pollutants from coming into contact with stormwater and to keep all products of erosion and stormwater pollutants from moving offsite into receiving waters. Implementation of the SWPPP would maintain the potential for degradation of water quality in wetlands and other jurisdictional waters at a less-than-significant level.

The Project includes shoreline improvements to the 28-Acre Site that would repair or replace existing shoreline protection and the existing bulkhead along Reach II with a new sheet piling or soldier wall adjacent to the east (seaward) of the existing concrete bulkhead. Additionally, planned upgrades to the project site's stormwater and sanitary waste collection, transport, and treatment system could include rebuilding the outfalls at 20th and 22nd streets or the installation of a new outfall at 21st Street under the separated system approach or the hybrid system approach and possible cleanup and rehabilitation of the intertidal areas in Reaches I and IV. Should this option be selected, these activities would result in both temporary impacts to jurisdictional waters during repair of the existing shoreline protection, bulkhead, or 20th and 22nd streets outfalls, or installation of the new 21st Street outfall, as well as potential permanent impacts through placement of fill material associated with a new bulkhead and/or a new 21st Street stormwater outfall, which would be considered a significant impact.

Project activities resulting in the discharge of Bay fill or other disturbance to jurisdictional waters (i.e., below the high tide line) require permit approval from the Corps, and a water quality certification and/or waste discharge requirements from the RWQCB. Those projects within San Francisco Bay or within the shoreline band require a permit from BCDC. Collectively, these regulatory agencies and the permits and authorizations they issue for the Project would require that placement of new fill in jurisdictional waters be avoided or minimized to the maximum extent practicable while still accomplishing the Project's purpose, and would specify an array of measures and performance standards as conditions of Project approval. In addition, permanent placement of new fill resulting in the loss of jurisdictional waters in excess of that necessary for normal maintenance may trigger a requirement for compensatory mitigation that will be aimed at restoring or enhancing similar ecological functions and services as those displaced. The types, amounts, and methods of compensatory measures required will differ between the permitting agencies depending on the specific resources they regulate and the policies and guidelines they implement.

Mitigation Measure M-BI-4: Compensation for Fill of Jurisdictional Waters, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-BI-4 would reduce Impact BI-4 to a less-than-significant level.

Impact BI-5: The Project would interfere substantially with the movement of any native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites.

Terrestrial

Construction of the Project could affect birds attempting to nest within the project site directly through nest destruction or avian mortality, and indirectly through an increase in the ambient noise environment that might disrupt breeding behavior, discourage nesting, or cause nest abandonment. Compliance with the MBTA and California Fish and Game Code, and compliance with the San Francisco *Standards for Bird-Safe Buildings* are expected to reduce potential construction-related effects on birds nesting within the project site and surrounding vicinity and potential collision hazards for migrating birds to less-than-significant levels.

Marine

If impact hammers are used for pile driving, harbor seals and California sea lions could be subjected to underwater noise levels high enough to cause avoidance behavior while they migrate to or from haul-out or pupping locations or during normal foraging. Therefore, the potential impact from impact-hammer-generated noise on special-status marine mammal species, including harbor seals and California sea lions, migrating to or from haul-out and pupping sites or foraging could be significant.

There is a very low probability of any salmonids being present in the shallow waters adjacent to the project site where potential underwater noise levels would be high enough to result in any behavioral disturbance. As a consequence, any potential disturbance to migrating salmonids (steelhead and salmon) would be very minimal in the waters adjacent to the project site.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of **Mitigation Measure M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals**, referenced above, would reduce Impact BI-5 to a less-than-significant level.

Impact C-BI-1: The Project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would result in a cumulatively considerable contribution to significant biological resources impacts.

Terrestrial

The Project would have a limited effect on terrestrial biological resources that inhabit the Project site and surrounding vicinity primarily because the existing built-out environment of the study area offers marginal habitat value to resident species. Short-term construction impacts and long-term operational impacts to nesting birds and roosting bats, and the mitigation of the Project's impacts are discussed in this Section above under Impact BI-1 an BI-2, including **Mitigation Measures M-BI-1a: Worker Environmental Awareness Program Training** and **M-BI-1b: Nesting Bird Protection Measures**, and **M-BI-2: Avoidance and Minimization Measures for Bats**. These impacts would not be cumulatively considerable.

Development of the projects on San Francisco's eastern waterfront is likely to have limited effects on nesting birds and roosting bats, similar to those with the Project; however, given the limited extent of existing habitat and poor habitat quality in these planned development areas, project implementation would not result in a cumulatively considerable impact on terrestrial resources. Mitigation measures similar to those for the Project would reduce the incremental effect of the individual projects on such resources.

Landside redevelopment projects in the vicinity of the Project may result in similar temporary impacts to biological resources considered under the project analysis; however, given their existing conditions and location away from the eastern waterfront, these project sites likely offer even less habitat for terrestrial resources than the Project site.

None of the potential adverse effects identified for the Project would result in a cumulative effect with other approved or anticipated projects considered in this analysis.

Marine

The Project would have limited activities and potential effects on marine habitats and associated biological communities within the Central Bay basin waters and marine habitats adjacent to the Project site, primarily because limited project components would occur below the high tide mark. Potential effects on marine habitat and biological taxa, and the mitigation of the Project's impacts are discussed in this Section above under Impact BI-3, BI-4, and BI-5, including **Mitigation Measure M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals** and **M-BI-4: Compensation for Fill of Jurisdictional Waters**.

All of these potential impacts are common to any project sited on the San Francisco Bay shoreline. Despite this commonality with other similar projects, none of these Project impacts are anticipated to result in a cumulatively considerable contribution to a significant cumulative impact with other approved or reasonably foreseeable projects.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementation of **Mitigation Measures M-BI-1: Worker Environmental Awareness Program Training, M-BI-2: Avoidance and Minimization Measures for Bats, M-BI-3: Pile Driving Noise Reduction for Protection of Fish and Marine Mammals** and **M-BI-4: Compensation for Fill of Jurisdictional Waters**, all referenced above, the Project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not result in a cumulatively considerable contribution to significant biological resources impacts.

G. Geology and Soils.

Impact GE-3: The Project site would not be located on a geologic unit or soil that is unstable, or that could become unstable as a result of the Project.

Settlement During Construction

The Project could induce ground settlement during construction as a result of excavation for construction of utilities as well as for the building foundations and basement levels, construction dewatering, and heave during pile installation.

Pile driving may cause the ground to heave up to several inches, and the heave could adversely affect structures adjacent to the pile driving work, such as existing utilities and streets as well as the 20th Street Historic Core, the existing historic buildings that would be retained on the project site (Buildings 2, 12, and 21), and buildings constructed as part of the Project during earlier development phases.

DBI or the Port would require a site-specific geotechnical report for the specific developments to be constructed under the Project in accordance with Section 1803 of the San Francisco and Port of San Francisco Building Codes. DBI or the Port would review the report to ensure that the potential settlement effects of excavation, construction-related dewatering, and pile driving are adequately addressed. With implementation of the recommendations provided in the site-specific geotechnical report, subject to review and approval by DBI or the Port as part of the building permit approval process, as well as monitoring by the project sponsor (if required), impacts related to the settlement and subsidence due to construction on soil that is unstable, or that could become unstable as a result of excavation, dewatering, and pile driving, would be less than significant. No mitigation is necessary.

Settlement and Unstable Conditions During Operation

Once constructed, differential settlement within the Young Bay Mud could occur as a result of placement of up to 5 feet of soil to raise the site grade. In addition, cuts made into the bedrock of the remnant of Irish Hill for the construction of the new 21st Street could become unstable if not supported. Rock fall hazards also would be present near the remnant of Irish Hill and exposed bedrock cuts. The dilapidated pier extending from the project site into the Bay could also fail if it is used by site occupants and visitors.

Long-term dewatering would not be required because the below-grade walls and basement slabs would be waterproofed and designed to withstand the anticipated hydrostatic pressure in accordance with the recommendations of the preliminary geotechnical evaluations that have been completed for the Project. The design of these features would be further evaluated in the site-specific geotechnical report required under Section 1803 of the San Francisco and Port of San Francisco Building Codes.

The preliminary geotechnical evaluations for the Project estimate that the placement of fill throughout the site to raise site grades by up to 5 feet would generate large amounts of total and differential settlement in areas underlain by Young Bay Mud. These settlement effects would be restricted to those areas north and east of the historic 1869 shoreline that are underlain by artificial fill, marsh deposits, and Young Bay Mud. The proposed streets and non-building improvements also could experience settlement in areas underlain by Young Bay Mud where fill is placed. The magnitude of settlement would depend on several factors, including the thickness of fill, the thickness of Young Bay Mud, and the state of consolidation of the Young Bay Mud.

Specific intervention would be further refined in the site-specific geotechnical report and would be subject to review and approval by DBI or the Port as part of the building permit approval process. Therefore, impacts related to settlement following construction of the proposed buildings would be less than significant. No mitigation is necessary.

The existing near-vertical cuts in the serpentinite bedrock of the project site, including the remnant of Irish Hill, could be subject to rock fall hazards, as noted in the preliminary geotechnical evaluation for the Illinois Parcels. Any rock fall could potentially damage nearby structures, including buildings on Parcels PKS, C-1, and C-2, or injure site occupants, particularly visitors to the Irish Hill playground and pedestrians on 21st Street. Therefore, rock fall hazards would be significant.

A dilapidated pier extends from the project site into the Bay immediately northeast of the slipways. Although the pier is not a geologic unit, its use by future site occupants and visitors could cause it to fail due to the increased loads, which would be a significant impact.

Mitigation Measure M-GE-3a: Reduction of Rock Fall Hazards and **M-GE-3b: Signage and Restricted Access to Pier 70**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-GE-3a and M-GE-3b would reduce Impact GE-3 to a less-than-significant level.

Impact GE-6: The Project would directly or indirectly destroy a unique paleontological resource or site.

Given that sedimentary rocks of the Franciscan Complex have produced significant fossils important for understanding the age, depositional environments, and tectonic history the San Francisco area, paleontological resources could exist in the sedimentary rocks of the Franciscan Complex that underlie the project site. Project construction activities, including excavation for the planned basement levels and anticipated pile-driving activities, could disturb significant paleontological resources if such resources are present within the project site. Unless mitigated, implementation of the Project could impair the significance of unknown paleontological resources on the project site; this would be considered a significant impact

In addition to **Mitigation Measures M-CR-1a: Archaeological Testing, Monitoring, Data Recovery and Reporting**, and **M-CR-1b: Interpretation**, referenced above, **Mitigation Measure M-GE-6: Paleontological Resources Monitoring and Mitigation Program**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-CR-1a, M-CR-1b and M-GE-6 would reduce Impact GE-6 to a less-than-significant level.

H. <u>Hydrology and Water Quality.</u>

Impact HY-2: The Project could violate a water quality standard or waste discharge requirement or otherwise substantially degrade water quality, but runoff from the Project could exceed the capacity of a storm drain system or provide a substantial source of stormwater pollutants.

The Project includes three options for stormwater and wastewater management: Option 1, Combined Sewer System; Option 2, Separate Wastewater and Stormwater Systems; and Option 3, Hybrid System.

<u>Water Quality Effects Related to Exceedance of Water Quality Criteria and Waste Discharge Requirements</u>

Discharges to the Combined Sewer System

Option 1, Combined Sewer System, and Option 3, Hybrid System, would both involve discharges of wastewater and stormwater to the City's combined sewer system, and Option 2, Separate Wastewater and Stormwater Systems, would involve discharges of wastewater to the combined sewer system. However, these discharges would not violate water quality standards or otherwise degrade water quality because all discharges would be in accordance with City regulatory requirements that have been developed to ensure compliance with the Bayside NPDES permit.

Wastewater discharges from future development projects would be subject to the permit requirements of Article 4.1 of the San Francisco Public Works Code and supplemented by SFPW Order No. 158170. Accordingly, future commercial users of the site would be required to develop and implement a pollution prevention program and comply with the pretreatment standards and discharge limitations specified in Article 4.1. These dischargers would also be required to monitor the discharge quality for compliance with permit limitations.

Additionally, Stormwater discharges to the combined sewer system under Options 1 and 3 would be subject to Article 4.2 of the San Francisco Public Works Code, Section 147 and the San Francisco Stormwater Management Requirements and Design Guidelines that apply to future development projects that create and/or replace 5,000 square feet or more of impervious surfaces.

All wastewater and stormwater discharges to the combined sewer system would be treated at the SEWPCP and Bayside wet-weather facilities in compliance with the Bayside NPDES permit for discharges from the SEWPCP, North Point Wet Weather Facility, and all of the Bayside wet-weather facilities. Therefore, project-related discharges to the combined sewer system during operation under all three options would not cause a violation of water quality standards or WDRs and would not otherwise substantially degrade water quality. This impact would be less than significant for discharges to the combined sewer system, and no mitigation is necessary.

Discharges to a Separate Stormwater System

Under Option 2, Separate Wastewater and Stormwater Systems, and Option 3, Hybrid System, future development projects would discharge stormwater to new separate stormwater systems constructed under the Project. These discharges would not violate water quality standards or otherwise degrade water quality because all discharges would be in accordance with City regulatory requirements that have been developed to ensure compliance with the Small MS4 General Stormwater Permit.

Stormwater runoff from the project site to the separate stormwater system would be managed in accordance with Article 4.2 of the San Francisco Public Works Code, Section 147, and the Stormwater Management Requirements and Design Guidelines.

Article 4.2 of the San Francisco Public Works Code, Section 147, and the Stormwater Management Requirements and Design Guidelines implement the stormwater treatment requirements of the Small MS4 General Stormwater Permit. Therefore, project-related stormwater discharges to the separate stormwater system that would be constructed under Options 2 and 3 would not cause a violation of water quality standards or WDRs and would not otherwise substantially degrade water quality. This

impact would be less than significant for discharges to the separate stormwater system, and no mitigation is necessary.

Water Quality Effects Related to Exceeding the Capacity of the Stormwater System

None of the three stormwater management options would result in stormwater runoff that would exceed the capacity of the stormwater conveyance system because the new stormwater systems would be constructed in accordance with the City Subdivision Regulations. Accordingly, the new separate stormwater system and components of the combined sewer system would be sized to accommodate the 5-year storm, and flows for the 100-year storm would be directed to San Francisco Bay via streets and other approved corridors that would be designed to accommodate 100-year flood flows in excess of the 5-year storm in accordance with the subdivision regulations. Therefore, water quality effects related to exceeding the capacity of the stormwater system would be less than significant, and no mitigation is necessary.

Water Quality Effects Related to Additional Sources of Polluted Runoff

Option 1, Combined Sewer System, and Option 3, Hybrid System, would both involve discharges of stormwater to the City's combined sewer system. Option 2, Separate Wastewater and Stormwater Systems, and Option 3 would both involve discharges of stormwater to the separate stormwater system that would be built for the Project. However, these discharges would not provide an additional source of stormwater pollutants, because all discharges would be in accordance with Article 4.2, Section 147 of the San Francisco Public Works Code and Stormwater Management Requirements and Design Guidelines that have been developed to ensure compliance with the Bayside NPDES permit and the Small MS4 General Stormwater Permit. With implementation of the source control and treatment BMPs in accordance with Article 4.2 of the San Francisco Public Works Code, Part 147, the Project would not provide an additional source of stormwater pollutants, and this impact would be less than significant. No mitigation is necessary.

Water Quality Effects Related to Changes in Combined Sewer Discharges

The project site is located within the 20th Street sub-basin of the City's combined sewer system. The Bayside NPDES permit requires that the wet-weather facilities within this sub-basin be designed for a long-term average of no more than 10 CSD events per year. The permit allows for this annual average to be exceeded in any particular year as long as the long-term average is maintained at the appropriate level. However, a permanent increase in wastewater flows could affect the ability to maintain the long-term average of no more than 10 CSD events, potentially resulting in a violation of the NPDES permit, a significant water quality impact.

Option 1: Combined Sewer System

Under Option 1, Combined Sewer System, both wastewater and stormwater from the project site would be conveyed to the new 20th Street Pump Station for ultimate conveyance to the SEWPCP via the City's combined sewer system. Without sufficient pumping capacity, the new pump station could cause the frequency of CSDs from the 20th Street sub-basin and/or downstream basins to increase beyond the long-

term average of 10 CSD events per year, in violation of the Bayside NPDES permit. This would constitute a significant impact.

Option 2: Separate Wastewater and Stormwater Systems

Under Option 2, Separate Wastewater and Stormwater Systems, wastewater from the project site would continue to be conveyed to the City's combined sewer system for treatment at the SEWPCP. A new separate stormwater system would also be constructed to convey stormwater flows to a new outfall located near the foot of the realigned 21st Street. This option would eliminate all stormwater flows from the project site to the combined sewer system, although stormwater flows from the 20th Street Historic Core site and BAE Systems Ship Repair facility to the north of 20th Street would continue to discharge to the combined sewer system.

Under this option, wet-weather discharges to the new pump station would consist of wastewater from the entire sub-basin, and stormwater from the 20th Street Historic Core and BAE Systems site. Because of the elimination of stormwater discharges from the project site and the addition of wastewater discharges from the project site to the new 20th Street Pump Station, future combined sewer discharges would consist of a much larger portion of sanitary sewage and industrial wastewater relative to existing conditions. The Bayside NPDES permit includes collection system management requirements that require the combined sewer system to be operated in a manner that does not result in a release of untreated or partially treated wastewater. Therefore, this option could result in a violation of the Bayside NPDES permit without appropriate design of the proposed pump station. This would constitute a significant impact.

Option 3: Hybrid System

Under Option 3, Hybrid System, wastewater from the entire project site and stormwater from the areas of the project site to the west of the proposed Maryland Street would be conveyed to the new pump station for ultimate conveyance to the SEWPCP via the City's combined sewer system. Only the small area to the east of the proposed Maryland Street would be served by a new separate stormwater system that would discharge stormwater to the Central Basin of Lower San Francisco Bay. The required capacity of the new pump station would be less than required under Option 1, because the total flows to the new pump station would be less under this option. However, without sufficient pumping capacity, the new pump station could cause the frequency of CSDs to increase beyond the long-term average of 10 CSD events per year specified in the Bayside NPDES Permit, a significant impact.

Mitigation Measure M-HY-2a: Design and Construction of Proposed Pump Station for Options 1 and 3 and **Mitigation Measure M-HY-2b: Design and Construction of Proposed Pump Station for Option 2**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that compliance with applicable regulations and implementing Mitigation Measures M-HY-2a and M-HY-2b Impact HY-2 would be less than significant.

<u>Water Quality Effects Related to Use of Alternate Water Supply</u>

In accordance with San Francisco's Non-potable Water Ordinance, the Project would use alternate water sources for non-potable applications such as toilet and urinal flushing as well as irrigation. Compliance with water quality criteria would be ensured through the permitting process. This process requires the project sponsors submit a water budget application to the SFPUC and an engineering report to the DPH. With compliance with these requirements, the quality of the alternate water supply would not exceed water quality criteria, and water quality effects related to use of an alternate water supply would be less than significant. No mitigation is necessary.

Water Quality Effects Related to Littering

The proposed use of the project site for commercial, residential, RALI, and public open space uses could increase the potential for litter, and the adjacent Lower San Francisco Bay is listed as impaired for trash. In accordance with Article 6 of the San Francisco Health Code, Garbage and Refuse, the project sponsors would be required to place containers in appropriate locations for the collection of refuse and ensure refuse containers must be constructed with tight fitting lids or sealed enclosures. The Project would also be required to comply with several City ordinances, which would decrease the amount of non-degradable trash generated under the Project.

Further, under Option 2, Separate Wastewater and Stormwater Systems, and Option 3, Hybrid System, the Project would be required to comply with the Trash Amendment of the Water Quality Control Plan for Inland Surface Waters, Enclosed Bays, and Estuaries of California. This amendment would require the Project to implement specific measures to prevent the transport of trash to San Francisco Bay.

Compliance with Article 6 of the San Francisco Health Code, the City ordinances, and the Trash Amendment for wastewater and stormwater, Options 2 and 3 would reduce the amount of non-recyclable and non-compostable wastes produced at the project site, would ensure that adequate containers and refuse service are provided, and would ensure that offshore San Francisco Bay water is kept free of trash as a result of littering at the Project site. This would reduce the potential for transport of litter to the combined or separate stormwater systems and directly to San Francisco Bay via wind or stormwater runoff. Therefore, water quality impacts related to littering would be less than significant, and no mitigation is necessary.

I. Hazards and Hazardous Materials.

Impact HZ-2: Demolition and renovation of buildings under the Project would not expose workers and the public to hazardous building materials including asbestos-containing materials, lead-based paint, bis (2-ethylhexyl) phthalate (DEHP), and mercury, or result in a release of these materials into the environment during construction. However, workers and the public would be exposed to PCBs as a result of the removal of electrical transformers.

Construction

Building 21 was constructed in approximately 1900. All of the other existing buildings at the project site were constructed between 1937 and 1945. Previous surveys for hazardous building materials have identified asbestos-containing materials and lead-based paint in Building 11 which would be demolished under the Project. Based on their age, these hazardous building materials are likely present in Buildings

15, 16, 19, 25, 32, and 66 which also would be demolished under the Project. Similarly, previous surveys for hazardous building materials have identified asbestos-containing materials and lead-based paint in Buildings 2, 12, and 21, all of which would be renovated under the Project. The Phase I ESA for the Project also noted PCB-containing light ballasts and mercury switches and thermostats in most buildings in 2011 as well as PCB-containing transformers in several locations. In addition, the Phase I ESA noted that pipes associated with the historic distribution of steam are likely to include transite materials. Other existing utility systems could include asbestos in their coatings, gaskets, or other features.

Workers and the public could be exposed to hazardous building materials if they were not removed or abated prior to demolition or renovation of the existing buildings and utility systems. There is a well-established regulatory process that must be followed for ensuring adequate abatement of these materials prior to building demolition or renovation.

Asbestos-Containing Materials

In accordance with BAAQMD Rule 11, Regulation 2, the project sponsors would be required to retain a qualified contractor to conduct a survey to identify asbestos-containing materials in any building planned for demolition or renovation and in any utility systems that would be demolished. During removal activities, the contractor would implement controls to ensure that there are no visible asbestos emissions to the outside air. The removal activities would be conducted in accordance with the State regulations contained in Title 8 of the California Code of Regulations, Section 1529, and Title 8 of the California Code of Regulations, Sections 341.6 through 341.17. Pursuant to California law, the Port would not issue the building demolition or renovation permit until the project sponsors have complied with the notice and abatement requirements.

Section 3425 of the Port of San Francisco Building Code also addresses work practices for asbestos-containing materials. In accordance with this section, the project sponsors would be required to include an asbestos survey report with the building permit application for any subsequent development.

Compliance with the regulatory requirements and implementation of the required procedures prior to building demolition or renovation would ensure that potential impacts due to demolition or renovation of structures with asbestos-containing materials would be less than significant. No mitigation measures are necessary.

Lead-Based Paint

Because all of the buildings that would be demolished or renovated were constructed prior to 1979, and could contain lead-based paint, the project sponsors would be required to implement the requirements of Section 3426 of the Port of San Francisco Building Code, Work Practices for Lead-Based Paint on Pre-1979 Buildings and Steel Structures. Accordingly, the project sponsors would retain a qualified contractor to abate the lead-based paint prior to demolition or renovation of any buildings. At the completion of abatement activities, the contract would demonstrate compliance with the clean-up standards of Section 3426 that require removal of visible work debris, including the use of a HEPA vacuum following interior work. Pursuant to Section 3426, the Port would not issue the building demolition or renovation permit until the project sponsors have complied with the requirements.

Demolition of other structures that include lead-containing materials and renovation of the interiors of Buildings 2, 12, and 21 could also result in exposure of workers and the public to lead. However, these activities would be subject to the CalOSHA Lead in Construction Standard (Title 8 of the California Code of Regulations, Section 1532.1).

Any lead-based paint during abatement activities would be consolidated, and disposed of at a permitted facility in accordance with applicable law. Implementation of procedures required by Section 3426 of the Port of San Francisco Building Code and the Lead in Construction Standard, along with legal disposal of the lead-based paint by the project sponsors would ensure that potential impacts of demolition or renovation of structures with lead-based paint would be less than significant. No mitigation measures are necessary.

Electrical Transformers

Electrical transformers are present in at least two locations of the 28-Acre Site, including Building 21 which houses an operating electrical substation and Building 12 where a PCB-containing transformer was observed in a utility room during the 2011 Phase I ESA conducted for the 28-Acre Site in support of the Project. However, a complete survey of electrical transformers present at the site, and their PCB content, has not been conducted. If a PCB transformer is present in a building that would be demolished, a release of PCBs could occur, potentially exposing workers and the public to PCBs, or resulting in a release of PCBs to the environment. If a release of PCB-containing dielectric fluid has occurred, future occupants of the building could be exposed to residual PCBs in the building or in the soil if a release has affected soil. Therefore, impacts related to the potential release of PCBs from existing transformers at the site would be significant, if not mitigated.

Mitigation Measure M-HZ-2a: Conduct Transformer Survey and Remove PCB Transformers, **Mitigation Measure M-HZ-2b: Conduct Sampling and Cleanup if Stained Building Materials Are Observed** and **Mitigation Measure M-HZ-2c: Conduct Soil Sampling if Stained Soil is Observed**, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-HZ-2a, M-HZ-2b and M-HZ-2c would reduce Impact HZ-2 to less than significant.

Other Hazardous Building Materials

Other hazardous building materials that are likely present within the buildings to be demolished or renovated include fluorescent light ballasts that could contain PCBs or DEHP, fluorescent lamps that contain mercury vapors, and electrical switches and thermostats that also contain mercury. Disruption or disturbance of these materials could pose health threats for construction workers if not properly disposed of. However, prior to demolition or renovation, the project sponsors, through their contractor, would remove these items and dispose of them in accordance with the established State Regulatory Framework. Therefore, through compliance with regulatory requirements, impacts related to exposure to PCBs, DEHP, and mercury in these materials would be less than significant. No mitigation measures are necessary.

Operation

Buildings 2, 12, and 21 would be renovated and reused under the Project. These buildings are known to include asbestos-containing materials and lead-based paint as well as other hazardous building materials such as fluorescent lamps, PCB-containing light ballasts, and mercury switches and thermostats. However, these materials would be abated and/or removed during the construction phase of the Project, prior to reuse of the buildings, as discussed above. Although electrical transformers are also present in Buildings 12 and 21, and release of PCB-containing oil from these transformers could have potentially contaminated building surfaces, the transformers would be removed and the surfaces would be cleaned during the construction phase of the Project in accordance with **Mitigation Measures M-HZ-2a** and **M-HZ-2b**. Soil containing PCBs would be managed in accordance with the Pier 70 RMP as specified in **Mitigation Measure M-HZ-2c**. Therefore, site occupants and the public would not be exposed to hazardous building materials during operation of the Project, and this impact would be less than significant.

Impact HZ-3: Project development within the 28-Acre Site and 20th/Illinois Parcel would be conducted on a site included on a government list of hazardous materials sites and could encounter hazardous materials in the soil and groundwater, creating a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.

The Pier 70 Preferred Master Plan area (including the 20th/Illinois Parcel, the 28-Acre Site, and Sims Metals and Auto Return which are two businesses formerly operated within the 28-Acre Site) is identified on several lists of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Numerous site investigations have been completed for both the 28-Acre Site and the 20th/Illinois Parcel, located within the Pier 70 Preferred Master Plan area, and these investigations have identified chemicals in the soil and groundwater. Groundwater monitoring wells also could be located within the Pier 70 Preferred Master Plan area, or new wells could be constructed in the future as part of remedial activities at the project site or other project activities. These wells could be damaged during construction.

Exposure to Chemicals in Soil and Groundwater during Construction

During development, including excavation for new structures, utilities, and shoreline improvements, construction workers could be exposed to chemicals in the soil, including naturally occurring asbestos, and groundwater through skin contact with the soil or groundwater, ingestion of the soil, or inhalation of airborne dust or vapors. The public, including students and staff at nearby schools as well as occupants of off-site residences and developments on adjacent parcels that have previously been developed, could be exposed to these chemicals through inhalation of airborne dust, contact with accumulated dust, and contaminated runoff. Therefore, impacts related to exposure to chemicals in the soil and groundwater during construction would be significant if not mitigated.

Mitigation Measure M-HZ-3a: Implement Construction and Maintenance-Related Measures of the Pier 70 Risk Management Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Pier 70 RMP risk management procedures in accordance with Mitigation Measure M-HZ-3a would reduce this impact to a less-than-significant level. The deed restriction prepared and enforced by the RWQCB for the Pier 70 Preferred Master Plan area also incorporates these requirements of the Pier 70 RMP.

Damage of Groundwater Monitoring Wells

If groundwater monitoring wells are damaged during construction, they could potentially create a conduit for downward migration of chemicals in the overlying soil, potentially degrading groundwater quality. This would be a significant impact.

Mitigation Measure M-HZ-3b: Implement Well Protection Requirements of the Pier 70 Risk Management Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-HZ-3b would reduce this impact to a less-than-significant level. The deed restriction prepared and enforced by the RWQCB for Pier 70 also incorporates these requirements of the Pier 70 RMP.

Impact HZ-4: Project development within the Hoedown Yard would be conducted on a site included on a government list of hazardous materials sites and could encounter hazardous materials in the soil and groundwater, creating a significant hazard to the public or the environment through reasonably foreseeable upset and accident conditions involving the release of hazardous materials into the environment.

The Hoedown Yard is included in the Voluntary Cleanup Program database as part of the Potrero Power Plant. Several environmental investigations have identified chemicals in the soil and groundwater at the Hoedown Yard which is within the Illinois Parcels. During project construction, including excavation for new structures and utilities, construction workers could be exposed to chemicals in the soil and groundwater through skin contact with the soil or groundwater, ingestion of the soil, or inhalation of airborne dust. The public, including students and staff at nearby schools and occupants of adjacent parcels that have been previously developed, could be exposed to these chemicals through inhalation of airborne dust, contact with accumulated dust, and contaminated runoff. Therefore, impacts related to exposure to chemicals in the soil and groundwater during construction at the Hoedown Yard would be significant, if not mitigated.

This property is owned by PG&E, and a separate SMP has been prepared and approved by the RWQCB for development of this site. The Hoedown Yard SMP specifies measures that must be implemented during development activities to ensure the protection of construction workers and the public, and to ensure that contaminated materials are appropriately disposed of.

Mitigation Measure M-HZ-4: Implement Construction-Related Measures of the Hoedown Yard Site Management Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Hoedown Yard SMP measures in accordance with Mitigation Measure M-HZ-4 would reduce this impact to a less-than-significant level. Implementation of the Hoedown Yard SMP requirements is enforced by the RWQCB through the deed restriction recorded on the property in 2012.

Impact HZ-5: Operation of the Project within the "PG&E Responsibility Area" would expose residents, site workers, and site visitors to hazardous materials in the soil, creating a significant hazard to the public or the environment.

Site investigations conducted by the Port and PG&E identified two localized areas in the southeast portion of the 28-Acre Site where the accumulated DNAPL ranges in thickness from 1 to 4 feet in areas where discontinuous DNAPL have accumulated. As the responsible party for the contamination, PG&E will be conducting site remediation with regulatory oversight by the RWQCB that involves excavating the continuous DNAPL areas at the southernmost slipway to a depth of about 25 feet and backfilling the excavations with clean fill. PG&E anticipates completing these remediation activities by 2018, well before construction would commence in Parcels H1, H2, and H3. However, implementation of the remediation activities in the PG&E Responsibility Area is outside of the project sponsors' control. In the unlikely event that PG&E's remediation activities are delayed, construction of the proposed development on Parcels H1, H2, and E3 could preclude implementation of the planned remediation and future construction workers and site occupants could be exposed to health risks if the existing pavement were removed from this area and development commenced prior to implementation of PG&E's remediation, a significant impact.

Mitigation Measure M-HZ-5: Delay Development on Proposed Parcels H1, H2, and E3 Until Remediation of the "PG&E Responsibility Area" is Complete, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-HZ-5 would reduce this impact to less than significant.

Impact HZ-6: Operation of the Project within the 28-Acre Site and the 20th/Illinois Parcel would expose residents, site workers, and site visitors to hazardous materials in the soil or soil vapors, creating a significant hazard to the public or the environment.

Exposure to Hazardous Materials in Soil

Previous sampling within the 28-Acre Site and 20th/Illinois Parcel which are part of the Pier 70 Preferred Master Plan area has found that chemical concentrations throughout the sites contain PAHs, metals, and/or TPH at concentrations exceeding residential, commercial, and/or recreational cleanup levels. To avoid unacceptable health risks associated with exposure to the soil by residents, site workers, and visitors, the Pier 70 RMP requires placement of a durable cover over the any soil with chemical concentrations greater than the cleanup level for the planned land use. However, maintenance workers would occasionally need to breach the durable cover to conduct repairs of utilities and other systems. This could result in exposure to chemicals in the soil beneath the durable cover, a significant impact.

Residential Exposure to Soil Vapors

In areas where groundwater and soil vapor concentrations exceed residential Environmental Screening Levels, building occupants in residential developments could be exposed to chemicals present in the soil vapors and groundwater as a result of vapor intrusion into the subsurface features of the building. However, the concentrations of chemicals detected in the soil vapor or groundwater exceeded residential cleanup levels in the groundwater or soil vapor at several locations. If residential development is constructed at or near any of these locations, residents could be subjected to health risks, a significant impact unless mitigated.

Mitigation Measure M-HZ-6: Additional Risk Evaluations and Vapor Control Measures for Residential Land Uses, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined implementing **Mitigation Measure M-HZ-3a: Implement Construction and Maintenance-Related Measures of the Pier 70 Risk Management Plan** and **M-HZ-6** this impact would be reduced to less that significant.

Impact HZ-7: Operation of the Project within the Hoedown Yard would expose residents, site workers, and site visitors to hazardous materials in the soil, creating a significant hazard to the public or the environment.

Previous sampling within the Hoedown Yard has found that, based on future use of the Hoedown Yard for commercial or industrial purposes, arsenic is the primary chemical of concern identified in the soil. Naturally occurring asbestos was also identified in the fill materials. Although the Hoedown Yard SMP addresses risk management measures necessary to manage site risks based on industrial use of the site by PG&E, the plan does not provide measures for redevelopment of the site, and does not address risks related to potential residential uses. Without additional evaluation and implementation of additional risk management measures, future site occupants and visitors of the residential and commercial land uses under the Project could be subjected to potential health risks as a result of contact with the site soil, a significant impact unless mitigated.

Mitigation Measure M-HZ-7: Modify Hoedown Yard Site Mitigation Plan, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein.

Based on the Final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-HZ-7 would reduce this impact to less than significant.

Impact HZ-8: Operation of the Irish Hill Playground would expose site visitors to naturally occurring asbestos and naturally occurring metals, creating a significant hazard to the public or the environment.

The Irish Hill remnant is composed of serpentinite bedrock of the Franciscan Complex. Serpentinite commonly contains naturally occurring chrysotile and amphibole asbestos, fibrous minerals that can be hazardous to human health if they become airborne, as well as naturally occurring metals (i.e., arsenic, cadmium, copper, chromium, nickel, vanadium, and zinc).

If visitors to the playground play on exposed bedrock or fill materials derived from the bedrock, they could cause naturally occurring asbestos and naturally occurring metals to become airborne. As a result, playground users, including young children, could be exposed to airborne asbestos fibers and/or potentially hazardous concentrations of naturally occurring metals, a significant impact unless mitigated.

Similarly, visitors to the Irish Hill Playground could be exposed to airborne naturally occurring asbestos and naturally occurring metals if they use the playground during ground-disturbing activities for construction on adjacent parcels or during the construction of the new 21st Street which would remove a portion of the northern spur of the Irish Hill remnant. This would also be a significant impact unless mitigated.

Mitigation Measures M-HZ-8a: Prevent Contact with Serpentinite Bedrock and Fill Materials in Irish Hill Playground and **M-HZ-8b: Restrictions on the Use of Irish Hill Playground**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR, and the attached MMRP, and will be implemented as provided therein. Based on the Final EIR and the entire administrative record, it is hereby found and determined implementing **Mitigation Measures M-HZ-8a** and **M-HZ-8b** would reduce these impacts to less than significant.

V. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR MITIGATED TO A LESS-THAN-SIGNIFICANT LEVEL

Based on substantial evidence in the whole record of these proceedings, the Planning Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts as identified in the Final EIR. The Commission finds that certain mitigation measures in the Final EIR, as described in this Section V, or changes, have been required in, or incorporated into, the Project, pursuant to Public Resources Code Section 21002 and CEQA Guidelines Section 15091, that may lessen, but do not avoid (i.e., reduce to less-than-significant levels), the potentially significant environmental effects associated with implementation of the Project that are described below. Although all of the mitigation measures set forth in the Final EIR and the Mitigation Monitoring and Reporting Plan (MMRP), attached as Attachment B, are hereby adopted, for some of the impacts listed below, despite the implementation of feasible mitigation measures, the effects remain significant and unavoidable.

The Commission further finds, as described in this Section V below, based on the analysis contained within the Final EIR, other considerations in the record, and the significance criteria identified in the Final EIR, that because some aspects of the Project could cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, those impacts remain significant and unavoidable. The Commission also finds that although mitigation measures are identified in the Final EIR that would reduce some significant impacts, certain measures, as described in this Section V below, are uncertain or infeasible for reasons set forth below, and therefore those impacts remain significant and unavoidable or potentially significant and unavoidable.

Thus, the following significant impacts on the environment, as reflected in the Final EIR, are unavoidable. As more fully explained in Section VII, below, under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines 15091(a)(3), 15092(b)(2)(B), and 15093, it is found and

determined that legal, environmental, economic, social, technological and other benefits of the Project override any remaining significant adverse impacts of the Project for each of the significant and unavoidable impacts described below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation and Circulation.

Impact TR-5: The Project would cause one individual Muni route to exceed 85 percent capacity utilization in the a.m. and p.m. peak hours in both the inbound and outbound directions.

The T Third light rail line (renamed from the KT Third/Ingleside route following completion of the Central Subway) as well as the 22 Fillmore and the 48 Quintara/24th Street bus routes under Baseline Conditions operate within the capacity utilization standard of 85 percent in the a.m. and p.m. peak period. With ridership generated by the Maximum Residential Scenario and Maximum Commercial Scenario, the T Third light rail line and 22 Fillmore bus route would continue to operate below 85 percent capacity utilization. However, the 48 Quintara/24th Street routes would exceed 85 percent capacity utilization inbound and outbound with project implementation. This would occur in the a.m. and p.m. peak hours. The increase in capacity utilization of the 48 Quintara/24th Street routes would be a significant impact on this Muni route under either scenario of the Project.

Mitigation Measure M-TR-5: Monitor and increase capacity on the 48 Quintara/24th Street bus routes as needed, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Implementing any of the components of Mitigation Measure M-TR-5 would allow Muni to maintain transit headways, and would reduce the Project's impact to less-than-significant levels. However, implementation of features of the mitigation measure above that would require discretionary approval actions by the SFMTA or other public agencies (including allocation of funds to operate increased frequencies) is considered uncertain because public agencies subject to CEQA cannot commit to implementing any part of a proposed project, including proposed mitigation measures, until environmental review is complete. Thus, while the SFMTA has reviewed the feasibility of the options listed above, implementation of these measures cannot be assured until after certification of this EIR. Because it is unknown whether M-TR-5 would be implemented, project-related impacts on the 48 Quintara/24th Street would be significant and unavoidable if M-TR-5 is not implemented.

Impact TR-12: The Project's loading demand during the peak loading hour would not be adequately accommodated by proposed on-site/off-street loading supply or in proposed on-street loading zones, which may create hazardous conditions or significant delays for transit, bicycles or pedestrians.

To minimize conflicts with pedestrians and bicyclists, a maximum of one loading access point would be permitted for each building. This requirement would minimize curb cuts and prioritize pedestrian movement where a sidewalk is present. Exterior loading docks, where loading and unloading occurs outside of a building, would not be permitted fronting major public open spaces and the project's central waterfront area, and commercial loading entries would be required to be at least 60 feet from the corner of an intersection. Waste collection facilities would be provided separately for each building and would be visually screened from the public right-of-way, minimizing conflicts with travelways.

The Project includes a shared street treatment on Maryland Street and 20th Street that would allow limited or no vehicular access at some times, either for special events or at designated times of day. However, for all buildings fronting Maryland Street service entrances would be provided on 21st, Louisiana, and 22nd streets (although on-street loading could still occur from Maryland Street and 20th Street during periods when the shared street was open to vehicular access). Thus, limiting or prohibiting delivery vehicles from accessing Maryland Street from time to time would not result in a significant impact because building service access would be retained.

Despite the fact that the Project would minimize loading conflicts with bicycles and pedestrians and would not result in significant loading impacts on the shared street, there would be a loading supply shortfall that would result in significant impacts.

Mitigation Measures M-TR-12A: Coordinate Deliveries and **M-TR-12B: Monitor loading activity and convert general purpose on-street parking spaces to commercial loading spaces as needed**, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

While the project sponsor may reduce the severity of the impact with implementation of Mitigation Measures M-TR-12A and M-TR-12B, these measures may not fully resolve the loading shortfall, as the project's Transportation Coordinator may not be able to shift on-site delivery times. Additionally, there may not be an adequate supply of on-street general purpose parking spaces to convert to commercial loading spaces such that the loading shortfall can be accommodated on-street. Thus, even with implementation of Mitigation Measures M-TR-12A and M-TR-12B, the Project's loading impacts would remain significant and unavoidable.

Impact C-TR-4: The Project would contribute considerably to significant cumulative transit impacts on the 48 Quintara/24th Street and 22 Fillmore bus routes.

In combination with reasonably foreseeable development expected to occur under Cumulative Conditions, the Project would cause the 48 Quintara/24th Street bus route to exceed 85 percent utilization in both the Maximum Residential Scenario and the Maximum Commercial Scenario during the a.m. and p.m. peak hours. This would be a considerable contribution to a significant cumulative impact on individual transit routes.

Mitigation Measure M-TR-5: Monitor and increase capacity on the 48 Quintara/24th Street bus routes as needed, to increase capacity on the 48 Quintara/24th Street bus route, as referenced above under Impact TR-5, could reduce the Project's contribution to this significant cumulative impact. Under the Maximum Commercial Scenario, Mitigation Measure M-TR-5 would be adequate to reduce the Project's contribution to the significant cumulative impact to not considerable. Under the Maximum Residential Scenario, the Project's contribution would remain considerable even with the implementation of Mitigation Measure M-TR-5. Therefore, additional mitigation would be necessary for the Maximum Residential Scenario to reduce the considerable contribution to the significant cumulative impact on Muni service on this route.

Mitigation Measure M-C-TR-4A: Increase capacity on the 48 Quintara/24th bus route under the Maximum Residential Scenario, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

The Project would also cause the 22 Fillmore bus route to exceed 85 percent utilization in the Maximum Commercial Scenario during the a.m. and p.m. peak hours. This would be a considerable contribution to a significant cumulative impact on individual transit routes. Therefore, additional mitigation would be necessary for the Maximum Commercial Scenario to reduce the considerable contribution to the significant cumulative impact on Muni service on this route.

Mitigation Measure M-C-TR-4B: Increase capacity on the 22 Fillmore bus route under the Maximum Commercial Scenario, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Because SFMTA cannot commit funding to operate additional buses on these routes, to expand bus zones, or to increase transit vehicle travel speeds until environmental review of the selected elements is complete, the implementation of Mitigation Measures M-C-TR-4A and M-C-TR-4B is uncertain, and the Project's contribution to the significant cumulative impact would remain significant and unavoidable under both project scenarios if Mitigation Measures M-C-TR-4A and M-C-TR-4B are not implemented.

B. Noise.

Impact NO-2: Construction of the Project would cause a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.

On-Site Construction Activities

Demolition and construction activities would require the use of heavy trucks, material loaders, cranes, concrete saws, and other mobile and stationary construction equipment. Piles would be driven with the use of impact or vibratory pile drivers. Controlled rock fragmentation (CRF) would occur for a cumulative total of approximately 30 days per phase. During controlled rock fragmentation activities, up to five CRF events would occur daily with one drilling event lasting up to one hour before each CRF event. General building construction would be less noise intrusive, involving cranes, forklifts, saws, and nail guns. Project construction would also result in temporary increases in truck traffic noise along haul routes for off-hauling excavated materials and materials deliveries.

Because the project would be constructed in phases over an 11-year period, multiple construction activities could be occurring on different parcels within the project site at any given time (i.e., demolition could occur on one parcel while pile driving occurs on another) so that some of the noisier construction activities, such as pile driving, on one project parcel could overlap with other noisier construction phases, such as demolition or CRF and rock crushing, on other parcels. This could expose nearby sensitive receptors to temporary increases in noise levels substantially in excess of ambient levels.

If pile drivers operated on one parcel while a mounted impact hammer or concrete saw (for demolition) occurred on another parcel at the same time (worst-case condition), the combined noise level from these two noisiest pieces of equipment would not exceed these thresholds because it is expected that both types

of equipment would not operate simultaneously closer than 50 feet to any existing residential or commercial uses.

Noise Impacts on Off-Site Receptors

The closest existing off-site sensitive receptors are located 140 to 200 feet from the closest site boundary (northwest corner of Parcel PKN). The maximum combined noise levels at the three closest off-site receptors would exceed these thresholds, a significant noise impact.

For all but these three receptor locations (residences at 820 Illinois Street and 628 20th Street (second floor), and Dogpatch Alt School at 616 20th Street), there are intervening buildings that would block and reduce Project-related construction noise at nearby existing receptors. If phasing occurs as proposed, it would result in the construction of residential buildings on the western portion of the Project site (Illinois Parcels) first. These buildings would also help block and reduce project-related construction noise (including noise from pile-driving activities to the east on the 28-Acre Site) at all existing off-site receptors (including the closest existing receptors).

Mitigation Measure M-NO-2: Noise Control Measures During Pile Driving, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

With implementation of noise controls during all construction phases (specified in **Mitigation Measure M-NO-1: Construction Noise Control Plan**, referenced above) as well as implementation of noise controls during pile driving (specified in Mitigation Measure M-NO-2), the potential for noise disturbance of existing off-site receptors (assumed to be present during the 11-year construction period) located approximately 140 to 200 feet to the northwest would be reduced. However, even with implementation of these noise controls, the feasibility of quieter, alternative pile driving methods in all areas cannot be determined at this time and also the potential would still exist that combined noise levels from simultaneous operation of the noisiest types of construction equipment could still exceed the threshold. Given this uncertainty and the potential 11-year duration of this activity, this impact is conservatively considered to remain significant and unavoidable with mitigation, even with implementation of Mitigation Measures M-NO-1 and M-NO-2.

Noise Impacts on On-Site Receptors

While early construction of Project residential uses on the Illinois Parcels would help reduce construction-related noise levels at existing receptors, it would also expose future residents living in these new residential buildings to construction noise generated during subsequent phases of project construction. Construction activities in this area would occur in phases over an 11-year period.

As a result of this possible phasing under either scenario, future residents in the project site area that face an adjacent or nearby construction project could be subject to demolition and construction noise for as long as 6 to 9 years. Depending on the order of construction within each phase and overall phasing, some Project buildings that have already been constructed could interrupt the direct line-of-sight between construction sources and noise-sensitive receptors, and reduce the number of receptors directly exposed to construction noise with no intervening buffering structure.

The average thresholds at on-site receptors, and the maximum combined noise level would, at times, exceed thresholds at the closest future on-site residential receptors (those occupying residential units built in earlier phases). The degree of disturbance would vary with proximity of the demolition and construction activities to sensitive receptors, but is considered significant and unavoidable because the "Ambient +10 dBA" threshold could be exceeded.

Construction noise impacts associated with the street network, new infrastructure, and open space would be similar to, but somewhat less substantial than, those for development projects in the project site area, except that pile driving would not be necessary for the street network changes, utility lines (including those associated with all three sewer options), or open space improvements. Building demolition, road construction, and building construction would all occur concurrently within each phase. Simultaneous operation of the noisiest pieces of equipment associated with demolition (mounted impact hammer or concrete saw) and other construction activities (excavator) would result in combined noise levels would that exceed the average thresholds at on-site receptors located at this proximity. Therefore, construction-related noise increases during other phases of construction, such as construction for road and infrastructure improvements, could adversely affect future on-site residents, a significant noise impact.

With implementation of noise controls during all construction phases (specified in **Mitigation Measure M-NO-1: Construction Noise Control Plan**, referenced above) as well as implementation of noise controls during pile driving (specified in **Mitigation Measure M-NO-2: Noise Control Measures During Pile Driving**, referenced above), the potential for noise disturbance of future on-site residents would be reduced. However, even with implementation of these noise controls, the potential would still exist that combined noise levels from simultaneous operation of the noisiest types of construction equipment could still exceed the Ambient+10 dBA threshold, and therefore, construction-related noise impacts on future on-site residential receptors is conservatively considered to be significant and unavoidable with mitigation.

Off-Site Haul Truck Traffic

The net export total of about 340,000 cubic yards of soil and an import of about 20,000 cubic yards of clean fill would generate a total of about 45,000 truck trips, which would be phased over the duration of the planned construction activities (averaging 17 truck trips per day). Given the minimal increase in traffic on local roadways that would be attributable to project-related haul trucks, temporary increases in traffic noise resulting from haul trucks would be less than significant. Use of truck routes that avoid residential uses as required by the Construction Traffic Control Plan (Improvement Measure I-TR-A: Construction Management Plan) would further reduce less-than-significant construction-related truck noise impacts.

Impact NO-5: Operation of the Project would cause substantial permanent increases in ambient noise levels along some roadway segments in the project site vicinity.

Operational Traffic Noise

Project implementation (under both the Maximum Residential and Maximum Commercial scenarios) would result in traffic noise increases ranging from 0 to 14.3 dBA on local roadways providing access to the site.

The Project would include a shuttle service, operated and maintained by the Pier 70 TMA, to connect the Pier 70 Mixed-Use District to regional transit hubs. The two preliminary routes assumed for the DEIR analysis are:

- 22nd Street, Mississippi Street, and 16th Street to access the 22nd Street Caltrain Station and the 16th Street / Mission BART station; and

- Third Street, 16th Street, and King Street to access the Fourth and King Caltrain Station (with some trips extending to the Transbay Transit Center)).)

An increase in shuttle bus volumes along these routes would incrementally increase traffic noise levels along these streets. However, the degree of impact would depend on bus sizes, frequency of buses on an hourly basis, and hours of operation. The future shuttle bus schedule is not known at this time, but it is anticipated that any shuttle trips would be relatively minor and adequately accounted for in the modeled traffic noise analysis above.

Operation of the Project would result in permanent increases in ambient noise levels, primarily through project-related increases in traffic. Noise modeling was completed to estimate existing (baseline) and future traffic noise levels along 79 road segments in the Pier 70 Mixed-Use District project area based on traffic volumes presented in the project's Traffic Impact Study. Of the 79 road segments examined, traffic noise increases on all analyzed street segments would not exceed the applicable thresholds except for the following, which would exceed traffic noise thresholds, resulting in significant impacts:

- 20th Street (east of Third Street to east of Illinois Street)

- 22nd Street (east of Tennessee Street to east of Illinois Street)

- Illinois Street (20th Street to south of 22nd Street).

There is one street segment, 22nd Street between Tennessee Street and Third Street where there are residential uses and the resulting noise level is estimated to slightly exceed 60 dBA (Ldn or CNEL) and the incremental increase attributable to the project would be 3.2 dB, 0.2 dB above the threshold.

Reduction of project-related one-way traffic by 20 percent through transportation demand management measures required in Air Quality **Mitigation Measure M-AQ-1f: Transportation Demand Management** (referenced above), could reduce noise levels by up to 1.0 dB and would reduce the above significant impacts related to noise increases to less than significant with mitigation at all of the above street segments except for three road segments:

- 22nd Street from Third Street to Illinois Street;

- 22nd Street east of Illinois Street (on the project site); and

- Illinois Street from the future 21st Street and 22nd Street (adjacent to the project site).

Project residences located adjacent to the section of 22nd Street east of Illinois Street and the section of Illinois Street between the proposed 21st and 22nd streets would not be adversely affected by future noise levels because noise attenuation measures would be incorporated into these units as necessary to ensure that interior noise levels are maintained at acceptable levels even with future traffic noise level increases, as required **by Mitigation Measure M-NO-6: Design of Future Noise-Sensitive Uses** (referenced above). While this mitigation measure would reduce the effects of project-related traffic noise increases on the interior environment of future uses, the Project's traffic would still result in noise levels that would cause a substantial permanent increase in ambient noise levels. Therefore, this impact would remain significant and unavoidable with mitigation.

Impact C-NO-2: Operation of the Project, in combination with other cumulative development would cause a substantial permanent increase in ambient noise levels in the project vicinity.

When traffic noise increases related to the Project (under both the Maximum Residential and Maximum Commercial scenarios) are added to future traffic noise increases resulting from cumulative development, the Project would add 0 to 8.0 dBA (Ldn) to estimated cumulative noise increases under both scenarios. Of the 79 road segments examined, the Project would contribute considerably to cumulative traffic noise increases along the following street segments because cumulative noise increases would exceed significance thresholds for traffic noise increases:

- 22nd Street (east of Third Street to east of Illinois Street)
- Illinois Street (Mariposa Street to 22nd Street)

These street segments either directly adjoin the project site or are within two blocks of the project site and provide direct access to the site. Residential development is located adjacent to the segment of Illinois Street between Mariposa Street and 20th Street. Based on the significance thresholds for traffic noise increases, these cumulative traffic noise increases would be a cumulatively significant impact because traffic noise would result in a substantial permanent increase in ambient noise levels, and the project's contribution to these cumulative increases would be cumulatively considerable.

Additionally, when 2040 cumulative (with Project) noise levels are compared to 2020 baseline noise levels, 2020 noise levels would increase by 0 to 15 dBA under both scenarios with increases exceeding the significance thresholds for traffic noise increases on the following roadway segments:

- Third Street (Channel to south of Mission Rock and 20th to 23rd Streets)
- 20th Street (east of Third Street to east of Illinois Street)
- 22nd Street (west of Third Street to east of Illinois Street)
- 23rd Street (Third Street to Illinois Street)
- 25th Street (west of Third Street to Illinois Street)
- Cesar Chavez (East of Third Street)

- Illinois Street (Mariposa Street to south of 22nd Street)
- Indiana Street (north of 25th Street)

These street segments either directly adjoin the project site or are within approximately eight blocks of the project site and several provide direct access to the site. There is a school and residential development located adjacent to 20th Street between Third Street and Illinois Street. Residential development is also located adjacent to Third Street (Channel to 25th), Illinois Street (Mariposa Street to 20th Street), and on 22nd Street (west of Third Street). Based on the significance thresholds for traffic noise increases, these cumulative traffic noise increases would also be a cumulatively significant impact because traffic noise would result in a substantial permanent increase in baseline noise levels. The Project's contribution to these increases would range from 22 to 95 percent of these increases and therefore, the Project contribution to these cumulative traffic noise increases would be cumulatively considerable.

Implementation of Transportation Demand Management measures required in **Mitigation Measure M-AQ-1f: Transportation Demand Management**, referenced above, could result in reductions of one-way traffic by up to 20 percent, and such reductions could provide noise level reductions. Such reductions would reduce the above significant noise increases to less than significant along Illinois Street (between Mariposa Street and the proposed 23rd Street) and 22nd Street (west of Third Street) but would not be sufficient to reduce cumulative noise increases on any of the other above-listed street segments to less-than-significant levels (i.e., below threshold levels). Cumulative traffic noise increases would still exceed the significance thresholds for traffic noise increases on some of the above-listed street segments when compared to future baseline noise levels (2040) and existing baseline noise levels (2020). Therefore, the Project would result in a considerable contribution to this cumulative impact, which is significant and unavoidable with mitigation.

C. Air Quality.

Impact AQ-1: During construction, the Project would generate fugitive dust and criteria air pollutants, which would violate an air quality standard, contribute substantially to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.

Construction activities would result in emissions of ozone precursors and PM in the form of dust (fugitive dust) and exhaust (e.g., vehicle tailpipe emissions). Emissions of ozone precursors and PM are primarily a result of the combustion of fuel from on-road and off-road vehicles. However, ROGs are also emitted from activities that involve painting, other types of architectural coatings, or asphalt paving.

Fugitive Dust

Project-related demolition, excavation, grading, drilling, rock crushing and potentially blasting, and other construction activities may cause wind-blown dust that could contribute PM into the local atmosphere. The City's Dust Control Ordinance would be applicable for the portion of the project site that is outside Port jurisdiction (Hoe Down Yard). For portions of the project site under the jurisdiction of the Port (20th/Illinois Parcel and 28-Acre Site), Section 1247 of Article 22B of the Public Health Code requires that all city agencies that authorize construction or other improvements on City property adopt rules and regulations to ensure that the dust control requirements of Article 22B are followed. DBI will

not issue a building permit without written notification from the Director of Public Health that the applicant has a site-specific dust control plan, unless the Director waives the requirement.

Implementation of dust control measures in compliance with the regulations and procedures set forth by the San Francisco Dust Control Ordinance would ensure that potential dust-related construction air quality impacts of the Project would be less than significant.

Criteria Air Pollutants

Maximum Residential Scenario

Construction of the Maximum Residential Scenario would result in emissions of ROG, NOx, PM10, and PM2.5 that would be below the thresholds of significance when considered alone. However, future construction phases (Phases 3, 4, and 5) would occur when operational emissions would also be generated by the earlier phases. Construction-related emissions during concurrent construction of Phases 1 and 2 which includes development of the entirety of the Illinois Parcels would be less than significant. Additionally, after completion and occupancy of Phase 1 and the continuation of Phase 2 construction, the combined construction-related and operational emissions would be less than significant. However, construction of Phase 3, when considered with occupancy and operation of Phases 1 and 2, would result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 and PM2.5 would be below their respective thresholds. Construction of Phase 4 and Phase 5 when considered with occupancy and operation of earlier phases would also result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 would be meet the threshold with Phase 5 construction and PM2.5 emissions would be below thresholds. Therefore, unmitigated criteria pollutant emissions from the Maximum Residential Scenario during simultaneous construction and operation would be a significant air quality impact.

Maximum Commercial Scenario

The Maximum Commercial Scenario's construction-related emissions during concurrent construction of Phases 1 and 2 which include development of the entirety of the Illinois Parcels would be less than significant, as would the continued construction of Phase 2 with completion and occupancy of Phase 1. However, construction of Phase 3 when considered with occupancy and operation of Phases 1 and 2 would result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 and PM2.5 would be below their respective thresholds. Construction of Phase 4 when considered with occupancy and operation of earlier phases would result in emissions of ROG and NOx that would exceed significance thresholds, while emissions of PM10 and PM2.5 would be below the applicable thresholds. Construction of Phase 5 when considered with occupancy and operation of earlier phases would result in emissions of ROG, NOx, and PM10 that would exceed significance thresholds, while emissions of PM2.5 would be below the applicable threshold. Therefore, criteria pollutant emissions during simultaneous construction and operation of the Maximum Commercial Scenario would be significant.

Generally the Maximum Commercial Scenario results in a marginal 1 to 6 percent greater emissions than the Maximum Residential Scenario, depending on the year analyzed and whether average pounds per day or maximum tons per year are considered. Regardless, under the Maximum Commercial Scenario emissions of ROG, NOx, and PM10 would exceed significance thresholds, while emissions of PM2.5 would be below the applicable threshold

Health Implications of Significant Impacts Related to Emissions of Ozone Precursors and PM10

It is difficult to predict the magnitude of health effects from the project's exceedance of significance criteria for regional ROG, NOx, and PM10 emissions. The increase in emissions associated with the Project represents a fraction of total SFBAAB regional ROG emissions. However, the Project's ROG, NOx, and PM10 increases could contribute to new or exacerbated air quality violations in the SFBAAB region by contributing to more days of ozone or PM10 exceedance or result in AQI values that are unhealthy for sensitive groups and other populations. Therefore, criteria pollutant emissions during simultaneous construction and operation of the Maximum Commercial Scenario would be significant.

To address ROG, NOx, and PM10 emissions that would occur during construction of the Project under both the Maximum Residential and Maximum Commercial Scenarios, **Mitigation Measure M-AQ-1a: Construction Emissions Minimization,** referenced above, has been identified and would apply during construction of Phases 3, 4, and 5, or after build-out of 1.3 million gross square feet of development, whichever comes first.

Residual Impacts with Implementation of Mitigation Measure M-AQ-1a

Mitigation Measure M-AQ-1a would result in a reduction of construction-related ROG emissions ranging from 8 to 10 percent, depending on the construction phase. Emissions of construction-related NOx would be reduced by 54 to 64 percent and emissions of construction-related PM10 would be reduced between 72 and 83 percent. While construction emissions alone would be less than significance thresholds, emissions of simultaneous operational and construction emissions would still exceed thresholds but would be substantially reduced by this measure. Additionally, particulate emission reductions from this measure are necessary to reduce potential health risk impacts to on-site receptors to less than significant levels. Implementation of this mitigation measure would not result in any adverse environmental effects.

To address emissions that would occur during operation of the Project, **M-AQ-1f: Transportation Demand Management**, referenced above**; M-AQ-1g: Additional Mobile Source Control Measures**, referenced above**;** and **M-AQ-1h: Offset Operational Emissions**, referenced above would be applied to the Project.

Additionally, **Mitigation Measures M-AQ-1b: Diesel Backup Generator Specifications, M-AQ-1c: Use Low and Super-compliant VOC Architectural Coatings in Maintaining Buildings through Covenants Conditions and Restrictions (CC&Rs) and Ground Lease, M-AQ-1d: Promote use of Green Consumer Products,** and **M-AQ-1e: Electrification of Loading Docks** , as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the MMRP and will be implemented as provided therein.

Residual Impact with Implementation of Mitigation Measure M-AQ-1b

Mitigation Measure M-AQ-1b would result in an 86 percent reduction of ROG emissions from generators. Emissions of NOx emissions from generators would be reduced by 89 percent and emissions of PM_{10} would be reduced by 98 percent. Operational emissions would still exceed thresholds as the overall contribution of generator emissions to total project emissions is very small. However, as discussed later in Impact AQ-3, particulate emission reductions from this measure are necessary to reduce potential health risk impacts to on-site receptors to less than significant levels. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1c

Mitigation Measure M-AQ-1c would reduce ROG emissions associated with maintenance application of paint and other architectural coatings by 31 percent. Operational emissions would still exceed thresholds as the overall contribution of architectural coating emissions to total project emissions is comparatively small. Should the applicant commit to requiring use of no-VOC interior paints, ROG emissions from maintenance application of paint and other architectural coatings could be further reduced by up to 90 percent. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1d

Mitigation Measure M-AQ-1d would reduce ROG emissions associated with use of consumer products. Given that the project applicant does not have authority to require use of certain products, no reduction in ROG emissions can be estimated from this measure. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1e

Mitigation Measure M-AQ-1e would reduce emissions of ROG, NOx, and PM_{10}. Given that the specific land uses are not determined, no reduction in emissions can be reliably estimated from this measure at this time. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1f

Mitigation Measure M-AQ-1f would reduce mobile source emissions of ROG, NOx, and PM10. Quantification of emission reduction from this measure is based on a 20 percent reduction target for vehicle trips. Although emission reductions would be substantial, operational emissions would still exceed thresholds. Implementation of this mitigation measure would not cause any significant effects in addition to those that would result from implementation of the Project.

Residual Impact with Implementation of Mitigation Measure M-AQ-1g

Mitigation Measure M-AQ-1g would marginally reduce mobile source emissions of ROG, NOx, and PM10. No additional emissions reductions were quantified from implementation of this mitigation measure. Implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of Mitigation Measure M-AQ-1h

Mitigation Measure M-AQ-1h would offset emissions of ROG, NOx, and PM_{10} that would exceed the respective thresholds of significance for these pollutants. Implementation of the emissions reduction project could be conducted by the BAAQMD and is outside the jurisdiction and control of the City and not fully within the control of the project sponsor. M-AQ-1h also allows the project sponsor to directly

fund or implement an offset project; however, no such project has yet been identified. Therefore, the residual impact of project emissions during construction is conservatively considered significant and unavoidable with mitigation, acknowledging the assumption that the project sponsor would implement Mitigation Measures M-AQ-a though M-AQ-1h (Emission Offsets). Although the specific offset projects are not known, it is anticipated that implementation of this mitigation measure would not result in any adverse environmental effects.

Residual Impact with Implementation of All Identified Mitigation Measures

Implementation of Mitigation Measure M-AQ-1a would substantially reduce construction-related emissions of ROG, NOx, and PM10. The measure would require use of off-road equipment to meet the most stringent emission standards available and would reduce construction-related emissions of ROG, NOx, and PM10. However, criteria air pollutant emissions would remain significant during construction of Phases 3, 4, and 5 when operational emissions are also considered.

Mitigation Measures M-AQ-1b through M-AQ-1g would reduce operational emissions associated with both the Maximum Residential Scenario and the Maximum Commercial Scenario. However, emissions of ROG and NOx during construction of Phases 3, 4, and 5 with consideration of concurrent operational emissions would remain significant even with implementation of Mitigation Measures M-AQ-1a through M-AQ-1g. Consequently, Mitigation Measure M-AQ-1h (Emissions Offsets) is identified to further reduce the residual pollutant emissions. Mitigation Measure M-AQ-1h would require the project sponsor to offset remaining emissions to below significance thresholds by funding the implementation of an offsite emissions reduction project in an amount sufficient to mitigate residual criteria pollutant emissions.

As specified in Mitigation Measure M-AQ-1h, offsetting of the project's emissions would follow completion of construction activities for Phases 1 and 2. If construction emissions were considered alone, without operational emissions, construction emissions would be less than significant. Consequently, emissions offsets would represent the necessary amount of offset required to also address operational emissions. Therefore, emissions reduction projects funded through Mitigation Measure M-AQ-1h would offset the regional criteria pollutant emissions generated by operation of the Project that would remain in excess of the applicable thresholds after implementation of the project-specific emission reductions required under Mitigation Measures M-AQ-1a through M-AQ-1g. If Mitigation Measure M-AQ-1h is implemented via a directly funded or implemented offset project, it could have the potential to reduce the impact to a less than significant level but only if the timing of the offsets could be documented prior to the occupancy of Phase 3 and ensured for the life of the project. Therefore, the residual impact of project emissions during construction is conservatively considered significant and unavoidable with mitigation, acknowledging the assumption that the project sponsor would implement Mitigation Measures M-AQ-1a though M-AQ-1h.

Impact AQ-2: At project build-out, the Project would result in emissions of criteria air pollutants at levels that would violate an air quality standard, contribute to an existing or projected air quality violation, and result in a cumulatively considerable net increase in criteria air pollutants.

Maximum Residential Scenario

Project-related emissions under the Maximum Residential Scenario would exceed BAAQMD thresholds of significance for ROG, NOx, and PM10. Therefore, the Project would have a significant impact on regional emissions related to operational emissions of ozone precursors and PM10. Significant emissions of ozone precursors (ROG and NOx) and PM10 from operation would have the same potential health effects as discussed in Impact AQ-1 above.

Maximum Commercial Scenario

Project-related emissions under the Maximum Commercial Scenario would exceed BAAQMD thresholds of significance for ROG, NOx, and PM10. Therefore, the Project would also have a significant impact on regional emissions related to ozone precursors and PM10 under this scenario. Significant emissions of ozone precursors (ROG and NOx) and PM10 from operation would have the same potential health effects as discussed in Impact AQ-1 above.

Mitigation Measures M-AQ-1b: Diesel Backup Generator Specifications, M-AQ-1c: Use Low and Super-compliant VOC Architectural Coatings in Maintaining Buildings through Covenants Conditions and Restrictions (CC&Rs) and Ground Lease, M-AQ-1d: Promote use of Green Consumer Products, M-AQ-1e: Electrification of Loading Docks, M-AQ-1f: Transportation Demand Management, and **M-AQ-1g: Additional Mobile Source Control Measures** would reduce operational emissions associated with both the Maximum Residential and Maximum Commercial Scenarios. However, even with implementation of Mitigation Measures M-AQ-1b through M-AQ-1g, criteria pollutant emissions from operation of the Maximum Residential Scenario or the Maximum Commercial Scenario would remain significant. Consequently, implementation of **Mitigation Measure M-AQ-1h: Offsets of Operational Emissions** would be required to reduce emission to the extent feasible. As discussed in Impact AQ-1 (above), if Mitigation Measure M-AQ-1h is implemented via a directly funded or implemented offset project, it could have the potential to reduce the impact to a less than significant level but only if the timing of the offsets could be documented prior to the occupancy of Phase 3 and ensured for the life of the project. Therefore, the residual impact of project emissions during operation at build out is conservatively considered significant and unavoidable with mitigation, acknowledging the assumption that the project sponsor would implement Mitigation Measures M-AQ-1a though M-AQ-1h.

Impact C-AQ-1: The Maximum Residential or Maximum Commercial Scenarios, in combination with past, present, and reasonably foreseeable future development in the project area, would contribute to cumulative regional air quality impacts.

The contribution of a project's individual air emissions to regional air quality impacts is, by its nature, a cumulative effect. Emissions from past, present, and future projects in the region also have or will contribute to adverse regional air quality impacts on a cumulative basis. No single project by itself would be sufficient in size to result in non-attainment of ambient air quality standards. Instead, a project's individual emissions contribute to existing cumulative air quality conditions. The project-level thresholds for criteria air pollutants are based on levels by which new sources are not anticipated to contribute to an air quality violation or result in a considerable net increase in criteria air pollutants. Therefore, because the Project's emissions exceed the project-level thresholds, the project would result in a considerable contribution to cumulative regional air quality impacts. As discussed above, implementation of Mitigation Measures M-AQ-1a through M-AQ-1h would reduce this impact, however, not to a less-than-significant level. Therefore, this impact would be significant and unavoidable with mitigation.

VI. EVALUATION OF PROJECT ALTERNATIVES

This Section describes the reasons for approving the Project and the reasons for rejecting the alternatives as infeasible. CEQA requires that an EIR evaluate a reasonable range of alternatives to the proposed project or the project location that substantially reduce or avoid significant impacts of the proposed project. CEQA requires that every EIR also evaluate a "No Project" alternative. Alternatives provide the decision maker with a basis of comparison to the proposed Project in terms of their significant impacts and their ability to meet project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing environmental consequences of the Project.

A. Alternatives Selected for Detailed Analysis

The Alternatives set forth in the Final EIR and listed below are hereby rejected as infeasible based upon substantial evidence in the record, including evidence of economic, legal, social, technological, and other considerations described in this Section, in addition to those described in Section VII below, which are hereby incorporated by reference, that make these alternatives infeasible. These determinations are made with the awareness that CEQA defines "feasibility" to mean "capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, legal, social, and technological factors." (CEQA Guidelines § 15364.) Under CEQA case law, the concept of "feasibility" encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of a project; and (ii) the question of whether an alternative is "desirable" from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.

1. No Project Alternative.

Under the No Project Alternative, existing conditions at the Pier 70 project site would not change. Under this alternative, there would be no exchange of land under the Public Trust Exchange Agreement. The 35-acre project site that contains approximately 351,800 gsf of mostly vacant buildings and facilities, most of which are unoccupied, would be retained in its current condition with the current level of maintenance. Current uses on the site, all of which are on short-term leases or temporary, would continue. The Port would continue to renew the existing short-term leases on the project site; no tenant relocation plan would be proposed. While it is likely that the Port and/or developers could develop portions or all the 28 Acre Site and Illinois Parcels over a period of time, such development is speculative and therefore not analyzed under the No Project Alternative.

Under the No Project Alternative, there would be no amendment to the Planning Code, no rezoning of the entire 35-acre project site, and no adoption of a SUD enabling development controls. None of the approximately 3,422,265 gsf or 801,400 gsf of new buildings and improvements to existing structures on the 28-Acre Site and the Illinois Parcels, respectively, proposed as part of the Project would be constructed or improved. No new proposed residential, commercial, RALI, or open space uses would be constructed on the project site under this alternative. No affordable residential units complying with the City's Affordable Inclusionary Housing Ordinance would be built. There would be no demolition or rehabilitation of contributing historic architectural resources in the Union Iron Works (UIW) Historic District on the project site under the No Project Alternative; no traffic or street and circulation improvements; no infrastructure or utilities improvements; no new 20th Street pump station; no grading

or stabilization improvements; and no shoreline protection or sea level rise adaptation strategies on the project site.

If the No Project Alternative were implemented, none of the impacts associated with the Project would occur. The No Project Alternative would not preclude future development of the project site with a range of land uses that are principally permitted at the project site. Development and growth would continue within the vicinity of the project site as nearby projects are approved, constructed, and occupied. These projects would contribute to significant cumulative impacts in the vicinity, but under the No Project Alternative, the existing land use activity on the project site would continue and would therefore not contribute to these cumulative impacts beyond existing levels.

The No Project Alternative is hereby rejected as infeasible because, although it would eliminate the Project's significant and unavoidable impacts, it would fail to meet any of the basic objectives of the project and, therefore, is not a feasible alternative.

2. **Code Compliant Alternative.**

Under the Code Compliant Alternative, there would be no establishment of an SUD; the project site would remain in M-2 and P Zoning Districts. The Code Compliant Alternative would include approximately 1,881,360 gsf of development, about 45 percent less than under the Project overall. This alternative would include 590 residential units totaling 519,950 gsf, 1,162,260 gsf of commercial (office) use, 156,780 gsf of retail use, and 42,370 gsf of arts/light-industrial uses. The Code Compliant Alternative would provide 150 on-street vehicle parking spaces and 985 off-street spaces located on several surface parking lots on the site. Under this alternative, 5.76 acres of public open space would be constructed, including promenade and terrace areas along the waterfront, an Irish Hill playground area, and a plaza and market square around Building 12. Unlike the Project, this alternative does not include the Maximum Residential Scenario and the Maximum Commercial Scenario as optional development scenarios.

Under this alternative, the project site would remain within the existing Height and Bulk Districts of 65-X and 40-X. No voter approval would have been required pursuant to Proposition B under the Code Compliant Alternative because no changes to the height districts would be proposed.

Under the Code Compliant Alternative, 227,866 gsf located in Buildings 2, 12, and 21 on the project site would be retained and rehabilitated in accordance with Secretary of the Interior's Standards. As with the Project, the northern spur of the Irish Hill remnant would be removed to allow for the construction of 21st Street. Also, as under the Project, Building 21 would be relocated about 75 feet to the southeast. The remaining seven structures on the project site (Buildings 11, 15, 16, 19, 25, 32, and 66), containing 92,945 gsf, would be demolished.

Similar to the Project, the Code Compliant Alternative includes construction of transportation and circulation improvements. Under this alternative, the following transportation and circulation improvements would be implemented: construction of new 21st Street, reconstruction of 20th and 22nd streets, and construction of new Louisiana and Maryland streets. All new and reconstructed streets would be built with sidewalks. As under the Project, the Code Compliant Alternative would include the same bicycle circulation improvements (Bay Trail extension, Class II and Class III facilities on internal

streets, and a bikeshare location). The Code Compliant Alternative would include same Transportation Demand Management (TDM) program as the Project, with exception of those items that pertain only to residential tenants. A TDM program would include the following: establishment of a Transportation Management Agency (TMA) that employs an on-site transit coordinator, operation of a shuttle system, maintenance of a TMA website with real-time transit information, distribution of educational documents, coordination of ride-matching services, enrollment in Emergency Ride Home program, employment of a structured parking strategy, unbundled residential and commercial parking, provision of car-share parking spaces, metering of on-street parking, and parking wayfinding signage across the site.

Under this alternative, new and upgraded utilities and infrastructure would be constructed, including a new 20th Street pump station. A combined sewer and stormwater system would be built, similar to Option 1 under the Project, but it would have slightly different alignments due to different building and roadway siting and locations. Unlike the Project, this alternative does not include variants. The Code Compliant Alternative would further some of the project sponsors' objectives.

The Code Compliant Alternative includes about 47,962 cubic yards of off-haul of excavated materials and about 8,900 cubic yards of clean fill import. This alternative includes construction of an engineered berm along the eastern property boundary with an approximately 3:1 slope and a maximum height of approximately 4 feet to address projected sea level rise flooding risks. Shoreline protection improvements, including placing rip-rap along the water's edge, under this alternative would be similar to those under the Project. Like the Project, implementation of this alternative would take place over a period of 11 years, similar to the Project, and in several phases (up to five for the Project, up to four for this alternative).

Under this alternative, an exchange of land under the Public Trust Exchange Agreement would occur under in order to clarify the Public Trust status of portions of Pier 70 that would free some portions of the project site from the Public Trust while committing others to the Public Trust.

The Draft EIR identified the Code Compliant as the environmentally superior alternative. Due to the substantially lower number of residential units and the decrease in the amount of commercial and RALI space to be constructed and occupied under the Code Compliant Alternative, that Alternative would lessen (but not avoid) the significant adverse impacts identified for the Project related to the topics of transportation, noise, and air quality. The Code Compliant Alternative would also lessen impacts of the Project that were found to be less than significant, or less than significant with mitigation, related to the topics of Land Use, Population and Housing, Cultural Resources (Archeological and Historic Architectural), Greenhouse Gas Emissions, Wind, Shadow, Recreation, Utilities and Service Systems, Public Services, Geology and Soils, Hazards and Hazardous Materials, and Mineral and Energy Resources.

The Code Compliant Alternative would partially meet the objectives of the Project. Like the Project, it would retain, rehabilitate, and reuse a former industrial complex that would continue to be a part of an historic district. It would provide public open spaces and waterfront access, commercial and retail space, and would contribute market-rate and affordable units toward meeting San Francisco's regional housing needs. However, it would provide substantially less public open space, market-rate and affordable residential units, and commercial and retail space than the Project. This alternative would not elevate building parcels, nor would it include a financing strategy to enable the project to adapt to future,

increased levels of sea level rise. This alternative would not construct a high-quality, public-private development project that could attract sources of public investment, equity, and debt financing to fund site and infrastructure costs, and ongoing maintenance, and produce a market rate return investment that allows the Port to further its Public Trust mandate and mission.

The Project's transit impacts would be reduced but would still be significant and unavoidable with mitigation under the Code Compliant Alternative. As with the Project, loading impacts would remain significant and unavoidable even with implementation of identified mitigation. Similarly, the Code Compliant Alternative would reduce significant and unavoidable noise impacts related to increases in ambient noise (both temporary/periodic and permanent) associated with the Project, but these impacts would still be significant and unavoidable with mitigation. Compared to the Project, the Code Compliant Alternative would, however, reduce cumulative impacts related to increase in permanent ambient noise levels. Like the Project, the Code Compliant Alternative would result in air quality impacts that are significant and unavoidable with mitigation, although these impacts would be reduced compared to the Project.

The Code Compliant Alternative is rejected as infeasible because, although it would eliminate impacts associated with increase in ambient noise levels identified as significant and unavoidable with mitigation for the Project, it would not reduce to a less-than-significant level any of the other impacts identified as significant and unavoidable with mitigation for the Project. Additionally, the Code Compliant Alternative would not meet many of the project objectives. The Code Compliant Alternative would retain and reuse a former industrial complex that would continue to be a part of an historic district. However, the alternative would have significantly fewer waterfront open spaces, amenities, and services. Overall density of residential and commercial office uses would also be substantially reduced, as well as reduced housing affordability levels. As such, the Code Compliant Alternative would contribute fewer market-rate and affordable units toward meeting San Francisco's fair share of the regional housing needs. The catalytic effect of the Code Compliant Alternative on the larger Pier 70 area would be significantly diminished, as would revenue generation to fund other Pier 70 improvements, due to greatly reduced density. At the given density, taking into account the level of infrastructure necessary to facilitate development, development under the alternative would not be able to attract sources of equity and debt financing sufficient to fund the project's site and infrastructure costs, would not be able to fund ongoing maintenance and operation costs, and would not produce a market rate return on investment that meets the requirements of AB 418. While the alternative would comply with the *Pier 70 Risk Management Plan*, it would not include sustainability features over and above those currently required by the Planning and Building codes. The alternative would include construction of an engineered berm to protect the shoreline against projected levels of sea level rise. However, the alternative would not elevate building parcels, nor would it include a financing strategy to enable the project to adapt to future, increased levels of sea level rise.

3. **2010 Pier 70 Master Plan Alternative.**

The 2010 Pier 70 Master Plan Alternative would conform to the Port of San Francisco's 2010 Pier 70 Preferred Master Plan. The 2010 Pier 70 Master Plan Alternative includes approximately 31.4 acres, and would not include development on the 3.6-acre Hoedown Yard (which would continue to be owned and operated by PG&E as a storage and maintenance yard). Under the 2010 Pier 70 Master Plan Alternative, the General Plan and Planning Code would be amended, adding a new Pier 70 SUD, which would

establish land use and zoning controls for the 31.4-acre site. The existing Zoning Map would be amended to show changes from the current Zoning District (M-2 and P) to the proposed SUD zoning. Under this alternative, as under the Project, the existing Height and Bulk Districts of 65-X and 40-X would be increased to 90-X, except for a 100-foot-wide portion adjacent to the shoreline that would remain at 40 feet, but would become public open space under this alternative.

The 2010 Pier 70 Master Plan Alternative would include approximately 2,153,330 gsf of development, about 50 percent less square footage than under the Project. This alternative would include 195 residential units totaling 160,440 gsf, 1,698,780 gsf of commercial (office) use, 188,610 gsf of retail use, and 105,500 gsf of arts/light-industrial uses. The 2010 Pier 70 Master Plan Alternative would provide 405 on-street vehicle parking spaces and 2,120 off-street spaces located on several surface parking lots on the site. Under this alternative, 8.07 acres of open space would be constructed, including promenade and terrace areas along the waterfront, a plaza and market square around Buildings 2 and 12, an open space block along the northern portion of the 28-Acre Site, and a plaza on 20th Street around Building 3A. Unlike the Project, this alternative does not include the Maximum Residential Scenario and the Maximum Commercial Scenario as optional development scenarios.

Like the Project, this alternative would include a Design for Development document comparable to that of the Project, but would apply specifically to the height districts, use program, and site plan for streets, configuration of parcels, and open spaces under this alternative. As with the Project, the Design for Development under this alternative would establish standards and guidelines for the rehabilitation of historic buildings, buildable zones for infill construction, and would contain project-wide as well as location-specific massing and architecture requirements that would govern the design of infill construction within the project site to ensure architectural compatibility with historic buildings within the UIW Historic District.

Under the 2010 Pier 70 Master Plan Alternative, a total of 293,228 gsf of existing buildings would be retained and rehabilitated in accordance with the Secretary of the Interior's Standards. Buildings 2, 12, and 19 on the project site would be retained and rehabilitated in their current location, and Building 21 would be relocated just to the south of the Historic Core boundary, at the intersection of Louisiana and 21st streets within the project site. The remaining six structures on the project site (Buildings 11, 15, 16, 25, 32, and 66), containing about 86,793 gsf, would be demolished. As with the Project, the northern spur of the Irish Hill remnant would be removed to allow for the construction of 21st Street. The less-than-significant impacts associated with the demolition of contributing Building 19, specifically, under the Project, would be reduced to a level of no impact under this alternative, because this building would be retained.

Similar to the Project, the 2010 Pier 70 Master Plan Alternative includes construction of transportation and circulation improvements. Under this alternative, the following transportation and circulation improvements would be implemented: construction of new 21st Street, reconstruction of 20th and 22nd streets, and construction of new Louisiana and Maryland streets. All new and reconstructed streets would be built with sidewalks. The 2010 Pier 70 Master Plan Alternative would include the same bicycle circulation improvements (Bay Trail extension, Class II and Class III facilities on internal streets, and a bikeshare location) as the Project. The 2010 Pier 70 Master Plan Alternative would include the same TDM program as the Project, with exception of those items that pertain only to residential tenants. The TDM program would include establishment of a TMA that employs an on-site transit coordinator, operation of

a shuttle system, maintenance of a TMA website with real-time transit information, distribution of educational documents, coordination of ride-matching services, enrollment in Emergency Ride Home program, employment of a district parking strategy, unbundled residential and commercial parking, provision of car-share parking spaces, metering of on-street parking, and parking wayfinding signage across the site.

Under this alternative, new and upgraded utilities and infrastructure, and a new 20th Street pump station, would be constructed. A combined sewer and stormwater system would be built, similar to Option 1 under the Project, but with slightly different alignments due to different building and roadway siting and locations. Unlike the Project, this alternative does not include variants. The 2010 Pier 70 Master Plan Alternative would further some of the project sponsors' objectives.

The 2010 Pier 70 Master Plan Alternative includes about 47,962 cubic yards of off-haul of excavated materials and about 8,900 cubic yards of clean fill import. It also includes construction of an engineered berm along the eastern property boundary with an approximately 3:1 slope and a maximum height of approximately 4 feet to address projected sea level rise flooding risks. Shoreline protection improvements under this alternative, including placement of new rip-rap along the water's edge, would be similar to those under the Project. Like the Project, implementation of this alternative would take place over a period of 11 years and in several phases (up to five for the Project, up to four for this alternative). Similar to the Project, an exchange of land under the Public Trust Exchange Agreement would occur under the 2010 Pier 70 Master Plan Alternative in order to clarify the Public Trust status portions of Pier 70, which would free some portions of the project site from the Public Trust while committing others to the Public Trust.

The Project's transit impacts would be reduced but would still be significant and unavoidable with mitigation under the 2010 Pier 70 Master Plan Alternative. As with the Project, loading impacts would remain significant and unavoidable even with implementation of identified mitigation. The 2010 Pier 70 Master Plan Alternative would avoid the significant cumulative noise increases that would occur under either scenario of the Project. This alternative would substantially reduce the number of roadway segments subject to significant noise increases. With implementation of Mitigation Measure M-AQ-1f, Transportation Demand Management, these increases could be reduced by up to 1.0 dB, and all but two of these significant cumulative noise increases would be reduced to less than significant. Although there would still be a significant and unavoidable cumulative impact under this alternative for two roadway segments (20th Street east of Illinois Street and 25th Street east of Third Street), the degree of impact on both of these segments would be less than the Project. The 2010 Pier 70 Master Plan Alternative's contribution to this cumulative impact would still be cumulatively considerable, but substantially less than the Project. Like the Project, the 2010 Pier 70 Master Plan Alternative would result in air quality impacts that remain significant and unavoidable with mitigation, although these impacts would be reduced compared to the Project.

The 2010 Pier 70 Master Plan Alternative is rejected as infeasible because, although it would reduce to less-than-significant impacts associated with increase in ambient noise levels identified as significant and unavoidable with mitigation for the Project, it would not reduce to a less-than-significant level any of the other impacts identified as significant and unavoidable with mitigation for the Project. Additionally, the 2010 Pier 70 Master Plan Alternative would not meet many of the project objectives. The alternative would retain and reuse a former industrial complex that would continue to be a part of an historic

district. However, the alternative would have fewer amenities and services and overall density of residential uses would be substantially reduced, eliminating the mixed-use nature of the project. The alternative would provide only one parcel for housing, with the standard level of affordable housing units. The alternative would have a reduced amount of open space. While the alternative would likely include development able to fund ongoing maintenance and operation costs, it may not be able to produce a market rate return on investment that meets the requirements of AB 418 and therefore would not attract cost-efficient sources of equity and debt financing sufficient to fund the project's site and infrastructure construction costs. Finally, the 2010 Pier 70 Master Plan Alternative does not include future development at the Hoedown Yard.

B. Alternatives Considered and Rejected

1. **Maritime Use Alternative.**

The Maritime Use Alternative would contain only maritime; industrial; production, distribution and repair (PDR); and parking uses throughout the entirety of the project site, consistent with existing zoning and height limits. This alternative would be more consistent with the current and past uses at the site. The resulting project would have a significantly lower intensity, which would reduce project trips and associated noise and air quality impacts. It would also eliminate residential uses at both the 28-Acre Site and Illinois Parcels, which would address potential transportation, noise and vibration, and air quality impacts. However, the maritime or industrial uses could themselves produce greater noise and/or air quality impacts as compared to the Project.

This alternative was ultimately not selected as it does not achieve a variety of the project sponsors' basic objectives. The Maritime Use Alternative would significantly modify the Project to allow only maritime, industrial, PDR, and parking uses. The overall intensity would be significantly less than the Project. The Maritime Use Alternative would not fully meet the project objectives of providing a new, activated waterfront open space and providing access to San Francisco Bay where it has historically been precluded, by opening the eastern shore of the site to the public with a significant new waterfront park, and creating a pedestrian- and bicycle-friendly environment. This alternative would result in no new affordable housing. Additionally, the alternative would not attract sources of equity and debt financing sufficient to fund the alternative's site and infrastructure construction costs or fund ongoing maintenance and operation costs, and would not achieve a market-rate return on investment that meets the requirements of Assembly Bill No. 418 (2011).

2. **No Hoedown Yard Alternative.**

The No Hoedown Yard Alternative would modify the Project to eliminate all future development at or improvement of the approximately 3.6-acre Hoedown Yard parcel. This condition would occur if PG&E were unable to find a suitable area to relocate the utilities operations that currently occur at the Hoedown Yard. This alternative would result in a total open space area of 6.7 acres at the project site, a 2.3 acre reduction from the Project. The No Hoedown Yard Alternative would also result in a reduced intensity of development. The No Hoedown Yard Alternative would result in reduced excavation at the Hoedown Yard parcel. Except for these modifications, the No Hoedown Yard Alternative would include components similar to the Project.

The No Hoedown Yard Alternative would not require the approval of the California Public Utilities Commission of PG&E's sale of Hoedown Yard parcel. Otherwise, all of the same approval actions as those listed for the Project in Section 2.G of this EIR.

This alternative would meet most, but not all, of the Project Sponsors' objectives. However, this EIR analyzes as an alternative the 2010 Pier 70 Master Plan Alternative, which includes approximately 32 acres, and excludes all land associated with the Hoedown Yard. Accordingly, the No Hoedown Yard Alternative was ultimately not selected for further consideration because the 2010 Pier 70 Master Plan Alternative similarly excluded the Hoedown Yard, and therefore analysis of this alternative would be redundant. Additionally, this alternative would not substantially reduce environmental impacts as compared to the Project.

3. **Noise Compatibility Alternative.**

The Noise Compatibility Alternative would be similar to the Project but would allow only commercial-office and RALI uses on the Illinois Parcels, in order to prevent exposure of future sensitive receptors (that would locate on Illinois Street within the project site) to significant noise impacts. This alternative was also intended to address comments submitted on behalf of the American Industrial Center during the Notice of Preparation public comment period. Except for the modification in allowable uses, the Noise Compatibility Alternative would include components similar to the Project and would meet most of the project sponsor's objectives. Mitigation Measure M-NO-6: Design of Future Noise-Sensitive Uses would require that a noise study be conducted by a qualified acoustician who shall determine the need to incorporate noise attenuation measures into the building design. Under the Project, Mitigation Measure M-NO-6 would reduce the potentially significant noise impact on proposed residential sensitive receptors in the Illinois Parcels to a less-than-significant level. Because no significant and unavoidable impact on proposed residential sensitive receptors would result under the Project, the identification and evaluation of a Noise Compatibility Alternative is not required under CEQA.

VII. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to Public Resources Section 21081 and CEQA Guidelines Section 15093, it is hereby found, after consideration of the Final EIR and the evidence in the record, that each of the specific overriding economic, legal, social, technological and other benefits of the Project as set forth below independently and collectively outweighs the significant and unavoidable impacts and is an overriding consideration warranting approval of the Project. Any one of the reasons for approval cited below is sufficient to justify approval of the Project. Thus, even if a court were to conclude that not every reason is supported by substantial evidence, this determination is that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the Final EIR and the preceding findings, which are incorporated by reference into this Section, and in the documents found in the administrative record, as described in Section I.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, it is specifically found that there are significant benefits of the Project in spite of the unavoidable significant impacts. It is further found that, as part of the process of obtaining Project approval, all significant effects

on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. Any remaining significant effects on the environment found to be unavoidable are found to be acceptable due to the following specific overriding economic, technical, legal, social and other considerations:

- The Project would implement the open space, housing, affordability, historic rehabilitation, artist community preservation, commercial, waterfront height limit and urban design policies endorsed by the voters in Proposition F for the 28-Acre Site (November 2014).

- The Project would serve, along with the Historic Core Project (also referred to as the Orton Project) and Crane Cove Park, as a catalyst project for Pier 70 to support the Port's site-wide goals established in the *Pier 70 Preferred Master Plan*, including new infrastructure, streets and utilities, and new revenue to fund other Pier 70 improvements.

- The Project would invest over $390 million in improvements in transportation and other infrastructure critical to serving the Project Site, the Union Iron Works Historic District, the historic ship repair operations and the surrounding neighborhood.

- The Project would create a unique San Francisco neighborhood within an industrial historic district that includes new, activated waterfront open spaces with the amenities and services necessary to support a diverse, thriving community of residents and workers, while addressing potential land use conflicts with ongoing ship repair at Pier 70.

- The Project would provide a model of 21st century sustainable urban development by implementing the *Pier 70 Risk Management Plan* approved by the San Francisco Bay Regional Water Quality Control Board; encouraging energy and water conservation systems; and reducing vehicle usage, emissions, and vehicle miles traveled to reduce the carbon footprint impacts of new development, consistent with the Port's *Climate Action Plan*.

- Development of the 28-Acre Site will include sustainability measures required under the Design for Development, Infrastructure Plan, TDM Plan, and MMRP, seeking to enhance livability, health and wellness, mobility and connectivity, ecosystem stewardship, climate protection, and resource efficiency of the 28-Acre Site.

- The Project's Transportation Plan, which includes a TDM plan, would provide a full suite of measures to reduce vehicles on the road and would result in a minimum of a 20% vehicle trip reduction.

- The Project would provide dense, mixed-income housing that includes both ownership and rental opportunities, to attract a diversity of household types in order to help San Francisco meet its fair share of regional housing needs.

- The Project would create between approximately 300 and 600 new affordable homes, comprising 30% of all new homes at the 28-Acre Site. The Project would also include a priority housing program for residents of District 10, to the extent allowable under applicable law.

- The Project would generate approximately $15-20 million in revenue to support the rebuild of public housing facilities, such as the nearby Potrero Annex and Potrero Terrace public housing communities, in accordance with Board Resolution No. 54-14.

- The Project would provide long overdue improvements and revitalize the former industrial site that is currently asphalt lots and deteriorating buildings behind chain link fences, which prohibit public access to the waterfront.

- The Project would provide access to San Francisco Bay where it has been historically precluded, by opening the eastern shore of the site to the public with a major new waterfront park, extending the Bay Trail, and establishing the Blue Greenway, all of which will create a pedestrian- and bicycle-friendly environment.

- The Project would incorporate cutting edge streetscape design that prioritizes pedestrian access, such as providing a raised street design at Maryland and 20th Street at the waterfront and over 50% of the Project site as open space or pedestrian only paths.

- The Project's design would provide an innovative approach to complement the Union Iron Works Historic District, with the Pier 70 SUD Design for Development document establishing standards and guidelines for rehabilitation of historic buildings, as well as maximum building heights and buildable zones for infill construction and project-side and location-specific massing and architecture requirements. Key design features of the Design for Development intended to enhance compatibility of new infill construction with adjacent historical resources in the UIW Historic District include: (1) buffer zones; (2) facades and materiality; (3) adjacency to historical resources.

- The Project would establish nine acres of parks, playgrounds and recreational facilities on and adjacent to the Project Site, more than tripling the amount of parks in the Dogpatch neighborhood. Potential rooftop areas adjacent to Irish Hill would provide active recreation opportunities, such as playing fields and courts.

- Private development will bear the cost for long-term maintenance and management of parks and open spaces within the Project, as well as future sea level rise improvements.

- The Project would include dedicated on-site childcare for at least 100 children to serve area residents and workers, to be operated by a qualified non-profit operator.

- The Project would rehabilitate three contributors to the Union Iron Works Historic District to accommodate new uses consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties, and design and build new infrastructure, public realm areas,

parks and buildings consistent with the Infill Development Design Criteria within the Port's *Pier 70 Preferred Master Plan* and support the continued integrity of the Union Iron Works Historic District.

- The Project would create business and employment opportunities, including an estimated 10,000 permanent jobs and 11,000 temporary construction jobs, for local workers and businesses during the design, construction, and operation phases of the Project. The Project sponsors have committed to hiring local employees for 30% of the infrastructure and building construction jobs, and implementing a small diversity business program and a workforce training program that partners with local organizations.

- The Project would provide substantial new and renovated space for arts, cultural, non-profits, small-scale manufacturing, local retail and neighborhood services, including a new arts facility up to 90,000 square feet and 50,000 square feet of production, distribution and repair (PDR) uses.

- The Project would preserve the artist community currently located in the Noonan Building in new state-of-the-art, on-site space that is affordable, functional and aesthetic.

- The Project would elevate and reinforce site infrastructure and building parcels to allow the new Pier 70 neighborhood to be resilient to projected levels of sea level rise and any major seismic event, as well as incorporate financing strategies and generate funding streams that enable the project and the Port's Bay shoreline to adapt to future, increased levels of sea level rise.

- The Project would construct a high-quality, public-private development project that can attract sources of public investment, equity, and debt financing sufficient to fund the Project's site and infrastructure costs, fund ongoing maintenance and operation costs, and produce a market rate return investment that meets the requirement of Assembly Bill (AB) 418 (2011) and allows the Port to further its Public Trust mandate and mission.

- The project will provide training and hiring opportunities for hiring San Francisco residents and formerly homeless and economically disadvantaged individuals for temporary construction and permanent jobs, including local hire mandatory participation at 30% per trade, opportunities for local business enterprise participation and first source hiring.

Having considered the above, the Planning Commission finds that the benefits of the Project outweigh the unavoidable adverse environmental effects identified in the Final EIR, and that those adverse environmental effects are therefore acceptable.

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Planning Commission Resolution No. XXXXX

HEARING DATE: AUGUST 24, 2017

Case No.:	**2014-001272GPA**
Project Name:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District P (Public) Zoning District 40-X and 65-X Height and Bulk Districts
Block/Lot:	4052/001, 4110/001 and 008A, 4111/004, 4120/002,
Proposed Zoning:	Pier 70 Mixed-Use Zoning District 65-X and 90-X Height and Bulk Districts
Project Sponsor:	Port of San Francisco and Forest City Development California Inc.
Staff Contact:	Richard Sucre – (415) 575-9108 richard.sucre@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO MAP NO. 04 AND MAP NO. 05 OF THE URBAN DESIGN ELEMENT OF GENERAL PLAN AND THE LAND USE INDEX OF THE GENERAL PLAN TO PROVIDE REFERENCE TO THE PIER 70 MIXED-USE PROJECT SPECIAL USE DISTRICT, AND MAKING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1, AND FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

WHEREAS, Section 4.105 of the Charter of the City and County of San Francisco provides to the Planning Commission the opportunity to periodically recommend General Plan Amendments to the Board of Supervisors; and

WHEREAS, pursuant to Planning Code Section 340(C), the Planning Commission ("Commission") initiated a General Plan Amendment for the Pier 70 Mixed-Use Project ("Project"), per Planning Commission Resolution No. 19949 on June 22, 2017.

WHEREAS, these General Plan Amendments would enable the Project. The Project includes new market-rate and affordable residential uses, commercial use, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space.

WHEREAS, the Project would construct new buildings that would range in height from 50 to 90 feet, as is consistent with Proposition F which was passed by the voters of San Francisco in November 2014.

WHEREAS, these General Plan Amendments would amend Map No. 04 "Urban Design Guidelines for Heights of Buildings" and Map No. 5 "Urban Design Guidelines for Bulk of Buildings" in the Urban Design Element to reference the Pier 70 Mixed-Use Project Special Use District, as well as update and amend the Land Use Index of the General Plan accordingly.

WHEREAS, this Resolution approving these General Plan Amendments is a companion to other legislative approvals relating to the Pier 70 Mixed-Use Project, including recommendation of approval of Planning Code Text Amendments and Zoning Map Amendments, approval of the Pier 70 SUD Design for Development and recommendation for approval of the Development Agreement.

WHEREAS, on August 24, 2017, the Planning Commission reviewed and considered the Final EIR for the Pier 70 Mixed Project (FEIR) and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

WHEREAS, on August 24, 2017, by Motion No. XXXXX, the Commission certified the Final Environmental Impact Report for the Pier 70 Mixed-Use Project as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA").

WHEREAS, on August 24, 2017, the Commission by Motion No. XXXXX approved California Environmental Quality Act (CEQA) Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2014-001272ENV, for approval of the Project, which findings are incorporated by reference as though fully set forth herein.

WHEREAS, the CEQA Findings included adoption of a Mitigation Monitoring and Reporting Program (MMRP) as Attachment B, which MMRP is hereby incorporated by reference as though fully set forth herein and which requirements are made conditions of this approval.

WHEREAS, on July 20, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on General Plan Amendment Application Case No. 2014-001272GPA. At the public hearing on July 20, 2017, the Commission continued the adoption of the General Plan Amendment Application to the public hearing on August 24, 2017.

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, would amend Map No. 04 "Urban Design Guidelines for Heights of Buildings" and Map No. 05 "Urban Design Guidelines for Bulk of Buildings" in the Urban Design Element, and the Land Use Index of the General Plan.

NOW THEREFORE BE IT RESOLVED, that the Planning Commission hereby finds that the General Plan Amendments promote the public welfare, convenience and necessity for the following reasons:

1. The General Plan Amendments would help implement the Pier 70 Mixed-Use Project development, thereby evolving currently under-utilized industrial land for needed housing, commercial space, and parks and open space.
2. The General Plan Amendments would help implement the Pier 70 Mixed-Use Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy, as well as community facilities and parks for new and existing residents.

3. The General Plan Amendments would help implement the Pier 70 Mixed-Use Project by enabling the creation of a mixed-use and sustainable neighborhood, with fully rebuilt infrastructure. The new neighborhood would improve the site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's central waterfront.
4. The General Plan Amendments would enable the construction of a new vibrant, safe, and connected neighborhood, including new parks and open spaces. The General Plan Amendments would help ensure a vibrant neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.
5. The General Plan Amendments would enable construction of new housing, including new on-site affordable housing, and new arts, retail and manufacturing uses. These new uses would create a new mixed-use neighborhood that would strengthen and complement nearby neighborhoods.
6. The General Plan Amendments would facilitate the preservation and rehabilitation of portions of the Union Iron Works Historic District--an important historic resource listed in the National Register of Historic Places.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds these General Plan Amendments are in general conformity with the General Plan, and the Project and its approvals associated therein, all as more particularly described in Exhibit A to the Development Agreement on file with the Planning Department in Case No. 2014-001272DVA, are each on balance, consistent with the following Objectives and Policies of the General Plan, as it is proposed to be amended as described herein, and as follows:

HOUSING ELEMENT

OBJECTIVE 1
IDENTIFY AND MAKE AVAILABLE FOR DEVELOPMENT ADEQUATE SITES TO MEET THE CITY'S HOUSING NEEDS, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING.

POLICY 1.1
Plan for the full range of housing needs in the City and County of San Francisco, especially affordable housing.

POLICY 1.8
Promote mixed use development, and include housing, particularly permanently affordable housing, in new commercial, institutional or other single use development projects.

POLICY 1.10
Support new housing projects, especially affordable housing, where households can easily rely on public transportation, walking and bicycling for the majority of daily trips.

The Project is a mixed-use development with between 1,645 and 3,025 dwelling units at full project build-out, which provides a wide range of housing options. As detailed in the Development Agreement, the Project exceeds the inclusionary affordable housing requirements

of the Planning Code, through a partnership between the developer and the City to reach a 30% affordable level.

OBJECTIVE 11
SUPPORT AND RESPECT THE DIVERSE AND DISTINCT CHARACTER OF SAN FRANCISCO'S NEIGHBORHOODS.

POLICY 11.1
Promote the construction and rehabilitation of well-designed housing that emphasizes beauty, flexibility, and innovative design, and respects existing neighborhood character.

POLICY 11.2
Ensure implementation of accepted design standards in project approvals.

POLICY 11.7
Respect San Francisco's historic fabric, by preserving landmark buildings and ensuring consistency with historic districts.

The Project, as described in the Development Agreement and controlled in the Design for Development (D4D), includes a program of substantial community benefits designed to revitalize a former industrial shipyard and complement the surrounding neighborhood. Through the standards and guidelines in the D4D, the Project would respect the character of existing historic resources, while providing for a distinctly new and unique design. The Project retains three historic resources (Buildings 2, 12 and 21) and preserves the character of the Union Iron Works Historic District by providing for compatible new construction.

OBJECTIVE 12
BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

POLICY 12.1
Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

POLICY 12.2
Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

The Project appropriately balances housing with new and improved infrastructure and related public benefits.

The project site is located adjacent to a transit corridor, and is within proximity to major regional and local public transit. The Project includes incentives for the use of transit, walking and bicycling through its TDM program. In addition, the Project's streetscape design would enhance vehicular, bicycle and pedestrian access and connectivity through the site. The Project will establish a new bus line through the project site, and will provide an open-to-the-public shuttle.

Therefore, new residential and commercial buildings constructed as part of the Project would rely on transit use and environmentally sustainable patterns of movement.

The Project will provide over nine acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, a minimum ½ acre active recreation on the rooftop of buildings, and waterfront parks along 1,380 feet of shoreline.

The Project includes substantial contributions related to quality of life elements such as open space, affordable housing, transportation improvements, childcare, schools, arts and cultural facilities and activities, workforce development, youth development, and historic preservation.

COMMERCE AND INDUSTRY ELEMENT

OBJECTIVE 1
MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

POLICY 1.1
Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

The Project is intended to provide a distinct mixed-use development with residential, office, retail, cultural, and open space uses. The Project would leverage the Project site's location on the Central Waterfront and close proximity to major regional and local public transit by building a dense mixed-use development that allows people to work and live close to transit. The Project's buildings would be developed in a manner that reflects the Project's unique location in a former industrial shipyard. The Project would incorporate varying heights, massing and scale, maintaining a strong streetwall along streets, and focused attention around public open spaces. The Project would create a balanced commercial center with a continuum of floorplate sizes for a range of users, substantial new on-site open space, and sufficient density to support and activate the new active ground floor uses and open space in the Project.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project would also construct high-quality housing with sufficient density to contribute to 24-hour activity on the Project site, while offering a mix of unit types, sizes, and levels of affordability to accommodate a range of potential residents. The Project would facilitate a vibrant, interactive ground plane for Project and neighborhood residents, commercial users, and the public, with public spaces that could accommodate a variety of events and programs, and adjacent ground floor building spaces that include elements such as transparent building frontages and large, direct access points to maximize circulation between, and cross-activation of, interior and exterior spaces.

OBJECTIVE 2
MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

POLICY 2.1
Seek to retain existing commercial and industrial activity and to attract new such activity to the city.

See above (Commerce and Industry Element Objective 1 and Policy 1.1) which explain the Project's contribution to the City's overall economic vitality.

OBJECTIVE 3
PROVIDE EXPANDED EMPLOYMENT OPPORTUNITIES FOR CITY RESIDENTS, PARTICULARLY THE UNEMPLOYED AND ECONOMICALLY DISADVANTAGED.

POLICY 3.2
Promote measures designed to increase the number of San Francisco jobs held by San Francisco residents.

The Project would help meet the job creation goals established in the City's Economic Development Strategy by generating new employment opportunities and stimulating job creation across all sectors. The Project will provide expanded employment opportunities for City residents at all employment levels, both during and after construction. The Development Agreement, as part of the extensive community benefit programs, includes focused workforce first source hiring – both construction and end-user – as well as a local business enterprise component.

TRANSPORTATION ELEMENT

OBJECTIVE 2
USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

POLICY 2.1
Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

POLICY 2.5
Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.

The Project is located within a former industrial shipyard, and will provide new local, regional, and statewide transportation services. The Project is located in close proximity to the Caltrain Station on 22nd Street, and the Muni T-Line along 3rd Street. The Project includes a detailed TDM program, including various performance measures, physical improvements and monitoring and enforcement measures designed to create incentives for transit and other alternative to the single occupancy vehicle for both residential and commercial buildings. In addition, the Project's design, including its streetscape elements, is intended to promote and enhance walking and bicycling.

OBJECTIVE 23

IMPROVE THE CITY'S PEDESTRIAN CIRCULATION SYSTEM TO PROVIDE FOR EFFICIENT, PLEASANT, AND SAFE MOVEMENT.

POLICY 23.1
Provide sufficient pedestrian movement space with a minimum of pedestrian congestion in accordance with a pedestrian street classification system.

POLICY 23.2
Widen sidewalks where intensive commercial, recreational, or institutional activity is present, sidewalks are congested, where sidewalks are less than adequately wide to provide appropriate pedestrian amenities, or where residential densities are high.

POLICY 23.6
Ensure convenient and safe pedestrian crossings by minimizing the distance pedestrians must walk to cross a street.

The Project will re-establish a street network on the project site, and will provide pedestrian improvements and streetscape enhancement measures as described in the D4D and reflected in the mitigation measures and Transportation Plan in the Development Agreement. The Project would establish 21st Street (between the existing 20th and 22nd Streets) and Maryland Street, which would function as a main north-south thoroughfare through the project site. Each of the new streets would have sidewalks and streetscape improvements as is consistent with the Better Streets Plan.

URBAN DESIGN ELEMENT

OBJECTIVE 1
EMPHASIS OF THE CHARACTERISTIC PATTERN WHICH GIVES TO THE CITY AND ITS NEIGHBORHOODS AN IMAGE, A SENSE OF PURPOSE, AND A MEANS OF ORIENTATION.

POLICY 1.1
Recognize and protect major views in the city, with particular attention to those of open space and water.

As explained in the D4D, the Project uses a mix of scales and interior and exterior spaces, with this basic massing further articulated through carving and shaping the buildings to create views and variety on the project site, as well as pedestrian-friendly, engaging spaces on the ground. The Project maintains and opens view corridors to the waterfront.

POLICY 1.2
Recognize, protect and reinforce the existing street pattern, especially as it is related to topography.

POLICY 1.3
Recognize that buildings, when seen together, produce a total effect that characterizes the city and its districts.

The Project would re-establish the City's street pattern on the project site, and would construct new buildings, which would range in height from 50 and 90 feet. These new buildings would be viewed in conjunction with the three existing historic resources (Buildings 2, 12 and 21) on the project site, and the larger Union Iron Works Historic District. The Project would include new construction, which is sensitive to the existing historic context, and would be compatible, yet differentiated, from the historic district's character-defining features. The Project is envisioned as an extension of the Central Waterfront and Dogpatch neighborhoods.

OBJECTIVE 2
CONSERVATION OF RESOURCES WHICH PROVIDE A SENSE OF NATURE, CONTINUITY WITH THE PAST, AND FREEDOM FROM OVERCROWDING.

POLICY 2.4
Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

POLICY 2.5
Use care in remodeling of older buildings, in order to enhance rather than weaken the original character of such buildings.

The Project would revitalize a portion of a former industrial shipyard, and would preserve and rehabilitate important historic resources, including Buildings 2, 12 and 21, which contribute to the Union Iron Works Historic District, which is listed in the National Register of Historic Places. New construction would be designed to be compatible, yet differentiated, with the existing historic context.

RECREATION AND OPEN SPACE ELEMENT

OBJECTIVE 1
ENSURE A WELL-MAINTAINED, HIGHLY UTILIZED, AND INTEGRATED OPEN SPACE SYSTEM.

POLICY 1.1
Encourage the dynamic and flexible use of existing open spaces and promote a variety of recreation and open space uses, where appropriate.

POLICY 1.7
Support public art as an essential component of open space design.

The Project would build a network of waterfront parks, playgrounds and recreational facilities on the 28-Acre Site that, with development of the Illinois Street Parcels, will more than triple the amount of parks in the neighborhood. The Project will provide over nine acres of new open space for a variety of activities, including an Irish Hill playground, a market square, a central commons, a minimum ½ acre active recreation on the rooftop of buildings, and waterfront parks along 1,380 feet of shoreline. In addition, the Project would provide new private open space for each of the new dwelling units.

POLICY 1.12
Preserve historic and culturally significant landscapes, sites, structures, buildings and objects.

See Discussion in Urban Element Objective 2, Policy 2.4 and 2.5.

OBJECTIVE 3
IMPROVE ACCESS AND CONNECTIVITY TO OPEN SPACE.

POLICY 3.1
Creatively develop existing publicly-owned right-of-ways and streets into open space.

The Project provides nine acres of new public open space and opens up new connections to the shoreline in the Central Waterfront neighborhood. The Project would encourage non-automobile transportation to and from open spaces, and would ensure physical accessibility these open spaces to the extent feasible.

CENTRAL WATERFRONT AREA PLAN
Objectives and Policies

Land Use

OBJECTIVE 1.1
ENCOURAGE THE TRANSITION OF PORTIONS OF THE CENTRAL WATERFRONT TO A MORE MIXED-USE CHARACTER, WHILE PROTECTING THE NEIGHBORHOOD'S CORE OF PDR USES AS WELL AS THE HISTORIC DOGPATCH NEIGHBORHOOD.

POLICY 1.1.2
Revise land use controls in formerly industrial areas outside the core Central Waterfront industrial area, to create new mixed use areas, allowing mixed-income housing as a principal use, as well as limited amounts of retail, office, and research and development, while protecting against the wholesale displacement of PDR uses.

POLICY 1.1.7
Ensure that future development of the Port's Pier 70 Mixed Use Opportunity Site supports the Port's revenue-raising goals while remaining complementary to the maritime and industrial nature of the area.

POLICY 1.1.10
While continuing to protect traditional PDR functions that need large, inexpensive spaces to operate, also recognize that the nature of PDR businesses is evolving gradually so that their production and distribution activities are becoming more integrated physically with their research, design and administrative functions.

OBJECTIVE 1.2

IN AREAS OF THE CENTRAL WATERFRONT WHERE HOUSING AND MIXED-USE IS ENCOURAGED, MAXIMIZE DEVELOPMENT POTENTIAL IN KEEPING WITH NEIGHBORHOOD CHARACTER.

POLICY 1.2.1
Ensure that infill housing development is compatible with its surroundings.

POLICY 1.2.2
For new construction, and as part of major expansion of existing buildings in neighborhood commercial districts, require housing development over commercial. In other mixed-use districts encourage housing over commercial or PDR where appropriate.

POLICY 1.2.3
In general, where residential development is permitted, control residential density through building height and bulk guidelines and bedroom mix requirements.

POLICY 1.2.4
Identify portions of Central Waterfront where it would be appropriate to increase maximum heights for residential development.

OBJECTIVE 1.4
SUPPORT A ROLE FOR "KNOWLEDGE SECTOR" BUSINESSES IN APPROPRIATE PORTIONS OF THE CENTRAL WATERFRONT.

POLICY 1.4.1
Continue to permit manufacturing uses that support the Knowledge Sector in the Mixed Use and PDR districts of the Central Waterfront.

POLICY 1.4.3
Allow other Knowledge Sector office uses in portions of the Central Waterfront where it is appropriate.

OBJECTIVE 1.7
RETAIN THE CENTRAL WATERFRONT'S ROLE AS AN IMPORTANT LOCATION FOR PRODUCTION, DISTRIBUTION, AND REPAIR (PDR) ACTIVITIES

POLICY 1.7.3
Require development of flexible buildings with generous floor-to-ceiling heights, large floor plates, and other features that will allow the structure to support various businesses.

Housing

OBJECTIVE 2.1
ENSURE THAT A SIGNIFICANT PERCENTAGE OF NEW HOUSING CREATED IN THE CENTRAL WATERFRONT IS AFFORDABLE TO PEOPLE WITH A WIDE RANGE OF INCOMES.

POLICY 2.1.1
Require developers in some formally industrial areas to contribute towards the City's very low, low, moderate and middle income needs as identified in the Housing Element of the General Plan.

OBJECTIVE 2.3
REQUIRE THAT A SIGNIFICANT NUMBER OF UNITS IN NEW DEVELOPMENTS HAVE TWO OR MORE BEDROOMS EXCEPT SENIOR HOUSING AND SRO DEVELOPMENTS UNLESS ALL BELOW MARKET RATE UNITS ARE TWO OR MORE BEDROOM UNITS.

POLICY 2.3.1
Target the provision of affordable units for families.

POLICY 2.3.2
Prioritize the development of affordable family housing, both rental and ownership, particularly along transit corridors and adjacent to community amenities.

POLICY 2.3.3
Require that a significant number of units in new developments have two or more bedrooms, except Senior Housing and SRO developments.

POLICY 2.3.4
Encourage the creation of family supportive services, such as child care facilities, parks and recreation, or other facilities, in affordable housing or mixed-use developments.

Built Form

OBJECTIVE 3.1
PROMOTE AN URBAN FORM THAT REINFORCES THE CENTRAL WATERFRONT'S DISTINCTIVE PLACE IN THE CITY'S LARGER FORM AND STRENGTHENS ITS PHYSICAL FABRIC AND CHARACTER.

POLICY 3.1.1
Adopt heights that are appropriate for the Central Waterfront's location in the city, the prevailing street and block pattern, and the anticipated land uses, while producing buildings compatible with the neighborhood's character.

POLICY 3.1.2
Development should step down in height as it approaches the Bay to reinforce the city's natural topography and to encourage and active and public waterfront.

POLICY 3.1.6
New buildings should epitomize the best in contemporary architecture, but should do so with full awareness of, and respect for, the height, mass, articulation and materials of the best of the older buildings that surrounds them.

POLICY 3.1.9

Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

OBJECTIVE 3.2
PROMOTE AN URBAN FORM AND ARCHITECTURAL CHARACTER THAT SUPPORTS WALKING AND SUSTAINS A DIVERSE, ACTIVE AND SAFE PUBLIC REALM.

POLICY 3.2.1
Require high quality design of street-facing building exteriors.

POLICY 3.2.2
Make ground floor retail and PDR uses as tall, roomy and permeable as possible.

POLICY 3.2.5
Building form should celebrate corner locations.

OBJECTIVE 3.3
PROMOTE THE ENVIRONMENTAL SUSTAINABILITY, ECOLOGICAL FUNCTIONING AND THE OVERALL QUALITY OF THE NATURAL ENVIRONMENT IN THE PLAN AREA

POLICY 3.3.1
Require new development to adhere to a new performance-based ecological evaluation tool to improve the amount and quality of green landscaping.

POLICY 3.3.3
Enhance the connection between building form and ecological sustainability by promoting use of renewable energy, energy-efficient building envelopes, passive heating and cooling, and sustainable materials.

Transportation

OBJECTIVE 4.1
IMPROVE PUBLIC TRANSIT TO BETTER SERVE EXISTING AND NEW DEVELOPMENT IN CENTRAL WATERFRONT

POLICY 4.1.4
Reduce existing curb cuts where possible and restrict new curb cuts to prevent vehicular conflicts with transit on important transit and neighborhood commercial streets.

POLICY 4.1.6
Improve public transit in the Central Waterfront including cross-town routes and connections the 22nd Street Caltrain Station and Third Street Light Rail.

OBJECTIVE 4.3

ESTABLISH PARKING POLICIES THAT IMPROVE THE QUALITY OF NEIGHBORHOODS AND REDUCE CONGESTION AND PRIVATE VEHICLE TRIPS BY ENCOURAGING TRAVEL BY NON-AUTO MODES

POLICY 4.3.1
For new residential development, provide flexibility by eliminating minimum off-street parking requirements and establishing reasonable parking caps.

POLICY 4.3.2
For new non-residential development, provide flexibility by eliminating minimum off-street parking requirements and establishing caps generally equal to the previous minimum requirements. For office uses limit parking relative to transit accessibility.

OBJECTIVE 4.4
SUPPORT THE CIRCULATION NEEDS OF EXISTING AND NEW PDR AND MARITIME USES IN THE CENTRAL WATERFRONT

POLICY 4.4.3
In areas with a significant number of PDR establishments and particularly along Illinois Street, design streets to serve the needs and access requirements of trucks while maintaining a safe pedestrian and bicycle environment.

OBJECTIVE 4.5
CONSIDER THE STREET NETWORK IN CENTRAL WATERFRONT AS A CITY RESOURCE ESSENTIAL TO MULTI-MODAL MOVEMENT AND PUBLIC OPEN SPACE

POLICY 4.5.2
As part of a development project's open space requirement, require publicly-accessible alleys that break up the scale of large developments and allow additional access to buildings in the project.

POLICY 4.5.4
Extend and rebuild the street grid, especially in the direction of the Bay.

OBJECTIVE 4.7
IMPROVE AND EXPAND INFRASTRUCTURE FOR BICYCLING AS AN IMPORTANT MODE OF TRANSPORTATION

POLICY 4.7.1
Provide a continuous network of safe, convenient and attractive bicycle facilities connecting Central Waterfront to the citywide bicycle network and conforming to the San Francisco Bicycle Plan.

POLICY 4.7.2
Provide secure, accessible and abundant bicycle parking, particularly at transit stations, within shopping areas and at concentrations of employment.

POLICY 4.7.3
Support the establishment of the Blue-Greenway by including safe, quality pedestrian and bicycle connections from Central Waterfront.

Streets & Open Space

OBJECTIVE 5.1
PROVIDE PUBLIC PARKS AND OPEN SPACES THAT MEET THE NEEDS OF RESIDENTS, WORKERS AND VISITORS

POLICY 5.1.1
Identify opportunities to create new public open spaces and provide at least one new public open space serving the Central Waterfront.

POLICY 5.1.2
Require new residential and commercial development to provide, or contribute to the creation of public open space.

OBJECTIVE 5.4
THE OPEN SPACE SYSTEM SHOULD BOTH BEAUTIFY THE NEIGHBORHOOD AND STRENGTHEN THE ENVIRONMENT

POLICY 5.4.1
Increase the environmental sustainability of Central Waterfronts system of public and private open spaces by improving the ecological functioning of all open space.

POLICY 5.4.3
Encourage public art in existing and proposed open spaces.

Historic Preservation

OBJECTIVE 8.2
PROTECT, PRESERVE, AND REUSE HISTORIC RESOURCES WITHIN THE CENTRAL WATERFRONT AREA PLAN

POLICY 8.2.2
Apply the Secretary of the Interior's Standards for the Treatment of Historic Properties in conjunction with the Central Waterfront area plan and objectives for all projects involving historic or cultural resources.

OBJECTIVE 8.3
ENSURE THAT HISTORIC PRESERVATION CONCERNS CONTINUE TO BE AN INTEGRAL PART OF THE ONGOING PLANNING PROCESSES FOR THE CENTRAL WATERFRONT AREA PLAN

POLICY 8.3.1
Pursue and encourage opportunities, consistent with the objectives of historic preservation, to increase the supply of affordable housing within the Central Waterfront plan area.

The Central Waterfront Area Plan anticipated a new mixed-use development at Pier 70. The Project is consistent with the objectives and policies of the Central Waterfront Plan, since the Project adaptively reuses a portion of a former industrial shipyard and provides a new mixed-use development with substantial community benefits, including nine-acres of public open space, new streets and streetscape improvements, on-site affordable housing, rehabilitation of three historic buildings, and new arts, retail and light manufacturing uses. New construction will be appropriately designed to fit within the context of the Union Iron Works Historic District. In addition, the Project includes substantial transit and infrastructure improvements, including new on-site TDM program, facilities for a new public line through the project site, and a new open-to-the public shuttle service.

AND BE IT FURTHER RESOLVED, that the Planning Commission finds these General Plan Amendments are in general conformity with the Planning Code Section 101.1, and the Project and its approvals associated therein, all as more particularly described in Exhibit B to the Development Agreement on file with the Planning Department in Case No. 2014-001272DVA, are each on balance, consistent with the following Objectives and Policies of the General Plan, as it is proposed to be amended as described herein, and as follows:

1) *That existing neighbor-serving retail uses will be preserved and enhanced, and future opportunities for resident employment in and ownership of such businesses enhanced;*

No neighborhood-serving retail uses are present on the Project site. Once constructed, the Project will contain major new retail, arts and light industrial uses that will provide opportunities for employment and ownership of retail businesses in the community. These new uses will serve nearby residents and the surrounding community. In addition, building tenants will patronize existing retail uses in the community (along 3rd Street and in nearby Dogpatch), thus enhancing the local retail economy. The Development Agreement includes commitments related to local hiring.

2) *That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods;*

No existing housing will be removed for the construction of the Project, which will provide at full build-out between 1,645 and 3,025 new residential units. The Project is designed to revitalize a former industrial site and provide a varied land use program that is consistent with the surrounding Central Waterfront and Dogpatch neighborhoods, and the historic context of the Union Iron Works Historic District, which is listed in the National Register of Historic Places. The Project provides a new neighborhood complete with residential, office, retail, arts, and light manufacturing uses, along with new transit and street infrastructure, and public open space. The Project design is consistent with the historic context, and provides a desirable, pedestrian-friendly experience with interactive and engaged ground floors. Thus, the Project would preserve and contribute to housing within the surrounding neighborhood and the larger City, and would otherwise preserve and be consistent with the neighborhood's industrial context.

3) *That the City's supply of affordable housing be preserved and enhanced;*

The construction of the Project will not remove any residential uses, since none exist on the project site. The Project will enhance the City's supply of affordable housing through its affordable housing commitments in the Development Agreement, which will result in total of 30% on-site affordable housing units.

4) *That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking;*

The Project would not impede transit service or overburden streets and neighborhood parking. The Project includes a robust transportation program with an on-site Transportation Demand Management (TDM) program, facilities to support a new bus line through the project site, an open-to-the-public shuttle service, and funding for new neighborhood-supporting transportation infrastructure.

The Project is also well served by public transit. The Project is located within close proximity to the MUNI T-Line Station along 3rd Street and the bus routes, which pick-up/drop-off at 20th and 3rd, and 23rd and 3rd Streets. In addition, the Project is located within walking distance to the 22nd Street Caltrain Station. Future residents would be afforded close proximity to bus or rail transit.

Lastly, the Project contains new space for vehicle parking to serve new parking demand. This will ensure that sufficient parking capacity is available so that the Project would not overburden neighborhood parking, while still implementing a rigorous TDM Plan to be consistent with the City's "transit first" policy for promoting transit over personal vehicle trips.

5) *That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced;*

Although the Project would displace portions of an industrial use historically associated with the Bethlehem Steel and/or Union Iron Works, the Project provides a strong and diverse economic base by the varied land use program, which includes new commercial office, retail, arts, and light industrial uses. The Project balances between residential, non-residential and PDR (Production, Distribution and Repair) uses. Across the larger site at Pier 70 (outside of the project site), the Port of San Francisco has maintained the industrial shipyard operations (currently under lease by BAE). On the 28-Acre site, the Project includes light manufacturing and arts uses, in order to diversify the mix of goods and services within the

project site. The Project also includes a large workforce development program and protections for existing tenants/artists within the Noonan Building. All of these new uses will provide future opportunities for service-sector employment.

6) *That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake;*

The Project will comply with all current structural and seismic requirements under the San Francisco Building Code and the Port of San Francisco.

7) *That landmarks and historic buildings be preserved;*

The Project would preserve and rehabilitate a portion of the Union Iron Works Historic District and three of its contributing resources: Buildings 2, 12 and 21. In addition, the Project includes standards and guidelines for new construction adjacent to and within the Union Iron Works Historic District, which is listed in the National Register of Historic Places. These standards and guidelines ensure compatibility of new construction with the character-defining features of the Union Iron Works Historic District, as guided by the Secretary of the Interior's Standards for the Treatment of Historic Properties. In addition, the Project preserves and provides access to an important cultural relic, Irish Hill, which has been identified as an important resource to the surrounding community.

8) *That our parks and open space and their access to sunlight and vistas be protected from development.*

The Project will improve access to the shoreline within the Central Waterfront neighborhood, and will provide 9-acres of new public open space. The Project will not affect any of the City's existing parks or open space or their access to sunlight and vistas. A shadow study was completed and concluded that the Project will not cast shadows on any property under the jurisdiction of, or designated for acquisition by, the Recreation and Park Commission.

AND BE IT FURTHER RESOLVED, that pursuant to Planning Code Section 340, the Commission recommends to the Board of Supervisors **APPROVAL** of the aforementioned General Plan Amendments. This approval is contingent on, and will be of no further force and effect until the date that the San Francisco Board of Supervisor has approved by resolution approving the Zoning Map Amendment, Planning Code Text Amendment, and Development Agreement.

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on August 24, 2017.

Jonas P. Ionin
Commission Secretary

AYES:

NOES:

ABSENT:

ADOPTED: August 24, 2017

SAN FRANCISCO
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Planning Commission Resolution No. XXXXX

HEARING DATE: AUGUST 24, 2017

Case No.:	**2014-001272MAP/PCA**
Project Name:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District P (Public) Zoning District 40-X and 65-X Height and Bulk Districts
Block/Lot:	4052/001, 4110/001 and 008A, 4111/004, 4120/002,
Proposed Zoning:	Pier 70 Mixed-Use Zoning District 65-X and 90-X Height and Bulk Districts
Project Sponsor:	Port of San Francisco and Forest City Development California Inc.
Staff Contact:	Richard Sucre – (415) 575-9108 richard.sucre@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE AMENDMENTS TO THE PLANNING CODE TO ESTABLISH THE PIER 70 SPECIAL USE DISTRICT AND TO AMEND ZONING USE DISTRICT MAP NO. ZN08 TO REZONE ASSESSOR'S BLOCK 4052 LOT 001 (PARTIAL), BLOCK 4111 LOT 004 (PARTIAL), BLOCK 4110 LOTS 001 AND 008A FROM M-2 (HEAVY MANUFACTURING) TO PIER 70 MIXED-USE DISTRICT, AND BLOCK 4120 LOT 002 FROM P (PUBLIC) TO PIER 70 MIXED USE DISTRICT, AND HEIGHT & BULK DISTRICT MAP NO. HT08 TO INCREASE THE HEIGHT LIMIT FOR BLOCK 4052 LOT 001 (PARTIAL), BLOCK 4111 LOT 004 (PARTIAL), AND BLOCK 4120 LOT 002 FROM 40-X TO 90-X, AND VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, on July 25, 2017, Mayor Edwin Lee and Supervisor Malia Cohen introduced ordinances for Planning Code Text Amendments to establish the Pier 70 Special Use District (herein "Pier 70 SUD") and amend Zoning Use District Map No. ZN08 and Height and Bulk District Map No. HT08 for the Pier 70 Mixed-Use Project ("Project").

WHEREAS, pursuant to Planning Code Section 302(b), on July 25, 2017, the San Francisco Board of Supervisors initiated the aforementioned Planning Code Text Amendments.

WHEREAS, these Planning Code Text Amendments would enable the Project. The Project includes new market-rate and affordable residential uses, commercial use, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and

infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space.

WHEREAS, the Project would construct new buildings that would range in height from 50 to 90 feet, as is consistent with Proposition F which was passed by the voters of San Francisco in November 2014.

WHEREAS, these Planning Code Text Amendments would establish the Pier 70 SUD, which would outline the land use controls for the Project site, alongside the Pier 70 SUD Design for Development ("D4D").

WHEREAS, these Planning Code Text Amendments would amend Zoning Use District Map No. ZN08 to rezone Assessor's Block 4052 Lot 001 (partial), Block 4111 Lot 004 (partial), Block 4110 Lots 001 and 008A from M-2 (Heavy Manufacturing) to Pier 70 Mixed-Use District, and Block 4120 Lot 002 from P (Public) to Pier 70 Mixed Use District.

WHEREAS, these Planning Code Text Amendments would amend Height & Bulk District Map No. HT08 to increase the height limit for Block 4052 Lot 001 (partial), Block 4111 Lot 004 (partial), and Block 4120 Lot 002 from 40-X to 90-X.

WHEREAS, this Resolution approving these Planning Code Text Amendments is a companion to other legislative approvals relating to the Project, including recommendation of approval of General Plan Amendments, approval of the Pier 70 SUD Design for Development, and recommendation for approval of the Development Agreement.

WHEREAS, on August 24, 2017, the Planning Commission reviewed and considered the Final EIR for the Pier 70 Mixed Project ("FEIR") and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

WHEREAS, on August 24, 2017, by Motion No. XXXXX, the Commission certified the Final Environmental Impact Report for the Pier 70 Mixed-Use Project as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA").

WHEREAS, on August 24, 2017, the Commission by Motion No. XXXXX approved California Environmental Quality Act (CEQA) Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2014-001272ENV, for approval of the Project, which findings are incorporated by reference as though fully set forth herein.

WHEREAS, the CEQA Findings included adoption of a Mitigation Monitoring and Reporting Program (MMRP) as Attachment B, which MMRP is hereby incorporated by reference as though fully set forth herein and which requirements are made conditions of this approval.

WHEREAS, on August 24, 2017, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on the proposed Planning Code Text Amendments.

WHEREAS, a draft ordinance, substantially in the form attached hereto as Exhibit A, approved as to form, would establish the Pier 70 SUD and amend Zoning Use District Map No. ZN08 and Height and Bulk District Map No. HT08 for the Project.

NOW THEREFORE BE IT RESOLVED, that the Planning Commission hereby finds that the Planning Code Text Amendments promote the public welfare, convenience and necessity for the following reasons:

1. The Planning Code Text Amendments would help implement the Pier 70 Mixed-Use Project development, thereby evolving currently under-utilized industrial land for needed housing, commercial space, and parks and open space.
2. The Planning Code Text Amendments would help implement the Pier 70 Mixed-Use Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy, as well as community facilities and parks for new and existing residents.
3. The Planning Code Text Amendments would help implement the Pier 70 Mixed-Use Project by enabling the creation of a mixed-use and sustainable neighborhood, with fully rebuilt infrastructure. The new neighborhood would improve the site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's central waterfront.
4. The Planning Code Text Amendments would enable the construction of a new vibrant, safe, and connected neighborhood, including new parks and open spaces. The General Plan Amendments would help ensure a vibrant neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.
5. The Planning Code Text Amendments would enable construction of new housing, including new on-site affordable housing, and new arts, retail and manufacturing uses. These new uses would create a new mixed-use neighborhood that would strengthen and complement nearby neighborhoods.
6. The Planning Code Text Amendments would facilitate the preservation and rehabilitation of portions of the Union Iron Works Historic District--an important historic resource listed in the National Register of Historic Places.

AND BE IT FURTHER RESOLVED, that the Commission finds the Planning Code Text Amendments are in general conformity with the General Plan as set forth in Planning Commission Resolution No. XXXXX.

AND BE IT FURTHER RESOLVED, that the Commission finds the Planning Code Text Amendments are in general conformity with Planning Code Section 101.1 as set forth in Planning Commission Resolution No. XXXXX.

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on August 24, 2017.

Jonas P. Ionin
Commission Secretary

AYES:

NOES:

ABSENT:

ADOPTED: August 24, 2017

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Planning Commission Motion No. XXXXX

HEARING DATE: AUGUST 24, 2017

Case No.:	**2014-001272PCA**
Project Name:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District P (Public) Zoning District 40-X and 65-X Height and Bulk Districts
Block/Lot:	4052/001, 4110/001 and 008A, 4111/004, 4120/002,
Proposed Zoning:	Pier 70 Mixed-Use Zoning District 65-X and 90-X Height and Bulk Districts
Project Sponsor:	Port of San Francisco and FC Pier 70, LLC.
Staff Contact:	Richard Sucre – (415) 575-9108 richard.sucre@sfgov.org

APPROVING THE PIER 70 SPECIAL USE DISTRICT DESIGN FOR DEVELOPMENT (D4D) DOCUMENT, AND ADOPTING VARIOUS FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1

WHEREAS, on July 25, 2017, Mayor Edwin Lee and Supervisor Malia Cohen introduced ordinances for Planning Code Text Amendments to establish the Pier 70 Special Use District (herein "Pier 70 SUD").

WHEREAS, pursuant to Planning Code Section 302(**b**), on July 25, 2017, the San Francisco Board of Supervisors initiated Planning Code Text Amendments that would add the Pier 70 SUD in Planning Code Section 249.79.

WHEREAS, the Pier 70 SUD, in turn, refers to the Pier 70 SUD Design for Development document (herein "D4D") for further controls, standards, and guidelines specific to the site, providing development requirements for both infrastructure and community facilities as well as private development of buildings. The D4D would therefore be an extension of the Pier 70 SUD.

WHEREAS, as an extension of the Planning Code Text Amendments, the D4D would enable and guide the entire 35-acre Pier 70 Mixed-Use Project area, which includes the 28-Acre Site and Illinois Parcels (comprised of parcels owned by the Port of San Francisco and PG&E). The Pier 70 Mixed-Use Project ("Project") includes new market-rate and affordable residential uses, commercial use, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded

utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space; and, This Motion approving this D4D is a companion to other legislative approvals relating to the Pier 70 SUD, including General Plan Amendments, Planning Code Text Amendments, Zoning Map Amendments, and the approval of a Development Agreement.

WHEREAS, together with the Pier 70 SUD, the D4D will be the key source for development controls and design guidelines for land use, buildings, parking, streets and public open spaces, architecture, and more. Parks and open spaces will also follow a subsequent design review and approval process per Port standards. The D4D addresses street layout, open space, and blocks, and establishes overarching strategies for placement of uses and buildings relative to street and open space typologies. The D4D will be incorporated into the Planning Code by reference in the proposed Pier 70 SUD. Following adoption, any amendments to the D4D will occur through joint approval of Planning and Port Commissions, and any amendments to the Pier 70 SUD would require approval by the Board of Supervisors.

WHEREAS, on August 24, 2017, the Planning Commission ("Commission") reviewed and considered the Final EIR for the Pier 70 Mixed Project (FEIR) and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

WHEREAS, on August 24, 2017, by Motion No. XXXXX, the Commission certified the Final Environmental Impact Report for the Pier 70 Mixed-Use Project as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA").

WHEREAS, on August 24, 2017, the Commission by Motion No. XXXXX approved California Environmental Quality Act (CEQA) Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2014-001272ENV, for approval of the Project, which findings are incorporated by reference as though fully set forth herein.

WHEREAS, the CEQA Findings included adoption of a Mitigation Monitoring and Reporting Program (MMRP) as Attachment B, which MMRP is hereby incorporated by reference as though fully set forth herein and which requirements are made conditions of this approval.

WHERAS, on August 24, 2017, by Motion Nos. XXXXX and XXXXX, the Commission adopted findings in connection with its consideration of, among other things, the adoption of amendments to the General Plan and related zoning text and map amendments, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth.

WHERAS, on August 24, 2017, by Motion No. XXXXX, the Commission adopted findings regarding the Project's consistency with the General Plan, Planning Code Section 101.1, and all other approval actions associated with the SUD and development therein.

NOW THEREFORE BE IT RESOLVED, that the Planning Commission approves the Pier 70 SUD D4D for the following reasons:

1. The D4D would help implement the Pier 70 Mixed-Use Project, thereby evolving currently under-utilized industrial land for needed housing, commercial space, and parks and open space.

2. The D4D would help implement the Pier 70 Mixed-Use Project, which in turn will provide employment opportunities for local residents during construction and post-occupancy, as well as community facilities and parks for new and existing residents.

3. The D4D would help implement the Pier 70 Mixed-Use Project by enabling the creation of a mixed-use and sustainable neighborhood, with fully rebuilt infrastructure. The new neighborhood would improve the site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's central waterfront.

4. The D4D would enable the construction of a new vibrant, safe, and connected neighborhood including new parks and open spaces. The D4D would help ensure a neighborhood with active streets and open spaces, high quality and well-designed buildings, and thoughtful relationships between buildings and the public realm, including the waterfront.

AND BE IT FURTHER RESOLVED, that the Commission finds the Pier 70 SUD Design for Development is in general conformity with the General Plan as set forth in Planning Commission Resolution No. XXXXX.

AND BE IT FURTHER RESOLVED, that the Commission finds the Pier 70 SUD Design for Development is in general conformity with Planning Code Section 101.1 as set forth in Planning Commission Resolution No. XXXXX.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on August 24, 2017.

Jonas P. Ionin
Commission Secretary

AYES:

NOES:

ABSENT:

ADOPTED: August 24, 2017

SAN FRANCISCO
PLANNING DEPARTMENT

Planning Commission Resolution No. XXXXX

HEARING DATE: AUGUST 24, 2017

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Case No.:	**2014-001272DVA**
Project Name:	**Pier 70 Mixed-Use Project**
Existing Zoning:	M-2 (Heavy Industrial) Zoning District 40-X Height and Bulk District
Block/Lot:	4052/001 and 4111/004
Proposed Zoning:	Pier 70 Mixed-Use Zoning District 90-X Height and Bulk District
Project Sponsor:	Port of San Francisco and FC Pier 70, LLC.
Staff Contact:	Richard Sucre – (415) 575-9108 richard.sucre@sfgov.org

RESOLUTION RECOMMENDING THAT THE BOARD OF SUPERVISORS APPROVE A DEVELOPMENT AGREEMENT BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND FC PIER 70, LLC, FOR CERTAIN REAL PROPERTY LOCATED WITHIN PIER 70, COMPRISED OF A PORTION OF ASSESSOR'S BLOCKS AND LOTS 4052/LOT 001, AND A PORTION OF BLOCK 4111 LOT 004, ALTOGETHER CONSISTING OF APPROXIMATELY 28 ACRES, FOR A 30-YEAR TERM CONFIRMED IN THE DISPOSITION AND DEVELOPMENT AGREEMENT (DDA), AND ADOPTING VARIOUS FINDINGS, INCLUDING ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND PLANNING CODE SECTION 101.1.

WHEREAS, Chapter 56 of the San Francisco Administrative Code sets forth the procedure by which and request for a development agreement will be processed and approved in the City and County of San Francisco.

WHEREAS, the Development Agreement would enable the Pier 70 Mixed-Use Project. The Pier 70 Mixed-Use Project ("Project") includes new market-rate and affordable residential uses, commercial use, retail-arts-light industrial uses, parking, shoreline improvements, infrastructure development and street improvements, and public open space. Depending on the uses proposed, the Project would include between 1,645 to 3,025 residential units, a maximum of 1,102,250 to 2,262,350 gross square feet (gsf) of commercial-office use, and a maximum of 494,100 to 518,700 gsf of retail-light industrial-arts use. The Project also includes construction of transportation and circulation improvements, new and upgraded utilities and infrastructure, geotechnical and shoreline improvements, between 3,215 to 3,345 off-street parking spaces in proposed buildings and district parking structures, and nine acres of publicly-owned open space; and,

WHEREAS, in 2011, the Port of San Francisco ("Port") selected through a competitive process, FC Pier 70, LLC ("Forest City") to serve as master developer for the Project.

WHEREAS, in 2013, the Board of Supervisors ("Board") endorsed a Term Sheet and Development Plan for the Project, which set forth the terms of the Project.

WHEREAS, the 90-X Height and Bulk District was approved by the voters in Proposition F in 2014.

WHEREAS, the Board will be taking a number of actions in furtherance of the Project, including the approval of a disposition and development agreement ("DDA") between the City and County of San Francisco acting by and through the San Francisco Port Commission and Forest City.

WHEREAS, these actions include the adoption of the Pier 70 Special Use District ("Pier 70 SUD") and its associated Design for Development ("D4D"), which together outline land use controls and design guidance for both horizontal and vertical development and improvements to the site, General Plan Amendments, and establishment of an infrastructure financing district ("IFD") project area to support construction of infrastructure and rehabilitation of historic structures, and an Infrastructure and Revitalization Financing District ("IRFD") to support onsite affordable housing.

WHEREAS, in furtherance of the Project and the City's role in subsequent approval actions relating to the Project, the City and Forest City negotiated a development agreement for development of the Project site, a copy of which is attached as Exhibit A (the "Development Agreement").

WHEREAS, the City has determined that as a result of the development of the Project site in accordance with the Development Agreement and the DDA, clear benefits to the public will accrue that could not be obtained through application of existing City ordinances, regulations, and policies, as more particularly described in the Development Agreement and the DDA. The Development Agreement will eliminate uncertainty in the City's land use planning for the Project site and secure orderly development of the Project site consistent with the Design for Development and the DDA.

WHEREAS, the Development Agreement shall be executed by the Director of Planning, City Administrator, Director of Public Works, City Attorney, and Port Director, subject to prior approval by those Commissions and the Board of Supervisors.

WHEREAS, on August 24, 2017, the Planning Commission ("Commission") reviewed and considered the Final EIR for the Pier 70 Mixed Project ("FEIR") and found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

WHEREAS, on August 24, 2017, by Motion No. XXXXX, the Commission certified the Final Environmental Impact Report for the Pier 70 Mixed-Use Project as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA").

WHEREAS, on August 24, 2017, the Commission by Motion No. XXXXX approved California Environmental Quality Act (CEQA) Findings, including adoption of a Mitigation Monitoring and Reporting Program (MMRP), under Case No. 2014-001272ENV, for approval of the Project, which findings are incorporated by reference as though fully set forth herein.

WHEREAS, the CEQA Findings included adoption of a Mitigation Monitoring and Reporting Program (MMRP) as Attachment B, which MMRP is hereby incorporated by reference as though fully set forth herein and which requirements are made conditions of this approval.

WHERAS, on August 24, 2017, by Motion Nos. XXXXX and XXXXX, the Commission adopted findings in connection with its consideration of, among other things, the adoption of amendments to the General Plan and related zoning text and map amendments, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth.

WHERAS, on August 24, 2017, by Motion No. XXXXX, the Commission adopted findings regarding the Project's consistency with the General Plan, Planning Code Section 101.1, and all other approval actions associated with the SUD and development therein.

NOW THEREFORE BE IT RESOLVED, that the Commission approves the Development Agreement, in substantially the form attached hereto as Exhibit A.\

AND BE IT FURTHER RESOLVED, that the Commission finds that the application, public notice, Planning Commission hearing, and Planning Director reporting requirements regarding the Development Agreement negotiations contained in Administrative Code Chapter 56 required of the Planning Commission and the Planning Director have been substantially satisfied in light of the regular monthly meetings held for the last two and a half years, the multiple public informational hearings provided by the Planning Department staff at the Planning Commission, and the information contained in the Director's Report regarding the Pier 70 SUD Development Agreement negotiations.

AND BE IT FURTHER RESOLVED, that the Commission authorizes the Planning Director to take such actions and make such changes as deemed necessary and appropriate to implement this Commission's recommendation of approval and to incorporate recommendations or changes from the Port Commission, San Francisco Municipal Transportation Agency (SFMTA) Board of Directors, the San Francisco Public Utilities Commission (SFPUC) and/or the Board, provided that such changes do not materially increase any obligations of the City or materially decrease any benefits to the City contained in the Development Agreement attached as Exhibit A.

I hereby certify that the Planning Commission ADOPTED the foregoing Resolution on August 24, 2017.

Jonas P. Ionin
Commission Secretary

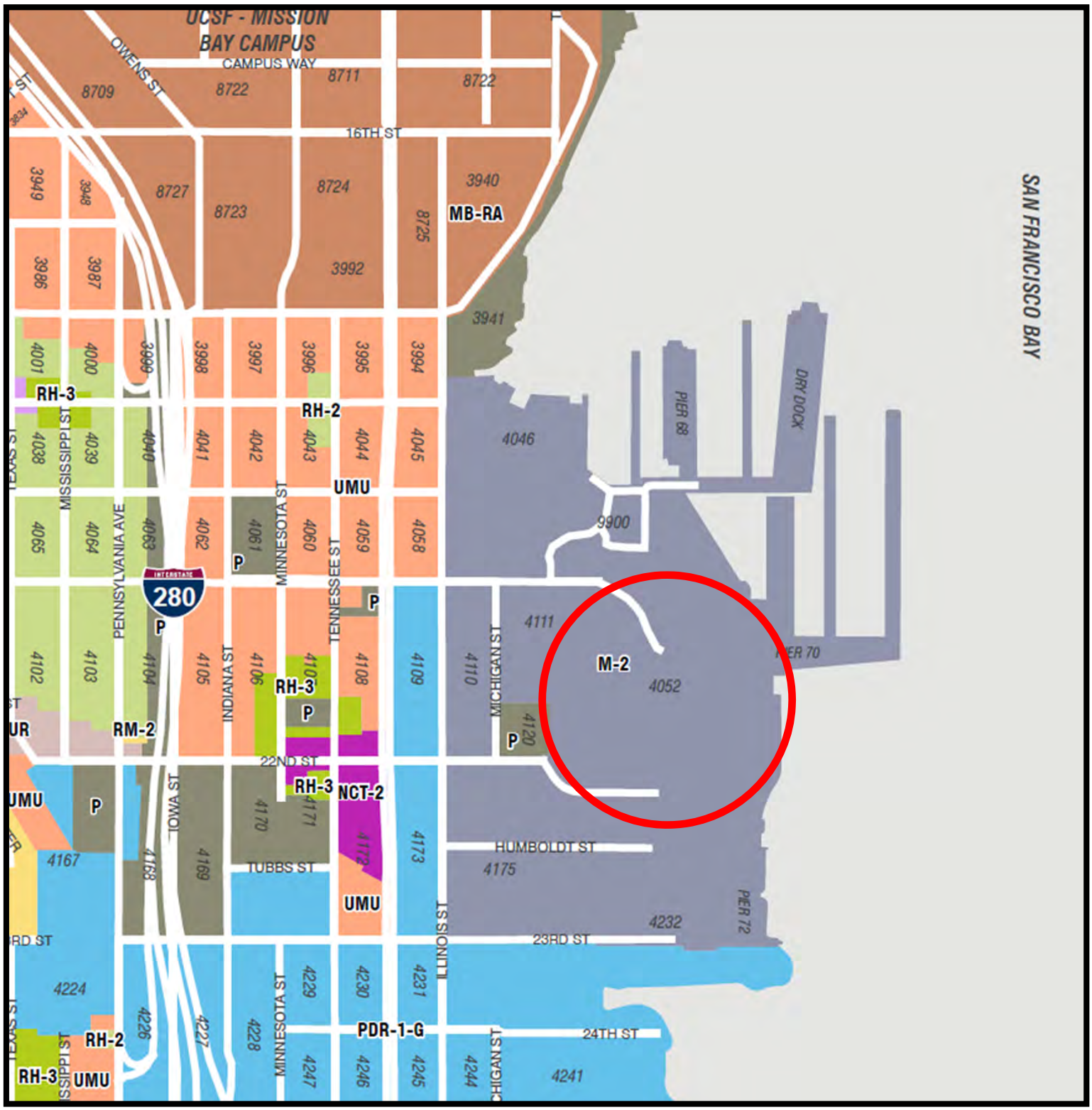
AYES:

NOES:

ABSENT:

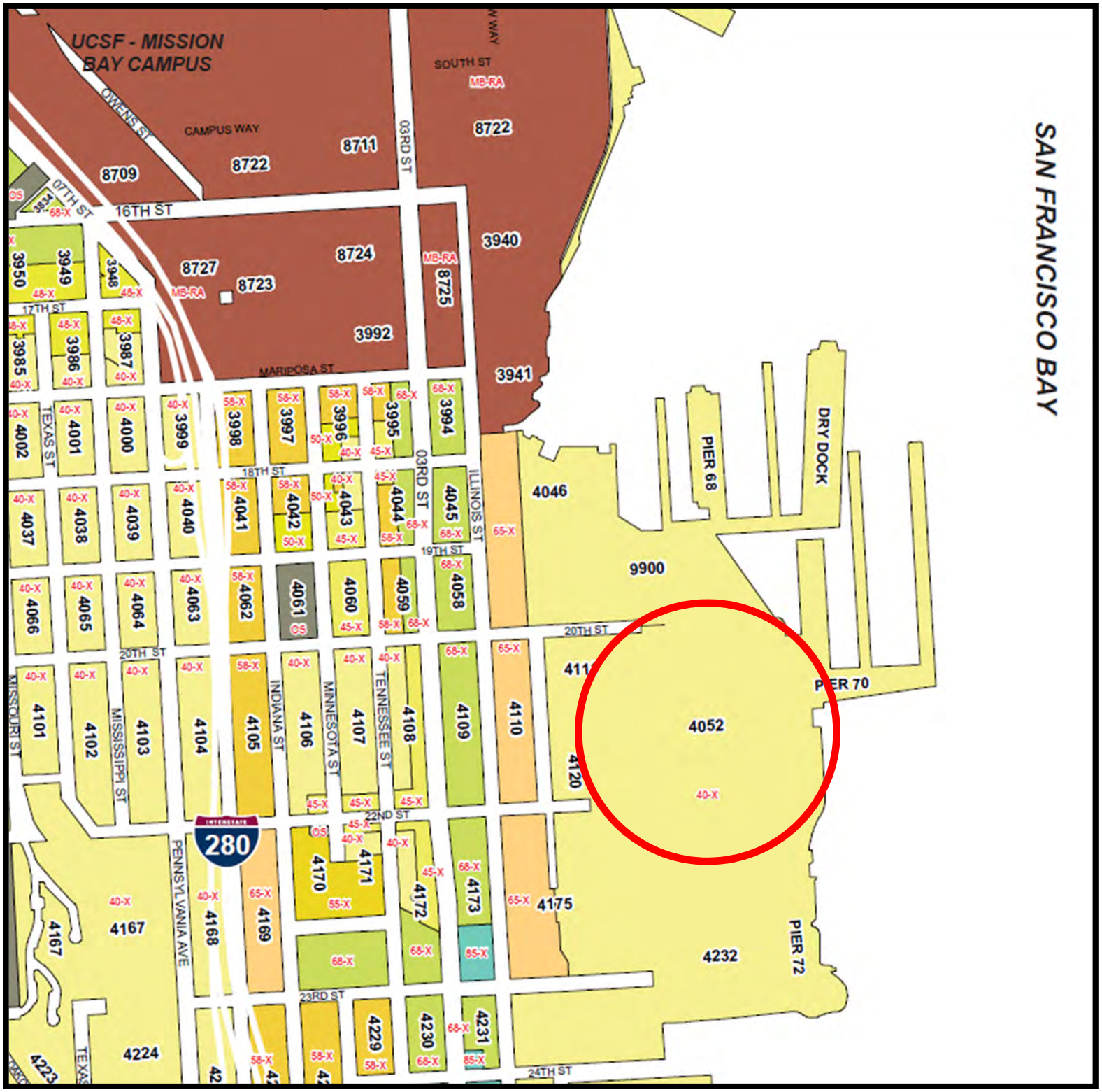
ADOPTED:

Zoning Map



Project Approvals
Case No. 2014-001272ENV/GPA/PCA/MAP/DVA
Pier 70 Mixed-Use Project

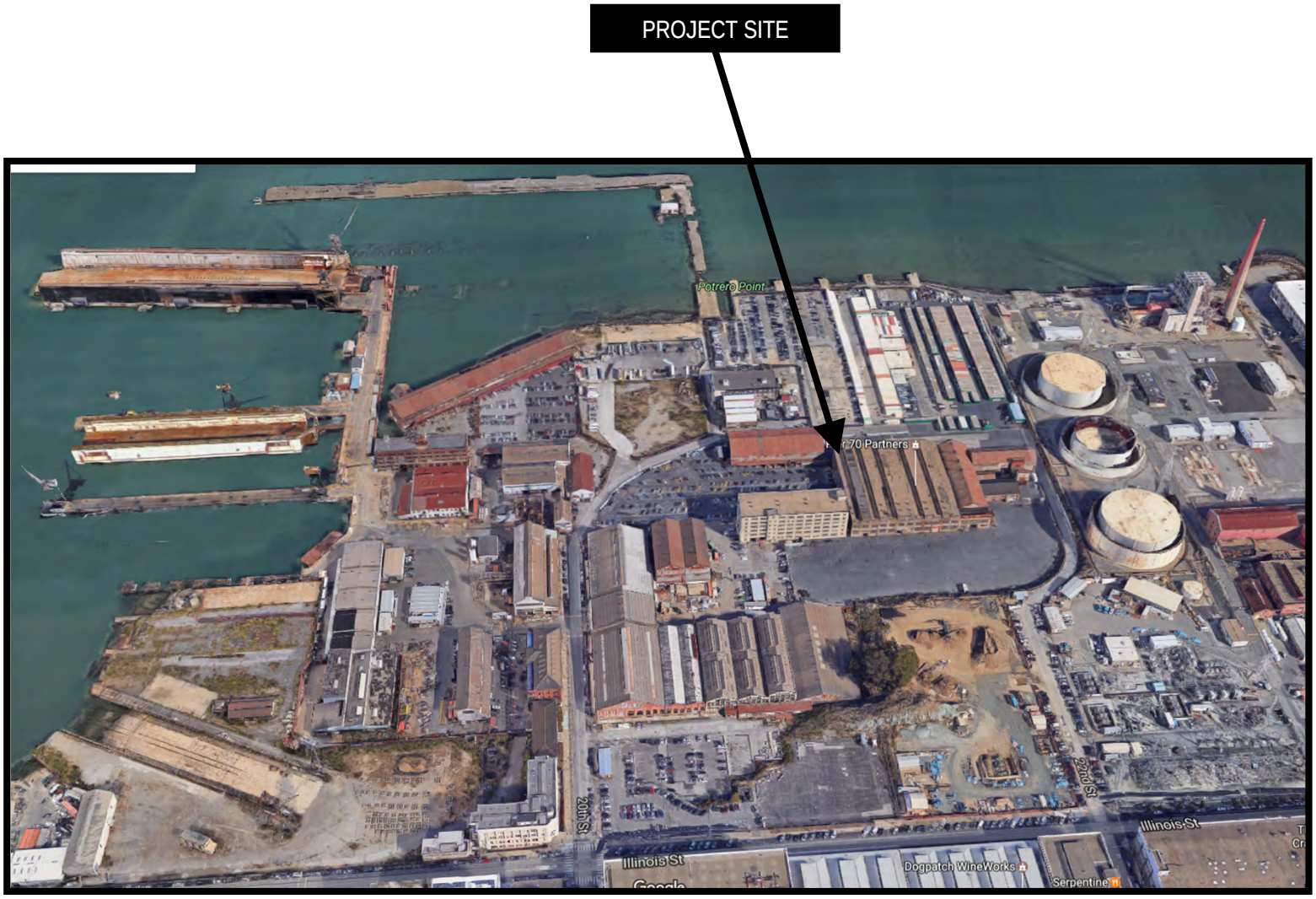
Height & Bulk Map



Project Approvals
Case No. 2014-001272ENV/GPA/PCA/MAP/DVA
Pier 70 Mixed-Use Project

SAN FRANCISCO
PLANNING DEPARTMENT

Aerial Photo



[Development Agreement – FC Pier 70, LLC - Pier 70 Development Project]

Ordinance approving a Development Agreement between the City and County of San Francisco and FC Pier 70, LLC, for 28 acres of real property located in the Pier 70 area (bounded generally by Illinois Street on the west, 22nd Street on the south, and San Francisco Bay on the north and east); waiving certain provisions of the Administrative Code, Planning Code, and Subdivision Code; and adopting findings under the California Environmental Quality Act, public trust findings, and findings of consistency with the City's General Plan and with the eight priority policies of Planning Code Section 101.1(b).

NOTE: **Unchanged Code text and uncodified text** are in plain Arial font.
Additions to Codes are in *single-underline italics Times New Roman font*.
Deletions to Codes are in ~~*strikethrough italics Times New Roman font*~~.
Board amendment additions are in double-underlined Arial font.
Board amendment deletions are in ~~strikethrough Arial font~~.
Asterisks (* * * *) indicate the omission of unchanged Code subsections or parts of tables.

Be it ordained by the People of the City and County of San Francisco:

Section 1. Background and Findings.

(a) California Government Code Sections 65864 et seq. ("Development Agreement Law") authorize any city, county, or city and county to enter into an agreement for the development of real property within its jurisdiction.

(b) Chapter 56 of the Administrative Code sets forth certain procedures for processing and approving development agreements in the City and County of San Francisco (the "City").

(c) In April 2011, the Port Commission (the "Port") selected Forest City Development California, Inc., a California corporation, through a competitive process to

negotiate exclusively for the mixed-use development (the "Project") of approximately 28 acres (the "28-Acre Site") of Seawall Lot 349, a land parcel under Port jurisdiction that is bounded generally by Illinois Street on the west, 22nd Street on the south, and San Francisco Bay on the north and east commonly known as Pier 70. FC Pier 70, LLC, an affiliate of Forest City Development California, Inc., will act as the master developer for the Project ("Developer").

(d) In conjunction with this ordinance, the Board of Supervisors has taken or intends to take a number of other actions in furtherance of the Project, including approval of: (1) a trust exchange agreement between the Port and the California State Lands Commission; (2) a disposition and development agreement ("DDA") between Developer and the Port; (3) amendments to the General Plan; (4) amendments to the Planning Code that create the Pier 70 Special Use District (the "SUD amendments") over the 28-Acre Site and two adjacent parcels known as the "Illinois Street Parcels" and incorporate more detailed land use controls of the Pier 70 SUD Design for Development; (5) amendments to the Zoning Maps; (6) approval of a development plan for the 28-Acre Site in accordance with Charter Section B7.310 (adopted as part of Proposition D, November 2008) and Section 4 of the Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation Initiative (Proposition F, November 2014); (7) a memorandum of understanding for interagency cooperation among the Port, the City, and other City agencies (the "ICA") with respect to the subdivision of the 28-Acre Site and construction of infrastructure and other public facilities; (8) formation proceedings for financing districts and a memorandum of understanding between the Port and the Assessor, the Treasurer-Tax Collector, and the Controller regarding the assessment, collection, and allocation of ad valorem and special taxes to the financing districts; and (9) a number of related transaction documents and entitlements to govern the Project.

(e) At full build-out, the Project will include: (1) 1,100 to 2,150 new residential units, at least 30% of which will be on-site housing affordable to a range of low- to moderate-income households; (2) between 1 million and 2 million gross square feet of new commercial and office space; (3) rehabilitation of three significant contributing resources to the historic district; (4) space for small-scale manufacturing, retail, and neighborhood services; (5) transportation demand management on-site, a shuttle service, and payment of impact fees to the Municipal Transportation Agency that it will use to improve transportation connections through the neighborhood; (6) 9 acres of new open space, potentially including active recreation on rooftops, a playground, a market square, a central commons, and waterfront parks along the shoreline; (7) on-site strategies to protect against sea level rise; and (8) replacement studio space for artists leasing space in Building 11 in Pier 70 and a new arts space.

(f) While the DDA binds the Port and Developer, other City agencies retain a role in reviewing and issuing certain later approvals for the Project. Later approvals include approval of subdivision maps and plans for horizontal improvements and public facilities, design review and approval of new buildings under the SUD amendments, and acceptance of Developer's dedications of horizontal improvements and public facilities for maintenance and liability under the Subdivision Code. Accordingly, the City and Developer negotiated a development agreement for the Project (the "Development Agreement"), a copy of which is in Board File No. _____ and incorporated in this ordinance by reference.

(g) Development of the 28-Acre Site in accordance with the DDA and the Development Agreement will help realize and further the City's goals to restore and revitalize the Union Iron Works Historic District, increase public access to the waterfront, increase public open space and community facilities within the neighborhood, increase affordable and market-rate housing, and create a significant number of construction and permanent jobs along the southeastern waterfront. In addition, the Project will provide additional benefits to

the public that could not be obtained through application of existing City ordinances, regulations, and policies.

Section 2. Environmental Findings.

(a) The Planning Department has determined that the actions contemplated in this ordinance comply with the California Environmental Quality Act (Public Resources Code §§ 21000 et seq.) ("CEQA"). A copy of this determination is in Board File No. _____ and incorporated in this ordinance by reference.

(b) The Board of Supervisors previously adopted Resolution No. _____, a copy of which is in Board File No. _____, making CEQA findings for the Project. The Board of Supervisors adopts and incorporates in this ordinance by reference the Planning Commission's findings under CEQA.

Section 3. Consistency Findings.

The Planning Commission recommended that the Board of Supervisors approve the Development Agreement and amendments to the General Plan, the Planning Code, and the Zoning Maps at a public hearing on August 24, 2017, by Resolution No. _____, a copy of which is in Board File No. _____. The Board of Supervisors adopts and incorporates by reference in this ordinance the Planning Commission's findings of consistency with the General Plan, as amended, and the eight priority policies of Planning Code Section 101.1.

Section 4. Public Trust Findings.

At a public hearing on September 12, 2017, the Port Commission consented to the Development Agreement and approved the trust exchange agreement and the DDA, subject to Board of Supervisors' approval, finding that the Project would be consistent with and further the purposes of the common law public trust and statutory trust under the Burton Act (Stats. 1968, ch. 1333) by Resolution No. _____, a copy of which is in Board File

No. _____. The Board of Supervisors adopts and incorporates in this ordinance by reference the Port Commission's public trust findings.

Section 5. Approval of Development Agreement.

The Board of Supervisors:

(a) approves all of the terms and conditions of the Development Agreement in substantially the form in Board File No. _____;

(b) finds that the Development Agreement substantially complies with the requirements of Administrative Code Chapter 56;

(c) finds that the Project is a large multi-phase and mixed-use development that satisfies Administrative Code Section 56.3(g); and

(d) approves the Workforce Development Plan attached to the DDA in lieu of requirements under Administrative Code Chapter 14B and Section 56.7(c).

Section 6. Administrative Code Chapter 56 Waivers.

The Board of Supervisors waives the application to the Project of the following provisions of Administrative Code Chapter 56 to the extent inconsistent with the Development Agreement, the DDA, or the ICA, specifically:

(a) Section 56.4 (Application, Forms, Initial Notice, Hearing); Section 56.7(c) (Nondiscrimination/Affirmative Action Requirements); Section 56.8 (Notice); Section 56.10 (Negotiation Report and Documents); Section 56.15 (Amendment and Termination); Section 56.17(a) (Annual Review); Section 56.18 (Modification or Termination); and Section 56.20 (Fee); and

(b) any other procedural or other requirements if and to the extent that they are not strictly followed.

Section 7. Other Administrative Code Waivers.

The Board of Supervisors waives the application to the Project of these provisions of the Administrative Code: (a) Chapter 6 (Public Works Contracting Policies and Procedures) other than the payment of prevailing wages as required in Chapter 6; (b) Chapter 14B (Local Business Enterprise Utilization and Non-Discrimination in Contracting); (c) Section 23.3 (Conveyance and Acquisition of Real Property); (d) Section 23.26 (Year-to-Year and Shorter Leases); (e) Sections 23.30—23.42 (Leases When City Is Landlord); (f) Section 23A.7 (Transfer of Jurisdiction Over Surplus Properties to the Mayor's Office of Housing and Community Development); and (g) Section 61.5 (Unacceptable Non-Maritime Land Uses).

Section 8. Planning Code Waivers.

The Board of Supervisors:

(a) finds that the impact fees and exactions payable under the Development Agreement will provide greater benefits to the City than the impact fees and exactions under Planning Code Article 4 and waives the application of, and to the extent applicable exempts the Project from, impact fees and exactions under Planning Code Article 4 on the condition that Developer and all building developers comply with impact fees and exactions established in the Development Agreement; and

(b) finds that the Transportation Plan attached to the Development Agreement includes a Transportation Demand Management Plan ("TDM Plan") and other provisions that meet the goals of the City's Transportation Demand Management Program in Planning Code Section 169 and waives the application of Section 169 to the Project on the condition that Developer implements and complies with the TDM Plan for the required compliance period.

Section 9. Subdivision Code Waivers.

The Board of Supervisors waives the application to the Project of time limits under Subdivision Code Section 1333.3(b) (Rights Conveyed), Section 1346(e) (Improvement Plans), and Section 1355 (Time Limit for Submittal) to the extent that they conflict with the ICA or the Development Agreement.

Section 10. Authorization.

(a) The Board of Supervisors affirms that the waivers in this ordinance do not waive requirements under the Development Agreement Law and authorizes the City to execute, deliver, and perform the Development Agreement as follows:

(1) the Director of Planning, the City Administrator, and the Director of Public Works are authorized to execute and deliver the Development Agreement with signed consents of the Port Commission, the Municipal Transportation Agency, and the San Francisco Public Utilities Commission; and

(2) the Director of Planning and other appropriate City officials are authorized to take all actions reasonably necessary or prudent to perform the City's obligations under the Development Agreement in accordance with its terms.

(b) The Director of Planning is authorized to exercise discretion, in consultation with the City Attorney, to enter into any additions, amendments, or other modifications to the Development Agreement that the Director of Planning determines are in the best interests of the City and that do not materially increase the obligations or liabilities of the City or materially decrease the benefits to the City as provided in the Development Agreement. Final versions of any additions, amendments, or other modifications to the Development Agreement shall be provided to the Clerk of the Board of Supervisors for inclusion in Board File No. _____ within 30 days after execution by all parties.

Section 11. Ratification of Past Actions; Authorization of Future Actions.

All actions taken by City officials in preparing and submitting the Development Agreement to the Board of Supervisors for review and consideration are hereby ratified and confirmed, and the Board of Supervisors hereby authorizes all subsequent action to be taken by City officials consistent with this ordinance.

Section 12. Effective and Operative Dates.

(a) This ordinance shall become effective 30 days after enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned, or the Mayor does not sign the ordinance within ten days after receiving it, or the Board of Supervisors overrides the Mayor's veto of the ordinance.

(b) This ordinance shall become operative only on the effective date of the DDA. No rights or duties are created under the Development Agreement until the operative date of this ordinance.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: _____
JOANNE SAKAI
Deputy City Attorney

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FILE NO. ORDINANCE NO.

[Planning Code, Zoning Map - Pier 70 Special Use District]

Ordinance amending the Planning Code and the Zoning Map to add the Pier 70 Special Use District; and making findings, including findings under the California Environmental Quality Act and findings of consistency with the General Plan, the eight priority policies of Planning Code Section 101.1, and Planning Code Section 302.

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Board amendment additions are in double-underlined Arial font.
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Asterisks (* * * *) indicate the omission of unchanged Code subsections or parts of tables.

Be it ordained by the People of the City and County of San Francisco:

Section 1. Planning and Environmental Findings.

(a) California Environmental Quality Act.

(1) At its hearing on _____, and prior to recommending the proposed Planning Code amendments for approval, by Motion No. _____, the Planning Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public Resources Code Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg. Section 15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said Motion is in Board of Supervisors File No. _____, and is incorporated herein by reference. In accordance with the actions contemplated herein, this Board has reviewed the FEIR, concurs with its conclusions, affirms the Planning Commission's certification of the

FEIR, and finds that the actions contemplated herein are within the scope of the Project described and analyzed in the FEIR.

(2) In recommending the proposed Planning Code Amendments for approval by this Board at its hearing on _____, by Motion No. _____, the Planning Commission also adopted findings under CEQA, including a statement of overriding consideration, and a Mitigation Monitoring and Reporting Program (MMRP). A copy of said Motion and MMRP are in Board of Supervisors File No. _____, and is incorporated herein by reference. The Board hereby adopts and incorporates by reference as though fully set forth herein the Planning Commission's CEQA approval findings, including the statement of overriding considerations. The Board also adopts and incorporates by reference as though fully set forth herein the Project's MMRP.

(b) At the same hearing on _____, the Planning Commission, in Resolution No. _____, adopted findings that the actions contemplated in this ordinance are consistent, on balance, with the City's General Plan and eight priority policies of Planning Code Section 101.1. The Board adopts these findings as its own. A copy of said Resolution is in Board of Supervisors File No. _____, and is incorporated herein by reference.

(c) Pursuant to Planning Code Section 302, this Board finds that this Planning Code Amendment will serve the public necessity, convenience, and welfare for the reasons set forth in Planning Commission Resolution No. _____, and the Board incorporates such reasons herein by reference.

Section 2. The Planning Code is hereby amended by adding Section 249.79, to read as follows:

SEC. 249.79. PIER 70 SPECIAL USE DISTRICT.

*(a) **Purpose and Boundaries.** To facilitate the City's long-term goal of redevelopment and revitalization of a portion of Pier 70, a Special Use District entitled the "Pier 70 Special Use District" (SUD) is hereby established. The boundaries of the SUD are shown on Sectional Map SU08 of the Zoning Map. The purpose of this SUD is to give effect to the Development Agreement (DA) and Disposition and Development Agreement (DDA) for the Pier 70 Mixed-Use Project (Project), as approved by the Board of Supervisors by Ordinance No. _____. The Project will provide several benefits to the City, such as a significant amount of affordable housing, increased public access and open space, facilities for small-scale manufacturing, extensive infrastructure improvements, and replacement space for Noonan Building tenants, while creating jobs, housing, and a vibrant community as contemplated under California Assembly Bill 418 (AB 418) (Stats. 2011, ch. 477), which made Pier 70-specific amendments to the Burton Act (Stats. 1969, ch. 1333).*

*(b) **Role of Port Commission.** The majority of the property within the SUD is under the jurisdiction of the Port Commission, and Port lands are subject to land use controls additional to this Municipal Code. As authorized under AB 418, the Port may hold, use, conduct, operate, maintain, manage, administer, regulate, improve, sell, lease, encumber, and control nontrust lands and improvements within the SUD for any purpose on conditions specified in AB 418. In the event of a conflict between this Code and the Burton Act, AB 418, or the McAteer-Petris Act (Cal. Gov't Code §§ 66600 et seq.), state law shall prevail.*

*(c) **Relationship to Design for Development.** The Pier 70 Design for Development (Design for Development), adopted by the Planning Commission and Port Commission and as may be periodically amended, sets forth Standards and Guidelines applicable within the SUD and is incorporated here by reference. Any term used in this Section 249.79 and not otherwise defined in this Code shall have the meaning ascribed to it in the Design for Development. The Port shall have exclusive jurisdiction and approval rights over amendments to the Design for Development that affect only open space and right-of-way development within the SUD, which include Design for Development, Chapter 3 (Open Space*

Network); Chapter 4 (Streets and Streetscapes); Section 7.2 (Street Lighting); Section 7.3 (Open Space Lighting); Section 7.6 (Wayfinding Signage); and Section 7.8 (Public Art). Other than as specified above, the Port Commission and the Planning Commission may amend the Design for Development upon initiation by either body or upon application by an owner or ground lessee of property within the SUD, to the extent that such amendment is consistent with this Section, the General Plan, and the DA. Both the Port Commission and Planning Commission shall approve any such amendment to the Design for Development that does not exclusively affect the open space and right-of-way Chapters and Sections of the Design for Development identified in this subsection (c) as being within the exclusive jurisdiction of the Port Commission.

*(d) **Relationship to Other Planning Code Provisions.** Applicable provisions of the Planning Code shall control except as otherwise provided in this Section 249.79, the Design for Development, and the DA (so long as the DA is in effect). In the event of a conflict between other provisions of the Planning Code and the Design for Development or this Section 249.79 (and further subject to subsection (e) below), this Section 249.79 and the Design for Development shall control.*

*(e) **Development Controls.** Development and uses of property within the SUD shall be regulated by the controls contained in this Section 249.79 and in the Design for Development, provided, however, that if there is any inconsistency between this Section and the Design for Development, this Section shall control.*

*(f) **Definitions.** If not explicitly superseded by definitions established in this Section 249.79 or the Design for Development, the definitions in this Code shall apply. Later amendments to the definitions in this Code shall apply where not in conflict with this Section 249.79, the Design for Development, or the DA. In addition to the specific definitions set forth elsewhere in this Section 249.79, the following definitions shall govern interpretation of this Section:*

"Applicant" means the ground lessee, owner, or authorized agent of the owner or ground lessee of a development parcel.

"Building Standards" means the standards applicable to Buildings and any associated privately-owned open spaces within the SUD, consisting of the standards specified in subsection (h) and the standards identified as such in the Design for Development.

"Executive Director" means the Executive Director of the Port of San Francisco.

"Historic Building" means one of the existing structures commonly known as Historic Building 2, Historic Building 12, or Historic Building 21, which are part of the Union Iron Works Historic District (listed on the National Register of Historic Places).

"Horizontal Development" means construction of Public Facilities.

"Major Modification" means a deviation of 10 percent or more from any dimensional or numerical standard in this SUD or in the Design for Development, except as explicitly prohibited per subsection (i).

"Minor Modification" means a deviation of less than 10 percent from any dimensional or numerical standard in this SUD or in the Design for Development, except as explicitly prohibited per subsection (i), or from any non-numerical standard in the Design for Development.

"Proposition F" means the Union Iron Works Historic District Housing, Waterfront Parks, Jobs and Preservation Initiative adopted by the voters on November 4, 2015.

"Public Facilities" include completed utility infrastructure; recreational, open space, and public access areas; public rights-of-way; and other improvements in the public realm that will be under City and Port jurisdiction when accepted.

"Vertical DDA" means a Vertical Disposition and Development Agreement between the Port and an Applicant that sets forth contractual terms and conditions governing the Applicant's development of Vertical Improvements.

"Vertical Improvements" means new construction of a Building and any later expansion or major alteration of or addition to a previously approved Building within the SUD.

*(g) **Uses.***

(1) ***Permitted Uses.*** *The following uses set forth in Table 249.79(g)(1) below shall be permitted as indicated within the SUD, where P means Permitted Use and NP means Non-permitted Use.*

Table 249.79(g)(1)

Land Uses

Pier 70 SUD Parcels (as shown in Figures 1 and 2)	***Residen-tial Uses***	***Institution-al Uses***	***Retail Uses***	***Office Uses***	***Entertain-ment, Arts, and Recreat-ion Uses***	***Industrial Uses***	***PDR Uses***	***Parking Lot***	***Parking Garage***
2	*P*	*P*	*P*	*P*	*P(6)(8)*	*P(9)(10)*	*P(11)(12)*	*NP(13)*	*NP(14)*
12	*NP*	*P*	*P(2)*	*P(3)(4)*	*P(6)(8)*	*P(9)*	*P(11)*	*NP(13)*	*NP(14)*
21	*NP*	*P*	*P(2)*	*NP*	*P(6)(8)*	*P(9)*	*P(11)*	*NP(13)*	*NP(14)*
A	*NP*	*P*	*P(2)*	*P*	*P(6)(8)*	*P(9)*	*P(11)*	*NP(13)*	*NP(14)*
B	*NP*	*P*	*P(2)*	*P*	*P(6)(8)*	*P(9)*	*P(11)*	*NP(13)*	*NP(14)*
C1	*P*	*P*	*P*	*P*	*P(6)(8)*	*P(9)(10)*	*P(11)(12)*	*NP(13)*	*P*
C2	*P*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(9)(10)*	*P(11)(12)*	*NP(13)*	*P*
D	*P*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(10)*	*P(11)(12)*	*NP(13)*	*NP(14)*
E1	*P*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(10)*	*P(11)(12)*	*NP(13)*	*NP(14)*
E2	*P*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(10)*	*P(11)*	*NP(13)*	*NP(14)*

							(12)		
E3	*P*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*
E4	*NP*	*P*	*P(2)*	*P(3)(4)*	*P(6)(8)*	*P(9)*	*P(11)*	*NP(13)*	*NP(14)*
F/G	*P*	*P*	*P*	*P*	*P(6)(8)*	*P(9)(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*
H1	*P*	*P*	*P*	*P*	*P(6)(8)*	*P(9)(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*
H2	*P*	*P*	*P*	*P*	*P(6)(8)*	*P(9)(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*
PKN	*P(1)*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*
PKS	*P(1)*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*
HDY3	*P(1)*	*P*	*P*	*NP(5)*	*P(7)(8)*	*P(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*
HDY1/2	*P(1)*	*P*	*P*	*P*	*P(6)(8)*	*P(9)(10)*	*P(11)* (12)	*NP(13)*	*NP(14)*

Notes:

(1) Ground Floor Residential on Illinois Street is NP.

(2) Tourist Hotel is NP.

(3) Service, Medical is NP.

(4) Office Use is NP on Ground Floor.

(5) Office Use is P on Ground Floor only.

(6) Movie Theater is P if no more than three screens.

(7) Movie Theater is NP.

(8) Livery Stables are NP.

(9) Automobile Assembly, Food Fiber and Beverage Processing 1, Light Manufacturing, Metal Working are P. Other Industrial Uses are NP.

(10) Food Fiber and Beverage Processing 1, Light Manufacturing are P on Ground Floor only if Building contains Residential.

(11) PDR Automotive Services Station, Storage, Stable, and Utility Yard are NP. PDR Automotive Service Station are P if Predominant Use is District Garage.

(12) PDR Uses not already restricted as NP herein are P on the Ground Floor only if Building contains Residential

(13) Parking Lots are NP (except as provided for in Section 249.79(g)(3) as an interim use).

(14) Accessory Parking is P.

*(2) **Temporary Uses.** The Executive Director may approve without a public hearing any of the following uses ("Temporary Uses") for a period not to exceed 90 days, or for such longer period of time as may be approved by the Executive Director under any Port lease or license: booths for charitable, patriotic, or welfare purposes; markets; exhibitions, festivals, circuses, musical and theatrical performances and other forms of live entertainment including setup/load-in and demobilization/load-out; athletic events; open-air sales of agriculturally-produced seasonal decorations such as Christmas trees and Halloween pumpkins; meeting rooms and event staging; mobile food and temporary retail establishments; and automobile and truck parking and loading associated with any authorized temporary use. The Executive Director may authorize recurring Temporary Uses (such as a weekly farmers market) under a single authorization.*

*(3) **Interim Uses.** The Executive Director may approve any use listed in this section ("Interim Use") without a public hearing for a period not to exceed five years if the Executive Director finds that such Interim Use will not impede orderly development consistent with this Section 249.79, the*

Design for Development, and the DA. Interim Uses are limited to uses in the existing Historic Buildings, unimproved areas, and open spaces. Any Interim Use listed in this section that is integral to development under the DA, DDA, or Vertical DDA, and is permitted by the Port under any Port lease or license shall not require separate authorization as an Interim or Temporary use (for example, uses incidental to environmental clean-up, demolition and construction, storage, and automobile and truck parking and loading related to construction activities). Any authorization granted pursuant to this Subsection 249.79(g)(3) shall not exempt the applicant from obtaining any other permit required by law. Additional time for such uses may be authorized upon a new application. Interim Uses the Executive Director may authorize include, but are not limited to:

(A) Retail activities, which may include the on-site assembly, production or sale of food, beverages, and goods, the operation of restaurants or other retail food service in temporary structures, outdoor seating, food trucks, and food carts;

(B) Temporary art installations, exhibits, and sales;

(C) Recreational facilities and uses (such as play and climbing structures and outdoor fitness classes);

(D) Motor vehicle and bicycle parking;

(E) On-site assembly and production of goods in enclosed or unenclosed temporary structures;

(F) Educational activities, including but not limited to after-school day camp and activities;

(G) Site management service, administrative functions and customer amenities and associated loading;

(H) Rental or sales offices incidental to new development; and

(I) Entertainment uses, both unenclosed and enclosed, which may include temporary structures to accommodate stages, seating and support facilities for patrons and operations.

*(4) **Nonconforming Uses.** The Executive Director may allow the reasonable continuance, modification, or expansion of existing uses and structures that do not comply with this Section 249.79 or the Design for Development upon a determination that the use would not impede the orderly development of the SUD consistent with this Section, the DA, the DDA, and any Vertical DDA.*

*(5) **Ground Floor Frontages.***

*(A) **Priority Retail Frontages.** As listed below, a minimum of 50 percent of the shaded Priority Retail Frontage zone shown in Figure 1 shall be occupied by the following uses (each, a "Priority Retail" use) as defined in Section 2.2 of the Design for Development (Ground Floor Uses):*

(i) Retail (including personal services and excluding medical services, financial services, banks, real estate services, or retail automotive uses);

(ii) Bar and restaurant;

(iii) Arts activities;

(iv) PDR; and

(v) Entertainment.

(B) As an exception to the above, Parcel E4, due to its waterfront location, shall require a minimum of 33 percent Priority Retail of the extent of the east and south frontages. The Priority Retail uses on Parcel E4 may consolidate required linear feet on a single designated frontage.

(C) The minimum depth of regulated uses for all Priority Retail frontages is 25 feet from the subject façade. A maximum of 40 feet of lobby frontage per building may count towards linear Priority Retail frontage requirement.

*(D) **Retail and Service Frontages.** To embed a broader set of active uses elsewhere on the site, including community facilities and personal services, Retail and Service Frontages shall occur along the northern and southern waterfront edge, as well as along the 200-foot portion of C1 facing Orton Plaza and on key gateways into the site from Illinois Street and corners adjacent to the Maryland Street corridor between 21st and 22nd Streets, as shown in Figure 1.*

Specified frontage zones shall be limited to the Priority Retail uses listed in 249.79(g)(5)(A) plus the following additional uses (each, a "Priority Service Use") for a minimum of 50 percent of the shaded Retail and Services frontage zone identified in Figure 1:

(i) Medical services;

(ii) Financial services and banks;

(iii) Fitness centers and gyms;

(iv) Institutions;

(v) Community facilities; and

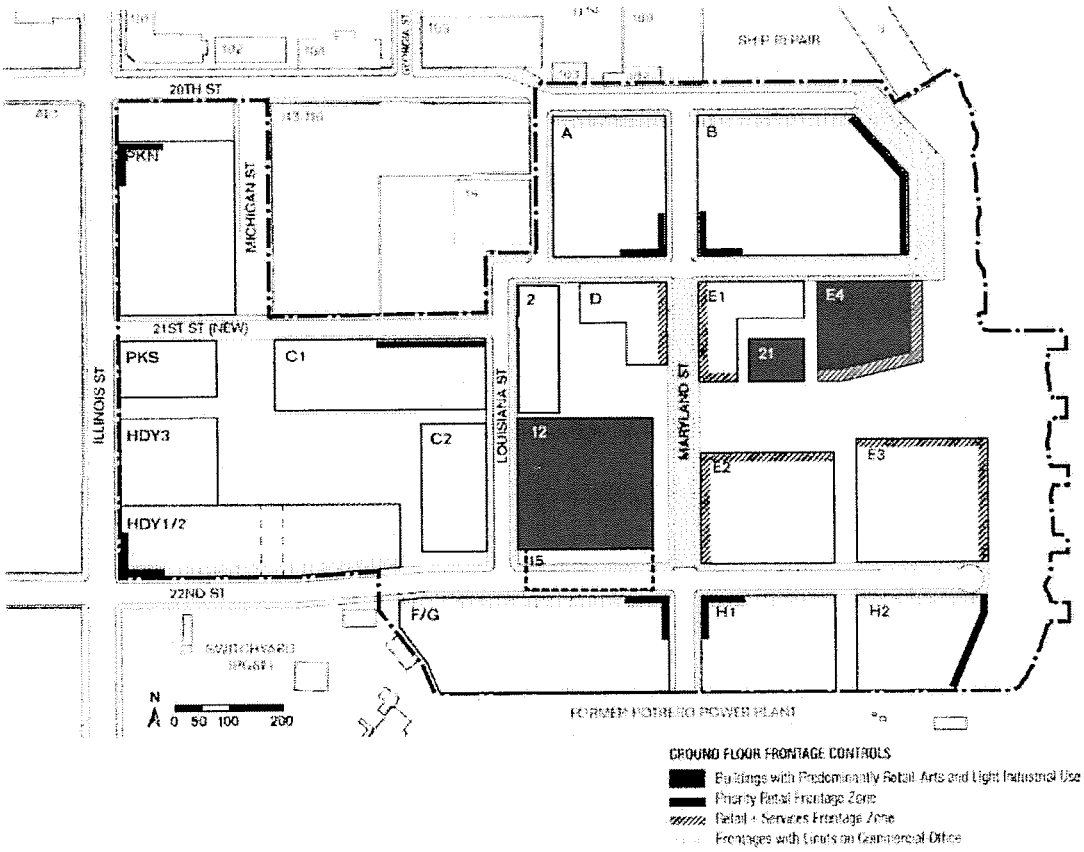
(vi) Events and activity space.

(vii) For C1 only, small offices up to 5,000 square feet.

(E) The minimum Retail and Service depth shall be 25 feet. If C1 is built as a garage, the minimum depth shall be 20 feet to preserve parking layout feasibility.

(F) ***Office Frontages.*** *Ground floor office uses on 20th and 22nd Streets, as shown on Figure 1, shall not exceed 75 percent of the frontage for Parcels A, B, F, G, HDY, H1, and H2. Remaining portions of those frontages shall provide usable spaces for a viable non-office use, including all Priority Retail uses listed in 249.79(g)(5)(A) and Priority Service Uses listed in 249.79(g)(5)(D).*

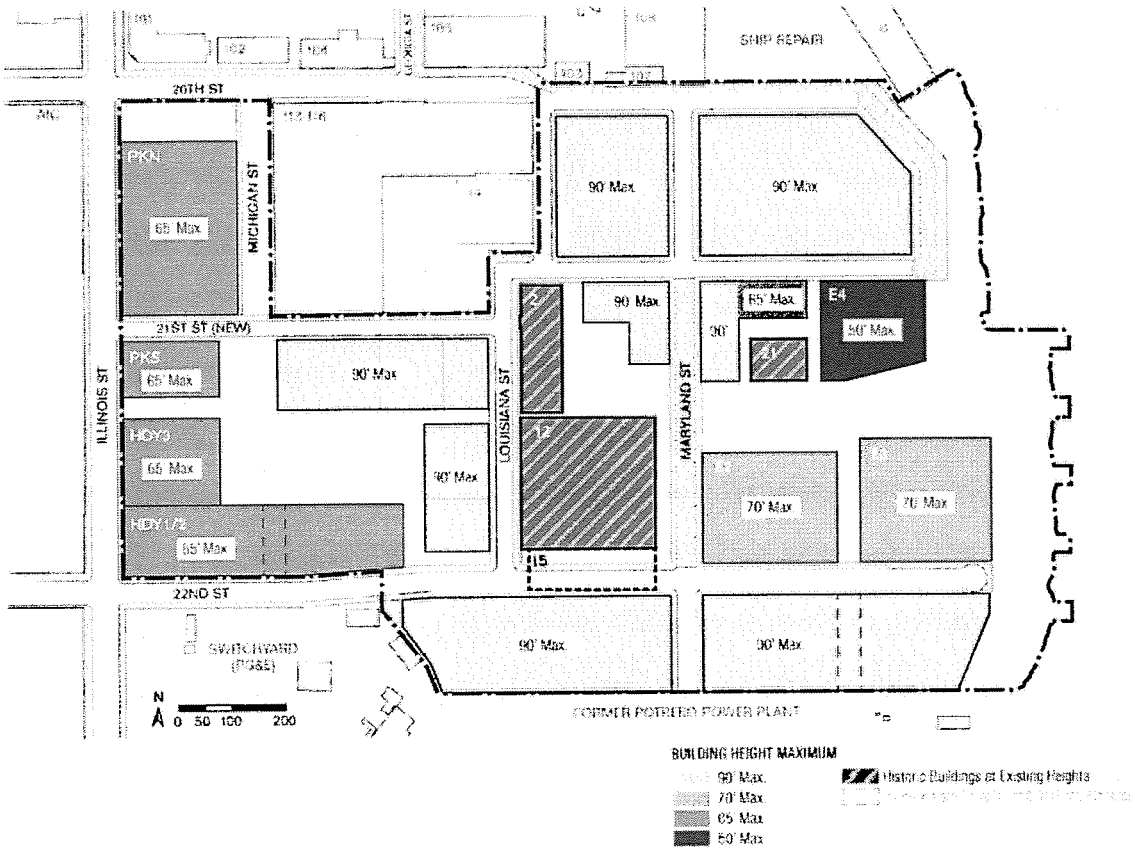
Figure 1: Ground Floor Frontage Controls.



(h) ***Building Standards.***

(1) ***Building Height and Bulk.*** *The height and bulk limits shall be as set forth on Sectional Map HT08 of the Zoning Map and as further limited and detailed in Figure 2 of this Section (Building Height Maximum) and the Design for Development.*

Figure 2: Building Heights Maximum.



*(2) **Measurement of Height.** Measurement of Height shall be governed by the controls set forth in Section 6.4 of the Design for Development (Maximum Building Height) and not as provided in Section 260.*

*(3) **Lot Coverage and Rear Yards.** Lots shall not be required to comply with any rear yard and lot coverage requirements set by this Code.*

*(4) **Off-Street Parking.** Off-street automobile parking shall not be required for any use. Total parking spaces for the SUD shall not exceed the maximum number of spaces listed in the table below. Planning will determine compliance with the off-street parking standards in accordance with*

Subsection 249.79(l)(5) below. These requirements may be modified pursuant to implementation of the Project's Transportation Demand Management (TDM) requirement, as set forth in the DDA.

Table 249.79(h)(4) ***Maximum Permitted Off-Street Parking***	
Residential Use	*0.6 spaces per residential unit*
Office Use	*1 space per 1500 square feet of Gross Floor Area*
All Other Uses	*None permitted*

*(5) **Bicycle Parking.** The amount and design of bicycle parking required shall be governed by the controls set forth in the Planning Code, whereas the location of required bicycle parking shall be governed by the controls set in the Design for Development.*

*(6) **Dwelling Unit Density.** There shall be no density limit for any residential use.*

*(7) **Dwelling Unit Exposure.** The provisions of Section 140 shall not apply. Dwelling units in new construction shall face onto one of the following open areas that is open to the sky:*

(A) A public street, public alley, or mid-block passage (public or private) at least 20 feet in width;

(B) An exterior courtyard or terrace at least 25 feet in width that is open to a public street, public alley, mid-block passage (public or private);

(C) A public open space that is at least 25 feet in width, including Irish Hill, a landscape feature;

(D) An interior courtyard at least 25 feet in width and a maximum height of 55 feet;

(E) An interior courtyard at least 40 feet in width without regard to height; or

(F) Undeveloped airspace over rooftops of either adjacent buildings within the SUD or a building on the same parcel where such building has been built to the maximum height limit allowed pursuant to this Section 249.79.

(8) ***Open Space for Dwelling Units.*** *In addition to any publicly-accessible open spaces described in the Design for Development, a minimum of 40 square feet of open space per dwelling unit shall be provided on each residential building parcel. Such open space may be either private or common space, and may be provided in the form of courtyards, terraces, rooftops, balconies, or other facilities. The standards for open spaces shall be governed by the controls set forth in the Design for Development and not as provided in Section 135.*

(9) ***Permitted Obstructions.*** *Permitted obstructions over the street, alley, yard, setback, or open space (also referred to as Projections) shall be governed by the controls set forth in the Design for Development and not as provided in Section 136.*

(10) ***Streetscape Improvements.*** *The streetscape and street tree planting requirements shall be governed by the controls set forth in the Design for Development and not as provided in Section 138.1(c).*

(11) ***Off-Street Loading.*** *The loading requirements of Article 1.5 of the Code shall not apply. Off-Street loading shall be governed by the controls set forth in Section 5.5 and 5.6 of the Design for Development, describing number of loading spaces, loading space locations and dimensions, loading spaces for historic buildings, location of refuse and recycling, and loading access locations.*

(12) ***Signage.*** *The requirements of Article 6 of this Code, as well as the signage guidelines of the Port, shall not apply. Building signage within the Special Use District shall be regulated by Sections 7.5 (General Signage), 7.6 (Wayfinding Signage) and 7.7 (Building Signage) of the Design for Development, regulating signage design and location for buildings and the public realm. Signage regulations in the Design for Development supplement the following signage plans to be approved by the Executive Director and the Planning Department pursuant to the DDA as follows: the*

Pier 70 Public ROWs Signage Plan, the Pier 70 Park Parcels Signage Plan(s) and the Pier 70 Interpretive Signage Plan(s) to be approved by the Executive Director, and the Pier 70 Building Signage Plan approved by both the Executive Director and Planning Director.

(13) ***Inclusionary Housing Requirements****. The requirements of Section 415 shall apply subject to the following provisions:*

(A) For any Rental Housing Project, each housing development project shall pay a fee based on the number of units equivalent to the 23% of the number of units in the principal rental housing project. If the project sponsor is eligible and elects to provide on-site affordable rental units, the number of affordable units constructed on-site shall be 20% of all units constructed on the project site. The Rental Units shall have an affordable rent set at an average of 80% of Area Median Income or less.

(B) For any housing development project consisting of Owned Units, each project shall pay a fee based on the number of units equivalent to the 28% of the number of units in the principal housing project.

(14) ***Impact Fees.*** *Vertical Improvements within the SUD that are subject to the DA shall be required to pay impact fees in accordance with the DA. In recognition of the high level of in-kind improvements provided under the Design for Development and related project documents, all other Vertical Improvements within the SUD, whether subject to the DA or not, shall not be required to pay the Eastern Neighborhoods Impact Fees and Public Benefits Fund requirements set forth in Section 423.*

(15) ***Transportation Fee.*** *Vertical Improvements that are subject to the DA shall be required to pay transportation fees in accordance with the DA, which fees shall be used by SFMTA in accordance with the Transportation Plan attached to the DA. All other Vertical Improvements within the SUD shall pay to SFMTA a "Transportation Fee" that SFMTA shall use to pay for uses permitted by the TSF Fund under Section 411A.7, including SFMTA and other agencies' costs to design, permit,*

construct, and install a series of transportation improvements in the area surrounding the Pier 70 SUD. The Transportation Fee will be calculated for each Vertical Improvement at 100% of the applicable TSF rate without a discount under Section 411A.3(d) as if it were a Project submitted under Section 411A.3(d)(3).

*(i) **Modifications to Building Standards.** Modification of the Building Standards may be approved on a project-by-project basis according to the procedures of set forth below.*

*(1) **No Modifications or Variances Permitted.** No modifications or variances are permitted for (A) Maximum Height established under Section (h)(1); (B) maximum building stories established in Standard 6.4.2 of the Design for Development (Maximum Stories); (C) maximum off-street parking ratios (except as provided in subsection (l)(5) below); (D) minimum required bicycle parking quantities established in Article 1.5 of Standard 5.1.1 of the Design for Development (Bicycle Parking Capacity)the Planning Code; or (E) Standard 6.18.1 (Key Facades 200-350 Feet in Length) and Standard 6.18.2 (Key Facades 350 Feet or More in Length) of the Design for Development regulating architectural treatment of primary and secondary facades. Except as explicitly provided in subsections (i)(2) and (3) below, no other standard set forth in this Section 249.79 or in the Design for Development shall be modified or varied.*

*(2) **Minor Modifications.** The Planning Director may approve a Minor Modification administratively by the procedures described in Subsection 249.79(l)(6)(A).*

*(3) **Major Modifications.** The Planning Commission shall hear any application for a Major Modification according to the procedures described in subsection 249.79(l)(6)(B).*

*(j) **Review and Approval of Development Phases and Horizontal Development.** The Port Commission shall grant a Phase Approval in accordance with the DDA for the Phase that includes the applicable Vertical Improvements before Planning may approve an application for design review under this Section 249.79.*

*(k) **Review and Approval of Open Space.** The Port Commission shall have exclusive jurisdiction over the review of proposed publicly-owned open space within the SUD for consistency with the Design for Development, including program, design, and the inclusion of any ancillary structures. Any privately-owned publicly-accessible open space on any of the development parcels shall be reviewed and approved by Planning as part of the associated Vertical Improvement.*

*(l) **Design Review and Approval of Vertical Improvements.***

*(1) **Applications.** Applications for design review are required for all Vertical Improvements prior to issuance of building permits. An application for design review shall be filed at the Port by the owner or authorized agent of the owner of the property for which the design review is sought. Each application shall include the documents and materials necessary to determine consistency with this Section and the Design for Development, including site plans, sections, elevations, renderings, landscape plans, and exterior material samples to illustrate the overall concept design of the proposed buildings. If an Applicant requests a Major or Minor Modification, the application shall contain descriptive material such as narrative and supporting imagery, if appropriate, that describes how the proposed Vertical Improvement meets the intent of the SUD and Design for Development and provides architectural treatment and public benefit that are equivalent or superior to strict compliance with the standards.*

*(2) **Completeness.** Port and Planning staff shall review the application for completeness and advise the Applicant in writing of any deficiencies within 30 days after receipt of the application or, if applicable, within 15 days after receipt of any supplemental information requested pursuant to this Section. Review by Port staff shall also include a review for compliance with the requirements of the applicable Vertical DDA. If staff does not so advise the applicant, the application shall be deemed complete.*

*(3) **Staff Design Review of Buildings.** Each application for Vertical Improvements shall be subject to the administrative design review process set forth in this subsection (l). Upon a*

determination of completeness (or deemed completeness), staff shall conduct design review and prepare a staff report determining compliance of the Vertical Improvement with this Section 249.79 and the Design for Development, including a recommendation regarding any modifications sought. Such staff report shall be delivered to the Applicant and any third parties requesting notice in writing, shall be kept on file, and posted on the Department's website for public review, within 60 days of the determination of completeness (or deemed completeness).

If staff determines that the Vertical Improvement is not compliant with the Design for Development and this Section 249.79, it will notify the Applicant within the applicable 60-day period, in which case, the Applicant may resubmit the Application and the requirements under Section(l)(1) through Section (l)(3) apply anew, except the time for staff review shall be 30 days.

(4) ***Port Review of Historic Buildings.*** *Port staff shall review schematic designs for each Historic Building in accordance with the procedures set forth in the ground lease between Port and the Applicant for the applicable Historic Building. Port staff review shall include a determination of consistency with the Design for Development and applicable mitigation measures, including compliance with Secretary of the Interior's Standards for the Treatment of Historic Properties.*

(5) ***Off-Street Parking.*** *It is the intent of this SUD that at full build-out of all parcels in the SUD, the total number of off-street parking spaces within the SUD shall not exceed the applicable maximum parking ratios specified in Table 249.79(h)(4) above. The maximum parking ratios shall not apply to individual Vertical Improvements or parcels, but shall be considered cumulatively for the SUD as a whole. To ensure compliance with the maximum parking ratios on a periodic basis during the phased build-out of the SUD, the Planning Department shall not approve new off-street parking proposed within a Vertical Improvement if it determines that the amount of off-street parking proposed would cause the aggregate parking ratio in the SUD to be exceeded when taking into account the amount of parking in the proposed Vertical Improvement plus the amount of parking for all Buildings approved under this Section 249.79 as of the date of determination (without regard to whether or not*

the Building has been constructed) at the following Development Increments: every 750 net new housing units and every 400,000 gross square feet of non-residential uses in new or rehabilitated buildings (each residential and non-residential threshold, a "Development Increment"). Notwithstanding the foregoing, a deviation of up to 10% above the maximum ratios shall be permitted for all increments prior to final build out and not be considered a Major Modification, Minor Modification, or otherwise inconsistent with this Section 249.79 or the Design for Development. For any increment beyond the first, the Planning Director may disallow part or all of the 10% deviation from the maximum ratios in consideration of expected build out of the SUD.

*(6) **Approvals and Public Hearings for New Development.***

*(A) **New Construction.** Within 10 days after the delivery and posting of the staff report in accordance with subsection (l)(3), the Planning Director shall approve or disapprove the Vertical Improvement design and any Minor Modifications based on its compliance with this Section 249.79 and the Design for Development and the findings and recommendations of the staff report. If the Vertical Improvement is consistent with the numeric standards set forth in this Section 249.79 and the Design for Development, the Planning Director's discretion to approve or disapprove the Vertical Improvement shall be limited to the Vertical Improvement's consistency with the non-numeric elements of the Design for Development and the General Plan. Notwithstanding any other provisions of this Section 249.79, the Planning Director may refer an Application that proposes modification to the non-numeric elements of the Design for Development, even if not otherwise classified as a Major Modification, to the Planning Commission as a Major Modification if the Planning Director determines that the proposed modification does not meet the intent of the Standards set forth in the Design for Development.*

*(B) **Vertical Improvements Seeking Major Modifications.** Upon delivery and posting of the staff report under subsection (l)(3), the Planning Commission shall calendar the item for a public hearing at the next regular meeting of the Planning Commission (or special meeting, at the*

Planning Commission's discretion), subject to any required noticing, for any application for Vertical Improvements seeking one or more Major Modifications and for any Vertical Improvement seeking Minor Modifications that the Planning Director, in his or her sole discretion, refers as a Major Modification. The Planning Commission shall consider all comments from the public and the recommendations of the staff report and the Planning Director in making a decision to approve or disapprove the Vertical Improvement design, including the granting of any Major or Minor Modifications.

*(C) **Notice of Hearings.** Notice of hearings required by subsection (B) above shall be provided as follows:*

(i) by mail not less than 10 days prior to the date of the hearing to the Vertical Improvement applicant, to property owners within 300 feet of the exterior boundaries of the property that is the subject of the application, using for this purpose the names and addresses as shown on the citywide assessment roll in the Office of the Tax Collector, and to any person who has requested such notice; and

(ii) by posting on the subject property at least 10 days prior to the date of the hearing.

*(m) **Building Permit Approval.** For projects subject to the jurisdiction of the Port, the Chief Harbor Engineer shall review each building permit application for consistency with the authorizations granted pursuant to this Section 249.79. For projects outside the jurisdiction of the Port, DBI shall review each permit application for consistency with the authorizations granted pursuant to this Section 249.79. The Chief Harbor Engineer and DBI shall not issue any building permit for work within the SUD that has not obtained design review approval in accordance with subsections (l)(6)(A) and (B) above to the extent applicable, or is inconsistent with standards in this Section 249.79 or the Design for Development.*

*(n) **Change of Use.** Before issuing any building permit or other permit or license, or for a permit of Occupancy that would authorize a new use, a change of use or maintenance of an existing use of any land or structure contrary to the provisions of this Section 249.79 or the Design for Development, the Chief Harbor Engineer or DBI, as applicable, shall refer the matter to the Planning Department for a consistency determination to be provided to the Chief Harbor Engineer or DBI, as applicable, within 15 days of referral.*

*(o) **Discretionary Review.** No requests for discretionary review shall be accepted by the Planning Department or heard by the Planning Commission for any Building in the SUD.*

Section 3. The Planning Code is hereby amended by revising Zoning Map ZN08, Height Map HT08, and Sectional Map SU08, as follows:

(a) To change the Zoning Map (ZN08) from M-2 to Pier 70 Mixed-Use District:

Assessor's Block	Lot	Current Zoning to be Superseded	Proposed Zoning to be Approved
4052	001 (partial)	M-2	Pier 70 Mixed Use District
4111	004 (partial)	M-2	
4110	001	M-2	
4110	008A	M-2	
4120	002	P	

(b) To change the Zoning Map (HT08) from 40-X to 90-X:

Assessor's Block	Lot	Current Height/Bulk to be Superseded	Proposed Height/Bulk to be Approved
4052	001 (partial)	40-X	90-X
4111	004 (partial)	40-X	
4120	002	40-X	

(c) Sectional Map SU08 is hereby amended to create the new Pier 70 Special Use District, bounded by the following streets:

(1) To the north, all lots fronting the southern side of and abutting the terminus of 20th Street from Illinois Street to the shoreline, including lot 4110001, a portion of lot 4111004 - the southernmost portion south of a line roughly 95 feet from the southern parcel border, and a portion of lot 4052001 – the southernmost portion south of a line roughly 1,100 feet from the southern parcel border, and excluding the northwestern corner roughly bounded by a line running parallel to and roughly 265 feet south of 20th Street, and a line parallel to and roughly 800 feet east of Illinois Street;

(2) To the east, all lots fronting the shoreline between 20th and 22nd Streets;

(3) To the south, all lots fronting the northern side of 22nd Street, and abutting the terminus of 22nd Street from Illinois St to the shoreline;

(4) To the west, all lots fronting the eastern side of Illinois St, from 20th Street to 22nd Street.

Section 4. Effective Date. This ordinance shall become effective 30 days after enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board of Supervisors overrides the Mayor's veto of the ordinance.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: _____
ANDREA RUIZ-ESQUIDE
Deputy City Attorney

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SAN FRANCISCO
PLANNING DEPARTMENT

MEMO

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

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415.558.6378

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415.558.6409

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Information:
415.558.6377

DATE: **August 10, 2017**

TO: **Planning Commission**

FROM: **Richard Sucre, San Francisco Planning Dept.**
Sarah Dennis Phillips, Office of Economic and Workforce Dev.

RE: **Pier 70 Disposition & Development Agreement Summary**

This memorandum provides a summary of important aspects of the Disposition and Development Agreement (DDA) between the Port of San Francisco and FC Pier 70 LLC (Forest City). Included in this summary is an outline of the commitments and public benefits associated with the Pier 70 Mixed-Use Project, including, but not limited to:

- Affordable Housing Plan
- Transportation Plan & TDM Plan
- Office
- Arts Program, and
- Workforce Development Plan

The DDA will be reviewed by the Port of San Francisco at a public hearing tentatively scheduled for September 12, 2017. The Planning Commission does not have approve authority over the DDA.

I:\Cases\2014\2014-001272DVA Pier 70 Development Agreement-SUD\Memo_DDA Summary.doc

Pier 70 – Affordable Housing Plan

The Affordable Housing Plan for the 28-Acre Site has been designed to facilitate development of 30% of all dwelling units as either inclusionary units within market-rate rental buildings or within three designated, 100% affordable buildings ("Standalone Affordable Buildings"). It is anticipated that the project-generated sources described below will be sufficient to fund the Standalone Affordable Buildings. The DDA obligates the Master Developer to construct all of the necessary infrastructure and utilities needed for the development of Standalone Affordable Buildings and deliver the parcels to the Mayor's Office of Housing and Community Development ("MOHCD"). These three Standalone Affordable Buildings will be developed by non-profit affordable housing developers, selected by MOHCD.

The Affordable Housing Plan also requires Vertical Developers of market-rate rental buildings to provide 20% of the rental units as below-market-rate, on-site inclusionary units. These units will be affordable to households at an average of no more than 80% area median income, with the maximum number of units possible rented to applicants under the Neighborhood Resident Housing Preference program.

In the Development Agreement, the City has agreed to allocate and use Impact Fees and other City sources described below to fund costs of the Standalone Affordable Buildings.

- Vertical Developers of market-rate condo projects on the 28-Acre Site will be required to pay the 28-Acre Site Affordable Housing Fee that will be deposited into the Citywide Affordable Housing Fund. MOHCD will administer and use these funds for the Standalone Affordable Buildings.

- Each Vertical Developer of a commercial office building on the 28-Acre Site will be required to pay the 28-Acre Site Jobs/Housing Equivalency Fee. MOHCD will administer and use these funds for the Standalone Affordable Buildings.

- The City will form an Infrastructure and Revitalization Financing District ("IRFD") over the Hoedown Yard. Under the IRFD Financing Plan and the Tax Allocation MOU, the City has agreed to allocate and use tax increment generated by the IRFD for the Standalone Affordable Buildings.

Pier 70 – Transportation Plan & TDM Plan

The Transportation Plan for the Pier 70 SUD has been designed to facilitate investment in the transportation network surrounding Pier 70 as well as to mitigate auto-related impacts from the proposed project. Key components of the Transportation Plan are:

- Vertical Developers of both residential and commercial office buildings within the Pier 70 SUD will be required to pay to SFMTA a Transportation Fee, which will be the equivalent of the Transportation Sustainability Fee without any discount. Standalone Affordable Buildings, Building 12, Building 21 and the Arts Building ("Parcel E4") will not be required to pay the Transportation Fee.
- The Transportation Fee will be used by SFMTA to pay for costs associated with design, permitting, construction, and installation of a series of transportation improvements in the area surrounding the Pier 70 SUD area. SFMTA will report to the Planning Director on any use of the Transportation Fee in any reporting period for the Annual Review under the Development Agreement.
- Examples of projects that SFMTA may fund with the Transportation Fee, created with stakeholder input, include:
    - 16th Street Ferry Landing.
    - T-Third Enhancements.
    - 10, 11, 12, and other MUNI lines that are planned to serve Pier 70 SUD neighborhood.
    - Muni Metro East.
    - Mission Bay E-W Bike Connector.
    - Terry A. Francois Boulevard Cycletrack.
    - North-south bike connection on Indiana Street.
    - Upgraded bicycle access on Cesar Chavez Boulevard.
    - Pedestrian improvements.
- The Master Developer will implement the Transportation Demand Management ("TDM") Plan. A key component of the TDM Plan is that the proposed project will reduce by 20% the projected total daily auto trips from the project's Transportation Impact Study.
- Key strategies included in the TDM Plan are creation of a Pier 70 Transportation Management Agency, operation of a free, open to the public shuttle, subsidized carshare membership, bikeshare membership and monthly transit passes for residents, enhanced bicycle parking requirements, as well as additional public education and outreach.
- Additionally, the SFMTA will designate a staff person to follow up on the transportation related components of the proposed project, as well as act as a point of contact for both the Master Developer as well as community stakeholders.

Pier 70 – Office

In order to facilitate an orderly development of commercial office space throughout the City of San Francisco, the 28-Acre Site will adhere to a prescribed schedule for development of buildings with predominantly office uses.

As part of each phase submittal, the Master Developer will notify the Port of its intention to construct commercial office space. As the disposition process for each designated development parcel progresses, the Master Developer will provide notice of the continued intent to construct office uses and the approximate amount. If the amount of available allocation under Proposition M in limited, the Port and Master Developer must comply with the following schedule:

SCHEDULE 1 SCHEDULE OF OFFICE DEVELOPMENT*			
Phase	**Max Office SF Allowed in Phase**	**Earliest Date to Enter into Vertical DDA**	**Earliest Date to Draw Down Prop M Allocation**
Bldg 12	60,000	No minimum date	No minimum date
Phase 1	465,000 SF	No earlier than December 2017	No earlier than December 21, 2018
Phase 2	750,000 SF	No earlier than July 2019	No earlier than Dec 21, 2021
Phase 3	750,000 SF	No earlier than July 2021	No earlier than Dec 21, 2022
Total	**2,025,000 SF**		

*applicable only in years where there is a Prop M Constraint

If any phase includes less office development than identified in Schedule 1 above, that remaining amount of development may be added to the subsequent phase. In addition, if the Master Developer can provide satisfactory documentation of an interested commercial office tenant with a leasing requirement of 250,000 gsf or more, the Port may in its reasonable discretion determine that the maximum office gsf limitations in Schedule 1 do not apply.

As the 28-Acre Site is entirely comprised of property owned by the Port of San Francisco, Zoning Administrator Letter of Determination No. 2017-001815ZAD outlines procedure for the development of office. The Zoning Administrator determined that an Office Development Authorization from the Planning Commission under Planning Code Sections 321 and 322 and Planning Department approval is not required for new office development under the jurisdiction of the San Francisco Port Commission. However, as provided under Planning Code Section 321(2)(A), office space under the jurisdiction of the San Francisco Port Commission will count against the annual maximum limit.

Pier 70 – Arts Program

As part of the associated public benefits provided by the 28-Acre Site project, there will be a building with total square footage up to 90,000 gsf that will be dedicated to arts and light industrial uses consistent with the land use requirements of the Pier 70 SUD ("Arts Building"). The DDA also requires that the Master Developer provide replacement space at Pier 70 for tenants of the Noonan Building with a restricted rent equal to the Port's parameter rent schedule for existing space on the project approval date, adjusted for inflation.

Allowable activities include performance, exhibition, rehearsal, production, post-production and educational activities of any of the following: Dance, music, dramatic art, film, video, graphic art, painting, drawing, sculpture, small-scale glassworks, ceramics, textiles, woodworking, photography, custom-made jewelry or apparel, and other visual, performance and sound arts and craft. The types of spaces to be included are studios, workshops, performance space and other similar spaces customarily used principally for arts activities (rehearsal, performance, visual arts, display, design, multimedia, classrooms, galleries, theatre, events, and exhibitions), and related accessory administrative office and support space. The Arts Building may also include replacement space for tenants of the Noonan Building currently working at Pier 70 as well as retail and restaurant uses not to exceed 10,000 usable square feet in the aggregate.

It is anticipated that the Port would enter into a Vertical DDA and/or Parcel Lease directly with a master tenant to facilitate the development, construction and operation of the Arts Building. This master tenant would create a set of selection criteria to evaluate artists and/or arts organizations desiring to occupy the space, establish a selection committee to review new applications, prioritize artists and/or arts organizations most local to the project site, and establish future rent schedule. The future rent schedule will be at reasonable rates for comparable non-profit artist space in San Francisco. The DDA Schedule of Performance requires that the master tenant has entered into a Vertical DDA for the Arts Building no later than the date that the Port issues a Temporary Certificate of Occupancy for a nearby office building (Building B-2).

Pier 70 – Workforce Development Plan

The purpose of the Workforce Development Plan is to ensure training, employment and economic development opportunities are part of the development and operation of the Pier 70 SUD project. The Workforce Development Plan creates a mechanism to provide employment and economic development opportunities for economically disadvantaged persons and San Francisco residents and ensure that a portion of the jobs and contracting opportunities be directed, to the extent possible based on the type of work required, and subject to collective bargaining agreements, to local, small and economically disadvantaged companies and individuals whenever there is a qualified candidate. In recognition of the unique circumstances and requirements surrounding the project, the Port, the Office of Economic and Workforce Development ("OEWD") and Master Developer have agreed that this Workforce Development Plan will constitute the exclusive workforce requirements for the Project.

The Workforce Development Plan requires:

- Master Developer and Vertical Developers to meet a 30% local hiring requirement.
- Master Developer and Vertical Developers of projects that are not otherwise covered by local hire requirements to enter into a First Source Hiring Agreement for construction.
- Master Developer or Vertical Developers to fund certain OEWD job readiness and training programs run by CityBuild and TechSF, in a total of $1 Million.
- Permanent Employers at the Pier 70 SUD who occupy greater than 20,000 gsf to enter into a First Source Hiring Agreement that will require participation in the City's Workforce System, good faith efforts to meet the hiring goals applicable to employment associated with ongoing operations and, where applicable, partnership with TechSF.
- Master Developer and Vertical Developers to make good faith efforts to achieve an overall LBE participation goal of 17% of the total cost of all contracts for infrastructure and identified building improvements.
- Master Developer to make good faith efforts to meet the goals applicable to the initial leasing of retail space suitable for use by local diverse small businesses, with a focus on District 10 businesses.

FOR PLANNING COMMISSION FILE
August 8, 2017

RECORDING REQUESTED BY AND WHEN RECORDED MAIL TO:

Angela Calvillo
Clerk of the Board of Supervisors
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Exempt from recording fees under Government Code § 27383.

Recorder's Stamp

DEVELOPMENT AGREEMENT

BETWEEN

THE CITY AND COUNTY OF SAN FRANCISCO

AND

FC PIER 70, LLC, A DELAWARE LIMITED LIABILITY COMPANY

RELATING TO DEVELOPMENT OF CITY LAND

UNDER THE JURISDICTION OF

THE PORT COMMISSION OF SAN FRANCISCO

[Insert Reference Date]

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APPENDIX EXCERPT

EXHIBITS

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DEVELOPMENT AGREEMENT
(Pier 70 28-Acre Site)

This **DEVELOPMENT AGREEMENT** ("**Development Agreement**") is between the **CITY AND COUNTY OF SAN FRANCISCO**, a political subdivision and municipal corporation of the State of California (including its agencies and departments, the "**City**"), and **FC Pier 70, LLC**, a Delaware limited liability company ("**Developer**") (each, a "**Party**"), is dated as of the Reference Date, and is made in conjunction with that certain Disposition and Development Agreement (the "**DDA**") between the City, acting by and through the San Francisco Port Commission (the "**Port Commission**" or "**Port**"), and Developer. The DDA establishes the relative rights and obligations of the Port and Developer for the 28-Acre Site development project, some of which will be implemented as described in other Transaction Documents.

RECITALS

A. The City owns about 7 miles of tidelands and submerged lands along San Francisco Bay, including approximately 72 acres known as Pier 70 or Seawall Lot 349 under Port jurisdiction in the central waterfront area of San Francisco. Pier 70 is generally bounded by Illinois Street on the west, 22nd Street on the south, and San Francisco Bay on the north and east. The National Park Service listed approximately 66 acres of Pier 70 as the *Union Iron Works Historic District* in the National Register of Historic Places in 2014.

B. The City and Developer have negotiated this Development Agreement to vest in Developer and its successors certain entitlement rights with respect to the 28-Acre Site, the legal description of which is attached as **DA Exhibit A**.

C. The City has established a 35-acre Pier 70 Special Use District that includes the 28-Acre Site and adjacent parcels called the Illinois Street Parcels. Developer is the master developer for the 28-Acre Site and is responsible for subdividing and improving the 28-Acre Site and a portion of the Illinois Street Parcel known as Parcel K with Horizontal Improvements needed or desired to serve vertical development. Under the DDA, Developer has an Option to develop Vertical Improvements on designated Development Parcels known as Option Parcels. Horizontal and vertical development of the 28-Acre Site Project will be subject to the Project Requirements in the DDA, which include Regulatory Requirements.

D. The Development Agreement Statute authorizes local governments to enter into development agreements with persons having a legal or equitable interest in real property to strengthen the public planning process, encourage private participation in comprehensive planning, and reduce the economic risk of development. In accordance with the Development Agreement Statute, the City adopted Chapter 56 to establish local procedures and requirements for development agreements. The Parties are entering into this Development Agreement in accordance with the Development Agreement Statute and Chapter 56. This Development Agreement is consistent with the requirements of section 65865.2 of the Development Agreement Statute, which requires a development agreement to state its duration, permitted uses of the property, the density or intensity of use, the maximum height and size of proposed buildings, and provisions for reservation or dedication of land for public purposes.

E. The City and the Port have determined that the development of the 28-Acre Site Project in accordance with the DA Requirements will provide public benefits greater than the City and the Port could have obtained through application of pre-existing City ordinances, regulations, and policies. Public benefits include:

1. revitalizing a portion of the former industrial site that currently consists of asphalt lots and deteriorating buildings behind chain link fences that prevent open public access to the waterfront;

2. building a network of waterfront parks, playgrounds, and recreational facilities on the 28-Acre Site that, with development of the Illinois Street Parcels, will more than triple the amount of parks in the neighborhood;

3. creating significant amounts of on-site affordable housing units on the 28-Acre Site and Parcel K South;

4. restoring three deteriorating historic structures that are significant contributors to the historic district for reuse;

5. providing substantial new and renovated space for arts/cultural nonprofits, small-scale manufacturing, local retail, and neighborhood services;

6. preserving the artist community currently located in the Noonan Building in new state-of-the-art, on-site space that is affordable, functional, and aesthetically pleasing;

7. creating an estimated 10,000 permanent jobs and 11,000 temporary construction jobs and implementing a robust workforce commitment program to encourage local business participation;

8. investing over $200 million to build transportation and other infrastructure critical to serving the 28-Acre Site, the historic district, the historic ship repair operations, and the surrounding neighborhood; and

9. implementing sustainability measures to enhance livability, health and wellness, mobility and connectivity, climate protection, resource efficiency, and ecosystem stewardship and provide funding sources needed to protect the Pier 70 shoreline from sea level rise.

F. The Project Approvals listed on **DA Exhibit B** entitle Developer's proposed Project, and authorize Developer to proceed with development in accordance with the Project Requirements under the DDA, which include this Development Agreement. The Parties intend for all acts referred to in this Development Agreement to comply with CEQA, the CEQA Guidelines, and the CEQA Procedures (collectively, "**CEQA Laws**"), the Development Agreement Statute, Chapter 56, and the DA Ordinance (together, "**DA Laws**"), the Planning Code, and all other Applicable Laws in effect on the Reference Date. This Development Agreement does not limit either the City's obligation to comply with CEQA Laws before taking any further discretionary action regarding the 28-Acre Site or Developer's obligation to comply with all Applicable Laws in the development of the 28-Acre Site Project.

AGREEMENT

1. DEFINITIONS

1.1. Role of Appendix. The attached excerpt from the **Appendix** includes Part A (Standard Provisions and Rules of Interpretation) and relevant definitions from Part B (Glossary of Defined Terms), and is an integral part of this Development Agreement.

1.2. DA-Specific Definitions. In addition to the definitions in the preamble and the Recitals, the following terms specific to this Development Agreement have the meanings given to them below or are defined elsewhere in this Development Agreement or in the Appendix or other Transaction Documents as indicated.

"**28-Acre Site**" means a portion of Pier 70 that is described in the legal description and site plan attached as **DA Exhibit A**.

"**28-Acre Site Affordable Housing Fee**" is defined in the AHP.

"**28-Acre Site CFD**" is defined in the Appendix.

"**28-Acre Site Jobs/Housing Equivalency Fee**" as defined in the Appendix means the Impact Fee that Vertical Developers of Commercial Projects will pay under **Subsection 5.4(b)** (Impact Fees and Exactions) in lieu of the Jobs/Housing Linkage Fee payable under Planning Code sections 413.1-413.11.

"**28-Acre Site Project**" means the development of the 28-Acre Site in accordance with the DA Requirements.

"**Acquisition Agreement**" means the Acquisition and Reimbursement Agreement between Developer and the Port in the form of *FP Exh A.*

"**Administrative Fee**" as defined in the Appendix means: (i) a City fee imposed citywide (or portwide, for Port fees) in effect and payable when a developer submits an application for any permit or approval, intended to cover only the estimated actual costs to the City or the Port of processing the application, addressing any related hearings or other actions, and inspecting work under the permit or approval; and (ii) amounts that Developer or a Vertical Developer must pay to the City or the Port under any Transaction Document to reimburse the City or the Port for its administrative costs in processing applications for any permits or approvals required under the DA Requirements.

*"**Administrative Fee" excludes** any Impact Fee or Exaction and Other City Costs subject to reimbursement under the DDA.*

"**Affordable Housing Plan**" means *DDA Exh B4*.

"**Affordable Housing Parcel**" as defined in the AHP means a Development Parcel for which Developer must construct all necessary Horizontal Improvements needed for development in accordance with the Affordable Housing Plan.

"**Affordable Housing Project**" as defined in the AHP means the building that an affordable housing developer builds on an Affordable Housing Parcel in accordance with the Affordable Housing Plan.

"**Aggrieved Party**" as defined in the Appendix means the Party alleging that a Breaching Party has committed an Event of Default or is in Material Breach under the terms of this Development Agreement.

"**AHP**" is an acronym for the Affordable Housing Plan.

"**Annual Review**" is defined in **Subsection 8.1(a)** (Statutory Provision).

"**Annual Review Date**" is defined in **Subsection 8.1(c)** (Planning Director's Discretion).

"**Appendix**" means the Appendix to Transaction Documents for the Pier 70 Mixed-Use Project, consisting of Appendix Part A: Standard Provisions and Rules of Interpretation; Part B: Glossary of Defined Terms; and Part C: Index to Other Defined Terms. DA-specific definitions are listed in Appendix Part C.

"**Applicable Law**" as defined in the Appendix means, individually or collectively, any law that applies to development, use, or occupancy of or conditions at the 28-Acre Site.

"**Applicable Lender Protections**" means provisions under *DDA art. 19 (Lender Rights), VDDA art. 15 (Financing; Rights of Lenders),* and *Ground Lease art. XXXIX (Mortgages)* that protect the rights of Lenders making loans to Borrowers to finance Improvements at the 28-Acre Site.

"**Applicable Port Laws**" as defined in the Appendix means the Burton Act as amended by AB 418, the statutory trust imposed by the Burton Act, Charter Appendix B, and the common law public trust for navigation, commerce, and fisheries.

"**Assignment and Assumption Agreement**" means an Assignment and Assumption Agreement in the form of *DDA Exh [XXXX*] or *VDDA Exh [XX]*.

"**Associated Public Benefits**" means the Developer Construction Obligations identified as Associated Public Benefits in the Schedule of Performance attached to the DDA as *DDA Exh [XX*] and described in **Section 4.1** (Public Benefits).

"**BMR Credit**" is defined in the AHP.

"**BMR Unit**" is defined in the AHP.

"**Borrower**" is defined in the Appendix.

"**Breaching Party**" as defined in the Appendix means a Party alleged to have committed an Event of Default under this Development Agreement.

"**CEQA**" is an acronym for the California Environmental Quality Act (Cal. Pub. Res. Code §§ 21000-21189.3).

"**CEQA Findings**" means findings adopted by the Planning Commission, the Port Commission, and the Board of Supervisors under CEQA Laws.

"**CEQA Guidelines**" means the California Guidelines for Implementation of CEQA (Cal. Admin. Code §§ 15000-15387).

"**CEQA Laws**" as defined in the Appendix is repeated in **Recital F**.

"**CEQA Procedures**" means Administrative Code chapter 31.

"**CFD Agent**" is defined in the Appendix.

"**Change to Existing City Laws and Standards**" is defined in **Subsection 5.2(a)** (Existing City Laws and Standards).

> *"**Change to Existing City Laws and Standards" excludes** regulations, plans, and policies that change only procedural requirements of an Existing City Law.*

"**Chapter 56**" means Administrative Code chapter 56, which the Board of Supervisors adopted under the Development Agreement Statute.

"**City Agency**" as defined in the Appendix means any public body or an individual authorized to act on behalf of the City in its municipal capacity, including the Board of Supervisors or any City commission, department, bureau, division, office, or other subdivision, and officials and staff to whom authority is delegated, on matters within the City Agency's jurisdiction.

"**City Law**" as defined in the Appendix means any City ordinance or Port code provision and implementing regulations and policies governing zoning, subdivisions and subdivision design, land use, rate of development, density, building size, public improvements and dedications, construction standards, new construction and use, design standards, permit restrictions, development impacts, terms and conditions of occupancy, and environmental guidelines or review at the 28-Acre Site, including, as applicable: (i) the Waterfront Land Use Plan, its Waterfront Design and Access Element, and the Design for Development; (ii) the Construction Codes, applicable provisions of the Planning Code, including section 249.XXXX and the Zoning Maps, the Subdivision Code, and the General Plan; (iii) local Environmental Laws and the Health Code; and (iv) the Other City Requirements.

"**citywide**" as defined in the Appendix means all real property within the territorial limits of San Francisco, not including any property owned or controlled by the United States or the State that is exempt from City Laws.

"**Claim**" as defined in the Appendix means a demand made in an action or in anticipation of an action for money, mandamus, or any other relief available at law or in equity for a Loss arising directly or indirectly from acts or omissions occurring in relation to the Project or at the 28-Acre Site during the DA Term.

*"**Claim" excludes** any demand made to an insurer under an insurance policy.*

"**Component**" as defined in the Appendix means a discrete portion or phase of a Horizontal Improvement where the Horizontal Improvement has an estimated construction cost over $1 million.

"**Construction Codes**" as defined in the Appendix means the Port Building Code and all Municipal Codes regulating construction of Vertical Improvements, including the International Building Code, the California Building Code, and other uniform construction codes to the extent incorporated and as modified by the Port Commission or the Board of Supervisors.

"**Construction Document**" as defined in the Appendix means any Improvement Plan or Master Utility Plan submitted to the Port or City in accordance with the ICA for Horizontal Improvements.

"**Current Phase**" as defined in the Appendix means the Phase of the Project during which an event or determination occurs.

"**DA Assignment**" is defined in **Section 10.1** (DA Successors' Rights).

"**DA Effective Date**" is defined in **Section 2.1** (Effective Date).

"**DA Laws**" is defined in **Recital F**.

"**DA Ordinance**" means Ordinance No. XXXX adopting this Development Agreement, incorporating by reference CEQA findings, General Plan Consistency Findings, and public trust findings, and authorizing the Planning Director to execute this Development Agreement on behalf of the City.

"**DA Requirements**" is defined in **Subsection 5.2(a)** (Agreement to Follow).

"**DA Successor**" is defined in **Section 10.1** (DA Successors' Rights).

"**DA Term**" is defined in **Section 2.2** (DA Term).

"**Deferred Infrastructure**" as defined in the Appendix means Horizontal Improvements, primarily consisting of Utility Infrastructure, Public ROWs, and other Improvements installed between the edge of a Public ROW and the boundary of a Development Parcel, such as sidewalks and curb cuts, street lights, furnishing, and landscaping, and utility boxes and laterals serving the parcel, that Vertical Developers in a Current Phase will be required to construct under their Vertical DDA.

*"**Deferred Infrastructure" excludes** utility improvements and fixtures customarily installed as part of a Vertical Improvement.*

"**Design for Development**" means the Pier 70 Design for Development as approved by the Port Commission and the Planning Commission.

"**Developer Construction Obligations**" is defined in the Appendix.

"**Developer Mitigation Measure**" as defined in the Appendix means any Mitigation Measure in the Mitigation Monitoring and Reporting Program attached to the DDA as *DDA Exh B5* that is to be performed by Developer or a Vertical Developer or that is otherwise identified as the responsibility of the "owner" or the "project sponsor."

"**Development Agreement**" means this Development Agreement.

"**Development Agreement Statute**" means California Government Code sections 65864-65869.5.

"**Development Parcel**" as defined in the Appendix means a buildable parcel in the SUD and includes each Option Parcel.

"**Environmental Regulatory Agency**" as defined in the Appendix means the United States Environmental Protection Agency, the United States Occupational Safety and Health Administration, the United States Department of Labor, any California Environmental Protection Agency board, department, or office, including the Department of Toxic Substances Control and the Water Board, the California Division of Occupational Safety & Health, Department of Industrial Relations, the Bay Area Air Quality Management District, the San Francisco Department of Public Health, SFFD, SFPUC, the Port, and any other Regulatory Agency now or later authorized to regulate Hazardous Materials.

"**Event of Default**" is defined in **Section 9.2** (Events of Default).

"**Exaction**" as defined in the Appendix means any requirement to provide services or dedicate land or Improvements that the City imposes as a condition of approval to mitigate the impacts of increased demand for public services, facilities, or housing caused by a development project, which may or may not be an impact fee governed by the Mitigation Fee Act, including a fee paid in lieu of complying with a City requirement.

*"**Exaction**" **excludes** Mitigation Measures and any federal, state, or regional impositions.*

"**Excusable Delay**" is defined in the Appendix.

"**Existing City Laws and Standards**" is defined in **Subsection 5.2(a)** (Agreement to Follow).

"**Federal or State Law Exception**" is defined in **Subsection 5.6(a)** (City's Exceptions).

"**Final EIR**" as defined in the Appendix means the environmental impact report for the Project that the Planning Department published on [date], together with the Comments and Responses document, [add specifics of approval].

"**Final Map**" as defined in the Appendix means a final Subdivision Map meeting the requirements of the Subdivision Code and the Map Act.

"**Financing Plan**" means *DDA Exh C1*.

"**First Construction Document**" means the first building permit, site permit, or addendum issued for a Vertical Improvement that authorizes its construction.

*"**First Construction Document**" **excludes** permits or addenda for demolition, grading, shoring, pile driving, or other site preparation work.*

"**Future Approval**" means any Regulatory Approval required after the Effective Date to implement the 28-Acre Site Project or begin Site Preparation or construction of Improvements.

"**General Plan Consistency Findings**" means findings made in Motion No. XXXX by the Planning Commission [Add specifics if necessary to conform to motion] that the 28-Acre Site Project as a whole and in its entirety is consistent with the objectives, policies, general land uses, and programs specified in the General Plan and the planning principles in Planning Code section 101.1.

"**Ground Lease**" as defined in the Appendix means a contract in the form of *DDA Exh D2* by which the Port will convey a leasehold interest in an Option Parcel to a Vertical Developer.

"**gsf**" is an acronym for gross square feet in any structure, as measured under applicable provisions of the Design for Development.

"**Hard Cost**" is defined in the Appendix

"**Historic Building**" as defined in the Appendix means any one of the historic structures in the 28-Acre Site known as Building 2, Building 12, and Building 21, each of which is classified as a significant contributing historic resource to the Union Iron Works Historic District.

"**Horizontal Improvements**" means public capital facilities and infrastructure built or installed in or to serve the 28-Acre Site, 20th Street, 21st Street, and 22nd Street, including Site Preparation, Shoreline Improvements, Public Spaces, Public ROWs, and Utility Infrastructure, but excluding Vertical Improvements, all as defined in the Appendix.

"**ICA**" is an acronym for "interagency cooperation agreement" that refers to the Memorandum of Understanding (Interagency Cooperation), an interagency agreement between the Port and the City, through the Mayor, the Controller, the City Administrator, and the Director of Public Works, with the Consents of SFMTA SFPUC, and SFFD,, establishing procedures for interagency cooperation in City Agency review of Construction Documents, inspection of Horizontal Improvements, and related matters, as authorized by Port Resolution No. [XXXX] and the MOU Resolution under Charter section B7.320.

"**Impact Fee**" means any fee that the City imposes as a condition of approval to mitigate the impacts of increased demand for public services, facilities, or housing caused by the development project that may or may not be an impact fee governed by the Mitigation Fee Act, including any in-lieu fee.

*"**Impact Fee" excludes** any Administrative Fee, school district fee, or federal, state, or regional fee, tax, special tax, or assessment.*

"**Improvement**" as defined in the Appendix means any physical change required or permitted to be made to the 28-Acre Site under the DDA, including Horizontal Improvements and Vertical Improvements.

"**Improvement Plan**" as defined in the Appendix means any improvement and engineering plan meeting applicable City and Port specifications for the applicable Horizontal Improvements approved by the Port in accordance with the ICA.

"**Inclusionary Unit**" is defined in the AHP.

"**Index**" means the Construction Cost Index, San Francisco, published monthly by Engineering News-Record or replacement index as agreed by the Parties.

"**Indexed**" means the product of a cost estimate that Developer established for a Component in a prior Phase as described in **Subsection 5.2(e)** (Applicability of Utility Infrastructure Standards) multiplied by the percentage of any increase between the Index published in the month in which the earlier cost (or cost estimate) was established and the Index published in the month in which Developer claims a Material Cost Increase.

"**Infrastructure Plan**" as defined in the Appendix means the Infrastructure Plan attached to the DDA as *DDA Exh B1,* including the Streetscape Master Plan and each Master Utility Plan when approved by the applicable City Agency.

"**in-lieu fee**" as defined in the Appendix means a fee a developer may pay instead of an Impact Fee or complying with an Exaction.

"**Insolvency**" as defined in the Appendix means a person's financial condition that results in any of the following:

(i) a receiver is appointed for some or all of the person's assets;

(ii) the person files a petition for bankruptcy or makes a general assignment for the benefit of its creditors;

(iii) a court issues a writ of execution or attachment or any similar process is issued or levied against any of the person's property or assets; or

(iv) any other action is taken by or against the person under any bankruptcy, reorganization, moratorium or other debtor relief law.

"**Interested Person**" as defined in the Appendix means a person that acquires a property interest or security interest in any portion of the 28-Acre Site by Vertical DDA, Ground Lease, Assignment and Assumption Agreement, or Mortgage.

"**Lender**" is defined in the Appendix and used in the Applicable Lender Protections.

"**Losses**" as defined in the Appendix means, when used in reference to a Claim, any personal injury, property damage, or other loss, liability, actual damages, compensation, contribution, cost recovery, lien, obligation, interest, injury, penalty, fine, action, judgment, award, or costs (including reasonable attorneys' fees), or reasonable costs to satisfy a final judgment of any kind, known or unknown, contingent or otherwise, except to the extent specified in the DDA.

"**Market-Rate Condo Project**" is defined in the Appendix.

"**Market-Rate Rental Project**" is defined in the Appendix.

"**Master Lease**" as defined in the Appendix means an interim lease for most of the 28-Acre Site in the form of *DDA Exh D1* that allows Developer to take possession of the premises and construct Horizontal Improvements approved under the DDA.

"**Master Lease Premises**" means the portions of the 28-Acre Site subject to the Master Lease.

"**Material Breach**" means the occurrence of any of the events described in *DDA art. 12 (Material Breaches and Termination)*.

"**Material Change**" means any circumstance that would create a conflict between a New City Law and the Project Approvals that is described in **Subsection 5.3(b)** (Circumstances Causing Conflict).

"**Material Cost Increase**" is defined in **Subsection 5.2(e)** (Applicability of Utility Infrastructure Standards).

"**MMRP**" is an acronym for the Mitigation Monitoring and Reporting Program that Planning Commission adopted by Resolution No. [XXXX].

"**MOHCD**" is an acronym for the Mayor's Office of Housing and Community Development.

"**Mortgage**" is defined in the Appendix and used in the Applicable Lender Protections.

"**Obligor**" as defined in the Appendix means the person contractually obligated to perform under any form of Adequate Security provided under *DDA art. 17 (Security for Project Activities)*.

"**Official Records**" as defined in the Appendix means official real estate records that the Assessor records and maintains.

"**Open Space**" is defined in **Subsection 4.1(c)** (Specific Benefits).

"**Option Parcel**" as defined in the Appendix means a Development Parcel for which Developer has an Option under *DDA art. 7 (Parcel Conveyances)*.

"**Other City Agencies**" as defined in the Appendix means a City Agency other than the Port.

"**Other City Costs**" as defined in the Appendix means costs that Other City Agencies incur to perform their obligations under the ICA, the Development Agreement, and the Tax Allocation MOU to implement or defend actions arising from the Project, including staff costs determined on a time and materials basis, third-party consultant fees, attorneys' fees, and costs to administer the financing districts to the extent not paid by Public Financing Sources.

*"**Other City Costs" excludes** Port Costs, Administrative Fees, Impact Fees, and Exactions*.

"**Other Regulator**" as defined in the Appendix means a federal, state, or regional body, administrative agency, commission, court, or other governmental or quasi-governmental organization with regulatory authority over Port land, including any Environmental Regulatory Agency.

*"**Other Regulator" excludes** all City Agencies.*

"**Phase**" as defined in the Appendix means one of the integrated stages of horizontal and vertical development for the 28-Acre Site as shown in the Phasing Plan, as may be revised from time to time in accordance with *DDA art. 3 (Phase Approval).*

"**Phase Approval**" as defined in the Appendix means approval by the Port of a Phase Submittal under *DDA art. 3 (Phase Approval).*

"**Phase Area**" as defined in the Appendix means the Development Parcels and other land at the 28-Acre Site that are to be developed in a Phase.

"**Phase Improvements**" as defined in the Appendix means Horizontal Improvements that are to be constructed in a Phase.

"**Phase Submittal**" as defined in the Appendix means Developer's application for Port Commission approval of a proposed Phase under *DDA art. 3 (Phase Approval).*

"**Phasing Plan**" as defined in the Appendix means *DDA Exh A4*, which shows the order of development of the Phases and the Development Parcels in each Phase Area, subject to revision under *DDA art. 3 (Phase Approval).*

"**Pier 70 TDM Program**" is defined in **Section 4.1(c)** (Specific Benefits).

"**Planning**" as defined in the Appendix means the San Francisco Planning Commission, acting by motion or resolution or by delegation of its authority to the Planning Department and the Planning Director.

"**portwide**" as defined in the Appendix means any matter relating to all real property under the jurisdiction of the Port Commission.

"**Prior Phase**" as defined in the Appendix means the Phase or Phases for which Developer obtained Phase Approval before any Current Phase.

"**Project**" as defined in the Appendix means the 28-Acre Site Project.

"**Project Approval**" as defined in the Appendix means a Regulatory Approval by a City Agency that is necessary to entitle the 28-Acre Site Project and grant Developer a vested right to begin Site Preparation and construction of Horizontal Improvements, including those listed in **DA Exhibit B** and includes Future Approvals in accordance with **Subsection 5.1(d)** (Future Approvals).

"**Project Requirements**" is defined in the Appendix.

"**Prop M**" means Planning Code sections 320-325, which implement Proposition M, adopted in November 1986.

"**Public Financing Sources**" is defined in the Appendix.

"**Public Health and Safety Exception**" is defined in **Subsection 5.6(a)** (City's Exceptions).

"**Public ROWs**" as defined in the Appendix means Horizontal Improvements consisting of public streets, sidewalks, shared public ways, bicycle lanes, and other paths of travel, associated landscaping and furnishings, and related amenities.

"**Reference Date**" means the date stated on the title page, which is the date that the Board of Supervisors last took actions to approve and entitle the 28-Acre Site Project.

"**Regulatory Agency**" as defined in the Appendix means a City Agency or Other Regulator with jurisdiction over any aspect of land in the SUD.

"**Regulatory Approval**" as defined in the Appendix means any motion, resolution, ordinance, permit, approval, license, registration, permit, utility services agreement, Final Map, or other action, agreement, or entitlement required or issued by any Regulatory Agency, as finally approved.

"**Regulatory Requirements**" is defined in the Appendix.

"**Requested Change Notice**" means Developer's notice to the Port requesting changes to the Phasing Plan under *DDA § 3.9 (Changes to Project after Phase 1).*

"**Schedule of Performance**" means the Schedule of Performance attached to the DDA as *DDA Exh A8*.

"**Section 169**" means Planning Code sections 169-169.6, which sets forth requirements of the TDM Program and requires new projects subject to its requirements to incorporate design features, incentives, and tools to encourage new residents, tenants, employees, and visitors to travel by sustainable transportation modes.

"**Section 409**" means Planning Code section 409, which establishes citywide reporting requirements for Impact Fees and timing and mechanisms for annual adjustments to Impact Fees.

"**SFFD**" is an acronym for the San Francisco Fire Department.

"**SFMTA**" is an acronym for the San Francisco Municipal Transportation Agency.

"**SFPUC**" is an acronym for the San Francisco Public Utilities Commission.

"**SFPUC Wastewater Capacity Charge**" means the wastewater capacity charge imposed by the SFPUC under SFPUC Resolution 14-0072.

"**SFPUC Water Capacity Charge**" means the water capacity charge imposed by the SFPUC under SFPUC Resolution 14-0072.

"**Site Preparation**" as defined in the Appendix means physical work to prepare and secure the 28 Acre Site for installation and construction of Horizontal Improvements, such as demolition or relocation of existing structures, excavation and removal of contaminated soils, fill, grading, soil compaction and stabilization, and construction fencing and other security measures and delivery of the Affordable Housing Parcels, as required.

"**Soft Costs**" is defined in the Appendix.

"**Streetscape Master Plan**" as defined in the Appendix means the master plan for Public ROW Improvements in the 28-Acre Site to be submitted by Developer and approved by applicable City Agencies in accordance with the DDA.

"**Subdivision Map**" as defined in the Appendix means any map that Developer submits for the 28-Acre Site under the Map Act and the Subdivision Code.

"**successor**" as defined in the Appendix means heirs, successors (by merger, consolidation, or otherwise) and assigns, and all persons or entities acquiring any portion of or any interest in the 28-Acre Site, whether by sale, operation of law, or in any other manner.

"**Successor Default**" is defined in **Subsection 10.2(e)** (No Cross-Default).

"**Successor by Foreclosure**" means any person who obtains title to all or any portion of or any interest in the 28-Acre Site as a result of foreclosure proceedings, conveyance or other action in lieu of foreclosure, or other remedial action, including: (i) any other person who obtains title to all or any portion of or any interest in the 28-Acre Site from or through a Lender; and (ii) any other purchaser at foreclosure sale.

"**SUD**" is an acronym used to refer to the Pier 70 Special Use District created by Planning Code section 249.XXXX and related zoning maps setting forth zoning and other land use limitations for the 28-Acre Site.

"**Sustainability Plan**" refers to the Sustainability Plan presented to the Port Commission on September 12, 2017, a copy of which is on file with the Secretary of the Port Commission.

"**Tax Allocation MOU**" is a term for the Memorandum of Understanding (Assessment, Levy, and Allocation of Taxes).

"**TDM Program**" means the City's Transportation Demand Management Program, which is described in Section 169.

"**Tentative Map**" as defined in the Appendix means a Tentative Transfer Map, Vesting Tentative Transfer Map, Tentative Map, or Vesting Tentative Map as defined in the Subdivision Code.

"**Termination Date**" as defined in the Appendix means the date on which a termination under *DDA art. 12 (Material Breaches and Termination)* becomes effective.

"**Third-Party Challenge**" as defined in the Appendix means an action challenging the validity of any provision of the DDA or the Development Agreement, the Project, any Project Approval or Future Approval, the adoption or certification of the Final EIR, other actions taken under CEQA, or any other Project Approval.

"**Transaction Documents**" is defined in the Appendix.

"**Transfer**" is defined in the Appendix.

"**Transportation Plan**" refers to *DDA Exh B3*.

"**Transportation Fee**" is defined in **Subsection 4.1(c)** (Specific Benefits).

"**Utility Infrastructure**" means Horizontal Improvements for utilities serving the 28-Acre Site that will be under SFPUC or Port jurisdiction when accepted.

> *"**Utility Infrastructure" excludes** telecommunications infrastructure and any privately-owned utility improvements, including a proposed blackwater plant at the 28-Acre Site.*

"**Vertical DDA**" as defined in the Appendix means a Vertical Disposition and Development Agreement between the Port and a Vertical Developer, substantially in the form attached to the DDA as *DDA Exh D3.*

"**Vertical Developer**" as defined in the Appendix means a person that acquires a Development Parcel from the Port under a Vertical DDA for the development of Vertical Improvements.

"**Vertical Improvement**" as defined in the Appendix means a new building that is built or a Historic Building that is rehabilitated at the 28-Acre Site.

"**Vested Elements**" is defined in **Subsection 5.1(b)** (Vested Elements).

"**VDDA**" is an acronym for Vertical DDA.

"**Workforce Development Plan**" refers to *DDA Exh E1*.

2. CERTAIN TERMS

2.1. Effective Date. Pursuant to Administrative Code section 56.14(f), this Development Agreement will be effective on the later of: (a) the date that the Parties fully execute and deliver their respective counterparts to each other; and (b) the date the DA Ordinance is effective and operative ("**DA Effective Date**").

2.2. DA Term. The term of this Development Agreement will begin on the DA Effective Date and continue separately for horizontal development and vertical development as described in this Section (the "**DA Term**").

(a) Horizontal Development.

(i) If the DDA Term is extended, expires, or is terminated as to a portion of a Phase, the Project, or the Project Site, the DA Term will be extended, expire, or terminate as to the same portion of the Phase, the Project, or the Project Site automatically, without any action of the Parties.

(ii) When the DDA Term expires or is terminated as to the entire Project and Project Site, the DA Term will expire or terminate automatically, without any action of the Parties.

(b) Vertical Development. When a Vertical DDA is extended, expires, or is terminated as to a Development Parcel, the DA Term will be extended, expire, or terminate as to the Development Parcel automatically, without any action of the Parties.

2.3. Relationship to DDA.

(a) DDA Parameters. The Board of Supervisors has approved this Development Agreement in conjunction with its approval of the DDA, other Transaction Documents, and Project Approvals to entitle the 28-Acre Site Project and granted other Project Approvals as described in **DA Exhibit B**. The DDA is the overarching Transaction Document for the development of the 28-Acre Site Project, which cannot proceed independently of the DDA. This Development Agreement is a Transaction Document under the DDA, and is intended to be included in all references to the Transaction Documents.

(b) DDA Requirements. This Development Agreement incorporates by reference certain public benefits that Developer is required to provide and obligations that Developer is required to perform. as more fully described in the DDA and outlined in **Section 4.1** (Public Benefits).

2.4. Roles of City and Port. Developer acknowledges the following.

(a) City Obligations. The City will undertake its obligations under this Development Agreement through the Planning Director or, as necessary under Chapter 56, the Planning Commission or the Board of Supervisors.

(b) Port Obligations. References in this Development Agreement to obligations of the "City" include the Port and Other City Agencies unless explicitly and unambiguously stated otherwise. References to both the City and the Port are intended to emphasize the Port's jurisdiction under Applicable Port Laws.

2.5. Recordation and Effect.

(a) Recordation. The Clerk of the Board of Supervisors will have this Development Agreement and any amendment to this Development Agreement recorded in the Official Records within 10 days after receiving fully executed and acknowledged original documents in compliance with section 65868.5 of the Development Agreement Statute and Administrative Code section 56.16.

(b) Binding Covenants. Pursuant to section 65868.5 of the Development Agreement Statute, from and after recordation of this Development Agreement, this Development Agreement will be binding on the Parties and, subject to **Section 10.2** (Effect of Transfer), their respective successors. Subject to the limitations on Transfers in **Section 10.2** (Effect of Transfer), all provisions of this Development Agreement will be enforceable during the DA Term as equitable servitudes and will be covenants and benefits running with the land pursuant to Applicable Law, including California Civil Code section 1468.

(c) Constructive Notice. This Development Agreement, when recorded, gives constructive notice to every person. Recordation will cause it to be binding in its entirety on, and burden and benefit, any Interested Person to the extent of its interest in the 28-Acre Site.

(d) Nondischargeable Obligations. Obligations under this Development Agreement are not dischargeable in Insolvency.

2.6. Relationship to Project.

(a) Planning as Regulator. This Development Agreement relates to Planning's regulatory role with respect to development of the 28-Acre Site and implementation of the 28-Acre Site Project under the DDA in accordance with the SUD.

(b) Other City Agencies. The Board of Supervisors contemporaneously approved interagency Transaction Documents for the 28-Acre Site Project that describe the roles of the Port and Other City Agencies with respect to the 28-Acre Site Project.

(i) The ICA between the Port and the City describes the process for City Agency review and approval of Improvement Plans, Subdivision Maps, and other documents, primarily in relation to horizontal development.

(ii) In the Tax Allocation MOU, the City, through the Assessor, the Treasurer-Tax Collector, and the Controller, agrees to assist the Port in implementing the public financing for the 28-Acre Site.

(c) Port as Regulator. The Port in its regulatory capacity will:

(i) issue all construction permits, certificates of occupancy, and certificates of completion;

(ii) coordinate Other City Agency review of Improvement Plans and Subdivision Maps for the 28-Acre Site in accordance with the Infrastructure Plan and the ICA; and

(iii) monitor Developer's compliance with Applicable Laws in coordination with Other City Agencies.

(d) Port as Fiduciary. The City has appointed the Port to act in a fiduciary capacity as the IFD Agent, the CFD Agent, and the IRFD Agent responsible for implementing Appendix G-2, the RMAs, and the IRFD Financing Plan, respectively, as defined in the Appendix. In doing so, the City agreed to take actions at the Port's request to comply with the Financing Plan attached to the DDA as *DDA Exh C1*.

3. GENERAL RIGHTS AND OBLIGATIONS

3.1. 28-Acre Site Project.

(a) Vested Right to Develop. Developer will have the vested right to develop the 28-Acre Site Project in accordance with and subject to this Development Agreement and the DDA.

(b) Future Approvals. The City, excluding the Port, will consider and process all Future Approvals for the development of the 28-Acre Site Project in accordance with and subject to this Development Agreement and the ICA. The Port's Future Approvals will be governed by this Development Agreement, the ICA, and the DDA.

(c) Project Approvals. The Parties acknowledge that Developer:

(i) has obtained all Project Approvals from the City required to begin construction of the 28-Acre Site Project, other than any required Future Approvals; and

(ii) may proceed in accordance with this Development Agreement and the DDA with the construction and, upon completion, use and occupancy of the 28-Acre Site Project as a matter of right, subject to obtaining any required Future Approvals.

3.2. Timing of Development. The DDA permits the development of the 28-Acre Site in Phases. The Phasing Plan and Schedule of Performance, respectively, each as modified from time to time in accordance with the DDA, will govern the construction phasing and timing of the 28-Acre Site Project. The time for performance of obligations under this Development Agreement will be coordinated with, and may be extended to the extent applicable and permitted, under *DDA art. 4 (Performance Dates)*.

3.3. Horizontal Improvements Dedicated for Public Use. Development of the 28-Acre Site requires Horizontal Improvements to support the development and operation of all Development Parcels, including any Affordable Housing Parcel designated in accordance with the Affordable Housing Plan, whether located in or outside of the 28-Acre Site. Under the DDA, Developer will take all steps necessary to construct and dedicate Horizontal Improvements to public use in accordance with the Subdivision Code.

3.4. Private Undertaking. Developer's proposed development of the 28-Acre Site is a private undertaking. Under the DDA and the Master Lease, Developer will have possession and control of the Master Lease Premises, subject only to any obligations and limitations imposed by the Master Lease, the DDA, and the DA Requirements. Except to the extent specified in the Transaction Documents, the City will have no interest in, responsibility for, or duty to third persons concerning the Horizontal Improvements until they are accepted.

4. DEVELOPER OBLIGATIONS

4.1. Public Benefits.

(a) Benefits Exceed Legal Requirements. The Parties acknowledge that development of the 28-Acre Site Project in accordance with the DDA and this Development Agreement will provide public benefits to the City beyond those achievable through existing laws.

(b) Consideration for Benefits.

(i) The City acknowledges that a number of the public benefits would not be achievable without Developer's express agreements under the DDA and this Development Agreement.

(ii) Developer acknowledges that: (1) the benefits it will receive under the DDA and this Development Agreement provide adequate consideration for its obligation to deliver the public benefits under the DDA and this Development Agreement; and (2) the Port would not be willing to enter into the DDA, and the City would not be willing to enter into this Development Agreement, without Developer's agreement to provide the public benefits.

(c) Specific Benefits. The public benefits that Developer must deliver in connection with the DDA include those described in the 28-Acre Site Project implementation listed below.

(i) The 28-Acre Site will be improved with new Shoreline Improvements, Public Spaces, Public ROWs, and Utility Infrastructure as shown in *DDA Exh B1 (Infrastructure Plan)*, the Design for Development, the Streetscape Master Plan, and any Master Utilities Plans approved by the responsible Acquiring Agencies.

(ii) Developer is responsible for the historic rehabilitation of Historic Building 12 and Historic Building 21 under *DDA § 7.15 (Historic Buildings 12 and 21*) and Historic Building 2 if Developer elects to exercise its Option under *DDA § 7.1 (Developer Option*).

(iii) Developer has agreed that at least 30% of the residential units developed at the 28-Acre Site and Parcel K South (or other parcels designated in accordance with the Affordable Housing Plan) will be affordable to low- and moderate-income households in compliance with the Affordable Housing Plan (*DDA Exh B2)* by implementing the following measures.

(1) Developer will deliver two construction-ready Affordable Housing Parcels on-site and one on Parcel K South to the Port, which will lease them rent-free to MOHCD or its selected Affordable Housing Developers for development of Affordable Housing Projects.

(2) In lieu of including on-site Inclusionary Units under Planning Code sections 415-415.6, each Vertical Developer of a Residential Condo Project on the 28-Acre Site will pay the 28-Acre Site Affordable Housing Fee described in the Affordable Housing Plan.

(3) Each Vertical Developer of a Market-Rate Rental Project will provide Inclusionary Units.

(4) Each Vertical Developer of office and other nonresidential uses otherwise subject to the City's Jobs/Housing Linkage Program under Planning Code sections 413.1-413.11 will pay the 28-Acre Site Jobs/Housing Equivalency Fee, which MOHCD will use for development of Affordable Housing Projects in accordance with the Affordable Housing Plan.

(iv) Under *DDA Exh B3 (Transportation Plan)*, Developer will pay a fee specific to the 28-Acre Site (the "**Transportation Fee**") in lieu of the City's Transportation Sustainability Fee, which SFMTA will apply towards transit, bicycle, and pedestrian improvements that will improve transportation access and mobility in the surrounding neighborhoods. Developer will also implement the Transportation Demand Management Plan (the "**Pier 70 TDM Program**") attached to the Transportation Plan to reduce estimated daily one-way vehicle trips by at least 20% from the number of trips identified in the 28-Acre Site Project's Transportation Impact Study at Project build-out.

(v) Developer will: (1) develop the 28-Acre Site with sustainable measures required under the Design for Development, Infrastructure Plan, Pier 70 TDM Program, and MMRP and endeavor to meet sustainability targets in the Sustainability Plan seeking to enhance livability, health and wellness, mobility and connectivity, ecosystem stewardship, climate protection, and resource efficiency of the 28-Acre Site; and (2) submit a report with each Phase Submittal after Phase 1 that will describe the 28-Acre Site Project's performance towards the sustainable construction measures and sustainability targets.

(vi) Developer will comply with training and hiring goals for hiring San Francisco residents and formerly homeless and economically disadvantaged individuals for temporary construction and permanent jobs under *DDA Exh E1 (Workforce Development Plan),* including a Local Hire mandatory participation level of 30% per trade consistent with the policy set forth in Administrative Code section 6.22(g)(3)(B).

(vii) Under Vertical DDAs with the Port, Vertical Developers will be required to provide opportunities for local business enterprises to participate in the economic opportunities created by the vertical development of the 28-Acre Site in compliance with the LBE requirements under *DDA Exh E1 (Workforce Development Plan).*

(viii) Developer will promote equality by complying with *DDA Exh E3 (Nondiscrimination in Contracts and Equal Benefits Policy).*

(ix) Developer will provide the replacement space for the artists leasing space at the Noonan Building at Pier 70 in a newly constructed arts building or elsewhere at the 28-Acre Site and provide other space for arts and light-industrial uses, all as described in *DDA Exh B5 (Arts Program).*

(x) Vertical Developers will provide a minimum of 50,000 gsf of PDR-restricted space within the 28-Acre Site Project under *DDA § 7.15 (PDR)*.

(xi) Vertical Developers will provide at least two on-site child care facilities for a minimum of 50 children per site to serve area residents and workers under *DDA § 7.16 (Child Care)*.

(xii) If requested by Port, Developer or a Vertical Developer will make available to the City at least 15,000 gsf of community space in one or more commercial buildings under *DDA § 7.17 (Community Facility)*.

(xiii) Owners and tenants in the 28-Acre Site Project will bear the cost of long-term maintenance and management of Public Spaces and private open spaces (collectively, "**Open Space**") developed at the 28-Acre Site through Services Special Taxes levied by the 28-Acre Site CFD. The 28-Acre Site CFD will require the Open Space operator/manager to adhere to standards ensuring public access to and quality maintenance of Open Space, as described in *DDA § 15.10 (Maintenance of Public Improvements)*.

4.2. Delivery; Failure to Deliver.

(a) Obligation to Provide. Developer's obligation to deliver certain public benefits is tied to a specific Phase or Development Parcel as described in *DDA Exh A8 (Schedule of Performance),* subject to Excusable Delay.

(i) After Developer obtains its first construction permit for Horizontal Improvements within a Phase, Developer's obligation to deliver public benefits tied to that Phase will survive until the pertinent public benefits are completed in accordance with the requirements of the DDA.

(ii) After a Vertical Developer obtains its First Construction Document for a Development Parcel that is tied to a specific public benefit, the Vertical Developer's obligation to deliver the pertinent public benefit will survive until it is completed in accordance with the requirements of the applicable Vertical DDA.

(b) Conditions to Delivery. Developer's obligation to deliver public benefits required in a Phase or in association with development of a Development Parcel is expressly conditioned as specified below, unless Developer's actions or inaction, including failure to meet the Schedule of Performance, causes the failure of condition.

(i) Developer's obligation to deliver public benefits to be provided in a Phase is conditioned on obtaining all Future Approvals required to begin construction of Phase Improvements.

(ii) Developer's obligation to deliver a public benefit specific to or dependent on vertical development will be coordinated with the applicable Vertical Developer's construction of Vertical Improvements and may be an obligation of the Vertical Developer under the related Vertical DDA.

4.3. Developer Mitigation Measures. Under the DDA, Developer is obligated to implement Developer Mitigation Measures identified in the MMRP. At the Port's request, Planning may agree to undertake monitoring Developer's compliance with specified Developer Mitigation Measures on behalf of the Port.

4.4. Payment of Planning Costs. Under the DDA, Developer must reimburse the City for all Other City Costs, including those incurred by Planning in its implementation of this Development Agreement, exclusive of Administrative Fees. Planning agrees to comply with the procedures and limitations described in *FP § XXXX (Port Accounting and Budget)* and *ICA § 3.6 (Cost Recovery)* as a condition to obtaining reimbursement of Planning's costs. More specifically, Planning will provide quarterly statements for payment to Developer through the Port, which will be responsible for disbursing reimbursement payments from Developer.

4.5. Indemnification of City. In addition to the indemnities provided under the DDA, Developer agrees to indemnify the City Parties from Losses caused directly or indirectly by an act or omission of Developer or any of its Agents in relation to this Development Agreement, except to the extent caused by gross negligence or willful misconduct of a City Party. Developer's indemnification obligation under this Section includes an indemnified City Party's reasonable attorneys' fees and related costs, including the cost of investigating any Claims against the City, and will survive the expiration or earlier termination of this Development Agreement.

4.6. Costa-Hawkins Waiver.

(a) State Policies. California directs local agencies regulating land use to grant density bonuses and incentives to private developers for the production of affordable and senior housing in the Costa-Hawkins Act (Cal. Gov't Code §§ 65915-65918). The Costa-Hawkins Act prohibits limitations on rental rates for dwelling units certified for occupancy after February 1, 1995, with certain exceptions. Section 1954.52(b) of the Costa-Hawkins Act creates an exception for dwelling units built under an agreement between the owner of the rental units and a public entity in consideration for a direct financial contribution and other incentives specified in section 65915 of the California Government Code.

(b) Waiver. Developer, on behalf of itself and its successors and assigns, agrees not to challenge and expressly waives any right to challenge Developer's obligations under the Affordable Housing Plan as unenforceable under the Costa-Hawkins Act. Developer acknowledges that the City would not be willing to enter into this Development Agreement without Developer's agreement and waiver under this

Section. Developer agrees to include language in substantially the following form in all Assignment and Assumption Agreements and consents to its inclusion in all Vertical DDAs and in recorded restrictions for any Development Parcel on which residential use is permitted.

> The Development Agreement and the DDA, which includes the Affordable Housing Plan, provide regulatory concessions and significant public investment to the 28-Acre Site and Parcel K South that directly reduce development costs at the 28-Acre Site. The regulatory concessions and public investment include a direct financial contribution of net tax increment and other forms of public assistance specified in California Government Code section 65915. These public contributions result in identifiable, financially sufficient, and actual cost reductions for the benefit of Developer and Vertical Developers under California Government Code section 65915. In consideration of the City's direct financial contribution and other forms of public assistance, the parties understand and agree that the Costa-Hawkins Act does not apply to any BMR Unit developed under the Affordable Housing Plan for the 28-Acre Site.

4.7. Other Requirements. In its performance under the DDA, Developer agrees to comply with the Port and City requirements, to the extent applicable to the DA Requirements, as they are in effect as of the DA Effective Date that are summarized in *DDA Exh A11 (Other City Requirements)*, except to the extent modified at Developer's request or with Developer's consent by a City Agency with the authority to do so. The Other City Requirements are expressly incorporated by reference into this Development Agreement.

5. VESTING AND CITY OBLIGATIONS

5.1. Vested Rights.

(a) Policy Decisions. By the Project Approvals, the Board of Supervisors and the Port Commission each made an independent policy decision that development of the 28-Acre Site Project is in the City's best interests and promotes public health, safety, general welfare, and Applicable Port Laws.

(b) Vested Elements. Developer will have the vested right to develop the 28-Acre Site Project, including the following elements (collectively, the "**Vested Elements**"):

(i) the proposed land use plan and parcelization;

(ii) the locations and numbers of Vertical Improvements proposed;

(iii) proposed height and bulk limits, including maximum density, intensity, and gross square footages;

(iv) the permitted uses; and

(v) the provisions for open space, vehicular access, and parking.

(c) Applicable Laws. The Vested Elements are subject to and will be governed by the DA Requirements. The expiration of any construction permit or other Project Approval will not limit the Vested Elements. Developer will have the right to seek and obtain Future Approvals at any time during the DA Term, any of which will be governed by the DA Requirements.

(d) Future Approvals.

(i) Each Future Approval, when final, will be a Project Approval that is automatically incorporated into and vested under this Development Agreement.

(ii) The terms of this Development Agreement on the DA Effective Date will prevail over any conflict with any Future Approval or amendment to a Project Approval unless the Parties concurrently take action to harmonize the conflicting provisions.

5.2. Existing City Laws and Standards.

(a) Agreement to Follow.

(i) The City will process, consider, and review all Future Approvals in accordance with the following (collectively, the "**DA Requirements**"): (i) the Project Approvals; (ii) the Transaction Documents; and (iii) all other applicable City Laws in effect on the DA Effective Date (collectively, the "**Existing City Laws and Standards**"), subject to **Section 5.3** (Changes to Existing City Laws and Standards).

(ii) The City agrees not to exercise its discretionary authority in considering any application for a Future Approval in a manner that would change the policy decisions reflected in the DA Requirements or otherwise prevent or delay development of the 28-Acre Site Project as approved.

(b) Pier 70 TDM Program.

(i) Section 169 is excluded from the Existing City Laws and Standards in accordance with "the Board of Supervisors' strong preference that Development Agreements should include similar provisions that meet the goals of the Pier 70 TDM Program." (Planning Code § 169(h)).

(ii) Mitigation Measure M-AQ-1f requires "a Transportation Demand Management (TDM) Plan with a goal of reducing estimated daily one-way vehicle trips by 20% compared to the total number of one-way vehicle trips identified in the project's Transportation Impact Study at project build-out."

(iii) The MMRP identifies Mitigation Measure M-AQ-1f as a Developer Mitigation Measure which is binding on Developer under the DDA. Developer has prepared a Pier 70 TDM Program that meets the requirements of Mitigation Measure M-AQ-1f and incorporates many of the TDM Program strategies described in Section 169, a copy of which is attached to the Transportation Plan as *TP Schedule 1* (the "**Pier 70 TDM Program**").

(iv) The City has determined that the Pier 70 TDM Program will exceed the goals under Section 169 if implemented for the required compliance period. In the DA Ordinance, the Board of Supervisors stated that the 28-Acre Site will be exempt from Section 169 as long as Developer implements and complies with the Pier 70 TDM Program for the required compliance period. The Transportation Plan requires Developer to comply with the procedures of Planning Code Section 169.4(e), which requires the Zoning Administrator to approve and cause the recordation of the Pier 70 TDM Program against the 28-Acre Site.

(c) Construction Codes. Nothing in this Development Agreement will preclude the City or the Port from applying any provisions of the Construction Codes applicable to the 28-Acre Site. Both Parties acknowledge that applicable Construction Codes will apply to all Vertical Improvements at the 28-Acre Site, and that the Chief Harbor Engineer will issue all construction permits.

(d) Applicability of Uniform Codes. Nothing in this Development Agreement will preclude the Port from applying to the 28-Acre Site Project then-current provisions of the California Building Code, as amended and adopted in the Port Building Code.

(e) Applicability of Utility Infrastructure Standards.

(i) Nothing in this Development Agreement will preclude the City from applying to the 28-Acre Site Project then-current standards and City Laws for Utility Infrastructure for each Phase so long as:

(1) the standards for Utility Infrastructure are in place, applicable citywide, and imposed on the 28-Acre Site Project concurrently with the applicable Phase Approval;

(2) the standards for Utility Infrastructure as applied to the applicable Phase are compatible with, and would not require the retrofit, removal, supplementation, or reconstruction of Utility Infrastructure approved in Prior Phases; and

(3) if the standards for Utility Infrastructure deviate from those applied in Prior Phases, the deviations would not cause a material cost increase in the Hard Costs and Soft Costs of any Component of Phase Improvements (a "**Material Cost Increase**").

(ii) If Developer claims a Material Cost Increase has occurred, it will submit to City reasonable documentation of its claim through bids, cost estimates, or other supporting documentation reasonably acceptable to the City, comparing costs (or cost estimates, if not yet constructed) for any applicable Components in the immediately prior Phase, Indexed to the date of submittal, to cost estimates to construct the applicable Components in the current Phase if then-current standards for Utility Infrastructure standards were to be applied.

(iii) If the Parties are unable to agree on whether the application of then-current standards for Utility Infrastructure cause Developer to incur a Material Cost Increase, the Parties will submit the matter to dispute resolution procedures described in *DDA art. 10 (Resolution of Certain Disputes)*.

(f) Subdivision Code and Map Act.

(i) The DDA authorizes Developer, from time to time and at any time, to file Subdivision Map applications with respect to some or all of the 28-Acre Site and to subdivide, reconfigure, or merge the parcels in the 28-Acre Site as necessary or desirable to develop a particular part of the 28-Acre Site Project. The specific boundaries of parcels will be set by Developer, subject to Port consent, and approved by the City during the subdivision process.

(ii) Nothing in this Development Agreement: (1) authorizes Developer to subdivide or use any part of the 28-Acre Site for purposes of sale, lease, or financing in any manner that conflicts with the Subdivision Map Act, the Subdivision Code, or the DDA; or (2) prevents the City from enacting or adopting changes in the methods and procedures for processing Subdivision Maps so long as the changes do not conflict with the DA Requirements.

(iii) The Parties acknowledge that so long as the Port is the landowner, it must both: (1) approve the specific boundaries that Developer proposes for Development Parcels; and (2) sign all Final Maps for the 28-Acre Site.

(g) Chapter 56 as an Existing City Law. The text of Chapter 56 on the Reference Date is attached as **DA Exhibit C**. The DA Ordinance contains express waivers and amendments to Chapter 56 consistent with this Development Agreement.

Chapter 56, as amended by the DA Ordinance for the 28-Acre Site Project, is an Existing City Law under this Development Agreement that will prevail over any conflicting amendments to Chapter 56 unless Developer elects otherwise under **Subsection 5.3(c)** (Developer Election).

5.3. Changes to Existing City Laws and Standards.

(a) Applicability. Existing City Laws and Standards and (any of the following, a "**Change to Existing City Laws and Standards**") all changes to Existing City Laws and Standards and any other laws, plans, or policies adopted by the City or the Port or by voter initiative after the DA Effective Date will apply to the 28-Acre Site Project and the 28-Acre Site except to the extent that they would conflict with the Project Approvals, the Transaction Documents, or Applicable Port Laws. In the event of a conflict, the terms of the Project Approvals, Transaction Documents, and Applicable Port Laws will prevail, subject to **Section 5.5** (Changes in Federal or State Law).

(b) Circumstances Causing Conflict. Any Change to Existing City Laws and Standards will be deemed to conflict with the Project Approvals and the Transaction Documents (including this Development Agreement) and be a Material Change if the change would:

(i) impede the timely implementation of the 28-Acre Site Project in accordance with the DA Requirements, including: (1) Developer's rights and obligations under the Financing Plan and the Acquisition Agreement; and (2) the rate, timing, phasing, or sequencing of site preparation, development, or construction on any part of the 28-Acre Site in any manner, including the demolition of existing buildings at the 28-Acre Site;

(ii) limit or reduce the density or intensity of uses permitted under the DA Requirements on any part of the 28-Acre Site, otherwise require any reduction in the square footage or number or change the location of proposed Vertical Improvements, or change or reduce other Horizontal or Vertical Improvements from that permitted under the DA Requirements;

(iii) limit or reduce the height or bulk of any part of the 28-Acre Site Project, or otherwise require any reduction in the height or bulk of individual proposed Vertical Improvements that are part of the 28-Acre Site Project from that permitted under the DA Requirements;

(iv) limit, reduce, or change the location of vehicular access or parking or the number and location of parking or loading spaces from that permitted under the DA Requirements;

(v) limit any land uses for the 28-Acre Site Project from that permitted under the DA Requirements;

(vi) change or limit the Project Approvals or Transaction Documents, including the Other City Requirements referenced in **Section 4.7** (Other Requirements);

(vii) require the City or the Port to issue permits or approvals other than those required under the DA Requirements;

(viii) limit or control the availability of public utilities, services, or facilities or any privileges or rights to public utilities, services, or facilities for the 28-Acre Site Project as contemplated by the Project Approvals and Transaction Documents;

(ix) materially and adversely limit the processing or procurement of Future Approvals that are consistent with the DA Requirements;

(x) increase or impose any new Impact Fees or Exactions as they apply to the 28-Acre Site Project, except as permitted under **Section 5.4** (Fees and Exactions);

(xi) preclude Developer's or any Vertical Developer's performance of or compliance with the DA Requirements, or result in a Material Cost Increase to the 28-Acre Site Project for Developer or any Vertical Developer;

(xii) increase the obligations of Developer, any Vertical Developer, or their contractors under any provisions of the DDA or any Vertical DDA addressing contracting and employment above those in the Workforce Development Plan; or

(xiii) extend the DA Term, decrease the public benefits required to be provided, reduce the Impact Fees or Exactions, increase the maximum height, density, bulk, or size of the 28-Acre Site Project; or otherwise materially alter the rights, benefits, or obligations of the City under this Development Agreement.

(c) Developer Election.

(i) Developer may elect to have a Change to Existing City Laws and Standards that conflicts with the DA Requirements applied to the 28-Acre Site Project and the 28-Acre Site by giving the City notice of Developer's election. Developer's election notice will cause the Change to Existing City Laws and Standards to be deemed to be an Existing City Law, but if the application of the Change to Existing City Laws and Standards would be a Material Change to the City's obligations under this Development Agreement, the application of the Change to Existing City Laws and Standards will require the concurrence of any affected City Agencies.

(ii) Nothing in this Development Agreement will preclude: (1) the City from applying any Change to Existing City Laws and Standards to the 28-Acre Site for any development that is not a part of the 28-Acre Site Project under this Development Agreement; or (2) Developer from pursuing any challenge to the application of any Changes to Existing City Laws and Standards to any part of the 28-Acre Site.

(d) Port Role. The Port does not have the authority to approve a Change to Existing City Laws and Standards that is solely an exercise of the City's police powers, with or without Developer's consent under this Section. The City agrees to obtain the Port's concurrence before applying any Change to Existing City Laws and Standards that does not have citywide application to the 28-Acre Site or other land under Port jurisdiction.

5.4. Fees and Exactions.

(a) Generally. This Section will apply to the 28-Acre Site Project for as long as this Development Agreement remains in effect.

(i) The 28-Acre Site Project will be subject only to the Impact Fees and Exactions listed in this Section. The City will not impose any new Impact Fees or Exactions on development of the 28-Acre Site Project or impose new conditions or requirements for the right to develop the 28-Acre Site (including required contributions of land, public amenities, or services) except as set forth in the Transaction Documents.

(ii) The Parties acknowledge that this Section is intended to implement the Parties' intent that: (1) Developer have the right to develop the 28-Acre Site Project pursuant to specified and known criteria and rules; and (2) the City

receive benefits that will be conferred as a result of the 28-Acre Site's development without abridging the City's right to act in accordance with its powers, duties, and obligations, except as specifically provided in this Development Agreement.

(iii) Developer acknowledges that: (1) this Section does not limit the City's discretion if Developer requests changes under *DDA § 3.5 (Changes to Project after Phase 1)*; (2) the Chief Harbor Engineer will require proof of payment of applicable Impact Fees to the extent then due and payable as a condition to issuing certain construction permits; and (3) Impact Fees will be subject to increases permitted by Section 409 and will be payable at the fee schedule in effect when payment is due.

(b) Impact Fees and Exactions. Developer or Vertical Developers as applicable must satisfy the following Exactions and pay the following Impact Fees for the 28-Acre Site Project as and when due or payable by their terms.

(i) Transportation Fees. Each Vertical DDA for an Option Parcel will require the Vertical Developer to pay to SFMTA the fee described in this clause (the "**Transportation Fee**") in lieu of the Transportation Sustainability Fee under Planning Code sections 411A.1-411A.8, which will not apply to the 28-Acre Site Project. The Transportation Plan attached to the DDA as *DDA Exh B3* and to the SFMTA Consent describes: (1) the manner in which each Vertical Developer will pay the Transportation Fee; (2) transportation projects in the vicinity of the 28-Acre Site that are eligible uses for Transportation Fees; and (3) procedures that SFMTA will use to allocate an amount equal to or greater than the Total Fee Amount (as defined in the Transportation Plan) for eligible transportation projects.

(ii) 28-Acre Site Jobs/Housing Equivalency Fee. Each Vertical DDA for an Option Parcel to be developed for nonresidential uses will require the Vertical Developer to pay to MOHCD the fee described in this clause (the "**28-Acre Site Jobs/Housing Equivalency Fee**") in lieu of the Jobs/Housing Linkage Program fee under Planning Code sections 413.1-413.11, which will not apply to the 28-Acre Site Project. MOHCD will administer and use the 28-Acre Site Jobs/Housing Equivalency Fees for development of Affordable Housing Parcels in the SUD in accordance with the Affordable Housing Plan.

(1) The 28-Acre Site Jobs/Housing Equivalency Fees for net additional gsf of office use will be $30/gsf for calendar year 2017, subject to annual calendar year escalation by the same percentage increase applied to the Jobs/Housing Linkage Program fee for office use under Section 409.

(2) The 28-Acre Site Jobs/Housing Equivalency Fees will be the same as the Jobs/Housing Linkage Program fees for other uses listed on the San Francisco Citywide Development Impact Fee Register published annually with annual escalation in accordance with Section 409.

(3) Because Parcel E4, Historic Building 12, and Historic Building 21 are not Option Parcels under the DDA, Vertical Developers will not be required to pay the 28-Acre Site Jobs/Housing Equivalency Fees for space on Parcel E4 that is developed and dedicated to arts and nonprofit uses and space available for reuse in Historic Building 12 and Historic Building 21 after rehabilitation.

(iii) Affordable Housing. Under the Affordable Housing Plan, each Vertical Developer of a Market-Rate Rental Project on the 28-Acre Site must provide Inclusionary Units and each Vertical Developer of a Market-Rate Condo

Project must pay the 28-Acre Site Affordable Housing Fee, all in accordance with the terms and conditions of the Affordable Housing Plan. In consideration of these requirements, Planning Code sections 415.1–415.11 will not apply to the 28-Acre Site Project.

(iv) Child Care.

(1) Under *DDA § 7.16 (Child Care)*, one Vertical Developer in Phase 1 and one Vertical Developer in Phase 2 or Phase 3 must provide on-site child care facilities at fair market rent within the potential child care locations identified on the map attached to the DDA as *DDA Exh B7 (Potential Child Care Locations)*. Developer will designate the two selected Development Parcels in the pertinent Phase Submittal. Each facility must have a capacity of a minimum of 50 children and be available for lease to a qualified nonprofit operator at a cost not to exceed actual operating and tenant improvement costs reasonably allocated to similar facilities in similar buildings, amortized over the term of the lease. In consideration of these requirements, subject to **Paragraph 2**, Planning Code sections 414.1-414.15 and sections 414A.1–414A.8 will not apply to the 28-Acre Site Project.

(2) If Developer proposes to eliminate one or both of the childcare facilities from the 28-Acre Site Project, Developer will be required to pay an amount equal to the Impact Fees that would have been collected from Vertical Developers of the designated sites under Planning Code sections 414.1-414.15 and sections 414A.1–414A.8 as a condition to the City's approval. Any Developer payments under this Paragraph will be at its sole, unreimbursable expense.

(v) Community Facilities. At the City's request, which must be made during the Phase Submittal process under the DDA, Developer must designate up to 15,000 gsf of ground floor space for community facilities consistent with the requirements and limitations of *DDA § 7.17 (Community Facilities)*. If requested, Developer must make contiguous space in any one building available for up to the full 15,000 gsf if that amount of nonresidential space (excluding the specific frontages that are designated in the Design for Development/SUD as "priority retail") is proposed in that Phase. But community facility space may be distributed among two or more buildings by the Parties' agreement. Developer, in its sole discretion, may designate the location of each of the community facilities.

(vi) School Facilities Fees. Each Vertical Developer must pay the school facilities impact fees imposed under state law (Educ. Code §§ 17620-17626, Gov't Code §§ 65970-65981, & Gov't Code §§ 65995-65998) at the rates in effect at the time of assessment.

(c) Utility Fees.

(i) SFPUC Wastewater Capacity Charge. Each Vertical Developer must pay the SFPUC Wastewater Capacity Charge in effect on the connection or other applicable date specified by SFPUC.

(ii) SFPUC Water Capacity Charge. Each Vertical Developer must pay the SFPUC Water Capacity Charge in effect on the connection or other applicable date specified by SFPUC.

(iii) AWSS. Developer will make a fair share contribution to the City's auxiliary water supply system (AWSS) consistent with the Infrastructure Plan. The City will determine the amount, timing, and procedures for payment

consistent with the AWSS requirements of the Infrastructure Plan as a condition of approval to the Master Tentative Map for the Project.

(iv) Office Allocation. An Office Development Authorization from the Planning Commission under Planning Code sections 321 and 322 and approval from the Planning Department is not required for new office development on land under the jurisdiction of the Port Commission. However, office development under the jurisdiction of the Port Commission will be counted against the annual maximum limit under Planning Code section 321. For the purposes of the 28-Acre Site Project, office development located on the 28-Acre Site will be counted against the annual maximum set in Planning Code subsection 321(a)(1) based on the approved building drawings for the described project. But to provide for the orderly development of new office space citywide, office development for the 28-Acre Site Project will be subject to the schedule and criteria described in *DDA Exh B8 (Office Development on Port Land)*.

(d) Administrative Fees. Developer will pay timely to the City all Administrative Fees as and when due. If further environmental review is required for a Future Approval, Developer must reimburse the City or pay directly all reasonable and actual costs to hire consultants and perform studies necessary for the review. Before engaging any consultant or authorizing related expenditures under this provision, the City will consult with Developer in an effort to reach agreement on: (i) the scope of work to be performed; (ii) the projected costs associated with the work; and (iii) the consultant to be engaged to perform the work.

5.5. Limitations on City's Future Discretion.

(a) Extent of Limitation. In accordance with **Section 5.3** (Changes to Existing City Laws and Standards), the City in granting the Project Approvals and, as applicable, vesting the 28-Acre Site Project through this Development Agreement is limiting its future discretion with respect to the 28-Acre Site Project and Future Approvals to the extent that they are consistent with the DA Requirements . For elements included in a request for a Future Approval that have not been reviewed or considered by the applicable City Agency previously (including additional details or plans for Horizontal Improvements or Vertical Improvements), the City Agency will exercise its discretion consistent with Planning Code section 249.XXXX, the other DA Requirements and otherwise in accordance with customary practice.

(b) Consistency with Prior Approvals. In no event may a City Agency deny issuance of a Future Approval based on items that are consistent with the DA Requirements and matters previously approved. Consequently, the City will not use its discretionary authority to: (i) change the policy decisions reflected by the DA Requirements; or (ii) otherwise prevent or delay development of the 28-Acre Site Project as contemplated in the DA Requirements.

(c) ICA. Although Planning is not a party or consenter to the ICA, the Planning Commission is familiar with its contents and agrees that Planning will comply with the ICA's procedural requirements to the extent applicable to Planning.

(d) When Future Discretion Is Unaffected. Nothing in this Section affects or limits the City's discretion with respect to proposed Future Approvals that seek a Material Change to the Project Approvals or Transaction Documents not contemplated by the DA Requirements.

5.6. Public Health and Safety and Federal or State Law Exceptions.

(a) City's Exceptions.

(i) Each City Agency having jurisdiction over the 28-Acre Site Project has police power authority to exercise its discretion under Project Approvals and Transaction Documents in a manner that is consistent with the public health, safety, and welfare and at all times will retain its authority to take any action that is necessary to protect the physical health and safety of the public (the "**Public Health and Safety Exception**") or reasonably calculated and narrowly drawn to comply with applicable changes in federal or state law affecting the physical environment (the "**Federal or State Law Exception"**).

(ii) Accordingly, a City Agency will have the authority to condition or deny a Future Approval or to adopt a new law applicable to the 28-Acre Site Project so long as the condition, denial, or new regulation is: (1) limited solely to addressing a specific and identifiable issue in each case required to protect the physical health and safety of the public; (2) required to comply with a federal or state law and in each case not for independent discretionary policy reasons that are inconsistent with the DA Requirements; and (3) applicable citywide or portwide, as applicable, to the same or similarly situated uses and applied in an equitable and nondiscriminatory manner.

(b) Meet and Confer; Right to Dispute.

(i) Except for emergency measures, upon request by Developer, the City will meet and confer with Developer in advance of the adoption of a measure under **Subsection 5.6(a)** (City's Exceptions) to the extent feasible. But the City will retain sole discretion with regard to the adoption of any Changes to Existing City Laws and Standards that fall within the Public Health and Safety Exception or the Federal or State Law Exception.

(ii) Developer retains the right to dispute any City reliance on the Public Health and Safety Exception or the Federal or State Law Exception. If the Parties are not able to reach agreement on the dispute following a reasonable meet and confer period, then Developer or the City can seek a judicial relief with respect to the matter.

(c) Amendments to Comply with Federal or State Law Changes. If a change in federal or state law that becomes effective after the Reference Date materially and adversely affects either Party's rights, benefits, or obligations under this Development Agreement, or would preclude or prevent either Party's compliance with any provision of the DA Requirements to which it is a Party, the Parties may agree to amend this Development Agreement. Any amendment under this Subsection will be limited to the extent necessary to comply with the law, subject to **Subsection 5.6(a)** (City's Exceptions) and **Subsection 5.6(e)** (Effect on Project Performance).

(d) Changes to Development Agreement Statute. The Parties have entered into this Development Agreement in reliance on the Development Agreement Statute in effect on the Reference Date. Any amendment to the Development Agreement Statute that would affect the interpretation or enforceability of this Development Agreement or increase either Party's obligations, diminish Developer's development rights, or diminish the City's benefits will not apply to this Development Agreement unless the changed law or a final judgment mandates retroactive application of the amended statute.

(e) Effect on Project Performance.

(i) If Developer determines that adoption of any Change to Existing City Laws and Standards that fall within the Public Health and Safety Exception

or the Federal or State Law Exception would make the 28-Acre Site Project infeasible due to material and adverse effects on construction, development, use, operation, or occupancy, then Developer may deliver a Requested Change Notice to the Port (with a copy to the City) in accordance with *DDA § 3.4 (Changes to Project after Phase 1)* and *App ¶ A.5 (Notices)*.

(ii) If the City determines that adoption of any Change to Existing City Laws and Standards that fall within the Public Health and Safety Exception or the Federal or State Law Exception would have a material and adverse effect on the delivery of Horizontal Improvements or Associated Public Benefits required under the DDA or the Port's ability to meet future Project Payment Obligations under the Financing Plan, then the Port may deliver a Requested Change Notice to Developer (with a copy to the City) in accordance with *DDA § 3.4 (Changes to Project after Phase 1)* and *App ¶ A.5 (Notices)*.

(iii) The Requested Change Notice will initiate the negotiation period under *DDA § 3.4(b) (Effect of Requested Change Notice)*, subject to extension by agreement, during which obligations under this Development Agreement will be tolled except to the extent the Parties expressly agree otherwise.

(iv) If the Port and Developer agree on changes to Transaction Documents during the negotiation period under *DDA § 3.4(b) (Effect of Requested Change Notice)*, the City will reasonably consider conforming changes to this Development Agreement and Project Approvals to the extent required.

(v) If at the end of the negotiation period under *DDA § 3.4(b) (Effect of Requested Change Notice)*, the Parties have failed to agree and obtain amendments to the Transaction Documents, and the Port is entitled to exercise its termination right under *DDA § 12.4(b) (Port Election to Terminate)* as to any portion of the 28-Acre Site, then this Development Agreement will terminate to the same extent as specified in **Section 2.2** (Term).

5.7. Future City Approvals.

(a) No Actions to Impede. Except and only as required under **Section 5.5** (Changes in Federal or State Law), the City will take no action under this Development Agreement or impose any condition on the 28-Acre Site Project that would conflict with the DA Requirements. An action taken or condition imposed will be deemed to be in conflict with the DA Requirements if the actions or conditions result in the occurrence of one or more of the circumstances identified in **Subsection 5.3(b)** (Circumstances Causing Conflict).

(b) Expeditious Processing. City Agencies must process: (i) with due diligence all submissions and applications by Developer on all permits, approvals, and construction or occupancy permits for the 28-Acre Site Project; and (ii) any Future Approval requiring City action in accordance with **Section 5.8** (Criteria for Future Approvals) and in accordance with the ICA with respect to Horizontal Improvements and the SUD and Design for Development for Vertical Improvements.

5.8. Criteria for Future Approvals.

(a) Standard of Review Generally. The City:

(i) must not disapprove any application for a Future Approval based on any item or element that is consistent with the DA Requirements;

(ii) must consider each application for a Future Approval in accordance with its customary practices, subject to the DA Requirements;

(iii) may subject a Future Approval to any condition that is necessary to bring the Future Approval into compliance with the DA Requirements; and

(iv) will in no event be obligated to approve an application for a Future Approval that would effect a Material Change.

(b) Denial. If the City denies any application for a Future Approval that implements a portion of the 28-Acre Site Project as contemplated by the Project Approvals and the Transaction Documents, the City must specify in writing the reasons for denial and suggest modifications required for approval of the application. Any specified modifications must be consistent with the DA Requirements. The City must approve the re-submitted application if it: (i) corrects or mitigates, to the City's reasonable satisfaction, the stated reasons for the earlier denial in a manner that is consistent and compliant with the DA Requirements; and (ii) does not include new or additional information or materials that give the City a reason to object to the application under the standards in this Development Agreement.

(c) Public ROWs. The Parties agree that the Project Approvals include the City's and the Port's approvals of Public ROW widths in the Infrastructure Plan, the Design for Development, and the Streetscape Master Plan as consistent with the City's policy objective to ensure street safety for all users while maintaining adequate clearances for utilities and vehicles, including fire apparatus vehicles.

(d) Effect of Final EIR.

(i) The Parties acknowledge that: (1) the Final EIR prepared for development of the 28-Acre Site and the Illinois Street Parcels complies with CEQA; (2) the Final EIR contains a thorough analysis of the 28-Acre Site Project and possible alternatives; (3) the City adopted the Mitigation Measures in the MMRP to eliminate or reduce to an acceptable level certain adverse environmental impacts of the 28-Acre Site Project; and (4) the Board of Supervisors adopted CEQA Findings, including a statement of overriding considerations in connection with the Project Approvals, pursuant to CEQA Guidelines section 15093, for those significant impacts that could not be mitigated to a less than significant level.

(ii) For the reasons listed above, the City: (1) does not intend to conduct any further environmental review or require additional mitigation under CEQA for any aspect of the 28-Acre Site Project vested under this Development Agreement, and (ii) will rely on the Final EIR to the greatest extent possible in accordance with Applicable Laws in all future discretionary actions related to the 28-Acre Site Project.

(iii) Developer acknowledges that: (1) nothing in this Agreement prevents or limits the City's discretion to conduct additional environmental review in connection with any Future Approvals for construction, including some of the Associated Public Benefits, to the extent required by Applicable Laws, including CEQA; and (2) Changes to Existing City Laws and Standards or changes to the 28-Acre Site Project may require additional environmental review and additional Mitigation Measures.

(e) Effect of General Plan Consistency Findings.

(i) In Motion No. XXXX adopting General Plan Consistency Findings for the 28-Acre Site Project, the Planning Commission specified that the findings also would support all Future Approvals that are consistent with the Project Approvals. To the maximum extent practicable, Planning will rely exclusively on these General Plan Consistency Findings when processing and reviewing all

Future Approvals, including schematic review under the SUD, proposed Subdivision Maps, and any other actions related to the 28-Acre Site Project requiring General Plan determinations.

(ii) Developer acknowledges that these General Plan Consistency Findings do not limit the City's discretion in connection with any Future Approval that requires new or revised General Plan consistency findings because of amendments to any Project Approval or Material Changes.

(f) Subdivision Maps. The Director of Public Works' approval of a Tentative Map for a Phase will extend the term of the map to the end of the DDA Term. But the term of a Tentative Map that is approved less than five years before the DDA Term ends will be extended for the maximum period permitted under Subdivision Code section 1333.3(b).

5.9. Public Financing.

(a) Financing Districts. The Project Approvals include formation of the CFDs, the IRFD, and Sub-Project Area G-2 as described in the Financing Plan. The City agrees not to: (i) initiate proceedings for any new or increased special tax or special assessment that is targeted or directed at the 28-Acre Site except as provided in the Financing Plan; or (ii) take any other action that is inconsistent with the Financing Plan or the Tax Allocation MOU without Developer's consent.

(b) Limitation on New Districts. The City will not form any new financing or assessment district over any portion of the 28-Acre Site unless the new district applies to similarly-situated property citywide or Developer gives its prior written consent to or requests the proceedings.

(c) Permitted Assessments. Nothing in this Development Agreement limits the City's ability to impose new or increased taxes or special assessments, any equivalent or substitute tax or assessment, or assessments for the benefit of business improvement districts or community benefit districts formed by a vote of the affected property owners.

6. NO DEVELOPMENT OBLIGATION

This Development Agreement does not obligate Developer to begin or complete development of any portion of the 28-Acre Site Project or impose a schedule or a phasing plan for Developer to start or complete development. But the Parties have entered into this Development Agreement as one of the Transaction Documents that implements the DDA, which includes a Phasing Plan and a Schedule of Performance for horizontal development. The Parties have entered into this Development Agreement, and the Port and Developer have agreed to the Schedule of Performance and Phasing Plan in the DDA, with the express intent of avoiding a result similar to that in *Pardee Construction Co. v. City of Camarillo* (1984) 37 Cal.3d 465.

7. MUTUAL OBLIGATIONS

7.1. Cooperation by Parties.

(a) Generally. The Parties agree to cooperate with one another to expeditiously implement the 28-Acre Site Project in accordance with the Project Approvals and Transaction Documents and to undertake and complete all actions or proceedings reasonably necessary or appropriate to ensure that the objectives of the Project Approvals and Transaction Documents are implemented. Nothing in this Development Agreement obligates the City to incur any costs except Other City Costs or costs that Developer must reimburse through the payment of Administrative Fees or otherwise.

(b) City.

(i) Through the procedures in the DDA and the ICA, the Port and the City have agreed to process Developer's submittals and applications for horizontal development diligently and to facilitate an orderly, efficient approval process that avoids delay and redundancies. The SUD specifies procedures for design review of vertical development.

(ii) The City, acting through the Assessor, the Treasurer-Tax Collector, and the Controller, has entered into the Tax Allocation MOU with the Port, which establishes procedures to implement provisions of the Financing Documents that apply to the levy, collection, and allocation of Mello-Roos Taxes, Tax Increment, and Housing Tax Increment and to the issuance of Bonds for use at the 28-Acre Site and any Affordable Housing Parcel located onsite or offsite.

(c) Developer. Developer agrees to provide all documents, applications, plans, and other information necessary for the City to comply with its obligations under the Transaction Documents as reasonably requested with respect to any Developer submittal or application.

7.2. Other Regulators. The Port's obligations with respect to Regulatory Approvals that Developer and Vertical Developers must obtain from Other Regulators for Horizontal Improvements and Vertical Improvements are addressed in *DDA § 15.3 (Regulatory Approvals)* and *VDDA § 16.4 (Regulatory Approvals)*, respectively.

7.3. Third-Party Challenge.

(a) Effect. The filing of any Third-Party Challenge will not delay or stop the development of the 28-Acre Site Project or the City's issuance of Future Approvals unless the third party obtains a court order preventing the activity.

(b) Cooperation in Defense. The Parties agree to cooperate in defending any Third-Party Challenge to any City discretionary action on the 28-Acre Site Project. The City will notify Developer promptly after being served with any Third-Party Challenge filed against the City.

(c) Developer Cooperation. Developer at its own expense will assist and cooperate with the City in connection with any Third-Party Challenge. The City Attorney in his sole discretion may use legal staff of the Office of the City Attorney with or without the assistance of outside counsel in connection with defense of the Third-Party Challenge.

(d) Cost Recovery. Developer must reimburse the City for its actual defense costs, including the fees and costs of legal staff and any consultants. Subject to further agreement, the City will provide Developer with monthly invoices for all of the City's defense costs.

(e) Developer's Termination Option. Instead of bearing the defense costs of any Third-Party Challenge, Developer may terminate this Development Agreement (and the DDA under *DDA § 12.6(a) (Mutual Termination Right))* by delivering a notice to the City, with a copy to the Port, specifying a termination date at least 10 days after the notice is delivered. If Developer elects this option, the Parties will promptly cooperate to file a request for dismissal. Developer's and the City's obligations to cooperate in defending the Third-Party Challenge, and Developer's responsibility to reimburse the City's defense costs, will end on the Termination Date, but Developer must indemnify the City from any other liability caused by the Third-Party Challenge, including any award of attorneys' fees or costs.

(f) Survival. The indemnification, reimbursement, and cooperation obligations under this Section will survive termination under **Subsection 7.3(e)** (Developer's Termination Option) or any judgment invalidating any part of this Development Agreement.

7.4. Estoppel Certificates.

(a) Contents. Either Party may ask the other Party to sign an estoppel certificate as to the following matters to the best of its knowledge:

(i) This Development Agreement is in full force and effect as a binding obligation of the Parties.

(ii) This Development Agreement has not been amended, or if amended, identifying the amendments or modifications and stating their date and nature.

(iii) The requesting Party is not in default in the performance of its obligations under this Development Agreement, or is in default in the manner specified.

(iv) The City's findings in the most recent Annual Review under **Article 8** (Periodic Compliance Review).

(b) Response Period. A Party receiving a request under this Section must execute and return the completed estoppel certificate within 30 days after receiving the request. A Party's failure to either execute and return the completed estoppel certificate or provide a detailed written explanation for its failure to do so will be an Event of Default following notice and opportunity to cure as set forth in **Section 9.1** (Meet and Confer).

(c) Reliance. Each Party acknowledges that Interested Persons may rely on an estoppel certificate provided under this Section. At an Interested Person's request, the City will provide an estoppel certificate in recordable form, which the Interested Person may record in the Official Records at its own expense.

8. PERIODIC COMPLIANCE REVIEW

8.1. Initiation or Waiver of Review.

(a) Statutory Provision. Under section 65865.1 of the Development Agreement Statute, the Planning Director must conduct annually a review of developers' good faith compliance with approved development agreements (each, an "**Annual Review**"). The Planning Director will follow the process set forth in this Article and in Chapter 56 for each Annual Review.

(b) No Waiver. The City's failure to timely complete an Annual Review of Developer's good faith compliance with this Development Agreement in any year during the DDA Term will not waive the City's right to do so at a later date.

(c) Planning Director's Discretion. The DA Ordinance waives certain provisions of compliance review procedures specified in Chapter 56 and grants discretion to the Planning Director with respect to Annual Reviews as follows.

(i) For administrative convenience, the Planning Director may designate the annual date when each Annual Review of Developer's compliance will begin, which may be the same or different from the date specified in Chapter 56 (in either case, the "**Annual Review Date**").

(ii) The Planning Director may elect to forego an Annual Review for any of the following reasons: (1) before the designated Annual Review Date,

Developer reports that no significant construction work occurred on the 28-Acre Site during that year; (2) either Developer or the Port has initiated procedures to terminate the DDA; or (3) the Planning Director otherwise decides an Annual Review is unnecessary.

8.2. Required Information from Developer.

(a) Contents of Report. Under **Subsection 8.1(c)** (Planning Director's Discretion), Developer will submit a letter to the Planning Director setting forth in reasonable detail the status of Developer's compliance with its obligations under this Development Agreement and the other Transaction Documents with respect to delivery of the public benefits described in **Section 4.1** (Public Benefits). Developer must provide the requested letter within 60 days after each Annual Review Date during the DA Term, unless the Planning Director specifies otherwise. The letter to the Planning Director must include appropriate supporting documentation, which may include an estoppel certificate from the Port in a form acceptable to the Port, the Planning Director, and Developer.

(b) Standard of Proof. An estoppel certificate from the Port, if submitted with Developer's letter, will be conclusive proof of Developer's compliance with specified obligations under the DDA and be binding on the City. Each Other City Agency responsible for monitoring and enforcing any part of Developer's compliance with the Vested Elements and its obligations under **Article 4** (Developer's Obligations) and **Article 7** (Mutual Obligations) must confirm Developer's compliance or provide the Planning Director with a statement specifying the details of noncompliance. Developer has the burden of proof to demonstrate compliance by substantial evidence of matters not covered in the Port's estoppel certificate or any Other City Agency's letter.

8.3. City Review. The Annual Review will include determining Developer's compliance with **Article 4** (Developer's Obligations) and **Article 7** (Mutual Obligations) and whether an Event of Default or a Material Breach has occurred and is continuing under the DDA.

8.4. Certificate of Compliance. Within 60 days after Developer submits its letter, the Planning Director will review the information submitted by Developer and all other available evidence on Developer's compliance with **Article 4** (Developer's Obligations) and **Article 7** (Mutual Obligations). The Planning Director must provide copies to Developer of any evidence provided by sources other than Developer promptly after receipt. The Planning Director will summarize his determination as to each item in a letter to Developer. If the Planning Director finds Developer in compliance, then the Planning Director will follow the procedures in Administrative Code section 56.17(b).

8.5. Public Hearings. If the Planning Director finds Developer is not in compliance or that a public hearing is in the public interest, or a member of the Planning Commission or the Board of Supervisors requests a public hearing on Developer's compliance, the Planning Director will follow the procedures in Administrative Code section 56.17(c), and the City may enforce its rights and remedies under this Development Agreement and Chapter 56.

8.6. Effect on Transferees. If Developer has Transferred its rights and obligations for any Phase in compliance with the DDA, then each Transferee must provide a separate letter reporting compliance as to its Phase, and the procedures, rights, and remedies under this Article and Chapter 56 will apply separately to Developer and any Transferee, each with respect only to obligations attaching to each Phase for which it is obligated. This requirement does not apply to Vertical Developers.

8.7. Notice and Cure Rights.

(a) Amended Rights. This Section reflects an amendment to Chapter 56 in the DA Ordinance that is binding on the Parties and all other persons affected by this Development Agreement.

(b) Required Findings. If the Planning Commission makes a finding of noncompliance, or if the Board of Supervisors overrules a Planning Commission finding of compliance, in a public hearing under Administrative Code section 56.17(c), then the Planning Commission or the Board of Supervisors, as applicable, must specify to the Breaching Party in reasonable detail how it failed to comply and specify a reasonable time for the Breaching Party to cure its noncompliance.

(c) Cure Period. The Breaching Party must have a reasonable opportunity to cure its noncompliance before the City begins proceedings to modify or terminate this Development Agreement under Administrative Code section 56.17(f) or section 56.18. The cure period under this Section must not be less than 30 days and must in any case provide a reasonable amount of time for the Breaching Party to effect a cure. City proceedings to modify or terminate this Development Agreement under Administrative Code section 56.17(f) or section 56.18 must not begin until the specified cure period has expired.

8.8. No Limitation on City's Rights After Event of Default. The City's rights and powers under this Article are in addition to, and do not limit, the City's rights to terminate or take other action under this Development Agreement after an event of Event of Default by Developer.

9. DEFAULTS AND REMEDIES

9.1. Meet and Confer. Before sending a notice of default under **Section 9.2** (Events of Default), the Aggrieved Party must follow the process in this Section.

(a) Good Faith Effort. The Aggrieved Party must make a written request that the Breaching Party meet and confer to discuss the alleged breach within three business days after the request is delivered. If, despite the Aggrieved Party's good faith efforts, the Parties have not met to confer within seven business days after the Aggrieved Party's request, the Aggrieved Party will be deemed to have satisfied the meet and confer requirement.

(b) Opportunity to Cure. If the Parties meet in response to the Aggrieved Party's request, the Aggrieved Party must allow a reasonable period of not less than 10 days for the Breaching Party to respond to or cure the alleged breach.

(c) Exclusions. The meet and confer requirement does not apply to a Breaching Party's failure to pay amounts when due under this Development Agreement or in circumstances where delaying the Aggrieved Party's right to send a notice of default under **Section 9.2** (Event of Default) would impair the Aggrieved Party's rights under this Development Agreement.

9.2. Events of Default.

(a) Specific Events. The occurrence of any of the following will be an Event of Default under this Development Agreement.

(i) A Breaching Party fails to make any payment when due if not cured within 30 days after the Aggrieved Party delivers notice of nonpayment.

(ii) A Breaching Party fails to satisfy any other material obligation under this Development Agreement when required if not cured within 60 days after the Aggrieved Party delivers notice of noncompliance or if the breach cannot be cured within 60 days, the Breaching Party fails to take steps to cure the breach within the 60-day period and diligently complete the cure within a reasonable time.

(b) Cross-Defaults. *DDA § 5.7 (Defaults and Breaches)* will apply to Events of Default by Developer and any finding of Developer's noncompliance under this Development Agreement.

(c) Certain Payment Defaults. Developer or the applicable Transferee will have a complete defense if the City alleges an Event of Default in Developer's obligation to pay Other City Costs in the following circumstances.

(i) If Developer or the applicable Transferee made a payment to the Port that included the allegedly unpaid Other City Costs, but the Port failed to disburse the portion of the amount payable to the aggrieved City Agency.

(ii) If a City Agency claiming nonpayment did not submit a timely statement for reimbursement of the claimed Other City Costs under *ICA § 3.6 (Cost Recovery).*

9.3. Remedies for Events of Default.

(a) Specific Performance. After an Event of Default under this Development Agreement, the Aggrieved Party may file an action and seek injunctive relief against or specific performance by the Breaching Party. Nothing in this Section requires an Aggrieved Party to delay seeking injunctive relief if it believes in good faith that postponement would cause it to suffer irreparable harm.

(b) Limited Damages. The Parties agree as follows.

(i) Monetary damages are an inappropriate remedy for any Event of Default other than a payment Event of Default under this Development Agreement.

(ii) The actual damages suffered by an Aggrieved Party under this Development Agreement for any Event of Default other than a payment Event of Default would be extremely difficult and impractical to fix or determine.

(iii) Remedies at law other than monetary damages and equitable remedies are particularly appropriate for any Event of Default other than a payment Event of Default under this Development Agreement. Except to the extent of actual damages, neither Party would have entered into this Development Agreement if it were to be liable for consequential, punitive, or special damages under this Development Agreement.

(c) Exclusive Remedy for Material Breach under DDA. For any Material Breach that results in the termination of the DDA in whole or in part, this Development Agreement will automatically and concurrently terminate on the Termination Date as to the affected portion of the 28-Acre Site Project.

(d) City Processing. The City may suspend action on any Developer requests for approval or take other actions under this Development Agreement during any period in which payments from Developer are past due.

(e) Port's Rights if Not Delivered. The Port has rights and remedies under the DDA and Vertical DDAs to secure the delivery of public benefits under *DDA § 12.2(c) (Material Breaches by Developer), DDA § 15.4* (*Substantial Completion), DDA § 15.5 (Final Completion),* and *VDDA § 14.2 (Default by Vertical Developer),* which variously entitle the Port to withhold completeness determinations, declare Developer to be in Material Breach of the DDA, and declare a Vertical Developer Default under the applicable Vertical DDA on specified conditions.

9.4. Changes to Existing City Laws and Standards. Under section 65865.4 of the Development Agreement Statute, either Party may enforce this Development Agreement

regardless of any Changes to Existing City Laws and Standards unless this Development Agreement has been terminated by agreement under **Article 11** (Amendment or Termination), as a remedy for an Event of Default under **Subsection 9.3(c)** (Exclusive Remedy for Material Breach under DDA), by termination proceedings under Chapter 56, or by termination of the DDA.

10. ASSIGNMENTS; LENDER RIGHTS

10.1. Successors' Rights. Applicable provisions of this Development Agreement will apply to Developer's and Vertical Developers' successors (each, a "**DA Successor**") in accordance with procedures under *DDA art. 6 (Transfers)* and *VDDA § 18.3 (Transfers)*. Each DA Successor will be assigned specified rights and obligations under the Development Agreement by an Assignment and Assumption Agreement in the form of *DDA Exh XXXX* or *VDDA Exh XX* (each, a "**DA Assignment**"). Each DA Assignment will be recorded in accordance with the DDA or Vertical DDA, as applicable. Each DA Assignment will provide for Developer or the pertinent Vertical Developer to be released from obligations under this Development Agreement to the extent assumed by the DA Successor.

10.2. Effect of Assignment. On the effective date of a DA Assignment, the following will apply.

(a) DA Successor as Party. The DA Successor will have all rights assigned and obligations assumed under the DA Assignment and will be deemed a Party to this Development Agreement to the extent of its rights and obligations.

(b) Direct Enforcement Against Successors. The City will have the right to enforce directly against any DA Successor every obligation that it assumed under its DA Assignment. A DA Successor's claim that its default is caused by Developer's or a Vertical Developer's, as applicable, breach of any duty or obligation to the DA Successor arising out of the DA Assignment or other related transaction will not be a valid defense to enforcement by the City.

(c) Partial Developer Release. Developer will remain liable for obligations under this Development Agreement only to the extent that Developer retains liability under the applicable DA Assignment. Developer will be released from any prospective liability or obligation, and its DA Successor will be deemed to be subject to all future rights and obligations of Developer under this Development Agreement to the extent specified in the DA Assignment.

(d) Partial Vertical Developer Release. A Vertical Developer will remain liable for obligations under this Development Agreement only to the extent that it retains liability under the applicable DA Assignment. A Vertical Developer will be released from any prospective liability or obligation, and its DA Successor will be deemed to be subject to all future rights and obligations of the Vertical Developer, under this Development Agreement to the extent specified in the DA Assignment.

(e) No Cross-Default. An Event of Default under this Development Agreement, any Vertical DDA, or any Ground Lease, as applicable, by a DA Successor (in each case, a "**Successor Default**") with respect to any part of the 28-Acre Site Project will not be an Event of Default by Developer with respect to any other part of the 28-Acre Site Project. The occurrence of a Successor Default will not entitle the City to terminate or modify this Development Agreement with respect to any part of the 28-Acre Site Project that is not the subject of the Successor Default.

10.3. Applicable Lender Protections Control Lender Rights.

(a) Rights to Encumber Horizontal Interests. Developer, Vertical Developers, and DA Successors have or will have the right to encumber their real property interests in

and development rights at the 28-Acre Site in accordance with the Applicable Lender Protections, which are incorporated by this reference.

(b) Lender's Rights and Obligations. The rights and obligations of a Lender under this Development Agreement will be identical to its rights and obligations under the Applicable Lender Protections.

(c) City's Rights and Obligations.

(i) The City's obligations with respect to a Lender, including any Successor by Foreclosure, will be identical to those of the Port under the Applicable Lender Protections.

(ii) The City will reasonably cooperate with the request of a Lender or Successor by Foreclosure to provide further assurances to assure the Lender or Successor by Foreclosure of its rights under this Development Agreement, which may include execution, acknowledgement, and delivery of additional documents reasonably requested by a Lender confirming the applicable rights and obligations of the City and Lender with respect to a Mortgage.

(iii) No breach by Developer, a Vertical Developer, or a DA Successor of any obligation secured by a Mortgage will defeat or otherwise impair the Parties' rights or obligations under this Development Agreement.

(d) Successor by Foreclosure. A Successor by Foreclosure will succeed to all of the rights and obligations under and will be deemed a Party to this Development Agreement to the extent of the defaulting Borrower's rights and obligations.

10.4. Requests for Notice.

(a) Lender Request. If the City receives a written request from a Lender, or from Developer or a DA Successor requesting on a Lender's behalf, a copy of any notice of default that the City delivers under this Development Agreement that provides the Lender's address for notice, then the City will deliver a copy to the Lender concurrently with delivery to the Breaching Party. The City will have the right to recover its costs to provide notice from the Breaching Party or the applicable Lender.

(b) City Request. This provision is the City's request under California Civil Code section 2924 that a copy of any notice of default or notice of sale under any Mortgage be delivered to City at the address shown on the cover page of this Development Agreement.

10.5. No Third-Party Beneficiaries. Except for DA Successors with vested rights at the 28-Acre Site and to the extent of any Interested Person's rights, the City and Developer do not intend for this Development Agreement to benefit or be enforceable by any other persons. More specifically, this Development Agreement has no unspecified third-party beneficiaries.

11. AMENDMENT OR TERMINATION

11.1. Amendment. This Development Agreement may be amended only by the Parties' agreement or as specifically provided otherwise in this Development Agreement, the Development Agreement Statute, or Chapter 56. The Port Commission, the Planning Commission, and the Board of Supervisors must all approve any amendment that would be a Material Change. Following an assignment, the City and Developer or any DA Successor may amend this Development Agreement as it affects Developer, the DA Successor, or the portion of the 28-Acre Site to which the rights and obligations were assigned without affecting other portions of the 28-Acre Site or other Vertical Developers and DA Successors. The Planning Director may agree to any amendment to this Development Agreement that is not a Material Change, subject to the approval of any City Agency that would be affected by the amendment.

11.2. Termination. This Development Agreement may be terminated in whole or in part by: (a) the Parties' agreement or as specifically provided otherwise in this Development Agreement, the Development Agreement Statute, or Chapter 56; or (b) by termination of the DDA as provided by **Section 2.2** (Term).

12. DEVELOPER REPRESENTATIONS AND WARRANTIES

12.1. Due Organization and Standing. Developer represents that it has the authority to enter into this Development Agreement. Developer is a Delaware limited liability company duly organized and validly existing and in good standing under the laws of Delaware. Developer has all requisite power to own its property and authority to conduct its business in California as presently conducted.

12.2. Valid Execution. Developer represents and warrants that it is not a party to any other agreement that would conflict with Developer's obligations under this Development Agreement and it has no knowledge of any inability to perform its obligations under this Development Agreement. Developer's execution and delivery of this Development Agreement have been duly and validly authorized by all necessary action. This Development Agreement will be a legal, valid, and binding obligation of Developer, enforceable against Developer on its terms.

12.3. Other Documents. To the current, actual knowledge of Jack Sylvan, after reasonable inquiry, no document that Developer furnished to the City in relation to this Development Agreement, nor this Development Agreement, contains any untrue statement of material fact or omits any material fact that makes the statement misleading under the circumstances under which the statement was made.

12.4. No Bankruptcy. Developer represents and warrants to the City that Developer has neither filed nor is the subject of any petition under federal bankruptcy law or any federal or state insolvency laws or laws for composition of indebtedness or for the reorganization of debtors, and, to the best of Developer's knowledge, no action is threatened.

13. MISCELLANEOUS

The following provisions apply to this Development Agreement in addition to those in **Appendix Part A** (Standard Provisions and Rules of Interpretation).

13.1. Addresses for Notice. Notices given under this Development Agreement are governed by *App ¶ A.5 (Notices)*. Notice addresses are listed below.

To the City:

John Rahaim
Director of Planning
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, CA 94102

With a copy to:

Dennis J. Herrera, Esq.
City Attorney
City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Attn:

To Developer:

FC Pier 70, LLC
949 Hope Street, Suite 200

Los Angeles, CA 90015
Attention: Mr. Kevin Ratner

With a copy to:

Forest City Enterprises, Inc.
50 Public Square
1360 Terminal Tower
Cleveland, OH 44113
Attention: Amanda Seewald, Esq.

13.2. Limitations on Actions. Administrative Code section 56.19 establishes certain limitations on actions to challenge final decisions made under Chapter 56, as follows:

(a) Board of Supervisors. Any action challenging a Board of Supervisors decision under Chapter 56 must be filed within 90 days after the decision is finally approved.

(b) Planning. Any action challenging any of the following Planning decisions under Chapter 56 must be filed within 90 days after any of the following becomes final: (i) a Planning Director decision under Administrative Code section 56.15(d)(3); or (ii) a Planning Commission resolution under section 56.17(e).

13.3. Attachments. The attached Appendix excerpts, Port Consent, SFMTA Consent, SFPUC Consent, and exhibits listed below are incorporated in and are a part of this Development Agreement.

DA Exhibit A: Legal description and Site Plan
DA Exhibit B: Project Approvals
DA Exhibit C: Chapter 56 as of the Reference Date

Developer and the City have executed this Development Agreement as of the last date written below.

DEVELOPER:

FC PIER 70, LLC,
a Delaware limited liability company

By: _____
Kevin Ratner,
Vice President

Date: _____

CITY:

CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation

By: _____
John Rahaim
Director of Planning

Date: _____

Authorized by Ordinance No. _____
on [effective date].

APPROVED AND AGREED:

By: _____
Naomi Kelly
City Administrator

By: _____
Mohammad Nuru,
Director of Public Works

APPROVED AS TO FORM:
Dennis J. Herrera, City Attorney

By: _____

Deputy City Attorney

APPENDIX EXCERPT
(To be inserted)

CONSENT TO DEVELOPMENT AGREEMENT
Port Commission

The Port Commission of the City and County of San Francisco (Port Commission) has reviewed the Development Agreement between the City and FC Pier 70, LLC, a Delaware limited liability company, relating to a proposed development project for a portion of Pier 70 (28-Acre Site Project) to which this Consent to Development Agreement (Port Consent) is attached and incorporated.

By executing this Port Consent, the undersigned confirms the following.

1. The Port Commission, at a duly noticed public hearing considered the Development Agreement, the CEQA Findings, including the Statement of Overriding Considerations, and the MMRP, including Mitigation Measures for which the Port is the responsible agency.
2. The Port Commission consented to the Development Agreement as it relates to matters under Port jurisdiction and delegated to the Port Director or her designee any future Port approvals under the Development Agreement, subject to Applicable Laws, including the City's Charter.
3. The Port Commission directed the Chief Harbor Engineer to: (a) require evidence that Developer has paid any Impact Fees that are required as a condition to issuing any construction permit for horizontal development; (b) require evidence that Vertical Developers have paid all Impact Fees that are required as a condition to issuing the First Construction Document for vertical development; and (c) report promptly to the Planning Director the location, date, and amount of office space approved for construction in any construction permit upon the issuance of the architectural addendum for the office development (in the case of the site permit process) or upon the issuance of the building permit for the office development (in the case of the building permit process), in each case based on the approved building drawings for the described project.
4. The Port Commission also authorized Port staff to take any measures reasonably necessary to assist the City in implementing the Development Agreement on conditions specified in Port Resolution No. _____.

[Remainder of page intentionally left blank.]

By authorizing the Port Director to execute this Port Consent, the Port Commission affirms that it does not intend to limit, waive, or delegate in any way its exclusive authority or rights under Applicable Port Law.

PORT:

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation, operating by and through the
San Francisco Port Commission

By: _____
Elaine Forbes,
Executive Director

Date: _____

Authorized by Port Resolution No. _____
and Board of Supervisors Resolution No. _____.

APPROVED AS TO FORM:
Dennis J. Herrera, City Attorney

By: _____
Joanne Sakai
Deputy City Attorney

[Remainder of page intentionally left blank.]

CONSENT TO DEVELOPMENT AGREEMENT
San Francisco Municipal Transportation Agency

The Municipal Transportation Agency of the City and County of San Francisco (SFMTA) has reviewed the Development Agreement between the City and FC Pier 70, LLC, a Delaware limited liability company (Developer), relating to a proposed development project for a portion of Pier 70 (28-Acre Site Project) to which this Consent to Development Agreement (SFMTA Consent) is attached and incorporated.

By executing this SFMTA Consent, the undersigned confirms the following:

1. The SFMTA Board of Directors, after considering at a duly noticed public hearing the CEQA Findings for the 28-Acre Site Project, including the Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program (MMRP), consented to and agreed to be bound by the Development Agreement as it relates to matters under SFMTA jurisdiction and delegated to the Director of Transportation or his designee any future SFMTA approvals under the Development Agreement, subject to Applicable Laws, including the City's Charter.
2. The SFMTA Board of Directors also:
    a. approved Mitigation Measure M-AQ-1f, which requires "a Transportation Demand Management (TDM) Plan with a goal of reducing estimated daily one-way vehicle trips by 20% compared to the total number of one-way vehicle trips identified in the project's Transportation Impact Study at project build-out," which is a Developer Mitigation Measure under the MMRP;
    b. approved Developer's Pier 70 TDM Program for the Transportation Plan (attached to this SFMTA Consent) and found that the Pier 70 TDM Program meets the requirements of Mitigation Measure M-AQ-1f and incorporates many of the Pier 70 TDM Program strategies described in Section 169;
    c. directed the Director of Transportation to administer and direct the allocation and use of Transportation Fees in an amount no less than the Total Fee Amount as provided in the Transportation Plan; and
    d. delegated to the Director of Transportation the authority to approve the Streetscape Master Plan for the 28-Acre Site.
3. The SFMTA Board of Directors also authorized SFMTA staff to take any measures reasonably necessary to assist the City in implementing the Development Agreement on conditions specified in SFMTA Resolution No. _____ _____, including the Transportation Plan and the transportation-related Mitigation Measures.

[Remainder of page intentionally left blank.]

By authorizing the Director of Transportation to execute this SFMTA Consent, the SFMTA does not intend to in any way limit, waive or delegate the exclusive authority of the SFMTA as set forth in Article VIIIA of the City's Charter.

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation, acting by and through the
San Francisco Municipal Transportation Agency

By:
Edward D. Reiskin,
Director of Transportation

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: Susan Cleveland-Knowles
SFMTA General Counsel

SFMTA Resolution No. _____
Adopted: _____, 201_

Attachment: Pier 70 TDM Program

[Remainder of page intentionally left blank.]

ATTACHMENT TO SFMTA CONSENT

Transportation Plan and Pier 70 TDM Program

CONSENT TO DEVELOPMENT AGREEMENT
San Francisco Public Utilities Commission

The San Francisco Public Utilities Commission of the City and County of San Francisco (") has reviewed the Development Agreement between the City and FC Pier 70, LLC, a Delaware limited liability company (Developer), relating to a proposed development project for a portion of Pier 70 (28-Acre Site Project) to which this Consent to Development Agreement (SFPUC Consent) is attached and incorporated. Except as otherwise defined in this SFPUC Consent, initially capitalized terms have the meanings given in the Development Agreement.

By executing this SFPUC Consent, the undersigned confirms the following.

1. The SFPUC Board of Directors, after considering at a duly noticed public hearing the CEQA Findings for the 28-Acre Site Project, including the Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program (MMRP), approved the Utility-Related Mitigation Measures consented to and agreed to be bound by the Development Agreement as it relates to matters under SFPUC jurisdiction.
2. The SFPUC Board of Directors affirmed that Vertical Developers will be required to pay the SFPUC Wastewater Capacity Charge and the SFPUC Water Capacity Charge, each at rates in effect on the applicable connection dates or as otherwise specified by SFPUC.
3. The SFPUC Board of Directors affirmed that Developer will be required to pay a fair share contribution to the City's AWSS, not to exceed $XXXX consistent with the Infrastructure Plan, the terms and timing of payment to be established as a condition of approval to the master tentative subdivision map for the 28-Acre Site.

[Remainder of page intentionally left blank.]

By authorizing the General Manager to execute this SFPUC Consent, the SFPUC does not intend to in any way limit, waive or delegate the exclusive authority of the SFPUC as set forth in Article VIIIA of the City's Charter.

CITY AND COUNTY OF SAN FRANCISCO,
a municipal corporation, acting by and through the
San Francisco Public Utilities Commission

By:
Harlan Kelly,
General Manager

Authorized by SFPUC Resolution No. XXXX

APPROVED AS TO FORM:
DENNIS J. HERRERA City Attorney

By: Francesca Gessner
SFPUC General Counsel

San Francisco Public Utilities Commission
Resolution No. _____
Adopted: _____, 201_

[Remainder of page intentionally left blank.]

DA EXHIBIT A

Legal Description and Site Plan

DA EXHIBIT B

Project Approvals

1. **Final Environmental Impact Report**, State Clearinghouse No. _____
   - Certify and adopt CEQA Findings: Planning Commission Motion No. _____
   - Adopt CEQA Findings and MMRP: Port Resolution No. _____
   - Adopt CEQA Findings and MMRP: Board of Supervisors Resolution No. _____
2. **General Plan Consistency Findings**
   - Planning Commission Motion No. _____
3. **General Plan Amendment**
   - Planning Commission Motion No. _____
   - Board of Supervisors Ordinance No. _____
4. **Planning Code and Zoning Map Ordinance**
   a. amend section 201 to include the Pier 70 SUD
   b. add section 249.70 to establish the Pier 70 SUD
   c. amend Sectional Map ZN08 to show the Pier 70 SUD Mixed Use District
   d. amend Sectional Map HT08 to show the height limits in the Pier 70 SUD
   e. amend new Sectional Map SU08 to create the Pier 70 SUD
   - Recommend: Planning Commission Motion No. _____
   - Consent: Port Resolution No. _____
   - Approve: Board of Supervisors Ordinance No. _____
5. **Pier 70 SUD Design for Development**
   - Approve: Planning Commission Motion No. _____
   - Approve: Port Resolution No. _____
6. **Development Agreement**
   - Recommend: Planning Commission Motion No. _____
   - Consent: Port Resolution No. _____
   - Consent: SFMTA Resolution No. _____
   - Consent: SFPUC Resolution No. _____
   - Approve: Board of Supervisors Ordinance No. _____
   - Signed by: Planning Director and Developer
7. **Public Trust Exchange Agreement**
   - Approve per Burton Act (AB 2659, stats. 1987, ch. 310): Port Resolution No. _____
   - Approve per Burton Act (AB 2659, stats. 1987, ch. 310): Board of Supervisors Resolution No. _____
   - Signed by: Executive Officer of State Lands Commission and Port Director
8. **Master Lease**

- Approve: Port Resolution No. _____
- Approve under Charter § 9.118: Board of Supervisors Resolution No. _____
- Signed by: Developer and Port Director of Planning and Real Estate

9. Disposition and Development Agreement

a. Form of Vertical DDA for Option Parcels

b. Form of Parcel Lease for Option Parcels

c. Historic Building 12 and Historic Building 21 lease terms

d. Parcel E4 lease terms

- Approve: Port Resolution No. _____
- Approve under Charter § 9.118: Board of Supervisors Resolution No. _____
- Signed by: Developer and Port Director

10. **Parcel K North public offering**

- Approve: Port Resolution No. _____
- Approve: Board of Supervisors Resolution No. _____

11. Development Plan under Charter § B7.320 and Prop F

- Approve: Port Resolution No. _____

12. Waterfront Land Use Plan / Waterfront Design and Access Element amendments

- Approve: Port Resolution No. _____

13. San Francisco Administrative Code

a. amend authorized uses of special taxes under article X of chapter 43

- Recommend: Port Resolution No. _____
- Approve: Board of Supervisors Ordinance No. _____

14. Financing Districts

a. formation proceedings for Sub-Project Area G-2

b. formation proceedings for Sub-Project Area G-3

c. formation proceedings for Sub-Project Area G-4

d. formation proceedings for IRFD No. 2 (Hoedown Yard)

- Recommend: Port Resolution No. _____
- Approve: Board of Supervisors Resolution Nos. _____ and Ordinance Nos. _____

15. Memorandum of Understanding re Interagency Cooperation

- Approve: Port Resolution No. _____
- Adopt CEQA Findings and Consent: SFMTA Resolution No. _____
- Adopt CEQA Findings and Consent: SFPUC Resolution No. _____
- Consent: SFFD Resolution No. _____
- Approve: Board of Supervisors Resolution No. _____

- Signed by: Mayor, City Administrator, Director of Public Works, and Port Director

16. Memorandum of Understanding re Assessment, Collection, and Allocation of Taxes

- Approve: Port Resolution No. _____
- Approve: Board of Supervisors Resolution No. _____
- Signed by: Assessor, Treasurer-Tax Collector, Controller, and Port Director

AECOM

Pier 70 Special Use District
TDM Program

July 24, 2017

TRANSPORTATION DEMAND MANAGEMENT

The Project (defined as the area within the Pier 70 Special Use District) will implement TDM measures designed to produce 20% fewer driving trips than identified by the project's Transportation Impact Study ("Reduction Target") for project build out, as identified in Table 1, below.

Table 1: Trip Reduction Target from EIR Trip Estimates

Period	EIR Auto Trip Estimate at Project Build-Out	Auto Trips Reflecting 20% Reduction ("Reduction Target")
Daily	34,790	27,832

To do this, the TDM Plan creates a TDM Program that will support and promote sustainable modes and disincentivize the use of private automobiles, particularly single-occupancy vehicles, among residents, employees, and visitors. This chapter outlines the different strategies that Project, initially, will employ to meet those goals, including the formation of a Transportation Management Association (TMA). The TMA will be responsible for the administration, monitoring, and adjustment of the TDM Plan and program over time. In addition to meeting the Reduction Target, the following overall TDM goals are proposed to ensure that the Project creates an enjoyable, safe, and inviting place for residents, workers, and visitors.

1.1 TDM Goals

In addition to meeting the Reduction Target described above, the TDM program will include measures that contribute to the following goals:

- Encourage residents, workers, and visitors to the Project site to use sustainable transportation modes and provide resources and incentives to do so.
- Make the Project site an appealing place to live, work and recreate by reducing the number of cars on the roadways and creating an active public realm.
- Integrate the Project into the existing community by maintaining the surrounding neighborhood character and seamlessly integrating the Project into the established street and transportation network.
- Provide high quality and convenient access to open space and the waterfront.
- Promote pedestrian and bike safety by integrating bicycle and pedestrian-friendly streetscaping throughout the Project site.
- Improve access to high quality transit, including Caltrain, BART, and Muni light rail.
- Reduce the impact of the Project on neighboring communities, including reducing traffic congestion and parking impacts.

1.2 TDM Approach

The fundamental principle behind the TDM program is that travel habits can be influenced through incentives and disincentives, investment in sustainable transportation options, and educational and marketing efforts. Recognizing this principle, the following section describes the TDM program, including its basic structure, as well as logistical issues, such as administration and maintenance of the program.

The Project's land use and site design principles, including creating a dense, mixed-use area that provides neighborhood and office services within walking distance from residential and commercial buildings and the creation of walkable and bicycle-friendly streets, will work synergistically with the TDM program to achieve the Project's transportation goals.

Planning Code Section 169 (TDM) requires that master planned projects such as Pier 70 meet the spirit of the TDM Ordinance, and acknowledges that there may be unique opportunities and strategies presented by master planned projects to do so. If, in the future, the Port establishes its own TDM program across its various properties, the Project will have the right, but not the obligation, to consolidate TDM efforts with this larger plan. In all cases, the Project will coordinate with a Port-wide TDM program, should it exist. In the absence of such a Port-wide program now, the Project is proposing the site-specific TDM program structure outlined below.

As previously mentioned, in order to meet the Project goals to reduce Project-related one-way vehicular traffic by 20%[1]—and to create a sustainable development, the Project's TDM program will be administered and maintained by a TMA. Existing examples of TMAs include the Mission Bay TMA and TMASF Connects.

The TMA will provide services available to all residents and workers at the Project site. The TMA will be funded by an annual assessment of all buildings in the Pier 70 Special Use District area (excluding Buildings 12, 21 and E4). The TMA will be responsible for working with future subtenants of the site (e.g., employers, HOAs, property managers, residents) to ensure that they are actively engaging with the TDM program and that the Program meets their needs as it achieves or exceeds the driving trip reduction targets. Upon agreeing to lease property at the Project, these subtenants will become "members" of the TMA and able to take advantage of the TDM program services provided through the TMA. The TMA will be led by a board of directors which will be composed of representatives from diverse stakeholders that will include the Port (as the current property owner), the SFMTA (as the public agency responsible for oversight of transportation in the City), and representatives of various buildings that have been constructed at the site. The board of directors may also include representatives from commercial office tenants or homeowners' associations.

Day-to-day operations of the TMA will be handled by a staff that would work under the high-level direction provided by the board of directors. The lead staff position will serve as the onsite Transportation Coordinator (TC) (also referred to as the "TDM Coordinator"), functioning as the TMA's liaison with subtenants in the implementation of the TDM program and as the TMA's representative in discussions with the City.

The TC will perform a variety of duties to support the implementation of the TDM program, including educating residents, employers, employees, and visitors of the Project site about the range of

[1] Reduction in trips is in comparison to trip generation expectations from the EIR.

transportation options available to them. The TC would also assist with event-specific TDM planning and monitoring, and reporting on the success and effectiveness of the TDM program overall. The TC may be implemented as a full-time position, or as a part-time position shared with other development projects. The TMA will have the ability to adjust TDM program to respond to success or failure of certain components.

1.2.1 The TMA Website

The TMA, through the onsite TC, would be responsible for the creation, operation, and maintenance of a frequently updated website that provides information related to the Project's TDM program. The TMA's website would include information on the following (and other relevant transportation information):

- Connecting shuttle service (e.g., routes and timetables);
- General information on transit access (e.g., route maps and real-time arrival data for Muni, Caltrain, and BART);
- Bikesharing stations on site and in the vicinity;
- On- and off-street parking facilities pricing (e.g., pricing, location/maps and real-time occupancy);
- Carsharing pods on site and in the vicinity,
- Ridematching services; and
- Emergency Ride Home (ERH) program.

1.3 Summary of TDM Measures

Table 2 provides a summary of the TDM measures to be implemented at the Project by the TMA. The following sections provide more detail on the measures as organized by measures that are applicable site-wide, those that target residents only, and those that target non-residents (workers and visitors) only. The applicable measures will be ready to be implemented upon issuance of each certificate of occupancy.

Table 2: Summary of Pier 70 TDM Measures

Measure[2]	Description	Applicability		
		Site-wide	Residential	Non-Residential
Improve Walking Conditions	Provide streetscape improvements to encourage walking	✓		
Bicycle Parking	Provide secure bicycle parking	✓		
Showers and Lockers	Provide on-site showers and lockers so commuters can travel by active modes			✓
Bike Share Membership	Property Manager/HOA to offer contribution of 100% toward first year membership; one per dwelling unit		✓	

[2] Where applicable, measure names attempt to be consistent with names of menus in San Francisco's TDM Program

Measure[2]	Description	Applicability		
		Site-wide	Residential	Non-Residential
Bicycle Repair Station	Each market-rate buildings shall provide one bicycle repair station		✓	
Fleet of Bicycles	Sponsor at least one bikeshare station at Pier 70 for residents, employees, and/or guests to use	✓		
Bicycle Valet Parking	For large events (over 2,000), provide monitored bicycle parking for 20% of guests	✓		
Car Share Parking & Membership	Provide car share parking per code. Property Manager/HOA to offer contribution of 100% toward first year membership; one per dwelling unit		✓	
Delivery Supportive Amenities	Facilitate deliveries with a staffed reception desk, lockers, or other accommodations, where appropriate.	✓		
Family TDM Amenities	Encourage storage for car seats near car share parking, cargo bikes and shopping carts	✓		
On-site Childcare	Provide on-site childcare services	✓		
Family TDM Package	Require minimum number of cargo or trailer bike parking spaces		✓	
Contributions or Incentives for Sustainable Transportation	Property Manager/HOA to offer one subsidy (40% cost of MUNI "M" pass) per month for each dwelling unit		✓	
Shuttle Bus Service	Provide shuttle bus services	✓		
Multimodal Wayfinding Signage	Provide directional signage for locating transportation services (shuttle stop) and amenities (bicycle parking)	✓		
Real Time Transportation Information Displays	Provide large screen or monitor that displays transit arrival and departure information	✓		
Tailored Transportation Marketing Services	Provide residents and employees with information about travel options	✓		
On-site Affordable Housing	Provide on-site affordable housing as part of a residential project		✓	
Unbundle Parking	Separate the cost of parking from the cost of rent, lease or ownership	✓		
Prohibition of Residential Parking Permits (RPP)	No RPP area may be established at or expanded into the Project site		✓	
Parking Supply	Provide less accessory parking than the neighborhood parking rate	✓		
Emergency Ride Home Program	Ensure that every employer is registered for the program and that employees are aware of the program			✓

1.4 Site-wide Transportation Demand Management Strategies

The following are site-wide TDM strategies that will be provided to support driving trip reductions by all users of the Project.

1.4.1 Improve Walking Conditions

The Project will significantly improve walking conditions at the site by providing logical, accessible, lighted, and attractive sidewalks and pathways. Sidewalks will be provided along most new streets and existing streets will be improved with curbs and sidewalks as necessary. The street design includes improvements to streets and sidewalks to enhance the pedestrian experience and promote the safety of pedestrians as a top priority. In addition, ground floor retail will create an active ground plan that promotes comfortable and interesting streetscapes for pedestrians.

1.4.2 Encourage Bicycling

Bicycling will be encouraged for all users of the site by providing well-designed and well-lit bike parking in residential and commercial buildings, in district parking, and also in key open space and activity nodes. Bicycle parking will be provided in at least the amounts required by the Planning Code at the time a building secures building permits. Furthermore, valet bicycle parking will be provided for large events (over 2,000) to accommodate 20% of guests. In addition to bicycle parking, the Project will fund at least one bikeshare station on site, including the cost of installation and operation for three years, for residents, employees, and or guests to use. This will help reduce the cost-burden of purchasing a bike and increase convenience. Bicycle facilities provided at the Project site will help improve connectivity to existing bike facilities on Illinois Street and the Bay Trail.

1.4.3 Tailored Transportation Marketing Services and Commuter Benefits

Tailored marketing services will provide information to the different users of the site about travel options and aid in modal decision making. For example, the TMA will be responsible for notifying employers about the San Francisco Commuter Benefits Ordinance, the Bay Area Commuter Benefits Program, and California's Parking Cash-Out law when they sign property leases at the site and disseminating general information about the ordinances on the TMA's website. The TMA will provide information and resources to support on-site employers in enrolling in pre-tax commuter benefits, and in establishing flex time policies.

Employers will be encouraged to consider enrolling in programs or enlisting services to assist in tracking employee commutes, such as Luum and Rideamigos. The services offered by these platforms include the development of incentive programs to encourage employees to use transit, customized commute assistance resources, tracking the environmental impact of employee commutes, and assessing program effectiveness. As the TMA works with on-site employers, other useful resources that support sustainable commute modes may be identified and provided by the TMA.

1.4.4 Car Share Parking

The Project will provide car share parking in the amounts specified by Planning Code Section 166 for applicable new construction buildings.

1.4.5 Shuttle Service

A shuttle will be operated at Pier 70 serving to connect site users (residents, employees, and visitors) with local and regional transit hubs. The shuttle service will aim to augment any existing transit services and it is not intended to compete with or replicate Muni service. Shuttle routes, frequencies, and service standards will be planned in cooperation with SFMTA staff. In addition, coordination and integration of the shuttle program with other developments in the area will be considered, including with Mission Bay and future development at the former Potrero Power Plant. The necessity of the shuttle service will continue to be assessed as transit service improves in the Pier 70 area over time.

Any shuttles operated by the Project will secure safe and legal loading zones for passenger boarding and alighting, both in the site and off-site. Shuttles will be free and open to the public and be accessible per ADA standards. Shuttles will comply with any applicable laws and regulations.

1.4.6 Parking

The Project is subject to an aggregate, site-wide parking maximum based on the following ratios:

- Residential parking maximums are set to 0.60 spaces per residential unit; and
- Commercial Office parking maximums are set to 1 space per 1,500 gross square feet; and
- Retail shall have 0 parking spaces.

The cost of parking will be unbundled, or separate from the cost of rent, lease, or ownership at the Project. Complying with San Francisco Planning Code, residential parking will not be sold or rented with residential units in either for-sale or rental buildings. Residents or workers who wish to have a car onsite will have to pay separately for use of a parking space. Residential and non-residential parking spaces will be leased at market rate.

Non-residential parking rates shall maintain a rate or fee structure such that:

- Base hourly and daily parking rates are established and offered.
- Base daily rates shall not reflect a discount compared to base hourly parking rates; calculation of base daily rates shall assume a ten-hour day.
- Weekly, monthly, or similar-time specific periods shall not reflect a discount compared to base daily parking rates, and rate shall assume a five-day week.
- Daily or hourly rates may be raised above base rate level to address increased demand, for instance during special events.

1.4.7 Displays and Wayfinding Signage

Real time transportation information displays (e.g., large television screens or computer monitors) will be provided in prominent locations (e.g., entry/exit areas, lobbies, elevator bays) on the project site highlighting sustainable transportation options. The displays shall be provided at each office building larger than 200,000 SF and each residential building of more than 150 units, and include arrival and departure information, such as NextBus information, as well as the availability of car share vehicles and shared bicycles as such information is available. In addition, multimodal wayfinding signage will be provided to help site users locate transportation services (such as shuttle stops) and amenities (such as bicycle parking). Highly visible information and signage will encourage and facilitate the use of these resources.

1.4.8 Family Amenities

Five percent of residential Class 1 bicycle parking will be designated for cargo and trailer bicycles. In addition, services and amenities will be encouraged to support the transportation needs of families, including storage for strollers and car seats near car share parking. On-site child care services will also be provided to further support families with children and reduce commuting distances between households, places of employment, and childcare.

1.5 Residential Transportation Demand Management Strategies

Strategies for reducing automobile use for residents of Pier 70 are discussed in the following sections.

1.5.1 Encourage Transit

All homeowners' associations and property managers will offer one subsidy (equivalent to 40% cost of Muni M pass or future equivalent Muni monthly pass) per month for each dwelling unit. These would likely consist of Clipper Cards that work for Muni, BART, and Caltrain and are auto-loaded with a certain cash value each month. In addition, tailored marketing services will provide information to residents about travel options and aid in modal decision making.

1.5.2 Bicycles

Indoor secure bicycle parking will be provided for residents in at least the amounts required by the Planning Code at the time the building secures building permits. Property Managers and HOA's will offer a contribution of 100% towards the first year's membership cost in a bikeshare program at a rate of one membership per dwelling unit. In addition, each market-rate residential building shall provide a bicycle repair station in a secure area of the building.

1.5.3 Car Share Membership

Property managers and HOA's will offer a contribution of 100% towards the first year's membership cost in a car share program at a rate of one membership per dwelling unit. Any user fees will be the responsibility of the resident member.

1.5.4 Family TDM Package

Amenities for families residing at the Project will be encouraged, such as car share memberships and other family amenities, including stroller and car seat storage and cargo bicycle parking.

1.5.5 Prohibition of Residential Parking Permits

Residential permit parking (RPP) will be prohibited at the Project site, and residents of Pier 70 will not be eligible for the neighboring Dogpatch RPP. This restriction is recorded within the Project's Master Covenants, Codes and Restrictions (CC&R) documents. This approach to RPP is intended to complement the Project's unbundled parking policy by ensuring that residents pay market rate for parking and that residential parking does not spill over onto neighborhood RPP streets.

1.6 Non-residential Transportation Management Strategies

As with residents, there are several ways to encourage public transit and other sustainable modes of travel for employees and visitors to the Project site.

1.6.1 Emergency Ride Home Program

San Francisco provides an emergency ride home (ERH) program that reimburses the cost of a taxi ride home for an employee who commutes to work by a sustainable mode (transit, bicycling, walking, or carpool/vanpool) and has an unexpected emergency such as personal or family related illness or unscheduled overtime. Any employee in San Francisco is eligible as long as the employer has registered. Registration is free for employers. The ERH program is a safety net that may remove a barrier to sustainable commute choices. The TMA will ensure that every employer tenant on-site is registered for the Emergency Ride Home program and that employees are aware of the program.

1.6.2 Bicycles

Indoor secure bicycle parking will be provided for employees at least in the amount required by the Planning Code at the time the building secures building permits. Showers and lockers for employee use will also be provided at least in the amount required by the Planning Code in order to support active travel modes for commuting. Employees will be encouraged to participate in Bike to Work Day events by the TMA. As previously mentioned, the Project will provide at least one bikeshare station that would be available to residents, employees, and visitors.

1.7 Special Event Transportation Management Strategies

The Project's open spaces will host a variety of public events, including evening happy hours, outdoor film screenings, music concerts, fairs and markets, food events, street festivals art exhibitions and theatre performances. Typical events may occur several times a month, with an attendance from 500 to 750 people. Larger-scale events would occur approximately four times a year, with an attendance up to 5,000 people. All events in parks or open spaces require permitting approval by the Port.

The TMA will work with the open space management team and any building managers or retailers to establish and implement transportation management plans for specific events. Transportation management plans will consider best practices and lessons learned from other San Francisco events and event venues. Event scheduling will attempt to minimize overlapping of events with AT&T Park and the Chase Event Center as required by the Environmental Impact Report. Event transportation management plans can include the following mechanisms:

- Directional signage for vehicles accessing the site
- Charging event pricing for parking associated with special events;
- Dedicated passenger loading zones in the site;
- Staffed and secure bicycle valet parking;
- Identifying and rewarding guests who ride their bicycles, walk, or transit to events (i.e., free giveaways);
- Encouraging customers at the time of ticket sales to take public transportation, walk, or bicycle to the events, and providing reminders and trip planning tools to support them in doing so;
- Disseminating the recommended transportation options on different marketing outlets (with ticket receipt, online channels, Pier 70 website, TMA website, etc.);

- Identifying offsite parking and using shuttles to transport visitors between the event venues, offsite parking, and transit hubs, as needed; and,
- Encouraging guests to arrive early and stay onsite longer by promoting local vendors, restaurants, etc., to spread and reduce pre- and post-event peaking effects.

Successful special event transportation management plans will minimize driving trips and promote sustainable modes of access to events. The TMA will monitor the effectiveness of these event management strategies, and at SFMTA's request, meet with SFMTA to consider revised approaches to event management.

1.7.1 Street Closures

During larger events and temporary programming, Maryland Street between 21st and 22nd Streets is expected to seek permits to be closed to motor vehicle traffic through the City's Interdepartmental Staff Committee of Traffic and Transportation (ISCOTT) process. Street closures would be in effect anywhere from a few hours to an entire day. In advance and during any street closure, event organizers must provide sufficient street signage to discourage driving to the site during the event and to route motor vehicles through the site and minimize queuing and impacts to circulation in and around the Project site. The recommended vehicular loop will be through 22nd Street (west of Louisiana Street), Louisiana Street (south of 21st Street), and 21st Street (west of Louisiana Street), with drop-off zones located on Louisiana Street. 21st Street (east of Louisiana Street) would serve as a loading/service alley for events.

1.8 Monitoring, Evaluation, and Refinement

The Pier 70 TMA, through an on-site Transportation Coordinator, shall collect data and make monitoring reports available for review and approval by the Planning Department staff. Monitoring data shall be collected and reports shall be submitted to Planning Department staff every year (referred to as "reporting periods"), until five consecutive reporting periods display the project has met the reduction goal, at which point monitoring data shall be submitted to Planning Department staff once every three years. The first monitoring report is required 18 months after issuance of the First Certificate of Occupancy for buildings that include off-street parking or the establishment of surface parking lots or garages that bring the project's total number of off-street parking spaces to greater than or equal to 500. Each trip count and survey (see below for description) shall be completed within 30 days following the end of the applicable reporting period. Each monitoring report shall be completed within 90 days following the applicable reporting period. The timing shall be modified such that a new monitoring report shall be required 12 months after adjustments are made to the TDM Plan in order to meet the reduction goal, as may be required in the "TDM Plan Adjustments" heading below. In addition, the timing may be modified by the Planning Department as needed to consolidate this requirement with other monitoring and/or reporting requirements for the project.

Table 3 below provides the EIR trip estimates for each phase identified in the EIR, as well as the number of trips for each phase reflecting a 20 percent reduction. Annual monitoring reports will compare progress against the trip estimates in Table 3 to assess progress, however the Project will not be considered out of compliance with either this Plan or Project mitigation measure M-AQ-1f unless the Reduction Target calculated for the fully built out project (see Table 1) has been exceed.

The findings will be reported out to the Planning Department, as described in the Mitigation Monitoring and Reporting Program (MMRP). The monitoring reports are intended to satisfy the requirements of Project mitigation measure M-AQ-1f, M-TR-5, M-C-TR-4A, and M-C-TR-4B. If, however, separate reporting is preferred by the TMA, separate reports are acceptable.

Based on findings from the evaluation and with input from SFMTA and the Planning Department, the Project will refine the TDM Plan by improving existing measures (e.g., additional incentives, changes to shuttle schedule), including new measures (e.g., a new technology), or removing existing measures, in order to achieve the Project's Reduction Target, as well as monitor progress against the trip estimates for each phase outlined below. It will be especially important to refine strategies as new transportation options are put into place in the area and as the TMA learns which strategies are most effective in shaping the transportation behaviors of the site users.

Table 3: Auto Trip Estimates by Phase

	Residential			Commercial			Phase Trip Estimates	
Phase	Units	Cum. Units	%	GSF	Cum. GSF	%	EIR Auto Trip Estimates (by phase)	Auto Trip Target[1]
Phase 1	300	300	18%	6,600	6,600	0%	1,072	858
Phase 2	690	990	60%	348,200	354,800	16%	9,970	8,834
Phase 3	375	1,365	83%	673,900	1,028,700	45%	7,662	14,963
Phase 4	280	1,645	100%	747,450	1,776,150	79%	12,241	24,756
Phase 5	0	1,645	100%	486,200	2,262,350	100%	3,845	27,832

Notes:

1. Represents 20 percent reduction target.

1.8.1 Purpose

The Plan has a commitment to reduce daily one-way vehicle trips by 20 percent compared to the total number of one-way vehicle trips identified in the project's Transportation Impact Study at project build-out ("Reduction Target"). To ensure that this reduction goal could be reasonably achieved, the TDM Plan will have a monitoring goal of reducing by 20 percent the one-way vehicle trips calculated for each building that has received a Certificate of Occupancy and is at least 75% occupied compared to the one-way vehicle trips anticipated for that building based on anticipated development on that parcel, using the trip generation rates contained within the project's Transportation Impact Study. The Plan must be adjusted if three consecutive monitoring results demonstrate that the TDM program is not achieving the TDM objectives. TDM adjustments will be made in consultation with the SFMTA and the Planning Department until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved.

If the TDM Plan does not achieve the Reduction Target for three consecutive monitoring results, the Plan must also be adjusted as described above. If, following the three consecutive monitoring periods, the TDM Plan still does not achieve the Reduction Target, the Planning Department may impose additional measures on the Project including capital or operational improvements intended to reduce

VMT, or other measures that support sustainable trip making, until the Plan achieves the Reduction Target.

1.8.2 Monitoring Methods

The Transportation Coordinator shall collect data (or work with a third party consultant to collect this data) and prepare annual monitoring reports for review and approval by the Planning Department and the SFMTA. The monitoring report, including trip counts and surveys, shall include the following components or comparable alternative methodology and components as approved or provided by Planning Department staff:

- Trip Count and Intercept Survey: Trip count and intercept survey of persons and vehicles arriving and leaving the project site for no less than two days of the reporting period between 6:00 a.m. and 8:00 p.m. One day shall be a Tuesday, Wednesday, or Thursday during one week without federally recognized holidays, and another day shall be a Tuesday, Wednesday, or Thursday during another week without federally recognized holidays. The trip count and intercept survey shall be prepared by a qualified transportation or qualified survey consultant and the methodology shall be approved by the Planning Department prior to conducting the components of the trip count and intercept survey. It is anticipated that the Planning Department will have a standard trip count and intercept survey methodology developed and available to project sponsors at the time of data collection.
- Travel Demand Information: The above trip count and survey information shall be able to provide travel demand analysis characteristics (work and non-work trip counts, origins and destinations of trips to/from the project site, and modal split information) as outlined in the Planning Department's Transportation Impact Analysis Guidelines for Environmental Review, October 2002, or subsequent updates in effect at the time of the survey.
- Documentation of Plan Implementation: The TDM Coordinator shall work in conjunction with the Planning Department to develop a survey (online or paper) that can be reasonably completed by the TDM Coordinator and/or TMA staff to document the implementation of TDM program elements and other basic information during the reporting period. This survey shall be included in the monitoring report submitted to Planning Department staff.
- Degree of Implementation: The monitoring report shall include descriptions of the degree of implementation (e.g., how many tenants or visitors the TDM Plan will benefit, and on which locations within the site measures will be/have been placed, etc.)
- Assistance and Confidentiality: Planning Department staff will assist the TDM Coordinator on questions regarding the components of the monitoring report and shall ensure that the identity of individual survey responders is protected.

Additional methods (described below) may be used to identify opportunities to make the TDM program more effective and to identify challenges that the program is facing.

1.8.3 Monitoring Documentation

Monitoring data and efforts will be documented in an Annual TMA Report. Monitoring data shall be collected and reports shall be submitted to Planning Department staff every year (referred to as "reporting periods"), until five consecutive reporting periods display the project has met the reduction goal, at which point monitoring data shall be submitted to Planning Department staff once every three years. The first monitoring report is required 18 months after issuance of the First Certificate of Occupancy for buildings that include off-street parking or the establishment of surface parking lots or

garages that bring the project's total number of off-street parking spaces to greater than or equal to 500. Each trip count and survey (see section 1.8.2 for description) shall be completed within 30 days following the end of the applicable reporting period. Each monitoring report shall be completed within 90 days following the applicable reporting period. The timing shall be modified such that a new monitoring report shall be required 12 months after adjustments are made to the TDM Plan in order to meet the reduction goal, as may be required in the "Compliance and TDM Plan Adjustments" heading below. In addition, the timing may be modified by the Planning Department as needed to consolidate this requirement with other monitoring and/or reporting requirements for the project.

1.8.4 Compliance and TDM Plan Adjustments

The Project has a compliance commitment of achieving a 20 percent daily one-way vehicle trip reduction from the EIR's analysis of full build out, as described in Table 1. To ensure that this reduction could be reasonably achieved, the project will employ TDM measures to ensure that each phase's auto trips generated are no more than 80% of the trips estimated for the development within that phase, as shown in Table 3.

Monitoring data will be submitted to Planning Department staff every year, starting 18 months after the certificate of occupancy of the first building, until five consecutive reporting periods indicate that the fully-built Project has met the Reduction Target. Following the initial compliance period, monitoring data will be submitted to the Planning Department staff once every three years.

If three consecutive reporting periods demonstrate that the TDM Plan is not achieving the Reduction Target, or the interim target estimates identified in Table 3 above, TDM adjustments will be made in consultation with the SFMTA and the Planning Department and may require refinements to existing measures (e.g., change to subsidies, increased bicycle parking), inclusion of new measures (e.g., a new technology), or removal of existing measures (e.g., measures shown to be ineffective or induce vehicle trips).

If three consecutive reporting periods' monitoring results demonstrate that measures within the TDM Plan are not achieving the Reduction Target, or the interim target estimates identified in Table 3 above,, the TDM Plan adjustments shall occur within 270 days following the last consecutive reporting period. The TDM Plan adjustments shall occur until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved. If the TDM Plan does not achieve the Reduction Target then the Planning Department shall impose additional measures to reduce vehicle trips as prescribed under the development agreement, which may include restriction of additional off-street parking spaces beyond those previously established on the site, capital or operational improvements intended to reduce vehicle trips from the project, or other measures that support sustainable trip making, until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved.

August 9, 2017

PIER 70 SUD

DESIGN FOR DEVELOPMENT

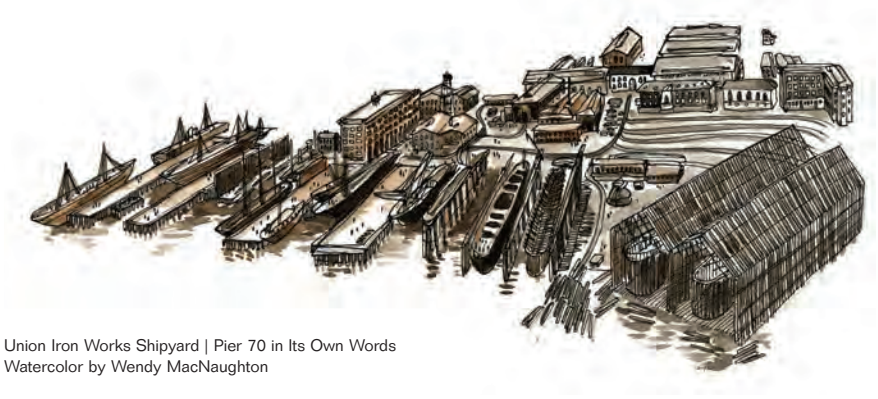
Dedicated to **Evan Rose**, founding partner of SITELAB urban studio,

Whose vision lies beneath these pages and countless beloved places,

Whose passion, optimism, and love of cities we are honored to carry forward,

With the question he always asked, ***"What if?"***

Building 12 Plaza at Pier 70
Watercolor by Evan Rose



Union Iron Works Shipyard | Pier 70 in Its Own Words
Watercolor by Wendy MacNaughton

August 9, 2017

PIER 70 SUD

DESIGN FOR DEVELOPMENT

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Forest City

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James Corner Field Operations | Landscape Architect

Architectural Resources Group | Cultural Resources

Bonnie Nelson | Transportation

AECOM | Transportation and Sustainability

BKF | Civil Engineering

Moffatt and Nichol Engineers | Shoreline Engineering

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2 LAND USE

3 OPEN SPACE NETWORK

4 STREETS AND STREETSCAPES

5 PARKING AND LOADING

6 BUILDINGS

DOCUMENT GUIDE

The Pier 70 SUD Design for Development (D4D) provides the vision, intent, use, character, and requirements for the future design of buildings and public realm within the 35-acre Pier 70 Project Site.

TERMS AND BOUNDARIES

As shown in the facing figure, the Pier 70 Project Site is defined by 20th Street to the north, 22nd Street to the south, Illinois Street to the west, and the Bay to the east. The Project Site is shown as a black dashed line and the larger Pier 70 Area boundary is shown as a solid black line. Chapter 1 provides further description and context for site areas and the project. Commonly used terms and designations are defined as follows.

Documents

- **"PIER 70 SUD".** Pier 70 SUD refers to Section 249.79 of the Planning Code.
- **"D4D".** D4D refers to the Pier 70 SUD Design for Development document.
- **"PLANNING CODE".** All references to "Planning Code" refer to the San Francisco Planning Code as of the time of entitlement unless otherwise noted.

Site Areas

- **"PIER 70 AREA".** Pier 70 Area corresponds to the 69-acre Pier 70 area, which includes the Cove, Ship Repair, the Historic Core, and the Pier 70 Project Site.
- **"HISTORIC DISTRICT".** Historic District refers to the Union Iron Works (UIW) Historic District.
- **"PIER 70 PROJECT SITE" OR "SITE".** Pier 70 Project Site refers to the 35-acre Pier 70 development site.

The Project

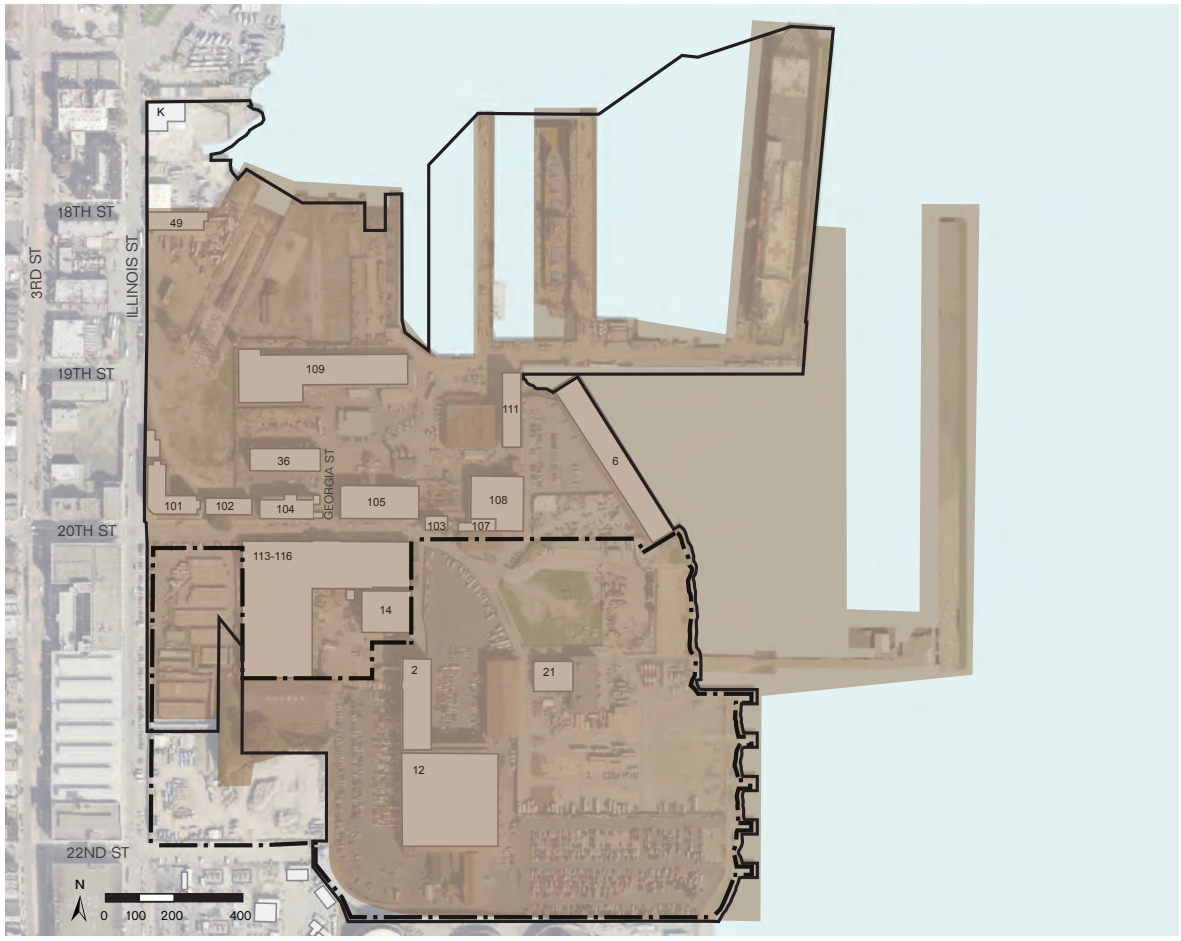
- **"PIER 70 PROJECT" OR "PROJECT".** Pier 70 Project refers to the 35-acre Pier 70 design and development proposal.

RELATED DOCUMENTS

This Design for Development document is to be read and applied in conjunction with the Pier 70 SUD as incorporated in the San Francisco Planning Code. The permitted land uses described in this D4D document are consistent with the Pier 70 SUD. This D4D document implements those controls with more detailed design standards and guidelines.

Pier 70 Project D4D is supported by the following project-specific technical and approval documents:

- Pier 70 SUD Sustainability Plan
- Pier 70 SUD Transportation Plan
- Pier 70 SUD Infrastructure Plan
- Development Agreement (DA)
- Disposition and Development Agreement (DDA)



Site Areas

HOW TO USE

SECTION INTRODUCTION

Where included, introductory text provides an overview of the standards and guidelines to follow, but is not itself a standard or guideline.

STANDARDS

Numbered in teal, standards are requirements. Compliance is mandatory, and modification or deviation from standards is strictly regulated by the procedures laid out in the Pier 70 SUD.

GUIDELINES

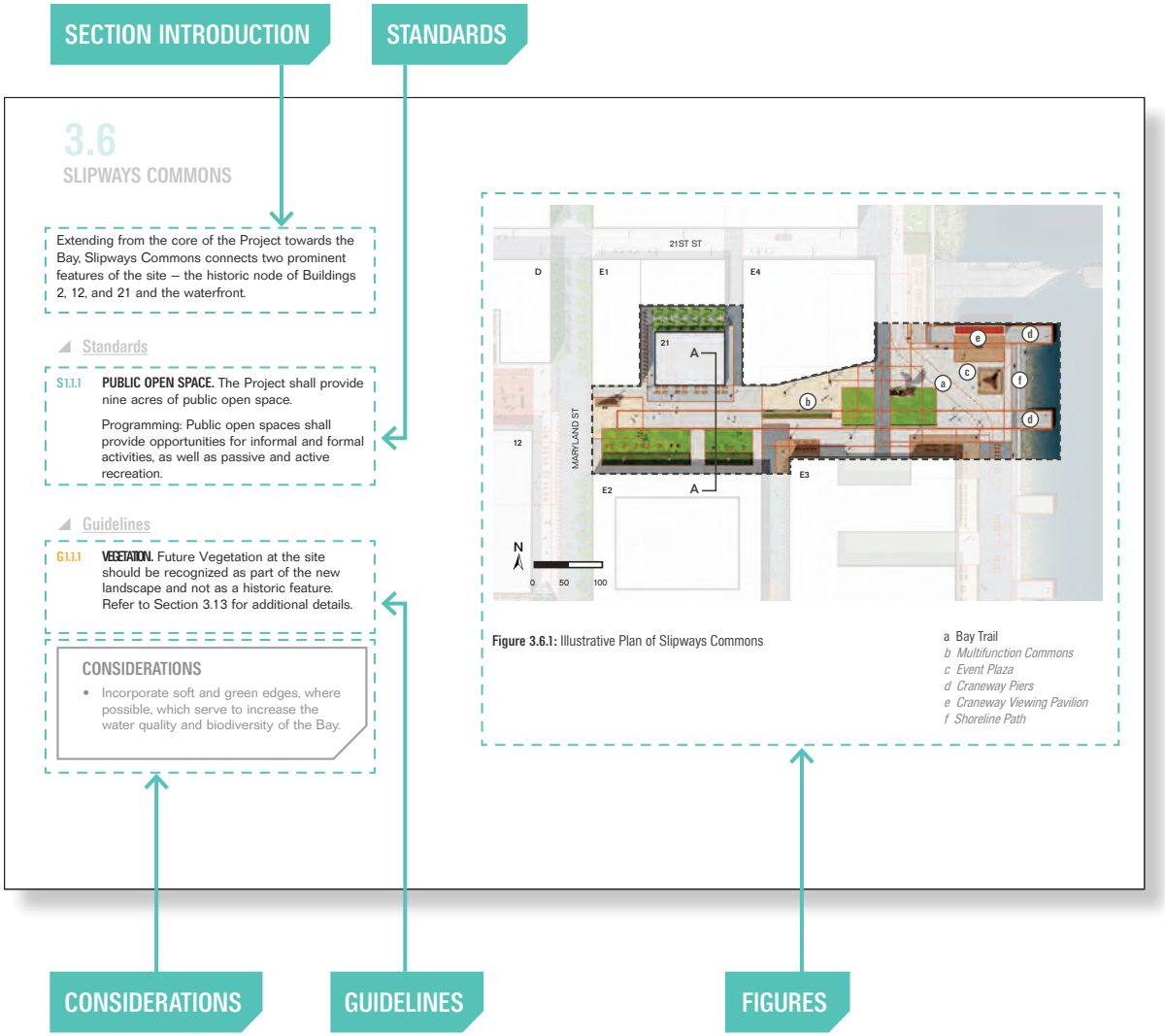
Numbered in orange, guidelines are typically more subjective and set forth design intent, design expectations, and encouraged or discouraged features. Accordance with guidelines generally is anticipated in order to fully implement the intent of the D4D. Project sponsors should consider guidelines in good faith, recognizing that achieving consistency with many (though not all) guidelines may be subjective or subject to external conditions or factors, or may be achieved through a variety of strategies.

CONSIDERATIONS

Bulleted in grey sidebars, considerations provide general intent and best practice recommendations. Compliance with considerations is not required.

FIGURES AND TABLES

Numbered consecutively according to their respective sections, figures, and tables describe standards and guidelines.

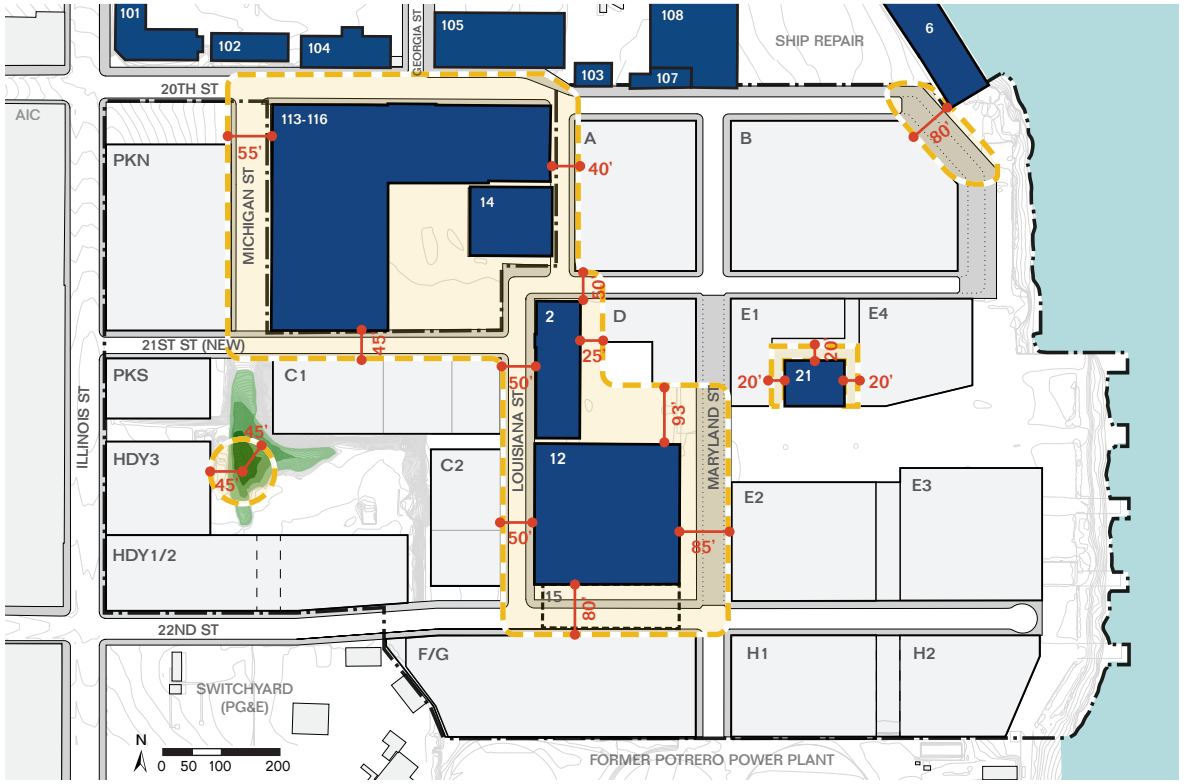


ILLUSTRATIVE PLANS AND SECTIONS

Illustrative plans and sections show potential design solutions based on required standards and guidelines. Illustrative content is not final or required. These figures are identified as “Illustrative” in the figure name. Illustrative information is also denoted in the legend by italicized grey text, as shown in the facing figure. Some illustrations may include annotation that outlines standards (shown in black roman text), also shown in the facing figure.

PIER 70 D4D BASELINE PLAN

A standardized parcel plan, as shown in the facing figure, has been used throughout the D4D for consistency and ease of illustration. The standards and guidelines in the D4D permit a limited range of land uses, massing, and circulation options, which may result in a parcel plan that differs from the D4D Baseline Plan. Areas shown in white between development pads denote mid-block pedestrian and/or vehicular passages. The Building 15 structural frame along 22nd Street is shown in the Baseline Plan with a dashed line. Its retention is subject to structural and general feasibility.

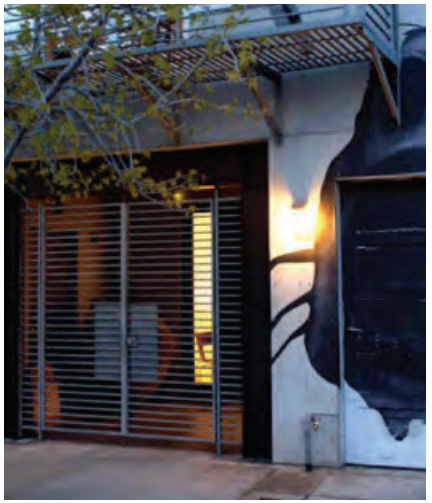


Illustrative Plans and Sections

- Pier 70 Project Site
- Pier 70 Area Historic Buildings
- Irish Hill Remnant
- New Construction Buffer Zones
- Minimum Distances of Buffer Zones (XX’)
- *Potential Retained Building 15 Structural Frame*

ILLUSTRATIVE

STANDARDS



SURROUNDING NEIGHBORHOOD
Project Inspiration and Vision

Photo Credit: Forest City / Shae Rocco

1 PROJECT OVERVIEW

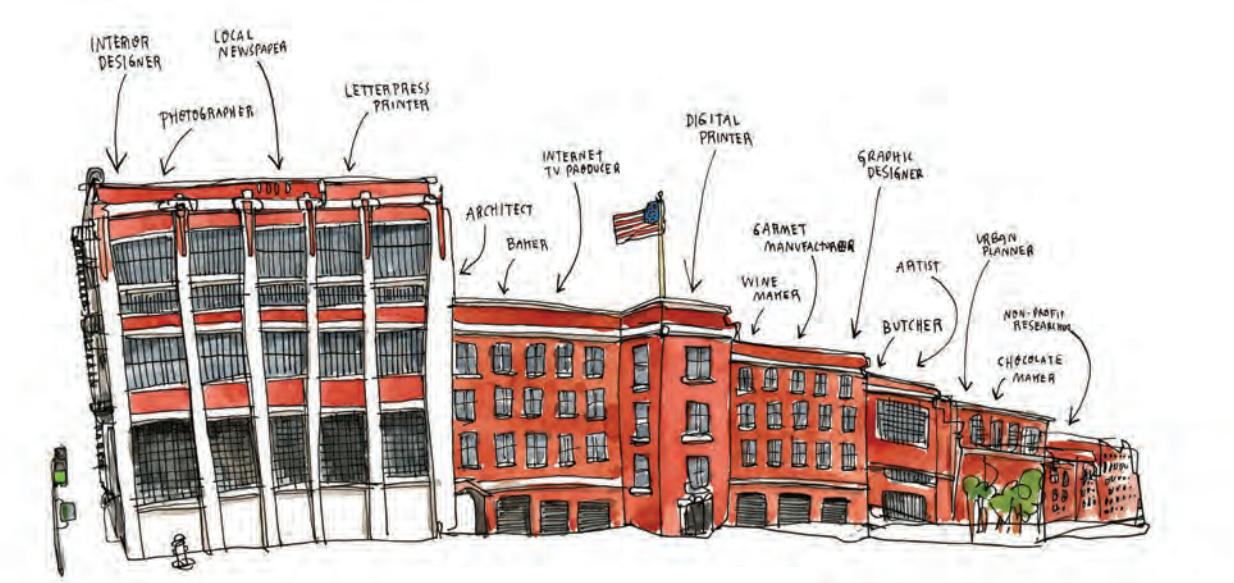
1.1 PROJECT VISION AND GOALS

Pier 70 is a place that has been obscured over time. Once a hub of industry and craftsmanship, today the level of activity has greatly declined. This Design for Development document for the Pier 70 Project outlines a vision to reintegrate and restore the Pier 70 Project Site—a portion of the 69-acre Pier 70 Area—into the fabric of San Francisco, creating an active, sustainable neighborhood that pays homage to its industrial past.

The future of the Project Site is envisioned as an extension of the nearby Dogpatch neighborhood. The Dogpatch neighborhood weds community and industry, engaging residents, workers, artists, and manufacturers alike into a lively mix of uses and activities. The Project reflects this diversity and creativity, inviting all to the parks, which are lined with local establishments, restaurants, arts uses, and event spaces, each with individual identities.

New buildings within the site complement the industrial setting and fabric in size, scale, and material. Historic buildings are artfully repurposed into spaces that will house new uses, including local manufacturing. The open spaces are also a collection of different "mosaics" at multiple scales, shaped by nearby buildings, framing the reclaimed waterfront, and creating a platform for a range of activities and experiences. In the future, local interactions, revealed art and fabrication, and a connectedness to the newly accessible waterfront will support a new part of the neighborhood that is truly of San Francisco.

For a description of proposed land uses, see Section 1.5 Design Process.



American Industrial Center Building | Pier 70 in Its Own Words
Watercolor by Wendy MacNaughton

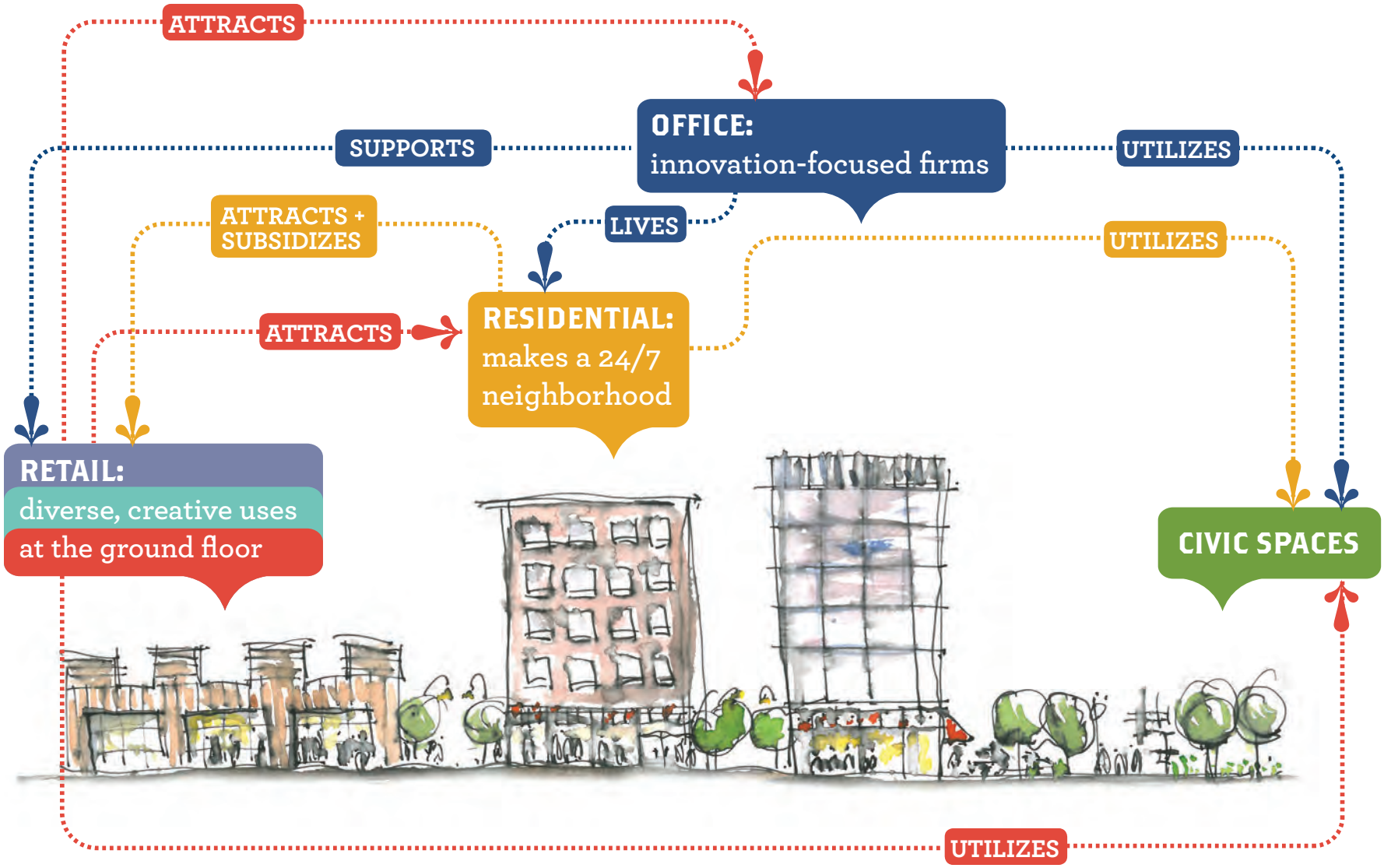


FIGURE 1.1.1: Pier 70 Urban Ecosystem
Watercolor by Evan Rose

The following objectives guide the Pier 70 Project:

01. CREATE A UNIQUE SAN FRANCISCO NEIGHBORHOOD
Support a diverse, thriving community with accessible open spaces, retail, and arts.

02. IMPLEMENT PROPOSITION F (NOVEMBER 2014)
Advance open space, housing, affordability, preservation, commercial, and waterfront policies.

03. PROVIDE A VARIETY OF HOUSING
Establish diverse household types with dense, mixed-income, and affordable buildings for owners and renters.

04. IMPLEMENT SUSTAINABILITY GOALS TO REDUCE PROJECT IMPACT ON THE ENVIRONMENT
Encourage energy, emissions, and water conservation systems to lower the Project's carbon footprint.

05. PROVIDE ACCESS TO THE SAN FRANCISCO BAY WATERFRONT
Develop a new waterfront park, extend and establish the Bay Trail/Blue Greenway.

06. REHABILITATE HISTORIC RESOURCES AND DEVELOP COMPLEMENTARY NEW CONSTRUCTION
Adhere to national and municipal criteria for historic preservation and infill design.

07. GENERATE BUSINESS AND EMPLOYMENT OPPORTUNITIES
Support local workers and businesses throughout the design, construction, and operation phases.

08. PREPARE FOR SEA LEVEL RISE AND SEISMIC EVENTS
Implement site infrastructure, buildings, and financing strategies that adapt to sea level rise and seismic events.

09. CATALYZE THE PORT'S SITE-WIDE GOALS IN THE PIER 70 PREFERRED MASTER PLAN
Develop new infrastructure, streets, utilities, and revenue streams to fund other Pier 70 improvements.

10. DEVELOP A HIGH-QUALITY AND ECONOMICALLY FEASIBLE PROJECT
Produce a market rate return on investment that covers Project operation and maintenance costs.

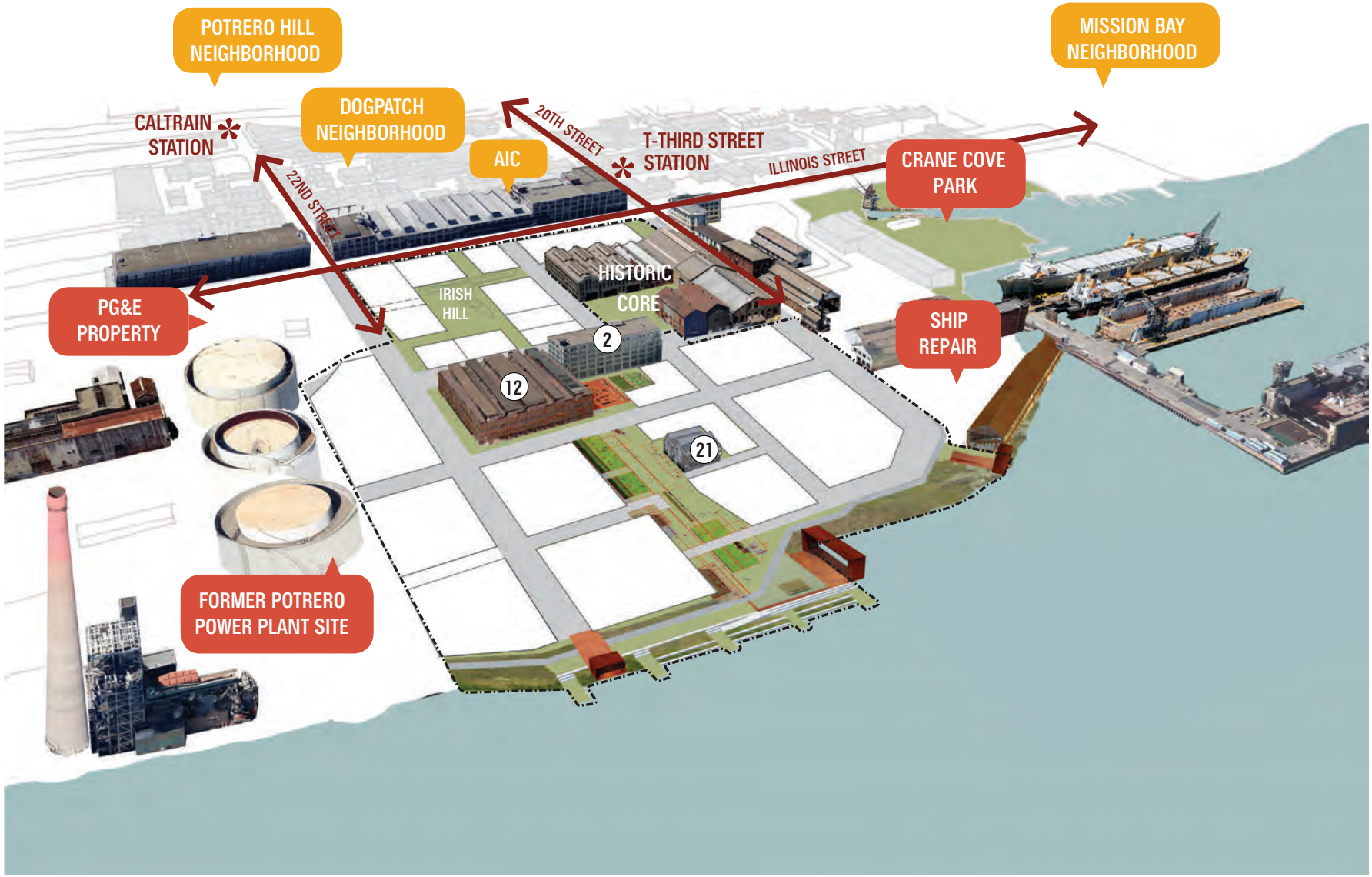


FIGURE 1.1.2: Site Location and Context

Pier 70 Project Site

1.2 SITE LOCATION AND CONTEXT

PIER 70 AREA SUB-DISTRICTS

The Pier 70 Preferred Master Plan (Section 1.3 Planning Context) identified five sub-districts within the Pier 70 Area to support diversity, industrial continuity, and creativity at the site. The Port owns all sub-districts except as noted in the Illinois Parcels description. The sub-districts include:

- **HISTORIC CORE.** Historic Core consists of the significant historic buildings flanking 20th Street.
- **SHIP REPAIR.** Ship Repair includes active ship repair buildings and dry-docks along the water, north of 20th Street.
- **THE COVE.** The Cove includes an approximately 11-acre future Crane Cove Park south of Mariposa Street and bounded by the Historic Core and Ship Repair to the south and east.
- **28-ACRE SITE.** The 28-Acre Site is a mixed-use infill development site between 20th and 22nd Streets and between the Historic Core and the Bay. It includes Assessor's Block 4052/Lot 001 and Block 4111/Lot 004.
- **ILLINOIS PARCELS.** The Illinois Parcels constitute an approximately seven-acre mixed-use infill development site that includes an approximately 3.4-acre Port-owned parcel, called the "20th/Illinois Parcel," along Illinois Street at 20th Street (Assessor's Block 4110/Lot 001) and an approximately 3.6-acre parcel, called the "Hoedown Yard" (HDY), at Illinois and 22nd streets (Assessor's Block 4120/Lot 002 and Block 4110/Lot 008A), which is owned by Pacific Gas and Electric (PG&E). The Hoedown Yard includes a 0.2-acre portion of the Michigan Street right-of-way that bisects the parcel. The 0.2-acre Michigan Street right-of-way is a recorded easement; however, no physical roadway exists.

PIER 70 PROJECT SITE

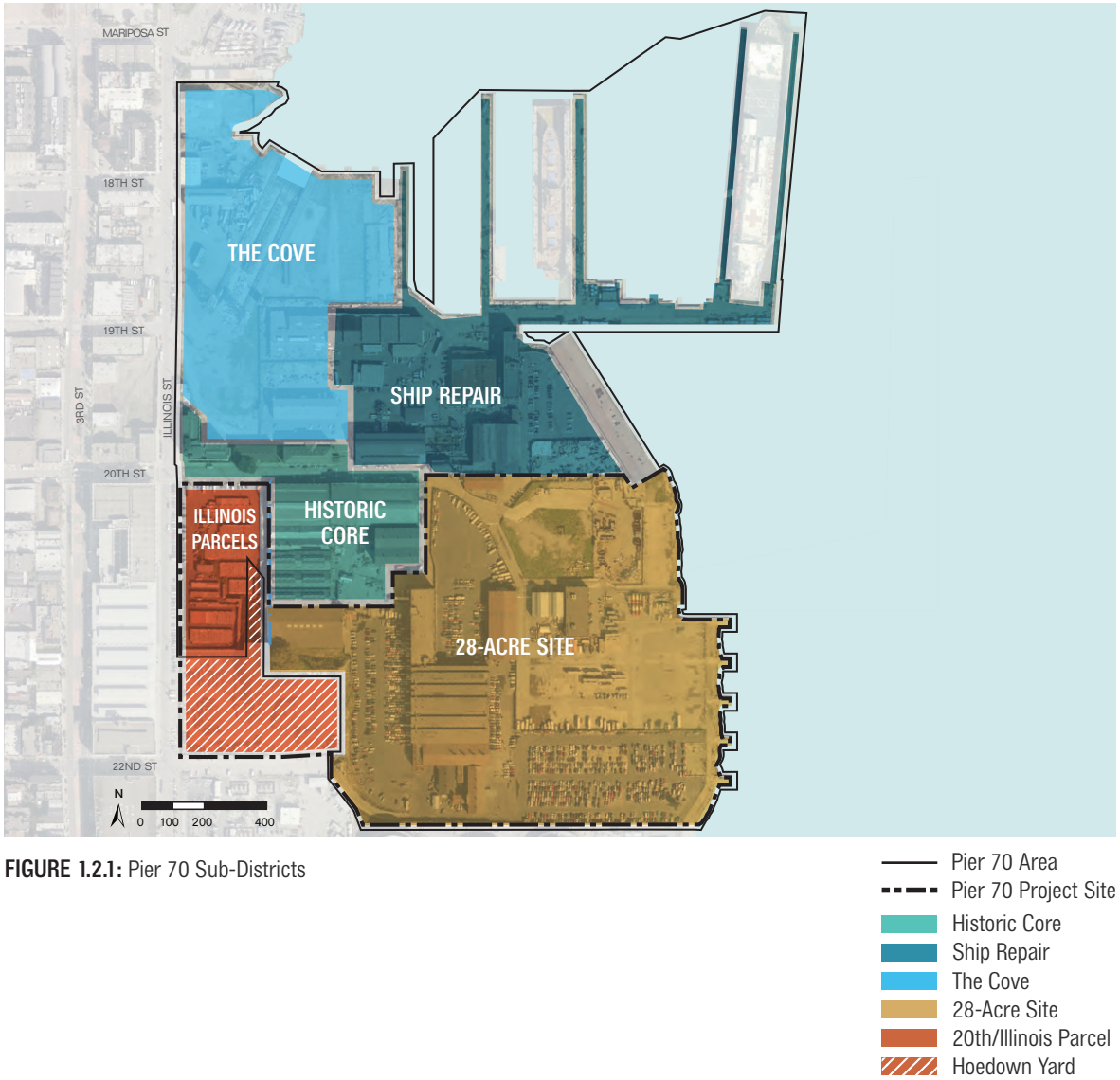


FIGURE 1.2.1: Pier 70 Sub-Districts

THE PIER 70 PROJECT SITE

The site is approximately 35 acres, bounded by Illinois Street to the west, 20th Street to the north, the Bay to the east, and PG&E Property and the former Potrero Power Plant to the south. The site includes two development areas (the 28-Acre Site and the Illinois Parcels) and will contain a minimum of 15 parcels or development pads (which may be further subdivided), three historic buildings, and a network of public open spaces, streets, and pedestrian facilities, as shown in Figure 1.2.2.

The majority of the site is located within the Pier 70 Area, owned by the City and County of San Francisco under the jurisdiction of the Port of San Francisco. The remainder of the site, known as the Hoedown Yard, is owned by PG&E. The City has a transferable option to acquire the Hoedown Yard if PG&E can find a new location for the heavy industrial use.

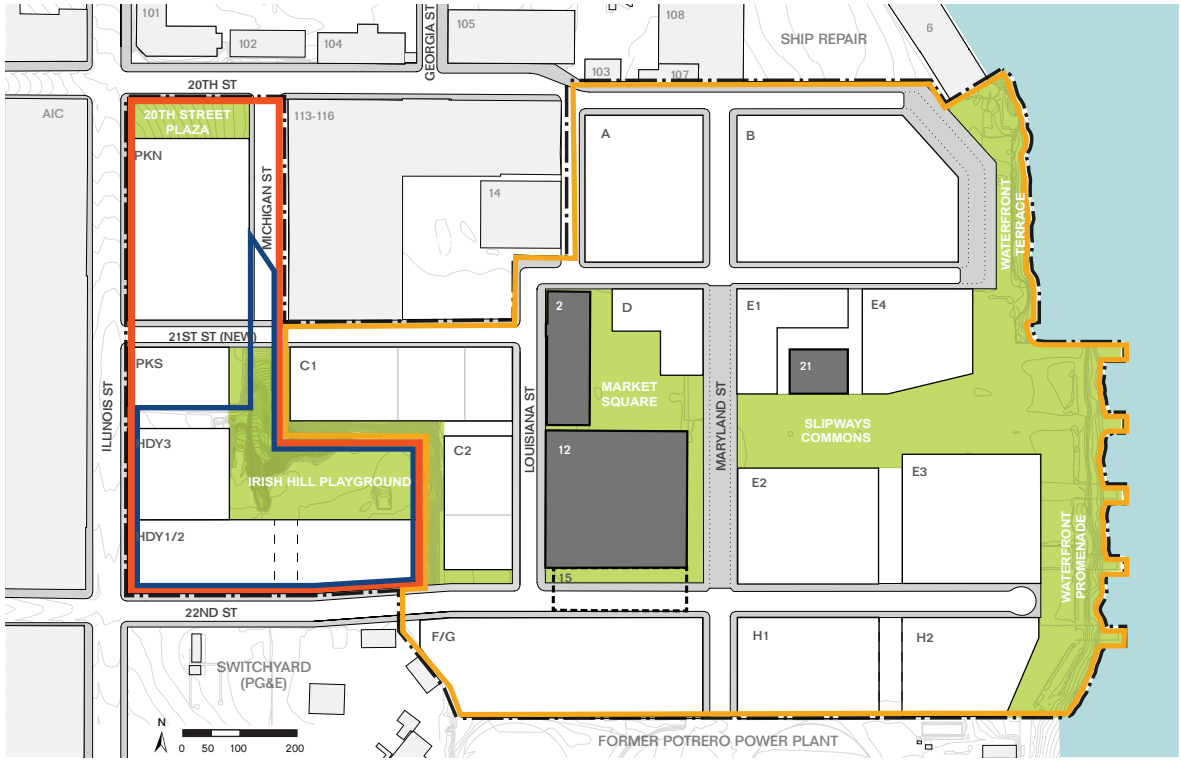


FIGURE 1.2.2: Pier 70 Project: Development Areas and Open Spaces

- Pier 70 Project Site
- 28-Acre Site
- Illinois Parcels
- Hoedown Yard
- Proposed Development Pads
- Potentially Retained Building 15 Structural Frame
- Sidewalks and Curbless Conditions
- Approximate Location of Mid-block Passages
- Public Open Space within Site
- Historic Buildings
- Off-site Existing Buildings

1.3 PLANNING CONTEXT

EASTERN NEIGHBORHOODS PROGRAM

The Eastern Neighborhoods Program, adopted in 2009, addressed neighborhoods that historically contained the majority of the City's industrially-zoned land. One of the goals of the Eastern Neighborhoods Program was to find a balance between the growth of housing and commercial space in these areas, while still dedicating areas for Production, Distribution, and Repair (PDR) facilities. The Pier 70 Project provides space for all three of these uses to expand towards the water.

The Central Waterfront Plan is one of the four plan areas included in the Eastern Neighborhoods Program. The Pier 70 Project aligns directly with the key plan goals to encourage mixed use development consistent with the neighborhood character, support increased housing while respecting production areas, advocate for multimodal transit, promote access to the waterfront, and call for improvements to the public realm.

The Pier 70 Project Site is located south of Mission Bay, east of Potrero Hill and Dogpatch neighborhoods, and within the northeastern sector of the Central Waterfront Plan. Though the site is included in the Central Waterfront Plan, it was intentionally not rezoned as part of the Eastern Neighborhoods Program, anticipating a Port-led community planning process, which led to the Pier 70 Preferred Master Plan in 2010 and the subsequent Pier 70 Project described in this document.

FIGURE 1.3.1: Eastern Neighborhoods Area Plan

Pier 70 Project Site

PIER 70 PREFERRED MASTER PLAN

The Pier 70 Preferred Master Plan (endorsed in April 2010) is the result of a Port-led community planning process that identified the vision and goals for the Pier 70 Area. The plan anticipated the need for the Port to select a qualified master developer to lead the planning and implementation of infill development within Pier 70.

The Preferred Master Plan outlined the following eight goals, which form the basis of the design development of the Project:

- Create a National Register Historic District and rehabilitate its historic resources, which offers several benefits, including reduced historic rehabilitation costs through federal historic rehabilitation tax credits and other preservation-based financial programs, greater flexibility under local, state, and federal regulations and Building Code requirements, and a streamlined environmental review process.
- Preserve the long-term viability of the ship repair industry.
- Create a major new shoreline open space system that extends the Bay Trail/Blue Greenway.
- Promote sustainable mixed-use infill development and economic vitality that includes climate adaptation strategies.
- Provide sites for office, research, emerging technologies, light industry, commercial, culture, and recreational uses to expand the City's economic base and generate revenue for public benefit.
- Promote pedestrian-oriented development and foster alternative, sustainable transportation modes and practices.
- Extend the City's street grid to enhance public access and integrate new development.
- Remediate environmental contamination to enable public use and enjoyment of Pier 70 and its waterfront and improve environmental quality.

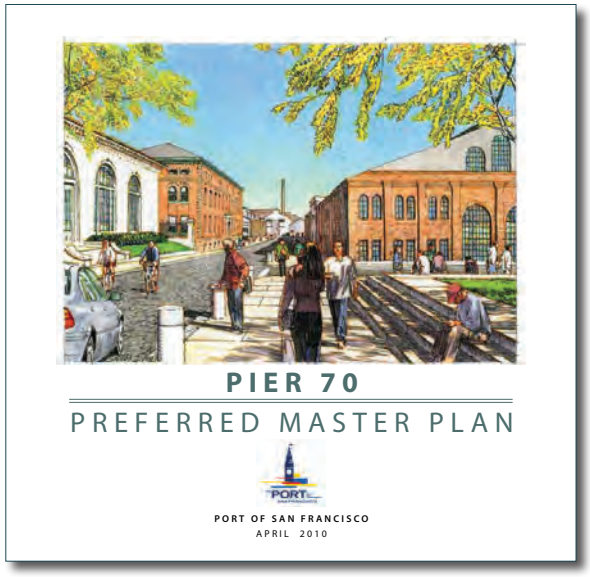


FIGURE 1.3.2: Pier 70 Preferred Master Plan

UNION IRON WORKS HISTORIC DISTRICT

The UIW Historic District includes 66 acres of the 69-acre Pier 70 Area and was listed in the National Register of Historic Places (NRHP) in 2014, as recommended in the Port Master Plan. The UIW Historic District consists of buildings, piers, slips, cranes, ship repair activities, and landscape and circulation elements that are associated with steel shipbuilding. The UIW Machine Shop, built in 1884, was the first to be built on-site during a period of industrial architecture ending with World War II. For more information, see Section 6.6 Rehabilitation of Historic Buildings.

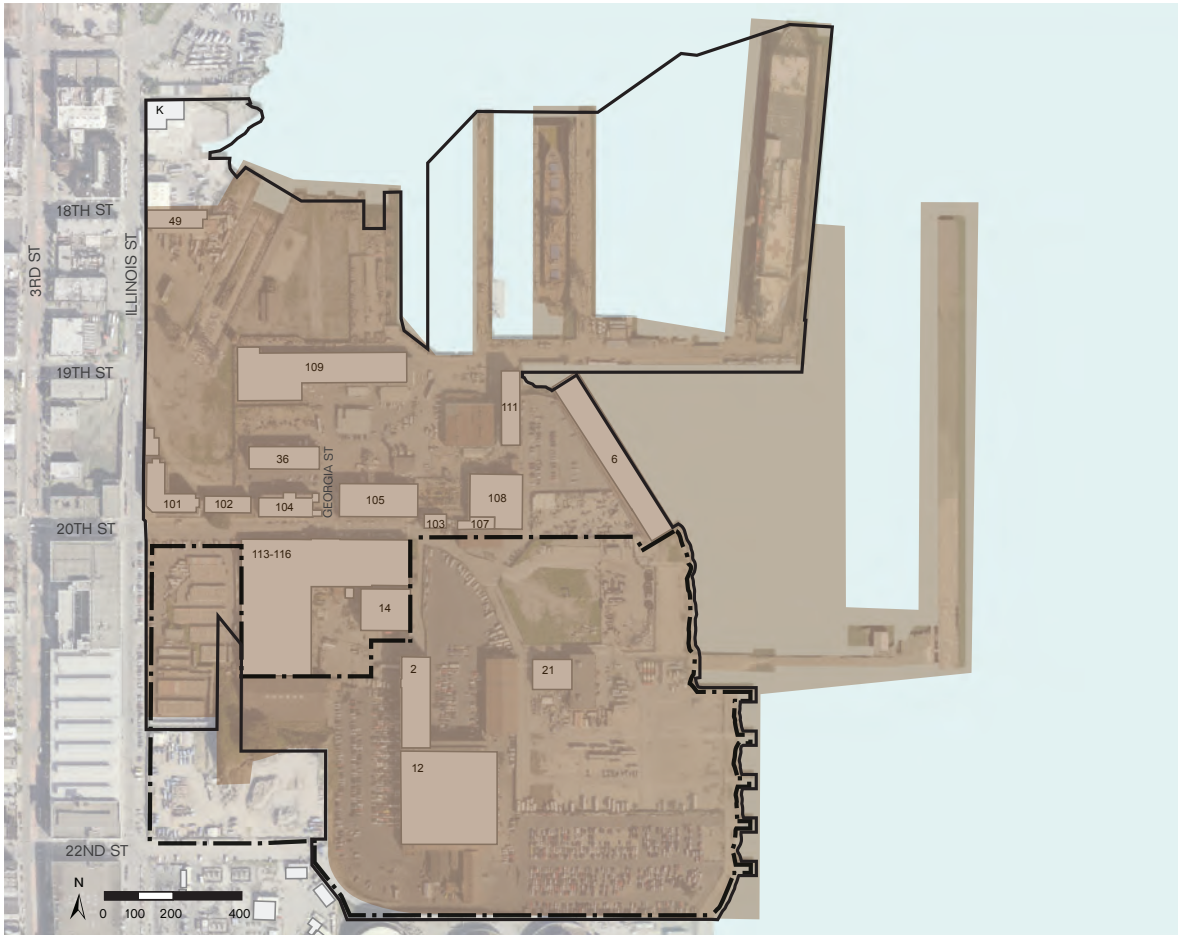


FIGURE 1.3.3: Union Iron Works Historic District

Note: UIW Historic District boundary is drawn as shown in the National Register of Historic Places Registration Form.

SAN FRANCISCO BAY TRAIL/BLUE GREENWAY

The Blue Greenway is the City of San Francisco's project to improve the City's southerly portion of the 500-mile, nine-county regional Bay Trail, as well as the newly established Bay Area Water Trail and associated waterfront open space system. The Bay Trail/Blue Greenway will expand recreational and water-oriented activities and green corridors to surrounding neighborhoods, including public open spaces proposed for the Pier 70 Project.

FIGURE 1.3.4: Existing Bay Trail at San Francisco Embarcadero

FIGURE 1.3.5: San Francisco Bay Trail/Blue Greenway Plan

TIDELANDS TRUST

Portions of the site are subject to the Tidelands Trust doctrine (Trust), a common law public trust and the statutory trust under the Burton Act, as amended and administered by the State of California. The Trust imposes certain use restrictions on historical tidal and submerged lands along the waterfront to protect the interests of the people of the State of California in commerce, navigation, and fisheries, as well as other public benefits recognized to further Trust purposes, such as recreation and environmental preservation. The Port has obtained state legislation (AB 418) that authorizes the State Lands Commission to approve a Trust exchange that would free portions of the project site from the Trust, and impress the Trust on others.

Use of Trust lands is generally limited to waterborne commerce, navigation, fisheries, water-oriented recreation, including commercial facilities that must be located on or adjacent to water, and environmental preservation and recreation, such as natural resource protection, wildlife habitat and study, and facilities for fishing, swimming, and boating. Ancillary or incidental uses that promote Trust uses or accommodate public enjoyment of Trust lands, are also permitted, such as hotels, restaurants and specialty retail. Residential and general office uses are generally not permitted uses on Trust lands.

Areas in Figure 1.3.6 indicated as "Subject to Trust," including those overlaid with "BCDC 100-foot Shoreline Jurisdiction," are subject to the use restrictions imposed by the Trust. All lands within the Pier 70 Area that are currently subject to Port jurisdiction will continue to be held by the Port as assets of the Trust, but the Trust termination lands will be freed of any Trust or Burton Act use or alienation restrictions.

BAY CONSERVATION AND DEVELOPMENT COMMISSION

Areas of the Project up to 100 feet landward of Mean High Water (MHW) are subject to the permitting jurisdiction of the San Francisco Bay Conservation and Development Commission (BCDC). BCDC's mandate is to regulate shoreline development, prevent Bay fill (except in limited circumstances for water-oriented uses), and ensure maximum feasible public access to the Bay. BCDC also encourages the preservation of industrial uses.

US ARMY CORPS OF ENGINEERS

The Project shoreline improvements bayward of the High Tide Line are subject to the permitting jurisdiction of the US Army Corps of Engineers.

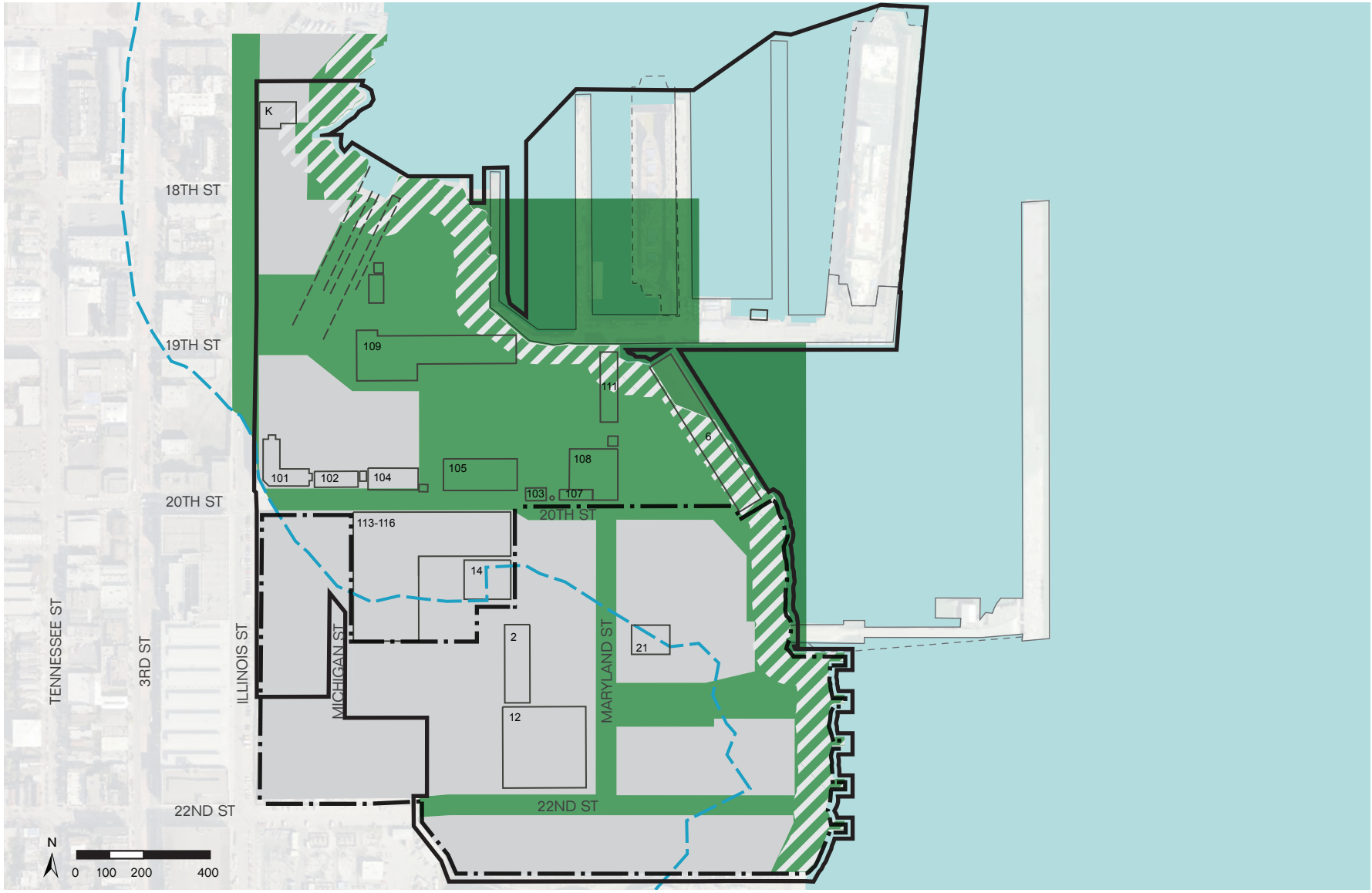


FIGURE 1.3.6: Future Public Trust Configuration

1.4 PROJECT TIMELINE

PIER 70 PROCESS

In 2007, the Port of San Francisco commenced a master planning and community outreach process for the Pier 70 Area. In 2008, Proposition D on the municipal ballot passed, allowing the City to apply hotel and payroll expense tax revenues from future development towards improvements at Pier 70. The planning and community outreach process culminated in 2010 with the endorsement of the Pier 70 Preferred Master Plan (Section 1.3 Planning Context).

Building on the direction of the Preferred Master Plan, the Port issued a Request for Qualifications for a development partner for identified infill opportunities within the Pier 70 Area and ultimately selected Forest City. From 2011 through today, the vision for the Project has grown directly from the goals outlined in the Preferred Master Plan, conversations with the Dogpatch community and citywide stakeholders, as well as important input and feedback from City agencies, including the Port Commission. Starting in 2013, the Project initiated temporary events and activities to test design ideas and allow the community to visit and experience the site. Between 2011 and 2017, over 75,000 visitors attended over 50 events, allowing community members the opportunity to experience Pier 70 for the first time.

In 2014, a citywide ballot measure authorizing an increase in height limits at the 28-Acre Site passed with 73 percent support. This ballot measure represents how the intensive outreach and conversations with community members and stakeholders directly influenced the vision for Pier 70, ensuring that it is a place that will be embraced by locals and visitors alike.

This ten-year sequence of outreach and participation—from the Preferred Master Plan to special events and temporary activation of the site, as well as close collaboration with City agencies—led to the standards and guidelines outlined in this D4D document.

PROPOSITION F

In 2014, the San Francisco electorate approved Proposition F, a ballot measure that authorized a height increase at the 28-Acre Site from the existing 40 feet to 90 feet. Proposition F conditioned the effective date of the proposed height increase on completion of an Environmental Impact Report (EIR) and approval of a development plan for the 28-Acre Site by the Port Commission and Board of Supervisors.

The major components of Proposition F relate to the 28-Acre Site and are as follows:

- Nine acres of waterfront parks, playgrounds, and recreation opportunities;
- Between approximately 1,000 and 2,000 new housing units;
- 30 percent of all new housing units at below-market rates and majority of new housing units as rental;
- Restoration of historic structures essential to the integrity of the UIW Historic District;
- Substantial new and renovated space for arts, cultural, small-scale manufacturing, local retail, and neighborhood-serving uses;
- Preservation of the existing Noonan Building community in new state-of-the-art space on-site;
- Between approximately 1,000,000 and 2,000,000 square feet of new commercial and office space;
- A transportation demand management program that includes accessory parking facilities and other mobility-enhancing improvements.

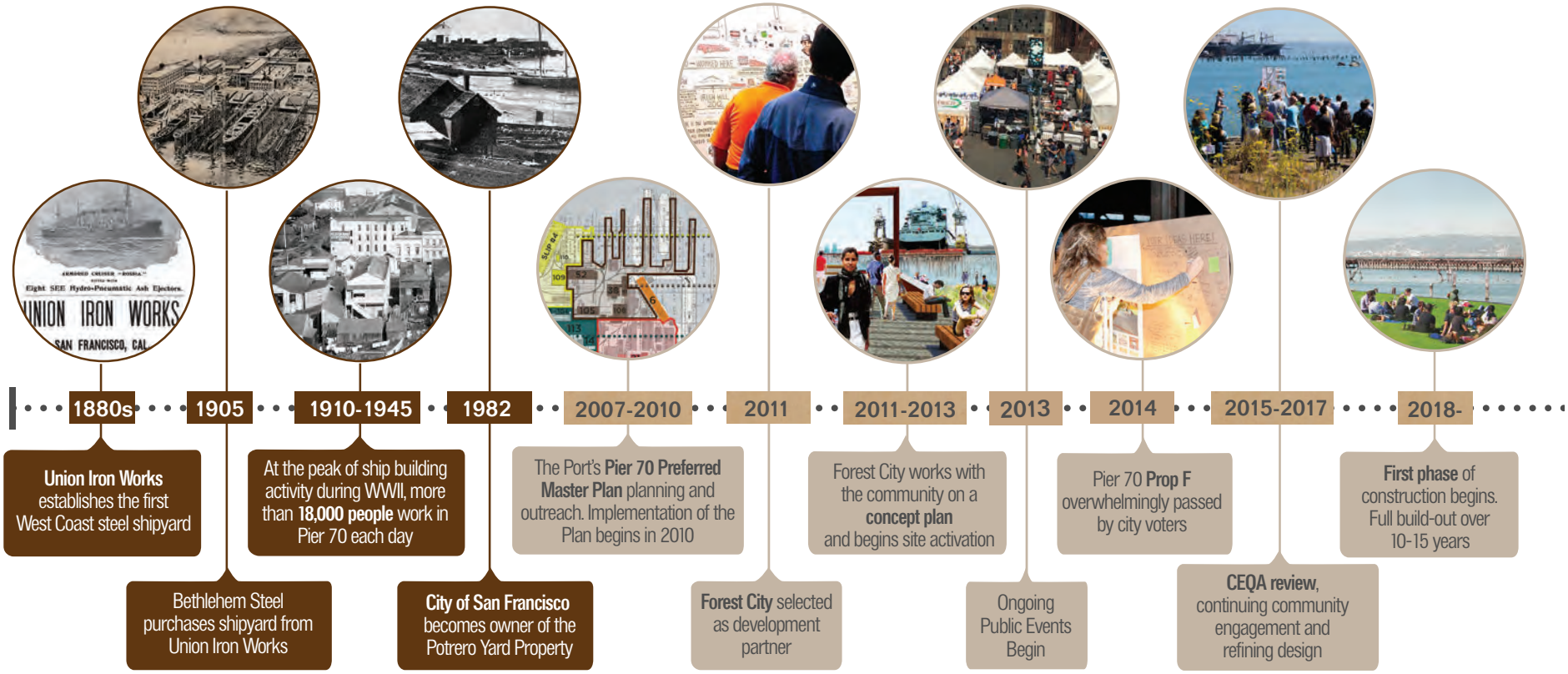


FIGURE 1.4.1: Pier 70 Timeline

1.5 DESIGN PROCESS

SITE CONDITIONS

The site is characterized by existing historic and natural features, by environmental factors, and by existing uses, which include warehouses, automobile storage lots, artists' studios, and an interim event venue.

- **HISTORIC FEATURES – BUILDINGS AND SLIPWAYS.** The most prominent features of the site are its historic buildings and the slipways. These special features are central in the massing and open space design of the Project. Buildings 2, 12 and 21 anchor the active center of the project, and the slipways are embedded in the site plan as a landscape feature.

- **NATURAL FEATURES AND TOPOGRAPHY.** The site has varying topographic conditions, with an approximately 30-foot increase in elevation at the western extent of the 28-Acre Site, and the remnant of Irish Hill rising to approximately 35 feet. The site has minimal and scattered vegetation, with impervious surfaces covering approximately 98 percent of the 28-Acre Site and approximately 43 percent of the Illinois Parcels. A significant portion of the existing site is filled land.

- **SITE ADJACENCIES.** The Project is sensitive to various site adjacencies and acknowledges the need to buffer uses incompatible with residential buildings. Parcels adjacent to Ship Repair are designated for office uses, and parcels adjacent to the former Potrero Power Plant and PG&E switchyard are mixed-use parcels, to allow flexibility depending on the future adjacent uses.

- **SITE CHALLENGES.** New infrastructure is required to create public access, connect to utilities, service the site and address liquefaction. Environmental remediation will be undertaken by PG&E. Liquefaction risk areas will be addressed by subsequent geotechnical analysis.

- **SHORELINE.** The Project has over 1,300 feet of shoreline along its eastern edge, including the craneway piers that extend into the Bay. The waterfront park will be designed to provide public access as close to the shoreline as is safe and feasible, and the Bay Trail will be built to withstand the current highest estimate of 2050 sea level rise.

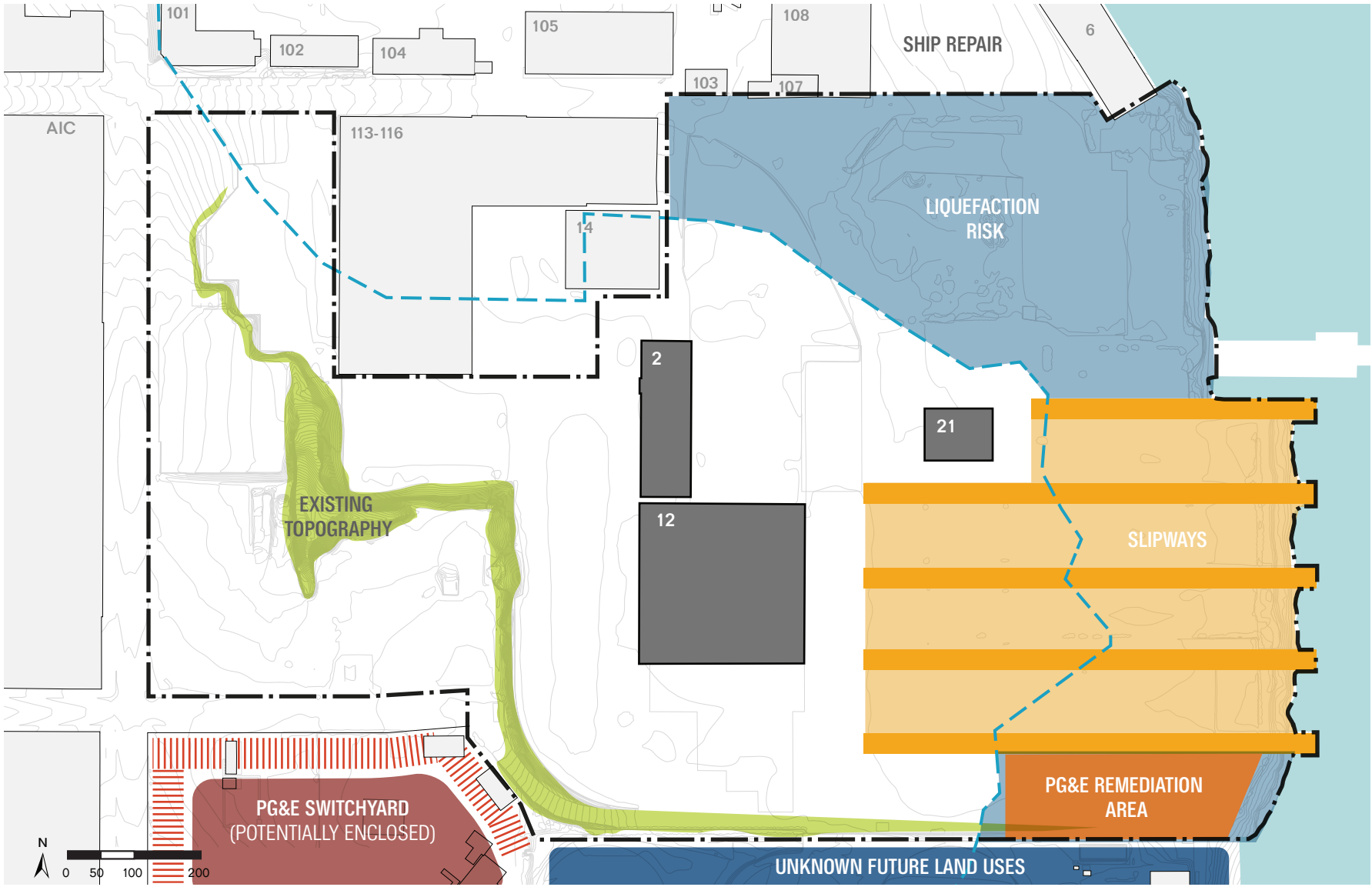
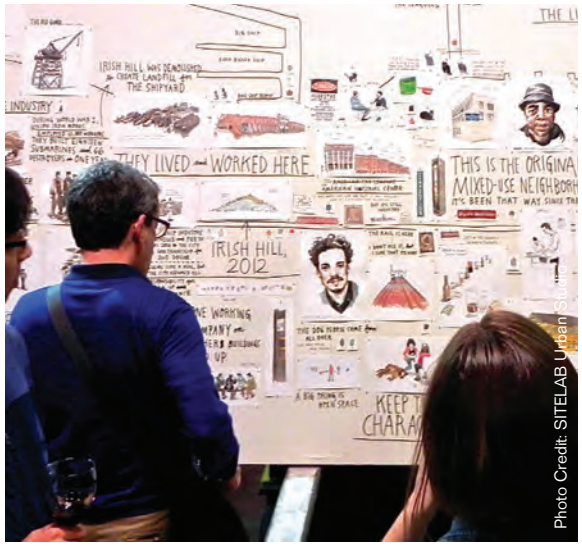


FIGURE 1.5.1: Site Conditions

OBSERVATIONS AND NEIGHBORHOOD THEMES

The community outreach process revealed a series of themes and observations most critical to the users and neighbors of Pier 70, listed in Figure 1.5.2. Ranging from program and density ideas to qualitative observations of the diversity and culture in place, these collective goals guided the development of a series of "principles of place" that evolved through the design process into a series of design principles (pages 20–21).

FIGURE 1.5.2: Neighborhood Themes



Wendy MacNaughton Community Exhibit and Open House (2013)

Kayak Tours (2012)

Concept Plan Workshop and Site Tours (2013)

Urban Air Market (2013)

Ghost Ship Halloween (2013–ongoing)

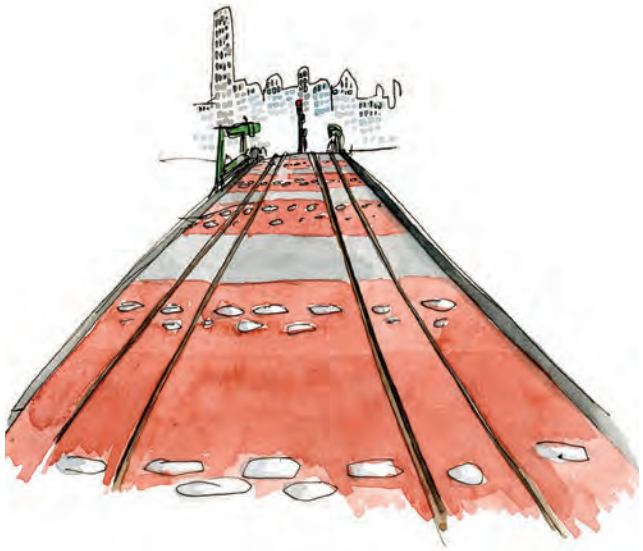
Open Houses (2013–2017)

FIGURE 1.5.3: Pier 70 Project Events and Outreach

DESIGN PRINCIPLES

Historical research, site conditions, conversations with neighbors, workshops and interviews with local stakeholders, and artist engagement led to a series of Design Principles for the Project.

These principles provide a framework for the D4D document to inform the future revitalization of this piece of San Francisco's waterfront.



Union Iron Works Rail Lines | Pier 70 in Its Own Words
Watercolor by Wendy MacNaughton

01. CELEBRATE INDUSTRY AND HISTORY

The Project seeks to honor the former industry, labor, and craft of this historic port. Ships were built or repaired from the time of the Spanish American War, reaching a height of operations during World War II. The extant buildings, characterized by a variety of construction types, scales, and materials, reflect a site that was regularly evolving and purpose-built. The Project will restore activity to the site, provide opportunities for ongoing craft and light manufacturing, and prioritize architecture that responds to the material qualities of the industrial history.

Photo Credit: Shae Rocco/ Forest City

02. EXTEND THE DOGPATCH COMMUNITY

With its adjacent light industrial uses and ship repair activities, the site presents an opportunity to bring industry and community together, and create a truly mixed-use and vibrant neighborhood.

Dogpatch is characterized by its diverse group of residents, visitors, and workers including an established arts and fabrication community. The Project will be an extension of Dogpatch, creating a mix of uses and building types to include a range of living and working spaces. The Project will provide diverse and creative uses supported by pedestrian-oriented ground floor designs along the streets and open spaces and opportunities for local retailers and artists.

Photo Credit: Shae Rocco/ Forest City

03. CREATE A NETWORK OF PUBLIC SPACES

With a network of public open spaces that extend the pedestrian and bicycle network from Dogpatch to the waterfront, the Project will serve as an amenity to, and expansion of, the existing community. The network of spaces reflects the historic layout of the site in materiality and arrangement of the narrow alleys and in-between spaces that once supported the ship repair needs nearby.

Photo Credit: Shae Rocco/ Forest City

04. OPEN THE WATERFRONT TO THE PUBLIC

The waterfront park extends into the site to connect the Bay with the historic Buildings 2, 12, and 21. The site plan provides a framework to extend the waterfront park to the south and into the former Potrero Power Plant site through the proposed Bay Trail/Blue Greenway along the shoreline.

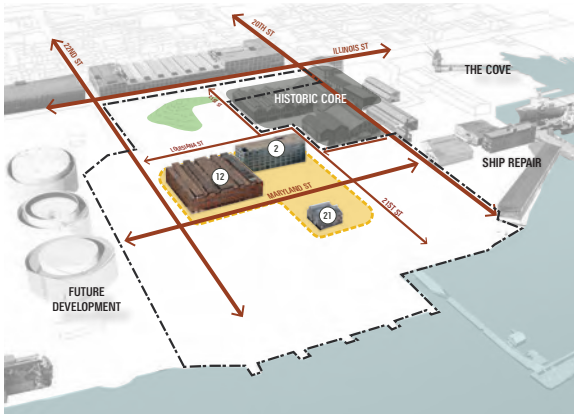
The waterfront park design at the site provides opportunities for active and passive uses, for both individuals and groups, with promenades, picnic areas, wide vistas, and intimate moments.

SITE CONCEPT

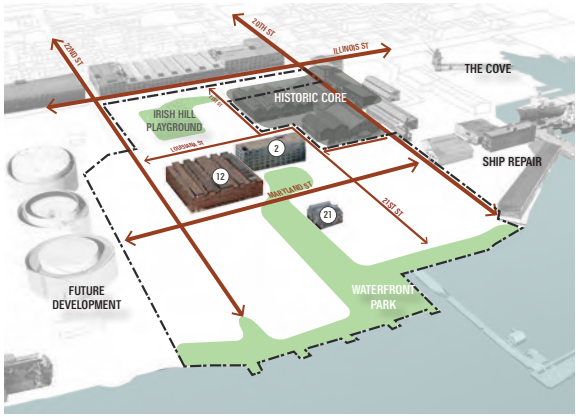
The site concept is based on design principles and major themes informed by the neighborhood surrounding the site. The following key components guide the Project master plan:

1. **HISTORIC NODE.** Celebrate the industrial heritage of the site by creating a node of historic buildings.
2. **EXISTING STREET GRID.** Connect the site to the surrounding area by extending existing streets to the waterfront.
3. **WATERFRONT PARK.** Create a distinct waterfront park that connects to the historic buildings.
4. **CREATIVE CORE.** Place a human-scaled creative mix of uses, including retail, arts, and light industrial, at the center to serve as the hub of the neighborhood.

(1) Create a Central Historic Node



(2) Extend the Existing Street Grid to the Water



(3) Create a Continuous Waterfront Park

(4) Place a Creative Core at the Center

FIGURE 1.5.4: Site Concept

Pier 70 Project Site

LAND USE SCENARIOS

The Project will be a truly mixed-use neighborhood, with controls that prioritize both residential and commercial uses in tandem with ground floor retail, arts, and manufacturing space. As is the case in much of San Francisco, the Project will establish a land use program wherein certain parcels are zoned as mixed use and could be developed either for primarily commercial-office or residential uses. In addition, two parcels in the Project, C1 and C2, could be built as either parking structures, residential, or commercial-office uses, depending on future market demand. C1 is shown as a garage in Maximum Residential and Maximum Commercial scenarios, and shown as a partial garage in Midpoint Residential scenario, but is permitted to be residential or commercial based on future parking needs. C2 is shown as residential in all scenarios, but is permitted to be a garage based on future parking needs. All parcels may be subdivided (see S6.3.1).

MID-POINT SCENARIO *

The Mid-Point Scenario provides a likely example between the "Maximum Residential" and "Maximum Office" scenarios. This scenario balances residential and commercial uses showing parcel F/G and HDY1/2 as commercial use, with the other flexible parcels developed as residential use.

MAXIMUM RESIDENTIAL SCENARIO

The Maximum Residential Scenario depicts all potential residential parcels developed as residential (with the exception of the C1 garage), for the maximum number of units.

MAXIMUM OFFICE SCENARIO

The Maximum Office Scenario depicts all potential commercial parcels developed as commercial-office (with the exception of the C1 garage), for the maximum amount of office space.

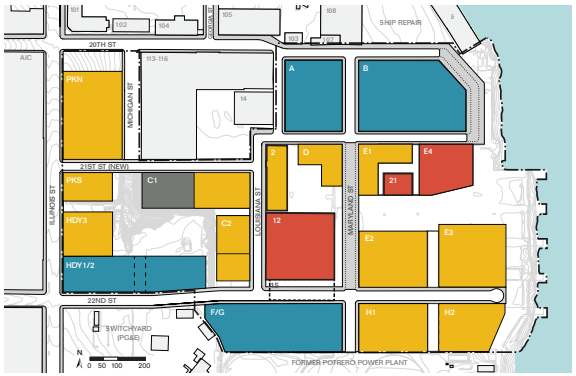


FIGURE 1.5.5: Illustrative Land Use Plan, Mid-Point Scenario

* The Mid-Point Scenario is used as the baseline illustration in this D4D document.

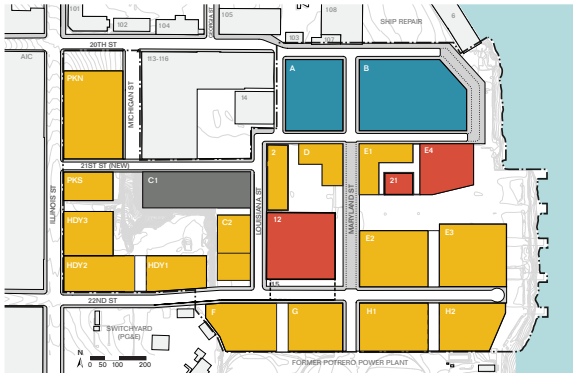


FIGURE 1.5.6: Illustrative Land Use Plan, Maximum Residential Scenario

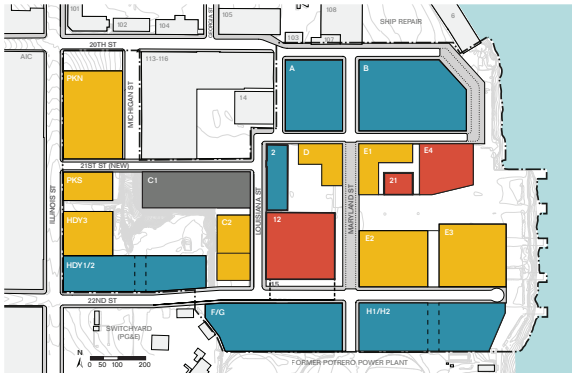


FIGURE 1.5.7: Illustrative Land Use Plan, Maximum Office Scenario

Pier 70 Project Site
Commercial-Office
Residential
Retail, Arts, and Light Industrial
District Parking

1.6 DESIGN FRAMEWORK

The framework outlines how the design principles identified in Section 1.5 are applied on site through large planning moves and overarching strategies. While the design standards and guidelines in the following chapters specify intent and fixed requirements for each parcel, street and open space element, the framework focuses on four key aspects of the Project: land use, public realm design, cultural resources, and massing/architectural design.

LAND USE FRAMEWORK

The Project ensures a mix of uses to create a sustainable neighborhood through diversity, creativity, and commitment to industry, as described in the project vision. Three core principles guide the land use of the Project:

- **MIXED USE.** The Project aims to create a density of uses including market-rate and affordable residential, commercial, parking, and public open space. The mixed-use neighborhood will also include a spectrum of local retail and arts spaces including neighborhood retail, artist studios and cultural spaces, eating and drinking venues, light industrial, local manufacturing, and entertainment establishments.

- **CREATIVE CORE AND PRIORITY RETAIL.** The creative core is envisioned as the pedestrian-scaled active zone of the Project and includes Buildings 12, 21, and E4 dedicated to retail, arts, and light industrial uses. Priority retail frontages within the creative core (see Figure 1.6.1) are protected on the ground floor for retail, arts, light industrial, and other public uses to relate to the park and to create an inviting and safe public realm.

- **FLEXIBLE USES.** The former Potrero Power Plant site and the PG&E switchyard—both with unknown futures—bound the site to the south. To accommodate the uncertain adjacencies and be compatible with future development, this D4D document embeds flexibility for select parcels to be built as either residential or commercial buildings.

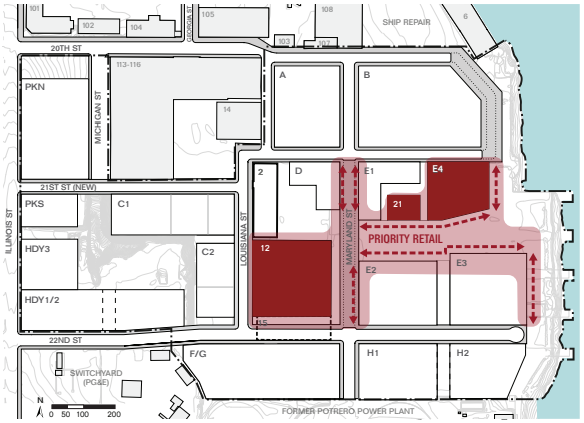


FIGURE 1.6.1: Creative Core & Priority Retail

Creative Core
Dedicated Retail, Arts and Light Industrial Buildings

FIGURE 1.6.2: Land Use Framework

Pier 70 Project Site
Public Open Spaces
Commercial Use
Residential Use
Retail, Arts and Light Industrial
Potential Rooftop Public Open Space

PUBLIC REALM FRAMEWORK

Inspired by the existing character of the site, the public realm within the Project provides a series of differently sized and designed spaces – with wide open views and moments of discovery between and through buildings.

The Project's public realm prioritizes pedestrians and bicyclists, supported by design guidelines for ground floors to enhance pedestrian experience of the site. The open space design integrates art, artifacts, and interpretive signage in the landscape to relate to the rich industrial history of the site. The public realm includes the Project's open space network and streets, as described below, and as further defined in Chapters 3, 4, and 7 of this D4D.

- **OPEN SPACE NETWORK.** Historically, the open spaces at Pier 70 were multi-functional and served to extend and support uses of adjacent buildings. Inspired by this distribution of multi-purpose outdoor spaces, the Project's open space design is intended as a rich "mosaic" of urban parks and shoreline spaces, each defined by a series of overlapping "frames" in the ground. The open space network creates different social spaces throughout the site and offers a variety of destinations connected by pedestrian paths. This framework serves to organize the nine-acre open space into zones of varying scales and functions and offers opportunities to delineate important historic markers where appropriate. Figure 1.6.5 shows the historic arrangement of open spaces, and Figure 1.6.4 and Figure 1.6.6 illustrate the framework concepts.

Create a Variety of Public Spaces – Space for Social Interaction

Create a Variety of Public Spaces – Space for Respite

Prioritize Pedestrians and Bicyclists

Create a Variety of Flexible Public Spaces - Space for Activities

FIGURE 1.6.3: Public Realm Objectives

View of Slipways Commons Looking North

View of Market Square Looking East

FIGURE 1.6.4: Illustrative Views of Open Space Design

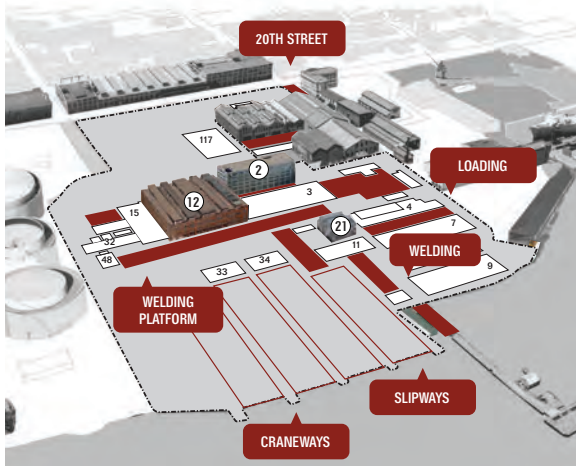


FIGURE 1.6.5: Open Space Framework Inspiration

Pier 70 Project Site
Historic Building Footprint
Historic Open Areas

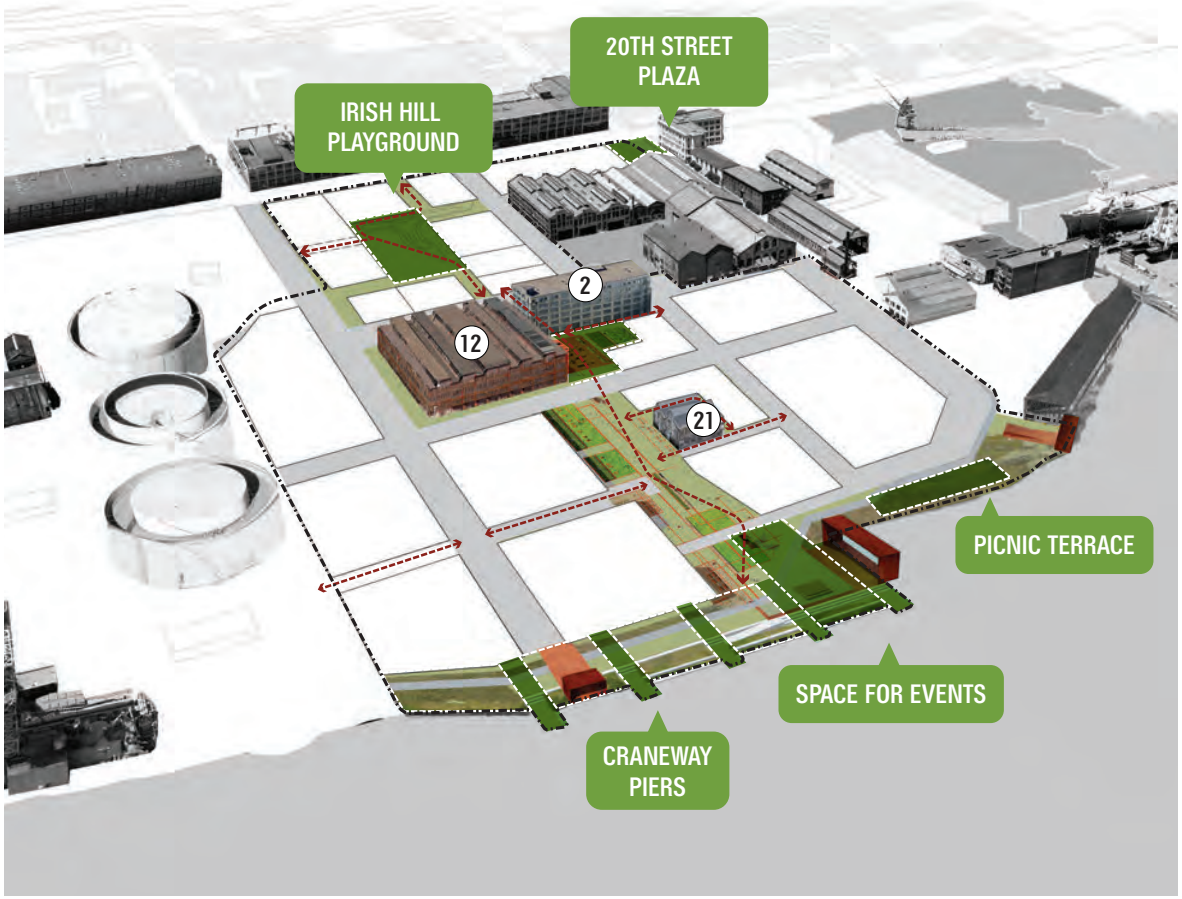


FIGURE 1.6.6: Open Space Framework

Pier 70 Project Site

- **STREETS AND STREETSCAPE.** The street network extends existing streets from Dogpatch to the new public waterfront within the Project. Streets are designed to balance prioritizing safety and comfort of pedestrians and bicyclists with accommodating a variety of modes, including loading and parking. Distinct sidewalk throughways and a network of pathways ensure pedestrian safety and comfort; commuter and recreational bicycle routes protect bicyclists; centralized parking facilities serve the site and minimize circling; and loading is focused on certain routes to minimize conflicts with other modes. The character and design of each street relates to its context and function within the Project: 20th Street serves to connect the historic buildings to the water, 22nd Street serves as the neighborhood mixed-use street. 21st and Louisiana Streets are new streets that provide service and loading access throughout the site.

  Maryland Street serves as the main retail corridor, with specialty treatment and pedestrian priority design (see Section 4.2 for further description). The Bay Trail extends along the length of the waterfront. Additionally, a network of paths extends throughout the site to create an alternative circulation network for pedestrians. While 20th and 22nd Streets directly connect Dogpatch to the water, the pedestrian paths offer a route to meander through the site and to discover various elements of the public realm.

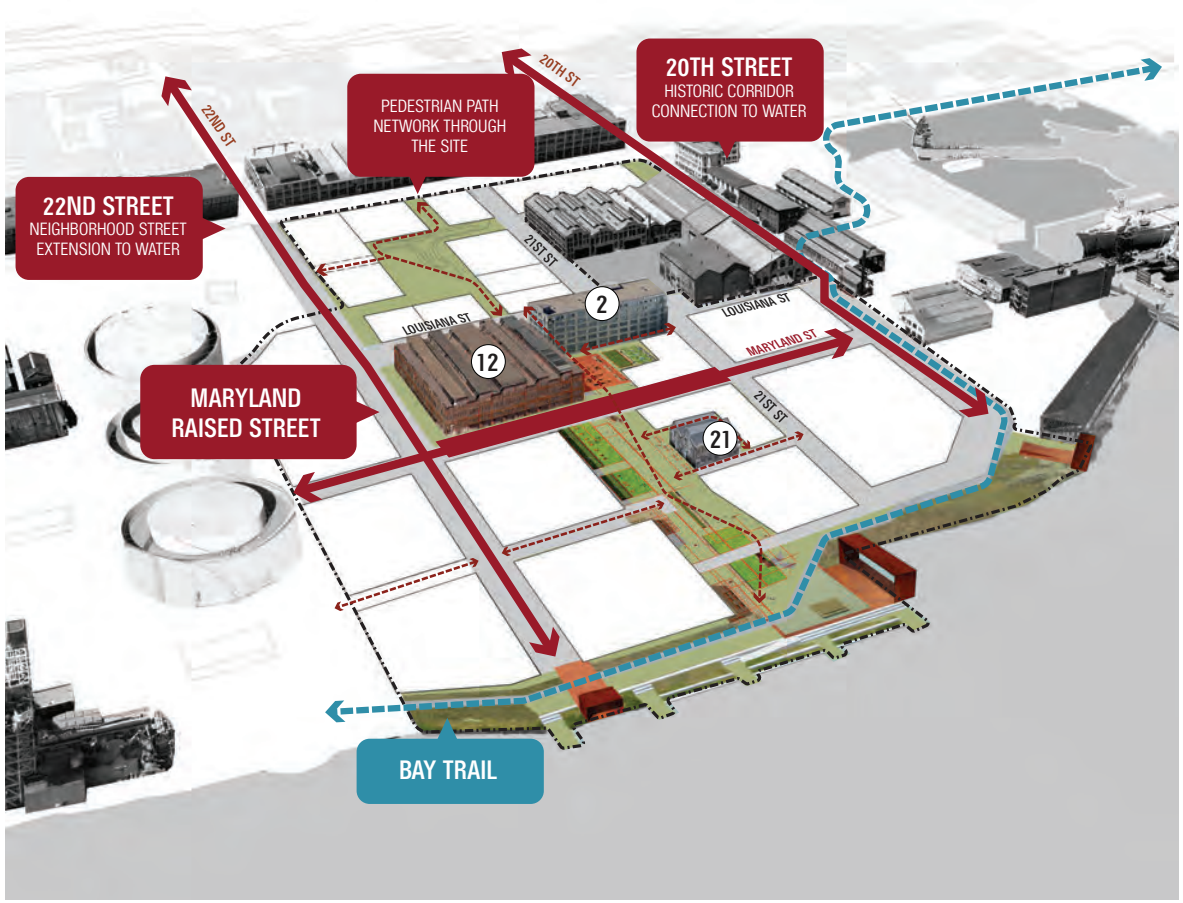


FIGURE 1.6.7: Streets Framework

- **ART AND ARTIFACTS.** Art and artifacts in the landscape create a cohesive network of public realm elements that are aesthetically and historically significant at the site. Strategies include repurposing found objects on the site (coordinated with the Pier 70 SUD Interpretive Signage Plan), and creating new opportunities for artists to contribute to Pier 70's evolving identity.

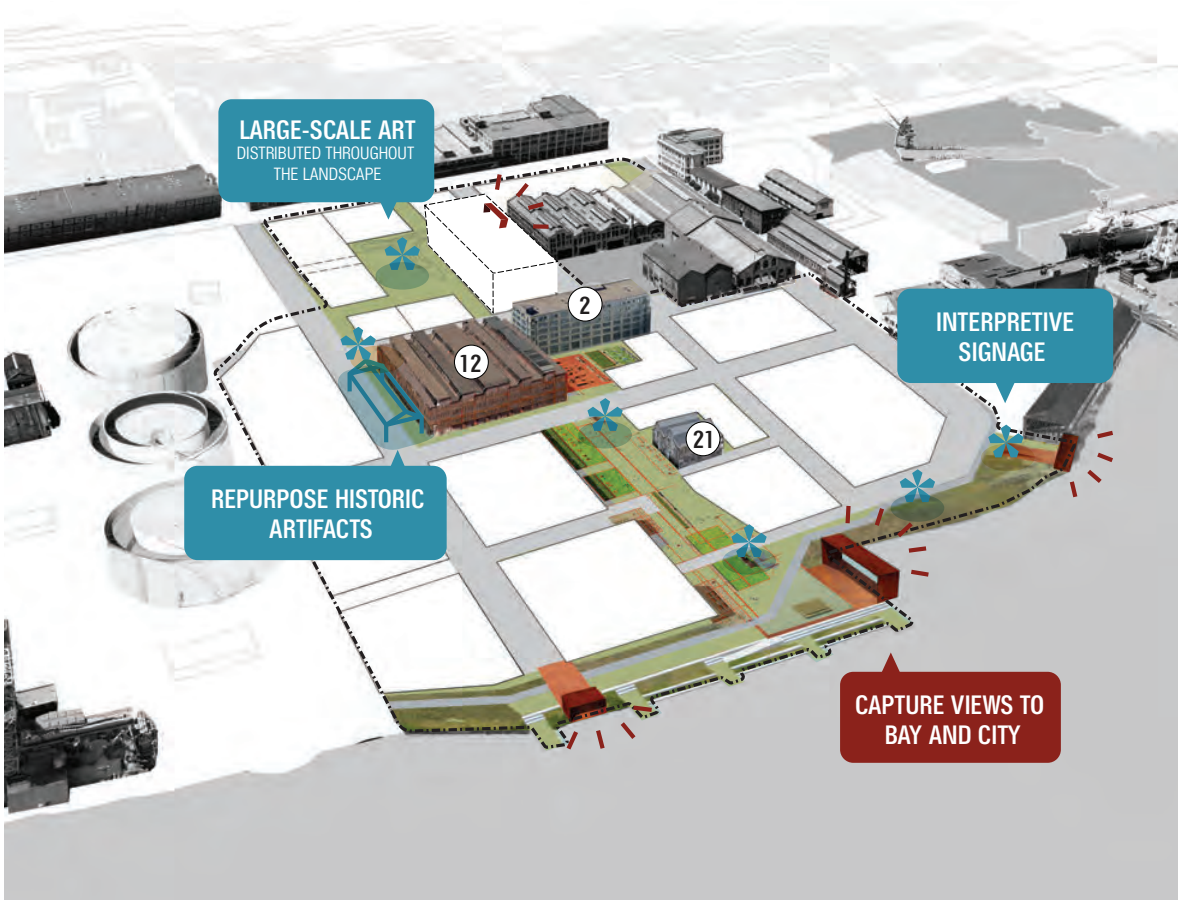


FIGURE 1.6.8: Art and Artifact Framework

Pier 70 Project Site

FIGURE 1.6.9: Art and Artifacts Precedents

FIGURE 1.6.10: Illustrative Views of Project Art and Artifacts

CULTURAL RESOURCES FRAMEWORK

The UIW Historic District is understood through contributing cultural resources that remain at the site and character-defining features identified in the National Register of Historic Places. The architecture of the Project draws inspiration from its identity as a historic site, and seeks to protect the legibility of its industrial history. This is achieved by creating a framework for rehabilitation of existing resources as well as defining strategies for specific new buildings to relate to, and be compatible with, the site's cultural resources, while staying true to their contemporary construction.

Buildings 2, 12 and 21 are important cultural resources at the core of the site that will be rehabilitated to create the cultural and social centerpiece of the Project.

Building 12

Building 2

FIGURE 1.6.11: Cultural Resources

Building 12 - Roof

Building 12 – Interior

Building 12 – Interior

Building 2 and 12 Connector

Building 21 – Exterior

Building 21 – Detail

MASSING AND ARCHITECTURE FRAMEWORK

Inspired by the site's historic character and its natural features, including the waterfront and varied topography, the massing and architecture framework sets a new approach for design guidelines that protects the site's industrial heritage and carries the site's industrial scale and character forward to all future buildings while encouraging architectural invention. The standards and guidelines set a specific yet flexible framework with a toolkit of strategies that may be applied to various parcels. Strategies are tailored to address immediate adjacencies. Detailed controls ensure the design of the ground floor is appropriately urban and pedestrian friendly.

The Project is uniquely suited for buildings with large footprints, which are consistent with the site's industrial history while lending more flexibility for multiple uses. The massing and architecture framework draws from techniques used in existing industrial buildings to craft new large buildings within the Project, including attention to craft, texture, material treatment and pattern.

Base Treatment, Streetwall, and Ground Floor

Materiality, Grain, and Façade Treatment

Relationship to and Compatibility with Historic Buildings

FIGURE 1.6.12: Architectural Design Precedents

- **PROJECT-WIDE MASSING AND ARCHITECTURE.** The Project includes buildings with varying footprints—small and large—that are limited to a maximum height of 90' (Section 1.4 Proposition F). The Project aims to encourage a variety of building forms within the established height limit to create visual and experiential interest. With attention to ground floor treatments, streetwall and façade articulation, building forms are required to respond to the pedestrian-scale. The massing of each parcel is further crafted by standards and guidelines that reflect its relationship to adjacent historic buildings and open spaces, as described below.

- **LOCATION-SPECIFIC MASSING AND ARCHITECTURE.** Location-specific strategies address crafting long façades in key locations, accentuating waterfront façades, as well as designing key features of the Project, such as mid-block connectors and adjacency to cultural resources. To that end, the standards and guidelines set in the D4D recognize different parameters for each parcel: while buildings in close proximity to historic buildings are required to reflect the industrial character of the district in a contemporary matter, buildings in close proximity to the water are required to integrate public amenities, and select buildings with long façades are required to invest in texture, craft, and architectural details.

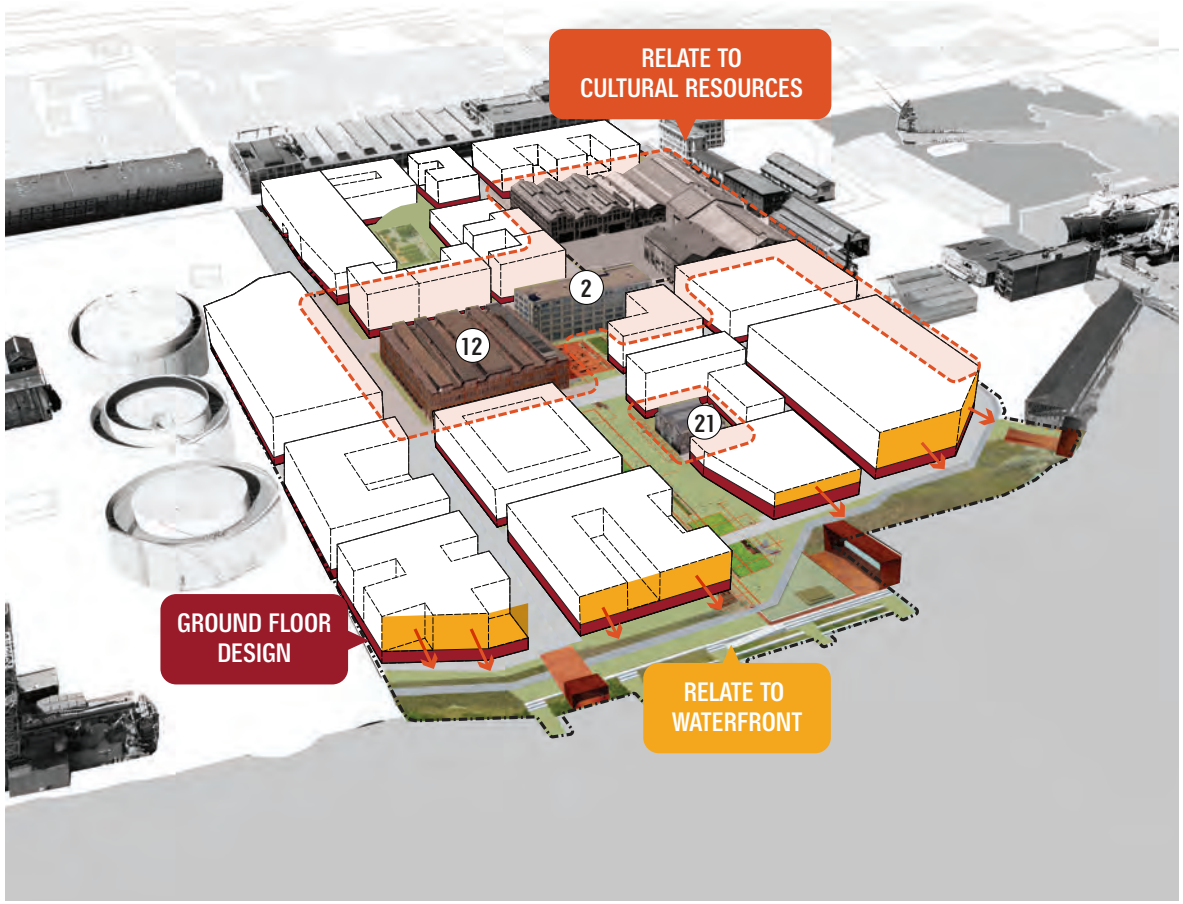


FIGURE 1.6.13: Massing and Architecture Framework

Pier 70 Project Site

PIER 70
Urban Air Market

Photo Credit: Shae Rocco / Forest City

2 LAND USE

2.1 ZONING AND LAND USE

The Project promotes the formation of a mixed-use district, including affordable and market-rate housing, commercial-office, retail, arts, light industrial and cultural uses, as well as parking. The Project site is zoned as Pier 70-MU. In addition to the permitted uses are standards and guidelines designed to create an active ground floor, with a focus on food, retail, arts, and local manufacturing.

To facilitate the City and Port's long-term goal of redevelopment and revitalization of the site, the Pier 70 SUD designates land uses for each parcel that are compatible with the historic character of the Pier 70 Area and site adjacencies.

Particular parcels prioritize: (1) Residential, (2) Commercial, or (3) Retail, Arts, and Light Industrial uses. A select number of parcels along the southern edge of the site are additionally permitted to be "flexible" or mixed-use, as denoted in Figure 2.1.1 with striped coding. Flexible parcels are designated with the intent to: (1) relate to ultimate uses planned at adjacent sites, including the former Potrero Power Plant and PG&E Substation; and (2) relate appropriately to future parking demands. Retail, Arts, and Light Industrial uses are intended to allow flexibility for light industrial, artist studio space, cultural and arts uses, event spaces, and retail uses that may include eating and drinking.

Figure 2.1.1 illustrates the predominant land uses, as described in Section 1.5 and Section 1.6. Uses apply to all floors, including mezzanines and ground floors, unless otherwise noted. In order to allow for flexibility and an evolution of uses and definitions, the standards focus on overall categories of use and denote specific uses within each category that are not permitted.

Standards

S2.1.1 **LAND USE.** The Pier 70 Project is zoned Pier 70-MU. All uses shall be permitted, except as listed in Table 2.1.1 as Not Permitted (NP). Accessory uses shall be limited to 33 percent of the floor area, with the exception of accessory parking. Accessory parking shall be limited to 50 percent of the floor area of the principal use in order to provide for increased capacity in select buildings to act as a shared parking resource for multiple buildings of the same use (see Section 5.4 for parking limits).

Land use categories identified in Table 2.1.1, and as defined in Appendix A, are generally consistent with Planning Code definitions, and are intended to be broad use categories that will accommodate evolving Planning Code definitions of sub-categories.

Ground floor uses shall be further regulated by Section 2.2 Ground Floor Uses.

S2.1.2 **DWELLING UNIT DENSITY LIMIT.** Dwelling unit density shall not be limited by lot area. See Section 6.12 Residential Building Elements and Open Space for dwelling unit exposure standards and residential open space requirements.

S2.1.3 **PUBLICLY ORIENTED ACCESSORY RETAIL USES IN PARKS AND OPEN SPACES.** Accessory uses and structures are allowed in parks and open spaces, subject to the open space approval process outlined in the Pier 70 DDA. Accessory uses include uses that are complementary to passive and active open space uses.

Uses permitted in open spaces at grade and on rooftops may include:

- Eating and Drinking Use – Restaurants may serve beer, wine, or hard liquor;
- Catering Services;
- Temporary Uses, Intermittent Activities;
- Arts Activities and Spaces;
- Nighttime Entertainment;
- Outdoor Activity Area;
- Entertainment; and
- Public restrooms.

S2.1.4 **OFF-STREET PARKING.** Parking structures are permitted on parcels C1 and C2 only. Parking is permitted on all parcels as an accessory use, except in Parks and Open Spaces. Refer to Section 5.4, Section 5.6, and Section 6.13 for information on parking maximums, locations, dimensions, and design of parking facilities and entries.

S2.1.5 **INTERIM USES.** Interim uses, including surface parking and arts, retail, and entertainment uses are permitted in accordance with the Pier 70 SUD Section 249.79.

FIGURE 2.1.1: Land Use Concept

Note: Striped coding represents land use options for flexible or mixed-use parcels.

*Building 12 and E4 are permitted to have office uses, except on the ground floor where only accessory office use is permitted.

- Pier 70 Project Site
- Commercial-Office
- Residential
- Retail, Arts, and Light Industrial
- Parking Garage

TABLE 2.1.1: Permitted Land Uses

PERMITTED USE CATEGORY	PIER 70 SUD PARCELS																			EXCEPTIONS
	2	12	21	A	B	C1	C2	D	E1	E2	E3	E4	F/G	H1	H2	PKN	PKS	HDY3	HDY1/2	
RESIDENTIAL USES	P	NP	NP	NP	NP	P	P	P	P	P	P	NP	P	P	P	P[1]	P[1]	P[1]	P[1]	[1]Ground Floor Residential on Illinois Street – NP
INSTITUTIONAL USES	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	P[1]	[1]Hospitals – NP
RETAIL USES	P[2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[2]	P[2]	P[2]	P[2]	P[2]	P[2]	P[1,2]	P[2]	P[2]	P[2]	P[2]	P[2]	P[2]	P[2]	[1]Hotel – NP [2]Automotive Retail – NP
OFFICE USES	P	P[1,2]	NP	P	P	P	NP[3]	NP[3]	NP[3]	NP[3]	NP[3]	P[1,2]	P	P	P	NP[3]	NP[3]	NP[3]	P	[1]Service, Health – NP [2]Office Use – NP on Ground Floor [3]Office Use – P on Ground Floor Only
ENTERTAINMENT, ARTS, AND RECREATION USES	P[1,3]	P[1,3]	P[1,3]	P[1,3]	P[1,3]	P[1,3]	P[2,3]	P[2,3]	P[2,3]	P[2,3]	P[2,3]	P[1,3]	P[1,3]	P[1,3]	P[1,3]	P[2,3]	P[2,3]	P[2,3]	P[1,3]	[1]Movie Theater – P if no more than 3 screens [2]Movie Theater – NP [3]Livery Stables – NP
INDUSTRIAL USES	P[1,2]	P[1]	P[1]	P[1]	P[1]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	[1]Automobile Assembly, Food Fiber and Beverage Processing 1, Light Manufacturing, Metal Working – P; Other Industrial Uses – NP [2]Food Fiber and Beverage Processing 1, Light Manufacturing – P on Ground Floor only if Building contains Residential
PDR USES	P[1,2]	P[1]	P[1]	P[1]	P[1]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	P[1,2]	[1]PDR Automotive Service Station, Storage, Stable and Utility Yard – NP; PDR Automotive Service Station – P if Predominant Use is District Garage [2]PDR Uses not already restricted as NP herein – P on Ground Floor only if Building contains Residential
PARKING LOT	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	[1]Parking lots – NP (except as provided for in S2.1.5 as an interim use)
PARKING GARAGE	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	P	P	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	NP[1]	[1]Accessory Parking – P

P = Permitted Use

NP = Non-Permitted Use

Note: For definitions of use categories and excluded uses, see Appendix A.

2.2 GROUND FLOOR USES

Active, public, and creative uses are encouraged on the ground floor of buildings. To create a walkable, vibrant retail core along the waterfront park, retail and service uses are densely concentrated along Maryland Street between 21st and 22nd Street, and along Slipways Commons (See Section 3.6). See Section 6.13 for controls related to parking on ground and upper stories.

◢ Standards

S2.2.1 **MEASURING FRONTAGES.** A frontage shall be defined as the vertical exterior face or wall of a building and its linear extent that is adjacent to or fronts on a right-of-way or open space. Percentages of Priority Retail, and Retail and Service Frontages shall be measured by linear feet for each zone indicated. Building frontage excludes space allowed for parking and loading access, building egress, and access to mechanical systems.

S2.2.2 **MEASURING CORNERS.** For buildings along 20th, 22nd, and Maryland Streets, corners shall be defined as the first 75 feet from the intersection along the frontage of a building. For all other locations, corners shall be defined as the first 50 feet from the intersection along the frontage of a building. See Figure 2.2.1.

S2.2.3 **PRIORITY RETAIL FRONTAGES.** As listed below, a minimum of 50 percent of the shaded Priority Retail Frontage zone shown in Figure 2.2.2 shall be limited to the following uses (in accordance with Table 2.1.1):

- Retail (including personal services and excluding health services, financial services, banks or real estate services);
- Arts activities;
- Industrial/PDR; and
- Entertainment.

As an exception to the above, parcel E4, due to its waterfront location, shall require Priority Retail uses for a minimum of 33 percent of the east and south frontages. The priority retail uses on parcel E4 may consolidate required linear feet on a single designated frontage.

The minimum Priority Retail depth shall be 25 feet.

A maximum of 40 linear feet of lobby frontage per building may count towards Priority Retail Frontage requirement.

S2.2.4 **RETAIL AND SERVICE FRONTAGES.** To embed a broader set of active uses elsewhere on the site, including community facilities and other services, Retail and Service Frontages shall occur along the northern and southern waterfront edge, as well as along the 200-foot portion of C1 facing Historic Core and on key gateways into the site from Illinois Street and corners adjacent to the Maryland Street corridor between 21st and 22nd Streets, as shown in Figure 2.2.2. For parcel C1, ground floor residential may qualify as a permitted active use to meet this requirement if the buildings is 100 percent affordable housing. Specified frontage zones shall be limited to the uses listed in S2.2.3 Priority Retail Frontages plus the following additional uses, for a minimum of 50 percent of the shaded Retail and Services frontage zone identified in Figure 2.2.2:

- Health services;
- Financial services; banks; and real estate services;
- Fitness centers and gyms;
- Institutions;
- Community facilities; and
- Events and activity space.
- For C1 only, small offices up to 5,000 square feet.

The minimum Retail and Service depth shall be 25 feet. If C1 is built as a garage, the minimum Retail and Service depth shall be 20 feet to preserve parking layout feasibility.

S2.2.5 **GROUND FLOOR OFFICE FRONTAGE.** Ground floor commercial-office uses on 20th and 22nd Streets, as shown on Figure 2.2.2, shall not exceed 75 percent of the frontage for parcels A, B, F/G, HDY1/2, H1, and H2. Remaining portions of the frontages shall provide usable spaces for a viable non-office use, including all uses listed in S2.2.3 and S2.2.4. See 6.8 Building Base and Ground Floor for ground floor design standards.

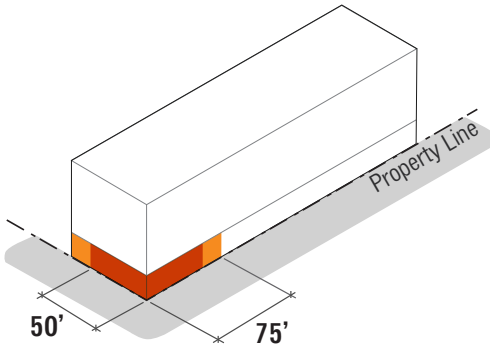


FIGURE 2.2.1: Measuring Corners

- 75' along 20th Street, 22nd Street and Maryland Street
- 50' along all other corners

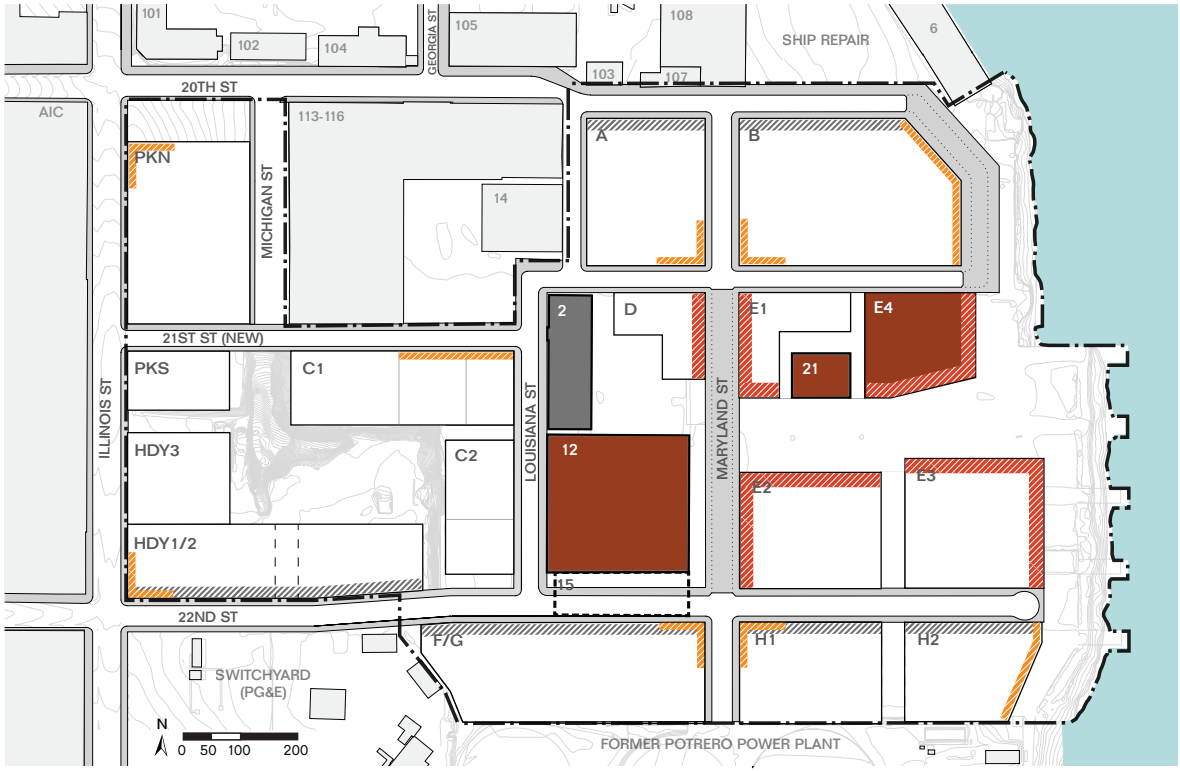


FIGURE 2.2.2: Ground Floor Frontage Controls

- Buildings with Predominantly Retail, Arts, and Light Industrial Use
- Priority Retail Frontage Zone
- Retail and Service Frontage Zone
- Frontages with Limits on Commercial-Office

Guidelines

G2.2.1 **GROUND FLOOR OFFICE FRONTAGES.** When located on the ground floor, particularly along 22nd or 20th Street, commercial spaces with frontages longer than 30 feet are encouraged to locate and make visible social or common functions, such as lounges, kitchens, cafeterias, activity spaces, meeting rooms, and conference rooms along the street edge to create visual activity and engagement.

FIGURE 2.2.3: Ground Floor Priority Retail Precedents

FIGURE 2.2.4: Ground Floor Office Precedents

PIER 70
View Between Buildings 2 & 12
(Looking East)

3 OPEN SPACE NETWORK

OVERVIEW

NETWORK OF PUBLIC SPACES

OPEN SPACE SYSTEMS

OVERVIEW

3.1 OPEN SPACE DESIGN INTENT

Future development within the Project will create a new nine-acre public open space network along San Francisco's central waterfront. The parks and shoreline complement other waterfront improvements outside of the site, expanding the neighboring Dogpatch community and opening up views to the water. Pedestrian connectivity and universal accessibility are maintained through the entire open space network.

A continuous waterfront park along the length of the shoreline will extend the Bay Trail/Blue Greenway from the north to the south of the site. From the water's edge, a series of open spaces serve as an extension of the waterfront towards the site's interior, linking the waterfront to the historic and social center point of the site. While providing public access as near to the water as possible, the Project shoreline and waterfront parks will be designed for anticipated sea level rise.

Open space design of the Project encompasses creating a new habitat and ecology that respects the historic and industrial nature of the site.

The Project's open spaces connect to active ground floor uses through areas for seating, indoor and outdoor events, and through creating visual connections to cultural, retail, and light industrial activities within adjacent building ground floors.

The Project's open spaces will host a variety of public events, including happy hours, outdoor film screenings, music concerts, fairs and markets, food events, street festivals, art exhibitions and theatre performances. Currently the site hosts approximately 50 events per year. While typical future events would occur up to three times a month and have attendance of approximately 500 to 750 people, larger-scale events would occur approximately four times per year, with an attendance of up to 5,000 people.

The design and programming intent of the Project's open spaces are as follows:

- **FLEXIBLE.** Create flexible open spaces that can host a variety of activities and be inviting on quiet days as well as days with multiple events.
- **EVOLVING.** Foster ever-changing, informal, and formal activities with attention to seasonal ecologies in order to encourage repeat visitors.
- **LAYERED.** Develop multi-purpose program elements, minimizing single-purpose facilities. Incorporate multiple approaches to integrating vegetation into the open spaces while maintaining integrity of the historic industrial character.
- **YEAR-ROUND.** Attract people to the site year-round by providing activities for all seasons and times of day.
- **ACCESSIBLE FROM THE START.** Build on the success of ongoing Building 12 events, with temporary or permanent program elements and provide access during construction through phasing.

Flexible: Lounging on the Lawn

Evolving: Temporary Art Installation

Layered: Historic Artifacts and Vegetation

Year-round: Family Play

Year-round: Waterfront Dining

Accessible from the Start: Markets

FIGURE 3.1.1: Open Space Intent: Precedents

3.2 HISTORIC LANDSCAPE

Historically, the man-made landscape within the site was composed of multi-functional open spaces such as rail lines and craneway piers for shipbuilding that served to extend uses of adjacent buildings, and of physical features, to support ease of industrial activities.

One natural landscape component that still remains today is an approximately 35-foot tall remnant of Irish Hill – once a site of housing for workers from adjacent industries. The remnant of Irish Hill, today approximately seven percent of what it once was, is a serpentine outcropping with a small stand of trees on its eastern embankment.

An interpretive signage program will help connect people to the site history. All interpretive signage will be consistent with the Pier 70 Interpretive Signage Plan(s), as described in the DDA (See Appendix C). See Section 7.5 General Signage for Project signage standards and guidelines.

For additional requirements, refer to Section 4.4 for Irish Hill Playground passage controls and Section 6.15 for building controls around Irish Hill.

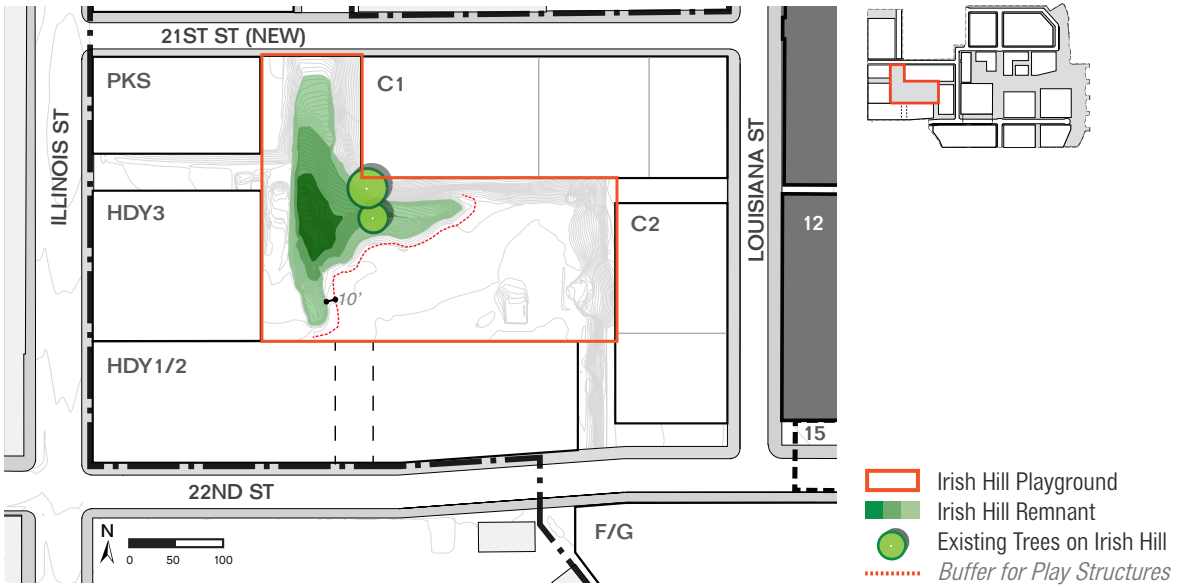


FIGURE 3.2.1: Enlarged Plan of Irish Hill Remnant

Standards

S3.2.1 **IRISH HILL.** No significant modification of landform shall be permitted on Irish Hill Remnant area as defined in Figure 3.2.1, beyond any geotechnical or environmental modification that may be required.

FIGURE 3.2.2: Irish Hill Remnant Today

FIGURE 3.2.3: Pier 70 Craneway Piers Today

Guidelines

G3.2.1 **PLAY STRUCTURES.** Play structures are permitted adjacent to the face of Irish Hill remnant, so long as they maintain a minimum distance of 10 feet from the base of the remnant, as shown in Figure 3.2.1. See Section 3.11 Irish Hill Playground.

G3.2.2 **HISTORIC INTERPRETIVE ELEMENTS.** Within the public open spaces and passageways surrounding historic landscape elements, including Irish Hill remnant and the slipways and craneways at the water, the Project should incorporate interpretive elements communicating the history of such landscape elements. Examples of interpretive elements include, but are not limited to, ground inlays, etched pavements, murals, signage panels, artifacts, and play features, as shown in Figure 3.2.4.

The primary experience of the area around Irish Hill should focus on Irish Hill remnant and Irish Hill playground. Interpretive elements should be secondary to, and serve to enhance, the experience of the remnant and playground through strategies as to sequence, overall coordination of elements, and discovery of the remnant.

G3.2.3 **GARAGE FAÇADES.** If C1 or C2 are built as parking garages, the visible façades facing Irish Hill playground (Section 3.11) are encouraged to include treatments that communicate or reference the history of Irish Hill. Treatments may include murals, fabricated screens, engraving, or other interpretive elements that are appropriate for the scale of the façade. See G6.15.1 for additional guidelines.

Ground Inlay as Interpretive Signage

Interpretive Mural

Ground Inlay as Interpretive Signage

Play Elements Related to Historic Character

FIGURE 3.2.4: Examples of Interpretive Elements

3.3 PROJECT-WIDE PUBLIC OPEN SPACE REQUIREMENTS

This section provides standards and guidelines that apply to the network of public open spaces within the Project (Figure 3.4.1).

For intent and controls for individual open space zones, including the shoreline, refer to Sections 3.5–3.12. For standards and guidelines on various open space systems within the site, refer to Sections 3.13–3.17. For lighting within public open spaces, see Section 7.3 Open Space Lighting. Private residential open space standards and guidelines can be found in Section 6.12 Residential Building Elements and Open Space.

Design and approvals of public open spaces within the Project, including permitted ancillary structures per S2.1.3, will be consistent with the review process described in the Pier 70 DDA.

◢ Standards

S3.3.1 **PUBLIC OPEN SPACE.** The Project shall provide nine acres of public open space.

Programming: Public open spaces shall provide opportunities for informal and formal activities, as well as passive and active recreation.

Dimensions: To ensure that open space is truly usable, public open spaces shall be a minimum of 10 feet in width, unless constrained by historic buildings, and be publicly accessible.

S3.3.2 **SIGHTLINES.** Views to Buildings 2, 12, 21, 113, 101, and to the waterfront shall be maintained, as identified in Figure 6.15.1. Furnishings and artworks are permitted provided they do not occlude the majority of a key view to the water or referenced buildings.

S3.3.3 **VARIETY OF USES.** The network of public open spaces shall support a wide range of activities and attractions, each relating to their adjacent building uses or site conditions.

Programs may include, but are not limited to:

- Markets, food and outdoor dining, picnics and barbecues;
- Seating, gathering, family spaces, and sunbathing;
- Viewing the Bay;
- Outdoor performances;
- Cinemas and events;
- Public art and artifacts;
- Site-wide historic interpretation;
- Community gardens and food plots;
- Recreation and playgrounds where not in conflict with the Trust; and
- Dog runs or dog parks, where not in conflict with the Trust.

S3.3.4 **PUBLIC RESTROOMS.** Public restrooms shall be required within open spaces if requested by Port Commission as part of the approvals process. This requirement may be met by providing public restrooms within open spaces (per S2.1.3) or within adjacent or nearby buildings.

S3.3.5 **PUBLIC ROOFTOP OPEN SPACE.** Public rooftop open spaces shall prioritize uses not permitted within other public open spaces, such as active recreation. For details, see Section 3.12 Potential Rooftop Public Open Space.

◢ Guidelines

G3.3.1 **PUBLIC ROOFTOP OPEN SPACES ACCESS.** Rooftop public open spaces should be designed to be accessible from multiple locations. See S7.6.3 further details.

G3.3.2 **VEGETATION.** Future vegetation at the site should be recognized as part of the new landscape and not as a historic feature. Refer to Section 3.13 for additional details.

CONSIDERATIONS

- As part of a broad range of amenities, open spaces within the Project may consider including safety amenities such as information kiosks that broadcast emergency messaging and transit times, 2-way SOS amenities, and 72-hour energy and water bank for use in the event of an emergency.

FIGURE 3.3.1: Illustrative Open Space Plan

3.4 OPEN SPACE ZONES OVERVIEW

Eight public open spaces comprise the Pier 70 Project's open space network. Each open space supports a wide range of flexible programming related to its specific location and adjacent building uses and serves as a public outdoor "room" for social activity, which could be small or large-scale; active or passive; intimate or festive. This flexibility and diversity ensures that people's needs for recreational, community-oriented, and ecologically sustainable amenities are met.

The proposed Project will provide total nine acres of public open space comprised of the elements listed below. The intent for programming and character for each space is individually described in Sections 3.5–3.12, as listed below:

- Waterfront area (approximately 5.0-acre) that includes Waterfront Terrace (Section 3.5), Slipways Commons (Section 3.6), and Waterfront Promenade (Section 3.7);
- Pier 70 Shoreline (approximately 1,300 linear feet; Section 3.8);
- Building 12 Plaza and Market Square (approximately 1.5-acre; Section 3.9);
- 20th Street Plaza (approximately 0.5-acre; Section 3.10); and
- Irish Hill Playground (approximately 2.0-acres; Section 3.11), an open space adjacent to the existing remnant of Irish Hill (Section 3.2).

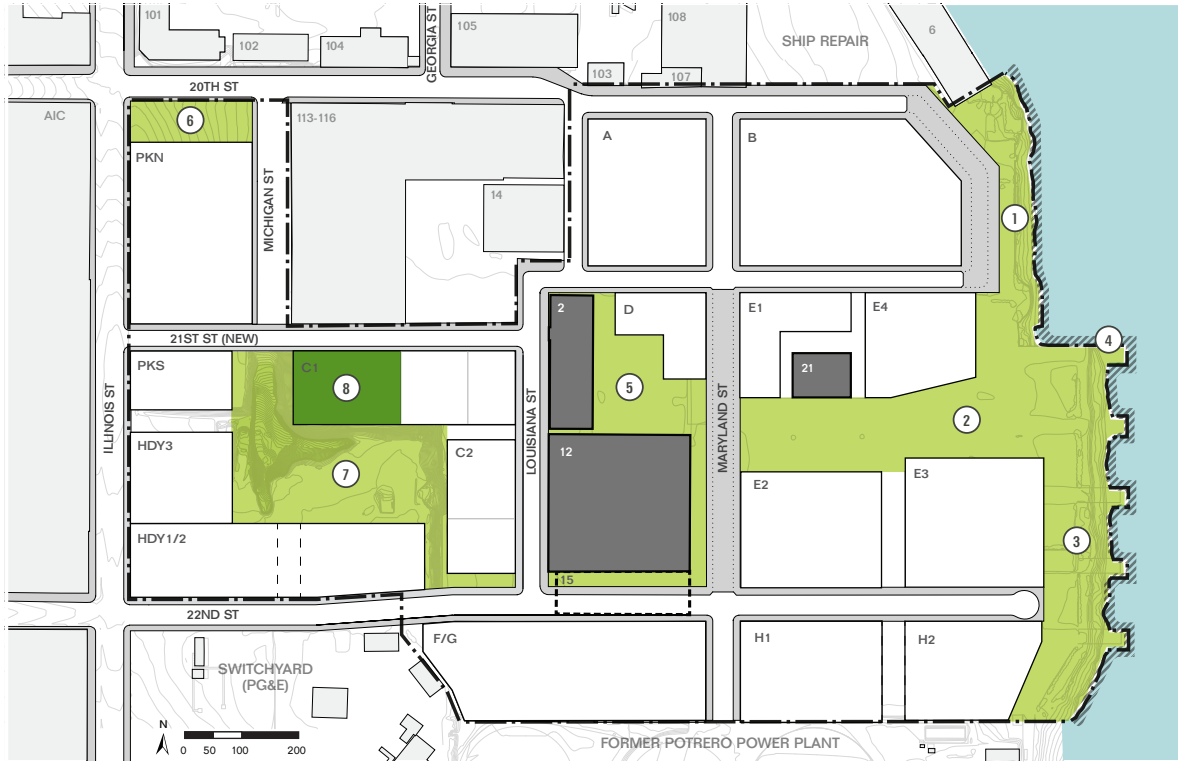


FIGURE 3.4.1: Overview of Public Spaces

Public Open Space
Potential Rooftop Public Open Space

1 Waterfront Terrace
2 Slipways Commons
3 Waterfront Promenade
4 Pier 70 Shoreline
5 Building 12 Plaza and Market Square
6 20th Street Plaza
7 Irish Hill Playground
8 Potential Rooftop Public Open Space

3.5 WATERFRONT TERRACE

The northern portion of the Project's waterfront—the Waterfront Terrace—provides opportunities to experience dramatic views of the Bay and ongoing ship repair activities to the north. This open space will accommodate informal activities, as well as leisurely picnicking and enjoying the view. The terrace design includes five primary components:

- **THE BAY TRAIL.** See Section 4.5.
- **BUILDING 6 VIEWING PAVILION.** Marking the entry to Building 6, the pavilion sits adjacent to one of the lowest points on the site in close proximity to the water. The pavilion provides space for individual viewing of the Bay, large group events, and may also relate to a future use of Building 6. The design of the pavilion should focus on simplicity and flexibility, while accommodating sea level rise (see Section 3.8 Pier 70 Shoreline), and should be consistent with Section 3.17 Viewing Pavilions.
- **THE SOCIAL LAWN.** The social lawn is a primarily softscape area, with minimal hardscape and paving elements in order to encourage people to sit, play, relax, and enjoy the panoramic views. Recommended programs include temporary recreation, group fitness, and informal leisure activities such as lawn games, sunbathing, and picnicking. The lawn should be sufficiently lit for continued usage at night.

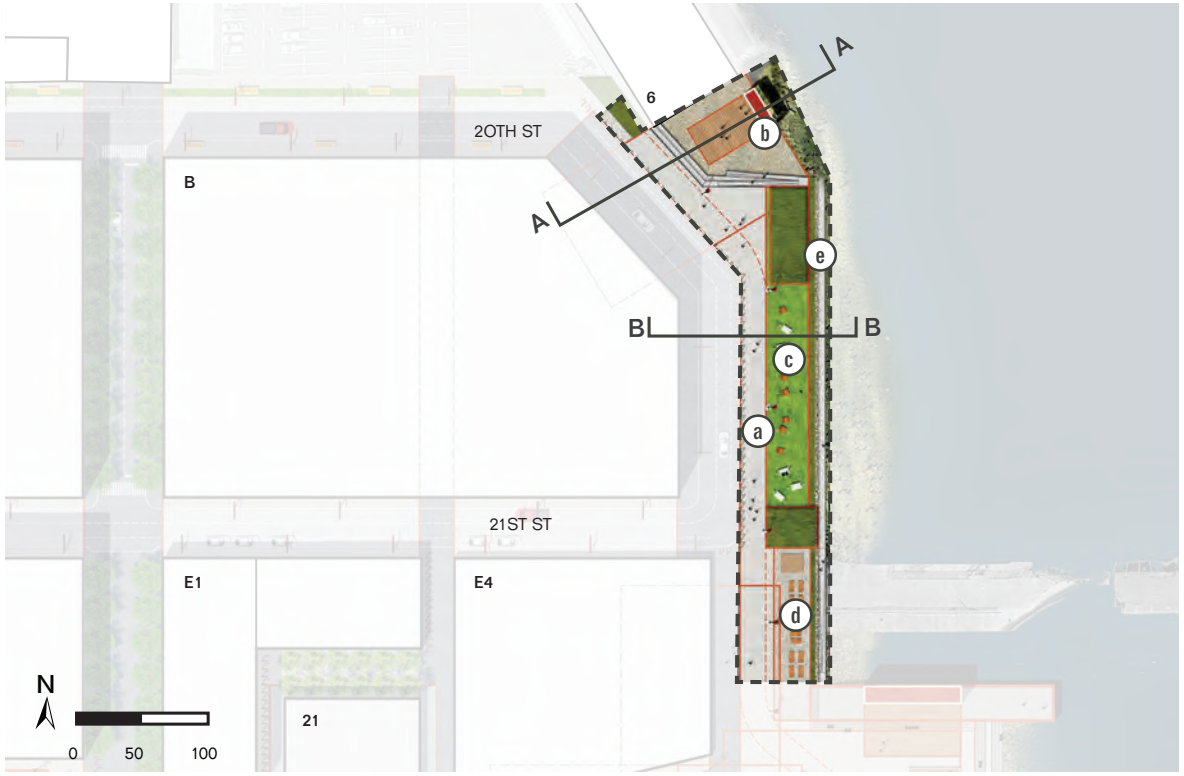
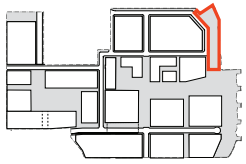


FIGURE 3.5.1: Illustrative Waterfront Terrace Plan



a Bay Trail
b Building 6 Viewing Pavilion
c Social Lawn
d Picnic Terrace
e Shoreline Path

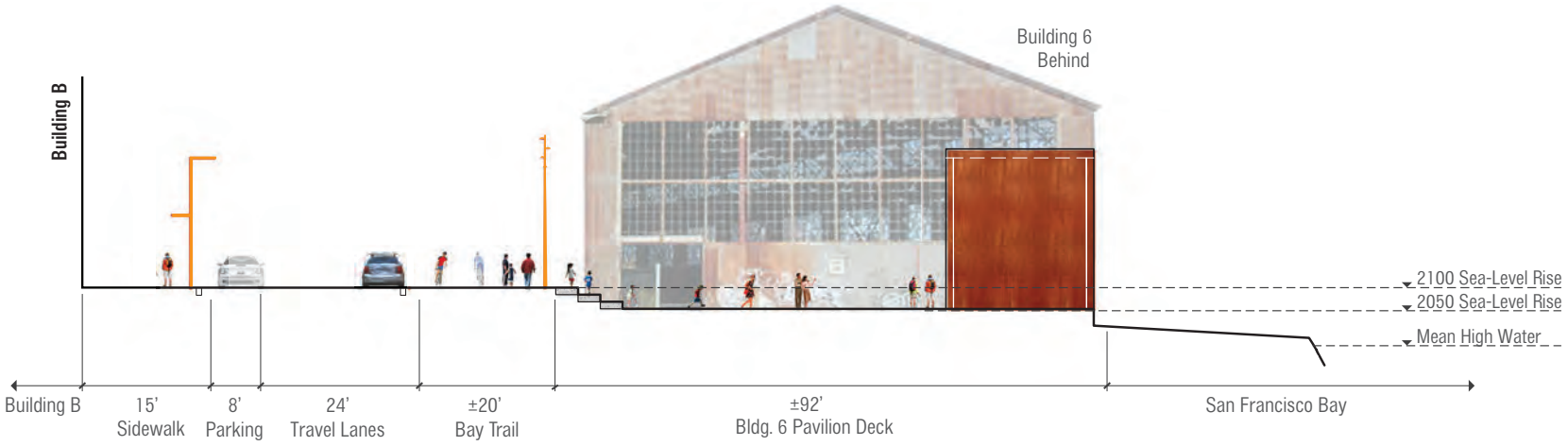


FIGURE 3.5.2: Illustrative Waterfront Terrace Section A–A

Note: All dimensions and elevations are illustrative only. Building 6, shown in section, is outside of the Project Site, but will be elevated by the Port and designed to withstand sea level rise.

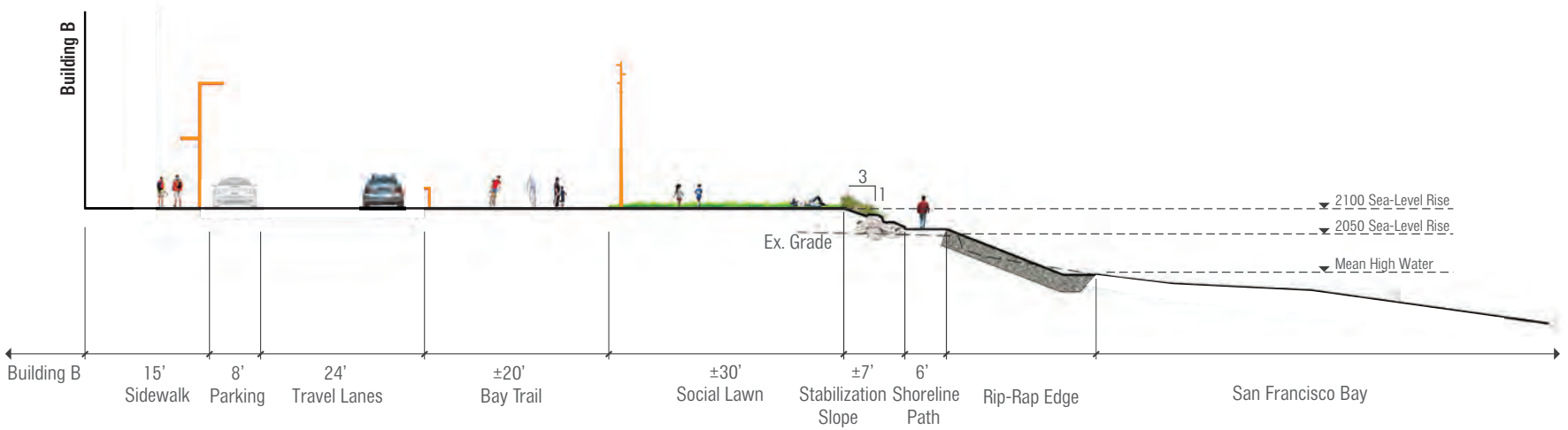


FIGURE 3.5.3: Illustrative Waterfront Terrace Section B–B

Note: All dimensions and elevations are illustrative only.

- **THE PICNIC TERRACE.** The picnic terrace is a primarily hardscaped social space with movable seating where people can enjoy the scenery. The picnic terrace should be designed for informal picnicking and enable food and beverage operations where feasible. A variety in seating should be included to accommodate all age groups: chairs, benches, chaise lounges, and/or oversized seating. For furnishing controls, see Section 3.16 Site Furnishing.

- **SHORELINE PATH.** See G.3.8.2.

Guidelines

G3.5.1 **SOCIAL LAWN.** The lawn should be a minimum of 20 feet in width to accommodate usage by multiple individuals or groups.

G3.5.2 **PICNIC TERRACE.** The picnic terrace is encouraged to maintain a minimum width of 20 feet to allow flexibility for large and small groups alike.

FIGURE 3.5.4: Social Lawn Precedents

FIGURE 3.5.5: Picnic Terrace Precedents

3.6 SLIPWAYS COMMONS

Extending from the core of the Project towards the Bay, Slipways Commons connects two prominent features of the site – the historic node of Buildings 2, 12, and 21 and the waterfront. Ground floors of adjacent buildings directly engage the public realm at Slipways Commons by extending the interior program outwards. Six primary components define the Slipways Commons:

- **THE BAY TRAIL.** See Section 4.5.
- **MULTIFUNCTION COMMONS.** The majority of Slipways Commons is a multifunction space that includes: at least one softscaped lawn, café terraces with casual seating that extend the ground floor programming of adjacent buildings, and a flexible open hardscape area with zones of plantings or stormwater management. The commons should offer spaces for lounging, respite, social interaction, and observation. Café terraces may be located along the northeastern and/or northwestern corners of Building E3, the park frontage of Buildings E2 and E4, and the southern face of Building 21 to activate the open space (See Section 2.2 Ground Floor Uses). Café and outdoor seating may serve retail and restaurant facilities within buildings, or be publicly accessible.

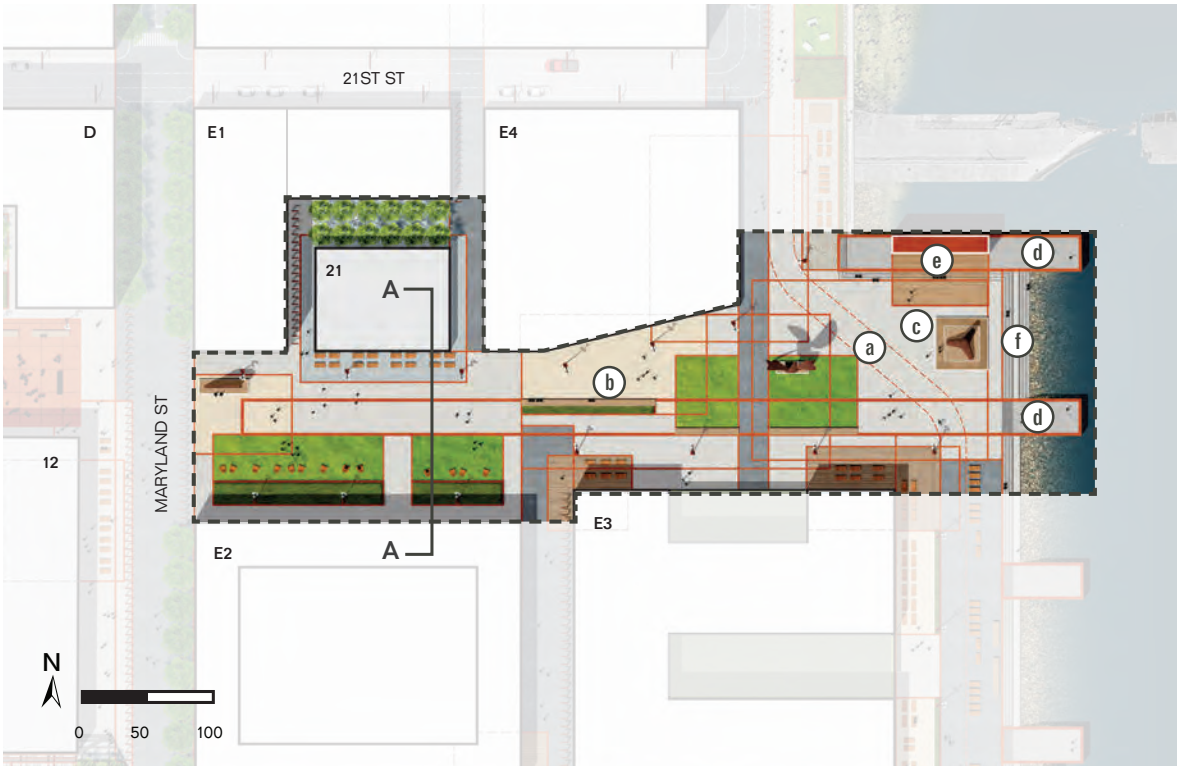
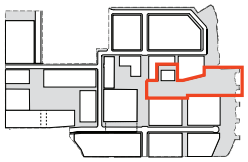


FIGURE 3.6.1: Illustrative Slipways Commons Plan



a Bay Trail
b Multifunction Commons
c Event Plaza
d Craneway Piers
e Craneway Viewing Pavilion
f Shoreline Path

- **EVENT PLAZA.** The event plaza is a flexible open space that can accommodate large- and small-scale events, community gatherings, and passive uses, with the backdrop of the Bay. Design of the plaza should support daytime and evening programming such as art, light shows, evening festivals, and performances. The plaza is encouraged to be defined through distinct paving materials and/or use of arts and artifacts adjacent to the plaza. Events in this area may extend into the area designated as the Bay Trail.

- **CRANEWAY PIERS.** The craneway piers that extend the shoreline into the Bay will be publicly accessible and offer platforms for observation and contemplation. While no formal programming is proposed, the craneway piers may include opportunities for fishing, reflection, bird-watching or viewing of the Bay and City. Material treatment is encouraged to reflect or reveal original construction where feasible.

- **CRANEWAY VIEWING PAVILION.** The craneway viewing pavilion frames views to the north of the San Francisco skyline with the dry dock area in the foreground. The craneway viewing pavilion is primarily a passive viewing space, but may additionally serve as a platform to support extension of large events within the Slipways Commons. Design of the pavilion should be consistent with the standards and guidelines described in Section 3.17 Viewing Pavilions.

- **SHORELINE PATH.** See G.3.8.2.

FIGURE 3.6.2: Illustrative Slipways Commons Section A–A

Note: All dimensions are illustrative only.

Guidelines

G3.6.1 **MULTIFUNCTION COMMONS.** Lawns should be multipurpose spaces with a minimum width of 20 feet to provide usable space for small and large groups alike.

G3.6.2 **EVENT PLAZA.** At minimum, the event plaza should provide a 25,000 square-foot space to accommodate concerts, outdoor movie screenings, and a range of other events. This area may overlap with or be shared with the Multifunction Commons.

FIGURE 3.6.3: Event Plaza Precedents

FIGURE 3.6.4: Multifunction Commons Precedent

FIGURE 3.6.5: Craneway Pier Precedent

3.7 WATERFRONT PROMENADE

A generous shoreline promenade lines the southern portion of the Project's waterfront, and serves as a place of interaction and movement throughout the day. The Waterfront Promenade's seven features accommodate a variety of programs and uses arranged in a sequence of linear spaces:

- **THE BAY TRAIL.** See Section 4.5.
- **OUTDOOR DINING TERRACES.** Outdoor dining spaces encourage pedestrians to visit and experience the local waterfront and amenities. Outdoor dining spaces are encouraged along the western edge of the waterfront promenade. Potential locations may also be adjacent to the eastern faces of buildings E3 and H2. Outdoor dining areas should remain flexible with movable tables, chairs and picnic tables. Café and outdoor seating may serve retail and restaurants within buildings or be publicly accessible.
- **SEATING PROMENADE.** Furnished and terraced seating options are encouraged to parallel the eastern edge of the Bay Trail to provide respite and encourage prolonged visit to the waterfront. Seating terraces are encouraged to act as social features, and encourage relaxation and enjoyment at the Bay. Additionally, the placement of seating uses along the waterfront, in lieu of habitable buildings, anticipates long-term changes in the shoreline. Use of large-scale furnishings, including chaise seating, picnic tables, and movable lounge chairs, is encouraged.
- **SHORELINE PATH.** See G.3.8.2.

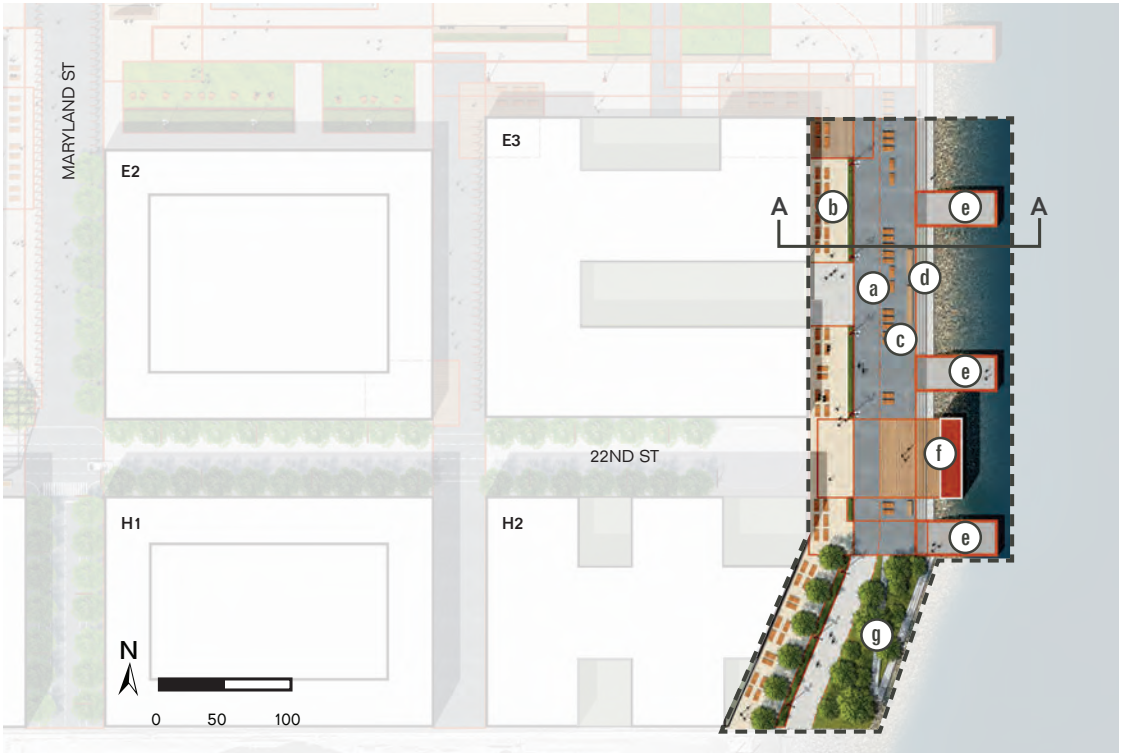
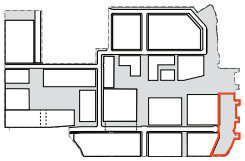


FIGURE 3.7.1: Illustrative Waterfront Promenade Plan



a Bay Trail
b Outdoor Dining Terraces
c Seating Promenade
d Shoreline Path
e Craneway Piers
f 22nd Street Viewing Pavilion
g. Tree Grove

- **22ND STREET VIEWING PAVILION.** The 22nd Street viewing pavilion extends 22nd Street to the Bay by directly framing views to the east. The pavilion primarily serves as a passive viewing space. Location of the pavilion should align with the 22nd Street right-of-way. Design of the pavilion should be consistent with the standards and guidelines described in Section 3.17 Viewing Pavilions.
- **TREE GROVE.** Running parallel to the Bay Trail at the southern edge of the site, a focused area of trees provides an element of nature at a distance from Historic Core.
- **CRANEWAY PIERS.** See Section 3.6.

FIGURE 3.7.3: Shoreline Path Precedents

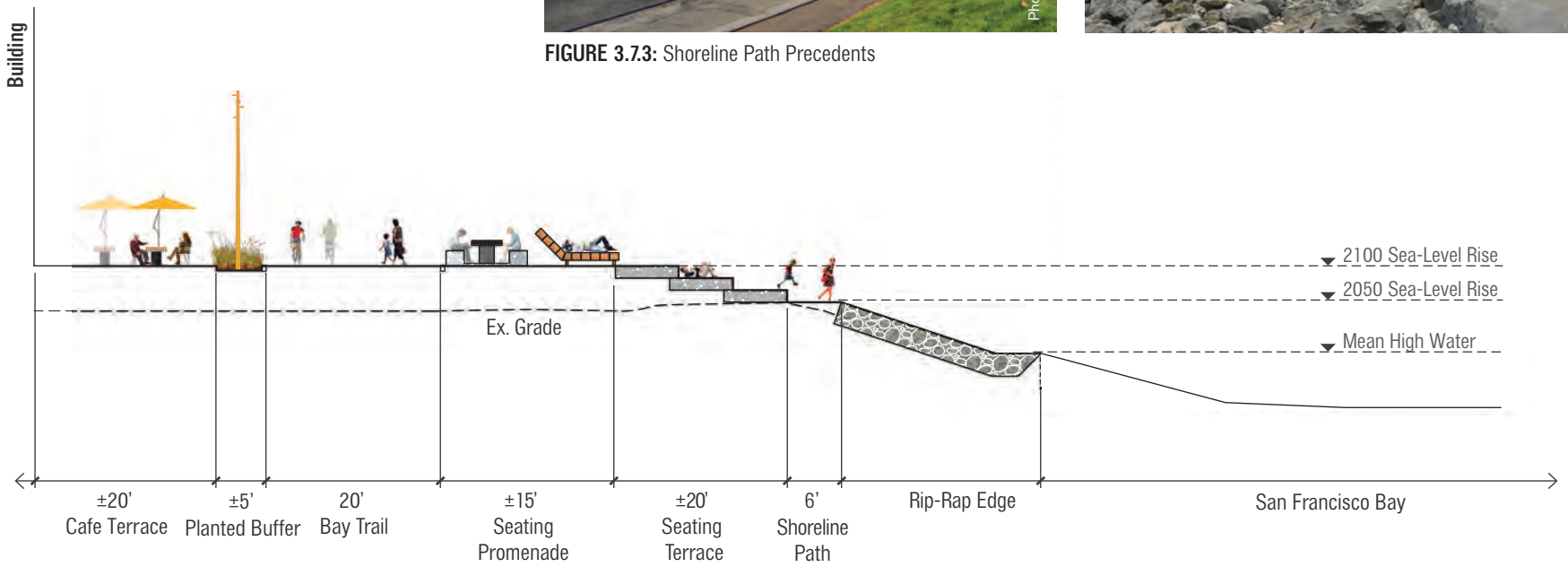


FIGURE 3.7.2: Illustrative Waterfront Promenade Section A–A
Note: All dimensions and elevations are illustrative only.

Guidelines

G3.7.1 **OUTDOOR DINING TERRACES.** Dining terraces should maintain a minimum width of 15 feet to accommodate seating for small to medium groups.

G3.7.2 **SEATING PROMENADE.** The seating promenade is encouraged to be a minimum of 15 feet in width.

FIGURE 3.7.4: Outdoor Dining Precedents

FIGURE 3.7.5: Seating Promenade Precedents

3.8 PIER 70 SHORELINE

As part of the site design, the shoreline will be a grand public park that makes the waterfront newly accessible to the public.

The shoreline will serve both local residents and visitors, linking together a series of spaces that allow for reflection as well as informal play activities. The design of the shoreline respects the industrial character and habitat, and is sensitive to an ever-changing environment.

Figure 3.8.2–Figure 3.8.9 illustrate a variety of conditions and strategies that may be employed along the Pier 70 Shoreline. The shoreline design is encouraged to utilize more than one strategy along the edge to create a variety of experiences where the park meets the water.

Standards

S3.8.1 **ORIENTATION AND VIEWS.** The design shall strategically orient spaces towards the best vantage points, views of the city skyline and across the Bay.

S3.8.2 **ACCESS.** The shoreline shall be accessible from the waterfront park with multiple access points up to the water where feasible.

S3.8.3 **ENVIRONMENTAL RESPONSE.** The shoreline design shall utilize careful detailing to ensure resiliency and responsiveness to wave conditions and sea level rise, both in the near-term constructed improvements as well as a built-in ability to adapt to future conditions, in coordination with BCDC, Army Corps of Engineers and the Port of San Francisco.

FIGURE 3.8.1: Illustrative Pier 70 Shoreline Plan

S3.8.4 **NEW CONSTRUCTION BUILDINGS.** New construction buildings and immovable facilities shall be elevated to accommodate the 66-inch sea level rise, which is the worst-case 2100 estimate.

S3.8.5 **PUBLIC AMENITIES.** The Bay Trail and other public amenities, including viewing pavilions and site furnishings shall be elevated and designed to accommodate 24-inch sea level rise, which is the worst-case 2050 estimate. See S4.5.2 Bay Trail.

Guidelines

G3.8.1 **ADAPTIVE MANAGEMENT.** The shoreline should be designed with features such as terracing and natural buffers to accommodate both gradual sea level rise and wave run-up during storm events.

G3.8.2 **SHORELINE PATH.** Set along the edge of the shoreline separate from the Bay Trail, a shoreline path provides intimate access as close to the water as possible for sightseeing, recreation, and uninterrupted access to the waterfront. The informal shoreline path should be a minimum of six feet in width.

CONSIDERATIONS

- Encourage social interactions, activities, and events through a diverse range of active and passive uses along the shoreline.
- Incorporate soft and green edges, where possible, which serve to increase the water quality and biodiversity of the Bay.

FIGURE 3.8.2: Illustrative Stepped Edge

FIGURE 3.8.3: Illustrative Rip-Rap Edge

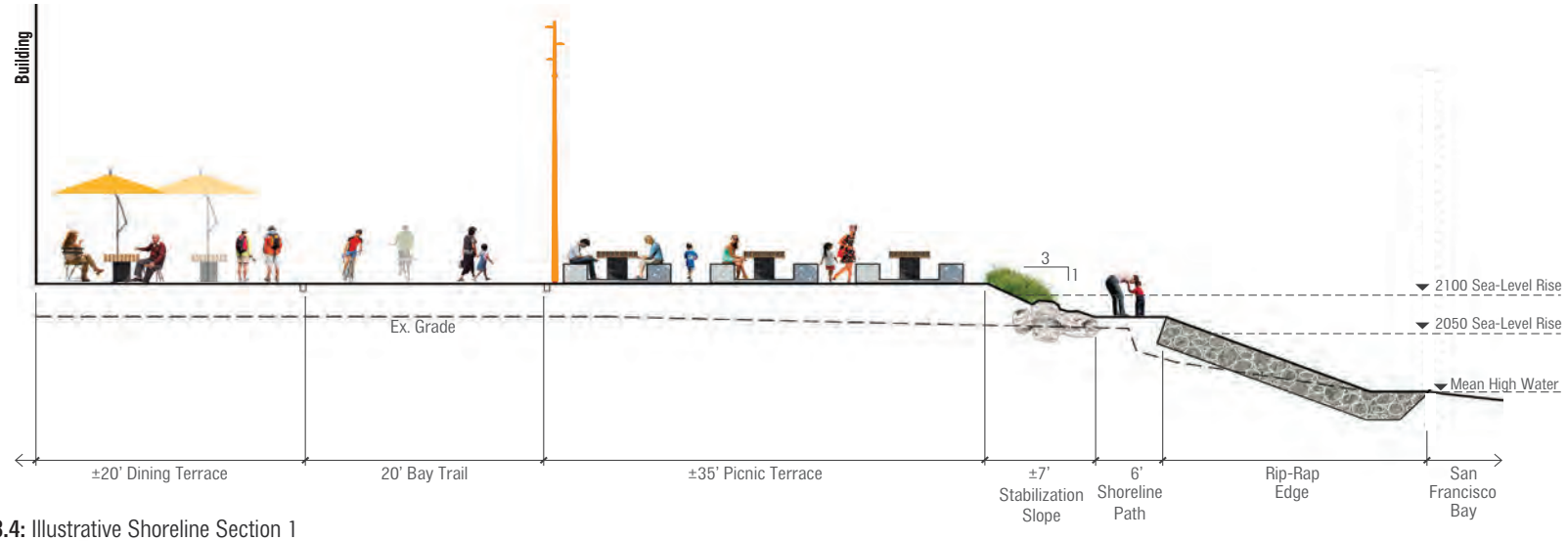


FIGURE 3.8.4: Illustrative Shoreline Section 1

Note: All dimensions and elevations are illustrative only.

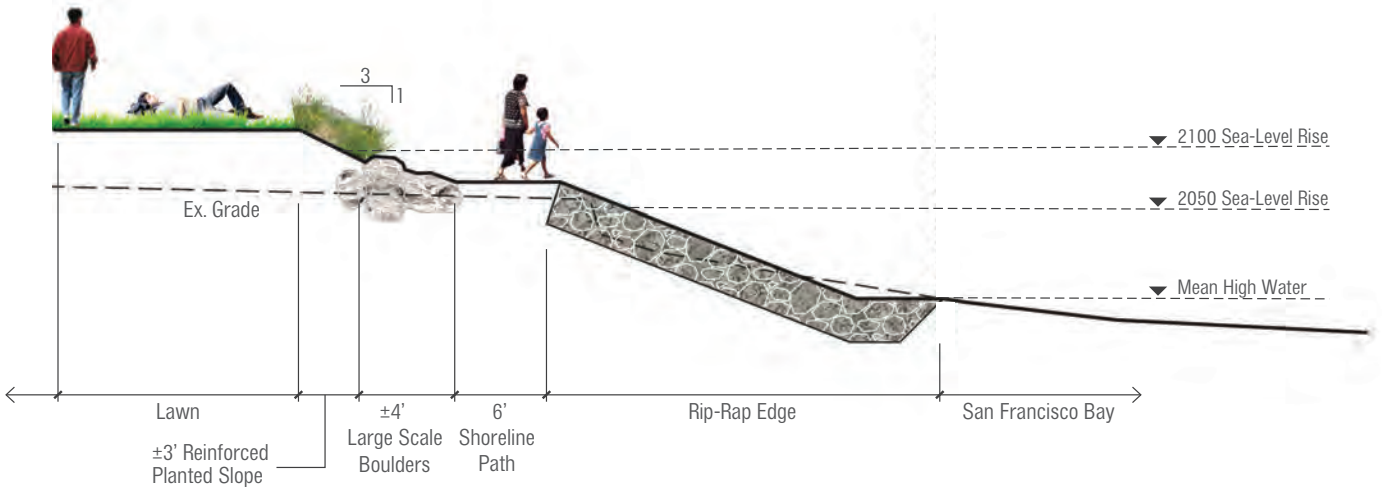


FIGURE 3.8.5: Illustrative Shoreline Section 2

Note: All dimensions and elevations are illustrative only.

FIGURE 3.8.6: Illustrative Planted Edge

FIGURE 3.8.7: Illustrative Sloped Edge

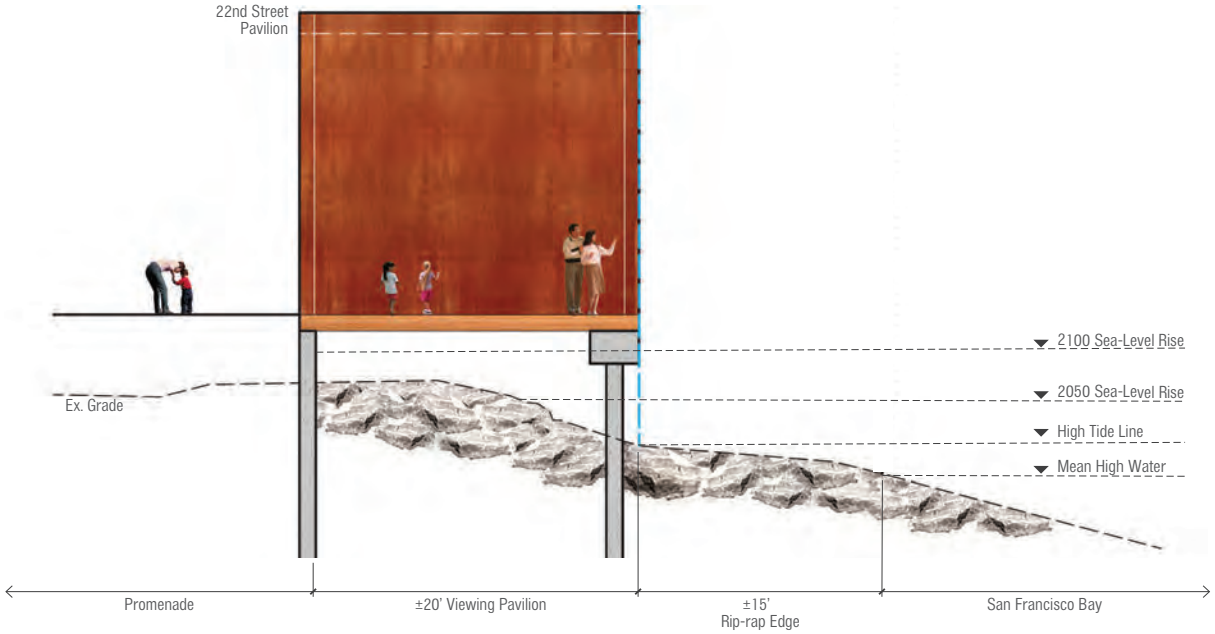


FIGURE 3.8.8: Illustrative Shoreline Section 3

Note: All dimensions and elevations are illustrative only.

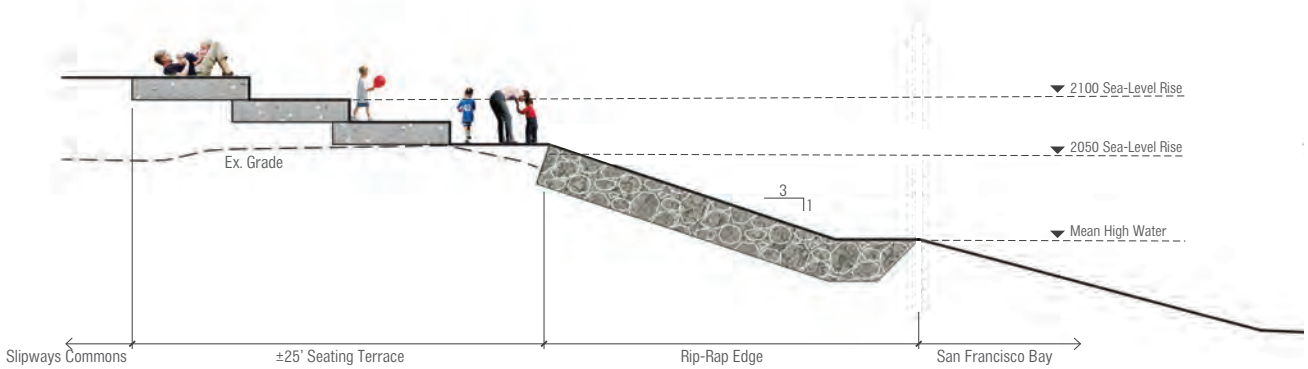


FIGURE 3.8.9: Illustrative Shoreline Section 4

Note: All dimensions and elevations are illustrative only.

3.9 BUILDING 12 PLAZA AND MARKET SQUARE

Envisioned as the social centerpiece of the Project, the Building 12 Plaza and Market Square provide opportunities for outdoor markets, group events, and engagement with the historic buildings at the site. The Plaza and Market Square evoke the site's dynamic past with its use of the functional yards and spaces in between buildings. Building 12 and its adjacent open spaces are defined by the following four components:

- **MARKET SQUARE.** Rehabilitated buildings and new construction flank Market Square on three sides, creating a sense of enclosure. Four access ways connect the square, which anchors the public space network. Each passage provides distinct experiences for entering the square: a pedestrian opening on 21st Street, between Building 2 and parcel D to the north; an existing passageway through Buildings 2 and 12; a Building 12 entrance from 22nd Street; and a direct entry from Maryland Street. Market Square is a vantage point to experience the historic buildings, and is intended to be a flexible space for formal and informal events, including open-air markets, community gatherings, and small performances. The compact tree grove complements the primarily hardscape plaza and Building D by providing shaded seating opportunities. Through coordinated paving materials, Market Square extends Maryland Street to accommodate vendors and food trucks.

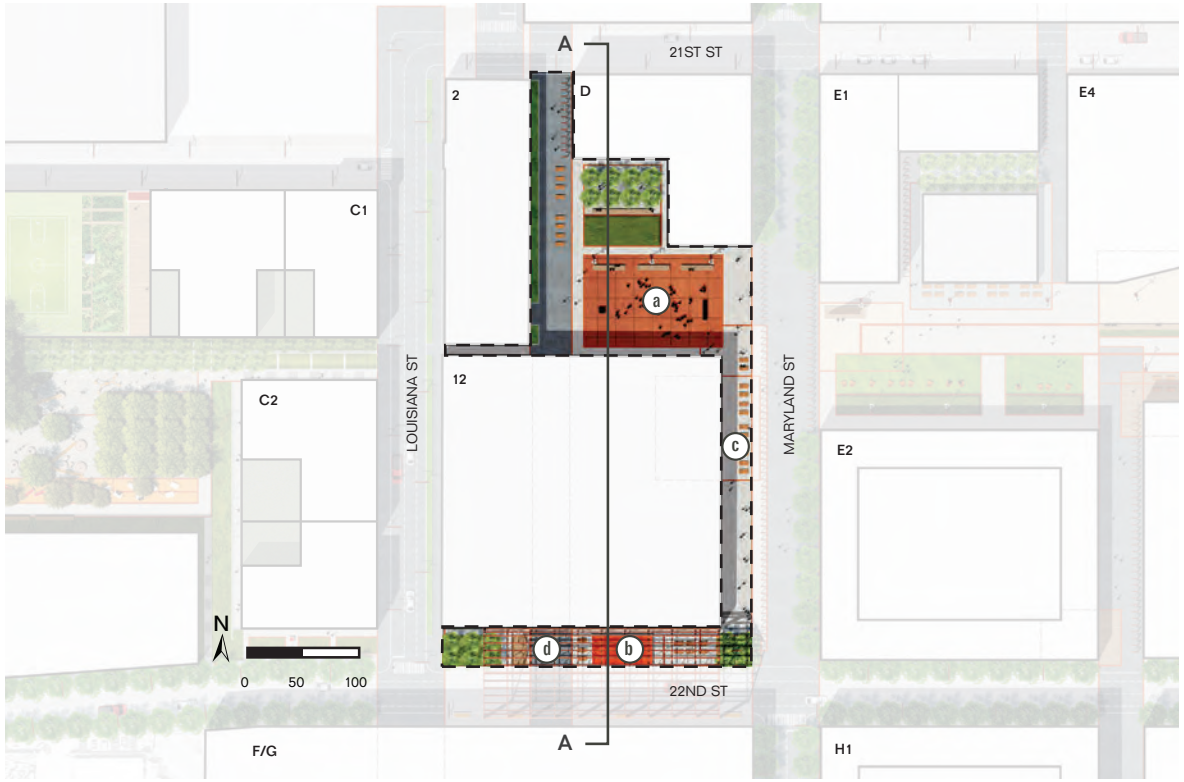
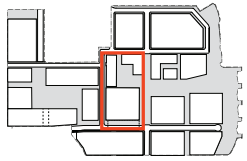


FIGURE 3.9.1: Illustrative Building 12 Plaza and Market Square Plan



a Market Square
b Building 12 Entry Plaza
c Maryland Street Platform
*d Building 15 Structural Frame**

*Pending structural feasibility study

- **BUILDING 12 ENTRY PLAZA.** The plaza south of Building 12 provides a generous entryway and an opportunity to introduce the history and evolution of Pier 70. The design of the plaza includes the Building 15 Structural Frame, feasibility permitting. The plaza may include seating, artifact displays, a café or outdoor dining component, and interpretive elements that are consistent with the Pier 70 Interpretive Signage Plan(s). Café and outdoor seating may serve retail and restaurant facilities within Building 12, or be publicly accessible.
- **MARYLAND STREET PLATFORM.** The Maryland Street Platform creates a generous frontage for Building 12 along Maryland Street. It expands Building 12's program to function as it did historically, when ship building activities moved regularly from the interior to the exterior of Building 12. Design of the platform supports varying uses for small and large groups including temporary events, and community gathering activities, such as markets held within Building 12 as well as street events held during temporary Maryland Street closures. Planting is avoided throughout the platform to allow for maximum flexibility of use. Through coordinated paving materials, the platform extends Maryland Street to accommodate vendors and food trucks.
- **BUILDING 15 STRUCTURAL FRAME.** If retained, Building 15 will serve as a salvaged artifact to symbolize a transition from the past to the present. Building 15's structure frames 22nd Street and an entrance to Building 12, with interpretive signage about the structure and its use incorporated nearby. Retention of the Building 15 structure is subject to structural feasibility.

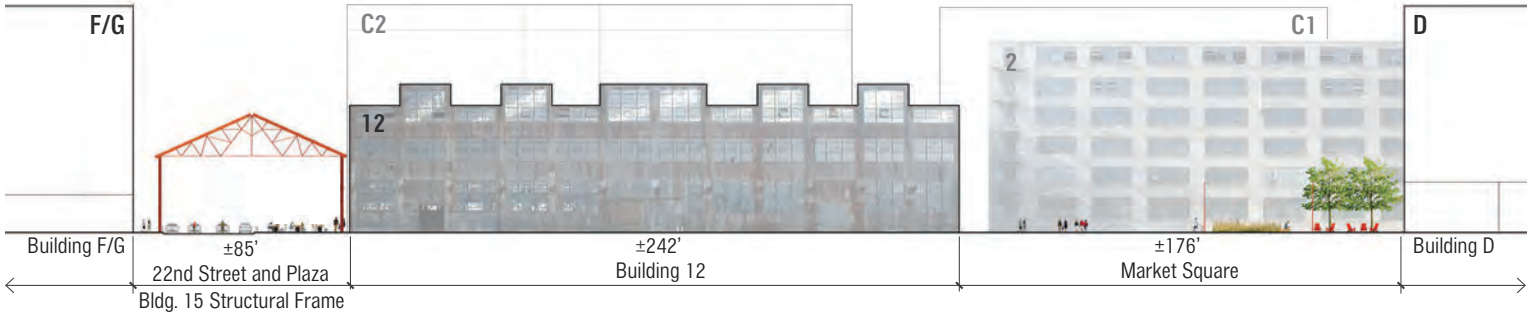


FIGURE 3.9.2: Illustrative Building Market Plazas and Market Square Section A–A

Note: All dimensions and elevations are illustrative only.

Guidelines

G3.9.1 **MARKET SQUARE.** Along the north edge of Building 12 within Market Square, a clear pedestrian path with a minimum width of nine feet should be provided to connect with the pedestrian path between Building 2 and Building 12.

G3.9.2 **BUILDING 12 ENTRY PLAZA.** Subject to topographical and general feasibility, the plaza (including any associated open area) should be a minimum of 20 feet in width to ensure a minimum throughway perpendicular to 22nd Street and to align with the entrance of Building 12. The throughway may have limited installations and furnishings, while maintaining a generous entry. To the extent feasible, the plaza's design should manage grade change to maximize usable square footage.

Outdoor Dining

Urban Air Markets

FIGURE 3.9.3: Market Square Precedents

Temporary and Permanent Art

Artifacts

FIGURE 3.9.4: Building 12 Entry Plaza Precedents

G3.9.3 **MARYLAND STREET PLATFORM.** Subject to topographical and general feasibility, the platform should be 25 feet in width from the building frontage to the Maryland Street ROW boundary. Permanent objects should be strategically located to maintain clear dimensions for temporary stalls, vendors, and installations, and to allow clear passage from the interior of Building 12 to the platform.

Outdoor Cafe

Vendors

FIGURE 3.9.5: Maryland Street Platform Precedents

3.10 20TH STREET PLAZA

As a place of entry and arrival to the Project, the 20th Street Plaza at 20th Street and Illinois Street has the potential to be a powerful anchor to visitors of the site. The plaza design is intended to be simple and not detract from the presence of Buildings 101 and 113–116. The plaza visually and physically connects the existing fabric of Dogpatch to the Historic Core and new development within the Project. Components of the plaza include:

- **ENTRY PLAZA.** The corner of 20th and Illinois is a highly visible location that marks the entrance to the Project and is an opportunity to orient and welcome visitors to the site. The plaza may include a café with seating amenities along the frontage of 20th street. The entry plaza should include interpretive signage and wayfinding for the Pier 70 Area. Interpretive program elements should be consistent with the Pier 70 Interpretive Signage Plan(s). See also Section 7.5 General Signage.

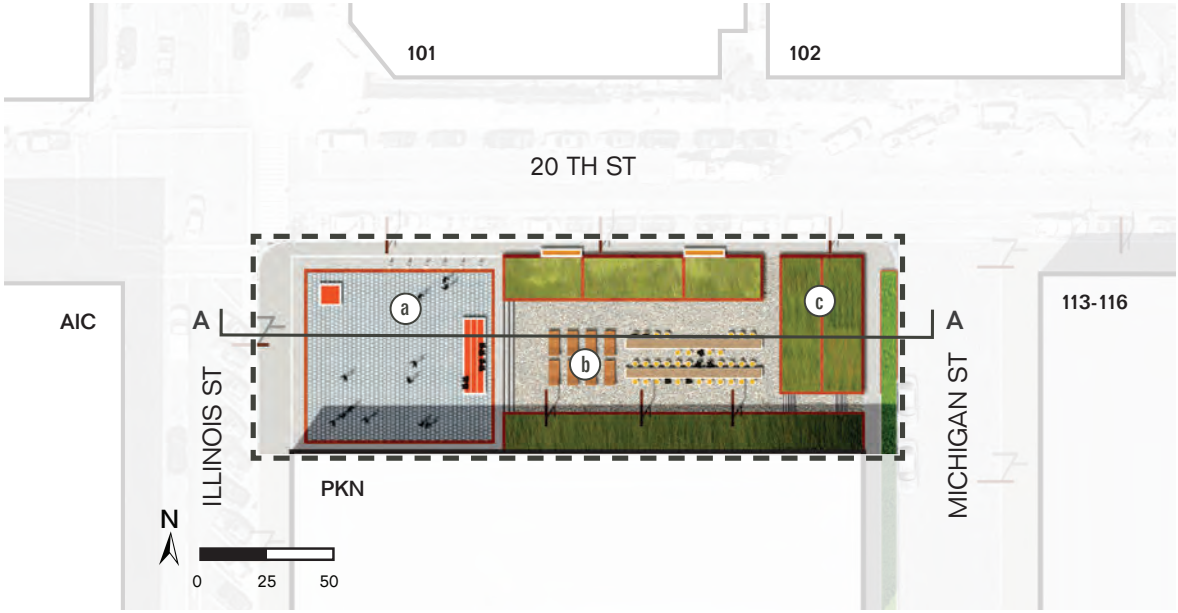
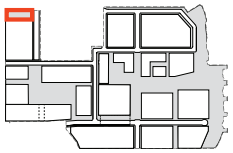


FIGURE 3.10.1: Illustrative 20th Street Plaza Plan

a Entry Plaza
b Seating Terrace
c Planted Garden



- **SEATING TERRACE.** The seating terrace is a primarily hardscape area that supports the entry plaza. The seating terrace should be designed as a flexible social space with ample seating for visitors to mingle, relax, and enjoy the views of the historic buildings. The terrace may include movable and/or oversized seating options designed in compliance with S3.16.1–S3.16.3. The seating terrace should be designed to manage grade changes in order to maximize usable area.
- **PLANTED GARDEN.** A softscape area within the plaza that enhances pedestrian comfort and may provide stormwater management. The garden should include a variety of native plant species, and may include interpretive narrative elements to communicate the natural history of the site and/or environmental processes.

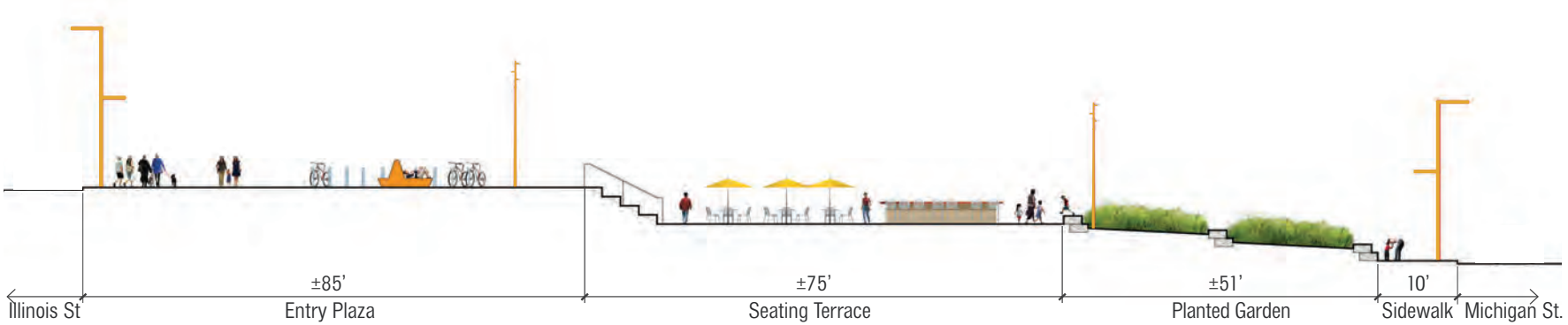


FIGURE 3.10.2: Illustrative 20th Street Plaza Section

Note: All dimensions and elevations are illustrative only.

FIGURE 3.10.3: Entry Plaza Signage Precedents

FIGURE 3.10.4: Furnishing Precedents

FIGURE 3.10.5: Planted Garden Precedents

3.11 IRISH HILL PLAYGROUND

Situated adjacent to the remnant of Irish Hill, this open space is defined primarily as a playground for the existing neighborhood and future residents, and will include zones within the flat areas dedicated to recreation and gardening. The open space maintains views to the Irish Hill remnant (see Section 3.2). The programming should prioritize playground uses. However, additional programs such as a small dog park or run may be incorporated as long as they do not conflict with the playground use. Any public rooftop open space immediately adjacent in accordance with Section 3.12 will be additive to the Irish Hill Playground area (see Section 3.12). Components of the Irish Hill Playground include:

- **PLAYGROUND.** As the defining feature of the courtyard, bounded by Buildings C1, C2, PKS, HDY1/2, and HDY3, the playground should serve all age groups, and occupy a significant portion of the courtyard while allowing room for other components listed below. Additional amenities such as climbing walls, play slopes, stairways, or play structures are encouraged to engage the building surfaces and grade changes of the courtyard. The playground should have a minimum of two universally accessible entries: one from Illinois Street and another from 22nd Street. See section 4.4 for Irish Hill Passage design requirements. An additional pathway from the playground to Louisiana Street is encouraged if topography allows access. The playground should consider provision of public restrooms with facilities for family use.

- **PICNIC GROVE.** The picnic grove provides a densely planted and shaded area for visitors to sit and relax adjacent to the playground and emphasizes the vegetative character of Irish Hill. The picnic grove should include seating options for individuals and groups. All furnishings should be designed in compliance with Section 3.16 Site Furnishing.

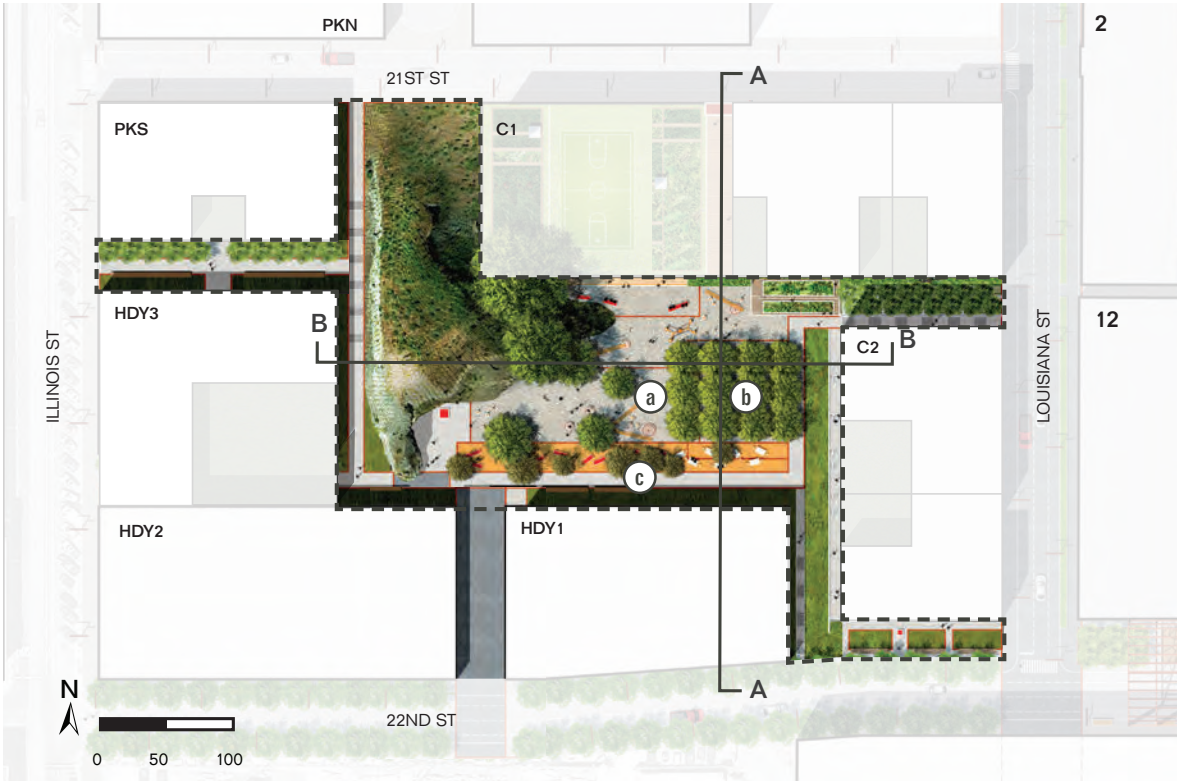
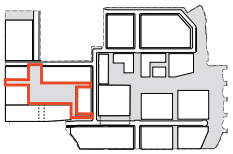


FIGURE 3.11.1: Illustrative Irish Hill Playground Plan

a Playground
b Picnic Grove
c Seating Area



- **SEATING AREA.** Open yet intimate, the seating area provides opportunities for visitors to unwind while also enabling more eyes on the park with a range of seating options for individuals and groups. The area is encouraged to be located along the north edge of the HDY1/2 parcel, from the mid-block passage to the eastern edge of the HDY1/2 parcel. Materials should be durable yet casual in character, and may include, but are not limited to, sustainable hardwood, composite wood, and pre-cast elements. See Section 3.15 for materials.

Guidelines

G3.11.1 **PLAYGROUND.** The playground should be a minimum of 10,000 square-feet in size to accommodate various play amenities.

G3.11.2 **PICNIC GROVE.** In order to create an area of respite from the surrounding built fabric, the grove is encouraged to maintain a minimum width of 50 feet.

G3.11.3 **SEATING AREA.** The seating area should be a minimum of 15 feet in width to provide ample space for circulation and seating options.

G3.11.4 **PLAYGROUND DESIGN.** Irish Hill playground design should include elements or play features that relate to the history of the Irish Hill neighborhood. Elements are encouraged to use materials and/or structural forms that either harken to the history of ship-building at the site or relate to the serpentine rock at the remnant. See Figure 3.11.4 for examples. See Section 3.2 for additional details on interpretive elements.

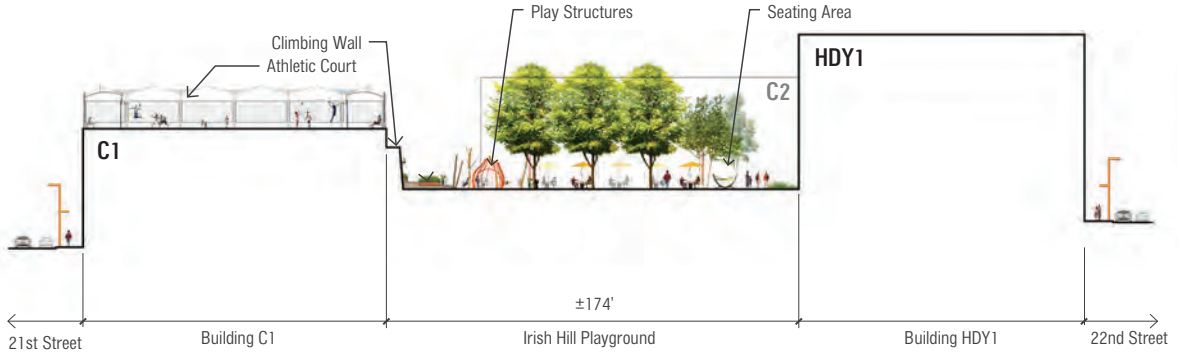


FIGURE 3.11.2: Illustrative Irish Hill Section A–A

Note: All dimensions are illustrative only.

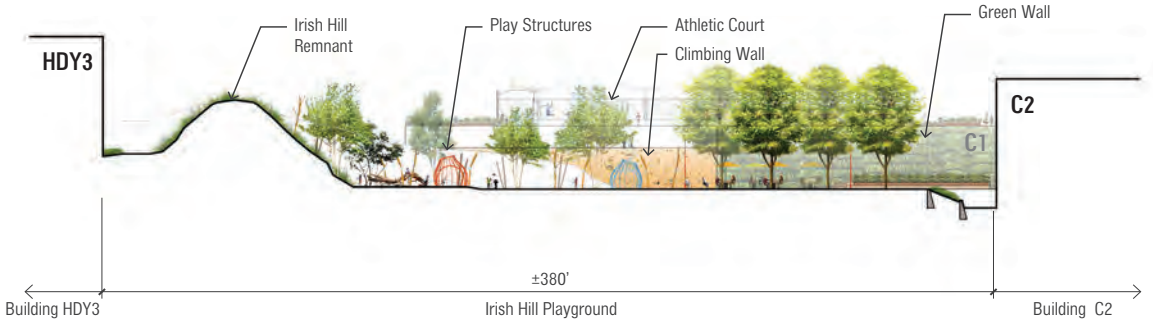


FIGURE 3.11.3: Illustrative Irish Hill Section B–B

Note: All dimensions are illustrative only.

Play Elements with Natural Materials

Stepped Treatment at Slope

Picnic Benches & Seating

Interactive Simulation of Hills of San Francisco

FIGURE 3.11.4: Examples of Interpretive Play Elements

Play Elements Integrated with Natural Grade Changes

FIGURE 3.11.5: Play Slope Precedents

Hammock Grove

FIGURE 3.11.6: Picnic Grove Precedents

The plan shown in Figure 3.11.1 extends a mostly level topography northward to the C1 building edge assuming the use of the building as a district garage, thereby maximizing the usable space available for the playground (Figure 3.11.2).

An alternative illustrative plan for the Irish Hill Playground is presented in Figure 3.11.8. It assumes C1 is built as a residential or commercial building, thereby requiring separation between the building and topography to provide daylight to the building. See Figure 3.11.9.

There is no proposed grading of Irish Hill remnant. See S3.2.1.

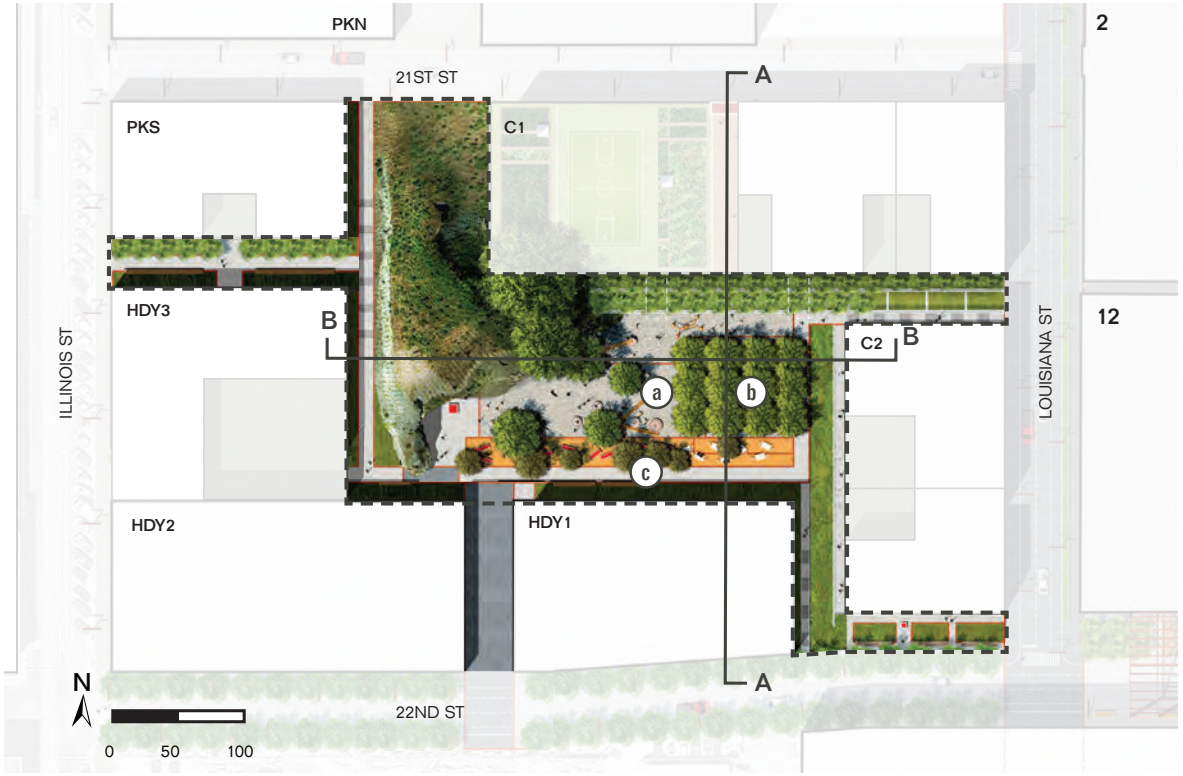
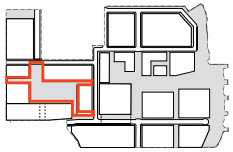


FIGURE 3.11.8: Illustrative Irish Hill Alternative Plan



a Playground
b Picnic Grove
c Seating Area

FIGURE 3.11.7: Seating Area Precedents

FIGURE 3.11.9: Illustrative Irish Hill Alternative Section A–A

Note: All dimensions are illustrative only.

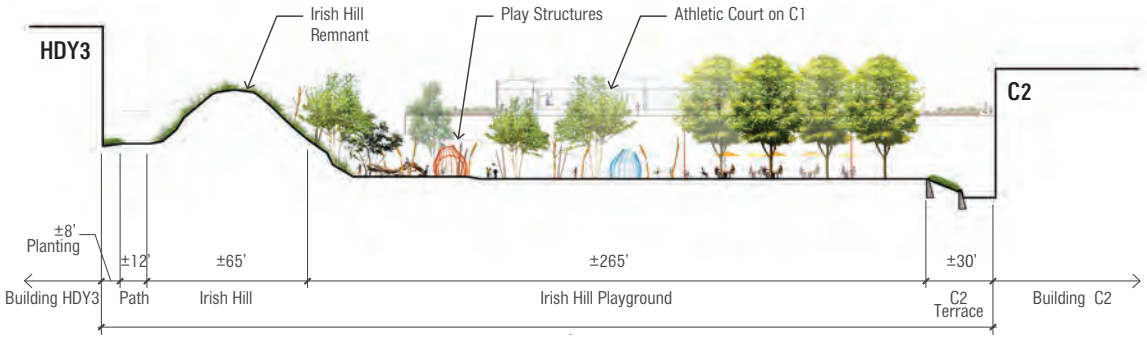


FIGURE 3.11.10: Illustrative Irish Hill Alternative Section B–B

Note: All dimensions are illustrative only.

3.12 POTENTIAL ROOFTOP PUBLIC OPEN SPACE

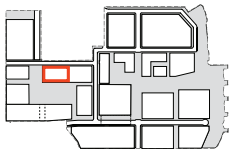
Rooftop public open spaces may be provided to further expand the range of open space amenities within the Project. The rooftop open spaces accommodate uses that are not permitted within the Trust areas (See Section 1.3 Tidelands Trust), such as active recreation. Rooftop open spaces may include one or more of the following four key components:

- **RECREATION FIELD OR COURT.** Addressing the demand for active recreation facilities in the surrounding neighborhood, the rooftop offers space for recreation that may focus on a single activity or be designed as multi-purpose courts. Potential programming may include, but is not limited to: basketball, tennis, handball, volleyball, and bocce ball. A recreation court should be included on the building rooftop in order to accommodate a range of recreational activities. Natural or artificial playing surfaces may be used for the intended sports facilities, see S3.15.5.

- **COMMUNITY GARDEN PLOTS.** Intended to serve the community, the garden plots should be accessible to the public and may be managed by either a community organization or by local residents. Community gardens may be designed as raised planters, a series of plots, or one large plot. The amount of space allotted to community garden plots should be scaled appropriately to the level of maintenance and oversight available and to accommodate demand for active recreation.

- **OBSERVATION DECK.** The observation deck capitalizes on its rooftop location to capture panoramic views of the ship repair facility, the Bay, and the City skyline. The observation deck is encouraged to be flexible to accommodate gatherings in addition to providing space for enjoying views. If the public rooftop space is

FIGURE 3.12.1: Illustrative Parcel C1 Rooftop Open Space Plan



a Recreation Field or Court
b Community Garden Plots
c Observation Deck
d C1 Rooftop Viewing Pavilion

located at C1 or C2, public access to the deck should be visible and inviting from Irish Hill Playground, 21st Street, and Louisiana Street with signage for clear wayfinding to the public open space. To contrast with the other rooftop components, the observation deck should consider distinct paving or decking.

- **ROOFTOP VIEWING PAVILION.** Located at a vantage point on the rooftop, the viewing pavilion is primarily a passive viewing space that frames a view of the ship repair activities immediately to the north of the site and the City skyline. Design of the rooftop viewing pavilion is encouraged to be integrated with the observation deck, and be consistent with the standards and guidelines described in Section 3.17 Viewing Pavilions.

Guidelines

G3.12.1 **VIEW OF IRISH HILL REMNANT.** If public open space is provided on rooftops, the design of the open space should include a passive platform to provide a view of the Irish Hill remnant.

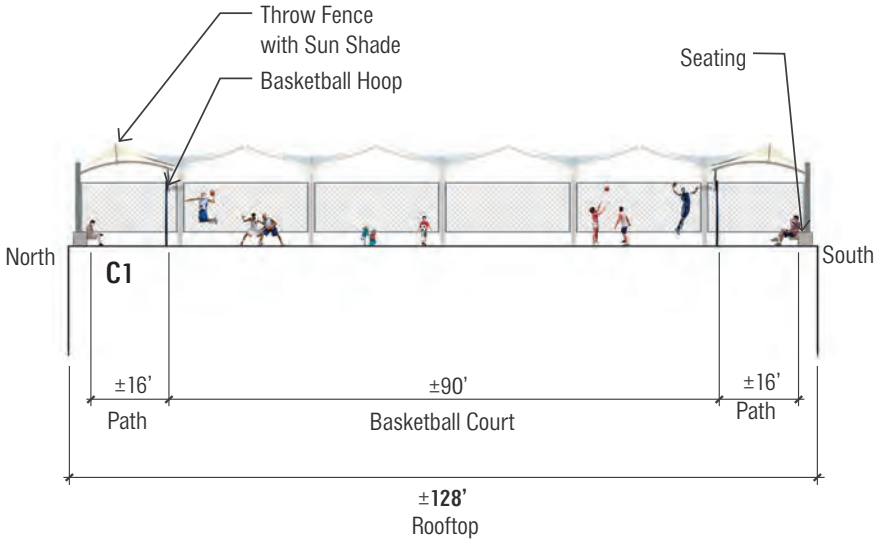


FIGURE 3.12.2: Illustrative Section A–A: Active Recreation

Note: All dimensions and elevations are illustrative only.

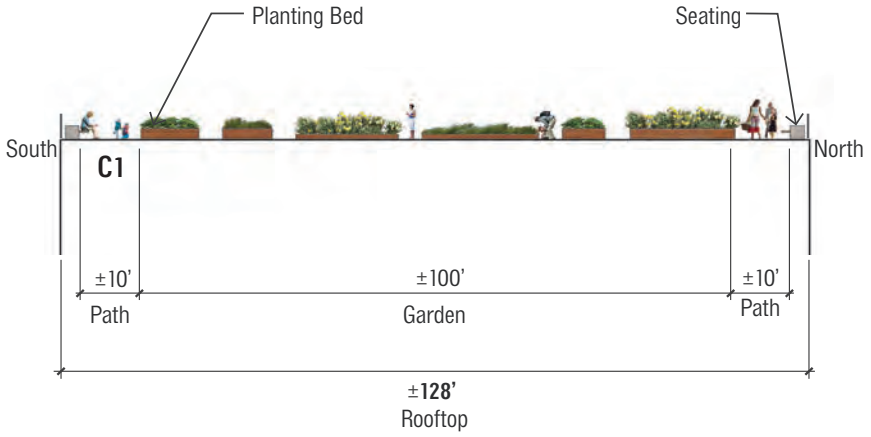


FIGURE 3.12.3: Illustrative Section B–B: Food/Garden Plots

Note: All dimensions and elevations are illustrative only.

FIGURE 3.12.4: Multi-purpose Court Precedents

FIGURE 3.12.5: Community Garden Plot Precedents

FIGURE 3.12.6: Observation Deck Precedents

OPEN SPACE SYSTEMS

SYSTEMS OVERVIEW

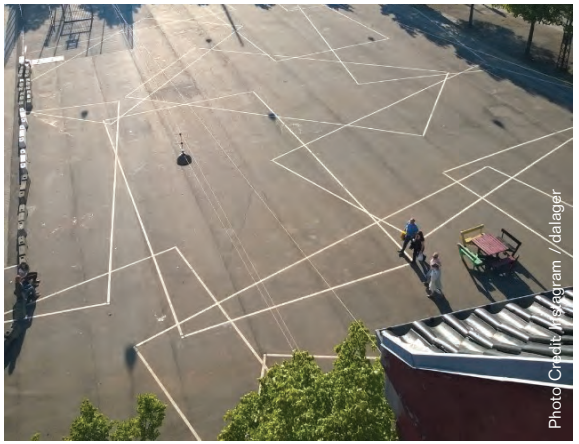
The Project's network of open spaces incorporates multiple functions, ranging from recreational to performative. A number of systems create a common language throughout the network of open spaces. This section identifies standards and guidelines for the following systems:

- Vegetation (Section 3.13)
- Stormwater Management (Section 3.14)
- Materials (Section 3.15)
- Site Furnishing (Section 3.16)
- Viewing Pavilions (Section 3.17)

Vegetation in Formerly Industrial Landscape
High Line Park, New York, NY

Stormwater Management
Seattle, WA

Site Furnishings and Materials
San Francisco, CA



Paving Pattern and Ground Treatment
Valby, Denmark

3.13 VEGETATION

The Project's planting palette relates to the site's industrial history and character, as well as site ecology and concern for water conservation, and aims to create a landscape that connects people to nature, is resilient, and appropriate for a public urban waterfront. Vegetation within the Project will create an "enhanced native" palette, reflective of the wild grasses growing at the site today and combining species native to San Francisco and the Bay Area along with non-native, non-invasive, and salt- and drought-tolerant species that are appropriate for the challenging setting of an urban waterfront.

In this former industrial landscape, vegetation was generally absent from the site. Vegetation at the site will be recognized as part of the new landscape and not a historic feature. For example, wild and rustic plantings may reflect the "emergence" of a landscape in an industrial setting, or vegetation may be formally set apart as a clear addition to the industrial landscape.

Vegetation is to be distributed and varied. The palette for the Project includes species that have proven their adaptability to the conditions along the Bay, either in planted areas or in designed public spaces. This allows for the creation of a bio-diverse robust landscape, one that thrives on relatively low levels of water and other inputs, and flourishes with appropriate levels of maintenance.

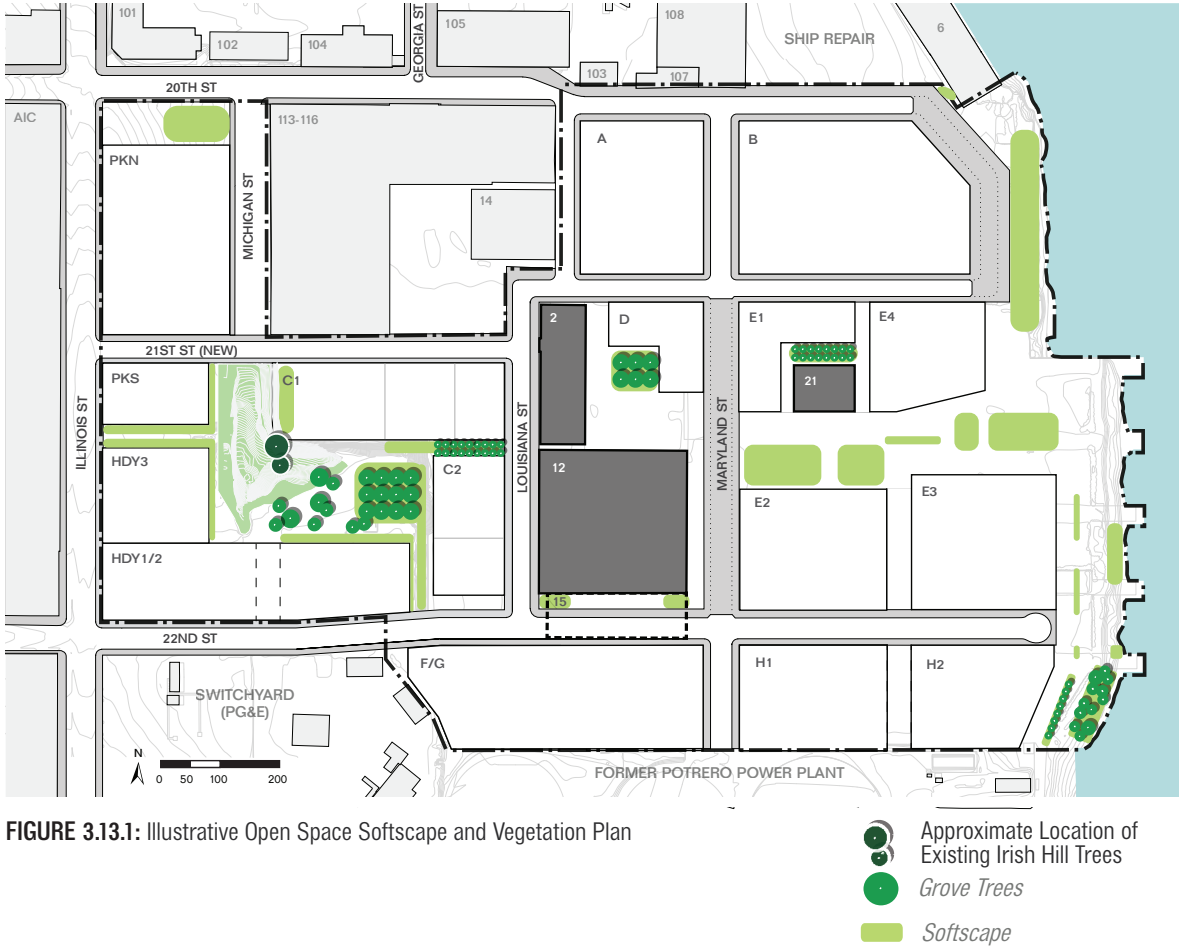


FIGURE 3.13.1: Illustrative Open Space Softscape and Vegetation Plan

Switch Grass, Panicum virgatum

Purple Needlegrass, Stipa pulchra

Germander Sage, Salvia chamaedryoides

Wild Bergamot, Monarda bradburiana

California Oat Grass, Danthonia

Torch Aloe, Aloe arborescens

Blazing Star, Liatris spicata

Wavy Hair Grass, Deschampsia flexuosa

Lavender, Lavandula 'Goodwin Creek Grey'

Cardinal Flower, Lobelia cardinalis

Wild Rye, Elymus

Purple Aster, Symphyotrichum puniceum

Fennel, Foeniculum vulgare

Yarrow, Achillea millefolium

Feather Reed Grass, Calamagrostis x acutiflora

FIGURE 3.13.2: Examples of Recommended Planting Types
Note: For recommended palette of tree types, see Section 4.8.

Standards

S3.13.1 **VEGETATION IN A HISTORIC DISTRICT.** Vegetation within the Project shall be designed to be compatible with the UIW Historic District and recognizable as part of a new, additive landscape. For details on Street Trees and Plantings, see Section 4.8 Street Planting.

S3.13.2 **RAIN WATER GARDEN, MEADOWS AND PERENNIALS.** The proposed gardens and meadow areas of the Project shall serve as a natural counterpoint to the industrial character of the pavement and historic buildings. Gardens shall serve to frame settings for groups of all sizes to enjoy the views of the Bay. In addition, certain gardens may also address stormwater run-off in the event that the overall stormwater management program requires it.

Other factors include: hardiness, drought and salt-tolerance, low maintenance, and aesthetic character.

Guidelines

G3.13.1 **PLANTING TYPE.** Meadow grasses should be dominated by native switch grass, wild rye, and California oat grass, accented by torch aloe, germander sage, and lavender, and further enriched with herbaceous perennials including sages, blazing star, cardinal flower, and bold succulents, such as agaves, aeoniums, and aloes. Existing plantings, such as fennel and yarrow, are also acceptable.

G3.13.2 **PERMITTED SPECIES.** Tree species listed in G4.8.1 are encouraged throughout the open space network.

Sidewalk with Stormwater Planter

Perennial Garden

Overly Ornamental Planting

FIGURE 3.13.3: Rain Water Garden, Meadows and Perennials

✕ Denotes noncompliant condition

3.14 STORMWATER MANAGEMENT

Water is a precious resource in California, the Bay Area, and at the site. Water will be used to support a range of sustainable and vegetated landscapes. Stormwater management will be designed in compliance with the San Francisco Stormwater Management Requirements (SMR), and reduce overall stormwater flows from the Project.

Standards

S3.14.1 **STORMWATER DESIGN.** The Project is located within a combined sewer area, where stormwater is treated at a plant downstream. The Project shall be required to reduce the rate and volume of stormwater runoff during the design-level event in accordance with the San Francisco SMR. This may be achieved through a variety of best management practices (BMP), including storage, local treatment for reuse, and green infrastructure, where feasible, to manage runoff from across the site including streetscape areas.

CONSIDERATIONS

- Detention, such as structural soil cells, cisterns, or underground storage vaults, should be used as the primary means to manage stormwater as required prior to release. Green infrastructure technology including rain gardens, bio-retention in lawn, meadow and plaza areas, may be utilized where appropriate.

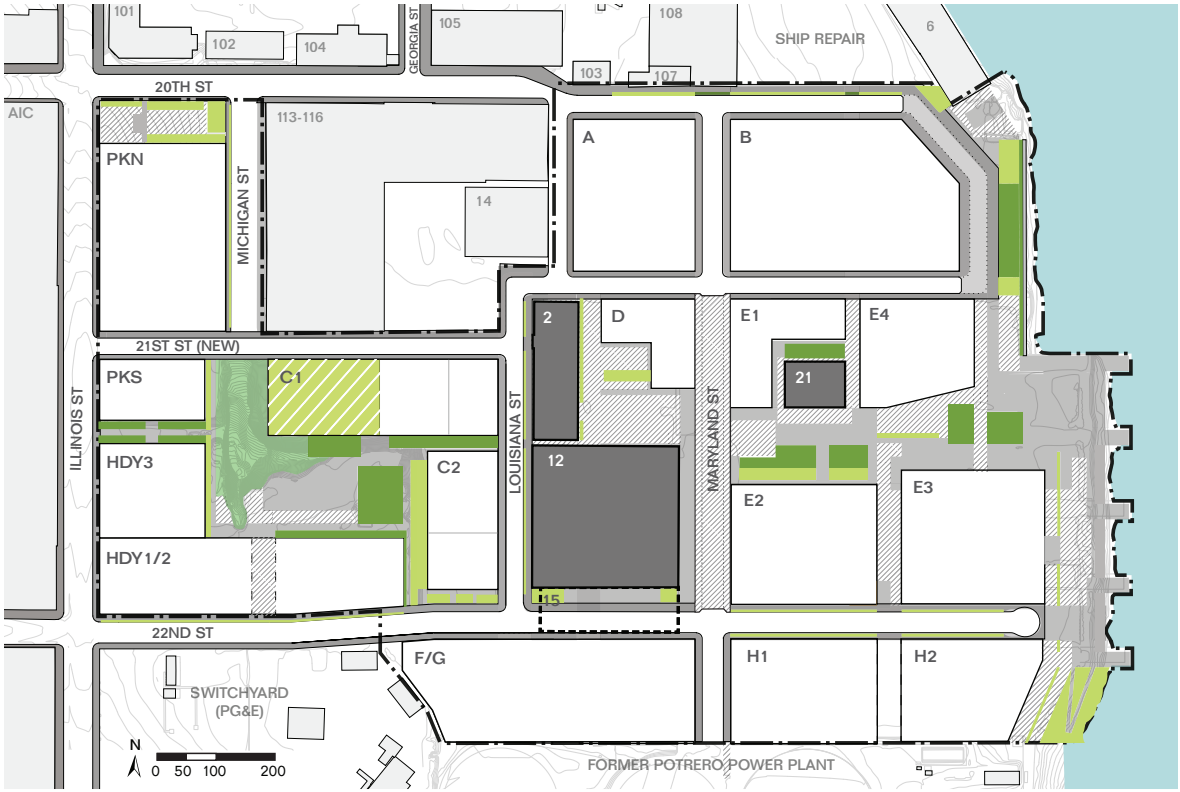


FIGURE 3.14.1: Illustrative Stormwater Management Plan

Planted Catch Basin

Stormwater Runnel

Planted Stormwater Filter Strip

Bio-swale

FIGURE 3.14.2: Stormwater Management - Soft Condition

Stormwater Runnel

FIGURE 3.14.3: Stormwater Management - Hard Condition

Bio-Swale With Limited Vegetation

FIGURE 3.14.4: Compliant and Noncompliant Stormwater Management Design

✖ Denotes noncompliant condition

3.15 MATERIALS

With attention to tactility and detail, the open space materials and design honor the site's past as a working waterfront, and complement the site's textured and layered character.

FIGURE 3.15.1: Existing Site Materiality

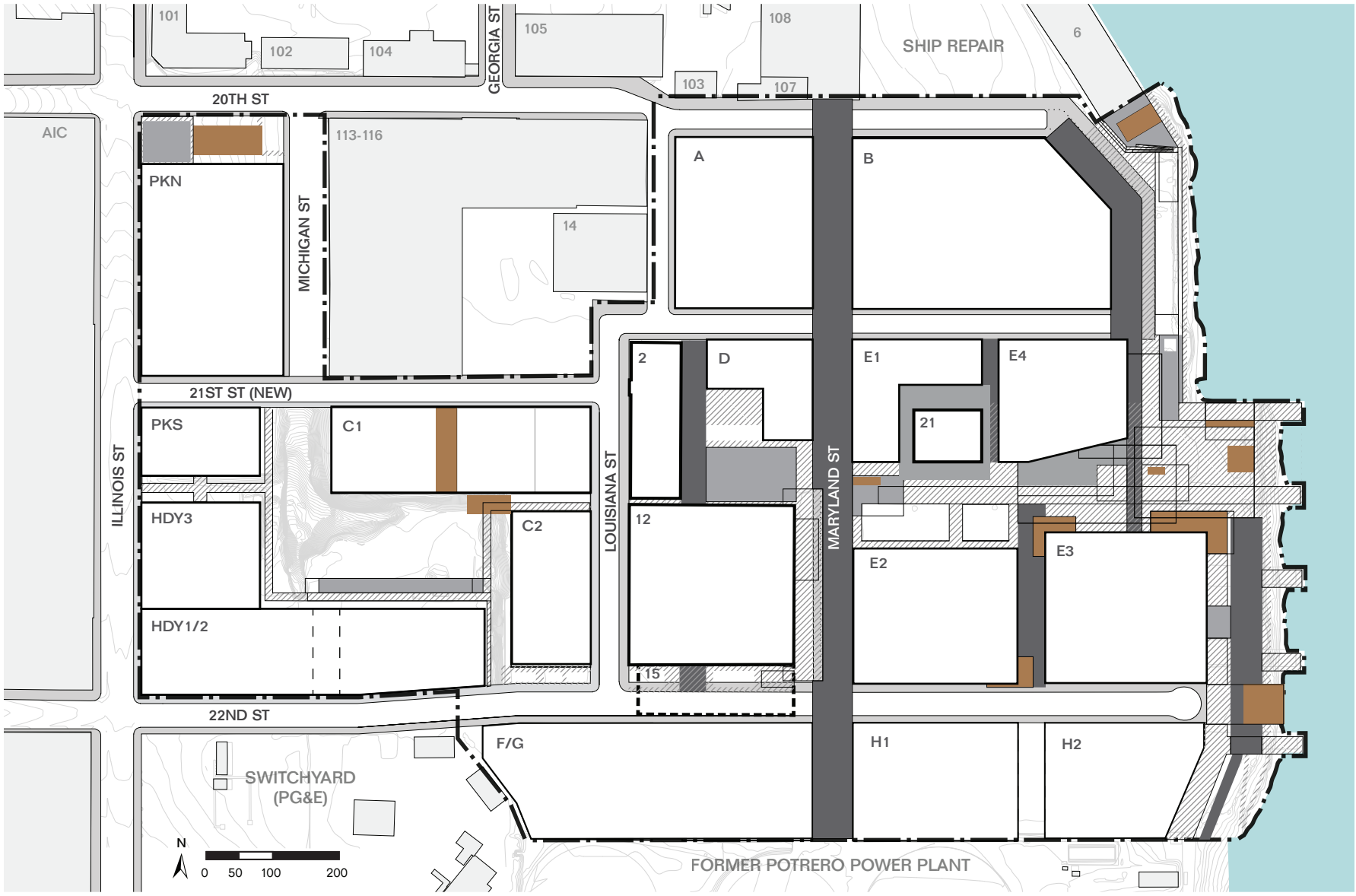


FIGURE 3.15.2: Illustrative Open Space Materials Plan

Tactile Floors (S3.15.2)
Plazas - Highlight (S3.15.3)
Plazas (S3.15.3)
Sidewalks
Decks + Terraces (S3.15.4)
Mosaic Frames (G3.15.1)

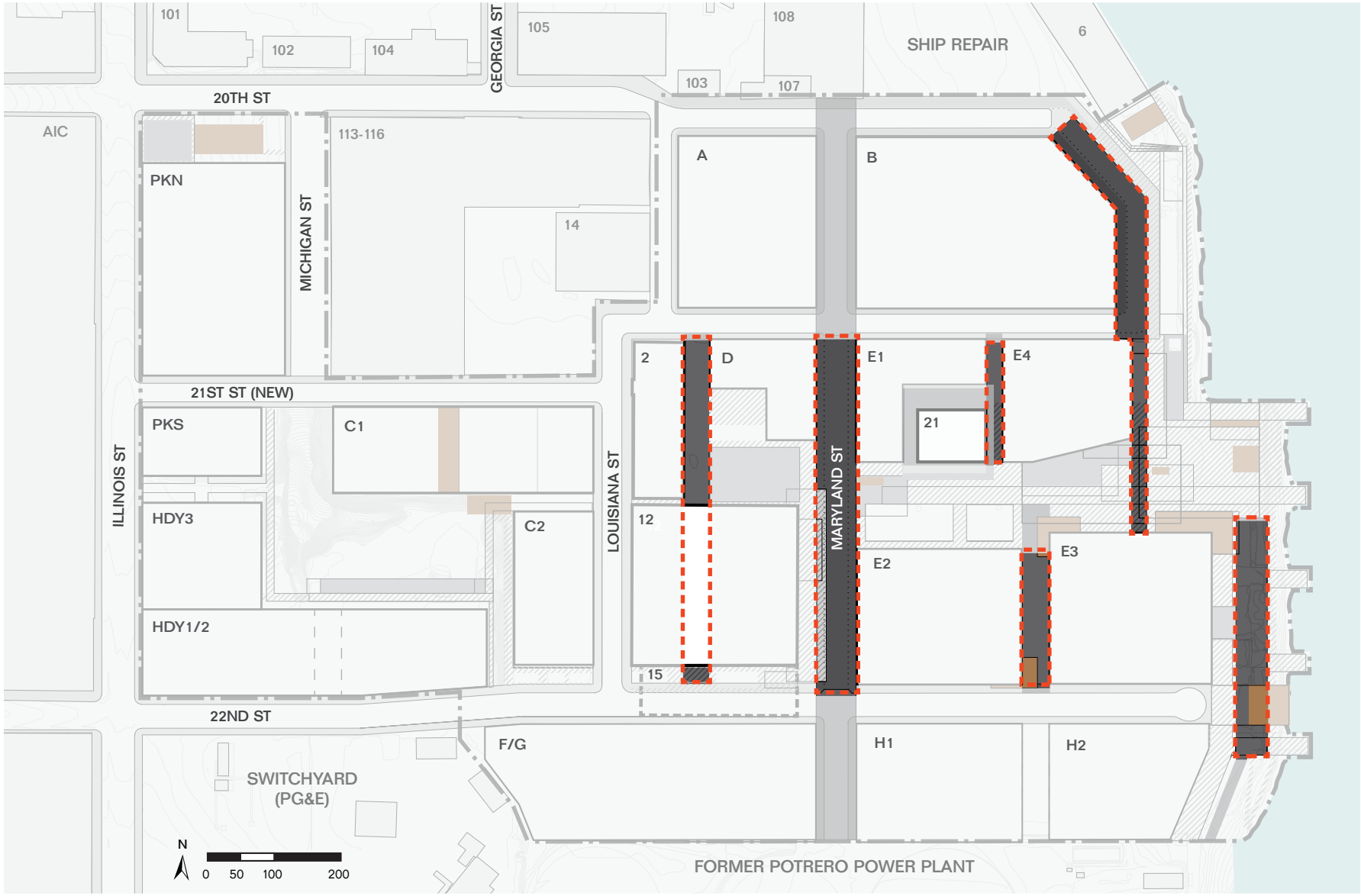


FIGURE 3.15.3: Illustrative Open Space Materials – Priority Zones Plan

Standards

S3.15.1 **CHARACTER.** Materials and treatment of public spaces and streets, including material grain, color, texture and technique of assembly, shall relate to the industrial history and qualities of the site while avoiding the appearance of false historicism. All paving surfaces shall use materials that can withstand extensive daily use and wear-and-tear.

S3.15.2 **TACTILE FLOOR.** Tactile floors are intended to distinguish the north-south promenades as distinctive linear rooms with pavements that are highly tactile and pedestrian-friendly, as shown in Figure 3.15.2. Figure 3.15.3 designates priority areas required for tactile floors. The tactile floor materials shall be made with small pavers such as cobble, brick, or unit pavers to prioritize and enrich the pedestrian experience. In contrast to the other treatments within the Project, which are cast in place (CIP) concrete or asphalt, the designated priority areas shall be distinctive with a highly tactile material finish.

- Permitted tactile floor materials include: stone paver, tumbled concrete paver, split-face granite cobble, brick, and smooth concrete paver.
- Stamped concrete and asphalt shall not be used as a tactile floor material.
- Permitted color palette is grey, both warm and cool tones, as these are indicative of historical pavements.

FIGURE 3.15.4: Tactile Floor


Stone Paver


Split-Face Granite Cobble


Smooth Concrete Paver


Tumbled Concrete Paver


Brick


Stamped Concrete and Asphalt

FIGURE 3.15.5: Compliant and Noncompliant Tactile Floor Materials

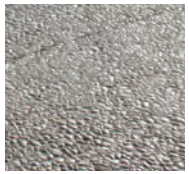
✕ Denotes noncompliant condition

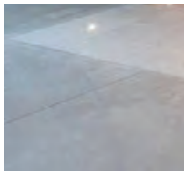
S3.15.3 **PLAZAS.** Materials for plazas shall consider daily pedestrian use, as well as loading for emergency vehicles or large-scale installations.

- The materials shall provide level surfaces onto which furnishings, stages and elements can be placed.
- Permitted plaza materials include: exposed aggregate concrete, CIP concrete, and split-face granite cobble.
- Stamped concrete shall not be used in plazas.

FIGURE 3.15.6: Plazas


Split-Face Granite Cobble


Exposed Aggregate Concrete


CIP Concrete


CIP with Broom Finish


Stamped Concrete

FIGURE 3.15.7: Compliant and Noncompliant Plaza Materials

✖ Denotes noncompliant condition

S3.15.4 **DECKS AND TERRACES.** Decks and terraces shall serve as spaces for gathering, lounging, and dining.

- Decks and terraces shall provide level surfaces onto which furnishings, stages, and elements can be placed.
- Permitted decks and terrace material shall include: sustainable hardwood, composite wood decking, decomposed granite, exposed aggregate concrete, and split-face granite cobble.
- Stamped concrete and asphalt shall not be used as deck and terrace material.
- The permitted color palette shall be grey, both warm and cool tones, to relate to historical pavements. Coloring integral to wood materials also permitted.

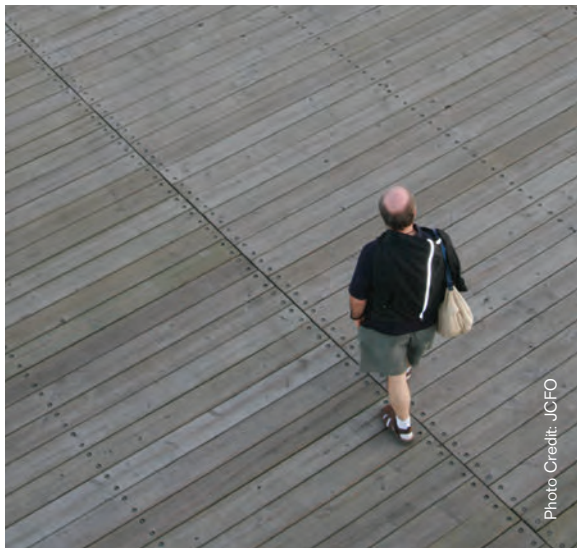
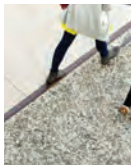


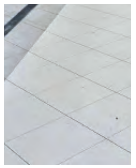
FIGURE 3.15.8: Decks and Terraces


Sustainable Hardwood


Composite Wood Decking


Decomposed Granite


Exposed Aggregate Concrete


Scored Concrete


Stamped Concrete

FIGURE 3.15.9: Compliant and Noncompliant Deck and Terrace Materials

✖ Denotes noncompliant condition

S3.15.5 **PLAY AND ATHLETIC SURFACES.** For play, athletic, and recreational surfaces, the surface materials shall be selected to withstand extensive use and minimize demand for maintenance or replacement.

- Permitted play and athletic surface material include: rubberized play surfacing, artificial turf, thermoplastic paint striping, engineered mulch, and grass.
- Mulch (except engineered mulch) shall not be used as play and athletic surface material.

FIGURE 3.15.10: Play and Athletic Surfaces


Rubberized Play Surface


Artificial Turf


Reinforced Lawn/Turf


Grass


Paved Courts with Thermoplastic Paint Striping


Engineered Mulch


Split-Face Granite Cobble


Mulch

FIGURE 3.15.11: Play and Athletic Surface Materials

✖ Denotes noncompliant condition

Guidelines

G3.15.1 **MOSAIC FRAMES.** The materials used to outline the open space mosaic frames are intended to both define outdoor "rooms" as well as evoke the industrial history of the site. The materials used should be bold and legible against adjacent materials and maintain a consistent orientation.

G3.15.2 **MATERIAL SELECTION.** Materials should be selected for their visual character (texture, color, aggregate, and finish). Use of recycled, reclaimed, recyclable, and local materials is encouraged.

G3.15.3 **PATTERNS.** Surfaces should not be designed with elaborately applied patterns. Any patterning should be the pragmatic result of the use of unit pavers.

CONSIDERATIONS

- The overall character of surface materials within the Project's open spaces should use a consistent palette but allow for shifts and variation in order to differentiate the use and varying character of smaller open spaces.
- Use of light-reflective paving is encouraged to reduce heat island effect.
- Where feasible, open space design is encouraged to incorporate reuse of existing cobblestones recovered from 20th Street.

FIGURE 3.15.12: Examples of Mosaic Frames

3.16 SITE FURNISHING

Site furnishings within the Project will invite people to linger. The primary materials for furnishings are concrete, steel, and wood – either reclaimed from found beams and structures or crafted from resilient hardwood – to evoke the industrial character of the site.

Site furnishings include dining seating, lounge seating, benches, bicycle racks, and receptacles. Furnishings should be oversized, to evoke the industrial heritage of the site, and encourage gathering and sociability. Specialized large-scale picnic tables accommodate individuals and larger groups, with long, communal tables offering a unique dining experience on the waterfront. Movable tables and chairs are arranged throughout the open space. Wood, stone, and concrete materials are preferred for seating surfaces. Café and outdoor seating may serve retail and restaurants, or be publicly accessible.

◢ Standards

S3.16.1 **SEATING DESIGN.** Seating shall be designed to be generous to allow people to sit, stand, lounge, lie, huddle, and gather on landscape furniture, all oriented to the activity or views. Seating shall include different types to accommodate all ages: chairs, benches, and chaise lounges.

S3.16.2 **CUSTOM FURNISHING.** Custom site furnishing in the Project shall include large-scale features to evoke industrial heritage and encourage sociability. Furnishings shall provide a range of elements that support the programmatic needs of the Project—sitting, lounging, gathering, dining, viewing and performing, as shown in Figure 3.16.1.

S3.16.3 **NON-CUSTOM SITE FURNISHING.** Benches, movable chairs, bollards, trash, and recycling bins shall augment the more distinctive "custom" furnishings and provide necessities across the site. The furniture shall match the material palette, form, and style of the site and be functional and provide a range of fixed and movable elements that support the programmatic needs of the Project, as shown in Figure 3.16.2.

CONSIDERATIONS

- Benches should be a mix of social and/or individual types. Oversized benches that accommodate groups of people and a variety of seating arrangements are encouraged.

CHAISE LOUNGE

PICNIC TABLE

WATERFRONT BENCH

SEATING BLOCK

BICYCLE RACK

FIGURE 3.16.1: Custom Site-Furnishing Examples

STANDARD MOVABLE CAFE TABLE AND CHAIRS
Forms and Surfaces
Column Table Vista Chairs

MOVABLE LOUNGE CHAIR
Standard Adirondack Chair

STANDARD BENCH
Landscape Forms - Multiplicity

STANDARD LITTER AND RECYCLING RECEPTACLE
Forms and Surfaces
Universal

FIGURE 3.16.2: Non-Custom Site Furnishing Examples

3.17 VIEWING PAVILIONS

To heighten and dramatize the experience of viewing the Bay and City, the open space design calls for a series of Viewing Pavilions. These large-scale open space installations are all located and positioned to orient visitors towards the most striking views, each captured within the rectilinear frames of the pavilions.

Standards

S3.17.1 **FRAMING VIEWS.** The Viewing Pavilions shall be designed as framing devices to strategically highlight and frame iconic views of the City and the Bay.

S3.17.2 **DESIGN.** Viewing Pavilions shall be predominantly open and incorporate the following elements: a framing structure highlighting a key view; a deck that is delineated from the surrounding area with a distinct ground treatment and/or an elevation change; softscape or hardscape areas to support informal activities and leisure; and interpretive elements as appropriate.

S3.17.3 **ORIENTATION.** The frames shall function as orientation devices and double-sided gateways, framing views out to the City and Bay, as well as views back into the site.

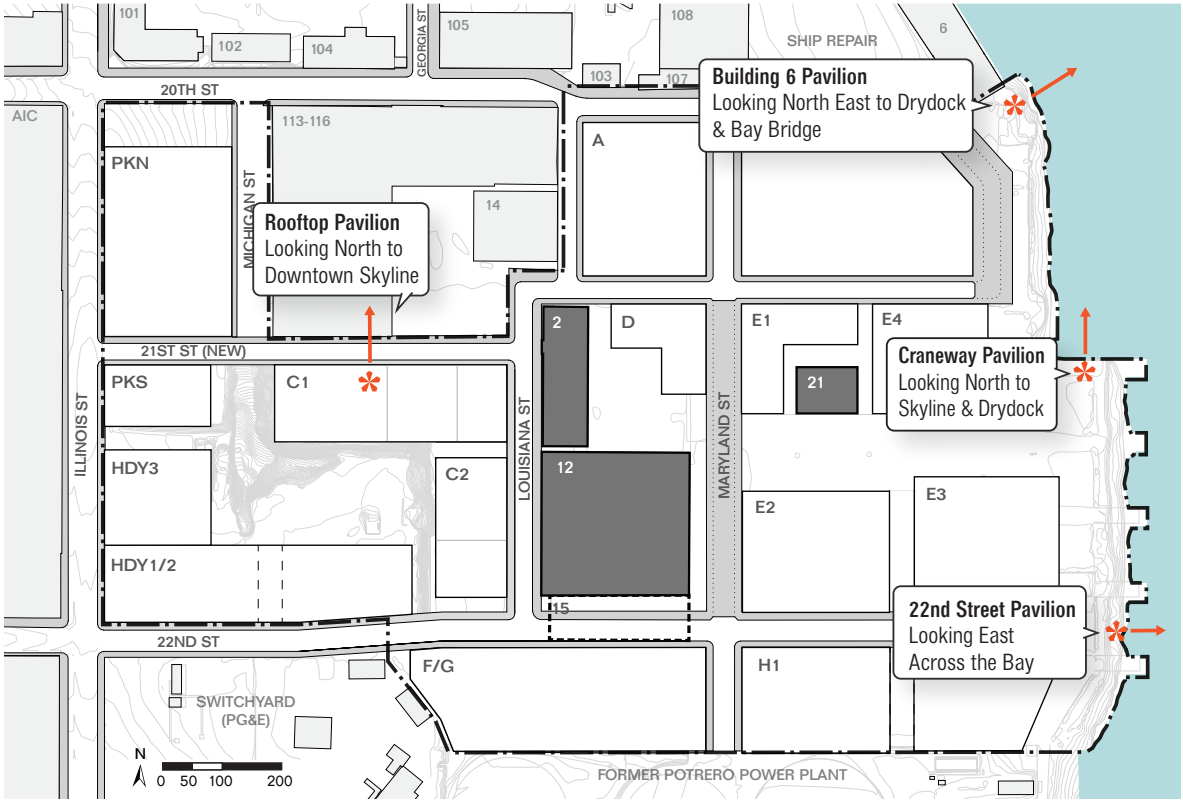


FIGURE 3.17.1: Illustrative Viewing Pavilions Locations Plan

Suggested Location for Viewing Pavilion
Direction of View

Building 6 Viewing Pavilion

Craneway Viewing Pavilion

Rooftop Open Space Viewing Pavilion

FIGURE 3.17.2: Illustrative Renderings of Viewing Pavilions

CONSIDERATIONS

- The design and dimensions of the framing structures should evoke the materiality and industrial scale of the site, with a suggested minimum height of 15 feet.

Photo Credit: Shae Rocco / Forest City

Pier 70
Illinois Street and 22nd Street

4 STREETS AND STREETSCAPES

4.1 TRANSPORTATION OVERVIEW

The Project's streets and streetscapes are intended to create a truly urban network that facilitates easy and enjoyable movement by pedestrians and bicyclists, while providing efficient movement for passenger and service vehicles. Streets will be designed in compliance with the Pier 70 SUD Transportation Plan and Pier 70 SUD Infrastructure Plan. Street designs will additionally support goals of Vision Zero SF.

The Pier 70 Project Site is located adjacent to numerous forms of transportation including the MUNI T Line, 22 and 48t bus routes, and is a short distance from Caltrain and I-280. The site is also connected to recreational and commuter cycle routes.

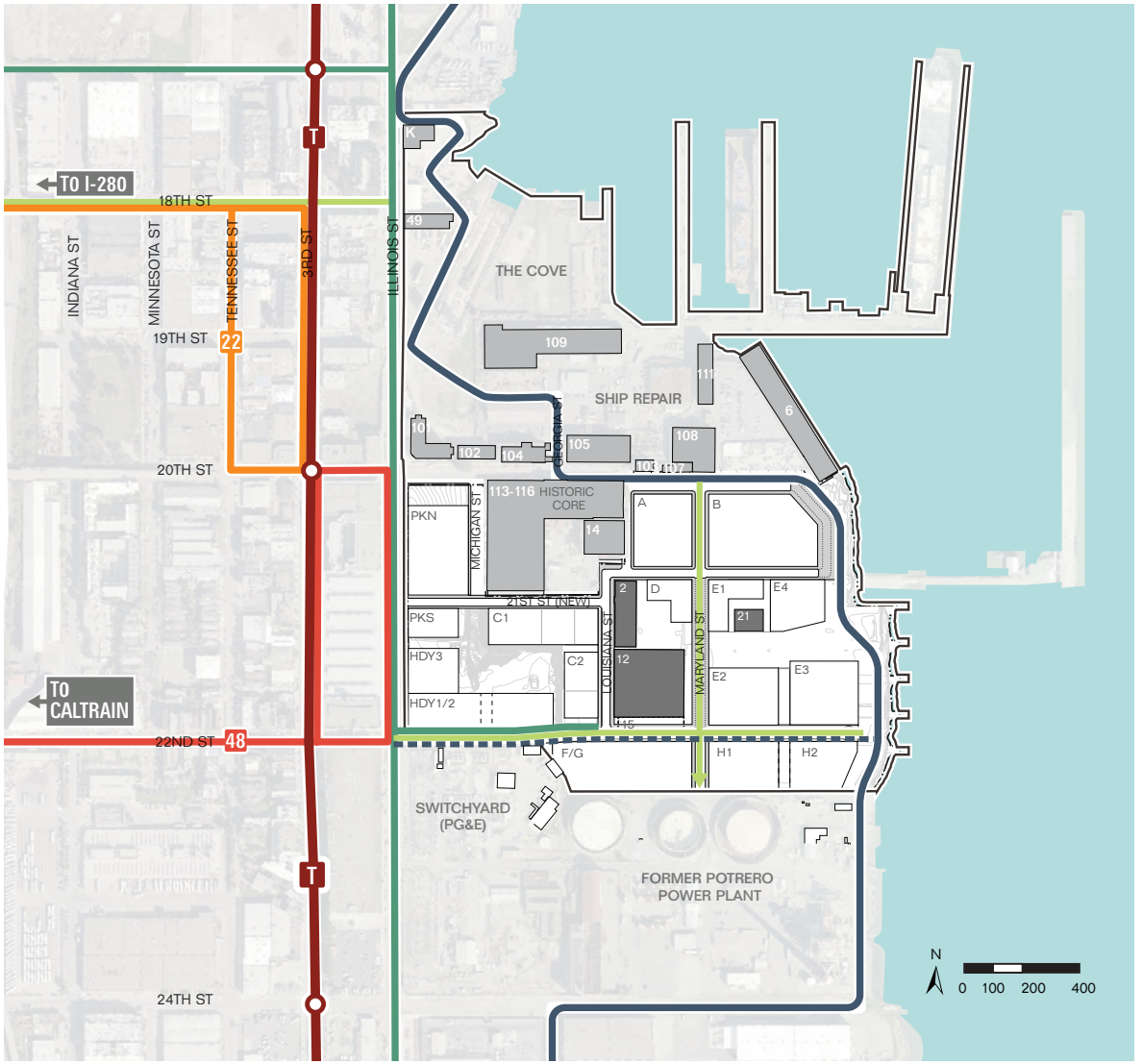


FIGURE 4.1.1: Transportation Context

4.2 STREET HIERARCHY AND CHARACTER

The streets and their design build upon the grid of the surrounding neighborhood, extending eastward to connect to the waterfront and linking together north-south streets to create continuity with adjacent future development. Pier 70 Project streets range in character depending on their function, adjacent land uses, and their proximity to the Historic Core, as illustrated in Figure 4.2.1. Design intent for each street segment is described further in Section 4.11.

The public right-of-way (ROW) is the space of a public street bounded by property lines on opposite sides of the street. The ROW must accommodate a comprehensive set of mobility, infrastructure, and streetscape elements, including facilities for pedestrians and bicyclists, persons with disabilities, vehicular access (cars, trucks, shuttles, and transit), utilities, stormwater management, furnishings, plantings, and storefronts. Mid-block passages provide additional circulation and access for parking and loading. The intent of the Project street network is to balance the overall objectives while maintaining consistency with the site's historic character.

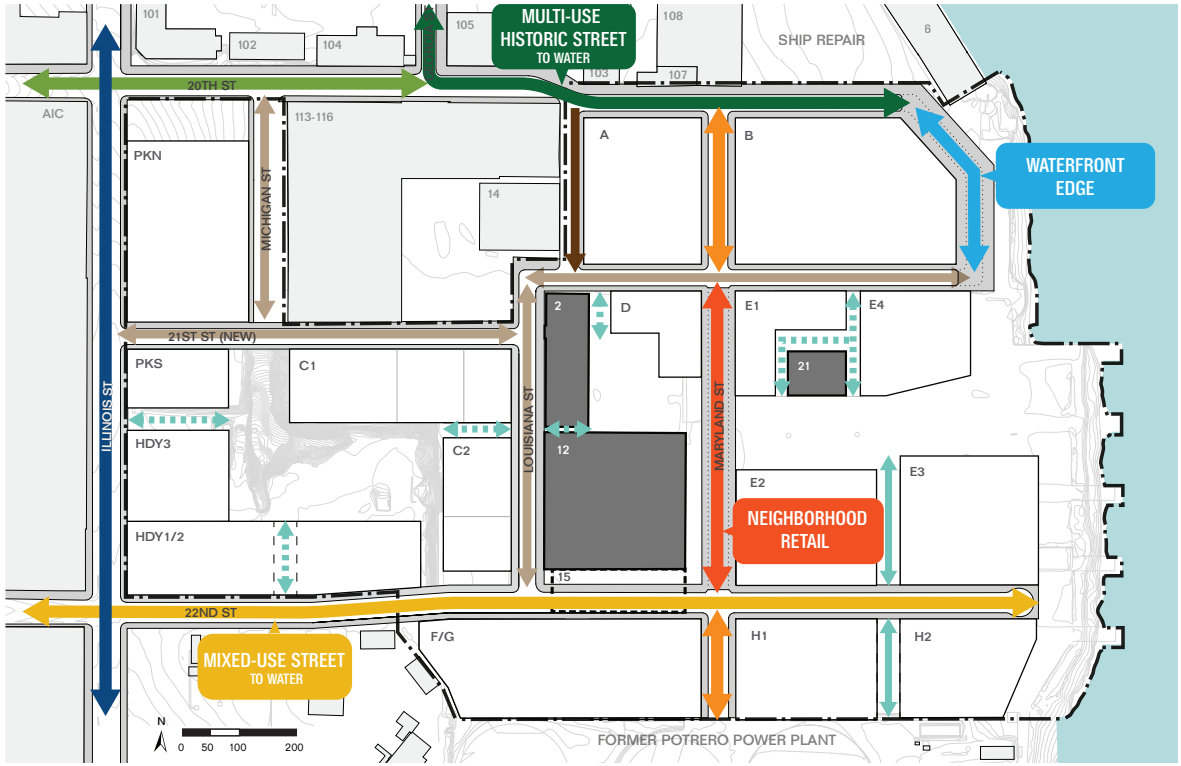


FIGURE 4.2.1: Street Character Intent

Note: Michigan Street public ROW will terminate at 150 feet, with private vehicular usage permitted beyond.

- *Industrial/Service Connection*
- *Industrial/Historic Connection*
- *Neighborhood Mixed-Use*
- *Neighborhood Retail*
- *Waterfront Edge*
- *Mixed-Use Street to Water*
- *Multi-Use Historic Street to Water*
- *Alleys for Vehicular & Loading Circulation*
- *Service Alley & Light Industrial*
- Mid-Block Passage Vehicular Access Permitted
- Mid-Block Passage No Vehicular Access Permitted

Standards

S4.2.1 **PUBLIC RIGHT-OF-WAY.** All public ROWs shall be open to the sky. The only location with a permitted permanent structure over the roadway shall be at 22nd street if Building 15's structural frame is retained.

20th Street, 22nd Street, and Maryland Street serve residential, commercial, and retail uses in addition to some light-industrial uses. For these streets, public ROW widths shall be between 55 feet to 67 feet to provide ample space for pedestrian circulation and effective vehicular circulation.

21st Street, Louisiana Street North, Louisiana Street South and Michigan Street will have less activity with fewer pedestrian-focused frontages and more service loading. ROW widths shall be limited to a range from 30 feet to 55 feet.

S4.2.2 **RAISED STREETS.** Maryland Street between 21st Street and 22nd Street serves as a bridge between two public open spaces – Slipways Commons and Market Square. This segment of Maryland shall be a Raised Street or Shared Public Way. It is intended that the street will be able to be closed to all vehicular traffic for events in the adjacent open spaces and in Building 12.

Additionally, 20th Street at the waterfront shall be a Raised Street or Shared Public Way in order to connect pedestrians to the waterfront park.

Guidelines

G4.2.1 **PEDESTRIAN AND BICYCLE PRIORITY.** Traffic calming measures such as raised traffic tables and specialty paving treatments are encouraged. Implementation is subject to coordination with City agencies.

G4.2.2 **RAISED STREETS.** Because Raised Streets assist in traffic calming and emphasize pedestrian and bicycle priority, application of Raised Street treatment is encouraged where pedestrian priority is appropriate (in addition to the segments required by S4.2.2).

RAISED STREET

A Raised Street promotes priority use by pedestrians by applying a continuous single surface treatment across the width of the street and flush curbs. A Raised Street is a variation on the San Francisco Better Streets Plan (BSP) "Shared Public Way." While both street types, Raised Streets and Shared Public Ways, prioritize pedestrian usage and traffic calming measures, Shared Public Ways promote pedestrian usage throughout the roadway, whereas Raised Streets provide crosswalks to designate where pedestrians have priority to cross. The goal of designating Raised or Shared Streets is to calm traffic to create a safe environment that encourages public recreational use. Additionally, such streets emphasize public open space character, and provide more flexible configurations to allow for unencumbered movement during events when streets are closed.

STREET NETWORKS

4.3 PEDESTRIAN NETWORK

The streets within the Project are designed to create a safe and comfortable experience for travelers of all modes, especially pedestrians. As shown in Figure 4.3.1, the open space — from Buildings 2 and 12, and through Maryland Street to the waterfront — provides a large, contiguous, pedestrian-first area. A mix of both direct and meandering pathways provides multiple ways for one to traverse from Illinois Street to the waterfront.

The San Francisco Better Streets Plan (BSP) outlines the following zones within the public ROW, of which, frontage, throughway, furnishing and edge zones constitute a typical sidewalk, as illustrated in Figure 4.3.2:

FRONTAGE ZONE

"The area adjacent to the property line where transitions between the public sidewalk and the space within buildings occur."

THROUGHWAY ZONE

"The portion of the sidewalk for pedestrian travel along the street."

FURNISHING ZONE

"The portion of the sidewalk used for street trees, landscaping, transit stops, street lights, and site furnishings."

EDGE ZONE (OR CURB ZONE)

"The area used by people getting in and out of vehicles parked at the curbside."

PARKING ZONE (OR EXTENSION ZONE)

"The area where pedestrian space may be extended into the parking lane, via features such as bulb-outs with mid-block plazas."

Source: San Francisco Better Streets Plan, Chapter 4 Approach: Designing Great Streetscapes

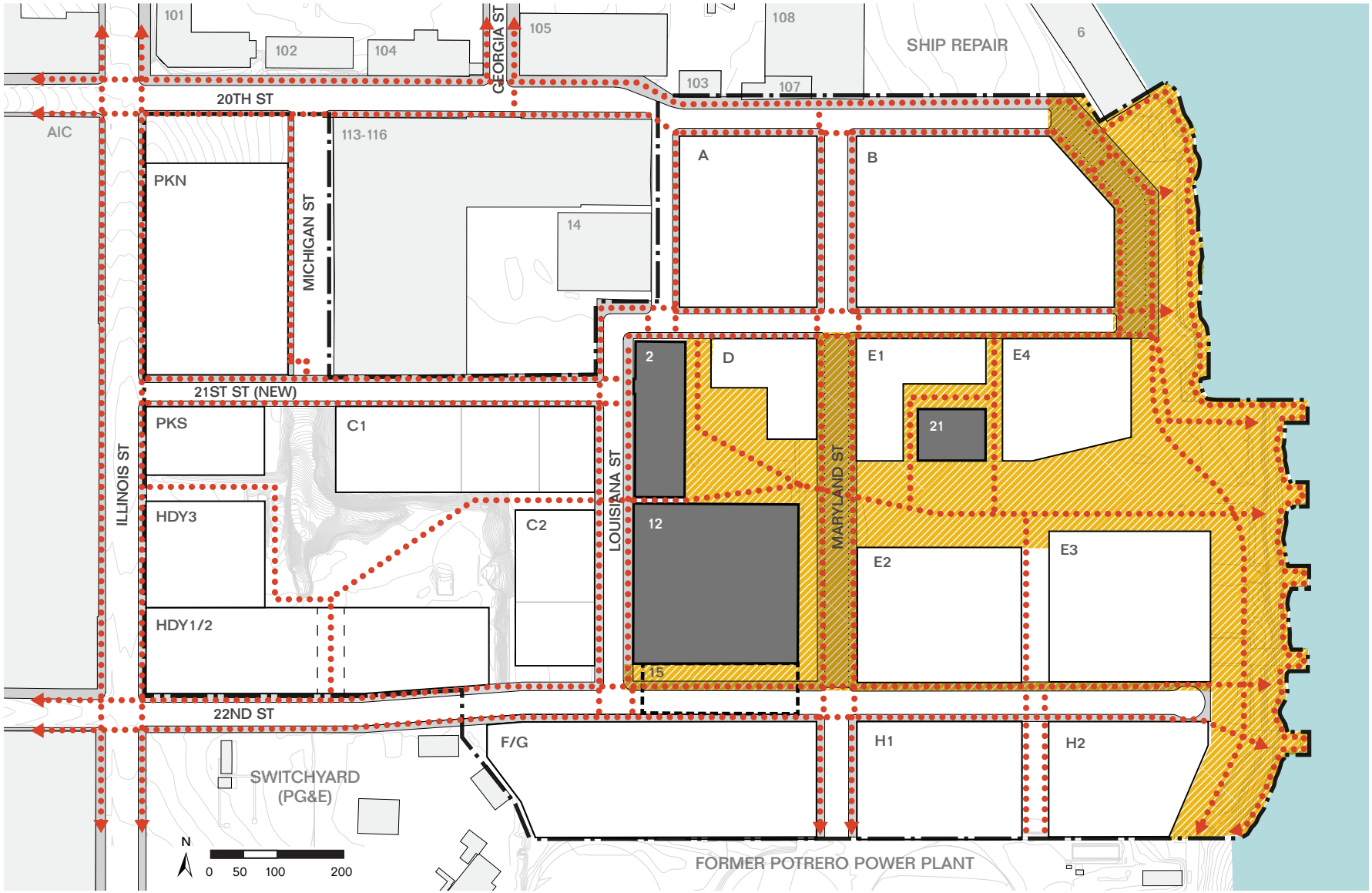


FIGURE 4.3.1: Priority Pedestrian Zone

Priority Pedestrian Zone
Pedestrian Circulation

Standards

S4.3.1 **PEDESTRIAN REQUIREMENTS.** Minimum sidewalk widths shall adhere to the standards specified for each street segment shown in Table 4.3.1.

S4.3.2 **THROUGHWAY ZONE.** All streets shall provide a minimum six-foot wide throughway zone to allow for clear and unobstructed pedestrian pathways as illustrated in Figure 4.3.3. 20th Street at the Waterfront shall provide a minimum eight-foot wide throughway zone. Throughway zones may be narrowed to a minimum width of four feet where curb ramps restrict width at street intersections.

S4.3.3 **PEDESTRIAN ELEMENTS.** The pedestrian network shall include pedestrian elements in the frontage and furnishing zones such as awnings, street trees, lighting, architectural features, and signage for lively, compelling streets. Infrastructure and non-contributing elements shall be located in non-intrusive locations, and consolidated wherever possible, per S4.9.2.

S4.3.4 **PRIORITY PEDESTRIAN ZONE.** The priority pedestrian zone indicated in Figure 4.3.1 shall be designed with attention to paving, materiality, signage and other pedestrian friendly elements in order to encourage pedestrian movement throughout the priority zone.

Guidelines

G4.3.1 **CURB EXTENSIONS.** Curb extensions, or bulb-outs, are encouraged on corners and mid-block locations wherever feasible in order to increase pedestrian visibility, shorten pedestrian crossing distances, visually narrow the roadway, and slow turning vehicles. This may be coordinated in tandem with other traffic calming measures as described in G4.6.1.

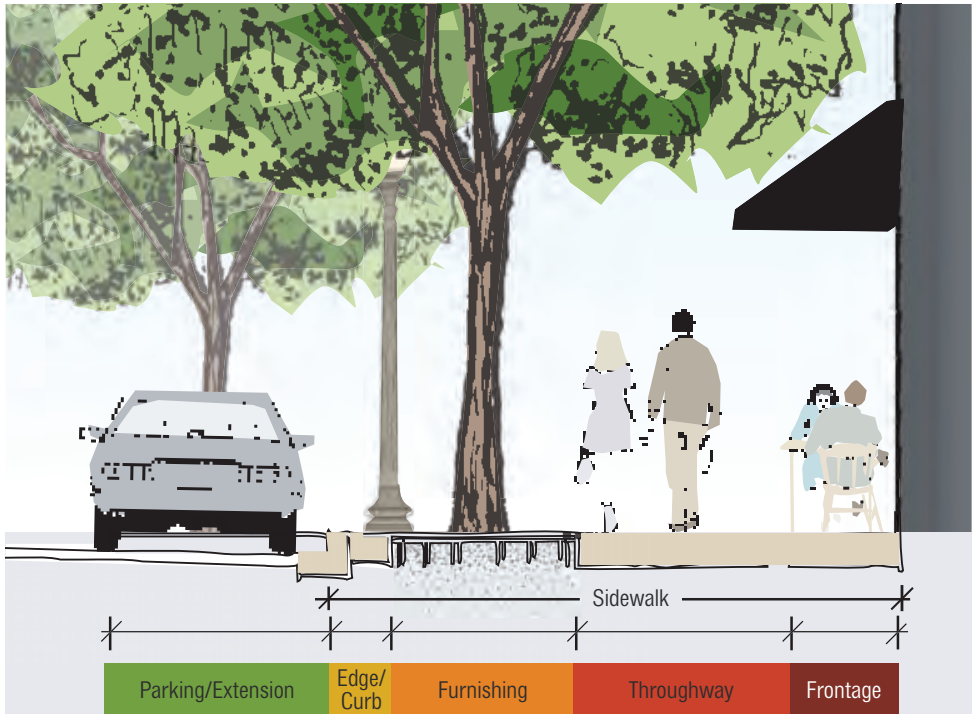


FIGURE 4.3.2: Sidewalk Zones Section
Source: SF Better Streets Plan

CONSIDERATIONS

- Placement of pedestrian amenities such as seating should be integrated into streetscapes.

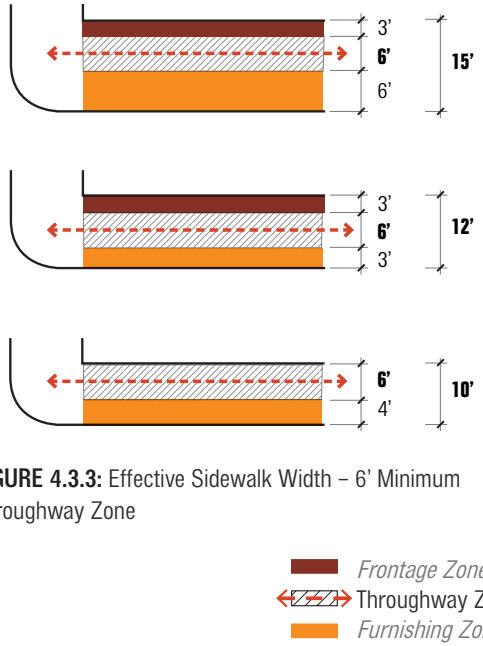


FIGURE 4.3.3: Effective Sidewalk Width – 6' Minimum Throughway Zone

TABLE 4.3.1: Minimum Sidewalk Widths

STREET SEGMENT	MINIMUM SIDEWALK WIDTH (West side / East side) or (North side / South side)
20th Street between Illinois Street and Georgia Street	14'[a]/14'[a]
20th Street between Georgia Street and Louisiana Street	16' (BT)[a]/11'[a]
20th Street between Louisiana Street and the Waterfront	16' (BT)/12'
20th Street at the Waterfront	15'[b]/20' (BT)
21st Street between Illinois Street and Louisiana Street	9.5'/9.5'
21st Street between Louisiana Street and the Waterfront	9'[b]/9'
22nd Street between Illinois Street and the Waterfront	12'/12'[c]
Maryland Street	12'/12'
Louisiana Street between 20th Street and 21st Street	- /9'
Louisiana Street between 21st Street and 22nd Street	12'[b]/12'
Michigan Street	10'/ -

[a] Width may vary at points due to irregular historic building frontages

[b] Width may be reduced for truck turning near intersections

[c] Width may be reduced to accommodate Building 15 footings

Note: BT=Bay Trail (See Section 4.5)

4.4 MID-BLOCK PASSAGES

Mid-block passages are publicly accessible pedestrian and vehicular routes that create a connection between public streets and/or open spaces. Selected mid-block passages are pedestrian-only and closed to motorized vehicles, though accessible by emergency and maintenance vehicles. Select required mid-block passages are permitted to have building connectors above the passage, as noted in Table 4.4.1 and Section 6.17.

Standards

S4.4.1 **MID-BLOCK PASSAGE LOCATIONS.** At least one mid-block passage shall be required in the locations indicated in Figure 4.4.1. Each passage may be located anywhere within the illustrated allowable easement zone.

S4.4.2 **MID-BLOCK PASSAGE DIMENSIONS.** All mid-block passages with vehicular access shall meet the minimum width requirement of 25 feet. Pedestrian-only mid-block passages shall be a minimum of 20 feet in width (except the existing passage between Buildings 2 and 12). Required mid-block passages shall further comply with the minimum dimensions per location listed in Table 4.4.1, and Figure 4.4.1 regards building connectors above. Refer to Section 6.17 for more information on building connector standards.

S4.4.3 **MID-BLOCK PASSAGE DESIGN.** Passages shall be appropriately lit and passages that have building connectors above shall contain at least one direct connection to the building's lobby.

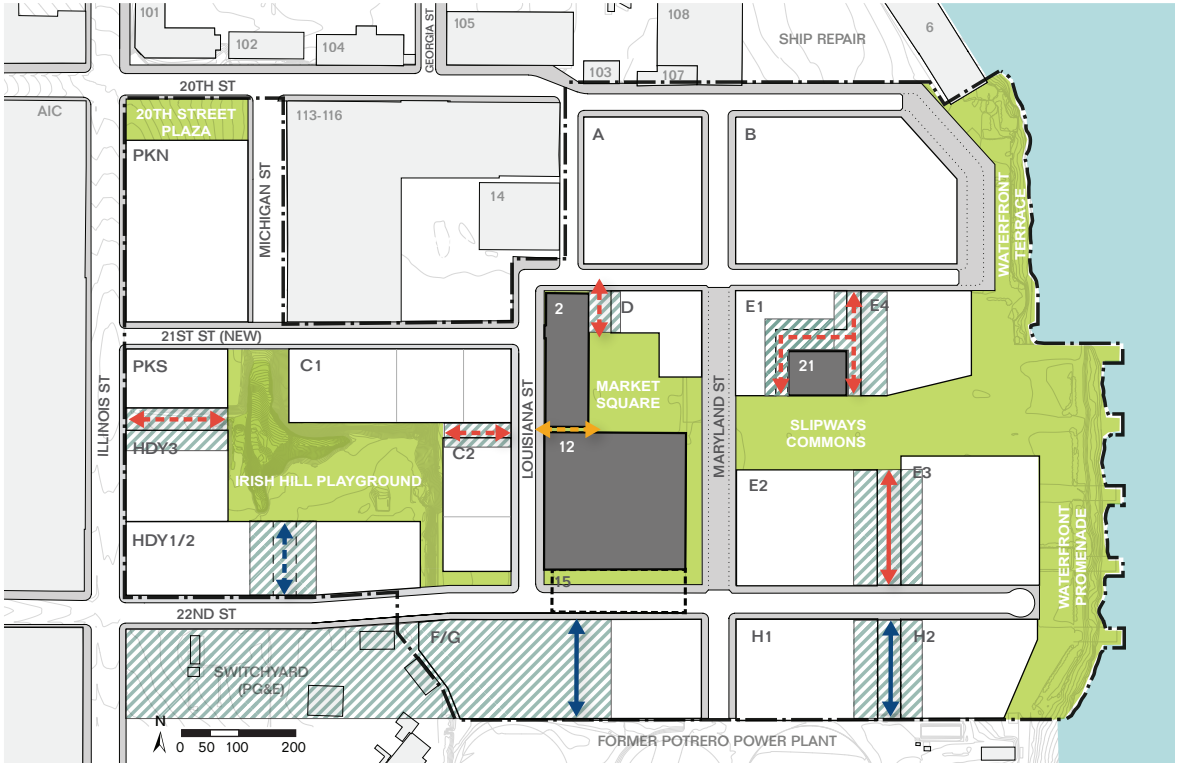


FIGURE 4.4.1: Mid-Block Passage Locations

Note: Michigan Street public ROW will terminate at 150 feet, with private vehicular usage permitted beyond. A potential mid-block passage between Maryland and Illinois Streets shall be compliant with S4.4.4.

Project Public Open Space
Allowable Easement Zone

Pedestrian and Vehicular Access
Open-to-Sky
Building Connector Permitted Above

Pedestrian Only
Open-to-Sky
Existing Passage
Building Connector Permitted Above

S4.4.4 **LOCATION OF MID-BLOCK PASSAGE BETWEEN MARYLAND AND ILLINOIS STREETS.** As described in S4.4.1, Figure 4.4.1, and Table 4.4.1, a publicly-accessible mid-block passage shall be provided in a north-south orientation west of Maryland Street, to provide connectivity from 22nd Street southward to the adjacent parcels, particularly the Potrero Power Plant site.

If a development plan for the PG&E site incorporates such a passage between Illinois Street and the western boundary of parcel F/G at the time of Appraisal Notice for parcel F/G, then parcel F/G shall not be required to incorporate a mid-block passage.

If a development plan for the PG&E site does not exist, or does not incorporate such a passage between Illinois Street and the western boundary of parcel F/G at the time of Appraisal Notice, then the final design and layout of parcel F/G shall either:

- Provide a public passage within the boundary of parcel F/G at the western border of the parcel west of any building(s); or
- Incorporate a mid-block passage within F/G that passes through or between buildings within parcel F/G.

The Planning Director shall make final determination of the appropriate treatment at the time the Developer exercises Appraisal Notice, as defined in the DDA.

TABLE 4.4.1: Minimum Dimensions for Mid-Block Passages

LOCATION	MIN. WIDTH	TYPE	ACCESS TYPE
East-West, between PKS and HDY3	40'	Open-to-Sky; Subject to S4.4.5	Pedestrian only
North-South, between E1 and E4	20'	Open-to-Sky	Pedestrian only
North-South, between E2 and E3	40'	Open-to-Sky	Vehicles Permitted
East-West, between Building 2 and Building 12	N/A	Existing Passage	Pedestrian only
East-West, and North-South between Building 21 and E1	20'	Open-to-Sky	Pedestrian only
East-West, between C1 and C2	25'	Open-to-Sky, Pedestrian Bridge permitted if both C1 and C2 have public rooftop open space	Pedestrian only
North-South, HDY1/2	40'	Building Connector Permitted Above (Section 6.17); Subject to S4.4.5	Pedestrian only
North-South, between Illinois Street and Maryland Street, south of 22nd Street	25'/40'	If located at western edge of or west of F/G parcel: 25' minimum, Open-to-Sky; If located mid-block within F/G parcel: 40' minimum, Building Connector Permitted Above (Section 6.17)	Vehicles Permitted
North-South, between H1 and H2	40'	Building Connector Permitted Above (Section 6.17)	Vehicles Permitted
North-South, between Building 2 and D	25'	Open-to-Sky	Pedestrian Only

CONSIDERATIONS

- Where feasible, pedestrian amenities, including seating, landscaping, public art, retail displays, café access, or opportunities for temporary kiosks, food, or retail trucks are encouraged in mid-block passages.

S4.4.5 **IRISH HILL PLAYGROUND PASSAGE DIMENSIONS.** As noted in Table 4.4.1, the mid-block passages between PKS and HDY3, and within HDY1/2 shall be a minimum of 40 feet in width. In order to draw in visitors and increase visibility of and access to both the Irish Hill remnant and the Irish Hill playground, at least one of the passages shall be designed to widen to 75 feet towards the playground area, as shown in Figure 4.4.3. See G6.15.2 for passage corner treatment.

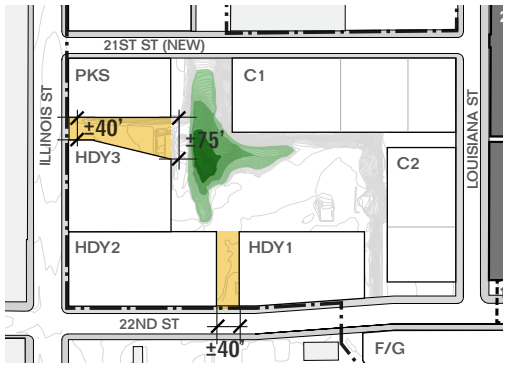
Modifications to the configuration shown in Figure 4.4.3 may be permitted so long as the design of the passage maintains a 40 feet minimum width, meets the intent described above, and has an equivalent square footage that is open and publicly accessible: a minimum of 6,800 square feet for the 22nd street passage; or a minimum of 9,700 square feet for the Illinois street passage.

Guidelines

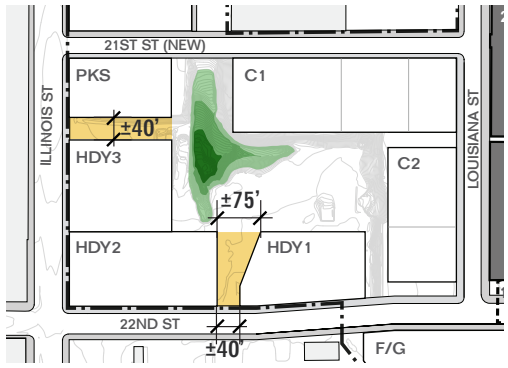
G4.4.1 **IRISH HILL PLAYGROUND PASSAGE DESIGN.** The widened passage provided per S4.4.5 should be designed as a pathway and a plaza. The plaza design is encouraged to include seating, planting, lighting, and interpretive elements, in order to invite people to linger and learn about the history of Irish Hill.

Service access, utilities, and infrastructure should be avoided or minimized within the passage to allow unobstructed public functioning and public feel of the passage and plaza. See G6.15.2 for passage corner treatment.

FIGURE 4.4.2: Illustrative View of Irish Hill Remnant from Illinois Street (40' Passage)



Widened Passage from Illinois Street



Widened Passage from 22nd Street

FIGURE 4.4.3: Irish Hill Passage Options

Active Programming, Seating, Daylighting, and Detailed Architectural Treatment

North End Way, New York, NY

Activated Corridor, Program Connections at Multiple Levels

ExCel Exhibition Centre, London, UK

Daylighting, Landscaping, Seating, Special Architectural Treatment, and Connector above

Tokyo, Japan

Narrow Activated Pedestrian Passageway between Existing Buildings

Goodrich Alley, Kansas City, MO

Residential Passage with Active Ground Floor Uses

Mission Bay North, San Francisco, CA

Narrow Residential Passage

Malmo, Sweden

Gated, Inaccessible Passage

Mission Bay North, San Francisco, CA

Inactive Frontage, Setback with Landscape as Buffer

Mission Bay, San Francisco, CA

FIGURE 4.4.5: Examples of Compliant and Noncompliant Mid-Block Passages

✖ Denotes noncompliant condition

4.5 BICYCLE NETWORK

A key goal for the Project is to foster safe and efficient bicycle circulation. At the northern end, the bicycle network extends the Bay Trail via 20th Street to Georgia Street and 19th Street. At the southern end, the Bay Trail will temporarily access Illinois Street via 22nd Street and be designed to connect to any future extension of the Bay Trail directly south of the site. The Bay Trail will be designed to support recreational bicycling.

Standards

S4.5.1 **BICYCLE REQUIREMENTS.** The Project shall include bicycle lanes, bicycle-safety-oriented street design, and bicycle-parking facilities to promote bicycling within and around the site. The bicycle network shall connect Illinois Street to the waterfront. Minimum requirements for bicycle facilities and locations shall be provided per Figure 4.5.1. For information on bicycle parking and support spaces, see Section 5.1 Bicycle Parking.

S4.5.2 **BAY TRAIL.** As a part of the regional waterfront network, the Project shall maintain continuity of the San Francisco Bay Trail (Bay Trail) along the entire length of the Project shoreline.

As defined in the 2016 San Francisco Bay Trail Design Guidelines, a "shared-use trail" shall be provided. A shared-use trail is designed for use by both bicyclists and pedestrians and provides a completely separated right-of-way for exclusive, non-motorized use with minimal cross-flow from vehicular traffic. A shared-use trail is analogous to a "Class 1" bicycle path as described in the California Highway Design Manual.

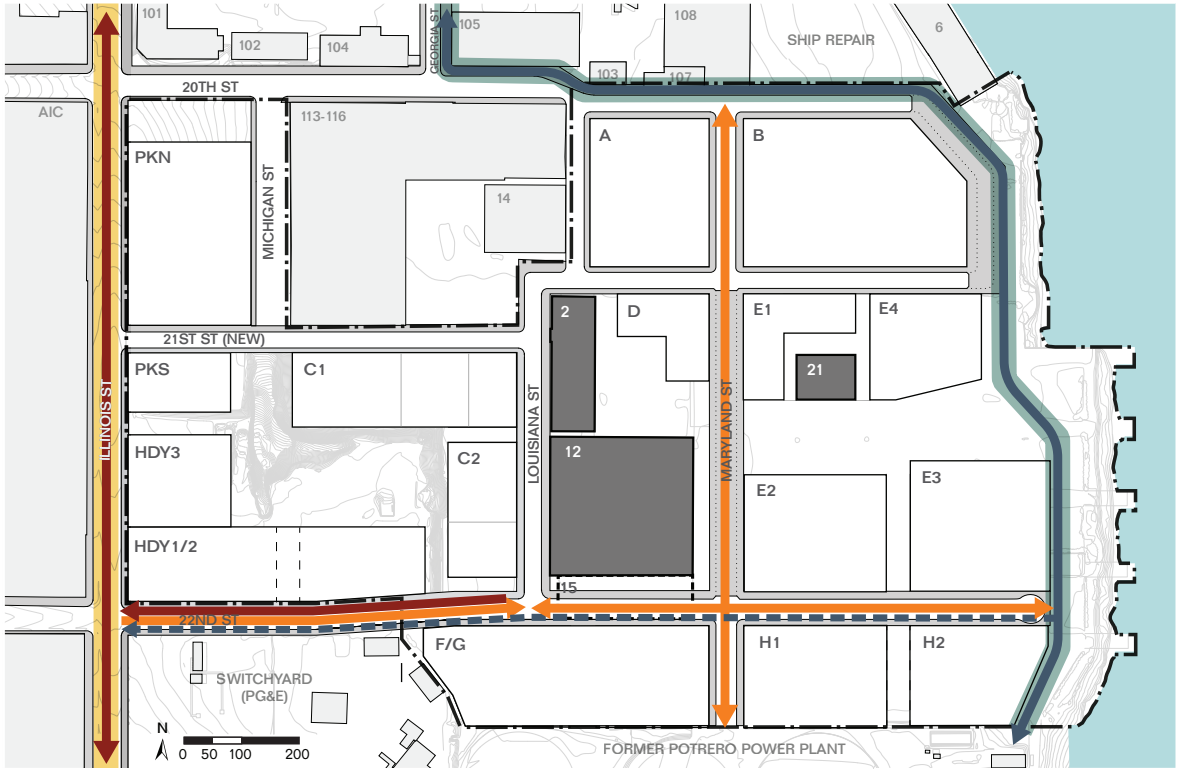


FIGURE 4.5.1: Bicycle Network

Note: Bicycle network shown above is representative of minimum bike amenities required. The Pier 70 Streetscape Master Plan (SSMP) will dictate streetscape design including bike lane locations and classifications, subject to D4D standards as approved.

Minimum widths and buffers shall be provided as listed below:

- Bay Trail along 20th Street (from Georgia Street to waterfront park): At minimum, a width of 16 feet shall be maintained for the shared use trail, including a required two-foot wide buffer between the trail and any adjacent vehicular or parking lanes.
- Bay Trail within waterfront park: At minimum, a width of 20 feet shall be maintained for the shared use trail, including a required two-foot wide buffer between the trail and any adjacent vehicular or parking lanes. A sample section of Bay Trail at Waterfront Promenade is illustrated in Figure 4.5.4. While the trail within the waterfront park is not required to be buffered from the adjacent open spaces, paving treatment of the trail shall be distinct from surrounding material.
- Required buffers may be planted, distinguished by distinct paving treatment, or provide vertical barriers such as bollards or lighting. Buffers may include the width of curb.

Where it is not feasible to provide a shared use trail (due to existing ROW limits, historic buildings or other site conditions), an alternative Bay Trail design shall be permitted, so long as it is compliant with, or provides an equivalent alternative to the bicycle and pedestrian facilities described in the 2016 Bay Trail Design Guidelines.

As shown in Figure 4.5.1, the Bay Trail shall temporarily be permitted to align with 22nd Street to connect to the existing bicycle lane on Illinois Street. The temporary alignment provides a continuous loop through the site pending development at the former Potrero Power Plant site. The design of the 22nd Street temporary alignment shall not be required to follow Bay Trail Design Guidelines.

S4.5.3 **CLASS 2 BICYCLE LANE.** Minimum width of a separated one-way bicycle lane shall be five feet. A Class 2 Bicycle Lane shall be incorporated on 22nd Street between Louisiana Street and Illinois Street for westbound bicycle movement, to ensure ease of bicycle movement along the increased slope of the segment of 22nd Street.

S4.5.4 **CLASS 3 SHARED LANES (SHARROWS).** Class 3 shared lanes provide for shared use with vehicular traffic. All Class 3 Shared Lanes shall include shared lane pavement markings, in accordance with the Manual on Uniform Traffic Control Devices (MUTCD) Figure 9C-9 bicycle-and-chevron sign, located a minimum of every 100 feet to alert all travel lane users of the shared nature of the space, as shown in Figure 4.5.2.

FIGURE 4.5.2: Example Class 3 Shared Lane (Sharrow) Pavement Marking

FIGURE 4.5.3: Example Class 3 Shared Lane (Super Sharrow) Pavement Marking

Guidelines

G4.5.1 **BICYCLE SAFETY.** In order to increase bicycle safety, colored pavement at bicycle boxes, conflict areas, or intersection crossings is encouraged to highlight bicycle and motor vehicle conflict areas.

G4.5.2 **CLASS 3 SHARED LANES (SHARROWS).** To establish safe cycling routes throughout the site, bicycle facilities should draw awareness between bicyclists and drivers. Provision of additional lane markings and stand-alone signs or roadway markers indicating lanes to be shared is encouraged, in accordance with state and federal regulations.

G4.5.3 **BAY TRAIL DEMARCATION.** The portion of the Bay Trail within the waterfront park should be demarcated from adjacent open space zones with flush edging, such as stone or steel, for clear identification and legibility.

CONSIDERATIONS

- Programs that encourage commuter and recreational cyclists (including bicycle repair and rental facilities) should be incorporated into the bicycle network, where appropriate.
- Provision of "super sharrows" as shown in Figure 4.5.3, or other similar strategies with continuous lane markings, is encouraged to create awareness of sharing lanes between bicyclists and drivers.

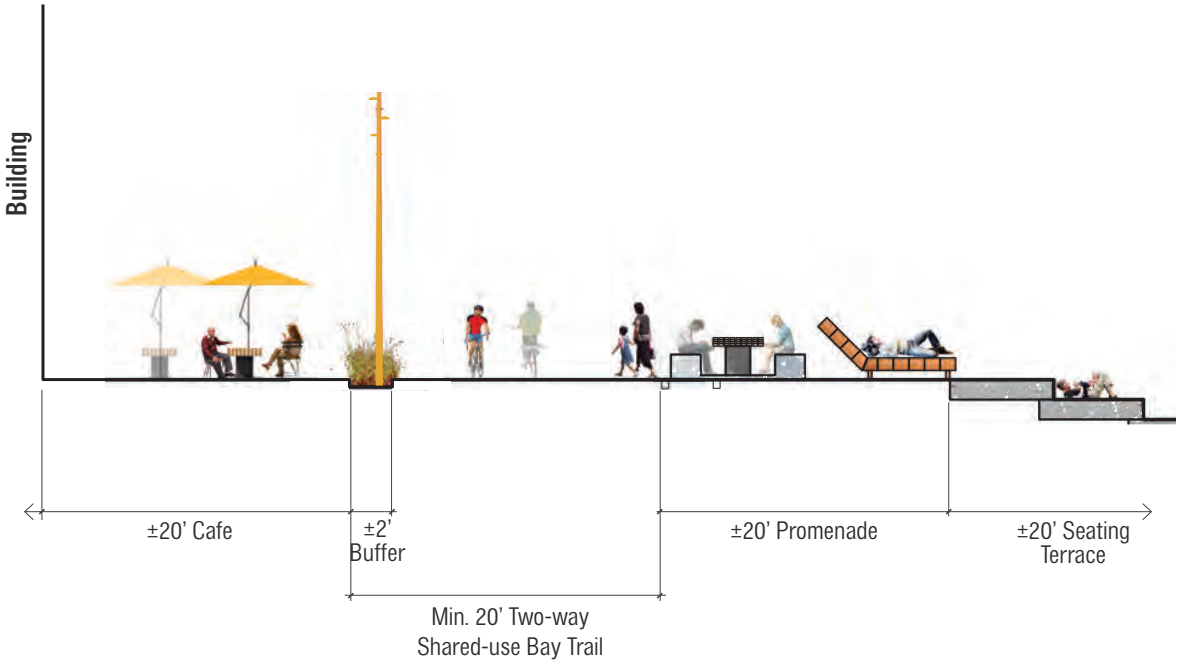


FIGURE 4.5.4: Bay Trail Section at the Waterfront Park

4.6 VEHICULAR NETWORK

All streets within the site have two travel lanes, including one lane for each direction of traffic, with the exception of Louisiana Street North, which is a one-way southbound street as illustrated in Figure 4.6.1.

Standards

S4.6.1 **TRAVEL LANE WIDTH.** Travel lanes shall be a maximum of 10 feet in width, provided there is an adjacent parking lane of eight feet. Where there is no adjacent parking lane, travel lanes shall be permitted to increase to a maximum of 11 feet in width. Eleven-foot wide travel lanes shall be permitted where MUNI access is required. Exceptions shall be permitted for the following locations:

- A 20-foot travel lane shall be permitted on Louisiana Street North to allow for continued industrial uses, and access for fire and emergency personnel at the Historic Core.
- 12-foot travel lanes shall be permitted on 20th Street at the waterfront if necessary to accommodate vehicular turning.
- 13-foot travel lanes shall be permitted on Michigan Street to allow servicing for continued industrial uses at the Historic Core.

S4.6.2 **22ND STREET TERMINUS.** Where 22nd Street intersects the waterfront park, a terminus of a minimum radius of 51 feet shall be provided for vehicular turning, as shown in Figure 4.6.1.

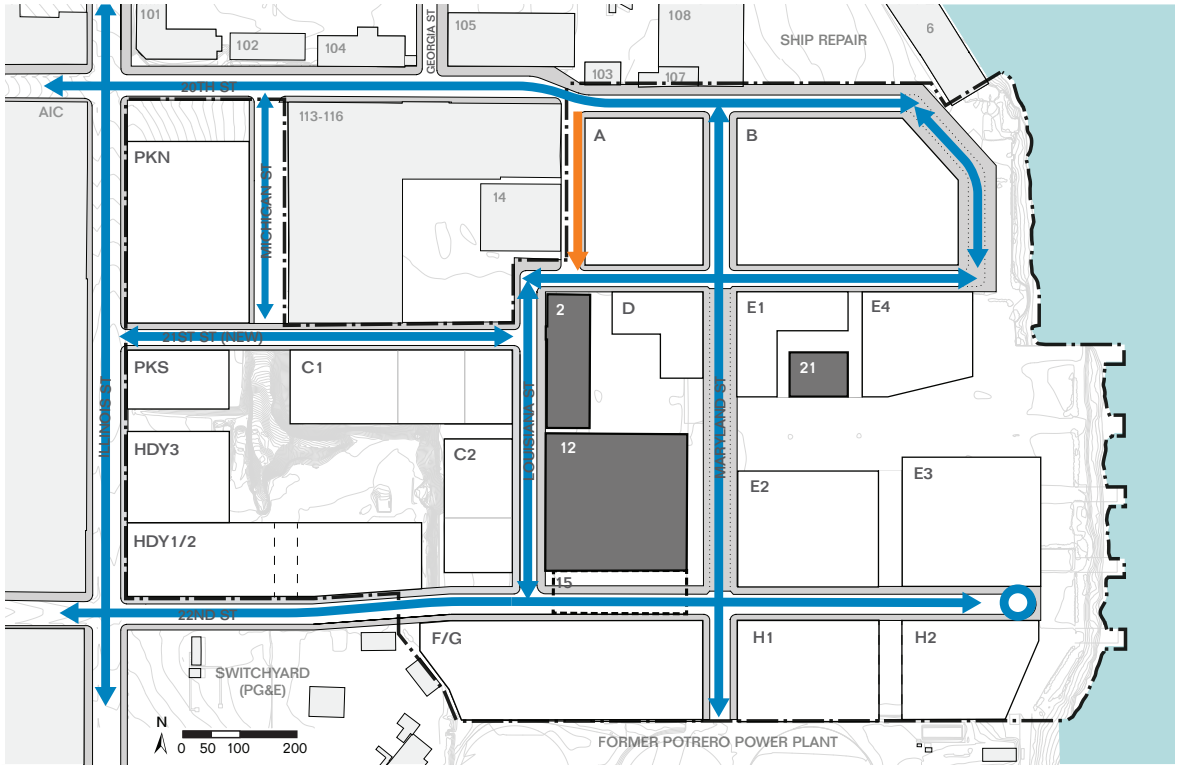


FIGURE 4.6.1: Vehicular Access Network

Note: Michigan Street public ROW will terminate at 150 feet, with private usage permitted beyond.

Guidelines

G4.6.1 **TRAFFIC CALMING.** To calm traffic and increase pedestrian safety, travel lanes should be the minimum width feasible and should provide on-street parking, as well as incorporate techniques such as bulb-outs or chicanes, wherever feasible. Examples of traffic calming measures are shown in Figure 4.6.2.

G4.6.2 **REDUCED SPEED LIMIT.** Lowering the speed limit to 20 miles per hour should be considered for roadways within the site. Implementation of this guideline is subject to coordination with SFMTA.

FIGURE 4.6.2: Example of Bulb-outs, Chicanes, and On-Street Parking

4.7 TRANSIT NETWORK

Standards

S4.7.1 **TRANSPORTATION DEMAND MANAGEMENT.** The Project shall establish a Transportation Management Agency (TMA) to coordinate and implement Transportation Demand Management (TDM) strategies and provide a shuttle service to connect the site to regional transit hubs, including BART, Caltrain, and/or MUNI.

S4.7.2 **TRANSIT ACCESS.** MUNI buses shall not be permitted on Maryland Street between 21st Street and 22nd Street.

Guidelines

G4.7.1 **MUNI BUS AND COMMERCIAL SHUTTLE ROUTE.** Within the site, MUNI bus and commercial shuttle services should follow the route illustrated in Figure 4.7.1. Buses should be able to service the site via 22nd Street in order to connect the site, surrounding neighborhood, and future development of the former Potrero Power Plant. Bus route to be finalized in coordination with SFMTA.

G4.7.2 **PIER 70 TMA SHUTTLE ROUTE.** Shuttle service provided by the Pier 70 TMA should follow one of the two potential routes within the site illustrated in Figure 4.7.1. The service is intended to complement and not replace MUNI service and should be oriented to the needs of residents and employees.

To minimize conflicts, drop-off zones may be created by removing street parking.

G4.7.3 **TRANSIT STOPS.** Sidewalk transit stops should be located near curb extensions wherever feasible. Refer to the Better Streets Plan for standards on placement and layout of transit bulb-outs and shelters, and transit-specific streetscape elements including but not limited to vegetation, signage, furnishing, and lighting.

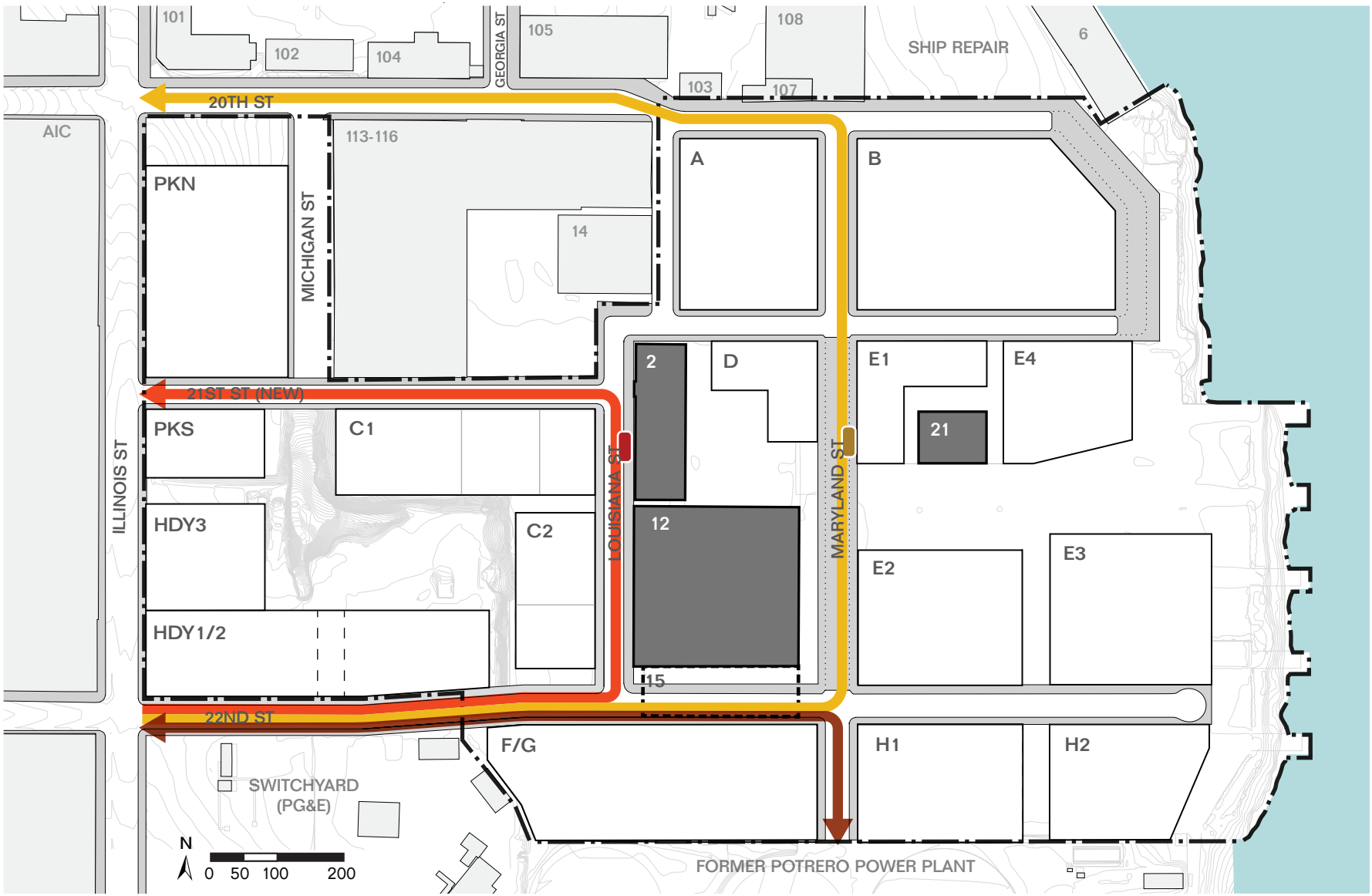


FIGURE 4.7.1: Transit Network

4.8 STREET PLANTING

Historically, the Pier 70 Area was characterized by minimal to no vegetation. To facilitate the transition to a new neighborhood, street trees have been thoughtfully located in appropriate locations with grasses and other plantings to create landscape and greening compatible with the historic character of the district. The following standards and guidelines relate to street trees and plantings within the public ROW. See Section 3.13 Vegetation for information on Project-wide planting types and requirements for vegetation in open spaces.

Spacing and arrangement should also take into consideration proximity to the Historic Core – with increased attention to demonstrating the additive nature of the trees when closest to the Historic Core.

◢ Standards

S4.8.1 **STREET TREES.** Street trees within the site shall be selected for their quality of form (shape, size, and branching habits) and foliage (color and density) to be in keeping with the Project's vision of a place that simultaneously relates to the neighborhood and the site's industrial heritage. Street trees shall be designed as additions to the site after the period of historic significance.

S4.8.2 **STREET TREE AND PLANTING LOCATIONS.** Street trees and plantings within the ROW shall be required, permitted, and prohibited on streets as indicated in Figure 4.8.2.

Street trees shall not be required where mid-block passages intersect with sidewalk.

Additional street trees may be incorporated in locations not shown, including mid-block passages, as long as the location is not expressly prohibited.

S4.8.3 **PLANTING STRIP WITH LOW PLANTINGS.** Low plantings shall be permitted on all streets with the exception of the south sidewalk on 20th Street between Michigan Street and Louisiana Street (fronting Building 113–116), where they are not permitted. Planting strips shall be designed either as wild and irregular plantings, or as insertions into the streetscape with strategies such as raised or lowered beds edged by industrial materials. Planting strips with low plantings shall be a minimum of four feet in width. Where sidewalk width is less than 10 feet, three-foot wide planting strips shall be permitted. Where a courtesy strip is provided in a sidewalk less than 10 feet in width, two-foot wide planting strips shall be permitted.

S4.8.4 **PLANTING STRIP WITH STREET TREES.** To allow adequate space for healthy street tree growth, planting strips with street trees shall be a minimum of four feet in width, with the tree centered a minimum of 18 inches from the edge of the curb.

S4.8.5 **STREET TREE SPACING.** Where street trees are required, they shall be permitted to have variable spacing, in contrast with standard Better Streets Plan requirements, in order to provide compatibility with the Historic District. At required locations, the total number of street trees shall be equivalent to the number of trees spaced at 35 feet intervals.

S4.8.6 **STREET TREE SPECIES.** All trees shall meet the approved species defined by the SF Department of Public Works and Friends of the Urban Forest.

◢ Guidelines

G4.8.1 **STREET TREE SPECIES.** Street tree species that are compatible with the Project's design character as identified in Figure 4.8.1 are encouraged throughout the Project. Preferred tree species include:

- List A: Species that perform well in many locations in San Francisco.
- List B: Species that perform well in certain locations, with special considerations.
- List C: Species that need further evaluation.

G4.8.2 **PLANTING TYPE.** Extra consideration to durability and maintenance should be given to selection of plantings in public ROWs.

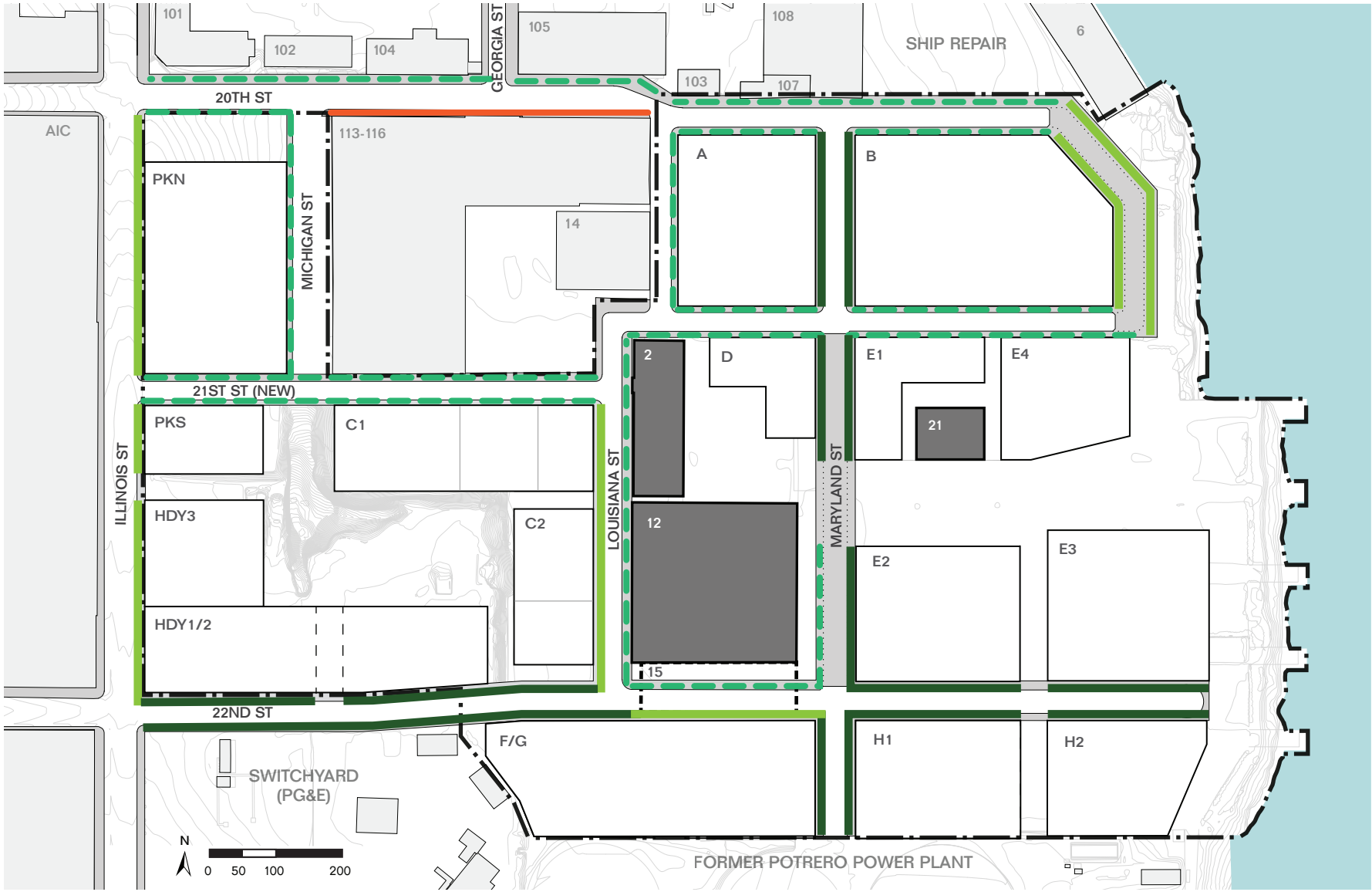


FIGURE 4.8.1: Street Trees and Planting Plan

Trees & Plantings Required
Trees & Plantings Not Permitted
Trees & Plantings Permitted
Plantings Permitted (No Trees)

CONSIDERATIONS

- Stormwater planters may be incorporated as appropriate for managing rainwater and providing additional buffer between the throughway zone and the travel lane. Stormwater planters should include climate adaptive plants that can thrive in low levels of water and grow in a filtration medium.

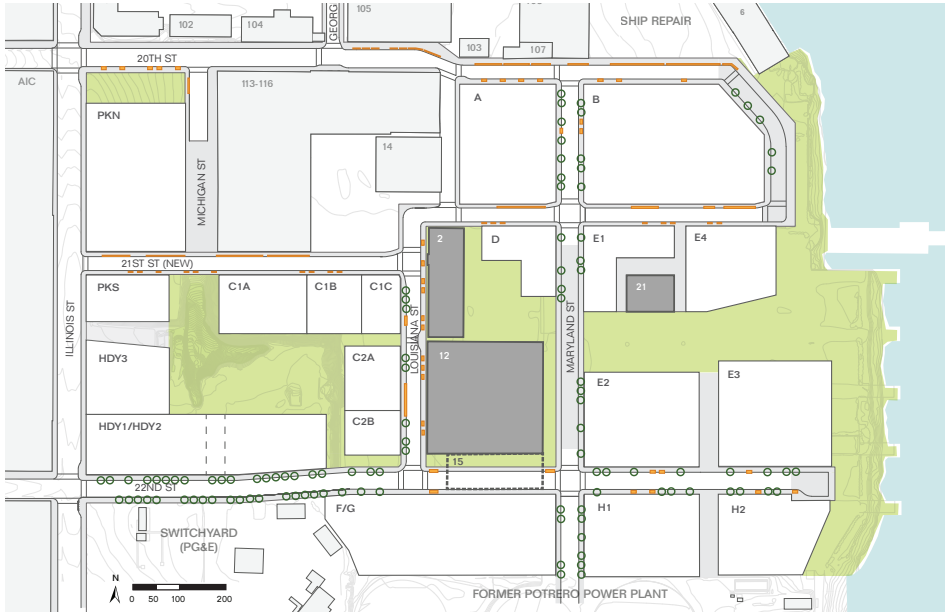


FIGURE 4.8.2: Illustrative Street Trees and Planting Concept Plan

Note: Concept plan shown above is from a draft Pier 70 SUD Streetscape Master Plan (SSMP) document. The final SSMP will dictate streetscape design including vegetation, subject to D4D Standards.

LIST A

- Ginkgo biloba 'Autumn Gold', 'Saratoga'
- Lagunaria patersonii
- Lophostemon confertus
- Metrosideros excelsus
- Olea europaea
- Platanus x acerifolia 'Bloodgood,' 'Yarwood,'
- Pyrus calleryana 'Aristocrat' or 'Chanticleer'
- Tristaniopsis laurina
- Ulmus parvifolia

LIST B

- Acer buergeranum
- Acer rubrum
- Gleditsia triacanthos 'Shademaster'
- Liquidambar styraciflua
- Liriodendron tulipifera
- Tilia cordata

LIST C

- Acer x freemanii
- Brachychiton populneum
- Carpinus betulus 'Fastigiata'
- Gingko biloba 'Princeton Sentry'
- Platanus x acerifolia 'Columbia'
- Quercus frainetto 'Forest Green', Italian Oak
- Quercus ilex
- Quercus suber
- Quercus phellos
- Ulmus parvifolia x carpinifolia 'Frontier'
- Ulmus wilsoniana 'Prospector'
- Ulmus japonica x wilsoniana 'Accolade'

FIGURE 4.8.3: Compatible Street Trees

Freeman Maple
Acer x freemanii

London Planetree
Platanus x acerifolia

Callery Pear
Pyrus calleryana

Ginkgo
Gingko Biloba

Primrose Tree
Lagunaria patersonii

Small-Leaf Tristania
Tristaniopsis Lauria

FIGURE 4.8.4: Example Street Trees

4.9 UTILITIES

Standards

S4.9.1 **ABOVE-GRADE UTILITIES LOCATION.** All above-grade utilities within the ROW shall be located within the furnishing zone and not interfere with the clear throughway zone.

S4.9.2 **PARKING METERS AND OTHER STREET ELEMENTS.** All parking meter machines and other street elements, including pay and display machines and multi-space meters, shall be located in the furnishing zone. Street elements shall be organized and consolidated where possible.

Guidelines

G4.9.1 **LOCATION AND ACCESS.** All utilities should be placed below grade wherever feasible or clustered around driveway curb cuts. Where feasible, utilities should be grouped and allow clear access to the throughway zone adjacent to any street furnishing elements.

FIGURE 4.9.1: Utility Placement Example

4.10 PAVING MATERIALS

Standards

S4.10.1 **STREETS.** The materials used for streets shall be able to withstand extensive use, wear-and-tear, as well as load-bearing requirements for all vehicles. Street paving surfaces shall not be designed with elaborate ornamental patterns. Any patterning should be the pragmatic result of the use of unit pavers. For further information on paving materials, see Section 3.15 Materials.

S4.10.2 **TACTILE FLOOR.** Highly tactile floors shall distinguish key streets and promenades as distinctive linear corridors and paths with pavements that are pedestrian-friendly. The tactile materials shall provide a contrast to the other streets in the site and evoke the textured streets of the Historic District. For further details on tactile floor locations, see Section 3.15 Materials.

S4.10.3 **SIDEWALKS.** As the primary spaces for daily pedestrian life at the site, the materials used for sidewalks shall be able to withstand extensive use, wear-and-tear, and load-bearing requirements. The materials shall be able to provide level surfaces onto which furnishings, stages and elements can be placed. Where a sidewalk abuts a plaza, sidewalk paving materials shall be coordinated with the plaza paving to create a contiguous public space. For more information on permitted materials for plazas, refer to Section 3.15 Materials.

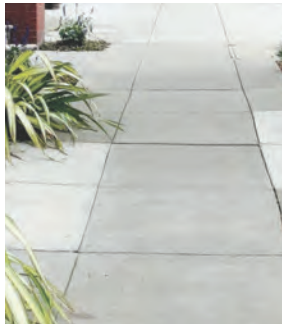
Guidelines

G4.10.1 **KEY CROSSWALKS AND SIDEWALKS.** The paving material for streets should consider using high contrast materials at key crosswalks and on sidewalks to prioritize and enrich the pedestrian experience. Materials may include stone floors composed of small paver units. Materials should be stable and slip resistant.

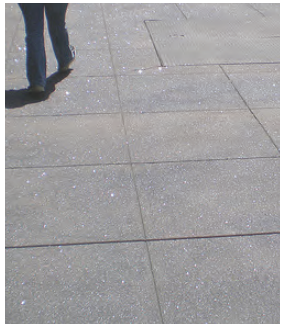
CONSIDERATIONS

- Use of light-reflective paving is encouraged to reduce the heat island effect.

SIDEWALKS



DPW Standard CIP Concrete



Silicon Carbide Concrete

STREETS

DPW Standard Asphalt

Concrete Unit Paver

FIGURE 4.10.1: Examples of Paving Materials

4.11 SPECIFIC STREETS DESIGN INTENT

MARYLAND STREET

Maryland Street is a vital commercial and neighborhood retail street and a key north-south connector that may include a potential shuttle route. Maryland Street is a Raised Street between 21st Street and 22nd Street, connecting the two most active open spaces of the site – Market Square and Slipways Commons. This pedestrian-priority street is designed to accommodate closures to through traffic for community events, markets, and festivals. Special stone-floor paving across the entire right-of-way is encouraged wherever possible. Maryland Street between 21st Street and 22nd Street may additionally serve as a point of access for the Market Plaza during special events.

20TH STREET

20th Street serves as a key east-west street to bring people to the waterfront. 20th Street additionally integrates the Bay Trail as part of a regional waterfront network. For dimensional and design requirements for the Bay Trail, refer to S4.5.2. The street includes on-street parking. Although a portion of this street is outside the site, it will be included as part of the off-site Project improvements.

- **ILLINOIS STREET TO GEORGIA STREET.** This segment reflects the historic character of its context while accommodating pedestrian activity, through-traffic, and trucks to service the Historic Core.
- **GEORGIA STREET TO THE WATERFRONT.** The key element of this segment is the Bay Trail, which enters the site through Georgia Street and runs along 20th Street to connect to the waterfront. This segment accommodates through-traffic in addition to high levels of pedestrian and bicycle activity. While trees are not permitted, planters, grasses, and shrubs are encouraged along this segment, except on the southern sidewalk along the frontage of Building 113–116.
- **ALONG THE WATERFRONT.** This segment is designed to service the park edge with a designated drop-off point, and accommodate a high volume of pedestrian and bicycle activity along the waterfront. Specialty paving and/or Raised Street design is required at this street segment.

21ST STREET

21st Street primarily serves as an alley from Illinois Street to the waterfront with substantial grade change from Illinois Street to the Historic Core. Street parking is provided on one side of the street.

- **ILLINOIS STREET TO LOUISIANA STREET.** This segment provides service and access to the district parking structure(s), if provided.
- **LOUISIANA STREET TO THE WATERFRONT.** This segment services businesses and meets access needs for commercial and retail, arts and light-industrial buildings.

22ND STREET

22nd Street serves as a mixed-use and neighborhood street. In addition to street trees (except along the frontage of Building 12), 22nd Street is encouraged to provide planters, which may also help buffer pedestrians from through-traffic. The street includes on-street parking. Although a portion of this street is outside the site, it will be included as part of the off-site Project improvements.

- **ILLINOIS STREET TO LOUISIANA STREET.** A key entrance to the site and the path to the waterfront, this segment experiences a moderate grade change of 14 feet over 0.3 miles, and includes at minimum a westbound separated bicycle lane to traverse the grade change in addition to an eastbound Sharrow.
- **LOUISIANA STREET TO THE WATERFRONT.** This segment is designed to accommodate high volumes of pedestrian and bicycle activity, with reduced speed vehicular activity. The street should accommodate the structural frame of Building 15, if retained. 22nd Street terminus at the waterfront will accommodate a turn-around for passenger vehicles and a passenger drop-off zone.

LOUISIANA STREET

Louisiana Street is a service alley that connects the Historic Core and rehabilitated historic Buildings 2 and 12 within the Project site.

- **20TH STREET TO 21ST STREET.** This one-way, southbound segment performs as a service alley designed to accommodate access needs, loading activities, and heavy trucks to the Historic Core. Where Louisiana Street intersects with 21st Street, the sidewalk along the Historic Core will be designed to accommodate entry and exit of larger vehicles.
- **21ST STREET TO 22ND STREET.** This segment serves as a service street that accommodates vehicular circulation, including a potential shuttle route, and access to district parking garage(s), if provided. Street parking is provided on one side of the street.

MICHIGAN STREET

Michigan Street is intended to serve as a service street for Buildings 113–116 and the rear of parcel PKN. For a length of 150 feet, Michigan Street will be a public ROW. Due to the active use of loading docks and driveways to facilitate truck movement, this street may be designed for moderate to low pedestrian volumes. Although Michigan Street will not be a through street due to topography, providing a point of pedestrian access to 21st street is encouraged in order to enhance site-wide connectivity. The public ROW of Michigan Street does not include the easement of Buildings 113–116 where existing structures abut.

FIGURE 4.11.1: Illustrative Rendering of 22nd Street

FIGURE 4.11.2: Illustrative Rendering of Maryland Street

Photo Credit: Shae Rocco / Forest City

PIER 70
Building 21

5 PARKING AND LOADING

BICYCLE PARKING AND CAR-SHARE

VEHICULAR PARKING AND LOADING ACCESS

BICYCLE PARKING AND CAR-SHARE

5.1 BICYCLE PARKING

The Project is envisioned to provide safe, convenient and strategically located bicycle amenities for residents, workers, and visitors to promote bicycle travel and support the increasing demand for bicycle connectivity in the City. Bicycle parking is categorized as Class 1 and Class 2, defined in Appendix A: Pier 70 Definitions.

Standards

S5.1.1 **BICYCLE PARKING CAPACITY.** Class 1 and Class 2 bicycle parking amounts shall be provided in accordance with the parking minimums per use as indicated in Planning Code at the time of building permit submittal.

S5.1.2 **CLASS 1 BICYCLE PARKING LOCATION.** Class 1 bicycle parking for each new construction building shall be located on the ground level, basement levels, or above ground level of the subject building, with the following permitted conditions:

Class 1 bicycle parking for residential buildings shall be provided in each respective building. If Historic Building 2 is predominantly residential, Class 1 bicycle parking for the building may be located within a maximum distance of 250 feet from the building entrance. Class 1 bicycle parking for residential shall dedicate a minimum of five percent of bicycle parking spaces for cargo and trailer bikes.

Class 1 bicycle parking for users and visitors of commercial buildings may be consolidated, so long as the point of access to parking is within a maximum distance of 100 feet from building entrances.

Class 1 bicycle parking for users and visitors of retail, arts, and light industrial uses may be consolidated in nearby buildings, so long as the point of access to the parking is within a maximum distance of 250 feet from building entrances.

S5.1.3 **CLASS 1 BICYCLE PARKING SIGNAGE.** Each non-residential building with Class 1 bicycle parking shall provide clear signage visible within the building lobby and at any basement parking access points, if applicable.

S5.1.4 **CLASS 2 BICYCLE PARKING LOCATION.** Class 2 bicycle parking shall be located in the public ROW, building setback zones, or public open spaces within 100 feet from the primary entrance of the building. Such spaces shall be located in areas of high visibility to prevent theft. Class 2 parking for visitors may be located within C1 or C2, if built as public garages.

S5.1.5 **BICYCLE PARKING DESIGN.** Class 1 and Class 2 bicycle parking shall be consistent with the design and layout standards set forth by Planning Code with one exception: Space efficient bicycle parking, including lift-assist double-decker racks shall be permitted and may fulfill 100 percent of Class 1 bicycle requirements. Vertical racks that do not require lifting both bicycle wheels more than 12 inches off the ground, shall be permitted to fulfill up to 50 percent of required spaces.

S5.1.6 **BICYCLE SUPPORT.** Support facilities, such as showers and lockers, shall be provided in accordance with Planning Code Section 155.4 at time of site permit submittal. Any bicycle support requirements pertaining to Buildings E4, 2, 12 or 21, shall be permitted in an adjacent building, or within C1 or C2 if built as a parking garage. Each residential building shall provide one bicycle repair station. Buildings dedicated to affordable housing are exempt from bicycle repair station requirement.

Guidelines

G5.1.1 **BICYCLE PARKING ACCESS.** Access to bicycle parking areas should be direct and clearly indicated with signage. Access ramps to bicycle parking areas are encouraged where the primary entrance of the building is below or above adjacent sidewalk grade.

G5.1.2 **BIKE-SHARE.** Bicycle sharing is encouraged and bike-share stations are recommended at Maryland Street between 21st and 22nd Street, adjacent to parcels E1 or E2 to avoid obstructions to the open space as shown in Figure 5.1.1.

G5.1.3 **BICYCLE PARKING LIGHTING.** Bicycle parking spaces should be sufficiently lit for safety and functionality.

CONSIDERATIONS

- Additional bicycle parking beyond Planning Code requirement is encouraged for commercial buildings.
- Bike-Share and generous Class 2 bicycle parking amenities are encouraged to be located within or near public open spaces.

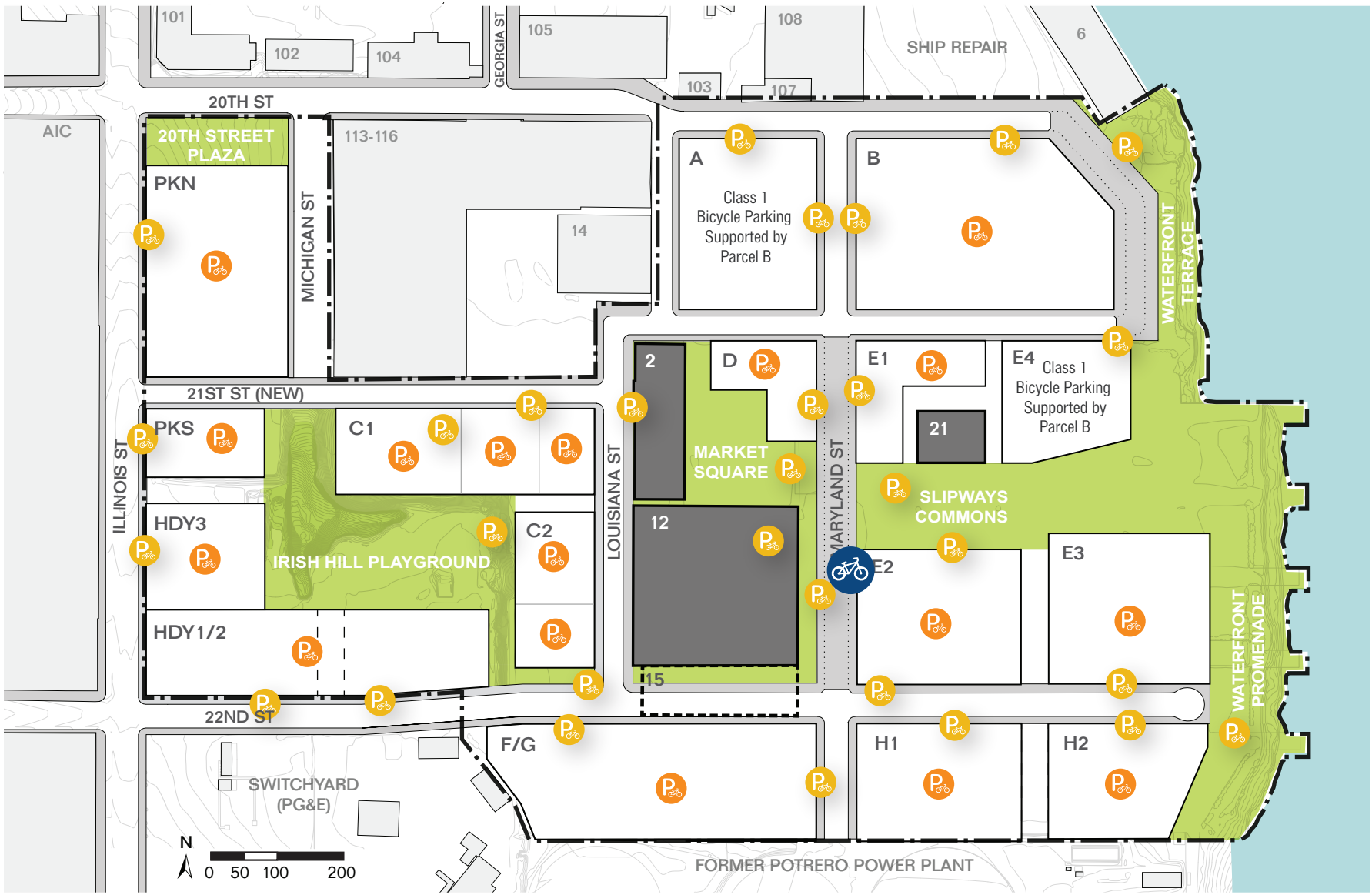
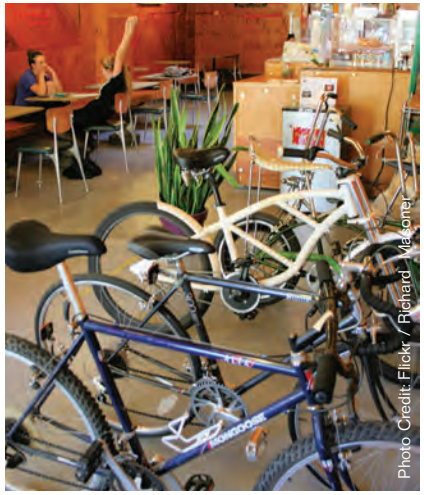


FIGURE 5.1.1: Illustrative Plan of Bicycle Parking



Promote Parking within Building

Promote Consolidated and Secure Parking Space within Building

Custom Designed Bicycle Rack

Mechanical Lift-assist & U-lock Double Decker Bicycle Racks

Rack design does not allow for bicycles to be properly secured

FIGURE 5.1.2: Compliant and Noncompliant Bicycle Parking

✖ Denotes noncompliant condition

5.2 CAR-SHARE

Car-share parking will be located strategically throughout the Project in order to reduce reliance on car ownership and parking demand.

Standards

S5.2.1 **CAR-SHARE.** For newly constructed buildings, car-share parking shall comply with Planning Code Section 166.

Car-share parking shall be permitted to be provided in shared locations across the site, and is not required to be provided in each individual building.

Historic buildings are exempt from car-share requirements.

Guidelines

G5.2.1 **ACCESS.** Car-share parking is encouraged to be located in buildings in the same areas as private car parking, with shared access, in order to minimize multiple curb cuts and points of vehicular access into buildings.

CONSIDERATIONS

- On-street car-share locations may be incorporated in certain locations to facilitate convenient access.

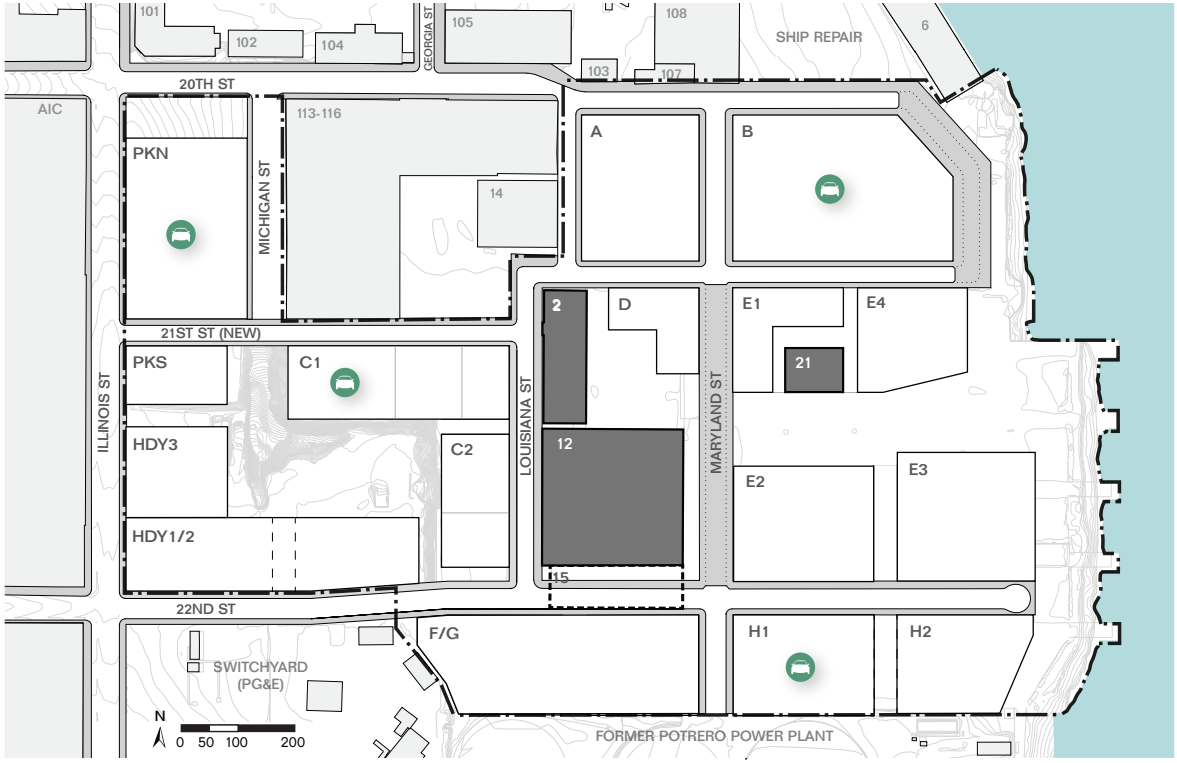


FIGURE 5.2.1: Illustrative Plan of Car-Share Parking

Car-Share Parking

5.3 ON-STREET PARKING AND PASSENGER LOADING

On-street parking supports retail, providing customers with easy access to stores and businesses. Additionally, on-street parking serves as a traffic calming measure and buffers pedestrians from adjacent traffic.

Americans with Disabilities Act (ADA) parking stalls ensure convenient, equal parking access for drivers and passengers with a valid disabled parking permit. Universal passenger loading zones are curbside stalls for pick-up and drop-off to provide convenient access to the site's buildings and open spaces.

Standards

S5.3.1 **ON-STREET PARKING LOCATIONS.** On-street parking shall be provided throughout the site where feasible while accommodating multi-modal circulation. Figure 5.3.1 indicates potential on-street locations.

S5.3.2 **ADA PARKING.** In accordance with ADA and California Building Code (CBC) Chapter 11B requirements (Table 11B-208.2), the Project shall provide a minimum number of ADA parking stalls as a ratio of the total quantity of on-street parking stalls. ADA parking shall be distributed throughout the site as much as possible while generally locating at the beginning of the block (to economize curb space) and where there are minimum street and sidewalk slopes. For accessible off-street parking requirements, refer to S5.4.6.

S5.3.3 **UNIVERSAL PASSENGER LOADING ZONES.** Passenger Loading Zones shall be provided in a minimum of five locations within the site. Where a passenger loading/drop-off zone is provided, it shall be universally accessible, and ADA compliant.

Guidelines

G5.3.1 **UNIVERSAL PASSENGER LOADING ZONES.** Passenger loading zones should be limited to five-minute stops per SFMTA regulations. Drivers must remain within the vehicle. Passenger loading zones should be located to provide convenient access to buildings, crosswalks for easy access across the street, and parks and open spaces.

CONSIDERATIONS

- Pathways between sidewalk planting strips should be incorporated at reasonable intervals to facilitate connectivity between parking zones and sidewalk throughways.

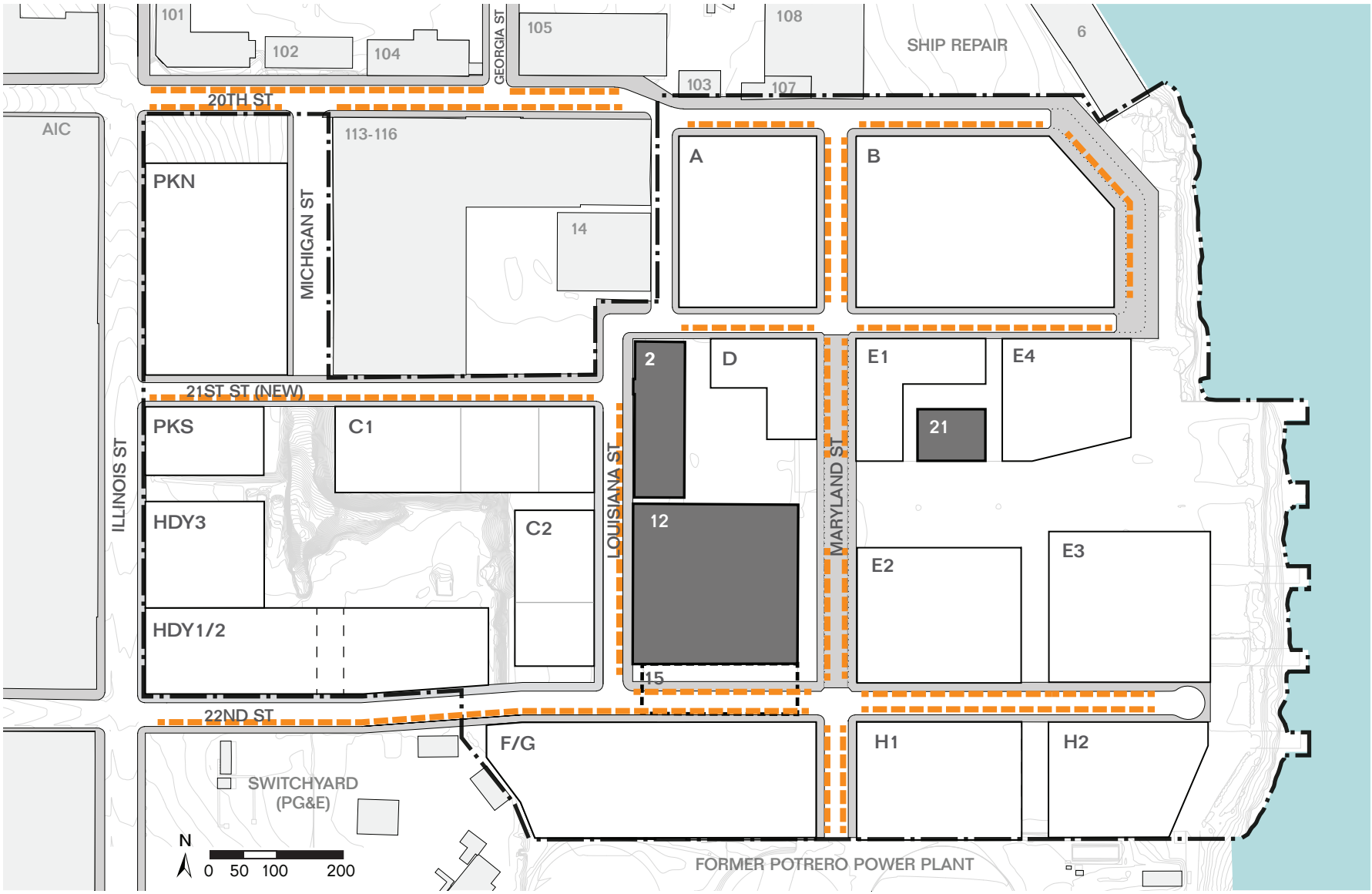


FIGURE 5.3.1: Illustrative Locations for On-street Parking

Note: Diagram shows illustrative locations of parking lanes. Some locations may eliminate on-street parking stalls in order to accommodate for SFFD or other circulation requirements.

5.4 OFF-STREET PARKING

To encourage walking within the Project, off-street parking is provided in district-serving garages near the entry to the site. Additional parking is distributed within individual buildings. Parking is addressed on a site-wide basis, with use of district garages and sharing of parking among multiple buildings.

For standards and guidelines on parking access and curb cuts, see Section 5.6.

◢ Standards

S5.4.1 **PARKING MAXIMUMS.** Off-street parking shall not be required for any use or building. Maximum parking permitted per use is provided in Table 5.4.1. Total parking for the Project shall not exceed the maximum number of spaces studied under CEQA.

S5.4.2 **PARKING LOCATION.** Parking shall be located for each building anywhere within the site and shall not be restricted by parcel. Individual garages or buildings may have parking capacity exceeding the permitted stall count for the parcel's uses, so long as the parking maximums by use are not exceeded on a site-wide basis. Parking within residential or commercial buildings may be located either above- or below-grade in accordance with Section 6.13.

S5.4.3 **RESIDENTIAL PARKING.** Parking within residential buildings shall primarily serve residential tenants, and may be shared among multiple residential buildings.

S5.4.4 **DISTRICT PARKING GARAGE.** Shared district parking garages shall be allowed for the use of residents, visitors, and workers, and may be located at parcels C1 and C2 as illustrated in Figure 5.4.1.

S5.4.5 **PARKING LAYOUT.** The internal layout of off-street parking and loading spaces, driveways, aisles, and maneuvering areas shall comply with Planning Code 154, and all spaces shall be clearly marked.

S5.4.6 **ACCESSIBLE OFF-STREET PARKING.** For each 25 off-street parking spaces provided, one such space shall be designed and designated for persons with disabilities.

TABLE 5.4.1: Maximum Parking Permitted Per Use

LAND USE	MAXIMUM PARKING PERMITTED
Residential	0.6 spaces per residential unit
Office	1 space per 1,500 square feet of gross floor area

FIGURE 5.4.1: Illustrative Plan of District Parking Garage and Accessory Parking Locations

Possible location for District Parking Garage
Below-grade Parking
Podium Parking
Multi-Level Wrapped Garage

5.5 LOADING AND SERVICES

For standards and guidelines on loading/service access and curb cuts, see Section 5.6.

Standards

S5.5.1 **LOADING SPACES.** Loading spaces shall be provided per square foot of Gross Floor Area (GFA) or per number of residential units as indicated in Table 5.5.1.

If more than one use, other than retail, is in the same building or development parcel, or more than one type of activity is involved in the same use, the minimum loading amounts set in Table 5.5.1 shall be calculated for the various uses or activities separately, including the fraction of that use within the building or development parcel.

Loading for retail uses may be served by loading provided for other predominant uses within a building including residential, commercial/office and light industrial.

For adjacent residential buildings, combined on-street loading may be provided if the combined unit count of such residential buildings does not exceed 275 units (per Table 5.5.1).

S5.5.2 **LOADING SPACE LOCATION IN MID-BLOCK PASSAGES.** Loading spaces shall be permitted in mid-block passages on the following identified locations:

- Within parcel F/G
- Between parcels E2 and E3
- Between parcels H1 and H2

S5.5.3 **STREET PARKING.** To accommodate truck-turning movements, removal of street parking shall be considered before widening the street or changing the intersection.

S5.5.4 **LOADING SPACE DIMENSION.** Loading spaces shall be provided to meet the minimum dimensional requirements indicated in Table 5.5.2.

S5.5.5 **HISTORIC BUILDINGS.** All loading spaces for Buildings 2, 12 and 21 may be provided on-street, and shall meet the minimum loading amounts set in Table 5.5.1.

S5.5.6 **REFUSE AND RECYCLING.** All buildings shall provide collection and loading areas for the three separate streams of recycling, composting, and landfill waste. All refuse collection shall be screened from the public ROW. Temporary placement of collection bins shall be permitted at curbside locations for pickup.

CONSIDERATIONS

- Buildings are encouraged to create direct access areas for collection of refuse bins that do not require bins to be set out on the curb. Where bins are temporarily placed curbside, building management should seek to minimize the duration that the bins remain curbside.

TABLE 5.5.1: Minimum Loading Requirements

USE	RANGE	MINIMUM LOADING SPACES	LOADING SPACE TYPE
Commercial/ Office	0 – 50,000 SF GFA	Not required	
	50,001 – 100,000 SF GFA	1	On-street
	100,001 – 250,000 SF GFA	1	Off-street
	250,001 – 500,000 SF GFA	2	Off-street
	500,001 SF GFA and above	3	Off-street
Residential	0 – 275 units	1	On-street or Off-street
	275 units and above	2	On-street or Off-street
Retail, Arts and Light Industrial	0 – 50,000 SF GFA	Not required	
	50,001 – 150,000 SF GFA	1	On-street
	150,001 – 250,000 SF GFA	2	Off-street

TABLE 5.5.2: Minimum Required Loading Space Dimensions

LOADING SPACE	DIMENSION
On-street	Required on-street loading must be sized to accommodate vehicles up to WB-40 Minimum 40' long (equivalent to length of 2 parking stalls)
Off-street	Minimum 12' wide, 35' long, and 14' of vertical clearance

5.6 LOADING & PARKING ACCESS

Standards

S5.6.1 PROHIBITED CURB CUT LOCATIONS. On-street loading and curb cuts for vehicular access to buildings shall be prohibited fronting public open spaces, on Maryland Street between 21st Street and 22nd Street, and on 20th Street along the waterfront as indicated by Protected Edge in Figure 5.6.1. Temporary loading and service access for events shall be exempt from this standard.

S5.6.2 BUILDING LOADING ACCESS. A maximum of one location of loading access, either service door or off-street bays, shall be allowed per building. Where a building faces more than one street, loading access shall be provided on 21st Street, Louisiana Street, or Michigan Street to minimize impact on 20th Street, 22nd Street, and Maryland Street between 21st and 22nd Street.

S5.6.3 VEHICULAR ENTRANCE. All passenger vehicles shall enter and exit in a forward direction.

S5.6.4 DISTRICT PARKING GARAGE ENTRANCE. Two garage entrances shall be allowed per district parking garage, with the maximum permitted curb cut dimensions noted in Table 5.6.1. The driveway ramp shall not exceed a 20 percent slope, with 15 percent or less preferred. See Figure 5.6.3 and Figure 5.6.4.

S5.6.5 ACCESSORY PARKING ACCESS. A maximum of one parking entrance/exit shall be allowed on each parcel frontage subject to permitted vehicular access. Maximum dimensions of the entrance/exit curb cuts shall be compliant with Table 5.6.1.

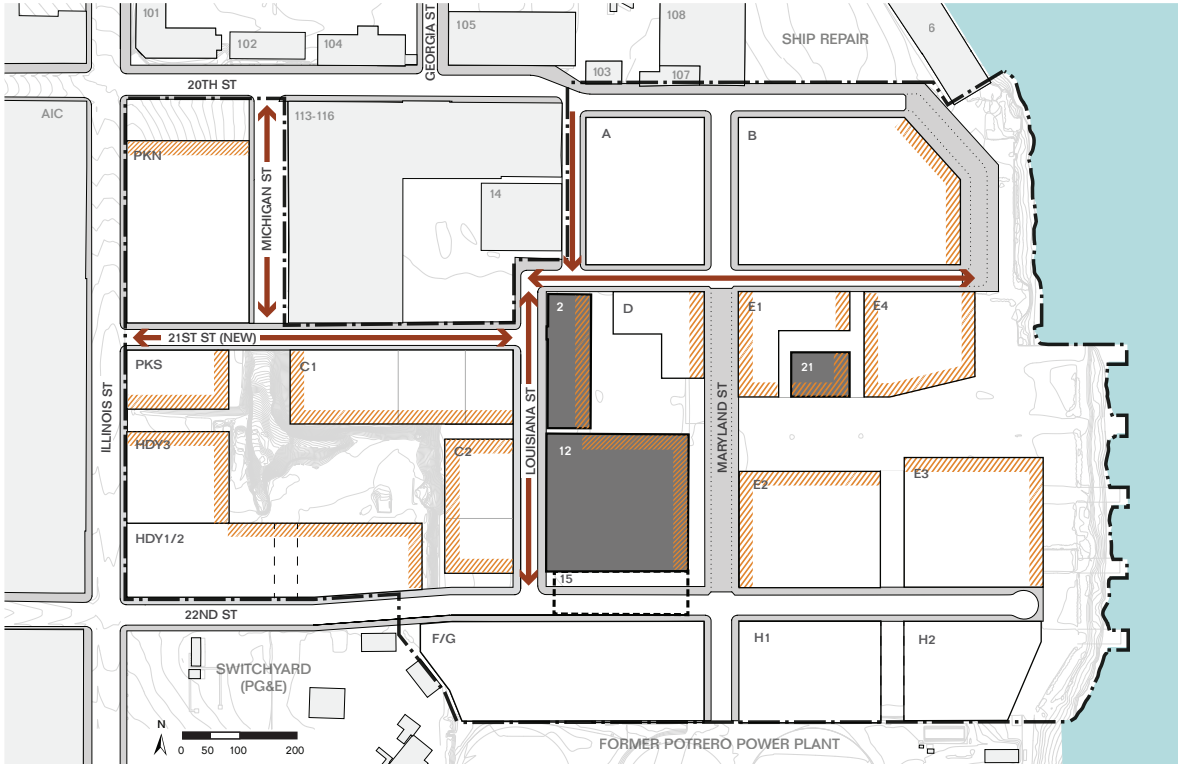


FIGURE 5.6.1: Prohibited Curb Cut Locations

S5.6.6 **ACCESSORY PARKING DOOR.** The parking access door shall be a secure, motorized door located at the property line. The door shall remain open during times of peak parking traffic for non-residential buildings. At off-peak times, the door shall be opened via the electronic control method of access. For additional standards and guidelines, see Section 6.13.

S5.6.7 **ACCESS LOCATIONS.** The distance of entry and exit points for garages, accessory parking, and off-street loading shall be at least 60 feet from the corner of an intersection (as measured from the parcel line).

S5.6.8 **FREQUENCY OF CURB CUTS.** A maximum of one curb cut per parcel is permitted for every 200 linear feet of street frontage, with the exception of Maryland Street south of 22nd Street and district parking garages. See S5.6.4.

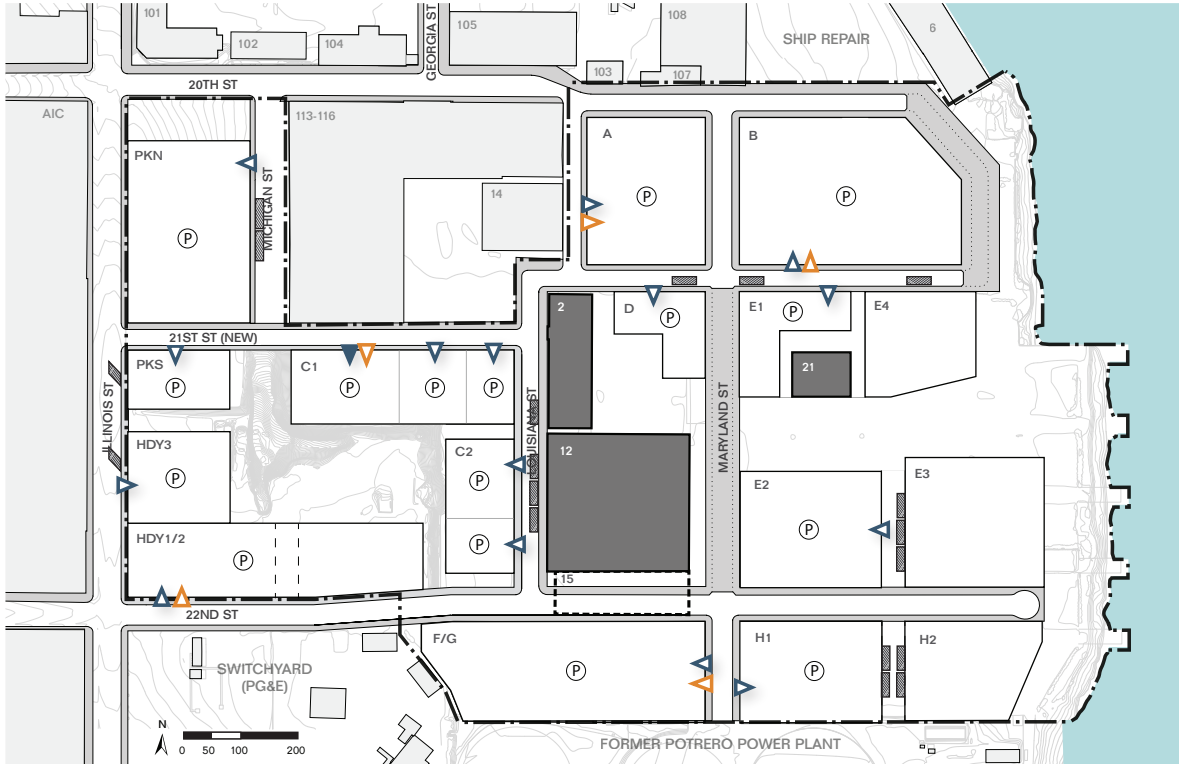


FIGURE 5.6.2: Illustrative Plan of Loading and Parking Access

Parking
Illustrative Accessory Parking Entrances
Illustrative District Parking Garage Entrances
Illustrative Off-Street Loading Access Points
On-street Loading

S5.6.9 **DIMENSION OF CURB CUTS.** Curb cuts for off-street parking and off-street loading areas within the site shall not exceed the maximum dimensional requirement indicated in Table 5.6.1. Curb cuts adjacent to the Historic Core on Louisiana Street shall be exempt from this standard.

S5.6.10 **CURB CUT TREATMENT.** Curb cuts shall be designed to prioritize pedestrian movement, with a continuous material treatment extending from the sidewalk or pedestrian path over the vehicular path. Perpendicular curb ramps shall have flared sides. The slope of the flared sides shall be no more than 10 percent to conform to ADA requirements. See Figure 5.6.7.

S5.6.11 **DRIVEWAY SLOPE.** The flat area of the driveway between the driveway ramp and the property line shall be at least eight feet in length with a three percent maximum slope, so that outbound/uphill driveway vehicles have a clear view of pedestrians prior to crossing the property line as illustrated in Figure 5.6.3.

S5.6.12 **TRANSITION STRIPS.** Transition strips shall be located before and after the driveway ramp, to avoid abrupt slope changes that can damage cars.

The transition strip at the ramp base shall be a minimum of 10 feet in length with a slope equal to half of the difference between the two slopes it transitions between as illustrated in Figure 5.6.4.

The top transition strip adjacent to the driveway entry transition strip shall be a

TABLE 5.6.1: Maximum Curb Cut Width

TYPE	MAXIMUM DIMENSION
Parking Garage 1-way	12' width, or 15' including both flared sides
Parking Garage 2-way	22' width, or 25' including both flared sides
Single Loading	15' width, or 18' including both flared sides
Double Loading	20' width, or 23' including both flared sides
Combined Parking and Loading	27' width, or 30' including both flared sides

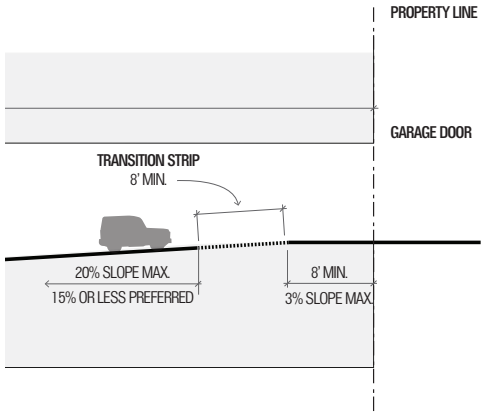


FIGURE 5.6.3: Driveway Slope and Top Transition Strip

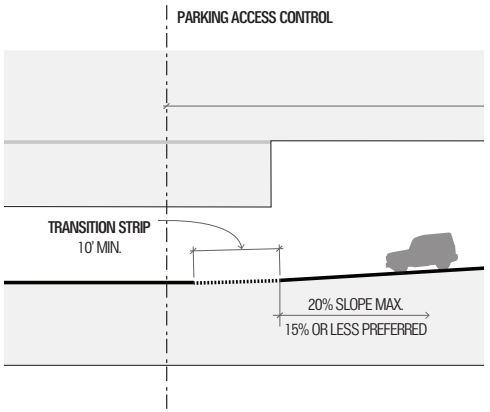


FIGURE 5.6.4: Base Transition Strip

minimum of eight feet in length with a slope equal to half of the difference between the two slopes it transitions between as illustrated in Figure 5.6.3.

For example, if the entry slope is two percent, and the driveway ramp is 12 percent, then the transition slope shall be 12 percent minus two percent divided in half, which is five percent.

S5.6.13 **DRIVEWAY SIGHTLINES.** To reduce the possibility of conflicts at driveways, sight triangles shall be provided at all egress points such that vision within the triangle is not obstructed, per Figure 5.6.5. These triangles shall be 10 feet wide, parallel to the street, and 10 feet wide perpendicular to the street, with a minimum vertical clearance of 14 feet. Street trees shall not be located within driveway sightlines.

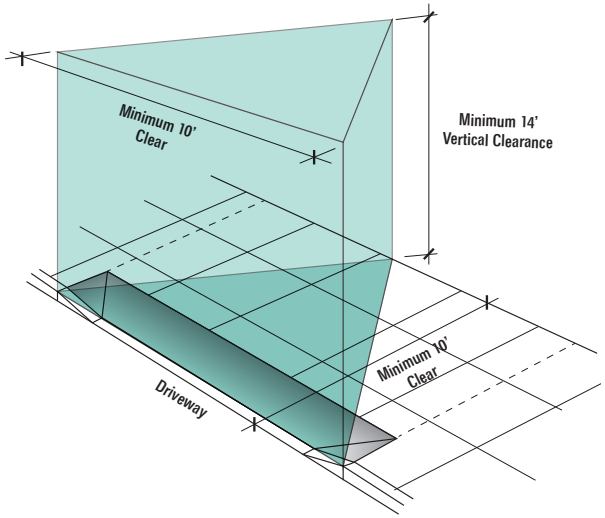


FIGURE 5.6.5: Sightlines

This provides pedestrians walking along the face of the building and vehicles exiting the site sufficient distance to see and react to one another such that buzzers, lights, or other pedestrian warning devices are not required.

Where sidewalk width is less than 10 feet, the applicable streetwall shall be setback to accommodate sightline requirements.

S5.6.14 **DRIVEWAY ACCESS.** Driveways crossing sidewalks shall be no wider than necessary for ingress and egress, and shall be arranged, to the extent practical, so as to minimize the width and frequency of curb cuts, to maximize the number and size of on-street parking spaces available to the public, and to minimize conflicts with pedestrian and transit movements.

S5.6.15 **PORTE COCHERES.** Porte cocheres to accommodate passenger loading and unloading are not permitted except as part of a hotel, inn, or hostel use. A porte cochere is defined as an off-street driveway, either covered or uncovered, for the purpose of passenger loading or unloading, situated between the ground floor façade of the building and the sidewalk.

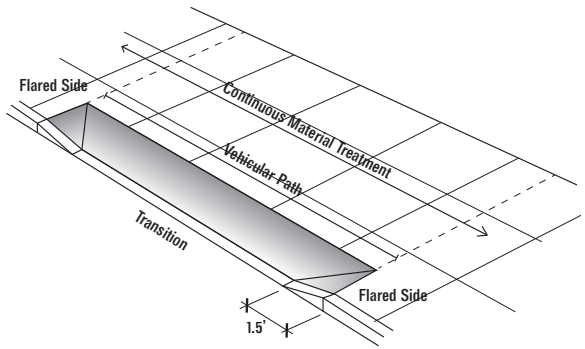


FIGURE 5.6.6: Curb Cut Treatment

Guidelines

G5.6.1 **ACCESSORY PARKING ENTRANCE.** Where possible, parking entrances are encouraged to be located separate from the primary façade of the building or to be integrated into the architectural design to avoid negatively impacting the overall aesthetic quality of the building. See Section 6.13 for more information.

G5.6.2 **SHARED EGRESS.** Off-street loading entrances and exits should be combined with garage parking entries wherever reasonable and feasible along the same block frontage.

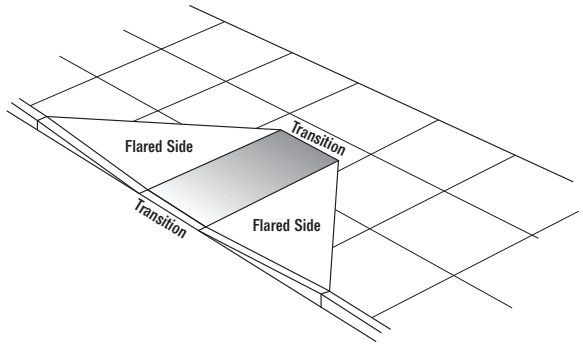


FIGURE 5.6.7: Perpendicular Curb Ramp

Photo Credit: Shae Rocco/ Forest City

PIER 70
Building 2 and Building 12

6 BUILDINGS

OVERVIEW

HISTORIC DISTRICT AND CULTURAL RESOURCES

PROJECT-WIDE MASSING AND ARCHITECTURE

LOCATION-SPECIFIC MASSING AND ARCHITECTURE

OVERVIEW

6.1 ARCHITECTURAL DESIGN INTENT

The existing buildings of Pier 70 have varied history, yet they were all designed and built with industrial utility as their central purpose. They are characterized by contrasts in scale, material texture, and articulation. The fine grain, weathered materials, and varied rooflines enhance the otherwise simple volumes. These qualities can be found in few other places in San Francisco.

With the designation as a Historic District and rehabilitation of existing historic buildings as critical aspects of the building fabric, the standards and guidelines in this chapter address compatibility of development in the Project. The controls encourage architecture of its own time, with an emphasis on fine grain detailing and materiality.

Key themes in the architectural design approach include:

- **PEDESTRIAN-ORIENTED.** Successful buildings are designed for people. The treatment of the first 15 to 30 feet along the height of a building face shapes the experience of the street and the public realm through transparency, canopies, clear entries, distinct storefronts, and an overall human scale and rhythm.
- **CONTRASTS OF SCALE.** Large-scale ship-building infrastructure and buildings at Pier 70 put industry and craftsmanship on display through dramatic shifts in scale. New construction should be expressive in the small-scale details contrasted with the overall volume, creating legibility in the assembly of the parts at different scales.
- **RHYTHM AND REPETITION.** Taking cues from the contributing resources on site, new construction within the Project should employ innovative methods to suggest horizontality, directionality, and expression through repetition of architectural elements.
- **LAYERING AND DEPTH.** Layering and depth enhance the contrast between light and shadow of buildings. These qualities can be achieved through shading elements, expressed structure, rain-screens, and detailed articulation. Shading devices can also provide climate-responsive or performative layers.
- **FINE GRAIN AND TACTILITY.** The materials, construction, and longevity of existing buildings on the site create a collection of rich textures. Contemporary materials and their articulation should provide human scale amidst large buildings.

Pedestrian-Oriented

Contrasts of Scale

Rhythm and Repetition

Layering and Depth

Fine Grain and Tactility

FIGURE 6.1.1: Examples of Architectural Intent

6.2 OVERVIEW OF MASSING AND ARCHITECTURE

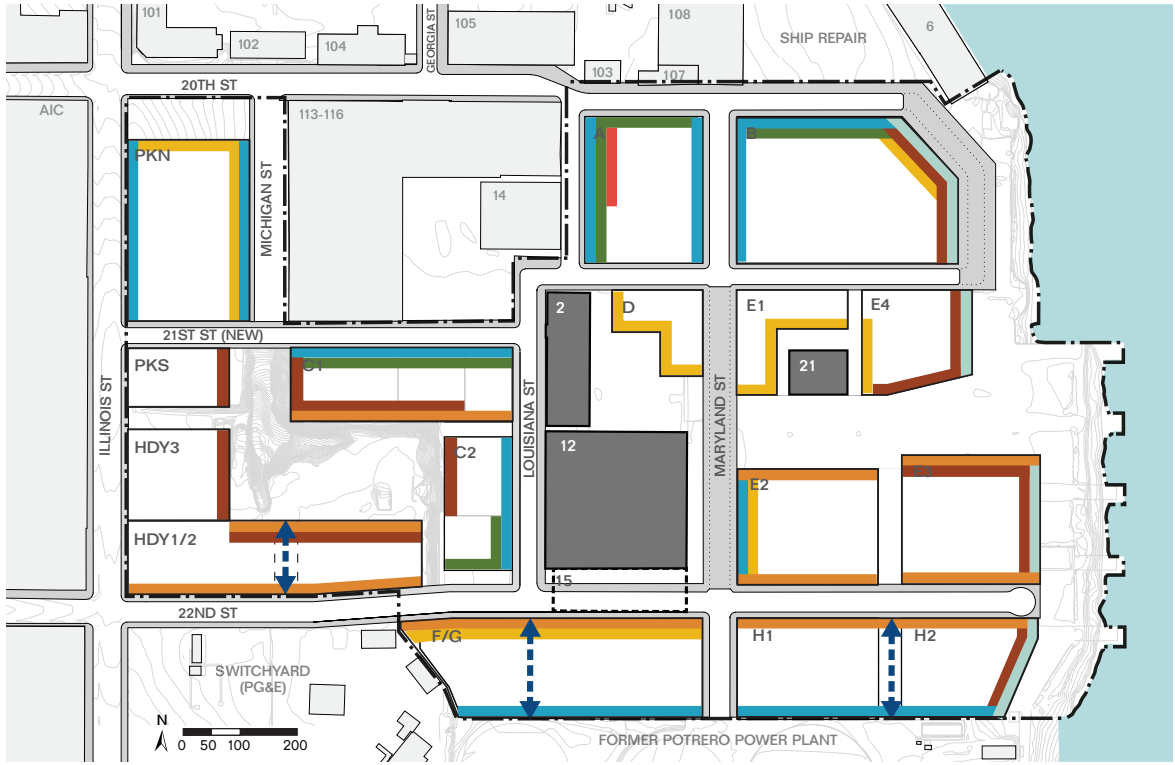
To ensure high quality architecture, variety, human scale, and an overall attention to craft and materiality, building design in the Project is regulated by a matrix of requirements.

Project-wide standards apply to all new construction and are tailored in response to the exceptional character and demands of the Pier 70 Area.

Location-specific requirements call for increased investment and creativity in the architecture of the building envelope at key locations to ensure continued attention to design and materiality that is fundamental to the Historic District. These requirements, in combination with the Cultural Resources and Project-Wide standards, apply based on adjacency to cultural resources and the waterfront, degree of visibility in the public realm, and length of building façade.

Figure 6.2.1 maps the requirements by parcel and building frontage, as described in Table 6.2.1: Architectural Requirements Matrix. The chapter includes controls for:

- Buildable Zones and Maximum Building Heights (Section 6.3–Section 6.4)
- Historic District and Cultural Resources (Section 6.5–Section 6.6)
- Project-Wide Massing and Architecture (Section 6.7–Section 6.14)
- Location-Specific Massing and Architecture (Section 6.15–Section 6.19)



6.3, 6.4, 6.7–6.14 Project-Wide Standards (All new construction)
6.6 Rehabilitation of Historic Buildings
6.15 New Construction Setback for View
6.15 Dimensional Height Reference
6.15 Relation to Adjacent Resource
6.16 Bird-Safe Controls
6.17 Potential Location for Mid-Block Passage Connectors
6.18 Long Façades in Key Locations (Primary)
6.18 Long Façades in Key Locations (Secondary)
6.19 Waterfront Façades

FIGURE 6.2.1: Architectural Requirements Summary

TABLE 6.2.1: Architectural Requirements Matrix

	6.3-6.4, 6.7-6.14 PROJECT-WIDE STANDARDS	HISTORIC DISTRICT & CULTURAL RESOURCES	6.15–6.19 LOCATION-SPECIFIC STANDARDS							
			6.15 ADJACENT TO CULTURAL RESOURCES							
Parcel		6.6 Rehabilitation of Historic Buildings	New Construction Setback for View	Dimensional Height Reference	Relation to Adjacent Resources	6.16 Bird-Safe Controls[2]	6.17 Mid-Block Passage Connectors	6.18 Long Façades in Key Locations-Primary	6.18 Long Façades in Key Locations-Secondary	6.19 Waterfront Façades
A	All		W[1]	N, W					E, W	
B	All			N	NE	NE, E			N, W	NE, E
C1	All			N		W, S[1]		S	N	
C2	All			E[1], S		W[1]			E	
D	All				S, W					
E1	All				E[1], S					
E2	All				W			N, S	W	
E3	All					N, E		N, S		E
E4	All				W[1]	E, S				E
F/G	All				N		N, S	N	S	
H1/H2	All					E	N, S	N	S	E
HDY1/2	All					N[1]	N, S	N[1], S		
HDY3	All					E				
PKN	All				N, E				E, W	
PKS	All					E				
2		All								
12		All								
21		All								

Note: Table indicates building façades subject to various controls noted in separate sections of this chapter.

[1] Partial façade subject to requirements (as shown in Figure 6.2.1)

[2] Façades subject to location-based controls. Feature-based controls also apply.

6.3 BUILDABLE ZONES

The following controls establish permitted new construction zones within the site.

Standards

S6.3.1 **NEW CONSTRUCTION ZONES.** Above-grade new construction within the Project shall be limited to the allowable new construction zones as shown in Figure 6.3.1. Within the indicated new construction zones, parcels may be subdivided as necessary. New construction zones are subject to mid-block passage requirements (See Section 4.4).

S6.3.2 **BUFFER ZONES AND EASEMENTS.** Dense clusters of buildings characterize the Historic District. New construction shall be permitted adjacent to historic buildings with the minimum distances of separation identified in Figure 6.3.2 to respect the integrity of historic buildings. Above-grade substantive additions to historic buildings shall not be permitted. New construction shall maintain a minimum distance from the peak of the remnant of Irish Hill as shown in Figure 6.3.2.

Buffer zones shall apply to new construction buildings only, and open space installations shall be exempt from this control. Construction buffer at Michigan Street shall be measured from the façade of building 113, excluding any additions. All buffer zones must be measured from building footprint (historic building elements may encroach into buffer zones).

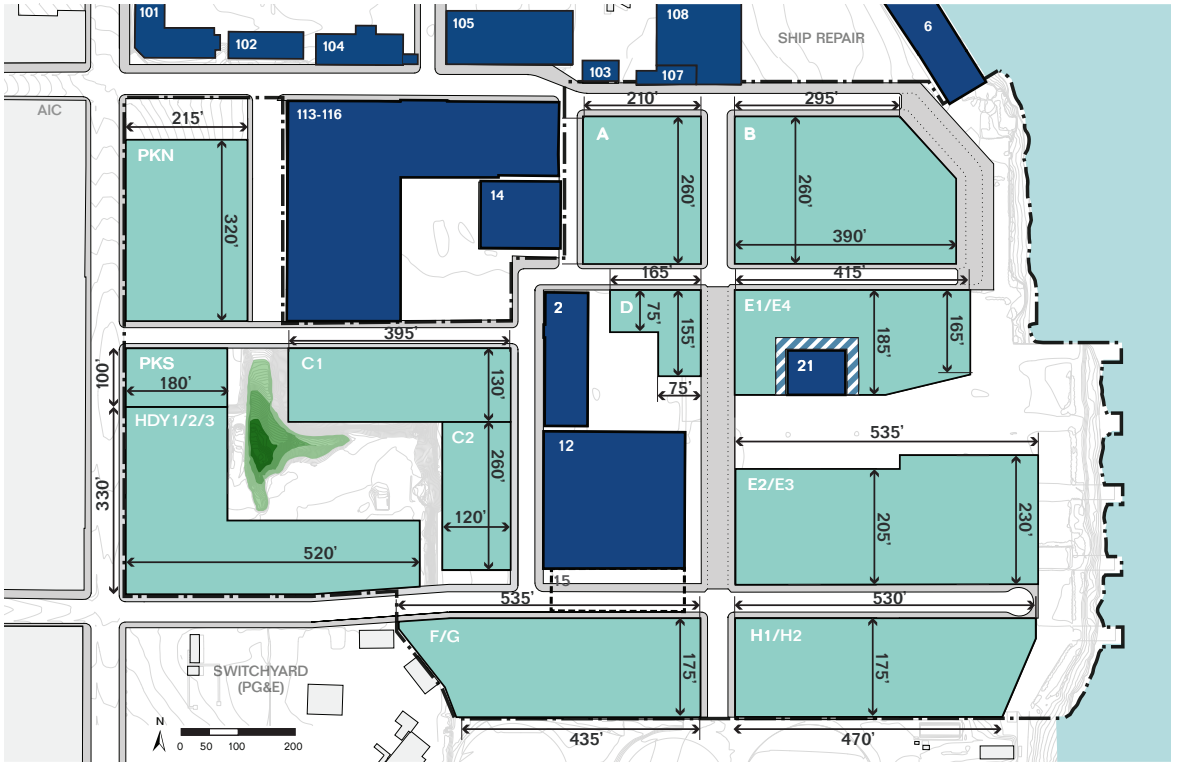


FIGURE 6.3.1: Allowable New Construction Zones

Note: All dimensions are approximate and rounded up to the nearest 5'.

FIGURE 6.3.2: New Construction Buffers

Note: Construction buffer at Michigan Street to be measured from the façade of Building 113, excluding any additions. All buffer zones to be measured from building footprint (historic building elements may encroach into buffer zones).

6.4 MAXIMUM BUILDING HEIGHT

In addition to the varied heights of the existing historic buildings, the following controls for new construction create complementary juxtapositions of scale to relate to the historic character of the site.

Standards

S6.4.1 **BUILDING HEIGHT MAXIMUM.** Building height per parcel shall not exceed the maximum height set forth in Planning Code as amended by the Pier 70 SUD, and shall be further limited by the heights shown in Figure 6.4.2. See S6.4.4 for a list of building features that may be exempted from measurement of building height.

S6.4.2 **MAXIMUM STORIES.** Residential buildings shall be no more than eight stories above grade and commercial buildings shall be no more than six stories above grade, measured from the base point described in S6.4.3.

Given maximum height permitted on parcels E2, E3, PKN, PKS, HDY1/2, HDY3, and the north leg of E1 (Figure 6.4.2), residential buildings on these parcels, or portions of parcels, shall be no more than six residential stories or five commercial stories above grade.

E4 shall be no more than five stories above grade.

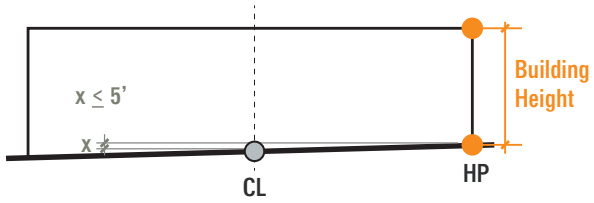
Measurement of stories shall exclude accessory parking floors and mezzanine levels.

S6.4.3 **METHOD OF HEIGHT MEASUREMENT.** For the purposes of the height limits herein, measurement at grade shall be taken from:

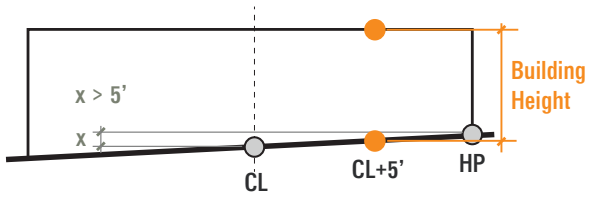
- The highest point of grade at the finished street edge adjacent to the building or five feet above the grade at the centerline of subject building façade, whichever is less. The measurement at grade shall not exceed a five-foot deviation from the height of the subject façade centerline. Where deemed appropriate to reflect physical conditions of a particular parcel, the Planning Director may approve an alternate maximum deviation from the centerline by up to 10 percent. See Figure 6.4.1.
- Where the lot has frontage on two or more streets, the owner may choose the street from which the measurement of height is to be taken, within the scope of the rules stated above. Mid-block passages shall not be considered as streets for this purpose.

At the building roofline, measurement of height shall be as described below:

- The highest point on the finished roof in the case of a flat roof.
- The average height of the rise in the case of a pitched or stepped roof, or similarly sculptured roof form.
- The highest point of any feature not exempted from the height measurement by S6.4.4.



If the difference between High Point (HP) and Center Line (CL) is equal to or less than five feet



If the difference between High Point (HP) and Center Line (CL) is more than five feet

FIGURE 6.4.1: Height Measurement

FIGURE 6.4.2: Building Height Maximum

S6.4.4 **EXEMPTIONS FROM HEIGHT MEASUREMENT.** The following elements shall be exempt from height measurement, without regard to their horizontal area (unless otherwise noted), provided the limitations indicated for each are observed:

- Elevator, stair and mechanical penthouses, fire towers, skylights, and dormer windows. This exemption shall be limited to the top 10 feet of such features where the height limit is 65 feet or less, and the top 20 feet of such features where the height limit is more than 65 feet. However, for elevator penthouses, the exemption shall be limited to the top 20 feet and limited to the footprint of the elevator shaft, regardless of the height limit of the building.
- Railings, parapets, and catwalks, with a maximum height of four feet.
- Open railings, catwalks, and fire escapes required by law, wherever situated.
- Public rooftop structures up to 20 feet above the roof level to accommodate recreation equipment and viewing pavilions.
- Unenclosed seating areas limited to tables, chairs and benches, and related windscreens, lattices and sunshades with a maximum height of 10 feet.
- Landscaping, with a maximum height of four feet for all features other than plant materials.
- Flagpoles and flags, and weathervanes.
- Radio and television antennae where permitted as accessory uses and towers and antennae for transmission, reception, or relay of radio, television or other electronic signals, where permitted as principal or conditional uses, subject to the limitations in the definition for Wireless Facilities in Planning Code and the Zoning Control Table for the district in which the Lot is located and limitations imposed by the Planning Commission.
- Warning and navigation signals and beacons, light standards and similar devices, not including any sign regulated by Planning Code.
- Public monuments owned by government agencies.
- Cranes, scaffolding and batch plants erected temporarily at active construction sites.
- Sustainable building features.
- Ornamental and symbolic features of public and religious buildings and structures, including towers, spires, and domes, where such features are not used for human occupancy.

The following elements shall be exempt from height measurement subject to compliance with S6.11.1:

- Mechanical equipment and appurtenances necessary to the operation or maintenance of the building or structure itself, including chimneys, ventilators, plumbing vent stacks, cooling towers, water tanks, panels or components contributing to environmental sustainability and window-washing equipment, together with visual screening for any such features. This exemption shall be limited to the top 10 feet of such features where the height limit is 65 feet or less, and the top 20 feet of such features where the height limit is more than 65 feet.
- Rooftop enclosures and screening for features listed above that add additional building volume, provided that the added volume is compliant with S6.11.1 and does not exceed 20 feet in height.
- Enclosed utility sheds of not more than 100 square feet, exclusively for the storage of landscaping and gardening equipment for adjacent rooftop landscaping, with a maximum height of 8 feet above the otherwise applicable height limit.

HISTORIC DISTRICT AND CULTURAL RESOURCES

6.5 HISTORIC DISTRICT OVERVIEW

During WWII, Pier 70 supported more than 18,500 workers per day. As a place of industry, the Historic District is notable for the events, work processes, and architectural styles represented within its 66 acres, as shown in Figure 6.5.1 through Figure 6.5.4.

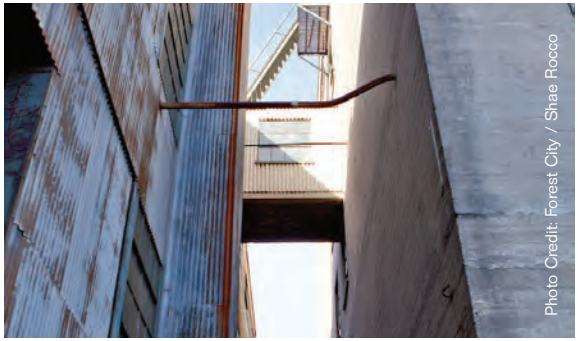
The standards and guidelines for existing cultural resources address rehabilitation of historic buildings within the site. Development will return the site to Pier 70's historic level of density. Buildings 2, 12, and 21 will be rehabilitated in accordance with Secretary of the Interior's Standards for Rehabilitation and the following standards and guidelines. Tax credit requirements must govern if there are any conflicts.

Additional requirements to promote compatibility with the Historic District, such as vegetation and street tree locations, signage and historic interpretation, and use of public art are included in the chapters on those topics (for example, Section 3.2 Historic Landscape, Section 4.8 Street Planting, Section 7.7 Building Signage, and Section 7.8 Public Art).

Ship Repair Activities

Minimal Planted Vegetation

Variation in Materials



Variation in Scale

Dense Urban Industrial Character

FIGURE 6.5.1: UIW Historic District Nomination Features

UNION IRON WORKS HISTORIC DISTRICT

As described in Section 1.3 Planning Context and shown in Figure 1.3.3, the Historic District contains key cultural resources and features that are the focus for rehabilitation. The character defining features of the Historic District are:

- Waterfront location/shoreline;
- Minimal planted vegetation;
- Open areas that are either paved with asphalt or covered with gravel;
- Streets that are improved without curbs and gutters, except for 20th Street, which has granite curbs;
- Dense urban industrial character;
- Variation in materials, styles, rooflines, and window types;
- Variation in height and scale, with resources that range from one to six stories (80 feet) in height, some with large footprints of 60,000 to 100,000 square feet;
- Certain groupings of buildings, such as the entry promenade along 20th Street and the Building 12 complex;
- Features such as cranes;
- Ship repair activities; and
- Yard layout and plan.

Double Gable Roof at Building 21

Aiken Roof at Building 12

Flat Roof at Building 2

Composite Rooflines at Historic Core

FIGURE 6.5.2: Pier 70 Rooflines

Brick at Building 104

Corrugated Metal at Building 12

Wood Siding at Noonan Building

Concrete Formwork at Building 2

FIGURE 6.5.3: Pier 70 Cladding

Building 21 (101' X 75')

Building 12 (248' X 242')

Building 101 (140' X 50')

Building 6 (512' X 72')

Building 2 (236' X 76')

Building 113 (492' X 175')

FIGURE 6.5.4: Pier 70 Scale

6.6 REHABILITATION OF HISTORIC BUILDINGS

Standards

S6.6.1 **HISTORIC BUILDINGS.** Rehabilitation of the following buildings, identified in Figure 6.6.1, shall be performed in accordance with the Secretary of the Interior's Standards for Rehabilitation.

- Building 2 Warehouse No. 2;
- Building 12 Plate Shop No. 2; and
- Building 21 Substation No. 5 (relocated).

FIGURE 6.6.1: Pier 70 Project Buildings to be Rehabilitated – Plan

Building 21

Building 12

Building 2

FIGURE 6.6.2: Pier 70 Project Historic Buildings to be Rehabilitated

6.7 STREETWALL

A strong building streetwall within the Project supports a consistent urban fabric, relates to the pattern of the historic buildings, and defines views through the site and to the water. The continuity of the streetwall at the ground floor, creates an engaged street and cohesive neighborhood rather than a collection of set back and inaccessible buildings.

Standards

S6.7.1 **STREETWALL.** All new construction buildings shall hold a consistent streetwall for a minimum of one story in height, and a minimum of 80 percent of the façade length, with minor variations permitted for the remaining 20 percent length of the façade per S6.7.2.

To avoid empty or buffer spaces separating the building from the street, large un-programmed recesses or otherwise non-occupiable open spaces, arcades, and open perimeter colonnades are not permitted.

New construction buildings may set the streetwall up to three feet back from the property line to create an expanded frontage zone.

Streetwall controls shall apply to all façades facing public streets. Façades facing public open spaces designated in the D4D (see Figure 3.4.1) shall be exempt from the streetwall requirements.

S6.7.2 **STREETWALL EXCEPTIONS: MINOR VARIATIONS.** Exceptions to the streetwall as described herein shall cumulatively not exceed 20 percent of the block frontage. Exceptions shall be permitted for recessed entries, pedestrian connections between or through buildings, retail, service, and arts spaces with direct access from the sidewalk, or to incorporate transformers or other utility requirements. Building setbacks for open spaces shall be permitted if designed as a usable open space and include an active use and a minimum of one entry adjacent to the open space.

All exceptions shall have a minimum width of five feet along the streetwall frontage and shall be no more than 10 feet in depth, with the exception of mid-block passages.

Where a mid-block passage is proposed, the width of the passage may be exempted from the streetwall control.

S6.7.3 **CORNERS.** Ground floor corner setbacks shall not be permitted beyond the maximum three-foot setback described in S6.7.1.

Corner controls shall apply to all corners at the intersection of two public streets. Corners facing public open spaces designated in the D4D shall be exempt from the requirement.

Ground floor setback at parcel B facing the waterfront shall be exempt from this requirement. Setbacks provided to manage grade changes at the site shall be exempt from this requirement.

Limited Street Planting Enhances Pedestrian Experience
Heath Ceramics, San Francisco, CA

Wide Setback with Plantings Create Barriers
Mission Bay, San Francisco, CA

FIGURE 6.7.1: Compliant/Non-Compliant Approach to Planted Setbacks

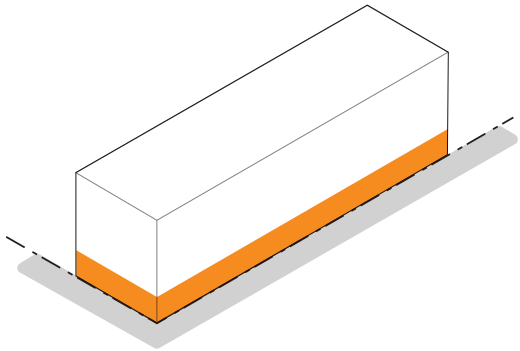
✕ Denotes noncompliant condition

S6.7.4 **SOUTHERN BOUNDARY CONDITION.** A building setback of minimum 15 feet from the southern property line of buildings on parcels F/G and H1/H2 shall be provided in the case of either a mutual setback or provision of a public passage or ROW on the Potrero Power Plant site. The Planning Director shall make final determination of the applicability of a building setback at the time the Developer exercises Appraisal Notice, as defined in the DDA.

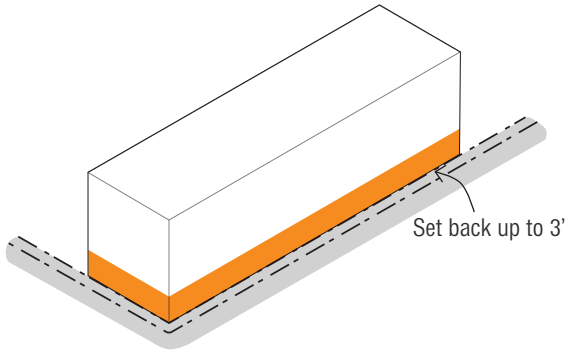
Guidelines

G6.7.1 **SETBACKS.** Where introduced, streetwall setbacks should relate to the pedestrian scale and serve to expand the public realm of the sidewalk. Non-occupiable setback landscape areas should be limited to two feet in width.

G6.7.2 **CORNERS.** Corner controls (S6.7.3) are additionally encouraged to apply to building corners at the intersection of public streets and vehicular mid-block passages.

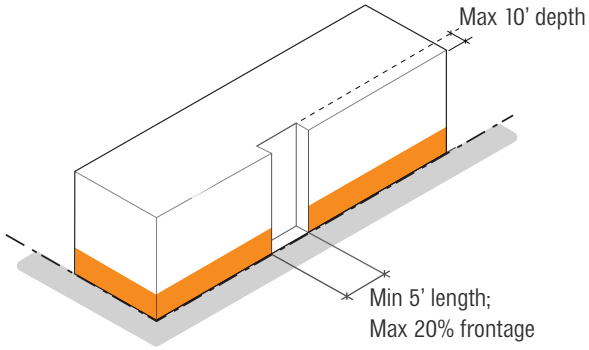


Building shall hold consistent streetwall

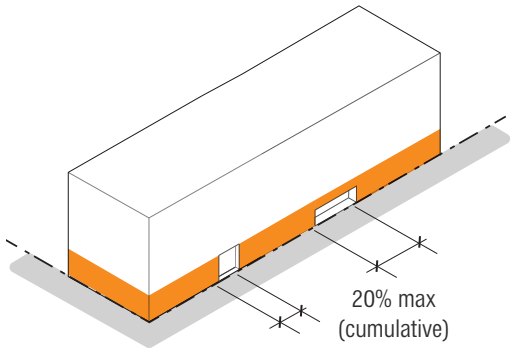


New construction buildings may be set back up to 3 feet from the property line to create a widened sidewalk and expanded frontage zone

FIGURE 6.7.2: Streetwall Options



Streetwall exception may not be more than 10 feet in depth and may not exceed 20 percent of the block frontage, cumulatively



Recessed entries, and/or programmed retail spaces along the sidewalk shall be permitted on the streetwall, and may not exceed 20 percent of the block frontage, cumulatively

FIGURE 6.7.3: Streetwall Exceptions

6.8 BUILDING BASE AND GROUND FLOOR

A true urban streetscape is created in large part by the design of the ground floor. The Project's standards and guidelines are designed to prevent monotonous ground floor façades, opaque walls, and inaccessible zones. The ground floor should be human scaled, employ a regular rhythm, and provide ample transparency and variation to pedestrians.

Standards

S6.8.1 **DEFINED BASE.** All new construction buildings shall have a defined base zone, scaled and proportioned to the street environment. The base may be differentiated by horizontal or vertical shifts, varied rhythms, horizontal elements, material differentiation, and/or difference in architectural treatment. The base shall be a minimum of one story and maximum of three stories in height.

To establish a pedestrian-focused environment and engaging street frontage, the ground floor or base zone of all new construction buildings shall have a differentiated architectural expression from the upper floors. This may include, but is not limited to, increased transparency, projections denoting entries, shifts in color, material and scale of modulation, and increased material depth and texture of façade elements.

The ground floor or base zone expression need not be 100 percent of the ground floor façade area; interplay and integration of the ground floor and the overall building architecture is encouraged while maintaining a visible distinction.

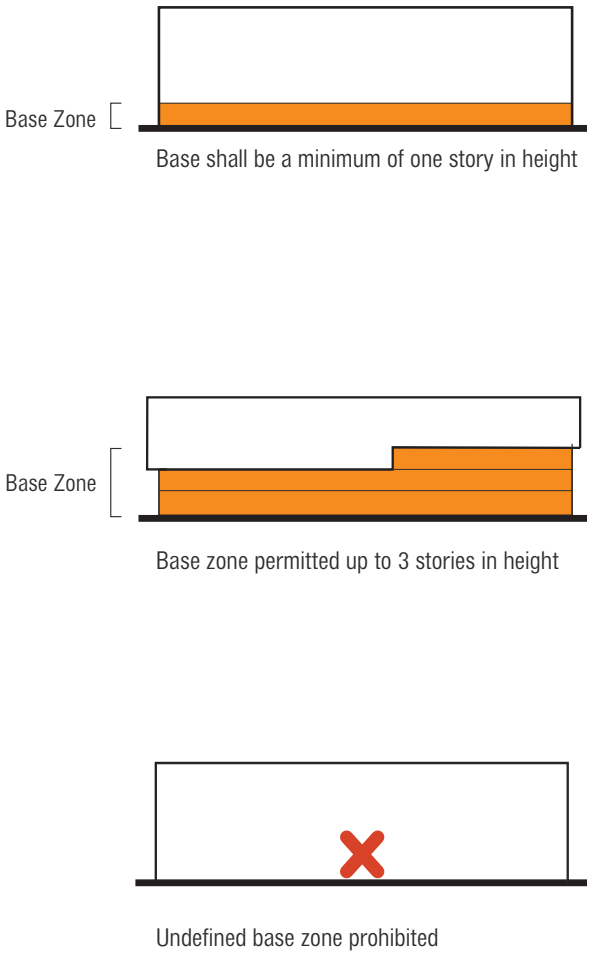


FIGURE 6.8.1: Defined Base Zone

✕ Denotes noncompliant condition

Architectural Bay Features at Base
The Beacon, San Francisco, CA

Base up to Maximum of 3 Floors Allowed
Montreal, Canada

FIGURE 6.8.2: Examples of a Defined Base

S6.8.2 **GROUND FLOOR TRANSPARENCY.** The ground floor façade shall have a minimum of 60 percent transparency applicable to all non-residential uses, excluding frontage dedicated to parking and loading access, building egress, and mechanical and core systems. Transparent areas shall have a maximum sill height of three feet from sidewalk grade. See Section 5.6 Loading and Parking Access for standards on loading and service entries.

In order to comply, the majority of glazed areas shall be unobstructed by solid window coverings or other features that impede visibility from the public realm into the interior of the ground floor of the building. Minimal window signs, textures, patterns, or other features used for display and communication shall be permitted.

Darkly tinted or highly mirrored glass is prohibited on the ground floor.

See S6.12.4 for transparency requirements for ground floor residential units.

S6.8.3 **GROUND FLOOR HEIGHT.** New construction buildings shall have a minimum ground floor height of 15 feet, measured floor-to-floor. Parcels PKN, PKS, HDY1/2 and HDY3 shall be permitted to have a reduced ground floor height of 14 feet floor-to-floor where necessary. Parcel E4 shall have an increased ground floor minimum height of 20 feet floor-to-floor, per S6.19.4.

S6.8.4 **GROUND FLOOR MODULATION.** New construction buildings fronting public parks, 20th Street, 22nd Street, and Maryland Street shall modulate ground floor façades with vertical façade articulation at maximum 30-foot intervals on center. Articulation may be achieved through expressed bay structure or division of ground floor piers, window patterns, or other integral elements to relate to the human scale.

S6.8.5 **GROUND FLOOR HORIZONTAL ELEMENT.** Ground floor frontages for new construction buildings fronting public parks, 20th Street, 22nd Street, and Maryland Street shall have horizontal elements that articulate the pedestrian scale. Frontages along mid-block passages are exempt. Such elements shall cumulatively span a minimum of 20 percent of linear frontage along a building. Horizontal elements may include canopies, marquees, prominent eaves, projections, massing differentiation, and/or architectural features. To create features that relate to a pedestrian scale, no single horizontal projection, including canopies and marquees, shall be continuous for more than 30 feet, in order to create a pedestrian scale and rhythm.

S6.8.6 **GROUND FLOOR COMMERCIAL-OFFICE FRONTAGE.** The interior area within four feet from the surface of the window glass between a height of four and eight feet above sidewalk level shall be at least 75 percent open to perpendicular view. See Figure 6.8.3 for an illustration of the required visibility zone. No partitions above three feet shall be located within four feet of the window. See also G2.2.1 for guidelines on uses.

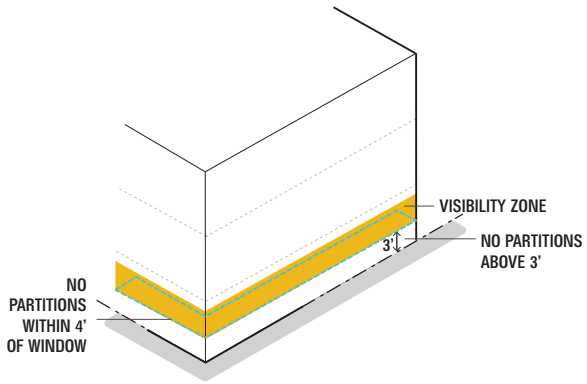


FIGURE 6.8.3: Ground Floor Visibility Zone

Ground Floor Transparency and Expression
Funf Hofe, Munich, Germany

Pedestrian Scale and Rhythm
Malmo Live, Sweden

Pedestrian Scale and Ground Floor Transparency
Chantal Guillon, San Francisco, CA

Pedestrian Scale Modulation and Ground Floor Transparency
Monsieur Benjamin, San Francisco, CA

FIGURE 6.8.4: Examples of Ground Floors

S6.8.7 **GROUND FLOOR ENTRIES.** To create engagement and foot traffic between the ground floor of the buildings and the street, each building frontage as indicated in Figure 6.8.5 shall provide at least one entry for each façade less than 250 feet in length, two entries for each façade 250–450 feet in length, and three entries for each façade greater than 450 feet in length, along a public ROW and waterfront open spaces, including Slipways Commons. As service streets, 21st Street, Michigan Street, and Louisiana Street north of 21st Street are excluded from the above minimum entries requirements, except for C1 along 21st Street. While Figure 6.8.5 illustrates minimum number of entries required, building frontages are encouraged to provide additional entries. Each retail use shall be required to provide a minimum of one entry along a street or open space.

The primary entry for each building shall be from a public street. Primary entries for residential buildings are not permitted to be located on park facing frontages. The primary building entry shall be the most prominent feature on the ground floor. See Figure 6.8.6.

Qualifying entries shall include building access or access to ground floor commercial, residential or retail spaces. Parking entries, storage, exit stairs, and building service access are excluded.

Primary building entries within new construction buildings shall meet the sidewalk at grade or be accessed by the use of ramps.

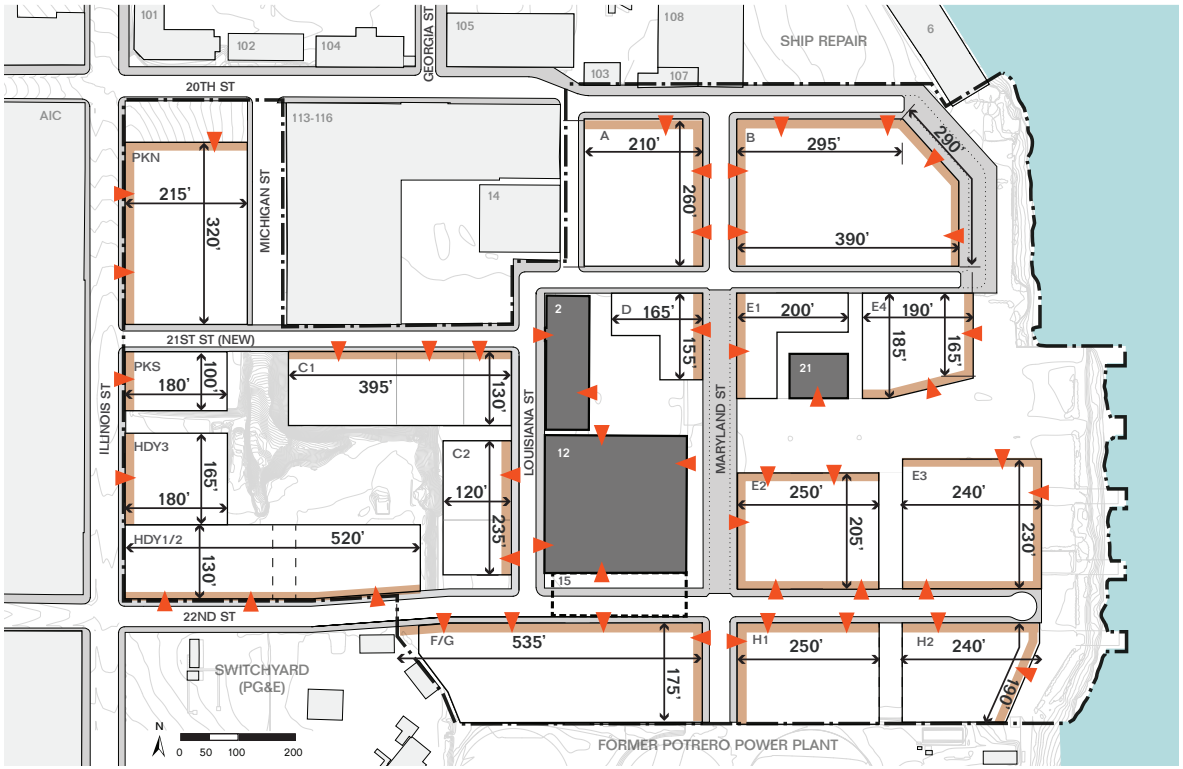


FIGURE 6.8.5: Illustrative Plan of Building Entries from Public Right of Way

Note: All dimensions are rounded up to the nearest 5'.

Frontage with Required Building Entries

Illustrative of Minimum Building Entries

FIGURE 6.8.6: Examples of Prominent Entries

S6.8.8 **GROUND FLOOR STOREFRONTS.** For new construction, temporary frontages in the form of murals or other artwork, are allowed as placeholders during construction to allow for tenants to customize the design of the ground floor façades and entries. Restrictions should be added for the allowable timeframe before compliance is met.

Guidelines

G6.8.1 **GROUND FLOOR STOREFRONTS.** Storefront façades are encouraged to open up to the pedestrian public realm through the use of large movable openings such as pivot, sliding, or roll-up windows and doors. Ground floor commercial frontages are encouraged to make visible social or common uses listed in G2.2.1.

G6.8.2 **ENTRY DESIGN.** The entry design should incorporate two or more of the following elements:

- Change in wall/window plane in relation to the primary building façade
- Use of accentuating light and color
- A projecting element above
- A change in material or detailing
- Recessed doors or cased openings

G6.8.3 **COMMERCIAL LOBBIES AND ENTRYWAYS.** Primary commercial entryways and lobbies should be visually active through both programming and materials. Active shared uses or public art should have a high degree of transparency to the exterior. The entry should maximize natural light and be clearly visible from the street and include signage.

G6.8.4 **GROUND FLOOR SETBACKS ALONG IRISH HILL PASSAGE.** Residential stoops or building projections for PKS and HDY3 facing the mid-block passage are encouraged to be accommodated in ground floor setbacks in order to avoid encroaching into the mid-block passage.

CONSIDERATIONS

- To promote engagement between ground floor uses and the street, use of translucent glass is discouraged.
- Design should encourage a flexible ground floor façade and signage approach that can be reconfigured to serve various functions and individual customization by each vendor or tenant. Use of high-quality, wear-resistant contrasting materials and colors within ground floor storefronts is encouraged to provide visual variety along a block.
- The main entries for commercial buildings from open spaces, streets, and parking areas are encouraged to lead to a single consolidated lobby to promote larger shared spaces where feasible.
- Lobbies are encouraged to be public and/or programmed spaces.

Transparency and Signage
Blu Dot, San Francisco, CA

Awning and Signage
MoAD, San Francisco, CA

Inactive, Disconnected from Sidewalk and Street
Old Navy HQ, San Francisco, CA

FIGURE 6.8.7: Examples of Compliant/Noncompliant Entries

✖ Denotes noncompliant condition

6.9 FAÇADE DESIGN

The following standards and guidelines guide the design for any new construction façade within the Project. Additional location-specific requirements for buildings adjacent to cultural resources, key façades greater than 200 feet, and waterfront façades are outlined in Sections 6.15, 6.18 and 6.19, respectively.

Standards

S6.9.1 **NO REPLICATION OF HISTORIC BUILDINGS.** New construction shall not replicate or mimic historic buildings. False historicism is not permitted.

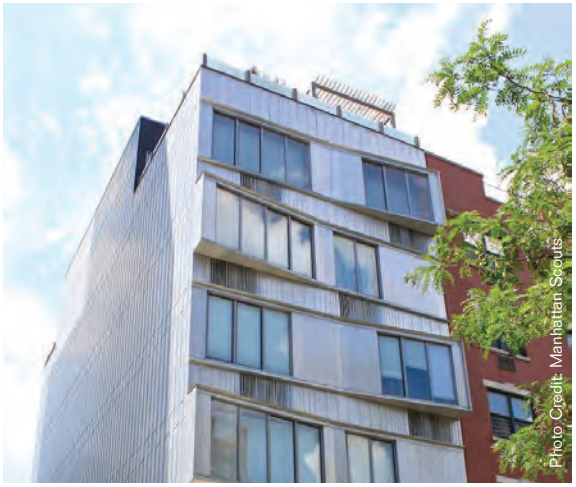
S6.9.2 **BUILDING VARIETY.** To maintain the historic architectural variety that has existed at Pier 70, all new individual buildings within the Project shall vary from their adjacent building in at least two of the following ways: building massing, materials, glazing pattern and proportion, integral color (paint color differences do not qualify), architectural detail, articulation, or roofline modulation. Buildings with mid-block passage connectors are considered one building.

S6.9.3 **FAÇADE ARTICULATION.** Material selection and application shall reflect but not replicate the scale, pattern and rhythm of adjacent contributing resources' exterior materials. Material selection shall not establish a false sense of historic development. See Table 6.18.6 for more detail on preferred materials and G.6.9.1 for more information on historic rhythms and patterns.

S6.9.4 **FAÇADE RHYTHM.** All new construction buildings with façade lengths greater than 200 feet along a side shall use vertical façade articulation at maximum 30-foot intervals on center to create a finer grain façade. Articulation may be achieved through expressed bay structure, fenestration, articulation, or material differentiation. The vertical rhythm shall be perceptible from the street.

S6.9.5 **FAÇADE DEPTH.** A selection of architectural details, such as vertical and horizontal recesses and projections, changes in height, floor levels, roof forms, shading devices, and window reveals shall be used to create shadows and texture across the building façade with a minimum depth of six inches.

S6.9.6 **BLANK WALLS.** Blank building walls greater than 50 feet in length without fenestration or architectural articulation fronting public parks and along 22nd Street, Maryland Street, and 20th Street shall be prohibited. Ground floor and upper floor blank walls shall be articulated and/or incorporate artistic treatments.



Façade Depth
Switch Building, New York, NY

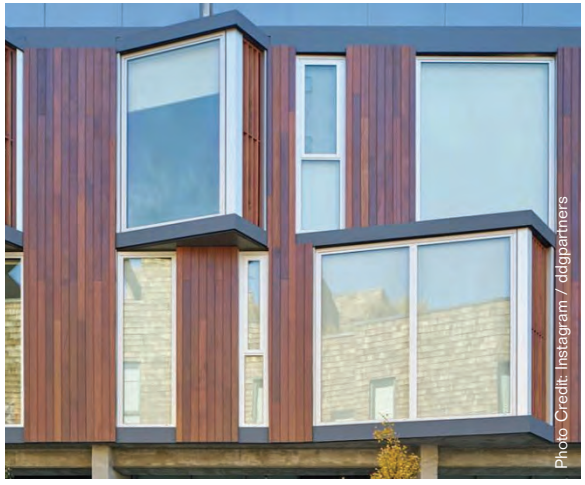
Façade Rhythm
19 E Houston, New York, NY

FIGURE 6.9.1: Building Articulation and Variety

Building Variety: Material & Integral Color
Foundry Square, San Francisco, CA

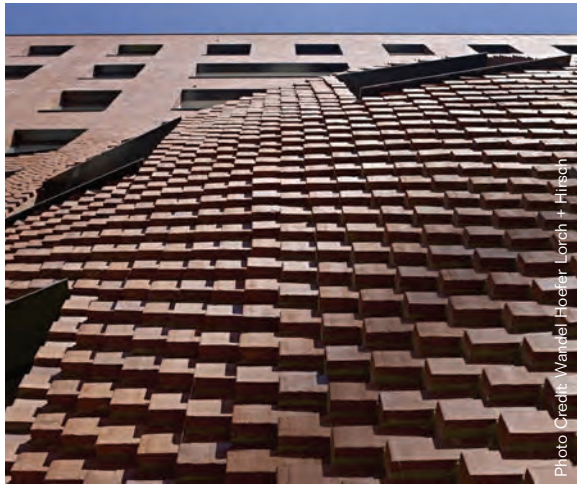
Material Depths Create Shadows and Texture on Façade
Raif Dinckok Yalova Cultural Center, Merkez, Turkey

Material Depths Creates Shadows and Texture on Façade
SF MoMA, San Francisco, CA



Staggered Bay windows Create Façade Rhythm
450 Hayes Street, San Francisco, CA

FIGURE 6.9.2: Building Façade Rhythm



Brick Façade Creates Large Textured Plane with Fine Grain
Ecumenical Forum HafenCity, Hamburg, Germany

Custom Perforated Panel Creates Fine-Grain Façade
DeYoung Museum, San Francisco, CA

FIGURE 6.9.3: Material Grain

Guidelines

G6.9.1 **HISTORIC RHYTHMS AND PATTERNS.** New construction buildings should incorporate, through contemporary interpretation, one or more of the following features drawn from Pier 70's historic character:

- Horizontal Banding;
- Shifted Patterns/Glazing;
- Articulated Rooflines;
- Repetitive Patterns (e.g. Building 12 roofline; or Building 113 windows);
- Gridded Windows; and
- Weathered Materials.

G6.9.2 **MATERIAL AND COLOR PALETTE.** Material and color palette are encouraged to draw from the site's historic texture and utilize the recommended material palette provided (Figure 6.9.5). Materials that are intended to patina or weather are encouraged.

CONSIDERATIONS

- Pier 70 historic buildings include large and long façades comprised of small units, such as brick and corrugated metal. New construction is encouraged to draw on this material grain and technique, but not necessarily the specific materials used.

Gridded Windows

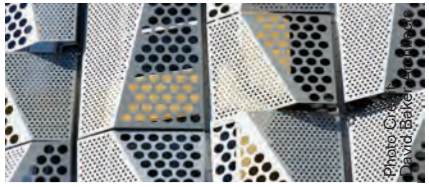
Horizontal Banding

Articulated Roofline

Repetitive Pattern

FIGURE 6.9.4: Pier 70 Historic Rhythms and Pattern

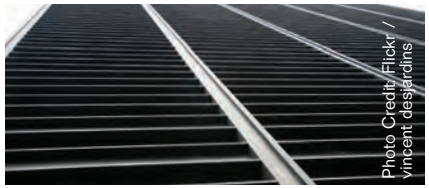
Metal Panels



Perforated Mesh

Corrugated Metal

Painted Corrugated Metal



Structural Steel Elements

Metal Screen

Slate Tiles

Terracotta

Concrete (Cast in Place)

Concrete (Pre-cast)

Cement Board

Weathered Metal

Wood Veneer

Concrete (Board Form)

Brick Masonry

Glass

Wood Siding

Wood Slats

Ceramic Tiles

Precast Brick Panels

FIGURE 6.9.5: Recommended Material Palette

6.10 PROJECTIONS

Standards

S6.10.1 GROUND FLOOR NON-OCCUPIABLE PROJECTIONS. Non-occupiable building elements such as cornices, architectural fins, louvers, rain screens, brise soleil, and decorative elements may extend up to one foot into the ROW, provided a minimum clearance of 7.5 feet is provided from sidewalk grade, and compliance with San Francisco Building Code is met.

Additionally, non-occupiable ground floor horizontal elements such as marquees, awnings, and canopies may extend up to two feet from the curb edge, provided a minimum clearance of ten feet is provided from sidewalk grade.

See Section 7.7 for projected building signage requirements.

S6.10.2 UPPER LEVEL NON-OCCUPIABLE PROJECTIONS. Horizontal elements above the ground floor, such as cornices and other decorative elements shall follow Planning Code, with a maximum projection of three feet and maximum height of 2.5 feet. Vertical elements, such as louvers, architectural fins, and brise soleils may extend up to two feet beyond the property line.

Human Scale
The Beacon, San Francisco, CA

Multiple Scales of Awnings and Signage
New York Times Building, New York, NY

Awning Design
Seattle, WA

Vertical Fins
Mercy Housing,
San Francisco, CA

Single Continuous Awning
Adobe Systems, San Francisco, CA

FIGURE 6.10.1: Examples of Compliant and Noncompliant Ground and Upper Floor Projections

✖ Denotes noncompliant condition

S6.10.3 **OCCUPIABLE PROJECTIONS.** Occupiable projections are permitted in compliance with Planning Code. To relate to the industrial character of the site and contemporary construction, aggregated occupiable projections shall additionally be permitted, as shown in Figure 6.10.3.

Area of aggregated projections shall not exceed that which would be permitted under the existing bay window and occupiable projection standard in Planning Code. Aggregated occupiable projections shall be further limited to a maximum of 60 percent of the length of the building façade, a maximum of 33 percent of the overall building façade area and a maximum extension beyond the property line of four feet subject to compliance with Building Code requirements for projections.

Multiple distributed projections or a single aggregate projection shall both be permitted. Bay windows may be square, angled, curved, or wrap around a building as a corner treatment.

FIGURE 6.10.2: Occupiable Projections per Planning Code

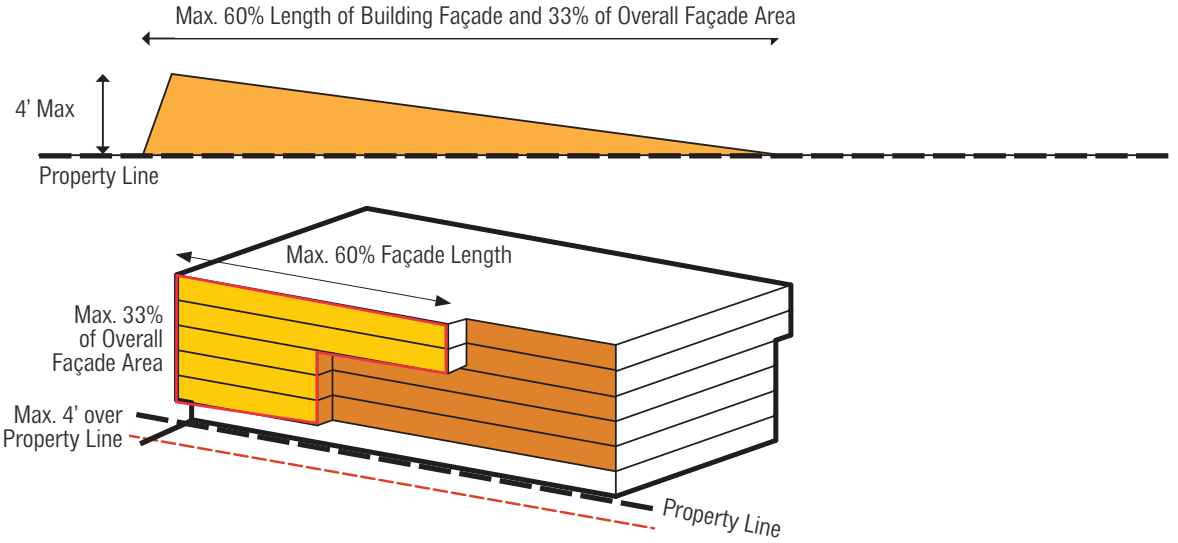


FIGURE 6.10.3: Aggregated Occupiable Projections

Corner Projection
200 Second Street, Oakland, CA

Curved and Wrap-Around Projection
200 Second Street, Oakland, CA

Projection Area Equivalent to Area of San Francisco Bay Window Standard
388 Fulton, San Francisco, CA

Projection Area Equivalent to Area of San Francisco Bay Window Standard
Richardson Apartments, San Francisco, CA

FIGURE 6.10.4: Examples of Aggregated Projection Areas

6.11 ROOFS

Standards

S6.11.1 **MECHANICAL SCREENING.** For all new construction, rooftop equipment shall step-back at a minimum ratio of 1.2 feet in a horizontal dimension, from the exterior building wall facing a public ROW, for every foot above the maximum height limit of the building, and shall be screened with architectural or landscaped materials harmonious with the building's material, color, and scale. The screen shall be at least equal in height to the mechanical elements that it screens. See Figure 6.11.1.

S6.11.2 **ROOFLINE.** Direct replication of the particular geometries of the rooflines of historic buildings 12, 21, and 113—116 is not permitted in order to avoid false historicism. For historic building locations, see Figure 6.15.1.

S6.11.3 **BETTER ROOF REQUIREMENTS.** Roof design for new buildings shall comply with Better Roof Requirements in San Francisco Environment Code.

S6.11.4 **ROOFTOP STRUCTURES.** Rooftop amenities shall be oriented toward common use, though non-rooftop open spaces such as terraces, balconies, and patios may be dedicated to a single unit. Rooftop structures shall be limited to common access elements or furnishings, such as shared stairs or elevators, sustainable elements, and building infrastructure. Private rooftop structures such as separate access stairs or penthouses, for use by individual units, are not permitted.

Guidelines

G6.11.1 **ROOFTOP SUSTAINABILITY STRATEGIES.** Roofs are encouraged to provide usable open space and/or sustainable design strategies to reduce carbon emissions and mitigate the urban heat island effect. Specific rooftop strategies include living roofs, rainwater harvesting, or renewable energy capture (solar photovoltaic, solar water heating). Refer to Section 6.14 and the Pier 70 SUD Sustainability Plan.

G6.11.2 **RAILINGS.** Subject to compliance with OSHA standards, railings should be set back from the façade plane to minimize visibility of railings from streets and open spaces. Parapets may be designed with appropriate heights to restrict visibility of railings beyond.

CONSIDERATIONS

- Roofs are encouraged to incorporate roofline modulation strategies as detailed in Table 6.18.4.

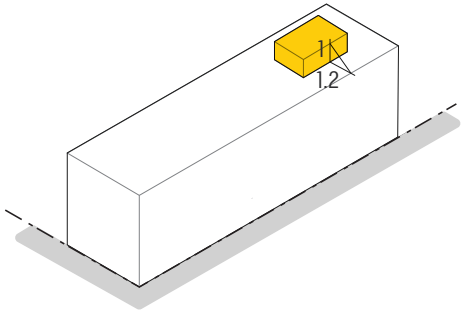


FIGURE 6.11.1: Mechanical Screening Height

Setback Mechanical Screening
Gates Foundation, Seattle, WA

Flush Mesh Screen
664 Collins Street, Melbourne, Australia

FIGURE 6.11.2: Examples of Mechanical Screening

6.12 RESIDENTIAL BUILDING ELEMENTS AND OPEN SPACE

Standards

S6.12.1 **RESIDENTIAL USABLE OPEN SPACE.** On each residential parcel, new construction buildings shall provide a minimum quantity of usable open space equivalent to 40 square feet per dwelling unit. Usable open space may be in the form of common courtyards, terraces, rooftop spaces, winter gardens, private balconies, stoops, or other facilities, which would be accessible to building occupants. Common terraces and courtyards shall maintain a minimum width of 20 feet, and private balconies and stoops shall be a minimum of five feet wide, or 36 square feet in area (excluding steps), to be counted as residential open space.

S6.12.2 **REAR YARD REQUIREMENTS.** Lots within the Project shall not be required to comply with the rear yard requirements set in Planning Code Section 134.

S6.12.3 **DWELLING UNIT EXPOSURE.** All new construction units shall face onto a public or private ROW, or onto an open area, as shown in Figure 6.12.1 and defined below:

- A public street, public alley, or mid-block passage (public or private) at least 20 feet in width.
- An exterior courtyard or terrace at least 25 feet in width that is open to a public street, public alley, mid-block passage (public or private).
- A public open space that is at least 25 feet in width, including Irish Hill, a landscape feature.
- An interior courtyard at least 25 feet in width and a maximum height of 55 feet.
- An interior courtyard at least 40 feet in width without regard to height.
- Undeveloped airspace over rooftops of either adjacent buildings within the SUD or a building on the same parcel where such building has been built to the maximum height limit allowed pursuant to the SUD.

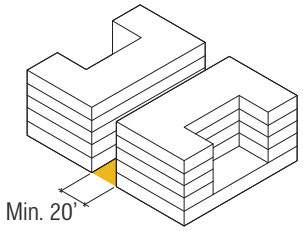
Historic Building 2, if rehabilitated with residential uses, shall not be required to comply with the dwelling unit exposure standards listed above.

S6.12.4 **RESIDENTIAL GROUND FLOOR TRANSPARENCY.** Ground floor residential lobbies and amenities shall have a minimum of 50 percent transparency in order to enliven the visual interface with the sidewalk. Ground floor units shall have a minimum of 25 percent transparency while allowing for window coverings and elements to maintain privacy for units.

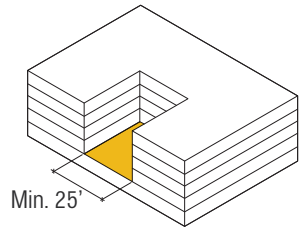
Guidelines

G6.12.1 **RESIDENTIAL ENTRY DESIGN.** Changes in material, awnings, and stoops are encouraged to create residential ground floor rhythm. Residential stoops are permitted on park facing frontages to provide transition between the public parks and private residences. Lobby entrance areas should maximize transparency to interior common spaces or interior open spaces.

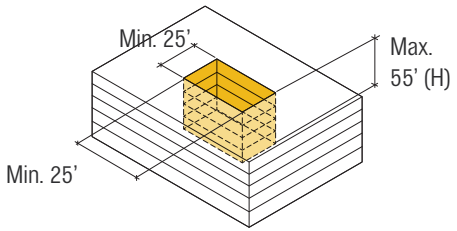
G6.12.2 **COURTYARD BRIDGES.** Bridges connecting building circulation across internal or external courtyards are encouraged to be open air or at least 80 percent transparent.



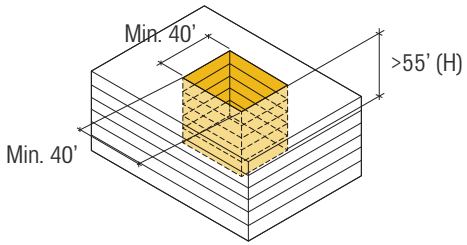
STREET OR MID-BLOCK PASSAGE



EXTERIOR COURTYARD



INTERIOR COURTYARD WITH MAX 55’ HEIGHT



INTERIOR COURTYARD WITHOUT REGARD TO HEIGHT

FIGURE 6.12.1: Dwelling Unit Exposure

CONSIDERATIONS

- While interior courtyards are permitted, perimeter courtyards are encouraged in order to create breaks in the façade wall, connect visually to public spaces, and provide increased opportunities for sunlight and dwelling unit exposure. If a building is incorporating a courtyard or terrace that extends to the building perimeter, the opening is encouraged to be a minimum of 30 feet wide and a minimum of 20 feet deep.
- Where incorporated, the goal of residential stoops is to balance transparency and street animation with privacy for units. Stoops with stairs that run perpendicular to the sidewalk are encouraged. Stoops are encouraged to be combined with horizontal overhangs above the entryway.
- In addition to S6.9.3, S6.9.4, and S6.9.5, consider vertically modulating residential building façades to express individual units.
- Entries to ground floor units should be a maximum of five feet above the grade of the adjacent sidewalk.
- If subgrade entries are provided to handle topography at certain locations, the unit should be no greater than four feet below grade, with planters and steps placed strategically to prevent direct viewing into sub-grade windows, while allowing upward views from, and natural light into, the unit.
- Consider natural light and sightlines from the sidewalk to create an inviting building entry.
- Make individual unit entryways no less than five feet wide at the building face. Grouped entryways should be at least ten feet wide. The scale of building entries should be articulated and proportional to the number of units served.
- Avoid recessed entries that are either too narrow or too deep. Entries that are too shallow and/or narrow fail to provide adequate public/private transition space and a gracious sense of arrival, and may be perceived as unsafe.
- Separate primary residential entrances from parking entrances by at least ten feet.

6.13 GARAGE AND SERVICE DESIGN

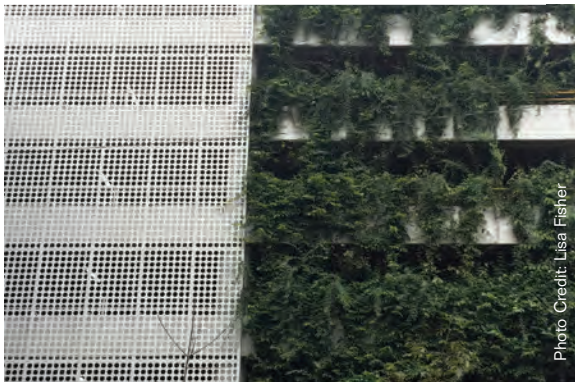
Standards

S6.13.1 **PARKING GARAGE TREATMENT.** Parking garages shall comply with the applicable standards and guidelines in Sections 6.7 through 6.11. Parking garage frontages over 200 feet long and located in key façade locations (see Figure 6.18.1) shall meet the minimum requirements specified in S6.18.4.

Architectural Treatment
Mission Bay Parking Garage, San Francisco, CA

Parking Garage with Horizontal Screening and Retail at Ground Floor
Santa Monica Parking Garage, Santa Monica, CA

Parking Wrapped with Retail Uses
200 Second Street, Oakland, CA



Parking Garage with Living Wall
Mexico City, Mexico

FIGURE 6.13.1: Examples of Commercial and Residential Garages

S6.13.2 **ACCESSORY PARKING TREATMENT.** Any above ground accessory parking shall be wrapped by non-parking uses permitted by Table 2.1.1, with a minimum depth of 25 feet, for all façades facing public right-of-ways and public open spaces, subject to compliance with Fire Code and emergency access. All frontages of C1 and C2, if built as public parking garages, and the southern frontages of parcels F/G, H1, and H2 shall be exempt from this requirement. See Section 2.2 for ground floor use requirements for C1.

Parking basements shall be permitted to be exposed due to grading conditions. Such basement frontages that are exposed shall be architecturally consistent with, or complementary to, the overall façade design or adjacent public realm design. Architectural treatment may include screening, vegetation, or integration with topographic grade changes.

Guidelines

G6.13.1 **GARAGE SCREENS AND FAÇADES.** Garage entries shall be screened and designed in a manner harmonious with the building's overall composition and materiality.

Integrated into Streetwall
Strata Apartments, San Francisco, CA

Consolidated Vehicular Access, Parking and Loading
MB360, San Francisco, CA

Commercial Loading in Building
560 Mission Street, San Francisco, CA

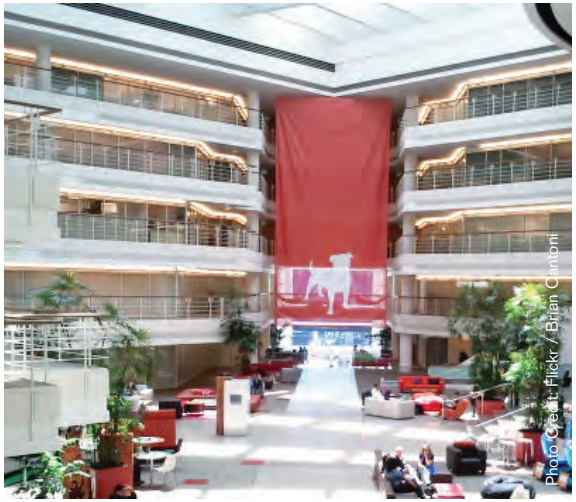
FIGURE 6.13.2: Example of Service Entry Designs

6.14 SUSTAINABILITY STRATEGIES

A goal of the Project design is to incorporate sustainable design principles that provide the greatest efficiency and suite of benefits to users.

Daylighting strategies provide many benefits to users, including increased productivity, comfort, and mental and visual stimulation. Historic buildings within the site are typically well-lit through abundant horizontal ribbons of windows and the use of skylights.

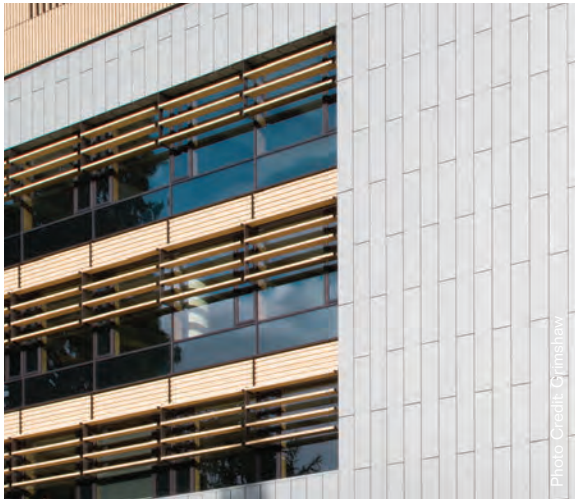
Sustainability strategies noted herein and throughout the D4D focus on building design and site planning. For a full description of strategies and approach to sustainability, refer to the Pier 70 SUD Sustainability Plan.



Daylighting and Shared Spaces within an Enclosed Atrium
650 Townsend, San Francisco, CA

Daylight within Shared Spaces
Southhampton University Offices, Southhampton, UK

Residential Unit Sunshades
Richardson Apartments, San Francisco, CA



Louvers Responsive to Orientation
Southhampton University Offices, Southhampton, UK

FIGURE 6.14.1: Examples of Daylighting and Sustainability Strategies

CONSIDERATIONS

- Photovoltaics (PVs) should be strategically placed to maximize energy harnessing and prevent excessive heat gain.
- Green roofs are encouraged to capture and store rainwater.
- Buildings should maximize potential for daylighting of interior spaces. This can be achieved through setbacks that allow light to penetrate deeper into the building and/or the introduction of atria or courtyards to reduce floorplate depth.
- Window fenestration should respond to orientation and should minimize glare within interior environments. Windows are encouraged to increase the depth and material richness of a façade, improve interior environments, and reduce maintenance and air conditioning costs due to reduced heat gain. Shading devices such as louvers and daylight redirection devices such as light shelves may be used in combination with windows to serve the above-listed functions.
- Easily accessible shading and localized controls should be provided to minimize glare. Provide daylighting controls wherever there is direct sunlight and occupancy sensors for efficiency. Comply with applicable green building codes at the time of building permits. Where possible, make efforts to improve on minimum code requirements for building energy and water use performance.
- Use of natural ventilation and mixed-mode ventilation is encouraged, where feasible.
- In compliance with the City's Non-Potable Water Ordinance, the Project should consider one of two options for a non-potable water (NPW) system. While option 1 entails parcel-by-parcel graywater collection for non-potable reuse in buildings, option 2 provide an on-site district-scale Water Treatment and Recycling System (WTRS), which would treat blackwater at a plant located on-site to be reused for a non-potable use within the project. Both options would reduce demand for uses such as toilet flushing, irrigation, heating and cooling, in addition to reducing the amount of wastewater conveyance and treatment downstream.

6.15 ADJACENCY TO CULTURAL RESOURCES

New buildings, in accordance with the infill guidelines in the Port's Preferred Master Plan and S6.9.3, will reference Pier 70's cultural resources through a range of strategies that are in keeping with the inherent qualities of the site, and respect the primary character-defining features, key moments, and unique views. The architectural strategies apply at three different levels:

- **SETBACK FOR VIEW OF BUILDING 113.** New construction at parcel A will set back on the western frontage to allow for heightened distinction in the view of historic Building 113 from 20th Street East.
- **DIMENSIONAL HEIGHT REFERENCE.** Specific new façades relate to the heights of adjacent historic buildings through volumetric shifts or façade treatments at specific heights.
- **RELATED TREATMENT TO ADJACENT RESOURCES.** Specific new façades will relate to adjacent resources through fine grain details and material treatment, such as aligning key building edges or incorporating related articulation strategies.

Table 6.15.1 indicates façades subject to cultural resources standards and guidelines.

Standards

S6.15.1 **LOCATIONS AND VIEWS.** Key locations shall respond to related resource(s) and key views shall preserve sightlines and visual corridors to cultural resources, as shown in Figure 6.15.1.

S6.15.2 **SETBACK AND MASSING STANDARDS FOR BUILDING A.** Massing shall setback at the north-west corner of Building A and shall meet the following requirements:

- Setback shall be at the height of Building 113 (60 feet);
- At minimum, the setback shall span at least 50 percent of length of the west façade of Building A;
- The setback shall be a minimum of 15 feet from the corner, as measured horizontally, and diagonally at a 45 degree angle from the north and west façades.
- The setback shall maintain a minimum area of 2,000 square feet per floor.

See Figure 6.15.3: Illustrative Building Setback Options.

TABLE 6.15.1: Key Locations and Related Resource(s)

LOCATION	FAÇADE	RESOURCE
A	West and North	Building 113
B	North and Northeast	Building 113, Building 6
C1	North	Building 116
C2	East (partial) and South	Building 12
D	South and West	Building 2, Building 12
E1	South and East (partial)	Building 21
E2	West	Building 12
E4	West (partial)	Building 21
F/G	North	Building 12
PKN	East, North	Buildings 113–116, Building 101

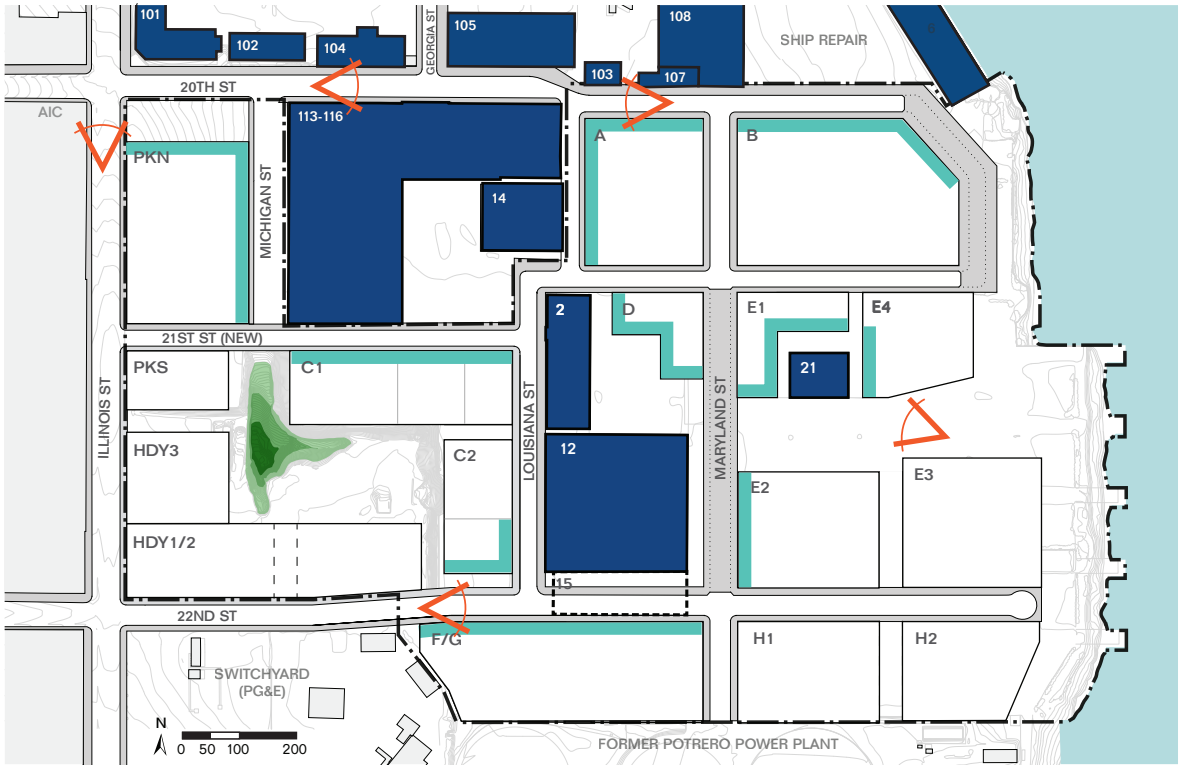


FIGURE 6.15.1: Façades Subject to Cultural Resources Standards and Guidelines

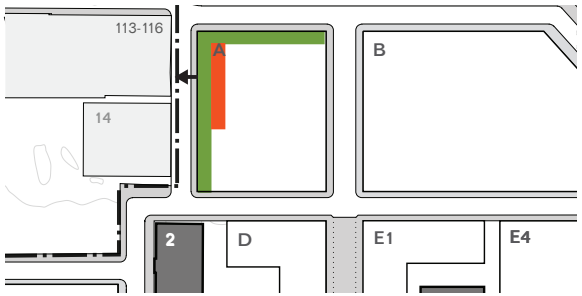


FIGURE 6.15.2: Setback for Views at Building A

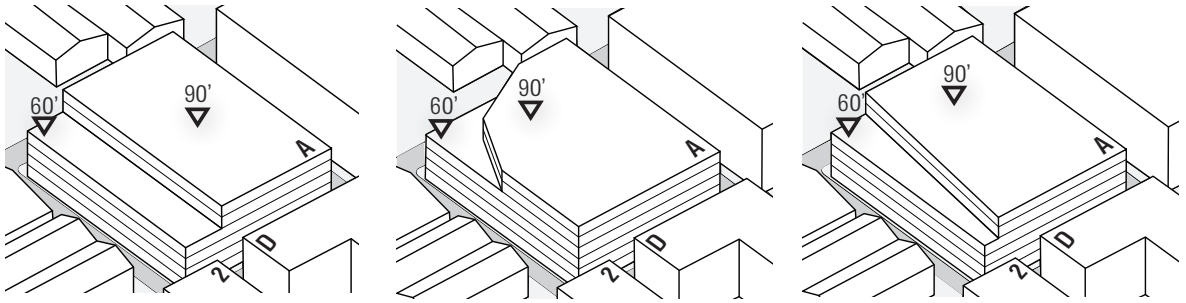


FIGURE 6.15.3: Illustrative Building Setback Options

S6.15.3 HEIGHT REFERENCES OF HISTORIC BUILDINGS. In locations indicated on Table 6.15.2, façades of new construction buildings across the street from or adjacent to specified contributing resources shall distinctly reference the height of the adjacent historic building. Such height references may be within a five-foot range from the height of the adjacent historic building in order to align with floor levels of new buildings.

S6.15.4 DIMENSIONAL QUALITY. Height reference shall have a dimensional quality, such as a visible projection or recess from the vertical façade plane casting a shadow line, using one of the following strategies:

- Distinct fenestration line;
- Massing setback (see Table 6.18.3);
- Volumetric shift (see Table 6.18.4); or
- Façade material or color change paired with dimensional aspect (see Table 6.18.5).

TABLE 6.15.2: Height Reference Locations

PARCEL	FAÇADE	BUILDING NUMBER / HEIGHT
A	West	Building 113 / 60' height
	North	Building 113 / 35' base Building 113 / 60' height
B	North	Building 113 / 60' height
C1	North	Building 116 / 57' height
C2	East (partial)/ South	Building 12 / 60' height

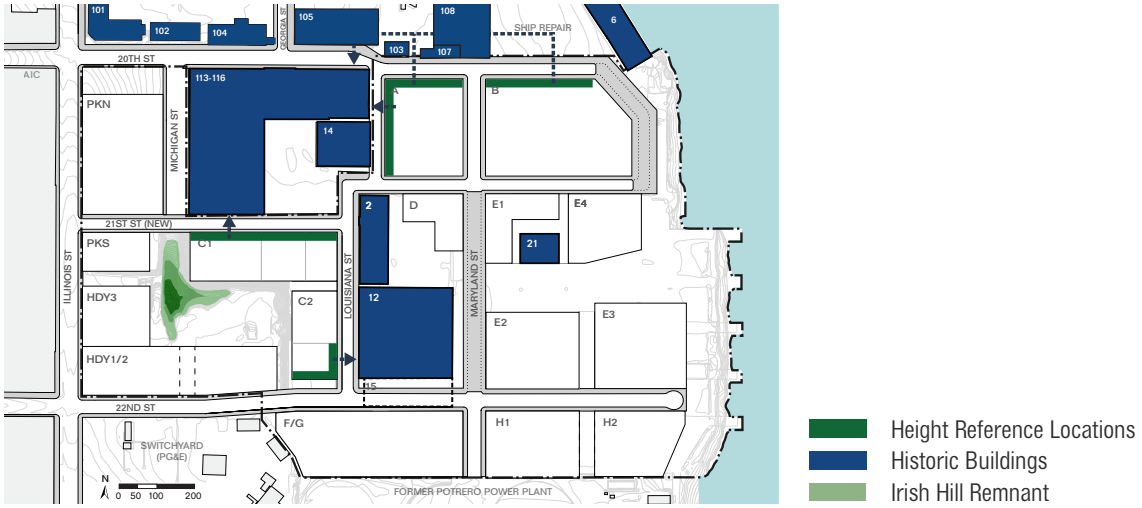


FIGURE 6.15.4: Height Reference Locations

Massing Setback
Terrence Donnelly Health Sciences Complex, Toronto, Canada

Volumetric Shift
930 Poydras Residential Tower, New Orleans, LA

Material Change
UC Berkeley Commons, Berkeley, CA

FIGURE 6.15.5: Examples of Height References with Dimensional Quality

S6.15.5 **RELATED TREATMENT TO ADJACENT RESOURCES.** In locations shown in Figure 6.15.6 and indicated in Table 6.15.3, new construction shall incorporate elements that relate to the adjacent resource while keeping with contemporary construction.

Related treatment may highlight the following from the adjacent resource:

- Reflect height datum;
- Bay rhythm/vertical modulation;
- Glazing proportions and/or pattern;
- Horizontal banding;
- Material grain; or
- Alignments with key edges, datums, or openings.

FIGURE 6.15.6: Related Treatment to Adjacent Resources

TABLE 6.15.3: Related Treatment to Adjacent Resources

PARCEL	FAÇADE	BUILDING
B	Northeast	Building 6
D	West and South	Buildings 2 and 12
E1	East (partial) and South	Building 21
E4	West (partial)	Building 21
E2	West	Building 12
F/G	North	Building 12 or Building 15 structural frame
PKN	East, North	Buildings 113–116, Building 101

Bay Rhythm and Vertical Modulation
Maccallen Building, Boston, MA

Alignment with Key Datum
25 Bond Street, New York, NY

Material Grain
Art Stable, Seattle, WA

FIGURE 6.15.7: Examples of Related Treatment to Adjacent Resources

S6.15.6 **LIMITED FAÇADE MATERIALS.** The following materials shall be limited on façades adjacent to cultural resources (as defined in Figure 6.15.6), and prohibited on the north and west façades of parcel A and on the north façade of parcel C1:

- Bamboo wood;
- Wood resin panels or high-density engineered wood panels;
- Smooth, flat glass curtain wall;
- Coarse-sand finished stucco;
- Highly reflective glazing and materials.

Building façades finished entirely with continuous stucco, not including fenestration, are not permitted. Stucco shall be used in combination with other permitted building materials only.

Limited façade materials are permitted to be used only as tertiary or accent elements, and not the primary or secondary material of any façade.

S6.15.7 **PROHIBITED FAÇADE MATERIALS.** The following materials are prohibited on all façades adjacent to cultural resources (as defined in Figure 6.15.6):

- Vinyl planks and siding;
- Non-commercial and non-industrial façade materials, such as vinyl, artificial stone, and fiberglass.

Additionally, the materials listed in S6.15.6 are prohibited on the north and west façades of parcel A and on the north façade of parcel C1.

Guidelines

G6.15.1 **PUBLIC GARAGES AT IRISH HILL.** If C1 and/or C2 are built as public parking garages, the façades facing Irish Hill playground should be designed with attention to material depth, articulation, and texture as framing façades of the Irish Hill playground. Use of projections and recesses, architectural elements such as louvers, fins, brise soleil, and fenestration patterns are encouraged to create a relatable scale and avoid a monolithic garage façade. See G3.2.3 for guidelines on garage façades.

G6.15.2 **CORNER TREATMENT AT ILLINOIS STREET PASSAGE.** Building designs for PKS and HDY3 should mark the entry to the Irish Hill area through architectural strategies that emphasize the corners of the passage. Examples include differentiated corner massing and/or articulation, in addition to corner placement of interpretive signage and public art.

G6.15.3 **MATERIALITY.** Due to their location adjacent to cultural resources, buildings on parcels D and E1 should incorporate at least one materiality strategy (as defined in S6.18.9) for a minimum of 20 percent of each building's overall façades.

6.16 BIRD-SAFE CONTROLS

The purpose of this section is to establish Bird-Safe Standards for new building construction and replacement façades to reduce bird mortality from circumstances that are known to pose a high risk to birds and are considered to be "bird hazards."

Standards

S6.16.1 LOCATION-RELATED STANDARDS. Location-related standards shall apply to the first 60 feet, measured from grade, of façades fronting Irish Hill Playground and within 300 feet of the Bay facing the water, as indicated in Figure 6.16.1. Such locations shall treat a minimum of 90 percent of the glazing in the subject area with bird-safe glazing treatment. Subject façades shall also minimize lighting. Lighting shall be shielded, no uplighting shall be used, and event searchlights shall be prohibited immediately adjacent to subject façades.

S6.16.2 FEATURE-RELATED STANDARDS. Feature-related standards shall apply to any features listed herein that occur within the first 60 feet of a building, measured from grade: free-standing glass walls, wind barriers, skywalks, balconies, and greenhouses on rooftops that have unbroken glazed segments 24 square feet and larger in size. Such building elements shall treat 100 percent of the glazing with bird-safe glazing treatment.

S6.16.3 BIRD-SAFE GLAZING TREATMENT. Bird-safe glazing treatment shall include fritting, netting, permanent stencils, frosted glass, exterior screens, physical grids placed on the exterior of glazing or UV patterns visible to birds. To qualify as bird-safe glazing treatment vertical elements of window patterns shall be at least 1/4 inch wide at a maximum spacing of four inches or horizontal elements at least 1/8 inch wide at a maximum spacing of two inches. For further details, see Standards for Bird-Safe Buildings issued by the San Francisco Planning Department.

FIGURE 6.16.1: Bird-Safe Controls

S6.16.4 EXCEPTION FOR HISTORIC BUILDINGS. Existing features of historic buildings shall not be subject to Bird-Safe Controls specified herein. Treatment of replacement glass façades for Buildings 2, 12, and 21 shall conform to Secretary of Interior Standards for Rehabilitation of Historic Properties. If any replacement or new materials should trigger feature-related standards, bird-safe glazing treatment shall utilize methods that do not conflict with the preservation and expression of the historic structure.

CONSIDERATIONS

- Reversible treatment methods such as netting, glass films, grates, and screens are recommended. Netting or any other method demonstrated to protect historic buildings from pest species that meets the specifications for Bird-Safe glazing treatment stated above also may be used to fulfill the requirement.

6.17 MID-BLOCK PASSAGE CONNECTORS

Some mid-block passages within the Project permit building massing at upper levels to span across the width of a mid-block passage. These mid-block passage connectors are subject to the following standards and guidelines. See Section 4.4 Mid-Block Passages for more information on the location and dimensions of mid-block passages. Mid-block passages provided for any non-required locations within development parcels shall not be subject to the controls in this section.

◢ Standards

S6.17.1 **CONNECTOR DESIGN.** Built elements above mid-block passages (connectors) shall be designed to be visually distinct from the adjoining building(s) they connect, as seen from any given street frontage, to provide visual relief in the architecture and massing.

Passages must be well-lit and have clear signage and wayfinding. Built elements over passages shall incorporate design features such as accent lighting, material differentiation, and opportunities for artwork.

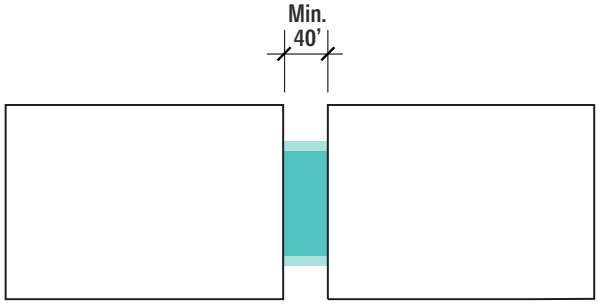
S6.17.2 **CONNECTORS LOCATIONS.** Building connectors in required mid-block passage locations are permitted only for commercial buildings. Building connectors above required mid-block passages are permitted in the following locations, as shown on Figure 4.4.1:

- Between PG&E site and Maryland Street, South of 22nd Street (within parcel F/G);
- Between 22nd Street and Irish Hill Playground (within parcel HDY1/2); and
- Between Maryland and the Waterfront, South of 22nd Street (between parcels H1 and H2).

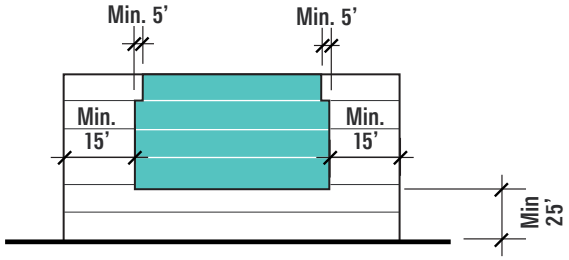
S6.17.3 **CONNECTOR DIMENSIONS.** A connection between buildings can be expressed either as a distinct element inset between adjacent structures or a horizontal element that sits atop the adjacent structures, as perceived from a given street frontage.

All floors of building connections above mid-block passages shall comply with the dimensions described in either S6.17.4 or S6.17.5 in order to differentiate the connector from the adjacent buildings and present a well-designed, distinct architectural moment. Mid-block passages with connectors above must be at least 40 percent open to the sky and have a minimum 40-foot passage width.

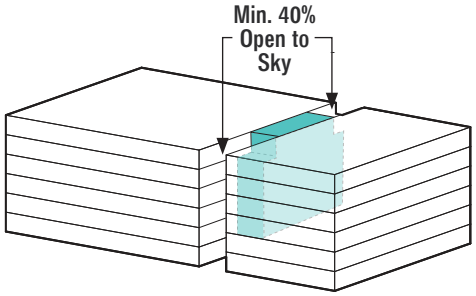
S6.17.4 **INSET BUILDING CONNECTOR.** An inset building connector bridging two buildings shall have a minimum 25-foot clearance between the ground and the connector above, measured vertically from grade to soffit directly below the face of the connector at street side of the passage. The inset shall maintain a minimum of 15-foot offset in plan from the façade perpendicular to the mid-block passage for all connector floors. At the top floor, the inset shall maintain a minimum of an additional five-foot offset, so as to be out of view from the street. See Figure 6.17.1.

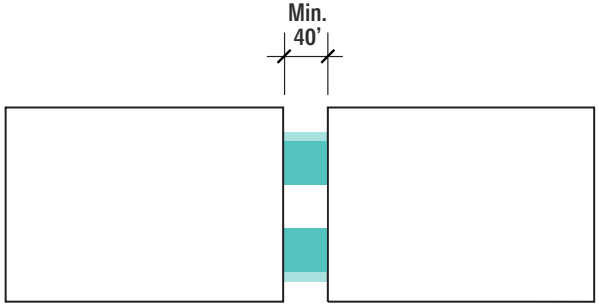


Centered Inset Building Connector - Plan

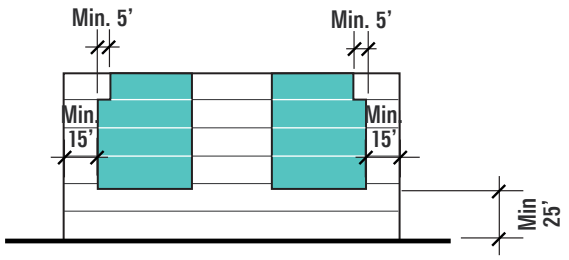


Centered Inset Building Connector - Section





Open to Sky Inset Building Connector - Plan



Open to Sky Inset Building Connector - Section

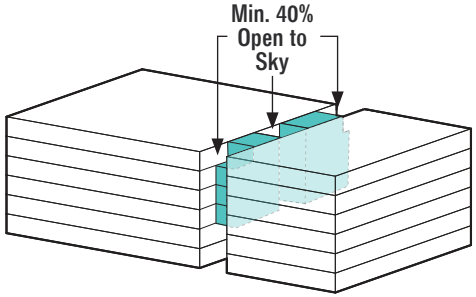


FIGURE 6.17.1: Illustrative Inset Building Connectors

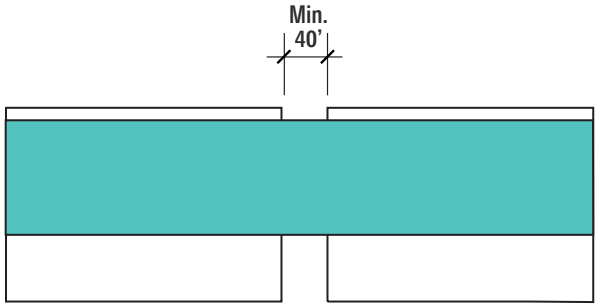
S6.17.5 **HORIZONTAL BUILDING CONNECTOR.** A horizontal building connector shall maintain a minimum 40-foot clearance between the ground and the connector above, measured vertically from grade to soffit directly below the face of the connector at street side of the passage, and a minimum five-foot offset in plan between the horizontal connector and the base volume of the building.

The elongated horizontal proportion shall apply a façade treatment that differentiates the horizontal volume from the other volumes of the building. See Figure 6.17.2.

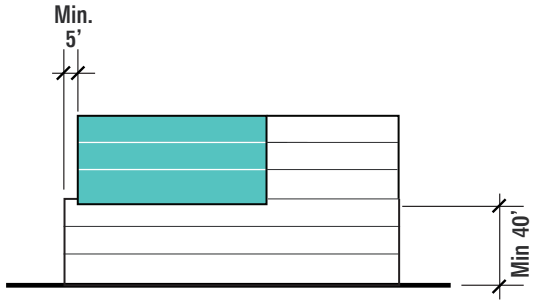
Guidelines

G6.17.1 **CONNECTOR TRANSPARENCY.** Building connectors may not be built with blank frontages along public ROWs, and should be, at minimum, 50 percent transparent along a public ROW.

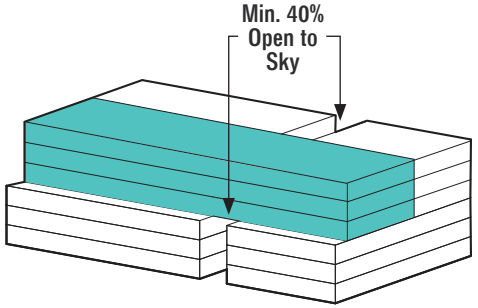
G6.17.2 **CONNECTOR DESIGN.** Connectors should be designed with attention to all surfaces, including the soffit or "façade" created overhead.

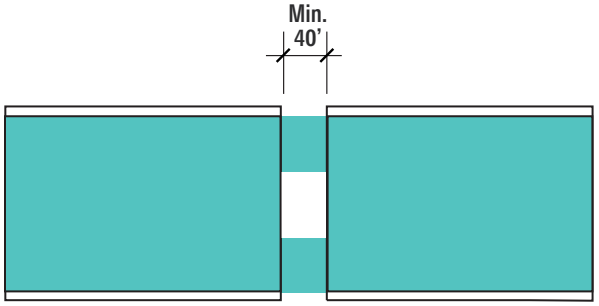


Partial Floorplate Horizontal Building Connector - Plan

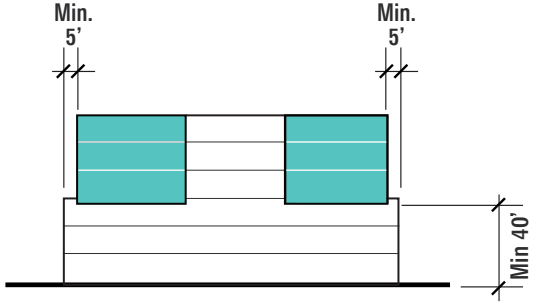


Partial Floorplate Horizontal Building Connector - Section





Horizontal Building Connector with Central Opening to Sky - Plan



Horizontal Building Connector with Central Opening to Sky - Section

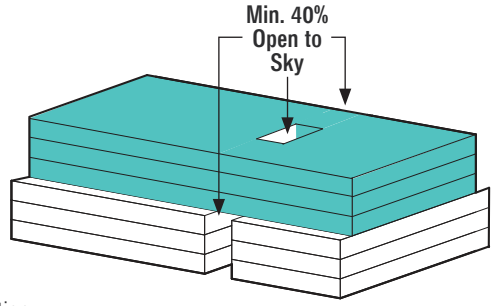
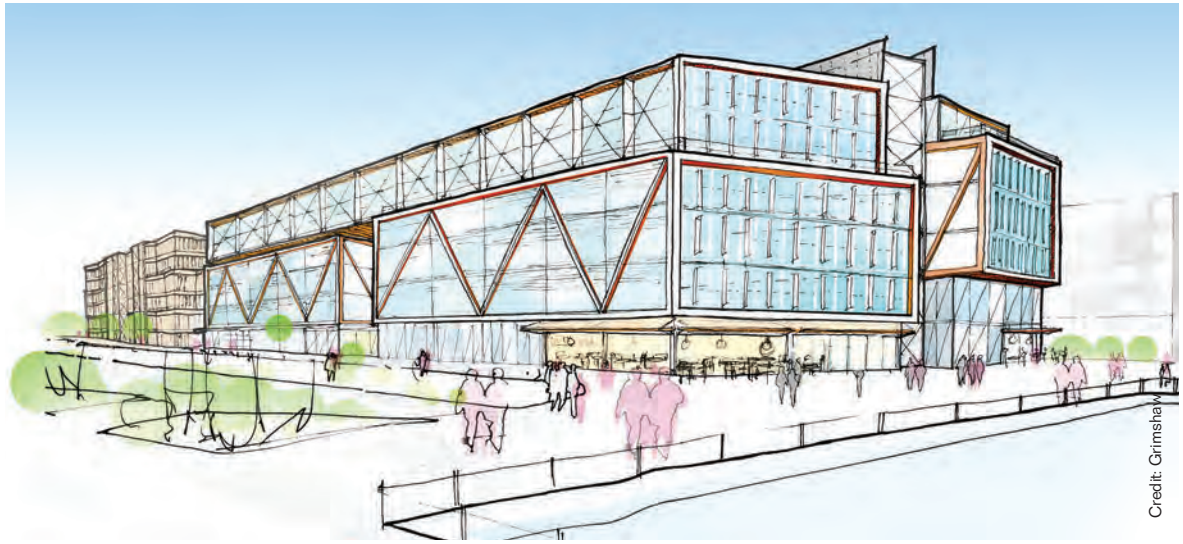


FIGURE 6.17.2: Illustrative Horizontal Building Connectors

Illustrative Inset Building Connector



Illustrative Horizontal Building Connector

FIGURE 6.17.3: Mid-Block Passage Connectors – Inset and Horizontal

6.18 LONG FAÇADES IN KEY LOCATIONS

The site is uniquely suited to large footprint buildings and great contrasts of scale. All new façades must meet Project-Wide Standards (Section 6.7–Section 6.14). In addition, new buildings are subject to further architectural requirements if they are located within a designated key location per Figure 6.18.1 and have a façade length greater than 200 feet.

Key locations are categorized as "Primary" and "Secondary." Primary façades are those visible new façades greater than 200 feet in length located on 22nd Street or along a public open space.

Secondary façades are new façades over 200 feet located on Illinois Street, Louisiana Street, Maryland Street, Michigan Street, the southern boundary, and the north façade of parcel B.

As shown in Figure 6.18.2, long façades are further classified by two length categories: façades ranging from 200 to 350 feet in length and façades greater than 350 feet in length.

Strategies that address cultural resource adjacency standards (Section 6.15) may also be counted as qualifying strategies (as defined in S6.18.7–S6.18.10) to satisfy the minimum requirements set forth for long façades in key locations, provided that they meet the definitions for both. For example, if a subject façade incorporates an upper level setback to relate to historic resources, the façade may also meet the requirements for a massing strategy.

Southern façades of parcels F/G and H1/H2 will be required to comply with long façade requirements set forth in this section contingent on the provision of a mutual 15-foot setback agreed to by the adjacent Potrero Power Plant property owner (see S6.7.4 and S6.18.3).

FIGURE 6.18.1: Key Façade Locations

As part of the plan review process, the application must outline how the design of designated long façades meets the additional architectural requirements set forth in this section. See Appendix B for example evaluations and a guide for submittal for future users of this document.

MEASURING KEY FAÇADE LENGTH.

Façade lengths are measured as the maximum plan length along one side of a building, from building profile edge to building profile edge, parallel to the street or property line. The façade length does not include cornices, projections, recesses, or façade planes not parallel with the primary frontage, as shown in Figure 6.18.3.

Façades that do not meet both the threshold for length and location, such as those that are in a key façade location per Figure 6.18.1 but less than 200 feet, are not subject to Section 6.18. For example, if parcel F/G was constructed as two individual buildings instead of one longer building, F may be a 280-foot long building, required to include four qualifying strategies (as defined in S6.18.7–S6.18.10), and G may be a 170-foot long building, which would not be subject to Section 6.18 requirements.

FIGURE 6.18.2: Key Façades – Example Lengths

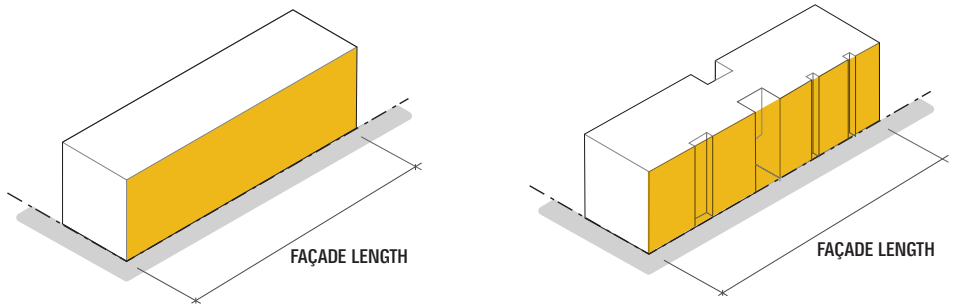


FIGURE 6.18.3: Defining Façade Lengths

Standards

S6.18.1 **KEY FAÇADES 200 – 350 FEET IN LENGTH.** A key façade that is 200 to 350 feet in length (up to but not including 350 feet) shall apply a minimum amount of qualifying strategies measured by Table 6.18.2 to meet the requirement of four total credits.

- Primary Façades: A prerequisite of two massing and/or modulation credits and one materiality credit.
- Secondary Façades: A prerequisite of one massing or modulation credit, and one materiality credit.

S6.18.2 **KEY FAÇADES 350 FEET OR MORE IN LENGTH.** A key façade that is 350 feet or more in length shall apply a minimum amount of qualifying strategies measured per Table 6.18.2 to meet the requirement of six total credits.

- Primary Façades: A prerequisite of two massing and/or modulation credits and one materiality credit.
- Secondary Façades: A prerequisite of one massing or modulation credit, and one materiality credit.

S6.18.3 **LONG FAÇADES AT SOUTHERN PARCELS.** If F/G and H1/H2 are designed with a lot-line condition, the southern façades shall not be required to comply with project-wide massing and architecture controls (Sections 6.7–6.14) or long façade requirements (Section 6.18).

Southern façades of parcels F/G and H1/H2 shall comply with long façade requirements (Section 6.18) contingent on the provision of a mutual 15-foot setback or public ROW provided at the southern site boundary, per S6.7.4.

If F/G is built as a single building, with no mid-block passage within the parcel (per S4.4.4), the primary long façade of F/G shall be required to meet the following prerequisites: one massing prerequisite, one massing or modulation prerequisite, and one materiality prerequisite, and the secondary long façade of F/G shall be required to meet the following prerequisites: one massing prerequisite, and one materiality prerequisite.

S6.18.4 **PARKING GARAGES 200 FEET OR MORE IN LENGTH.** Parking garage façades over 200 feet long and located in key façade locations shall meet a minimum of four total massing, modulation, and/or materiality credits with no prerequisites.

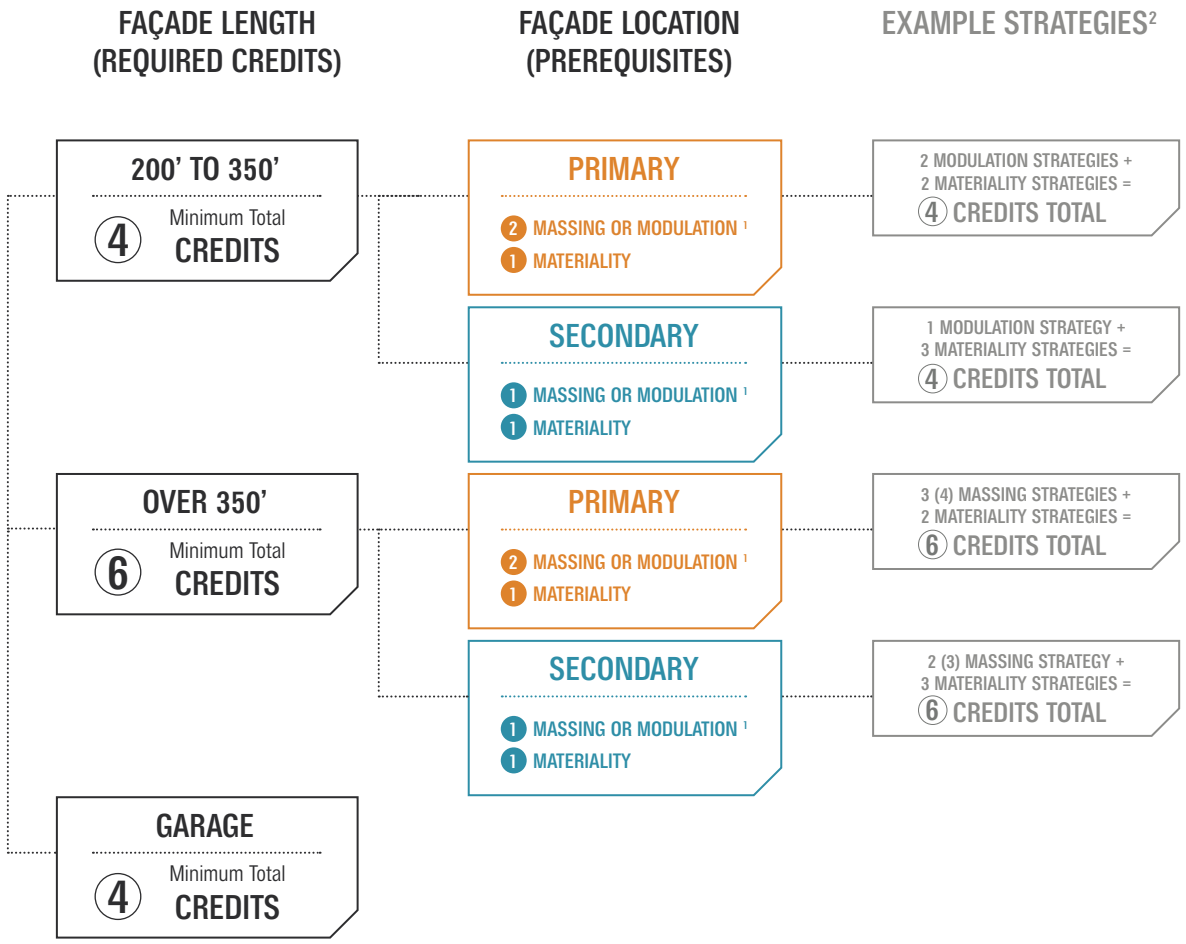
S6.18.5 **CALCULATING CREDITS.** Each qualifying strategy shall be equivalent to one credit. Any qualifying massing or modulation strategy above the prerequisite amount will be counted as two credits. Maximum credits allotted to each strategy in Table 6.18.1 do not account for the double-counting described above. For example, if a secondary façade earns 2 qualifying "Multiple Façade Systems" credits, the first credit would count toward the pre-requisite, and the second credit could count as two credits for a total of three credits.

S6.18.6 **FAÇADE DESIGN SUBMITTAL.** Each long façade and waterfront façade shall be required to submit a completed architectural requirements checklist along with relevant documentation to the Planning Department prior to building approvals. See Table 6.18.1 for the requirements checklist and Appendix B for sample completed checklists and required documentation.

TERMS & DEFINITIONS

The following definitions are provided for clarification of the requirements specified in this section:

- **CATEGORIES.** Categories are the highest level grouping of moves, indicating massing, modulation, materiality, or creative design (See S6.18.7, S6.18.8, S6.18.9, and S6.18.10).
- **STRATEGIES.** Strategies are subgroups within categories describing specific architectural approaches. Table 6.18.1 lists the qualifying strategies within each category.
- **CREDITS.** Credits are the accounting system for qualifying strategies. While some strategies have a cap of number of credits, other strategies may garner more than one credit. See S6.18.5 for additional information.
- **PREREQUISITES.** Prerequisites are minimum credits required in each category for a long façade depending on its length and location. Each long façade must meet the minimum number of total required credits including prerequisites.



[1] Any qualifying massing or modulation strategy above the prerequisite amount will be counted as two credits.

[2] Numbers shown in parentheses denote total number of credits after double counting massing and modulation strategies beyond prerequisite amounts.

FIGURE 6.18.4: Key Long Façades – Architectural Requirements

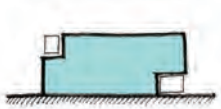
QUALIFYING CATEGORIES

The standards set forth a series of options or strategies to meet the minimum architectural requirements per Figure 6.18.4. Requirements may be fulfilled by combining different approaches, the details of which are defined as Qualifying Strategies in S6.18.7 through S6.18.10.

The goal of this system of controls is to avoid a "one-size-fits-all" approach. Instead, it provides flexibility, promotes creativity, encourages thoughtful and contextual design, and incentivizes investment in quality materials and façade treatment at key locations. Strategies should be employed holistically with a goal of integration of multiple strategies to avoid a patchwork effect wherein multiple strategies appear independently.

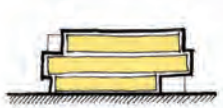
The massing and architectural requirements for Long Façades in Key Locations are classified in four categories: Massing; Modulation; Materiality; and Creative Design.

LARGE ARCHITECTURAL SCALE STRATEGY ⟷ FINE GRAIN ARCHITECTURAL STRATEGY



MASSING

Massing strategies are large, urban-scale setbacks and interventions that are ten feet or more in depth. Massing strategies activate public space, respond to historic context, offer improved views and sun exposure, and provide massing variation along the length of the façade.



MODULATION

Modulation strategies are occupiable façade designs that are generally less than ten feet in depth. Modulation strategies involve creating volumetric shifts that result in proportional parts — or "modules" — in an architectural façade. Unlike massing strategies, modulation strategies involve smaller scale shifts in the building envelope as opposed to larger setbacks, or cuts in the façade. These strategies may be rhythmic or asymmetric.

MATERIALITY

Material strategies are non-occupiable features and treatments within the thickness of a façade plane–typically systematic expressions of material construction, material craft, or material pattern. Materiality strategies incentivize use of preferred materials, treatments, and assembly methods. Material applications are encouraged to relate to massing or modulation strategies to create an integrated façade system.

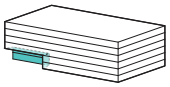
CREATIVE DESIGN

In addition to the identified qualifying strategies, long façades may earn a Creative Design credit for design solutions that significantly improve the pedestrian experience along a long façade.

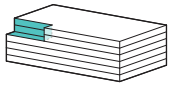
MASSING

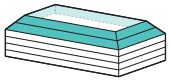
Setbacks

Base Setback

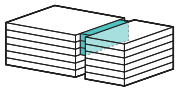


Upper Level Setbacks

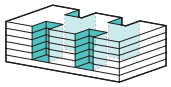


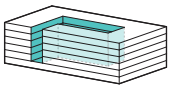


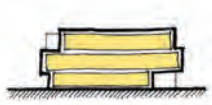
Building Over Mid-Block Passages



External Courtyards

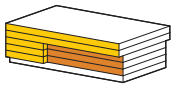


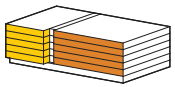




MODULATION

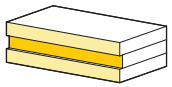
Multiple Façade Systems



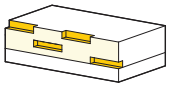


Volumetric Façade Articulation

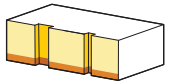
Horizontal Shift



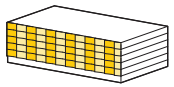
Subtraction/ Addition



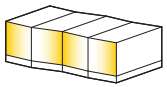
Vertical Shift



Bays

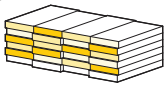


Push/ Pull

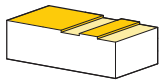


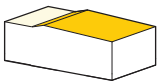
Balconies

Array



Roofline Modulation





MATERIALITY

Preferred Façade Materials

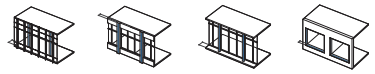
Wood Siding | Glass | Corrugated Metal | Concrete | Slate Tiles | Precast Brick Panels | Metal Panels

Material Treatment

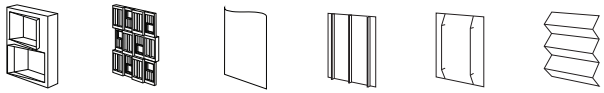
Weathered, Sandblasted, Scored | Patterned, Printed, Laminated | Brushed, Scored, Woven | Intumescent Coating, Extruded, Sandblasting | Polishing, Enamelled, Plated | Painted, Printed

Façade Depth

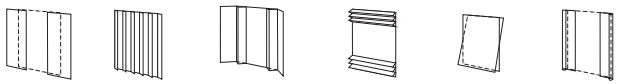
Building Structure Articulation



Change In Plane



Shading



CREATIVE DESIGN

Exemplary Design

Craft, Pattern & Assembly | Manipulation of Scale | Dynamic and Performative | Externalized and Public

FIGURE 6.18.5: Summary of Façade Design Strategies by Category

TABLE 6.18.1: Key Long Façades – Architectural Requirements Checklist

		FAÇADE LENGTH AND LOCATION TYPE				
		200 TO 350 FEET		350+ FEET		GARAGE
	MAX. CREDITS	PRIMARY	SECONDARY	PRIMARY	SECONDARY	
QUALIFYING CREDITS: MASSING AND MODULATION (1 credit each, worth 2 credits for every additional beyond prerequisite amount)						
Prerequisite minimum combination of massing OR modulation strategies		(2)	(1)	(2)	(1)	(0)
MASSING						
Setbacks	2					
Building Over Mid-Block Passages	Unlimited					
External Courtyards	Unlimited					
MODULATION						
Multiple Façade Systems	2					
Volumetric Façade Articulation	Unlimited					
Roofline Modulation	1					
QUALIFYING CREDITS: MATERIALITY (1 credit each, 1 credit for every additional beyond prerequisite amount)						
Prerequisite minimum materiality strategy		(1)	(1)	(1)	(1)	(0)
Preferred Materials	2					
Material Treatment	Unlimited					
Façade Depth	Unlimited					
Shading	Unlimited					
QUALIFYING CREDITS: CREATIVE DESIGN (1 CREDIT)	1					
TOTAL CREDITS REQUIRED		(4)	(4)	(6)	(6)	(4)
TOTAL CREDITS PROVIDED						
Does this project meet minimum requirements? (Y/N)						

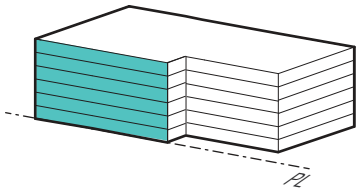
Note: Checklist should be adapted to reflect prerequisites for parcel F/G per S6.18.3 (if applicable) and for waterfront façades per Section 6.19.

HOW TO MEASURE

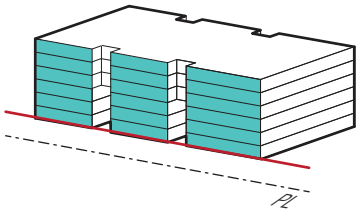
The standards for each long façade design require quantification of each strategy in order to qualify for required credits. The following section describes key measurement terms and concepts for consistency in method of measurement.

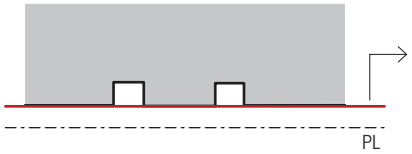
- A qualifying massing or roofline modulation strategy is measured by dividing the qualifying numerator (length) by the baseline denominator (length).
- Modulation (except roofline modulation) and materiality strategies are measured by dividing the qualifying numerator (area) by the baseline denominator (area).
- All façades are permitted to include the cumulative area of all features within a given qualifying strategy to calculate the number of credits achieved; however multiple strategies within a given category (e.g. massing) may not be combined to reach the minimum required credit. See Section B.1 for example illustrations on cumulative measurement.

Table 6.18.2 describes the method of measurement for Massing, Modulation and Materiality. See Appendix B for example measurements and additional clarifications.



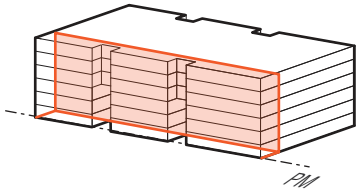
Plane of Measure: Default at Property Line (PL)



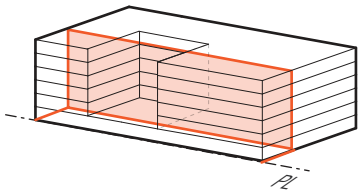


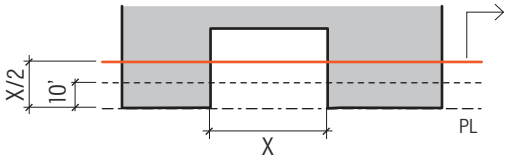
Plane of Measure: Exception for Setback Buildings

FIGURE 6.18.6: Plane of Measure (PM)



Limit of Measure: Default at 10 feet depth from Plane of Measure





Limit of Measure: Exception for Wide Courtyards

FIGURE 6.18.7: Limit of Measure

- **PLANE OF MEASURE.** Each long façade has its own Plane of Measure, from which the depth of all strategies will be measured. The Plane of Measure may be at the property line of a building if the majority of the long façade aligns with the property line, or at the primary façade plane if the majority of the long façade is set back from the property line. See Figure 6.18.6.

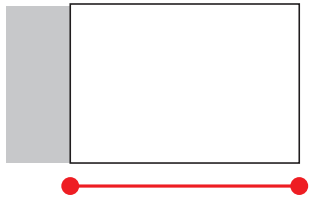
- **LIMIT OF MEASURE.** The Limit of Measure is parallel to the Plane of Measure and defines the depth within which surfaces may contribute towards a qualifying credit. The Limit of Measure is set at a depth of 10 feet for all long façades, with the following exception permitted for long façades with courtyards: if a long façade has a courtyard wider than 20 feet in width, the Limit of Measure may be set at a distance equivalent to half of the width of the courtyard. See Figure 6.18.7.

- **BASELINE DENOMINATOR (LENGTH).** Each long façade must establish its denominator against which qualifying strategies will be measured. For massing and roofline modulation strategies, the denominator shall be the total length of the façade, as measured from building profile edge to building profile edge. This length must include any portions with passages with connectors above, but may exclude open-air passages that bisect the building. See Figure 6.18.8.

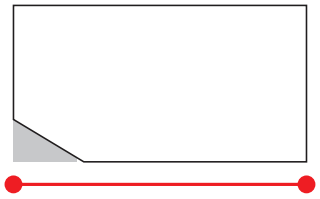
- **BASELINE DENOMINATOR (AREA).** For modulation (except roofline modulation) and materiality strategies, the denominator shall be the area of the building profile. This area may exclude mechanical equipment, penthouses, and areas of any passages that bisect the building. See Figure 6.18.9.

- **QUALIFYING NUMERATOR (LENGTH).** Each architectural strategy shall be measured cumulatively to calculate the qualifying numerator. Massing and roofline modulation strategies are intended to enhance the experience of a long façade along its length, and are thus measured in linear feet. The numerator shall be the length of the portion of the façade that meets the minimum required dimensions noted in Table 6.18.3 and Table 6.18.4. For examples of measuring qualifying numerators, see Appendix B.

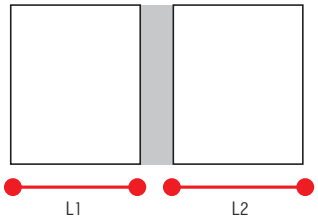
- **QUALIFYING NUMERATOR (AREA).** Modulation (except roofline modulation) and materiality strategies are measured in surface area in order to incentivize depth and visual interest. The numerator is measured as the cumulative surface area as a result of "unfolding" the façade plane and including all exposed contributing surfaces of all architectural elements (including rooftop or mechanical screening features), up to the Limit of Measure. Qualifying contributing surfaces exclude external corners of a façade and roof surfaces. Ground floor treatment areas may be included in the qualifying numerator for multiple façade systems and materiality strategies, but must be excluded for volumetric façade articulation strategies. The numerator shall be the area of the portion of the façade that meets the minimum required dimensions noted in Table 6.18.4 and Table 6.18.5. For examples of measuring qualifying numerators, see Appendix B.



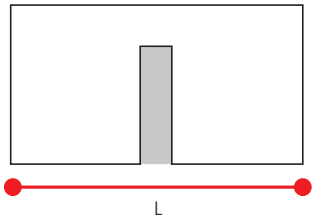
Plan – Exclude through passages



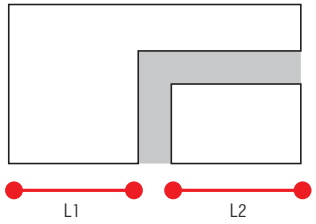
Plan – Include length of setback areas



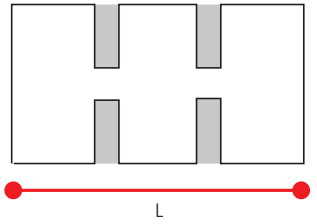
Plan – Exclude through passages



Plan – Include length of connectors

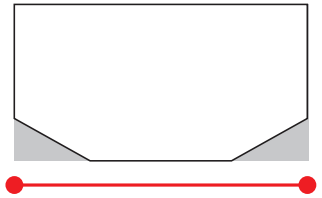


Plan – Exclude through passages

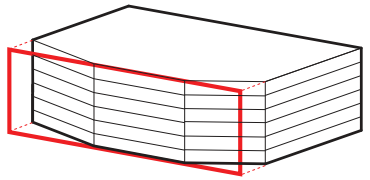


Plan – Include length of connectors

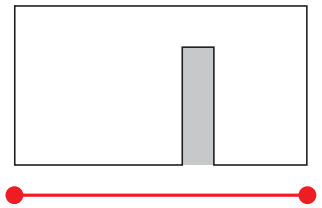
FIGURE 6.18.8: Baseline Denominator (Length)



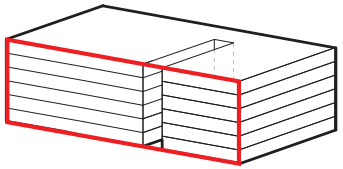
Plan – Include angled portions of façade



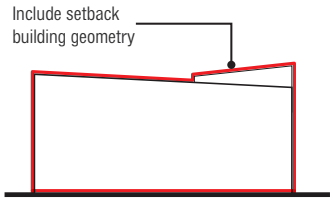
Axon – Include angled portions of façade



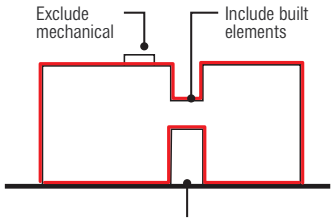
Plan – Exclude surfaces perpendicular to façade plane



Axon – Exclude surfaces perpendicular to façade plane



Elevation



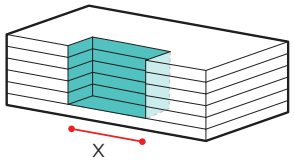
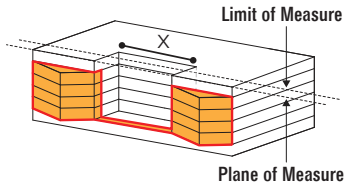
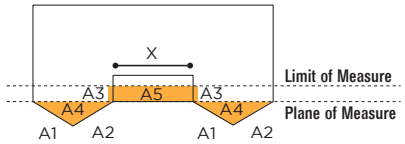
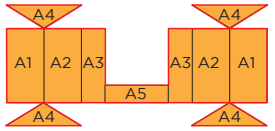
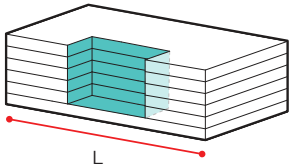
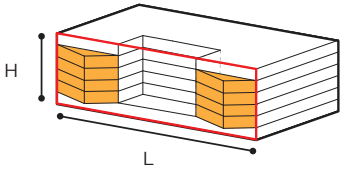
Elevation

FIGURE 6.18.9: Baseline Denominator (Area)

MEASUREMENT OVERVIEW

Table 6.18.2 summarizes the overarching principles and dimensional criteria for measuring qualifying strategies by each category. See Appendix B for further details on measuring qualifying numerators.

TABLE 6.18.2: Measurement Summary

	MASSING	MODULATION	MATERIALITY
Typical Depth	X≥10'	9"≤X<10'	Within façade
Occupiable	Occupiable		Non Occupiable
Calculation Method	Qualifying numerator divided by the Baseline denominator		
Unit of Measurement	Length (Linear Feet)	Area (Square Feet)	
Qualifying Numerator	 Length of elevation where strategy is applied (X)	  Plan  Unfolded Elevation All surfaces where the strategy is applied in elevation and depth up to the Limit of Measure.	
Baseline Denominator	 Length of building profile (L)	 Area of building profile (H*L)	
Glazing	Included	Included	Excluded

STRATEGY REQUIREMENTS BY CATEGORY

The following pages describe the intent and required dimensions of each qualifying strategy within the categories of massing, modulation, materiality and creative design. This section also establishes the maximum number of credits that may be awarded to any given strategy.

MASSING STRATEGIES

Qualifying massing strategies are:

- **BASE AND UPPER LEVEL SETBACKS.** A successful base setback expands the public realm adjacent to the project or serves as an extension of active interior use of the building. All base setbacks must relate to a publicly accessible programmed space. Upper level projections add visual variety to the building façade and subdivide the building volume as experienced from the street.

- **MID-BLOCK PASSAGES.** Mid-block passages are pedestrian or vehicular paths that may have a building connector on upper levels. They subdivide a long building façade and create an additional option for circulation.

- **EXTERNAL COURTYARDS.** External courtyards create open spaces that meet the public realm. They serve to subdivide and provide variety along a long building façade.

Base Setback with Active Programming
Unilever HQ, Hamburg, Germany

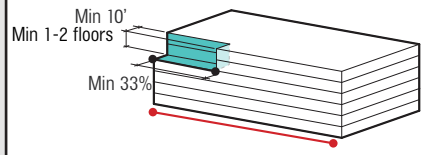
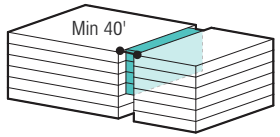
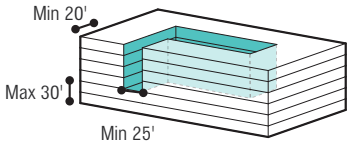
Mid-Block Passage/ Façade Subdivision
Darling Quarter, Sydney, Australia

FIGURE 6.18.10: Examples of Massing Strategies

Standards

S6.18.7 **MASSING: QUALIFYING STRATEGIES.** To qualify for a massing credit, a façade shall comply with the minimum dimensions outlined in Table 6.18.3.

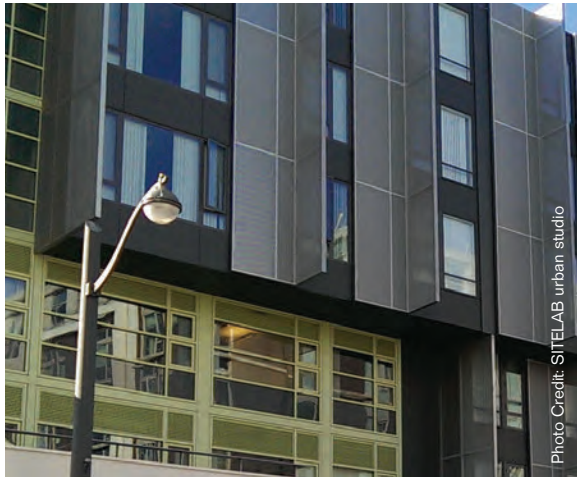
TABLE 6.18.3: Qualifying Massing Strategies Overview

	MIN. DIMENSIONS	QUALIFYING EXAMPLE	CALCULATION METHOD	% MIN. REQUIRED	MAX. CREDITS	RELATED STANDARDS
Base and Upper Level Setbacks	10' depth (D) 2 Story H. for Commercial 1 Story H. for Residential		Qualifying Numerator (Length) ÷ Baseline Denominator (Length)	33% Length	2	Section 6.8 Streetwall S6.7.1 & S6.7.2
Building Over Mid-Block Passages	40' width (W) Setback controls per Section 6.17		Minimum Width of Strategy (LF)	-	Unlimited	Section 4.4 Section 6.17
External Courtyards	25' W. 20' D. Max. 30' H. from ground		Minimum Dimensions of Strategy (LF)	-	Unlimited	Section 6.12 Residential Building Elements and Open Space

MODULATION STRATEGIES

Qualifying modulation strategies are:

- **MULTIPLE FAÇADE SYSTEMS.** Multiple façade systems describe a façade differentiated into at least two distinctly expressed volumes. This differentiation entails contrasting materials, articulation, or fenestration pattern aligned with a volumetric shift. The volumetric façade shift may include changes in the façade plane through reveals, facets and shifts. Paint or coatings do not qualify as contributing to multiple façade systems.
- **VOLUMETRIC FAÇADE ARTICULATION.** Volumetric façade articulation is a variation in the façade plane through modulation of the building envelope or occupiable space. The application of volumetric façade articulation includes, but is not limited to, the following: horizontal shifts; vertical shifts; faceting; subtraction; shifted modules; bay or sawtooth windows; and balconies.
- **ROOFLINE MODULATION.** Roofline modulation is variation or change in roof configuration of an occupiable interior space. Examples include sloped roofs, expressed skylights, and monitors or sawtooth roofs.



Multiple Façade Systems
1180 Fourth Street, San Francisco, CA

Multiple Façade Systems
School of Pharmacy, University of Connecticut, CT

Volumetric Façade Articulation
Chelsea Modern Residences, New York, NY

Roofline Modulation
ICA, Boston, MA

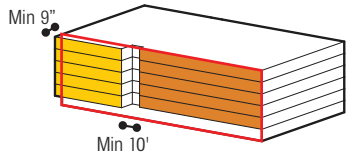
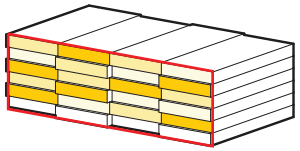
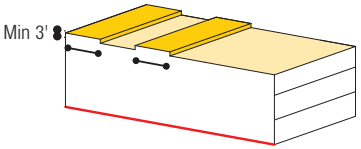
FIGURE 6.18.11: Examples of Modulation Strategies

Standards

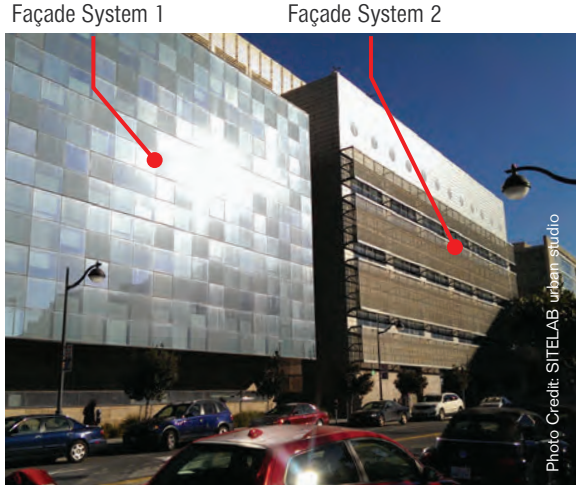
S6.18.8 **MODULATION: QUALIFYING STRATEGIES.** To qualify for a modulation credit, a façade shall comply with minimum dimensions outlined in Table 6.18.4, with the following additional considerations. Some strategies are limited to a maximum number of credits as noted.

Multiple Façade Systems: For façades with two façade systems, no single façade system shall apply to less than 20 percent of the façade to qualify. For façades with three or more façade systems, at least two façade systems must be a minimum of 20 percent of the façade to qualify. Portions of the façade that do not meet the minimum 20 percent, such as narrow breaks or recesses may not contribute to this strategy. To qualify for this strategy, each façade system must vary from the other through a change in plane with a minimum of nine inches in depth, and 10 feet in length.

TABLE 6.18.4: Qualifying Modulation Strategies Overview

	MIN. DIMENSIONS	QUALIFYING EXAMPLE	CALCULATION METHOD	% MIN. REQUIRED	MAX. CREDITS	RELATED STANDARDS
Multiple Façade Systems	Change in Plane: 9" D. 10' W. Separation		Qualifying Numerator (Area) ÷ Baseline Denominator (Area)	20% Area	2	-
Volumetric Façade Articulation	Min. 9" D. 15'–35' W. (Comm) 10'–30' W. (Resi) 1-Story H.		Qualifying Numerator (Area) ÷ Baseline Denominator (Area)	33% Area	Unlimited	Streetwall S6.7.1, Occupiable Projections S6.10.3
Roofline Modulation	3' H.		Qualifying Numerator (Length) ÷ Baseline Denominator (Length)	20% Length	1	-

MULTIPLE FAÇADE SYSTEMS

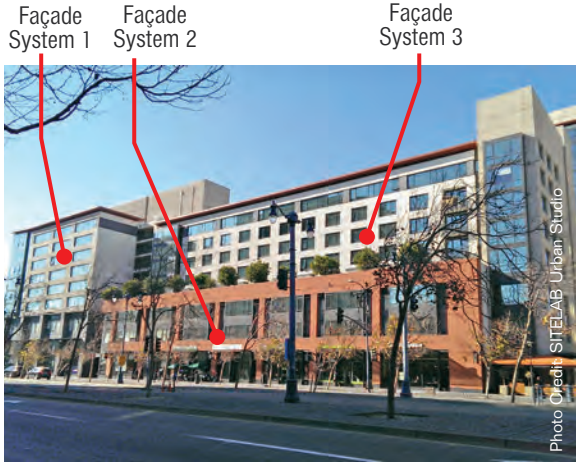


Smith Cardiovascular Research Building, San Francisco, CA

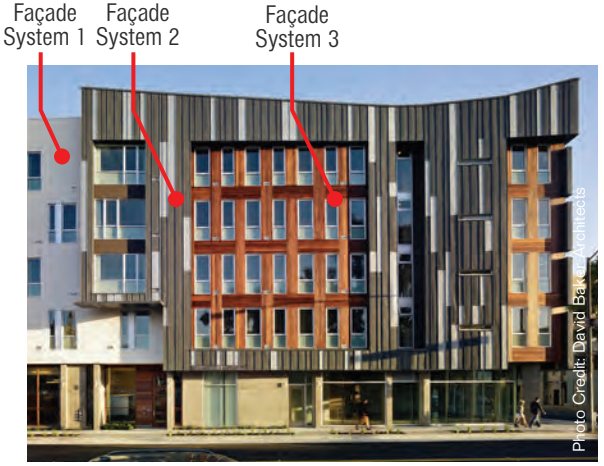
The Yards, Washington, D.C.

255 Berry, San Francisco, CA

Richardson Apartments, San Francisco, CA



The Beacon, San Francisco, CA

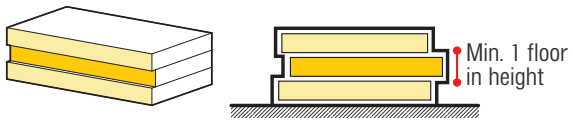


Richardson Apartments, San Francisco, CA

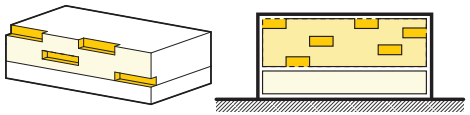
FIGURE 6.18.12: Examples of Multiple Façade Systems

VOLUMETRIC FAÇADE ARTICULATION

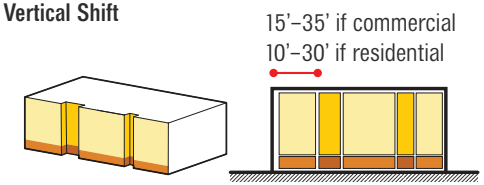
Horizontal Shift



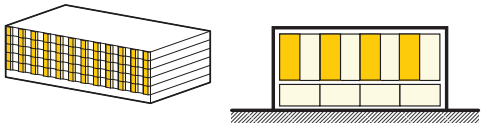
Subtraction/ Addition



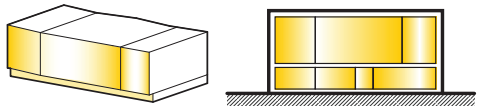
Vertical Shift



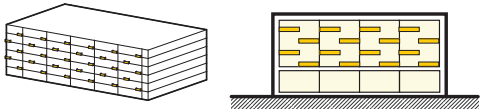
Bay Windows



Push/ Pull/ Faceted

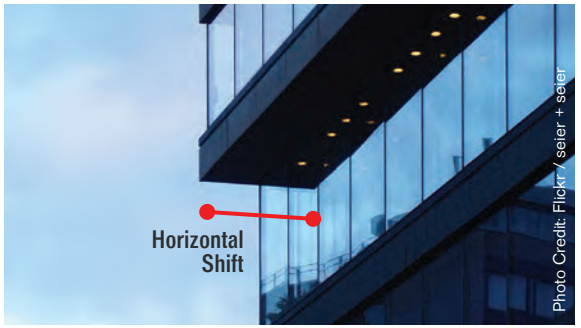


Balconies



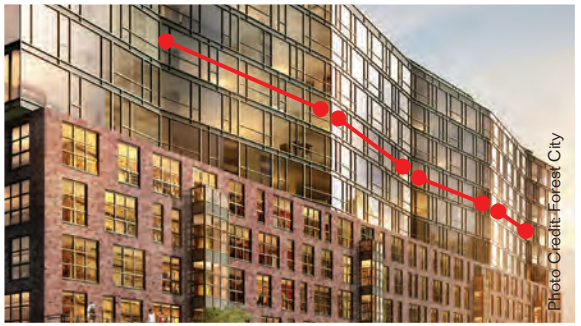
Modules

FIGURE 6.18.13: Selected Volumetric Façade Articulation Strategies



Horizontal Shift
Kulturehuset, Stockholm, Sweden

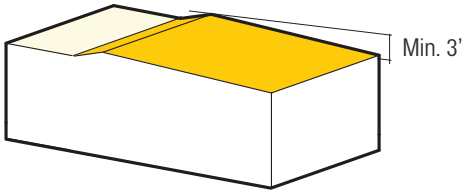
Addition
Diana Center, Boston, MA

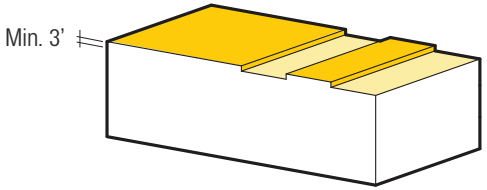


Faceted
Arris, Washington, D.C.

FIGURE 6.18.14: Examples of Volumetric Façade Articulation Strategies

ROOFLINE MODULATION





Roofline
The Yards, Parcel 0, Washington, D.C.

Roofline
Columbia Park, San Francisco, California

FIGURE 6.18.15: Examples of Roofline Modulation Strategies

MATERIALITY STRATEGIES

Qualifying materiality strategies are:

- **PREFERRED MATERIALS.** Preferred façade materials have been selected to enhance building quality and durability, and relate to the historic character of the site. Materials that will age well, express their construction, and have an inherent tactility and visual depth are preferred. This does not prohibit the use of other allowable materials, but encourages the use of preferred materials on long façades.
- **MATERIAL TREATMENT.** Material treatment promotes craft and texture that relate to the human scale and the tradition of industrial craft at the site. This strategy applies to the use of treated metal, concrete, stone, glass, composites, and wood materials in order achieve a visible level of texture, formwork, color, and/or relief.
- **FAÇADE DEPTH.** Façade depth creates visual interest through designs that manipulate the façade plane, fenestration, and/or structural systems to create shadows and variation without changing the building's occupiable area.
- **SHADING.** Shading strategies provide an additional layer of expression external to the façade plane. Additive elements such as louvers, brise soleil, architectural fins, and façade framing devices create a rhythm or pattern on the façade plane through physical features and their changing shadows.

Standards

S6.18.9 **MATERIALITY: QUALIFYING STRATEGIES.** To qualify for a materiality credit, a façade shall comply with minimum dimensions outlined in Table 6.18.5. Some strategies are limited to a maximum number of credits as noted.

Strategies are permitted to fulfill multiple qualifying material strategies in one feature or element. For example, a shading system that utilizes a preferred material can fulfill two qualifying material strategies through shading and preferred materials.

Guidelines

G6.18.1 **MATERIALITY: SCALE.** Panelized systems should be scaled to relate to the human scale, and expanses of large panels should be avoided in favor of a finer grain of panels with articulated seams and reveals.

G6.18.2 **MATERIAL TREATMENT.** If treated glass, composites or plastics are used, a minimum of 20 percent of the surface behind the treated material should be revealed through perforation or other methods.

CONSIDERATIONS

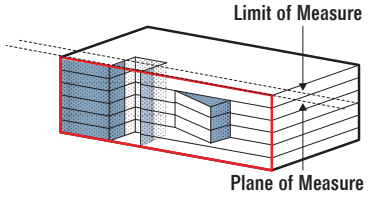
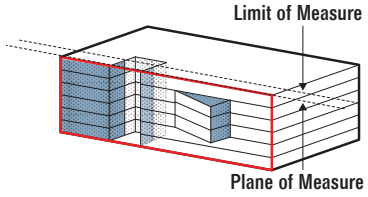
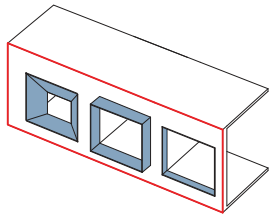
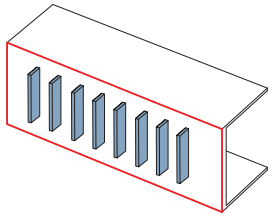
- Where metal panels are used as finish materials, use of pigmented or treated metals, and interesting assembly of metal panels with attention to scale and pattern, is encouraged in order to create visual interest. Busy façade systems that utilize several contrasting materials are discouraged.

Pigmented Metal Panels
Navy Yard, Philadelphia, PA

Scale and Assembly of Metal Panels
Education Center, Neckarsulm, Germany

FIGURE 6.18.16: Examples of Panelized Systems

TABLE 6.18.5: Qualifying Materiality Strategies Overview

	MIN. DIMENSIONS	QUALIFYING EXAMPLE	CALCULATION METHOD	% MIN. REQUIRED	MAX. CREDITS	RELATED STANDARDS
Preferred Materials	-		■ Qualifying Numerator (Area) ÷ □ Baseline Denominator (Area)	20% Area	2	-
Material Treatment	-		■ Qualifying Numerator (Area) ÷ □ Baseline Denominator (Area)	20% Area	Unlimited	-
Façade Depth	6" Depth		■ Qualifying Numerator (Area) ÷ □ Baseline Denominator (Area)	20% Area	Unlimited	-
Shading	6" Depth		■ Qualifying Numerator (Area)* ÷ □ Baseline Denominator (Area) * Includes all exposed exterior surfaces	20% Area	Unlimited	-

PREFERRED MATERIALS

TABLE 6.18.6: Preferred Materials

METALS	CONCRETE	STONE	EARTHEN	WOOD
Materials that cast shadows, have visual depth, seams, and articulated reveals.	Materials that have texture and articulation	Materials that have texture and articulation	Materials that have an inherent texture, with extruded, cast, or fired materials	Materials that accentuate the human scale, with preference for façades or rain screen panels, louver systems, or accent elements
Examples Include: Weathered or Rusted Steel (treated) Articulated Metal Panels such as standing seam (SSM), shingle, flat panel Copper	Examples Include: Precast with Texture Board-Formed Expressed Joints/ Formwork Bush-Hammered Etched Chiseled	Examples Include: Marble (excluding polished marble) Slate Basalt Sandstone	Examples Include: Terracotta Ceramics Brick	Examples Include: True wood Timber hardwood, Engineered wood products


Fiber - Cement Panels


Brick

Terra Cotta


Wood Louvers

FIGURE 6.18.17: Examples of Preferred Materials

MATERIAL TREATMENT AND APPLICATION OF CRAFT

TABLE 6.18.7: Material Treatment and Application of Craft

METALS	CONCRETE	STONE	GLASS, COMPOSITES, PLASTICS*	WOOD
Metal products that achieve material texture or relief	Concrete construction that expresses joints, cast-in texture, or formwork	Stone materials that give relief and tactility.	Glass, composites or plastics that are textured. Extruded forms are considered acceptable material treatment.	Wood products that add texture and tactility, as well as human scale
Examples Include: Weathering, Burnishing, Sandblasting, Brushing Grinding, Extruding, Weaving, Acid etching, Water jet or laser cutting, Embossing, Perforating, Forming, Hammering	Examples Include: Board-formed concrete Bush hammering Etching Chiselling	Examples Include: Chiseled Bush-hammered	Examples Include: Cast Etched Carved Printed	Examples Include: Grooved Milled Water-jet Laser cut

*Though glass and plastics alone are not "preferred materials," certain treatments of glass and plastics qualify as "material treatments."


Metal - Perforated


Bush Hammered Concrete


Concrete - Formed


Glass - Fritted

FIGURE 6.18.18: Examples of Material Treatment

Inset Windows Create Depth
UC Berkeley Commons, Berkeley, CA

Vertical Shading Elements
Asakusa Cultural Center, Japan

Increased Depth
Lincoln Center, New York, NY

FIGURE 6.18.19: Examples of Façade Depth Strategies

Vertical Blade Louvers
Federal Building, San Francisco, CA

FIGURE 6.18.20: Examples of Shading Strategies

CREATIVE DESIGN CREDIT

In addition to the listed qualifying strategies, a long façade may qualify for a Creative Design credit for the use of unconventional or creative design solutions that contribute significantly to improvement of the pedestrian experience along a long façade.

Creative design strategies are not measured against a quantifiable threshold or performance metric, but rather the positive impact of a design strategy.

Qualification for a creative design credit will be subject to reviewer discretion.

Examples include, but are not limited to:

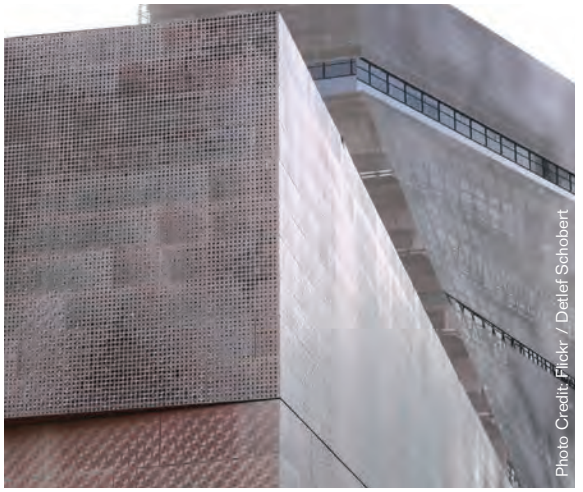
- Craft, Pattern, and Assembly
    - Interesting pattern or arrangement of façade elements
    - Layered façade system
    - Expression of structure
- Manipulation of Scale
    - Craft and façade articulation
    - Roofline modulation
    - Corner articulation or emphasis
- Dynamic and Performative
    - Operable or adaptable system
    - Interactive or climate-responsive system
- Externalized and Public Functions
    - Occupiable void and massing extrusions
    - Visible or accessible circulation and programmed areas

Standards

S6.18.10 **CREATIVE DESIGN STRATEGY.** To qualify for a creative design credit, a façade shall demonstrate outstanding attention to assembly, craft, articulation, depth, or permeability of the façade that creates visual interest or increases pedestrian engagement through one of the following methods:

- Employ a strategy not identified in S6.18.7, S6.18.8, and S6.18.9.
- Demonstrate exemplary performance in any of the identified qualifying strategies.

Creative design shall be limited to a maximum of one credit per façade.



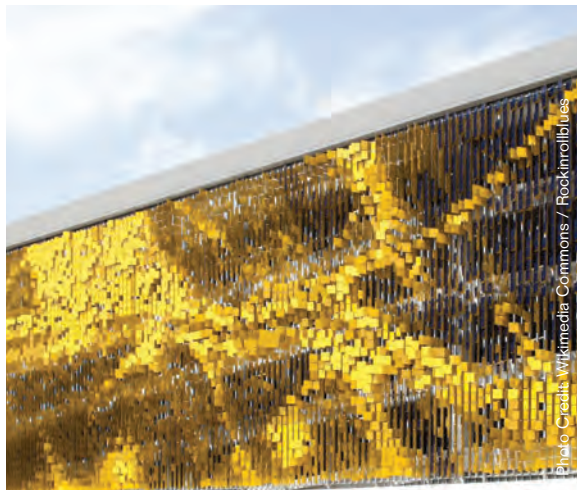
Treated Perforated Metal Panels Intended to Patina
(Exemplary Performance – Materiality)
DeYoung Museum, San Francisco

Creative Façade Assembly with Layered Glass Blocks
(Exemplary Performance – Materiality)
Harpa, Reykjavik, Iceland

FIGURE 6.18.21: Examples of Creative Design Strategies

Operable/Dynamic Façade System
(Strategy Not Identified in Section 6.18)
143 Funf Hofe, Munich, Germany

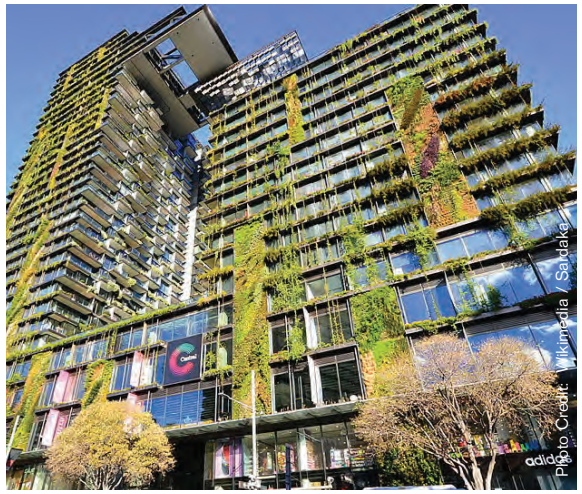
Ground Floor Performance Area to Increase Public Engagement
(Strategy Not Identified in Section 6.18)
SFJAZZ, San Francisco



Dynamic Façade System Responding to Movement
(Strategy Not Identified in Section 6.18)
Eskenazi Hospital, Indianapolis, Indiana

Interpretive Wall Art Related to Neighborhood History
(Strategy Not Identified in Section 6.18)
The Pearl, Dogpatch, San Francisco

Green Roof with Public Access
(Strategy Not Identified in Section 6.18)
California Academy of Sciences, San Francisco



Artist-Designed Green Wall System
(Strategy Not Identified in Section 6.18)
One Central Park, Sydney, Australia

6.19 WATERFRONT FAÇADES

Since waterfront buildings complement a key public resource and frame the pedestrian experience at the shoreline, additional architectural requirements apply to façades facing the Bay (see Figure 6.2.1 for the location of Waterfront Façades). In addition to the project-wide standards and ground floor priority frontages, the waterfront façade standards serve to reinforce the following waterfront-specific goals:

- Strengthen the public nature of the waterfront park through adjacent ground floor treatments and uses;
- Provide views of the Bay from the buildings;
- Maximize sunlight on adjacent open spaces;
- Promote pedestrian scale on the ground floor of the waterfront; and
- Emphasize an industrial building scale that relates to the site's shipyard history and character.

Required massing strategies are specific to each waterfront façade and draw on the qualifying strategies outlined in Section 6.18.

Waterfront façades shall be required to submit a completed architectural checklist (Table 6.18.1), along with relevant documentation to the Planning Department for approvals. See Appendix B for samples of required documentation.

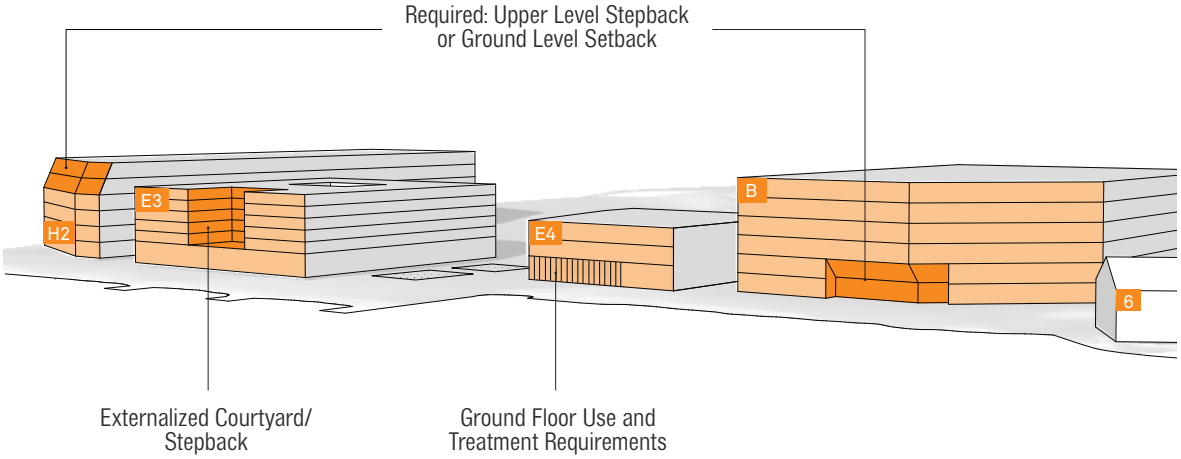


FIGURE 6.19.1: Illustrative Massing Sample

*Note: Modulation and/or materiality strategies are required on all waterfront façades.

Standards

S6.19.1 **ALL WATERFRONT FAÇADES: MODULATION AND MATERIALITY.** Waterfront façades of parcels B, H2, E3, and E4 shall apply the following minimum modulation and/or materiality strategies in addition to the parcel specific additional requirements identified in S6.19.2–S6.19.4:

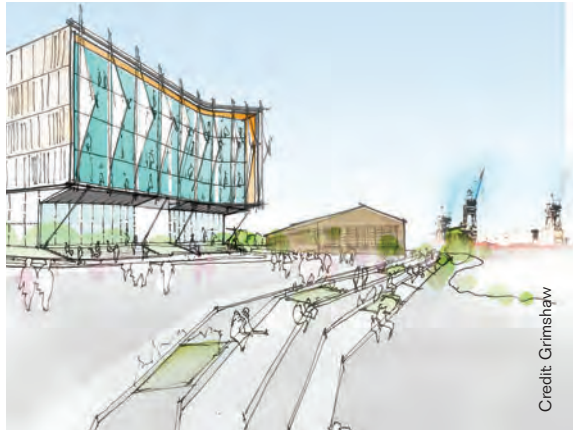
- The waterfront façade of buildings on parcels B, H2, and E3, shall apply at minimum two modulation or materiality strategies in any combination.
- The waterfront façade of a building on parcel E4 shall apply at minimum two materiality strategies.

Metrics for qualifying strategies are described in Section 6.18. Additional information on material selection can be found in Section 6.9.

Façade Subdivision/Setback Plane: Building B from the Waterfront

Upper Level Setback: Building B from the Waterfront

Upper Level Setback: Building H2 from the Waterfront



Ground Floor Setback and Active Programming: Building B from the Waterfront

FIGURE 6.19.2: Illustrative Waterfront Massing Strategies

Ground Floor Setback with Public Programming
Unilever HQ, Hamburg, Germany

Fenestration Strategies Frame Waterfront Views
The Navy Yard, Philadelphia, PA

Massing Moves Relate to Waterfront
Opera House, Copenhagen, Denmark

Stepped Volumes at Waterfront
Institute of Contemporary Art, Boston, MA

FIGURE 6.19.3: Waterfront Modulation and Materiality Strategies

S6.19.2 **WATERFRONT REQUIREMENTS FOR PARCELS B AND H2.** Notwithstanding Section 6.7, the waterfront façades of buildings on parcels B and H2 shall require a ground floor setback or an upper level setback that spans in aggregate a minimum of 33 percent of the linear frontage along the waterfront.

Ground floor setbacks shall extend at least 20 feet in height and recess for a minimum depth of 10 feet to increase visual depth, and promote public use and permeability on the ground floor. An active public-serving use or entrance, such as a gallery or restaurant, shall accompany the setback. See selected examples shown in Figure 6.19.5–Figure 6.19.7.

Upper level setbacks shall begin no higher than 70 feet and recess for a minimum depth of 15 feet to reduce the apparent bulk of the building on the waterfront. Measurements for upper level setbacks should follow Section 6.18. Parapets and railings are permitted and are exempt from height measurement. See Figure 6.19.4 for the required setback area, based on sightlines from the waterfront park at a distance of 50 feet from the building frontage. Figure 6.19.8 and Figure 6.19.9 provide examples.

External courtyards qualify as upper level setbacks if the minimum dimension requirements listed herein are fulfilled.

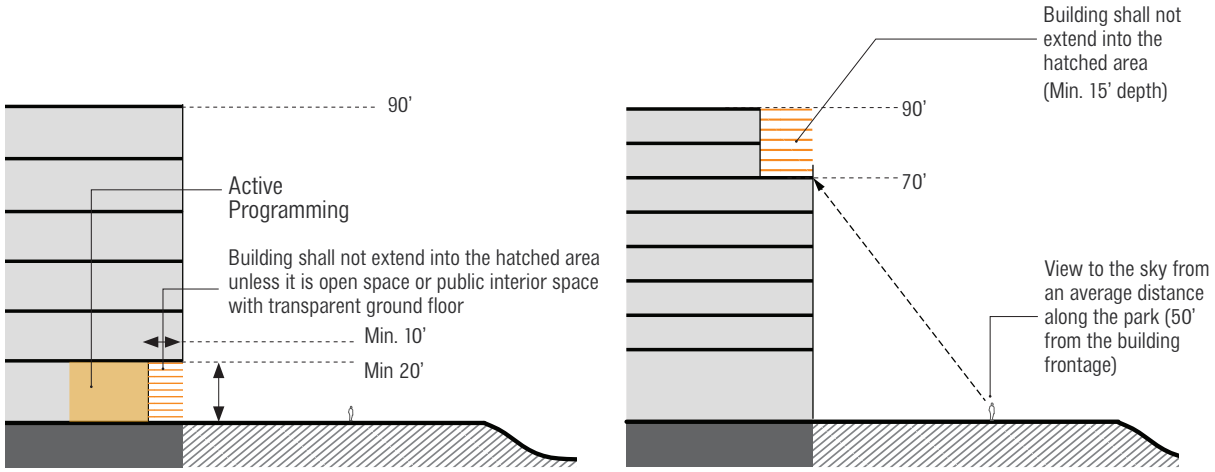


FIGURE 6.19.4: Ground Floor and Upper Level Setback Requirements

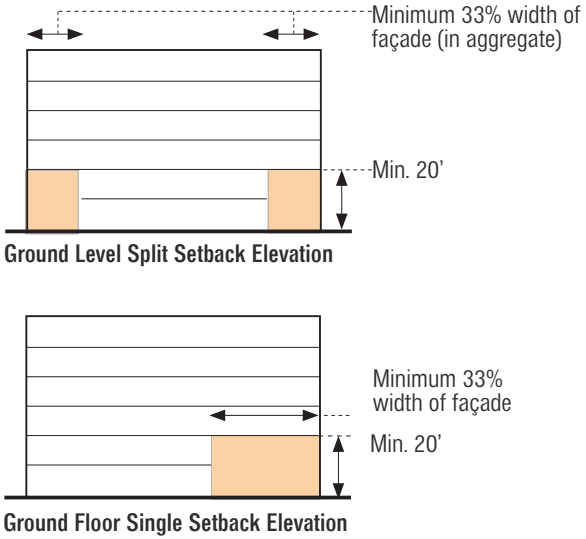


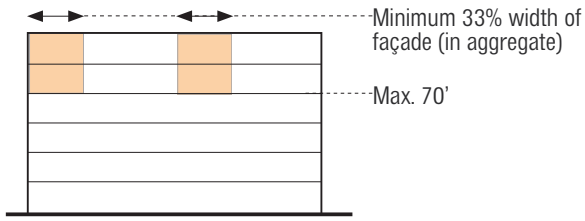
FIGURE 6.19.5: Ground Floor Massing Strategies for Buildings B and H2

Base Setback/Ground Floor Permeability
Meridian Building, Wellington, New Zealand

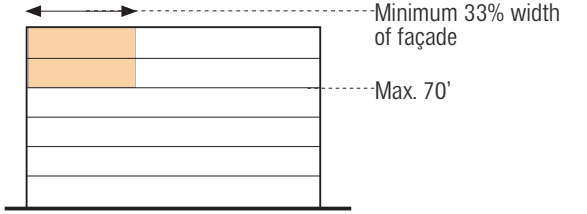
Slanted Base Setback
Waterfront Residences, Stavanger, Norway

FIGURE 6.19.6: Examples of Permitted Massing Strategies – Ground Floor Setback

FIGURE 6.19.7: Example Rendering of Ground Floor Setback at B



Upper Level Split Setback Elevation



Upper Level Single Setback Elevation

FIGURE 6.19.8: Upper Floor Massing Strategies for Buildings B and H2

Upper Level Setback
Yerba Buena Lofts, San Francisco, CA

Upper Level Setback
The Beacon, San Francisco, CA

FIGURE 6.19.9: Examples of Permitted Massing Strategies – Upper Level Setback

S6.19.3 **WATERFRONT REQUIREMENTS FOR PARCEL E3.** The waterfront façade of parcel E3 shall require an external courtyard or upper level setback beginning at a maximum height of 20 feet, as shown in Figure 6.19.10. External courtyards shall span in aggregate for a minimum of 33 percent of the area of the projected building façade and recess a minimum of ten feet in depth in order to divide the building volume as viewed from the waterfront park. Setbacks and courtyards are encouraged to be located in a manner that maximizes sunlight to the Slipways Commons or the waterfront park.

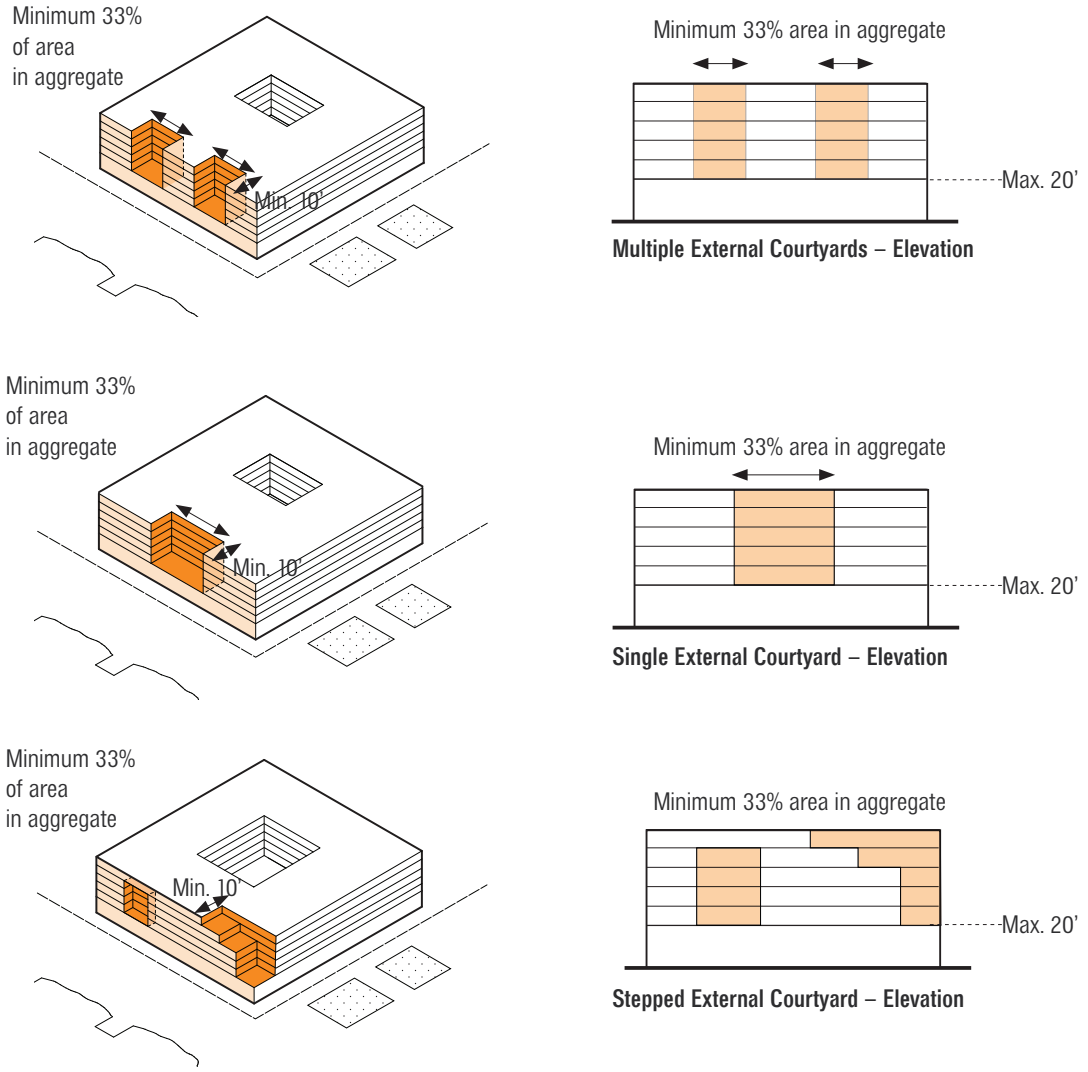


FIGURE 6.19.10: Massing Strategies for Building E3

S6.19.4 **WATERFRONT REQUIREMENTS FOR PARCEL E4.** The ground floor height shall be a minimum of 20 feet. Refer to Section 2.2 Ground Floor Uses for more detail on priority retail frontage requirements for parcel E4. See Figure 6.19.11.

FIGURE 6.19.11: Ground Floor Height for Parcel E4

Guidelines

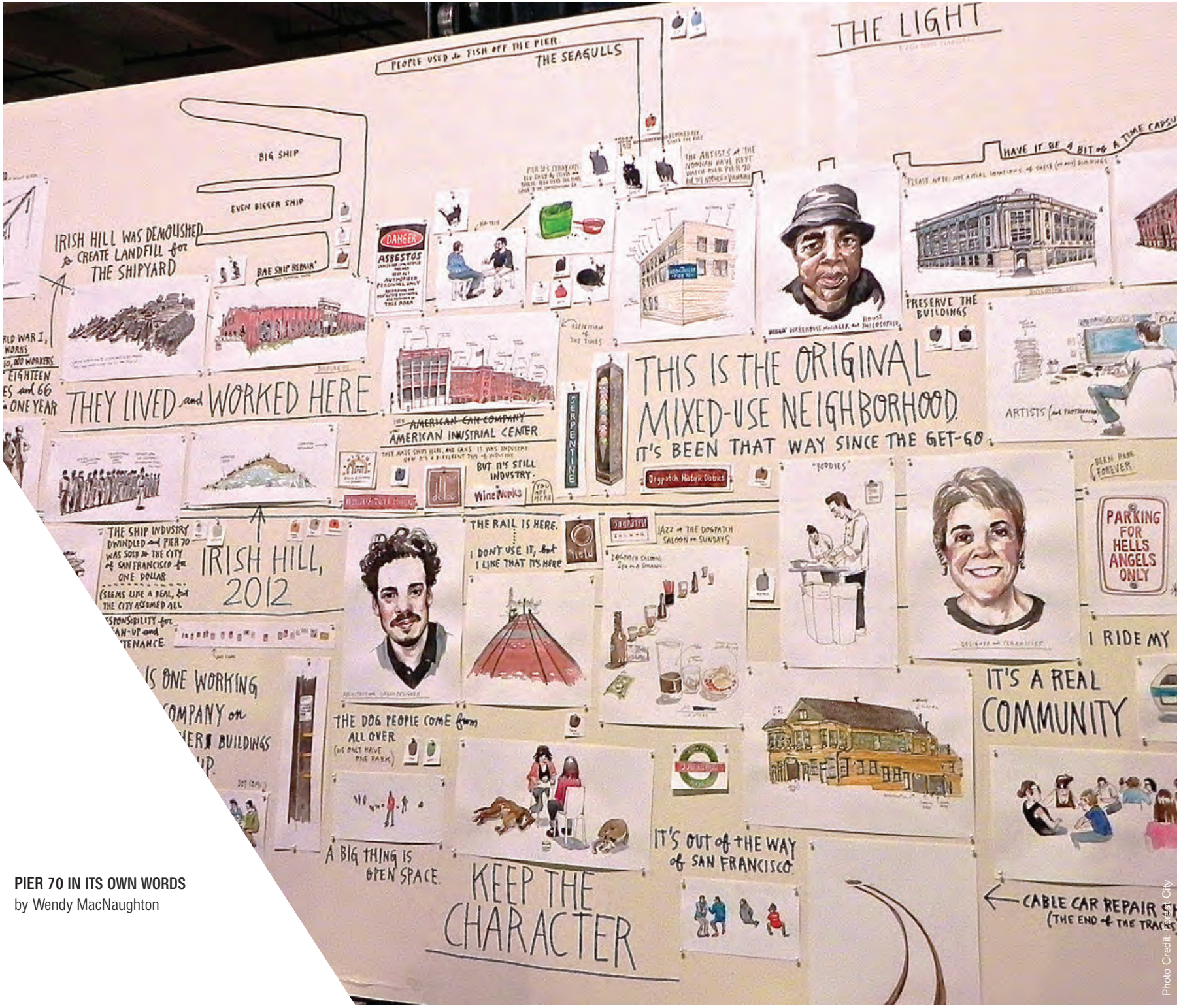
G6.19.1 **PERMEABILITY AT E4.** At minimum, 25 percent of the ground floor linear frontages of E4 facing the waterfront (east façade) and Slipways park (south façade) are encouraged to open to the exterior through use of sliding doors, roll-up doors and other similar architectural features.

Pivoting Wall Panels
Storefront for Art and Architecture, New York, NY

Large Movable Garage Door for Retail Space
Blue Bottle Coffee, San Francisco, CA

Fold-up Door
Wyckoff Exchange, Brooklyn, NY

FIGURE 6.19.12: Examples of Openings to the Exterior



PIER 70 IN ITS OWN WORDS
by Wendy MacNaughton

Photo Credit: Port of San Francisco

7 LIGHTING, SIGNAGE & ART

LIGHTING

SIGNAGE AND WAYFINDING

PUBLIC ART

LIGHTING

7.1 GENERAL LIGHTING

The approach to lighting, signage, and art is intended to develop cohesion between the Pier 70 Project and the surrounding neighborhood.

The general lighting strategy for the Project is to create a vibrant and aesthetically pleasing experience that enables visitors to safely and easily navigate all streets and pathways as well as enjoy public spaces at varying hours of day, while creating a strong visual character.

Lighting design for the Project prioritizes safety, comfort, mood, and historic character with a hierarchy of lighting types and levels that are integrated with streets, open spaces, and buildings.

Standards

S7.1.1 **LIGHTING CHARACTER.** All lighting fixtures at the site shall avoid elaborate or ornamental forms and detailing. The site shall provide a collection of fixtures at varying scales that support nighttime programmatic needs.

S7.1.2 **CONCEALED LIGHTING AND ELECTRICAL ELEMENTS.** Exposed lighting and electrical elements such as wires, conduits, junction boxes, transformers, ballasts, switches, and panel boxes are not permitted.

S7.1.3 **LIGHTING LOCATION.** Lighting shall be designed to illuminate the roadways and sidewalks while minimizing light trespass and sky-glow.

Lighting adjacent to the waterfront shall be designed to face towards the land and constructed with durable, weatherproof materials to withstand water and wind conditions at the shoreline.

Public art, historic artifacts, and key event locations shall be illuminated.

S7.1.4 **SIZE, HEIGHT, AND PLACEMENT.** The size, height, placement, and frequency of light fixtures shall relate to and prioritize pedestrians and cyclists on streets and passageways.

S7.1.5 **LIGHTING LEVELS.** Lighting shall be provided at the lowest levels that are in accordance with the Illumination Engineering Society of North America (IESNA) lighting guidelines and applicable codes.

S7.1.6 **LIGHT POLLUTION.** Light levels shall limit night sky pollution while providing safe lighting levels. All luminaires shall have a cutoff control to direct the angle of the site lighting. All lighting shall be shielded to prevent glare, particularly toward residential units. Lighting with substantially low level luminous qualities, such as string lights, is not required to be shielded.

To the extent that these standards conflict with San Francisco Public Utilities Commission (SFPUC) lighting requirements for SFPUC-owned street lights, SFPUC requirements shall govern.

High-pressure sodium lights and “Glowtop” luminaires shall not be permitted.

Guidelines

G7.1.1 **SUPPLEMENTAL CONDUITS AND OUTLETS.** Power sources and conduits should be embedded into pathways to support temporary lighting fixtures, internet, audio/ visual, and other installations.

G7.1.2 **LIGHT POLLUTION.** All interior luminaires should be angled to intersect opaque building interior surfaces and not exit out through the window.

G7.1.3 **LIGHTING FIXTURES.** Usage of fixtures that produce upward lighting should be limited throughout the Project except for limited feature lighting for public art, accent lighting for buildings, and temporary event lighting.

G7.1.4 **LIGHTING DISTRIBUTION.** The Project’s approach to lighting should balance providing ample lighting where retail or nighttime uses are located, with lowered light levels where appropriate.

CONSIDERATIONS

- Light fixtures should be selected for their ability to facilitate outdoor programming and events.
- Lighting embedded within paving surfaces is discouraged, particularly adjacent to the waterfront, due to maintenance conditions and environmental factors such as water and wind.
- In order to relate to the material character of the historic buildings, materials should not appear overly formal or polished. Examples of recommended lighting typologies are shown in Figure 7.1.4.

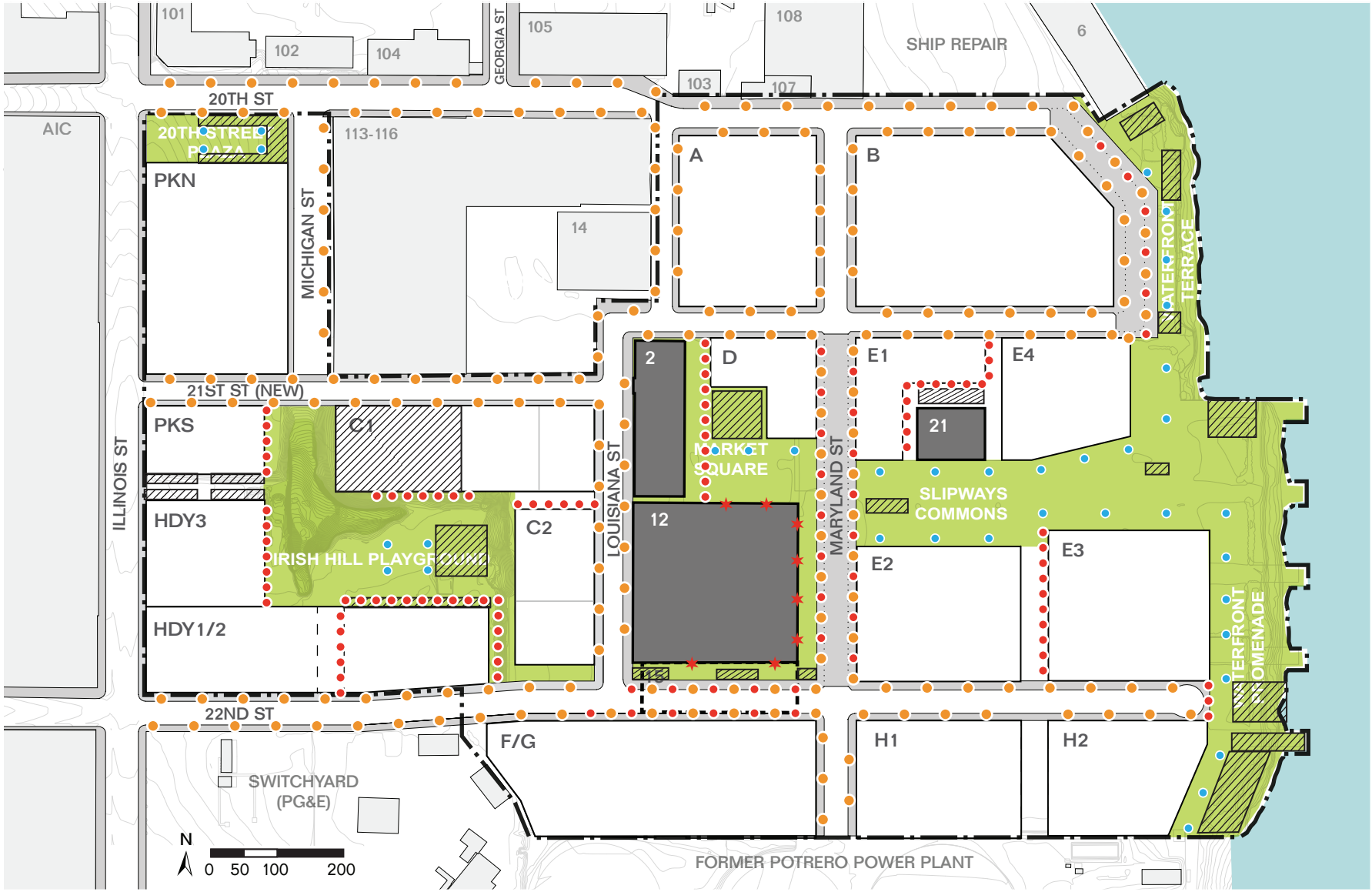


FIGURE 7.1.1: Illustrative Lighting Plan

Compatible Fixtures

Simple Pole Design

Attractive Form

Faux Historic Lighting

FIGURE 7.1.2: Examples of Compliant and Noncompliant Lighting

✖ Denotes noncompliant example

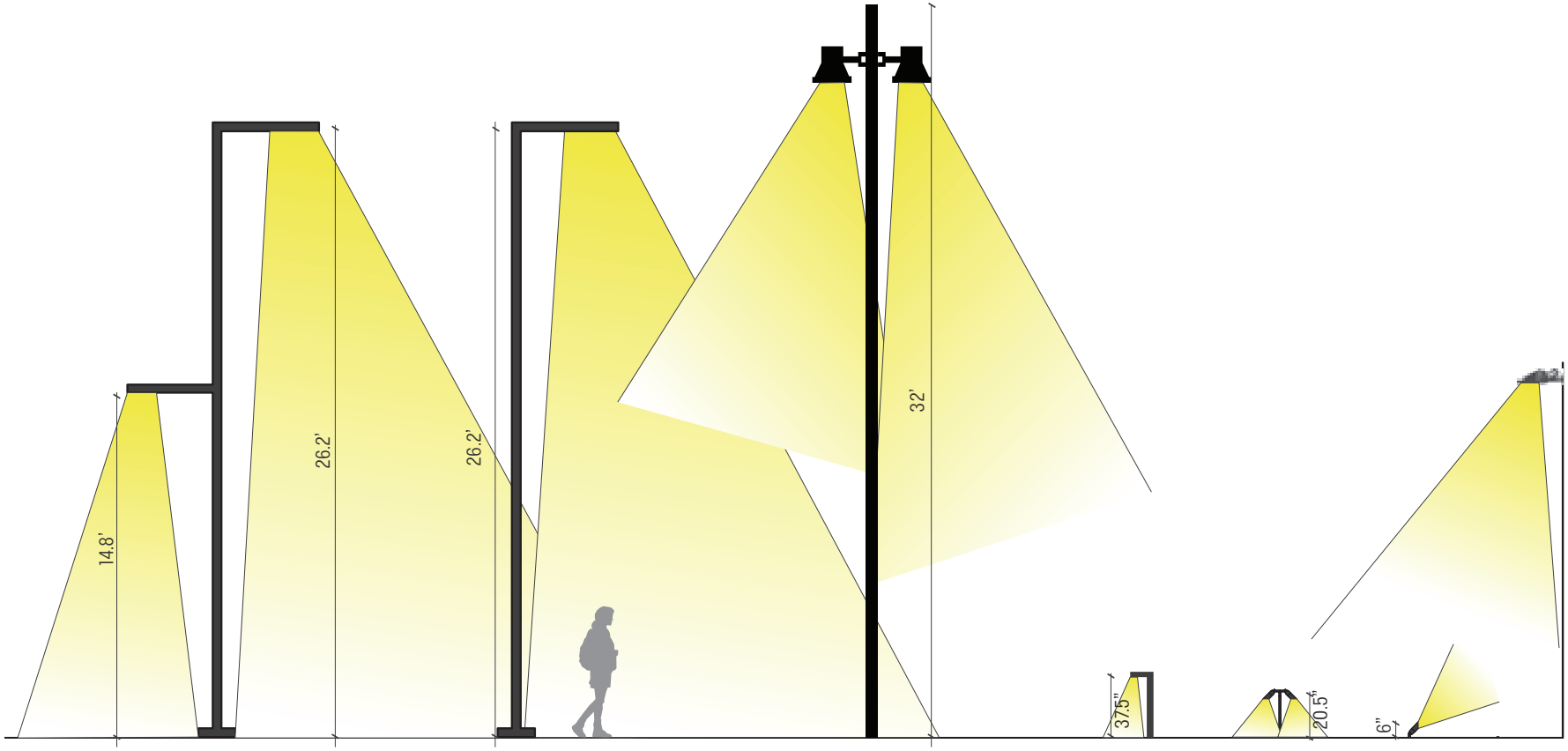


FIGURE 7.1.3: Illustrative Lighting Fixture Dimensions

ROADWAY + SIDEWALK
Manufacturer: Hess
Product: Linea 800 LED

WATERFRONT AND PLAZA
Manufacturer: iGuzzini
Product: MultiWoody Pole Mounted

BOLLARD
Manufacturer: Hess
Product: Linea S

ACCENT
Manufacturer: Winona
Product: Havasu

PLANTING
Manufacturer: iGuizzini
Product: Woody

WALL MOUNTED LAMP
Manufacturer: Hess
Product: Novara ML

FIGURE 7.1.4: Examples of Recommended Lighting Technologies

*Note: Design and fixtures shown are conceptual and further analysis is necessary to identify appropriate locations, fixture types, and wattages in order to provide safe lighting levels while minimizing light pollution at the waterfront.

7.2 STREET LIGHTING

Standards

S7.2.1 **STREET LIGHTING TYPOLOGY.** Street lights shall be consistent with SFPUC guidelines with the exception of fixture design. Street lighting shall reflect the contextual character and type of use at its particular location, including roadway fixtures, pedestrian fixtures, and lighted bollards.

S7.2.2 **STREET LIGHTING LOCATION.** All street light poles shall be located in the furnishings zone. Refer to Chapter 4 Streets and Streetscape to coordinate street lighting location with other street elements such as planting, furnishing, and utilities.

Guidelines

G7.2.1 **ELECTRICAL CONDUITS.** Sidewalks should have trenches for electrical conduits.

CONSIDERATIONS

- Street light levels should be sufficient to ensure pedestrian, cyclist, and vehicular safety as well as create a comfortable setting for residences and businesses.
- Use of high-efficiency lighting with advanced controls is encouraged.
- Mid-block passages should incorporate distributed lighting fixtures to provide a safe, well-lit, and welcoming experience.

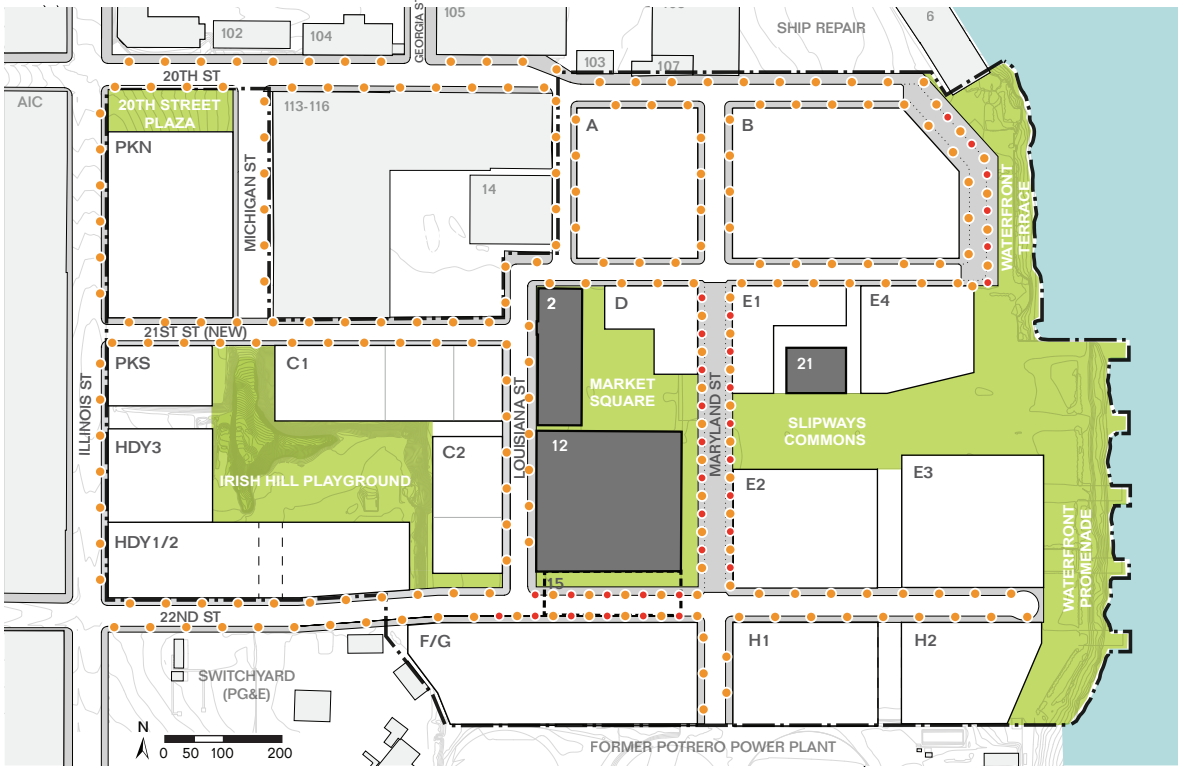


FIGURE 7.2.1: Illustrative Street Lighting Plan

7.3 OPEN SPACE LIGHTING

Standards

S7.3.1 **PROHIBITED LIGHTING.** Flood lights, vehicular-rated pole lights and vehicular-rated bollard lights shall be prohibited in open space.

Guidelines

G7.3.1 **ACCENT LIGHTING.** Accent lighting at focal points, viewpoints, art installations, and viewing pavilions is encouraged. Accent lighting should incorporate opportunities for public art, technology, and collaborative interventions such as light sculptures, light etching, illuminated art signage, and projection/ film.

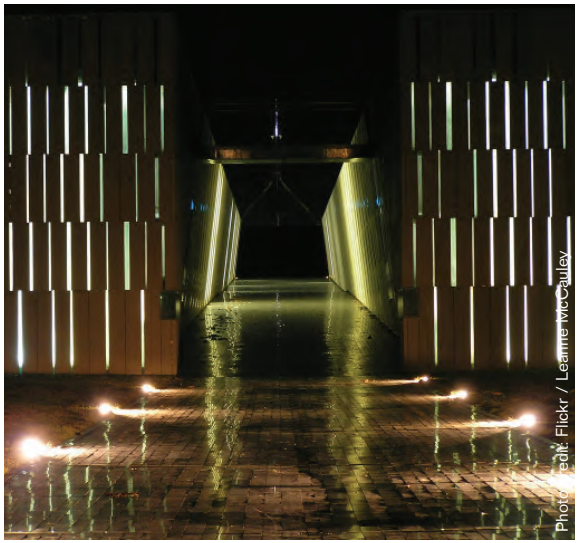
G7.3.2 **MOOD LIGHTING.** Where feasible, mood lighting for trees, paths, passageways, gathering areas, and open spaces is encouraged. Mood lighting should provide indirect illumination.

G7.3.3 **ENERGY EFFICIENCY.** Accent or mood lighting is encouraged to be energy efficient.

CONSIDERATIONS

- Small, distributed, low-wattage hanging lamp, or chain mood lighting such as string lights are encouraged where possible.
- Exterior lighting elements in event spaces should consider placement of 20 amp receptacles for potential event lighting fixtures.
- Public open spaces, which anticipate events, should consider inclusion of 100–200 amp power receptacles to service various locations during events.

Accent Lighting



Accent Lighting

Mood Lighting

Hanging Lighting

FIGURE 7.3.1: Open Space Lighting Examples

7.4 BUILDING LIGHTING

Standards

S7.4.1 **ENERGY CONSUMPTION.** Smart lighting technology shall be incorporated, such as those with automated controls that adjust based on occupancy or daylight availability, or use motion sensors. High-efficiency technology such as LED lighting with advanced controls, shall be utilized to minimize energy consumption.

S7.4.2 **PROHIBITED LIGHTING.** Building lighting that blinks or flashes shall not be permitted.

S7.4.3 **BUILDING ENTRANCES AND GROUND LEVEL.** Lighting at building entrances and ground level shall be provided for security.

Guidelines

G7.4.1 **ACCENT LIGHTING.** Accent lighting at focal points, art installations, building façades, and historic assets is encouraged. Accent lighting should incorporate opportunities for art and technology.

G7.4.2 **ENERGY EFFICIENCY.** Accent lighting is encouraged to be energy efficient.

G7.4.3 **GLARE REDUCTION.** Lighting should not illuminate or produce glare on adjacent properties.

G7.4.4 **BUILDING 15 STRUCTURAL FRAME.** Building 15 lighting should be subtle and used to display key features.

CONSIDERATIONS

- Building lighting should highlight significant architectural features, signs, entrances, walkways, or display windows.
- Building lighting should be integrated with the design of the building. Lighting of building walls, roofs, and other surfaces should be studied for glare.
- Small, distributed, low-wattage hanging lamp or chain mood lighting such as string lights are encouraged for patio lighting where possible.
- Building 12 should include building-mounted lamps to highlight its façades, subject to historic review.

Storefront Accent Lighting

Entrance Lighting

FIGURE 7.4.1: Building Lighting Examples

SIGNAGE AND WAYFINDING

7.5 GENERAL SIGNAGE

Signage is an important tool to ensure an engaging and legible neighborhood, as well as provide insight into the Historic District's past. The standards and guidelines for signage at the site reflect the creative character of the surrounding neighborhood and express the individual identities of the spaces and tenants. Signage should also be seen as a creative element, with opportunities for art and community collaboration. Standards and guidelines listed below pertain to general signage and wayfinding elements in the public realm.

Signage design including location and dimensions of signage within the Project will be consistent with the requirements of this chapter (Section 7.5–Section 7.7) and the specific Signage Plans for Public ROWs, Park Parcels, Interpretive Signage, and Building Signage that are developed and approved by the Port pursuant to the DDA Section 13.10 (see Appendix C).

Standards

S7.5.1 **SIGNAGE DESIGN.** Except for permanent street and wayfinding signage, additional signage and interpretive elements shall be designed to relate to both the Pier 70 Area and the neighborhood. This shall be through general consistency with Pier 70 Park Parcels Signage Plan(s) and Pier 70 Interpretive Signage Plan(s), while maintaining enough variation to avoid creating a singular identity for the Pier 70 Project separate from the Historic District and the neighborhood.

S7.5.2 **CONCEALED ELECTRICAL SIGNAGE ELEMENTS.** All electrical signage elements such as wires, exposed conduits, junction boxes, transformers, ballasts, switches, and panel boxes shall be concealed from view.

S7.5.3 **PROHIBITED SIGNAGE.** Wind signs, revolving signs, reflecting signs, blinking or flashing signs, and balloon and inflated signs shall not be permitted.

S7.5.4 **PORTABLE SIGNAGE.** Portable signs, such as sandwich boards and valet parking signs, are permitted and limited to one per business. All portable signage shall be located within frontage or furnishing zones on sidewalks, or within open spaces fronting the businesses.

Guidelines

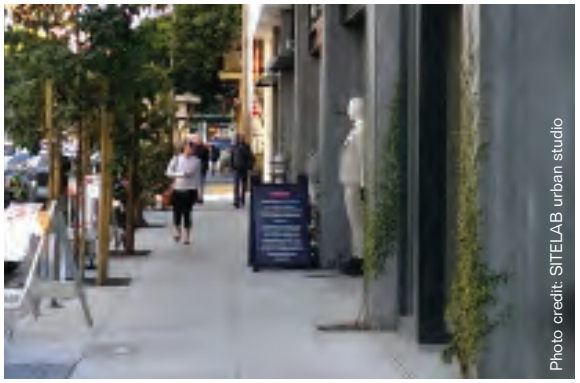
G7.5.1 **SIGNAGE ORIENTATION.** Signage should be primarily oriented toward the pedestrian realm and guide people to the waterfront.

G7.5.2 **ALLOWABLE SIGNAGE MATERIAL.** Allowable signage materials include, but are not limited to: ceramic, fiberglass, glass, metal, paint, stone, and wood.

CONSIDERATIONS

- Signage should be appropriate to the buildings and open spaces; designed to relate to use, composition, scale, and architecture. Signage should be considered an important architectural or artistic feature within the overall building and open space design.

Permanent Wayfinding Signage



Portable Signage

Temporary Signage

FIGURE 7.5.1: Signage Types

7.6 WAYFINDING SIGNAGE

Consistent design and organization of wayfinding signage provides important visual or tactile cues to help people make route decisions, highlight shortest paths to nearest transit options, and locate nearby destinations. The Pier 70 Interpretive Signage Plan(s) will additionally educate visitors on the history and significance of a particular feature or point of interest. For requirements of interpretive elements at Irish Hill remnant, see Section 3.2.

Standards

S7.6.1 **PERMANENT WAYFINDING SIGNAGE DESIGN.** Street and Open Space Wayfinding signage shall be consistent with the Pier 70 Public ROWs Signage Plan and the Pier 70 Park Parcels Signage Plan(s).

Signage within 100 feet of Mean High Water shall be consistent with Bay Conservation and Development Commission (BCDC) approved signage graphics. See BCDC Shoreline Signs: Public Access Signage Guidelines for guidance on the design and installation of signs used at public access areas that are part of development projects along the San Francisco Bay shoreline.

S7.6.2 **PUBLIC FACILITIES AND OPEN SPACE SIGNAGE.** Wayfinding signage shall be installed for interior public facilities, rooftop open spaces and facilities, ADA access routes, alternative access routes, bicycle facilities, the waterfront and waterfront access, and the Bay Trail.

Bay Trail signage shall be consistent with the San Francisco Bay Trail Design Guidelines and Toolkit.

S7.6.3 **ROOFTOP PUBLIC OPEN SPACE SIGNAGE.** Access to elevated public open spaces shall have two locations of signage, one of which shall be within five feet of the building entrance, clearly visible from the street or an adjoining public space.

S7.6.4 **IRISH HILL PLAYGROUND SIGNAGE.** Access to the Irish Hill Playground shall have two locations of signage at or clearly visible from Illinois and/or 22nd Streets.

S7.6.5 **HISTORIC INTERPRETIVE SIGNAGE.** Interpretive signage shall be located at key points of interest. Signage for Buildings 2, 12 and 21 shall be in keeping with the unique character of each historic building and shall be coordinated with the Pier 70 Interpretive Signage Plan(s).

Guidelines

G7.6.1 **PARKING WAYFINDING.** Wayfinding signage for vehicular and bicycle parking access should be visible from a public street.

Directional Signage

Wayfinding Signage

Temporary Wayfinding Signage

Historic Interpretive Signage

FIGURE 7.6.1: Wayfinding Signage Examples

7.7 BUILDING SIGNAGE

Exterior building signage within the Project is encouraged to be varied and distinct to support overall variety in the neighborhood.

Standards

S7.7.1 **BUILDING SIGNAGE PLAN.** A building signage plan approved by the Port Director and Planning Director shall be adopted in compliance with the DDA (see Appendix C).

S7.7.2 **SIGNAGE PLACEMENT.** The maximum height of a sign affixed to a building shall be the eave line of the building to which it is affixed.

In mixed-use buildings, placement of signage for ground floor uses shall be restricted to ground floors only.

S7.7.3 **HISTORIC SIGNAGE.** Signage on, near, or for historic buildings shall be minimal and prioritize the preeminence of the building itself over signage, and signage shall appear secondary to building features.

S7.7.4 **SIGNAGE DESIGN.** Signage shall be contemporary yet compatible with the industrial character of the Pier 70 Area. See Chapter 6 for further information on district character defining features and recommended materials for new construction.

S7.7.5 **IDENTIFYING SIGNS.** Identifying signs shall be limited to one per storefront.

S7.7.6 **WALL SIGNS.** The area of all wall signs shall not exceed one square foot for each one linear foot of street frontage occupied by the business measured along the wall to which the signs are attached, or 50 square feet for each street frontage, whichever is greater. In no case shall the wall sign or combination of wall signs cover more than 75 percent of the surface of any wall, excluding openings. Walls signs shall be permitted up to 15 feet in height.

S7.7.7 **WINDOW SIGNS.** Opaque window signs shall occupy a maximum of 30 percent of the storefront area.

S7.7.8 **SIGNS ON AWNINGS.** Any signage on awnings shall not exceed total 20 square feet.

S7.7.9 **SIGNS ATTACHED TO BUILDINGS.** No sign attached to a building shall extend or be located above the roofline of the building to which it is attached. Such signs may contain letters, numbers, a logo, service mark, and/or trademark and may be non-illuminated or indirectly illuminated. If attached signs project beyond the property line, such signs shall comply with S7.7.11.

S7.7.10 **FREESTANDING SIGNS.** The maximum height for permanent freestanding signs shall be 20 feet.

S7.7.11 **PROJECTING SIGNS.** Projecting signs shall be allowed with a minimum clearance of eight feet from grade, with a maximum of three feet projecting depth from the building façade.

Guidelines

G7.7.1 **PREFERRED SIGNAGE TYPES.** To encourage variety, preferred sign types include small blade signs, chalkboards, split-flap displays, window signs, projections, wall murals, and wall signs.

G7.7.2 **PROJECTING SIGNAGE.** Projecting and three-dimensional signs are encouraged to relate to pedestrian scale and enrich the public realm.

CONSIDERATIONS

- Signage for active industrial, arts, and retail uses is encouraged to take cues from the Dogpatch neighborhood and the Historic District in order to support the creative and post-industrial character of the area.
- Commercial signage that is temporary, changeable, and creative is preferred and encouraged. Such signage should be created through collaboration with local designers, fabricators, tenants or neighborhood stakeholders.

TERMS & DEFINITIONS

- **SIGN.** Any structure, part thereof, or device or inscription which is located upon, attached to, or painted, projected or represented on any land or right-of-way, or on the outside of any building or structure including an awning, canopy, marquee or similar appendage, or affixed to the glass on the outside or inside of a window so as to be seen from the outside of the building, and which displays or includes any numeral, letter, word, model, banner, emblem, insignia, symbol, device, light, trademark, or other representation used as, or in the nature of, an announcement, advertisement, attention-arrester, direction, warning, or designation by or of any person, firm, group, organization, place, commodity, product, service, business, profession, enterprise or industry.

- **FREESTANDING SIGN.** A sign that is in no part supported by a building.

- **IDENTIFYING SIGN.** A sign for a use listed in this D4D, which serves to tell only the name, address and lawful use of the premises upon which the sign is located, or to which it is affixed. A bulletin board of a public, charitable or religious institution, used to display announcements relative to meetings to be held on the premises, shall be deemed an identifying sign. With respect to establishments containing five or more stores, identifying signs shall include signs which tell the name of and/or describe aspects of the operation of the establishment or center.

- **PROJECTING SIGNS.** A projecting sign is one whose furthermost point used in measuring its area extends beyond a street property line or a building setback line. A sign placed flat against a wall of a building parallel to a street, including a mid-block passage, will not be deemed to project for purposes of this definition. A sign on an awning, canopy or marquee projects to the extent that such sign extends beyond a street property line or a building setback line.

- **WALL SIGN.** A sign painted directly on the wall or placed flat against a building wall with its copy parallel to the wall to which it is attached and not protruding more than the thickness of the sign cabinet.

- **WINDOW SIGNS.** A window sign is one painted directly on the surface of a window glass or placed in front of or behind the surface of a window glass.

FIGURE 7.7.1: Building Signage Examples

7.8 PUBLIC ART

Pier 70 Area has long been a site of industry and exchange. As part of the larger San Francisco Bay waterfront, it functions as a connector that links old and new, natural and man-made, and the physical with the poetic. Within this context, the Project serves as a rich resource and a site for art and cultural expression.

The open space design for the Project integrates opportunities for public art, both permanent and temporary, as well as for the installation of large-scale "artifacts" or large-scale "found" elements from the Pier 70 Area or other appropriate industrial waterfront features that might showcase the impressive history of the site as a place of industrial and maritime production. Art is also encouraged as part of the architectural design in the form of interior and exterior installations.

Types of art and artifacts may include, but are not limited to:

- Large-scale sculpture;
- Small-scale sculpture and installations;
- Industrial artifacts;
- Sculptural façade and building treatments;
- Murals and graphic projects;
- Hanging sculpture;
- Environmental art and demonstration pieces related to sun, wind, water, and ecology;
- Sidewalk art and pavement painting, imprinting, engraving;
- Video or light-based art installations;
- Viewing pavilions; and
- Interactive art for public engagement.

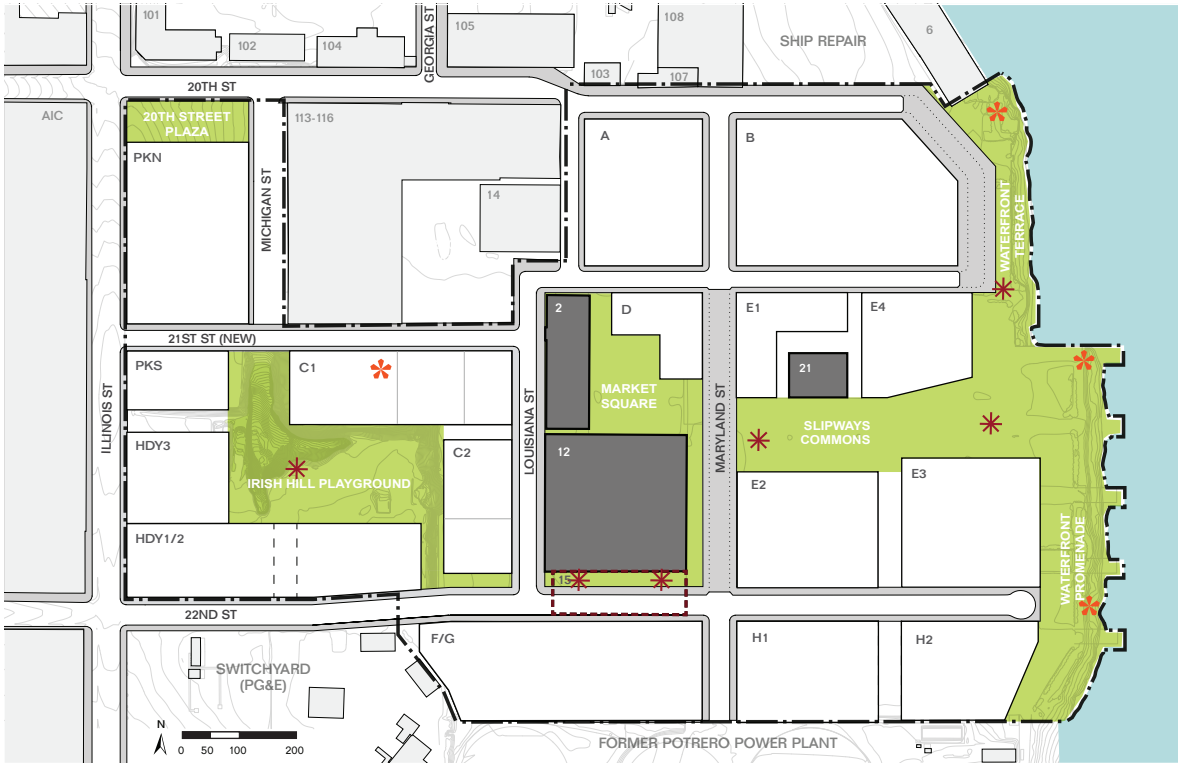


FIGURE 7.8.1: Illustrative Plan of Art and Artifacts Locations

Guidelines

G7.8.1 **PUBLIC ART INSTALLATION PLACEMENT.** Public art installations should be integrated into the design of the public realm and may be located within usable public open spaces, pedestrian passages, and within the furnishing zone of public streets, where they do not interfere with pedestrian circulation. Murals may not be placed on surfaces of historic buildings.

G7.8.2 **PUBLIC ART CHARACTER.** Where appropriate, public art should reference Pier 70's industrial past but not mimic or replicate it. Contemporary materials may be used.

The public art program should incorporate use of large-scale features to evoke industrial heritage.

G7.8.3 **INTERACTIVE ART.** Public art installations should prioritize interaction and engagement with pedestrians and appeal to a range of ages.

CONSIDERATIONS

- The overall program for art and artifacts at the site should be flexible to accommodate temporary installations, commissioned works, or found elements. Whether temporary or permanent, works of art should help concentrate, intensify, and/or recount experiences of the site.
- Where possible, building surfaces are encouraged to provide opportunities for public art that are compatible with the industrial character of Pier 70. Public art integrated with buildings may be temporary or permanent.

Large-Scale Corten Steel Sculpture

Assembled Artifact

Steel Inlays

Interactive Sculptures

FIGURE 7.8.2: Types of Art and Artifacts

Photo Credit: Shae Rocco/ Forest City

PIER 70
Urban Air Market

APPENDIX A
PIER 70 DEFINITIONS

ACCESSORY USE

An accessory use is a related minor use that is either (a) necessary to the operation or enjoyment of a lawful principal use or (b) appropriate, incidental, and subordinate to any such use.

ACTIVE USE

A building use that does not, by definition, require a non-transparent street façade.

AMERICANS WITH DISABILITIES ACT (ADA)

Legislation passed in 1990 that prohibits discrimination against people with disabilities. Under this Act, all buildings, streets, and open spaces must be designed to be accessible to people with disabilities.

ART AND ARTIFACTS

Art and Artifacts includes permanent and temporary installations, commissioned works, or found elements. New art may use contemporary materials and shall compliment Pier 70's industrial past, without mimicking or replicating it. Types of art and artifacts may include, but are not limited to: Large-scale Sculpture; Small-scale Sculpture and Installations; Industrial Artifacts; Sculptural Façade and Building Treatments; Murals, Graffiti and Graphic Projects; Hanging Sculpture; Environmental Art and Demonstration Pieces related to Sun, Wind, Water, Ecology; Sidewalk Art and Pavement Painting, Imprinting, Engraving, Video or Light-Based Art Installations; Interactive Art for Public Engagement.

ENTERTAINMENT, ARTS AND RECREATION USE

A Use Category that includes Arts Activities, General Entertainment, Movie Theater, Nighttime Entertainment, Open Recreation Area, Outdoor Entertainment, Passive Outdoor Recreation and Sports Stadiums. Adult Business is not included in this definition. Other uses within Entertainment, Arts and Recreation Use as defined in Planning Code may not be permitted within the Project (see S2.1.1 and Table 2.1.1).

ARTICULATION

Minor variations in the massing, setback, height, fenestration, or entrances to a building, which express a change across the elevation or façades of a building. Articulation may be expressed, among other things, as bay windows, porches, building modules, entrances, or eaves.

AWNING

A light roof-like structure, supported entirely by the exterior wall of a building, consisting of a movable frame covered with approved cloth, plastic or metal, extending over doors and windows, with the purpose of providing protection from sun and rain and embellishment of the façade.

BLOCK

An area of land bounded by public or private right-of-way and/or park.

BICYCLE PARKING, CLASS 1

Spaces in secure, weather-protected facilities intended for use as long-term, overnight, and work-day bicycle storage by dwelling unit residents, non-residential occupants, and employees.

BICYCLE PARKING, CLASS 2

Spaces located in a publicly-accessible, highly visible location intended for transient or short-term use by visitors, guests, and patrons to the building or use.

BUILDING ENVELOPE

The exterior dimensions—dictating the maximum dimensions of width, depth, height, and bulk—within which a building may be built on a given site.

CANOPY

A light roof-like structure, supported by the exterior of a building consisting of a fixed or frame covered with approved cloth, plastic, glass or metal, with the purpose of providing protection from sun and rain and embellishment of the façade.

CAR-SHARE

A car-share service is where members rent cars for short periods of time, often by the hour. They provide an alternative to private vehicle ownership, and are attractive to occasional access drivers. A car-share service maintains its vehicle fleet and provides automobile insurance for its members when using a car-share vehicle.

CORNER

Corners are defined as the first 75 feet from the intersection along the primary frontage of a building and the first 50 feet from the intersection on any other frontage.

CRANEWAY

Existing concrete structures that project out into Bay on the 28-Acre Site shoreline.

CULTURAL RESOURCES (CONTRIBUTING HISTORIC RESOURCES)

Cultural resources encompass archaeological, natural, and built environment resources, including but not limited to buildings, structures, objects, districts, and sites. Qualifying cultural resources are designated by local, state, and national registries, such as the National Register of Historic Places.

CURB-CUT

A break in the street curb to provide vehicular access from the street surface to private or public property across a continuous sidewalk.

DESIGN FOR DEVELOPMENT

A document that establishes conceptual standards and guidelines for land use, urban form, streets and public spaces in the Project Site.

DESIGN GUIDELINES

Subjective design recommendations that set forth design intent, design expectations, and encouraged or discouraged features. See D4D Document Guide for detailed definition.

DESIGN STANDARDS

Mandatory and measurable design specifications applicable to all new construction. See D4D Document Guide for detailed definition.

ENCROACHMENT

A portion of a building that projects into the public right-of-way.

FAÇADE

Any vertical exterior face or wall of a building that is adjacent to or fronts on a street, public or semi-private right-of-way or open space.

FENESTRATION

The arrangement of windows and openings on the exterior of the building.

FLEXIBLE LAND USE PROGRAM

Like many locations in San Francisco designated as mixed use, the Pier 70 SUD provides a flexible land use program, under which certain parcels could be developed primarily for either commercial-office or residential uses.

FLOORPLATE

The area of a given floor, as bounded by the exterior walls of the floor.

FRONTAGE

The frontage of a building is defined as the vertical exterior face or wall of a building and its linear extent that is adjacent to or fronts on a street, right-of-way, or open space.

GROSS FLOOR AREA

The sum of the gross areas of the several floors of a building or buildings, measured from the exterior faces of exterior walls or from the centerlines of walls separating two buildings. Where columns are outside and separated from an exterior wall (curtain wall) that encloses the building space or are otherwise so arranged that the curtain wall is clearly separate from the structural members, the exterior face of the curtain wall shall be the line of measurement, and the area of the columns themselves at each floor shall also be counted.

Except as specifically excluded in this definition, "Gross Floor Area" shall include, but not be limited to, the following:

- Basement and cellar space, including tenants' storage areas and all other spaces except that used only for storage or services necessary to the operation or maintenance of the building itself;
- Elevator shafts, stairwells, exit enclosures, and smoke-proof enclosures at each floor;
- Floor space in penthouses except as specifically excluded in this definition;
- Attic space (whether or not a floor has been laid) capable of being made into habitable space;
- Floor space in balconies or mezzanines in the interior of the building;
- Floor space in open or roofed porches, arcades, or exterior balconies, if such porch, arcade, or balcony is located above the ground floor or first floor of occupancy above basement or garage and is used as the primary access to the interior space it serves;
- Floor space in accessory buildings;
- Any floor area dedicated to accessory or non-accessory parking, except for bicycle parking, required off-street loading, and accessory parking as specified in the following section; and
- Any other floor space not specifically excluded in this definition.

"Gross Floor Area" shall not include the following:

- Basement and cellar space used only for storage or services necessary to the operation or maintenance of the building itself;
- Attic space not capable of being made into habitable space;
- Elevator or stair penthouses, accessory water tanks or cooling towers, and other mechanical equipment, appurtenances, and areas necessary to the operation or maintenance of the building itself, if located at the top of the building or separated therefrom only by other space not included in the gross floor area;
- Mechanical equipment, appurtenances, and areas necessary to the operation or maintenance of the building itself (A) if located at an intermediate story of the building and forming a complete floor level; or (B) if located on a number of intermediate stories occupying less than a full floor level, provided that the mechanical equipment, appurtenances, and areas are permanently separated from occupied floor areas and in aggregate area do not exceed the area of an average floor;
- Outside stairs to the first floor of occupancy at the face of the building which the stairs serve, or fire escapes;
- Floor space dedicated to car-share parking;
- Floor space dedicated to parking that does not exceed the amount principally permitted as accessory, and is located underground;
- Bicycle parking that meets the standards of Sections 155.1 through 155.4 of the Planning Code and associated bicycle maintenance area;
- Arcades, plazas, walkways, porches, breezeways, porticos and similar features (whether roofed or not), at or near street level, accessible to the general public and not substantially enclosed by exterior walls; and accessways to public transit lines, if open for use by the general public; all exclusive of areas devoted to sales, service, display, and other activities other than movement of persons;
- Balconies, porches, roof decks, terraces, courts and similar features, except those used for primary access as described above, provided that:
- If more than 70 percent of the perimeter of such an area is enclosed, either by building walls (exclusive of a railing or parapet not more than three feet eight inches high) or by such walls and interior lot lines, and the clear space is less than 15 feet in either dimension, the area shall not be excluded from Gross Floor Area unless it is fully open to the sky (except for roof eaves, cornices, or belt courses that project not more than two feet from the face of the building wall).
- If more than 70 percent of the perimeter of such an area is enclosed, either by building walls (exclusive of a railing or parapet not more than three feet eight inches high), or by such walls and interior lot lines, and the clear space is 15 feet or more in both dimensions: (i) The area shall be excluded from Gross Floor Area if it is fully open to the sky (except for roof eaves, cornices, or belt courses that project no more than two feet from the face of the building wall); and (ii) The area may have roofed areas along its perimeter which are also excluded from Gross Floor Area if the minimum clear open space between any such roof and the opposite wall or roof (whichever is closer) is maintained at 15 feet (with the above exceptions) and the roofed area does not exceed 10 feet in depth; (iii) In addition, when the clear

open area exceeds 625 square feet, a canopy, gazebo, or similar roofed structure without walls may cover up to 10 percent of such open space without being counted as gross floor area.

- If, however, 70 percent or less of the perimeter of such an area is enclosed by building walls (exclusive of a railing or parapet not more than three feet eight inches high) or by such walls and interior lot lines, and the open side or sides face on a yard, street or court whose dimensions satisfy the requirements of this D4D and all other applicable codes for instances in which required windows face upon such yard, street, or court, the area may be roofed to the extent permitted by such codes in instances in which required windows are involved.
- On lower, nonresidential floors, elevator shafts and other life-support systems serving exclusively the residential uses on the upper floors of a building;
- Ground floor area devoted to building or pedestrian circulation and building service;
- Space devoted to personal services, restaurants, and retail sales of goods intended to meet the convenience shopping and service needs of downtown workers and residents, not to exceed 5,000 occupied square feet per use and, in total, not to exceed 75 percent of the area of the ground floor of the building plus the ground level, on-site open space;
- An interior space provided as an open space feature;
- Floor area devoted to child care facilities, provided that:
- Allowable indoor space is no less than 3,000 square feet and no more than 6,000 square feet, and
- The facilities are made available rent free, and
- Adequate outdoor space is provided adjacent, or easily accessible, to the facility. Spaces such as atriums, rooftops, or public parks may be used if they meet licensing requirements for child care facilities, and
- The space is used for child care for the life of the building as long as there is a demonstrated need. No change in use shall occur without a finding by the Planning Commission that there is a lack of need for child care and that the space will be used for a facility dealing with cultural, educational, recreational, religious, or social service facilities (described in bullet below);
- Floor area devoted to cultural, educational, recreational, religious, or social service facilities available to the general public at no cost or at a fee covering actual operating expenses, provided that such facilities are:
- Owned and operated by a nonprofit corporation or institution; or
- Are made available rent free for occupancy only by nonprofit corporations or institutions for such functions; and
- Space devoted to personal services, eating and drinking uses, or retail sales of goods and that is located on the same level as a rooftop park and directly accessible thereto by a direct publicly-accessible pedestrian connection.

HISTORIC DISTRICT (UNION IRON WORKS HISTORIC DISTRICT)

The Union Iron Works (UIW) Historic District, which includes 66 acres at Pier 70, was listed on the National Register of Historic Places in 2014 as an area of maritime, architectural, and industrial significance. The National Register of Historic Places is the official list of the Nation's historic places worthy of preservation.

INDUSTRIAL USE

Industrial uses within the Project include: Automobile Assembly, Food Fiber and Beverage Processing 1, Light Manufacturing, and Metal Working. Other uses within Industrial Use as defined in Planning Code may not be permitted within the Project (see S2.1.1 and Table 2.1.1).

INFILL DEVELOPMENT

Infill development is a strategy that is used to repurpose sites within an existing neighborhood. This may include new construction on vacant lots, rezoning underdeveloped areas for new purposes, or modifying existing structures so they can serve a new purpose.

INSTITUTIONAL USE

A Use Category that includes Child Care Facility, Community Facility, Private Community Facility, Hospital, Job Training, Medical Cannabis Dispensary, Philanthropic Administrative Services, Religious Institution, Residential Care Facility, Social Service or Philanthropic Facility, Post-Secondary Educational Institution, Public Facility, School, and Trade School. Residential Care Facility, for the purposes of the Pier 70 SUD, is considered a Residential use and is not included in Institutional uses as defined herein. Hospital or Medical Centers are excluded from Institutional uses within the Pier 70 Project. Other uses within Institutional Use as defined in Planning Code may not be permitted within the Project (see S2.1.1 and Table 2.1.1).

MASSING

Large, urban-scale setbacks, projections, and interventions that are ten feet or more in depth.

MATERIALITY

Non-occupiable features and treatments within the thickness of a façade plane.

MODULATION

Occupiable façade strategies that are generally less than ten feet and more than nine inches in depth.

NOT PERMITTED USE (NP)

Listed uses that are not permitted and excluded uses in Pier 70-MU.

NON-OCCUPIABLE PROJECTION

Extension beyond the property line that is purely architectural and does not increase the gross floor area of the building, such as cornices, fins, and louvers.

OCCUPIABLE PROJECTION

Extension above ground floor beyond the property line that is enclosed and designed for human occupancy.

OFFICE USE

A grouping of uses that includes General Office, Retail Professional Services, and Non-Retail Professional Services. This use shall exclude: retail uses other than Retail Professional Services; repair; any business characterized by the physical transfer of tangible goods to customers on the premises; wholesale shipping, receiving and storage; and design showrooms or any other space intended and primarily suitable for display of goods.

Other uses within Office Use as defined in Planning Code may not be permitted within the Project (see S2.1.1 and Table 2.1.1).

PARCEL

An area of land bounded by public rights-of-way, parks, or private rights-of-way designated alpha-numerically as developable portions of land. Used as a unit for assessment.

PARKING GARAGE, PRIVATE.

A Non-Retail Automotive Use that provides temporary parking accommodations for automobiles, trucks, vans, bicycles, or motorcycles in a garage not open to the general public, without parking of recreational vehicles, mobile homes, boats, or other vehicles, or storage of vehicles, goods, or equipment.

PARKING GARAGE, PUBLIC

A Retail Automotive Use that provides temporary parking accommodations for automobiles, trucks, vans, bicycles, or motorcycles in a garage open to the general public, without parking of recreational vehicles, mobile homes, boats, or other vehicles, or storage of vehicles, goods, or equipment.

PARKING LOT, PRIVATE

A Non-Retail Automotive Use that provides temporary off-street parking accommodations for private automobiles, trucks, vans, bicycles, or motorcycles on an open lot or lot surrounded by a fence or wall not open to the general public, without parking of recreational vehicles, motor homes, boats, or other vehicles, or storage of vehicles, goods, or equipment.

PARKING LOT, PUBLIC

A Retail Automotive Use that provides temporary parking accommodations for private automobiles, trucks, vans, bicycles, or motorcycles on an open lot or lot surrounded by a fence or wall open to the general public, without parking of recreational vehicles, motor homes, boats, or other vehicles, or storage of vehicles, goods, or equipment.

PEDESTRIAN-ORIENTED

Design of buildings with the pedestrian in mind. Pedestrian-oriented buildings include ground floor transparency, canopies, clear entries, distinct storefronts, and an overall human scale and rhythm.

PERMITTED USE

Permitted uses are listed uses that are allowed as of right and do not require discretionary action for establishment of the land use.

PRODUCTION, DISTRIBUTION, REPAIR (PDR) USE

A grouping of uses that includes, but is not limited, to Agricultural Uses, Animal Hospital, Automotive Service Station, Automotive Repair, Automotive Wash, Arts Activities, Business Services, Cat Boarding, Catering Service, Kennel, Parcel Delivery Service, Trade Office, and Trade Shop. Other uses within PDR Use as defined in Planning Code may not be permitted within the Project (see S2.1.1 and Table 2.1.1).

PROJECTION

A part of a building surface that extends outwards from the primary façade plane. Projections may include balconies, bay windows and other architectural features. Projections may extend into the building setback or the public right-of-way.

PROMENADE

A paved public pedestrian or bike lane, along the Pier 70 waterfront.

PUBLIC OPEN SPACE

Open space including parks and plazas that are accessible to the public at all times of day.

RESIDENTIAL USE

A Use Category consisting of uses that provide housing for San Francisco residents, rather than visitors, including Dwelling Units, Group Housing, Residential Hotels, and Senior Housing, or similar. Residential Care Facilities are also included under Residential Uses. Other uses within Residential Use as defined in Planning Code may not be permitted within the Project (see S2.1.1 and Table 2.1.1).

RETAIL USE

A commercial use that includes uses that involve sale of goods, typically in small quantities, or services directly to the ultimate consumer or end user including, but not limited to, Retail Sales and Services Uses, Commercial Entertainment, and Arts and Recreation Uses. Other uses within Retail Use as defined in Planning Code may not be permitted within the Project (see S2.1.1 and Table 2.1.1).

RIGHT-OF-WAY (ROW)

The public right-of-way (ROW) is the space of the public street bounded by the adjacent building property lines.

SETBACK (OR SETBACK ZONE)

Open space provided between the property line and the primary built structure creating an expanded area along the sidewalk providing a transition between the street and private uses on the property. Setbacks may be required to be dedicated for public use or remain as private space between the public right-of-way and the building mass.

SIGHTLINES

View corridors to a specific site asset (example: historic building, waterfront).

SOFFIT

A visible underside of projecting architectural elements including but not limited to building connector, roof, balcony, staircase, overhang, canopy, ceiling, bay window, and arch.

SPECIAL USE DISTRICT (SUD)

An area designated with a specific set of zoning controls adopted as part of the San Francisco Planning Code.

STEPBACK

The required or actual distance between the vertical edges of a building above a specified height, or between the vertical edge of a building and the property line above a specific height.

STOOP

An outdoor entryway into residential units raised above the sidewalk level. Stoops may include steps leading to a small porch or landing at the level of the first floor of the unit.

STOREFRONT

The façade of a retail space between the street grade and the ceiling of the first floor.

STREETWALL

A continuous façade of a building and/or buildings along a street frontage.

TIDELANDS TRUST

The public trust for commerce, navigation and fisheries, whereby title to tidelands and lands under navigable waters are held in trust for the benefit of the people of California, as amended.

TRANSPARENCY

The condition in which glass, glazing, window, or other building feature that allows visibility into the building interior. Does not include heavily tinted or highly mirrored glass.

USE

A use is a specified purpose for which a parcel or property is used, occupied and maintained or leased. Uses within Pier 70-MU are categorized either as Permitted, Permitted with Exceptions, or Not Permitted as defined in Chapter 2. Uses apply to all floors, including mezzanines and ground floors, unless otherwise noted.

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Photo Credit: Forest City

PIER 70
Building 12

APPENDIX B
LONG FAÇADES: QUALIFYING STRATEGIES REFERENCE

B.1 CLARIFICATIONS

The following set of clarifications in Appendix B provide supplemental information to assist with evaluation process of Long Façades at Key Locations laid out in Section 6.18.

CUMULATIVE MEASUREMENT: OVERVIEW

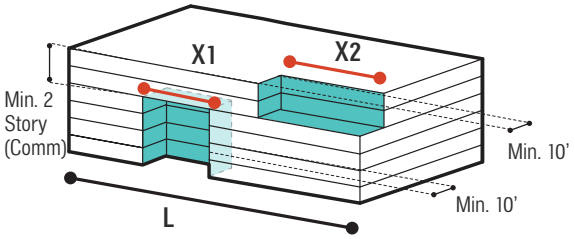
Different approaches applied within a given strategy can count cumulatively towards a credit. Different approaches across multiple strategies or categories do not count toward the same credit. Refer to the Terms & Definitions, and How to Measure sections in Section 6.18.

= Massing strategy
= Modulation strategy
= Materiality strategy

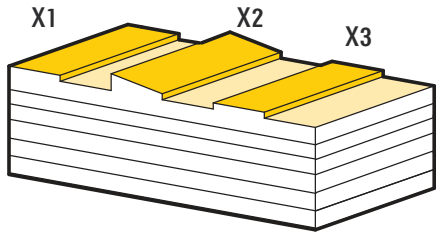
Note: Turquoise, yellow and blue diagrams respectively denote Massing, Modulation, and Materiality strategies throughout this section.

Compliant: Cumulative Measurement within the Same Strategy

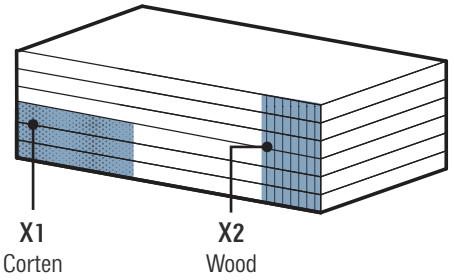
Base and Upper Level Setbacks can be counted cumulatively (X1+ X2 +...)



Roofline Modulation can be counted cumulatively (X1 +X2 +X3 +...)

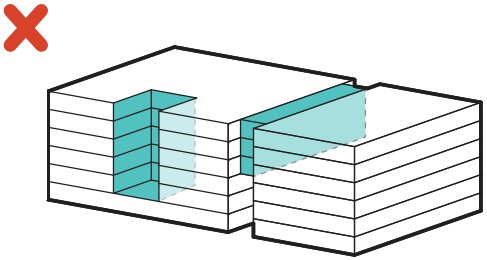


Different Preferred Materials can be counted cumulatively (X1 + X2 +...)

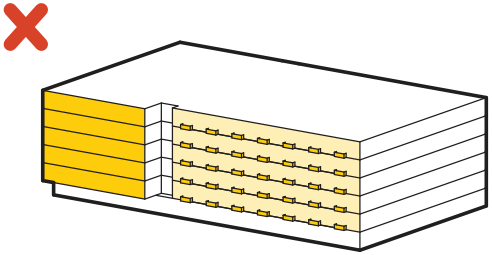


Non-Compliant: Cumulative Measurement Across Multiple Strategies

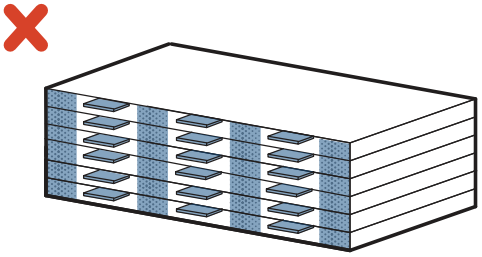
External Courtyard and Mid-block Passages are separate massing strategies and cannot be counted toward the same credit



Multiple Façade Systems and Balconies must be separately measured towards different credits



Preferred Materials and Shading must be separately measured towards different credits



CUMULATIVE MEASUREMENT: EXCEPTION

A continuous modulation strategy that exceeds 10 feet in depth can be counted toward a modulation credit; it cannot be counted cumulatively as a massing credit.

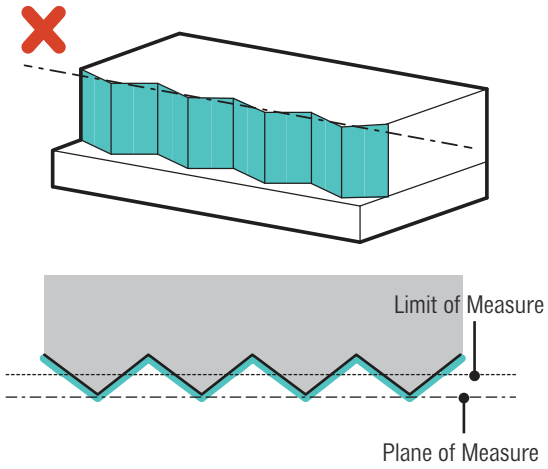
METHOD OF MEASUREMENT FOR GLAZING

Area of glazing applied on façade should be included for calculating the numerator of qualifying massing and modulation strategies.

For materiality category, area of glazing should generally be excluded from the numerator calculation unless it qualifies for "material treatment" (see Section 6.18).

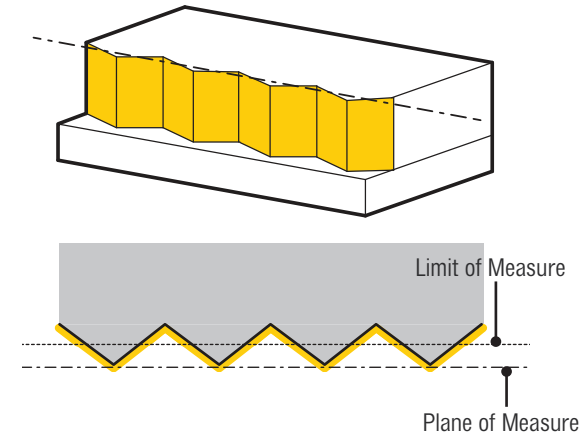
Non-Compliant: Cumulative Measurement Across Massing and Modulation

An architectural strategy that can be considered under both Massing and Modulation categories, cannot be counted cumulatively for a credit under Massing.



Compliant: Cumulative Measurement Across Massing and Modulation

An architectural strategy that can be considered under both Massing and Modulation categories, can only receive credit under Modulation.



SAMPLE STRATEGY EVALUATIONS

B.2 MASSING STRATEGIES

A long façade may receive multiple massing credits as long as each strategy fulfills the requirement set in Section 6.18.

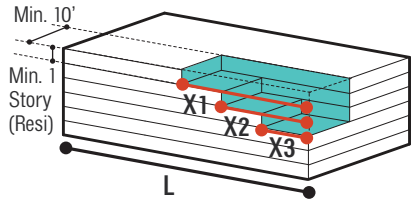
SETBACK

Setbacks must meet criteria outlined in Section 6.18 to qualify. Section 6.8 as well as standard S6.7.1 provide additional clarifications about allowable setback dimensions, locations and programming.

Qualifying setbacks that meet the minimum required dimensions are permitted to be screened for sun and wind exposure.

Terraced

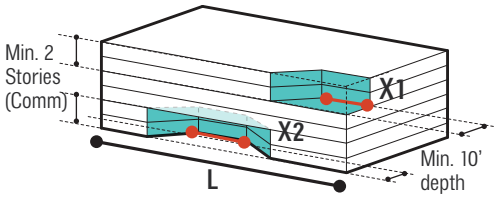
Where applied strategy meets minimum depth and height requirement, all portions can be aggregated.



In this example:		CREDITS ACHIEVED:
(X1+X2+X3)÷L ≥ 66%	→	2*

Variable Depth Setback

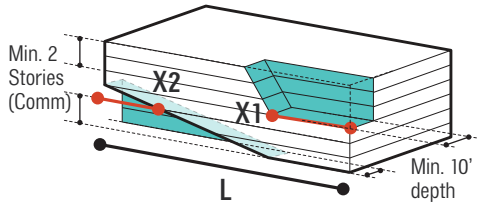
Applied strategy only counted where minimum depth and height dimensions are met.



In this example:		CREDITS ACHIEVED:
(X1+X2)÷L ≥ 33%	→	1

Variable Height Setback

Applied strategy only counted where minimum depth and height dimensions met.



In this example:		CREDITS ACHIEVED:
(X1+X2)÷L ≥ 67%	→	2*

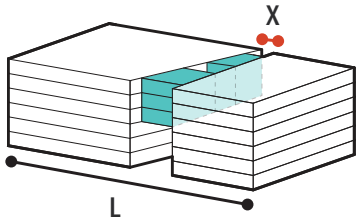
* Note: Setback is limited to a maximum of 2 credits.

BUILDING OVER MID-BLOCK PASSAGE

Sections 4.4 and 6.17 define dimensional requirements of mid-block passages and building connectors. Additional clarifications regarding qualifying building over mid-block passage strategies are outlined in Section 6.18.

Variable Width Passage with Building Connector

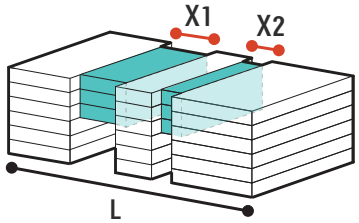
Passages of variable width must be a minimum of 40 feet at the point of narrowest width.



In this example:	→	CREDITS ACHIEVED:
X ≥ 40'		1

Multiple Passages with Building Connectors

In buildings with multiple connectors, each individual connector/ passage must be at least 40 feet wide to earn a credit. A single connector with increased width cannot get an additional credit.



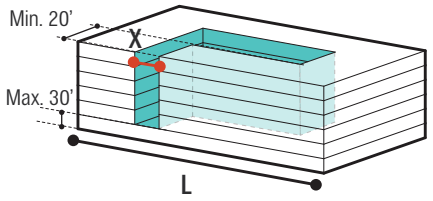
In this example:	→	CREDITS ACHIEVED:
X1 ≥ 40' & X2 ≥ 40'		2

EXTERNAL COURTYARDS

Courtyards must meet criteria outlined in Section 6.18 to qualify. Section 6.12 Residential Building Elements and Open Space further clarifies requirements of usable open space. Each individual courtyard must be a minimum of 25 feet in width, 20 feet in depth, and at maximum 30 feet in height from adjacent grade. Wider courtyards do not receive additional credit.

- 1 courtyard 25 feet wide = 1 credit
- 1 courtyard 40 feet wide = 1 credit
- 2 courtyards, each 25 feet wide = 2 credits

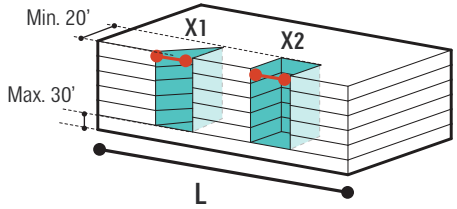
Single Courtyard



In this example:		CREDITS ACHIEVED:
X ≥ 25'	→	1

Multiple Courtyards and Variable Width

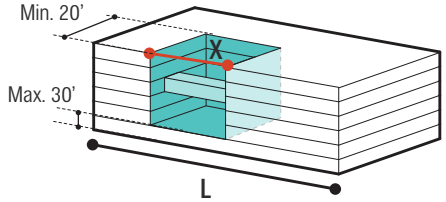
Multiple courtyards may earn multiple credits so long as each courtyard is a minimum of 20 feet in width at the plane of measure.



In this example:		CREDITS ACHIEVED:
X1 ≥ 25' & X2 ≥ 25'	→	2

Bridge Connector Over Courtyard

Bridges are permitted as obstructions over a courtyard, however massing of the bridge must read as secondary to the primary façade and the opening.



In this example:		CREDITS ACHIEVED:
X ≥ 25'	→	1

B.3 MODULATION STRATEGIES

MULTIPLE FAÇADE SYSTEMS

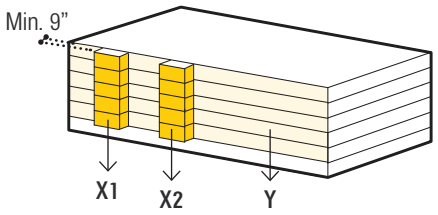
Each façade system needs to be a minimum of 20 percent of the building profile area (denoted as A in following diagrams).

- 2 façade systems (20 percent, 80 percent) = 1 credit
- 2 façade systems (40 percent, 60 percent) = 1 credit

For buildings with 3 or more façade systems, at least 2 façade systems must be a minimum of 20 percent of the building profile area (denoted as A in following diagrams).

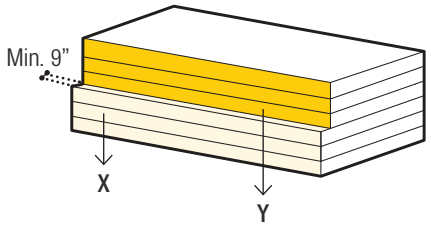
- 3 façade systems (20 percent, 40 percent, 40 percent) = 2 credits
- 3 façade systems (40 percent, 40 percent, 10 percent, 10 percent) = 2 credits

Two Façade Systems



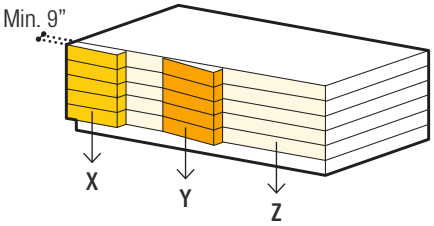
In this example:
(X1+X2)÷A ≥ 20% & Y÷A ≥ 20% → **CREDITS ACHIEVED: 1**

Two Façade Systems



In this example:
X÷A ≥ 20% & Y÷A ≥ 20% → **CREDITS ACHIEVED: 1**

Three Façade Systems



In this example:
X÷A ≥ 20% & Y÷A ≥ 20% & Z÷A ≥ 20% → **CREDITS ACHIEVED: 2***

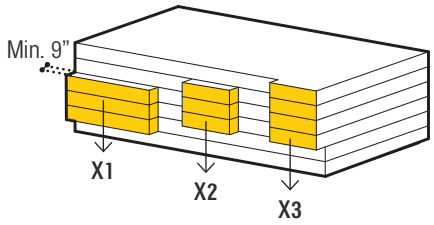
* Note: Multiple Façade Systems is limited to a maximum of 2 credits.

Ground floor articulation can be considered one of the façade systems for multiple façade systems.

VOLUMETRIC FAÇADE ARTICULATION

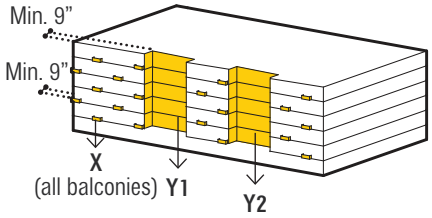
The following rule applies in addition to the controls specified in Section 6.18: area of ground floor

Projections



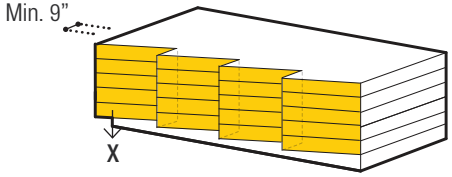
In this example:	→	CREDITS ACHIEVED:
(X1+X2+X3)÷A ≥ 33%		1

Balconies and Recesses



In this example:	→	CREDITS ACHIEVED:
(X+Y1+Y2)÷A ≥ 33%		1

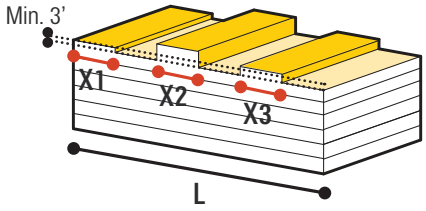
Bay Projections



In this example:	→	CREDITS ACHIEVED:
X÷A ≥ 66%		2

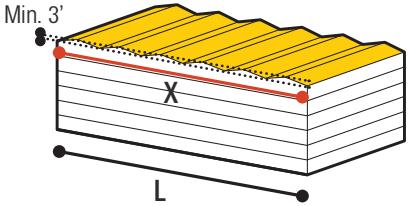
modulation must be excluded for measurement of Volumetric Façade Articulation.

Stepped Roof



In this example:		CREDITS ACHIEVED:
(X1+X2+X3)÷L ≥ 33%	→	1*

Sloped/Undulating Roof



In this example:		CREDITS ACHIEVED:
X÷L = 100%	→	1*

* Note: Roofline Modulation is limited to a maximum of 1 credit.

ROOFLINE MODULATION

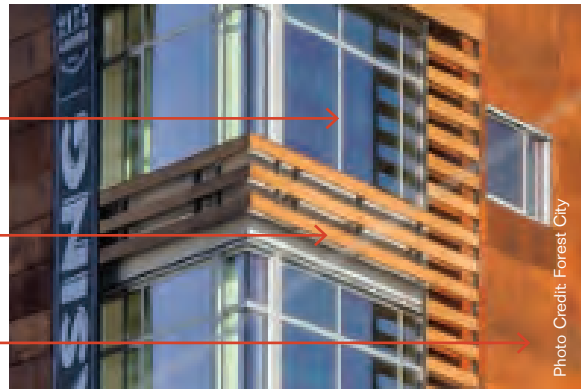
Requires a change of height in the last occupiable floor. Roofline modulation does not include changes in height of external screening.

B.4 MATERIALITY STRATEGIES

PREFERRED MATERIALS

Window mullions cannot be included in calculation of preferred materials aggregate. Building signage, storefront signs, canopies, and balcony railings can contribute towards preferred materials usage.

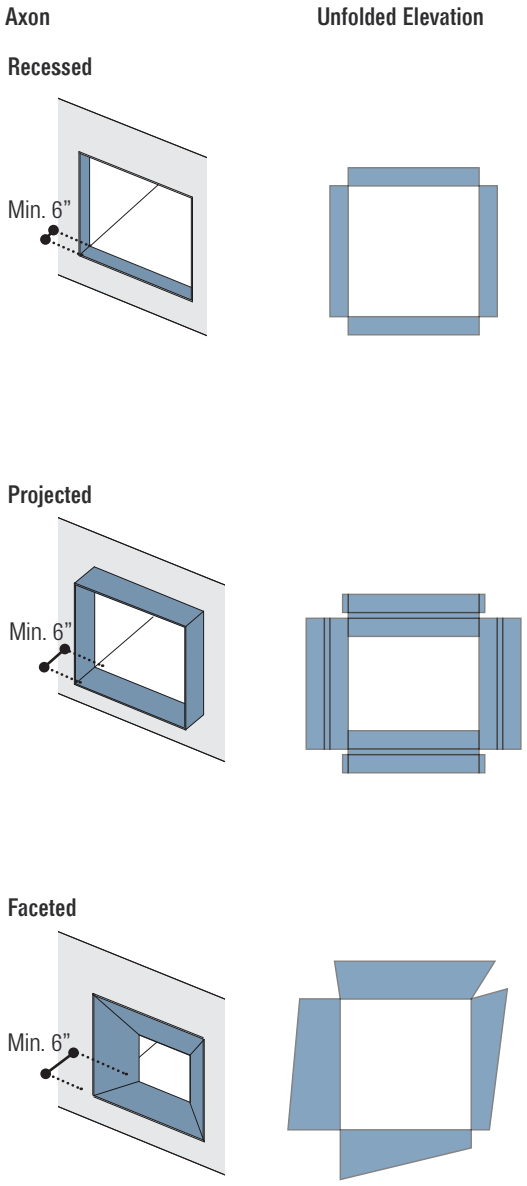
Preferred Materials & Material Treatment – Applicable Surfaces

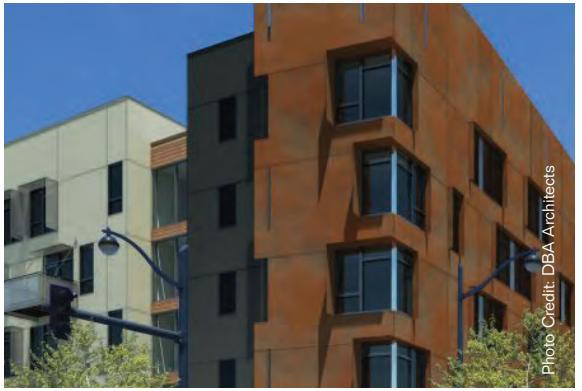


* Note: Preferred Materials is limited to a maximum of 2 credits.

FAÇADE DEPTH

Façade depth strategies are within the thickness of a façade and do not include occupiable strategies such as bay windows. Example strategies include inset/punched, or projected windows, or faceted paneling as shown below.



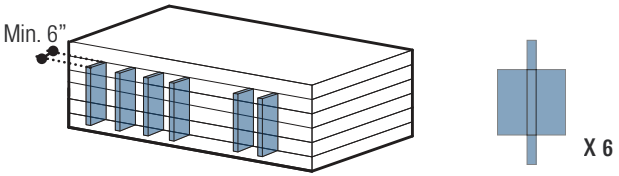


SHADING

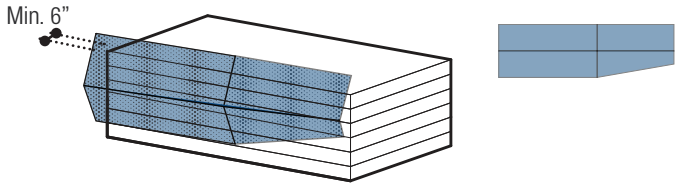
Shading elements are external to the façade plane, and include strategies such as louvers, fins, screening features, framed shading devices, and brise soleils. All exposed surfaces of a shading element that are a minimum of 6 inches in depth must be included.

Axon **Unfolded Elevation**

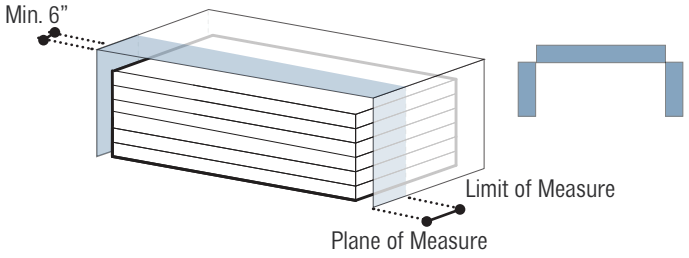
Louvers



Faceted Panels



Frame



EXAMPLE FAÇADE EVALUATIONS

GUIDE FOR SUBMITTAL

The following sample façade evaluations serve as a guide for submittal for future users of this document. Long façade designs within the Project will be required to submit the documentation shown in Sections B.5 and B.6 to the Planning Department for approvals. Note the documentation must include façade renders or illustrations, drawings with noted qualifying strategies, summary tables with breakdown of qualifying strategies, photos of selected building materials, and other relevant details to demonstrate compliance.

B.5 PRIMARY RESIDENTIAL FAÇADE (2175 MARKET STREET)

As a primary façade at 220 feet in length, the Market Street façade of 2175 Market Street would be required to earn at least four credits; including prerequisites of two qualifying massing or modulation strategies and one qualifying materiality strategy.

Photo Credit: Flickr/ Karl Schultz

FIGURE B.5.1: Primary Façade of 2175 Market Street

TABLE B.5.1: 2175 Market Street – Qualifying Massing Strategies

QUALIFYING STRATEGY: MASSING	MIN.	MAX. CREDITS	% ACHIEVED	CREDITS ACHIEVED	NOTES
Setback	Min. 33%	2	-	-	
Building Over Mid-block Passages	-	Unlimited	-	-	
External Courtyards	Min. 25' W. Min. 20' D. Max. 30' H. from Ground	Unlimited	-	-	
			TOTAL MASSING STRATEGIES	**-**	

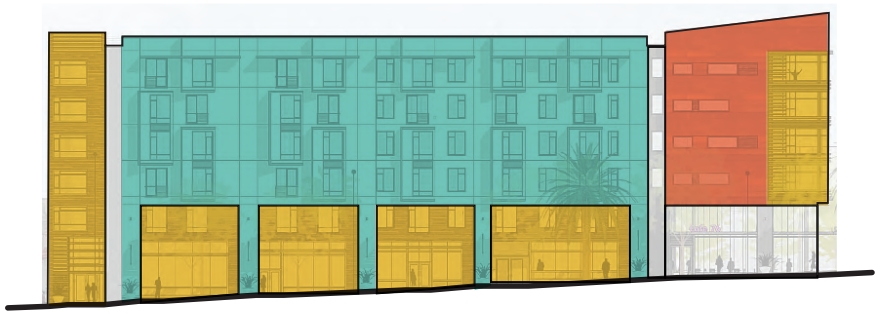
FIGURE B.5.2: 2175 Market Street – Elevation

TABLE B.5.2: 2175 Market Street – Qualifying Modulation Strategies

QUALIFYING STRATEGY: MODULATION	% MIN. AREA	MAX. CREDITS	% ACHIEVED	CREDITS ACHIEVED	NOTES
Multiple Façade Systems	20% / 20%	2	**29% / 59%**	1	Façade system 1 – Bays/Glazing Façade system 2 – Wood/Glazing
Volumetric Façade Articulation	33%	Unlimited	**54%**	1	Recessed and Projected Area over 9" (Including Bay windows)
Roofline Modulation	20% (LF); 3' H.	1	**21% (LF)**; 5'6" H.	1 (2)	Angled roof at the corner (44'-8"L. by 5'-6" H.)
			TOTAL MODULATION STRATEGIES	**3 (4)**	

Note: Numbers in parentheses indicate total number of credits achieved after double counting modulation strategies beyond the prerequisite amounts.

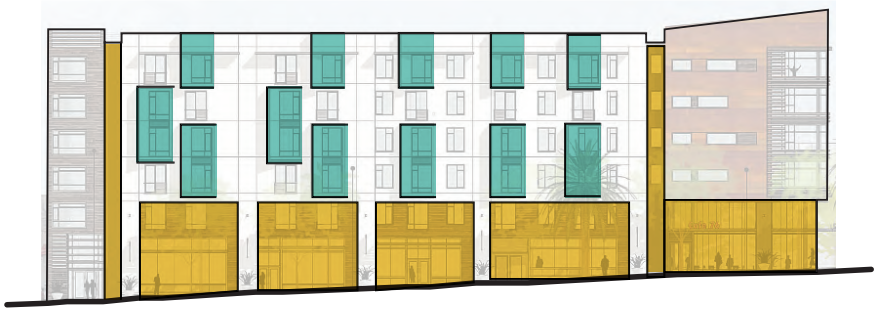
Multiple Façade Systems



- Façade System 1 8,921 SF/ 59%
- Façade System 2 4,302 SF/ 29% (> 20%)
- Façade System 3 2,276 SF/ 15% (< 20%)

Note: Includes area recessed or projected up to the limit of measure (10' depth)

Volumetric Façade Articulation



- Projected Area (Bay Windows & sides): 2,767 SF/ 18%
- Recessed Area 5,406 SF/ 36%

Total Volumetric Façade Articulation 8,173 SF/ 54%

Note: Includes area recessed or projected up to limit of measure (10' depth)

FIGURE B.5.3: 2175 Market Street – Modulation Strategies Diagrams

TABLE B.5.3: 2175 Market Street – Qualifying Materiality Strategies

QUALIFYING STRATEGY: MATERIALITY	% MIN. AREA	MAX. CREDITS	% ACHIEVED	CREDITS ACHIEVED	NOTES
Preferred Materials	20%	2	**43%**	**2**	See Figure B.5.4
Material Treatment	20%	Unlimited	**27%**	**1**	Includes all materials listed in Figure B.5.4 except wood siding.
Façade Depth	20%	Unlimited	13%	-	See Figure B.5.4
Shading	20%	Unlimited	11%	-	Includes sun screen area noted in Figure B.5.4.
			TOTAL MATERIALITY STRATEGIES	**3**	

Preferred Materials

Alum. Panel with Corten Finish*	1,382 SF/ 9%
Wood Siding	2,450 SF/ 16%
Bay Window Corten Fascia*	858 SF/ 6%
Sun Screen (Perforated Metal)*	1,644 SF/ 11%
Juliet Balcony (Perforated Metal)*	90 SF/ 0.6%
Aggregate Total Area	6,424 SF/ 43%

Façade Depth

Bay Window Corten Fascia	858 SF/ 6%
Recessed Area	1,048 SF/ 7%
Aggregate Total Area	1,906 SF/ 13%

*Note: Corten finish meets 2 strategies – Preferred Materials & Material Treatment

FIGURE B.5.4: 2175 Market Street – Materiality Strategies Diagrams

TABLE B.5.4: 2175 Market Street – Long Façade Requirements Checklist

		FAÇADE LENGTH AND LOCATION TYPE				
		200 TO 350 FEET		350+ FEET		GARAGE
	MAX. CREDITS	PRIMARY	SECONDARY	PRIMARY	SECONDARY	
QUALIFYING CREDITS: MASSING AND MODULATION (1 credit each, worth 2 credits for every additional beyond pre-requisite amount)						
Prerequisite minimum combination of massing OR modulation strategies		2	1	2	1	0
MASSING						
Setback	Unlimited	-				
Building Over Mid-block Passages	Unlimited	-				
External Courtyards	Unlimited	-				
MODULATION						
Multiple Façade Systems	2	1				
Volumetric Façade Articulation	Unlimited	1				
Roofline Modulation	1	1 (2)				
QUALIFYING CREDITS: MATERIALITY (1 credit each, 1 credit for every additional beyond pre-requisite amount)						
Prerequisite minimum materiality strategy		1	1	1	1	0
Preferred Materials	2	2				
Materiality Treatment	Unlimited	1				
Façade Depth	Unlimited	-				
Shading	Unlimited	-				
QUALIFYING CREDITS: CREATIVE DESIGN (1 CREDIT)	1	-				
TOTAL CREDITS REQUIRED		4	4	6	6	4
TOTAL CREDITS PROVIDED		7				
Does this project meet minimum requirements? (Y/N)		Y				

Note: Numbers in parentheses indicate total number of credits achieved after double counting modulation strategies over the pre-requisite amounts.

B.6 SECONDARY COMMERCIAL FAÇADE (MISSION HALL)

Given its location along 4th Street, Mission Hall's west façade is considered a secondary façade for the purposes of this analysis. As a secondary façade that is 225 feet in length, it must earn at least four credits: including prerequisites of at least one qualifying massing or modulation strategy, and one qualifying materiality strategy.

FIGURE B.6.1: Secondary Façade of Mission Hall

TABLE B.6.1: Mission Hall – Qualifying Massing Strategies

QUALIFYING STRATEGY: MASSING	MIN.	MAX. CREDITS	% ACHIEVED	CREDITS ACHIEVED	NOTES
Setback	Min. 33%	2	100%	1	Per S6.7.1, large unprogrammed recesses, arcades and open perimeter colonnades will not be permitted within the Pier 70 Project. However, the setback at Mission Hall is awarded one credit for the purposes of illustration given its compliance with the dimensional criteria.
Building Over Mid-block Passages	-	Unlimited	-	-	-
External Courtyards	Min. 25' W. Min. 20' D. Max. 30' H. from Ground	Unlimited	-	-	-
			TOTAL MASSING STRATEGIES	1	

Massing Setback

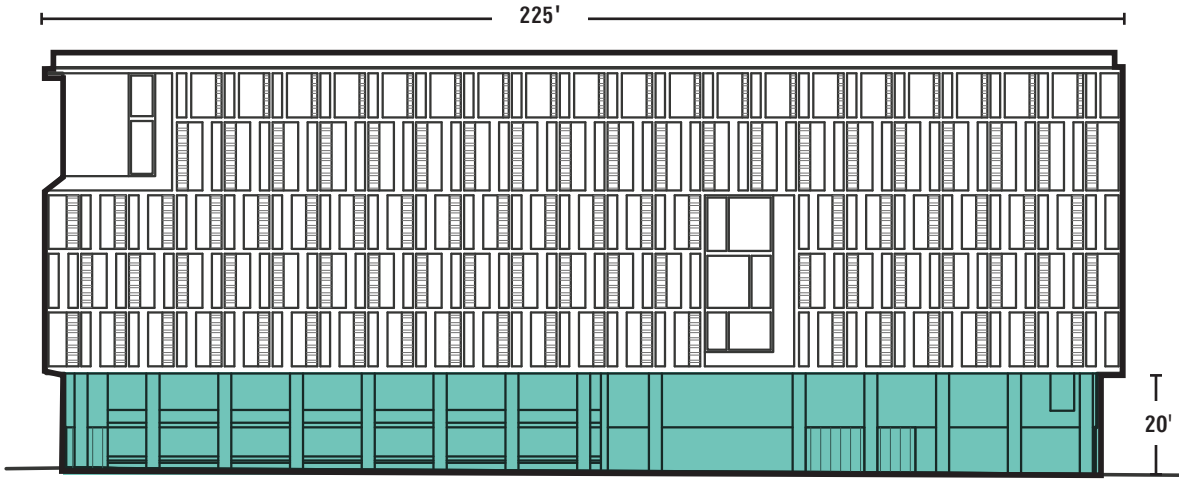


FIGURE B.6.2: Mission Hall – Elevation

TABLE B.6.2: Mission Hall – Qualifying Modulation Strategies

QUALIFYING STRATEGY: MODULATION	% MIN. AREA	MAX. CREDITS	% ACHIEVED	CREDITS ACHIEVED	NOTES
Multiple Façade Systems	20% / 20%	2	10% / 67%	-	Façade system 1 – Concrete Panels Façade system 2 – Glazing
Volumetric Façade Articulation	33%	Unlimited	6%	-	Recessed and Projected Area over 9" (Including Bay windows)
Roofline Modulation	20% (LF)	1	-	-	-
			TOTAL MODULATION STRATEGIES	**-**	

Multiple Façade Systems

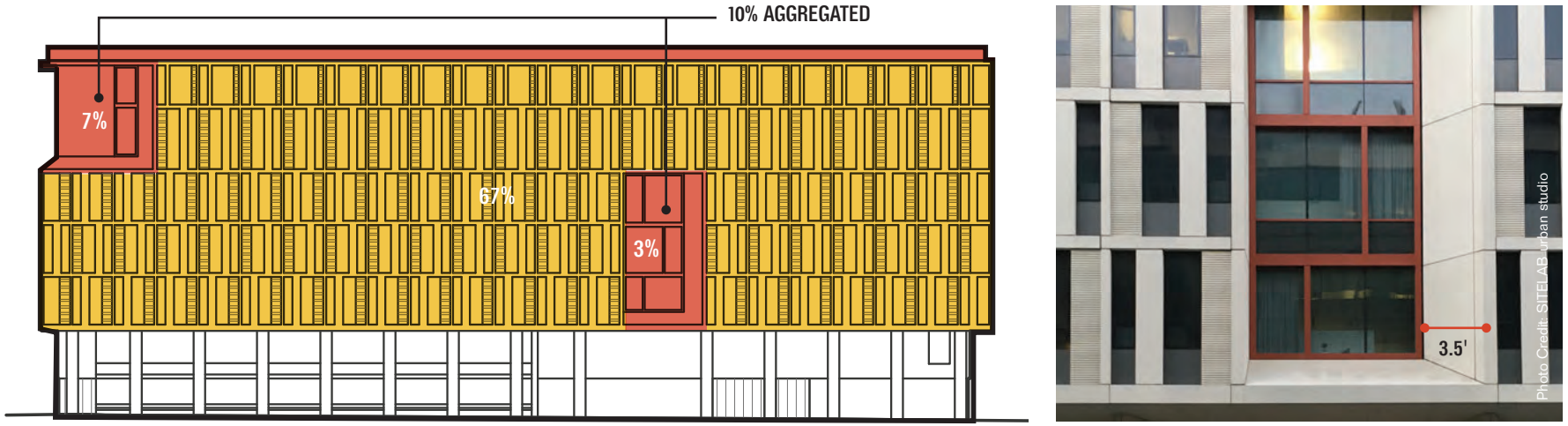
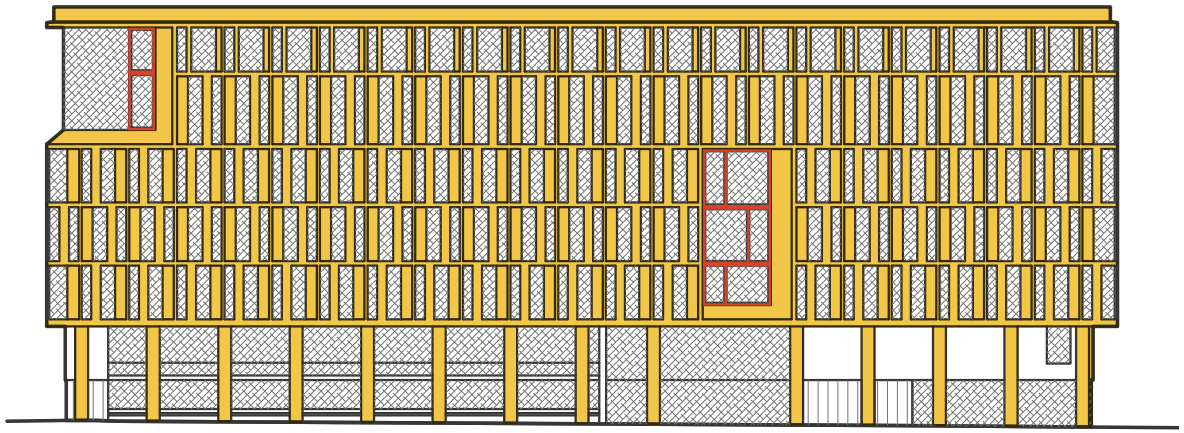


FIGURE B.6.3: Mission Hall – Modulation Strategies Diagrams

TABLE B.6.3: Mission Hall – Qualifying Materiality Strategies

QUALIFYING STRATEGY: MATERIALITY	% MIN. AREA	MAX. CREDITS	%	CREDITS ACHIEVED	NOTES
Preferred Materials	20%	2	**83%**	**2**	Materials included up to the limit of measure (10' depth)
Material Treatment	20%	Unlimited	13%	-	*Textured GFRC only
Façade Depth	20%	Unlimited	**40%**	**2**	Includes soffit of ground floor setback up to the limit of measure (10' depth)
Shading	20%	Unlimited	11%	-	-
			TOTAL MATERIALITY STRATEGIES	**4**	

Preferred Materials



1.	Typical GFRC	11,816 SF/ 61%
2.	Smooth GFRC	1,671 SF/ 9%
3.	Textured GFRC*	2,446 SF/ 13%
	Aggregate Total	16,535 SF / 83%

Note: Includes area recessed or projected up to the limit of measure (10' depth)

FIGURE B.6.4: Mission Hall – Materiality Strategies Diagrams

TABLE B.6.4: Mission Hall – Long Façade Requirements Checklist

		FAÇADE LENGTH AND LOCATION TYPE				
		200 TO 350 FEET		350+ FEET		GARAGE
	MAX. CREDITS	PRIMARY	SECONDARY	PRIMARY	SECONDARY	
QUALIFYING CREDITS: MASSING AND MODULATION (1 credit each, worth 2 credits for every additional beyond pre-requisite amount)						
Prerequisite minimum combination of massing OR modulation strategies		(2)	(1)	(2)	(1)	(0)
MASSING						
Setback	Unlimited		1			
Building Over Mid-block Passages	Unlimited		-			
External Courtyards	Unlimited		-			
MODULATION						
Multiple Façade Systems	2		-			
Volumetric Façade Articulation	Unlimited		-			
Roofline Modulation	1		-			
QUALIFYING CREDITS: MATERIALITY (1 credit each, 1 credit for every additional beyond pre-requisite amount)						
Prerequisite minimum materiality strategy		(1)	(1)	(1)	(1)	(0)
Preferred Materials	2		2			
Materiality Treatment	Unlimited		-			
Façade Depth	Unlimited		2			
Shading	Unlimited		-			
QUALIFYING CREDITS: CREATIVE DESIGN (1 CREDIT)	1		-			
TOTAL CREDITS REQUIRED		(4)	(4)	(6)	(6)	(4)
TOTAL CREDITS PROVIDED			5			
Does this project meet minimum requirements? (Y/N)			Y			

Note: The ground floor setback at Mission Hall is not compliant with the D4D (S6.7.1 prohibits large unprogrammed setbacks), and would thus not be permitted within the Pier 70 Project. However, for the purposes of illustration, the setback is considered as a qualifying massing strategy, given its compliance with the dimensional criteria for setbacks.

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Photo Credit: Shae Rosso / Forest City

PIER 70
Halloween Family Day

APPENDIX C
DDA SECTION 13.10

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C.1 DDA SECTION 13.10

The Design for Development sets forth general standards and guidelines for signage within the Project area, including public realm signage and wayfinding elements and building signage. Because the Design for Development standards and guidelines are general in nature, this Section sets forth a process for Port approval of comprehensive signage plans that will cover the Park Parcels, Public ROWs and Buildings, and provide for an interpretive signage program that will help educate visitor on the history and significance of particular features or points of interest (each, as "Signage Plan", and collectively, the "Signage Plans").

The Signage Plans will consist of the following four elements, approved in accordance with the following:

a. **PARK PARCELS.** Developer will submit a concept level Park Parcels Signage Plan with or prior to its first Schematic Design Application. The Park Parcels Signage Plan may be a master plan for some or all of the Park Parcels or may be limited to the Park Parcels that are the subject of the particular Schematic Design Application. Each Park Parcel Signage Plan will be consistent with the Design for Development and will include concept level plans that include, at a minimum, signage controls governing program area; text size and design; volume dimensions or limitations; signage on kiosks or furnishings; and a description of any uniform signage features. Port consideration and approval of the Park Parcels Signage Plan (including amendments to previously approved plans) will occur at the same time, and in accordance with, the Schematic Design Application process described in Section 13.9 of the DDA.

b. **PUBLIC ROWS.** Developer will submit a concept level Public ROWs Signage Plan with or prior to its submittal of the first Horizontal Improvement Plans First Submittal, as described in Section 13.2(b) of the DDA. The Public ROWs Signage Plan will be a master plan for the Public ROWs within the 28-Acre Site. The Public ROWs Signage Plan will be consistent with the Design for Development and include concept level plans that include, at a minimum, signage controls governing non-City standard street signs; temporary signs; parking and other wayfinding signs; kiosks, streetscape commercial signage, and street furniture-related commercial signage. Port consideration and approval of the Public ROWs Signage Plan, will occur at the same time, and in accordance with, the same process for approval of the Horizontal Improvement Plans Permit Set under Article 13.

c. **BUILDING SIGNAGE.** As provided under the Design for Development, Developer will submit a Building Signage Plan to the Port and Planning that will serve as further guidance to Port and Planning staff in reviewing building signage for consistency with the D4D. Developer will submit the Building Signage Plan to the Port Director, with a copy to the Planning Director, on or before a Vertical Developer submits a design review application for the first Building under the SUD. The Building Signage Plan will include concept level plans that include, at a minimum, temporary signs; commercial signs; text size and design, or volume dimensions or limitations; permitted types of signage; and a description of any uniform signage features. The Port Director and Planning Director will review and approve the Building Signage Plan within thirty days after submittal. Such approval must be consistent with the Design for Development and other Project Requirements, unless otherwise agreed-upon by Developer.

d. **INTERPRETIVE SIGNAGE.** As a condition to the Port's issuance of the first demolition permit for the Project, Developer will have submitted and Port will have approved an Interpretive Signage Plan for the 28-Acre Site, intended to educate visitors to the 28-Acre Site to key historic, cultural and natural features of significance. The interpretive signage program will include, at a minimum, the proposed location and general content of the interpretive signs and features. The Port Director will approve the Interpretive Signage Plan within thirty days after submittal. Such approval must be consistent with the Design for Development and other Project Requirements, unless otherwise agreed-upon by Developer.

Excerpt of Draft DDA. To be finalized.

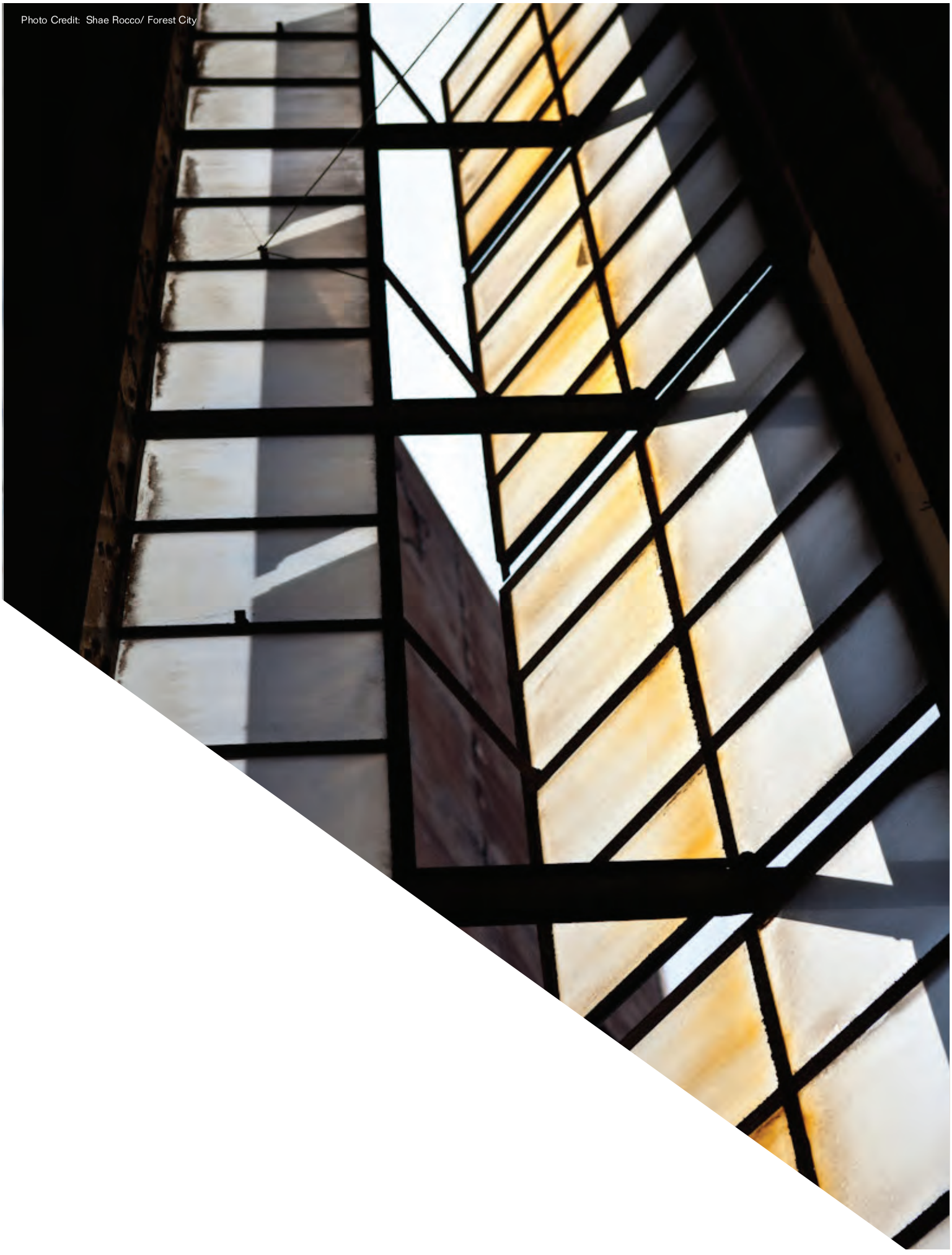

Photo Credit: Shae Rocco/ Forest City

August 9, 2017

PIER 70 SUD

SUSTAINABILITY PLAN

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FIGURES

1 INTRODUCTION + APPROACH

The Sustainability Plan summarizes how the Pier 70 Mixed-Use District Project (referred to as "the Project" in this document), will aim to achieve high levels of performance in all aspects of social, economic, and environmental sustainability, with a focus on equity, resilience and climate protection. The Sustainability Plan aims to respond to and anticipate the greatest sustainability challenges of today and the coming decades through objectives, targets, and strategies in six different priority areas. The Sustainability Plan and its strategies have also been shaped by community-driven goals and extensive stakeholder engagement.

The Project strives to be a leading example of thoughtful and innovative site and building design in a City and State that has continuously raised the bar for the sustainability performance of new development, including policies on greenhouse gas emissions reductions, renewable energy, and non-potable water use. Sustainability has been a way of thinking throughout the master planning process and has been integrated into many elements of the Project, from the way homes are designed to how water is used, from the provision of multi-modal transportation choices to how landscape design is responsive to the physical and cultural context of the site.

The Project's approaches to sustainability are integrated throughout key planning documents, including the Pier 70 Special Use District (Pier 70 SUD) Design for Development (D4D), Pier 70 SUD Transportation Plan, and Pier 70 SUD Infrastructure Plan. The Sustainability Plan consolidates and summarizes all the sustainability elements found in those plans into one document and under a unifying framework. The Sustainability Plan also provides additional strategies that help create a comprehensive approach to the Project's sustainability. The "at-a-glance" table provides additional detail on the plan(s) in which each sustainability strategy can be found.

The Sustainability Plan represents the intent and vision for the Project's approach to sustainability at the time of writing. The objectives, strategies, and targets found in this plan seek to be innovative and impactful. Nevertheless, over the course of the Project's design, implementation, and operation, changes will inevitably occur in technologies, policies, and market forces. These changes may make some strategies infeasible or unnecessary, or bring to light strategies that are not currently contemplated. This plan provides an initial guide and starting point that will evolve over the course of the life of the Project.

1.1 ABOUT THE PROJECT

The Project is an approximately 35-acre site that is part of the larger Pier 70 Area, a historic property along San Francisco's Central Waterfront. The site is located south of Mission Bay, east of the Potrero Hill and Dogpatch neighborhoods, and within San Francisco's Central Waterfront Area Plan. The Project constitutes two development areas. One area is a 28-acre site, owned by the Port of San Francisco, located between 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay. The second area, the "Illinois Parcels," is an approximately 7-acre site owned by both the Port of San Francisco and Pacific Gas & Electric (see Figure 1.1). Together, these sites contain 17 new construction development pads, three existing building to be rehabilitated, and a network of public open spaces, streets, and pedestrian facilities.

SUSTAINABILITY OPPORTUNITIES

The site and adjacent neighborhoods have several assets that make the Project an especially feasible and important place to create a sustainable community. Figure 1.2 illustrates several of those features, which are also described below:

- Historic buildings provide the opportunity to create a unique neighborhood identity and to salvage and reclaim materials.
- A strong arts and maker community in the adjacent neighborhoods can help foster a community culture at the Project while also making it critical to include space for those users at the Project.

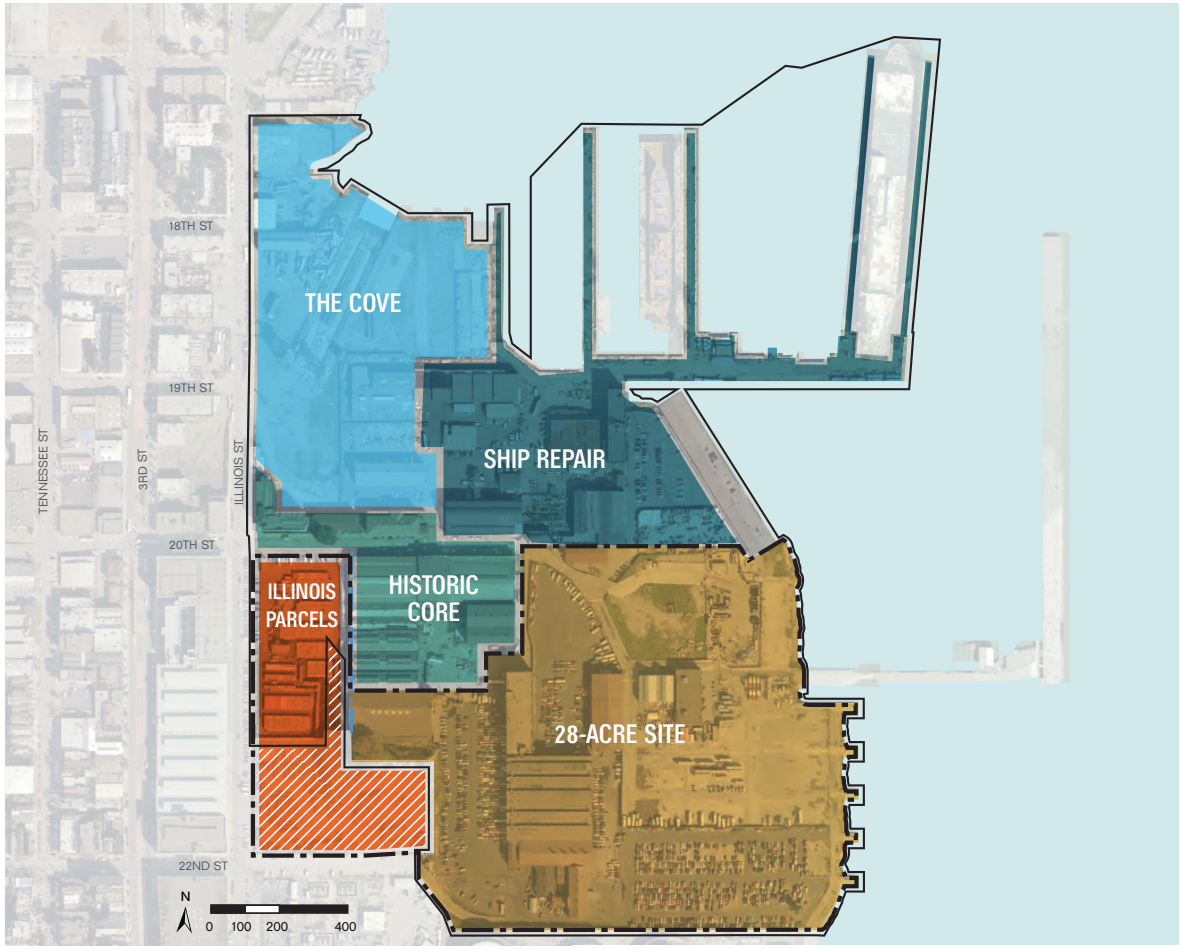

FIGURE 1.1: Pier 70 Sub-Districts

- The Project's density and mix of land uses creates the opportunity for a walkable neighborhood with local-serving retail. It also creates the potential for district-wide infrastructure solutions.
- The integration of several new public open spaces into the Project creates new places for socialization, recreation, and habitat that serve neighborhoods that have historically had limited park space and helps connect residents and workers to nature.
- The location also provides the opportunity for people to travel by bike or public transit to Downtown San Francisco and regional transit nodes, such as the 22nd Street Caltrain station.
- The shoreline location provides the opportunity to improve public access for a portion of San Francisco that has historically had very limited access to the Bay. Potential future redevelopment of the former Potrero Power Plant site directly to the south of the site provides an opportunity for even greater shoreline connectivity in the future. The shoreline location also presents the need to incorporate adaptive management features for sea level rise.
- The size and density of the Project presents an opportunity to implement district-scale sustainability strategies, rather than only building-scale strategies, leading to greater efficiencies and improved performance. However, Pier 70 will be built in multiple phases over the course of many years. The challenges of the different phases of construction in relation to the delivery of district-scale strategies have been considered throughout strategy development and will continue to be addressed as the strategies are advanced towards implementation.

FIGURE 1.2: Pier 70 Sustainability Context

1.2 VISION

The Project's vision for sustainability is shaped by Forest City's company-wide Sustainability Framework, comprised of five banners that have acted as a design directive from the very earliest stages of the Project design process. The Project is also shaped by the goals and targets of the City and County of San Francisco (City) to foster and develop low impact, high performance places.

FOREST CITY SUSTAINABILITY FRAMEWORK

- **BUILT ON PURPOSE:** The Project creates opportunities for people to work, live, and play in a vibrant and unique setting. The Project celebrates place by retaining the historic industrial character of the community and builds upon the culture, creativity, and diversity of the neighboring Dogpatch. It purposefully seeks to provide housing and commercial space that is suitable for a range of needs and can support and encourage diversity.
- **WE MANAGE WHAT MATTERS:** Given the importance of low carbon development, the site plan, infrastructure systems, and material choices are managed to assure that the Project's carbon footprint is minimized. In addition, given the critical nature of managing potable water supplies in California, potable water use will be reduced through the collection, treatment and reuse of water resources.
- **YOUR ADDRESS FOR INNOVATION:** The Project's mix of land uses, combination of historic and new buildings, and public spaces are designed to inspire experiences and interactions that foster innovation and productivity. In addition, the Project will implement cutting edge solutions and technologies to achieve high sustainability performance.
- **WHERE LIFE SURROUNDS YOU:** The Project connects people to both nature and urban culture. By opening up the waterfront, the Project creates opportunities to experience the wildlife and wildness of the Bay. The project is also designed to foster social interactions, from open air maker markets, to rooftop community gardens, to family picnics on bay-front lawns.
- **MAKE THE BUILDING WORK.** The Pier 70 Sustainability Plan sets targets and establishes metrics for sustainable design to ensure that individual buildings and the Project as a whole achieve high performance and seek to optimize efficiency. For example, waste heat and water resources from one building could be utilized by other buildings.

SAN FRANCISCO SUSTAINABLE CITY INITIATIVE

The Mission of the San Francisco Sustainable City Initiative, which is managed by the Planning Department, is to work at the city, neighborhood, and building scale to achieve a vibrant regenerative, and adaptive urban environment. The goals of the Initiative are to:

- Establish environmental sustainability as an essential & mutually supportive element of livability, affordability & equity.
- Integrate & institutionalize sustainability within policies & projects throughout the city, serving as a resource for City staff & the larger community.
- Maximize equitable co-benefits & inspire participation across all communities.

Within the Sustainable City Initiative, the Sustainability Districts Program seeks to achieve districts that:

- Are noticeably innovative, high quality, and healthy.
- Go beyond building scale.
- Include robust partnerships, including community, developers, and public agencies.
- Exceed requirements and support City goals.
- Have measurable baselines and targets.

FIGURE 1.3: Community Workshop to Craft Early Vision for the Project

1.3 GUIDING PRINCIPLES

In addition to the overall vision for sustainability, three principles, which have been informed by the National EcoDistricts Protocol,[1] drive what the Sustainability Plan seeks to achieve.

- **EQUITY:** The Project strives to create conditions that allow residents and workers to reach their full potential, while also acknowledging that some groups are adversely affected by past and current investments in society. District investments are designed to benefit the most vulnerable groups, such as low income residents, youth, the elderly, and people with disabilities, among others. This is reflected, for example, in equity of access to all parts of the district and connections to surrounding neighborhoods, the provision of rental and affordable housing, commitment to local hiring for construction jobs, and the development of a variety of commercial, industrial, and arts spaces at different price points.
- **CLIMATE PROTECTION:** Cities contribute an estimated 70% of the world's energy related greenhouse gas emissions. However, cities' abilities to deploy innovative tools, technologies, and programs to reduce emissions are growing and city leaders are demonstrating their commitment to a low carbon culture. Recognizing that districts and neighborhoods are the building blocks of cities, the Project is designed to be low carbon in nature and strategically aligned with the City and County of San Francisco's aggressive policies to reduce greenhouse gas emissions.
- **RESILIENCE:** Resilience refers to the capacity of cities to function even under various shocks (such as an earthquake) or stresses (such as rising sea levels), so that even the poorest and most vulnerable are able to thrive. The Sustainability Plan provides strategies for absorbing disruptions and challenges with the aim of ensuring that the community maintains the ability to function and prosper in the face of all kinds of adversity.

FIGURE 1.4: Outdoor Youth Recreation

1. The EcoDistricts Protocol can be found at EcoDistricts.org

1.4 DOCUMENT STRUCTURE

The framework for the Sustainability Plan is adapted from the EcoDistricts Protocol, which is organized into six priority areas. In Figure 1.5., priority areas are labeled within the six sections of the orange wheel. Chapters 2-7 are devoted to each of these priority areas:

- Chapter 2: Livability
- Chapter 3: Prosperity
- Chapter 4: Health + Wellness
- Chapter 5: Mobility + Connectivity
- Chapter 6: Ecosystem Stewardship
- Chapter 7: Climate Protection + Resource Efficiency

Within each priority area, there are focus areas which are labeled in blue in Figure 1.5. For example, the Prosperity Priority Area is made up of two focus areas: employment and innovation. Within each focus area, there are objectives, targets, and strategies, which are defined below.

- OBJECTIVE: Describes what the project seeks to achieve.
- TARGET: A certain level of performance in a key metric that that the Project seeks to achieve and will be tracked over time.
- STRATEGIES: Actions that will be taken or further explored in order to achieve the objectives. As technologies, policies, and economics change, strategies may also change.

Chapter 8 describes considerations for implementation and monitoring the strategies from the Sutainability Plan.

FIGURE 1.5: Sustainability Plan Priority Areas

1.5 AT-A-GLANCE

The tables on the following pages provide an overview of the objectives, strategies, and targets found in the rest of the Sustainability Plan. It also describes which parties, such as Forest City and various City agencies, will be responsible for implementation of the strategies. The tables also describe the source for targets and in what other documents strategies can be found. The targets apply to the 35-acre site unless otherwise noted. The Sustainability Plan is supported by the following project-specific technical documents:

- Pier 70 SUD Design For Development (D4D)
- Pier 70 SUD Transportation Plan (TP)
- Pier 70 SUD Streetscape Master Plan (SSMP)
- Pier 70 SUD Infrastructure Plan (IP)
- Development Agreement (DDA)
- Environmental Impact Report (EIR)

Progress towards objectives, targets, and strategies will be reported to the Port of San Francisco with each phase of development in a "report of performance," which is discussed in greater detail in Chapter 8.

FIGURE 1.5: Rendering of Market Square Looking East

LIVABILITY: CREATE AN INCLUSIVE AND VIBRANT COMMUNITY (1 OF 2)

Focus Area 2.1: Engagement

OBJECTIVE

Facilitate early and meaningful engagement that is inclusive and representative of local residents.

Build capacity, ownership and leadership to enable implementation of shared goals.

TARGETS

- At least 120 pre-development community outreach meetings and events
- At least 10,000 square feet of indoor civic space

STRATEGIES	*Responsible Party*
2.1.1 Engage citizens and relevant stakeholders to shape development.	Forest City, Homeowners Association (HOA), Port, Neighbors & Community Members
2.1.2 Provide indoor civic space.	Forest City, Vertical Developers, HOA

BENEFITS

- Project better serves the needs of local stakeholders
- Increases social cohesion

Focus Area 2.2 Housing

OBJECTIVE

Create accessible, affordable, and adaptable housing for people of all abilities, incomes, and ages.

Ensure that housing is equitable in terms of quality of materials and overall green building practices.

TARGETS

- At least 1,000 new housing units
- 30% affordable housing at the 28-acre site
- 50% or more units as rental at the 28-acre site
- 100% of housing meets San Francisco green building standards

STRATEGIES	*Responsible Party*
2.2.1 Design and develop a mix of housing types.	Forest City, Vertical Developers
2.2.2 Design and develop all housing units to the same San Francisco green building standards.	Forest City, Vertical Developers

BENEFITS

- A more diverse community increases resilience to social and economic changes

LIVABILITY: CREATE AN INCLUSIVE AND VIBRANT COMMUNITY (2 OF 2)

Focus Area 2.3: Culture and Identity

OBJECTIVE

Interpret and celebrate places of cultural and historical significance.

TARGETS

- ♦ 230,000 square feet of historic buildings restored
- ♦ At least two smaller scale events per month and four larger scale events per year at full build-out

STRATEGIES	*Responsible Party*
2.3.1 Preserve the historic fabric of the site by retaining and rehabilitating historic buildings.	Forest City
2.3.2 Create Project-specific signage.	Forest City, Vertical Developers, Port
2.3.3 Identify sites for public art and artifacts.	Forest City, Port
2.3.4 Encourage murals and other creative treatments.	Forest City, Vertical Developers, Port
2.3.5 Foster community culture through public events	Forest City, Port, Neighbors & Community Members

BENEFITS

- ♦ Supports visitors and increased economic activity
- ♦ Increases social cohesion

Focus Area: 2.4 Place

OBJECTIVE

Create distinct places that are accessible, active, comfortable, and sociable.

Provide locally-serving services that satisfy essential household and business needs.

TARGETS

- ♦ At least 47 dwelling units per acre
- ♦ Nine acres public open space
- ♦ At least 200,000 square feet of retail, arts, and light industrial uses, including at least 50,000 square feet of production, distribution and repair (PDR) uses.

STRATEGIES	*Responsible Party*
2.4.1 Create a dense, mixed-use district with an “active core” and streets with distinct character.	Forest City
2.4.2 Create a variety of vibrant outdoor public spaces.	Forest City, Port
2.4.3 Ensure high quality maintenance and operations of outdoor public spaces	Forest City, Port
2.4.4 Ensure public spaces serve a wide range of residents, workers, and visitors.	Forest City, Vertical Developers, HOA
2.4.5 Curate retail and essential services that serve local residents, workers, and visitors.	Forest City, Building Owners

BENEFITS

- ♦ Decreases vehicle miles traveled and GHG emissions
- ♦ Supports public safety

PROSPERITY: SUPPORT ECONOMIC OPPORTUNITIES THAT BUILD PROSPERITY AND ACCELERATE INNOVATION

Focus Area 3.1: Employment

OBJECTIVE

Generate diverse employment opportunities.

Ensure that economic development investments provide direct benefits for San Francisco residents and workers through job creation and workforce development.

TARGETS

- At least 1,000,000 square feet of commercial-office and at least 200,000 square feet of retail, arts, and light industrial space at full build-out
- Up to 10,000 permanent jobs
- Up to 11,000 construction jobs
- At least 30% local workforce for construction jobs
- At least 10% of contract values awarded to Local Business Enterprises

STRATEGIES	*Responsible Party*
3.1.1 Provide a variety of commercial spaces to generate diverse employment opportunities.	Forest City, Vertical Developers
3.1.2 Provide market spaces for local vendors.	Forest City, Vertical Developers
3.1.3 Hire locally.	Forest City, Vertical Developers, Businesses, Office of Economic, Workforce Development (OEWD), Community Partners
3.1.4 Connect new Pier 70 residents and existing residents in surrounding neighborhoods to on-site job opportunities.	Forest City, Vertical Developers, Businesses, Community Partners
3.1.5 Explore connecting commercial tenants to local job training programs.	Forest City, Vertical Developers, OEWD

BENEFITS

- Increases resilience to economic changes
- Increases local spending and tax base

Focus Area 3.2 Innovation

OBJECTIVE

Empower entrepreneurs toward growth and job creation.

Leverage competitive advantages to attract economic, physical and networking assets.

TARGETS

- At least 50,000 square feet PDR space.
- Spaces as small as 1,500 square feet provided for light industrial/PDR users

STRATEGIES	*Responsible Party*
3.2.1 Support space that is affordable to artists, makers and local businesses.	Forest City, Port
3.2.2 Explore the establishment of an incubator space to support small businesses.	Forest City, Port
3.2.3 Support San Francisco's industrial sector by providing space for PDR users.	Forest City, Vertical Developers, Port
3.2.4 Attract green, socially responsible businesses and jobs.	Forest City, Vertical Developers, Building Owners, HOA
3.2.5 Build upon the creative cluster that exists in Dogpatch.	Forest City, Vertical Developers

BENEFITS

- Supports placemaking and local creative culture

PRIORITY AREA 4: HEALTH + WELLNESS: NURTURE PEOPLE'S HEALTH AND SUPPORT A HIGH QUALITY OF LIFE (1 OF 2)

Focus Area 4.1: Active Living

OBJECTIVE	
Support active lifestyles for all ages through walking, bicycling and active recreation opportunities.	
TARGETS	
♦ 20,000 square feet of active recreation space	
♦ All residents and workers will be within 1/8 mile of a public open space	
STRATEGIES	*Responsible Party*
4.1.1 Provide easily accessible parks and open space.	Forest City, Port
4.1.2 Promote biking for daily trips.	Forest City, Pier 70 Transportation Management Association (TMA), San Francisco Municipal Transportation Authority (SFMTA)
4.1.3. Promote walking for daily trips.	Forest City, Pier 70 TMA, SFMTA
BENEFITS	
♦ Reduces GHG emissions and air pollution	
♦ Improves mobility	

Focus Area 4.2 Food Systems

OBJECTIVE	
Provide access to healthy, affordable, fresh food.	
TARGETS	
♦ At least one farmers market per week.	
♦ At least one community/resident produce garden	
STRATEGIES	*Responsible Party*
4.2.1 Establish space for a farmers market.	Forest City, Port
4.2.2 Establish space for a community/resident garden.	Forest City, Building Owners, Port
4.2.3 Explore securing a grocery store on-site.	Forest City, Vertical Developers, Building Owners, Port
BENEFITS	
♦ Supports social cohesion and placemaking	

PRIORITY AREA 4: HEALTH + WELLNESS: NURTURE PEOPLE'S HEALTH AND SUPPORT A HIGH QUALITY OF LIFE (2 OF 2)

Focus Area 4.3: Safety

OBJECTIVE

Enhance public safety.

TARGETS

None

STRATEGIES	*Responsible Party*
4.3.1 Leverage planning, design, and technology to enhance safety.	Forest City, Vertical Developers, Port
4.3.2 Explore a partnership with SF72 to provide emergency preparedness information to residents.	Forest City, Vertical Developers, SF72

BENEFITS

- Increases social cohesion
- Supports economic activity

Focus Area: 4.4 Health

OBJECTIVE

Support access to high quality health care.

Protect air quality from pollutant emissions using best-available and site-appropriate techniques.

TARGETS

- Medical services within one mile
- 100% of developers submit a construction emissions minimization plan

STRATEGIES	*Responsible Party*
4.4.1 Explore having medical service provider on-site.	Forest City
4.4.2 Reduce vehicle emissions that contribute to local air pollution.	Forest City, Pier 70 TMA, SFMTA
4.4.3 Minimize emissions during construction.	Forest City, Vertical Developers
4.4.4 Explore developing a temporary on-site tree and plant nursery.	Forest City
4.4.5 Use materials and finishes that are non-toxic and low volatile organic compounds (VOC).	Forest City, Vertical Developers

BENEFITS

- Reduces GHG emissions

MOBILITY + CONNECTIVITY: BUILD EFFECTIVE AND EQUITABLE CONNECTIONS BETWEEN PEOPLE AND PLACES (1 OF 2)

Focus Area 5.1 Complete Streets

OBJECTIVE

Create a network of streets that supports safe travel for all modes and accommodates diverse ages and abilities.

TARGETS

- ♦ 20% reduction in vehicle trips from the Project Transportation Impact Study estimate
- ♦ Zero traffic related deaths

STRATEGIES	*Responsible Party*
5.1.1 Establish sidewalks and a network of paths (district connectors).	Forest City, Pier 70, TMA, SFMTA, Port
5.1.2 Create an active and interesting streetscape.	Forest City, Vertical Developers, Pier 70 TMA, SFMTA
5.1.3 Establish bike lanes within the Project site.	Forest City, Pier 70 TMA, SFMTA
5.1.4 Promote safety in street design.	Forest City, Pier 70, SFMTA, Port
5.1.5 Strategically locate off-street parking.	Forest City, Vertical Developers
5.1.6 Adequately accommodate loading needs.	Forest City, Port

BENEFITS

- ♦ Reduces GHG emissions and air pollution
- ♦ Supports healthy active lifestyles
- ♦ Reduces traffic-related injuries
- ♦ Supports local businesses with more pedestrian traffic

Focus Area 5.2 Mobility

OBJECTIVE

Support non-motorized transport and public transit choices and multi-modal connectivity between places.

TARGETS

- ♦ 10% bicycle mode share by full build-out with aspiration to achieve 20% bicycle mode share in the longer-term
- ♦ Bike parking spaces in excess of Planning Code
- ♦ At least one bike-share station on-site

STRATEGIES	*Responsible Party*
5.2.1 Prioritize transit use.	Pier 70 TMA, SFMTA
5.2.2 Support carshare as an alternative to vehicle ownership.	Forest City, Vertical Developers, Pier 70 TMA, SFMTA
5.2.3 Establish a transportation demand management (TDM) program.	Forest City, Pier 70 TMA, SFMTA, Port
5.2.4 Include walkable and bikeable connections to adjacent neighborhoods.	Forest City, Port
5.2.5 Support visitors cycling to Pier 70 for special events and use of public spaces.	Forest City, Vertical Developers
5.2.6 Use parking management tools to encourage sustainable transportation choices.	Forest City, Vertical Developers, Pier 70 TMA, SFMTA

BENEFITS

- ♦ Reduces GHG emissions and criteria air pollution emissions
- ♦ Improves access to jobs, shopping, other needs
- ♦ Supports healthy, active lifestyles

MOBILITY + CONNECTIVITY: BUILD EFFECTIVE AND EQUITABLE CONNECTIONS BETWEEN PEOPLE AND PLACES (2 OF 2)

Focus Area 5.3: Information

OBJECTIVE

Ensure that best-in-class wired and wireless connectivity is available.

TARGETS

- 100% of residents have access to the internet

STRATEGIES	*Responsible Party*
5.3.1 Explore providing free WiFi in the Project's public spaces.	San Francisco Department of Technology, Port
5.3.2 Explore integration of fiber into the infrastructure network.	Forest City, Port

BENEFITS

- Supports economic activity

ECOSYSTEM STEWARDSHIP: ENABLE, RESTORE, AND CONNECT TO HEALTHY ECOSYSTEMS (1 OF 2)

Focus Area 6.1: Water Quality

OBJECTIVE

Manage stormwater runoff on-site and protect Bay water quality.

TARGETS

- ♦ 25% reduction in stormwater runoff rate and volume for the 2-year 24-hour design storm for building parcels
- ♦ 40% reduction in stormwater runoff rate and 10% reduction in volume for the 2-year 24-hour design storm for open space and right-of-way areas
- ♦ At full buildout, greenroofs on 50% of buildings (excluding historic buildings and can include residential amenity space)

STRATEGIES	*Responsible Party*
6.1.1 Manage stormwater	Forest City, Vertical Developers, SFPUC, Port
6.1.2 Reuse stormwater.	Forest City, Vertical Developers
6.1.3 Reduce impervious area.	Forest City, Vertical Developers, SFPUC, Port, Department of Public Works (DPW)
6.1.4 Explore strategies to maximize green roofs.	Forest City, Vertical Developers, SFPUC, Port
6.1.5 Explore strategies to develop portions of the water's edge with soft, green edges.	Forest City, San Francisco Bay Conservation and Development Commission (BCDC), Port, U.S. Army Corps of Engineers

BENEFITS

- ♦ Supports healthy aquatic ecosystems
- ♦ Reduces potable water use
- ♦ Reduces urban heat island effect
- ♦ Increases green spaces for resident and worker enjoyment

ECOSYSTEM STEWARDSHIP: ENABLE, RESTORE, AND CONNECT TO HEALTHY ECOSYSTEMS (2 OF 2)

Focus Area 6.2 Habitat Health

OBJECTIVE

Enhance the quality and functions of habitat to support biodiversity.

TARGETS

- Nine acres of new parks and open spaces

STRATEGIES	*Responsible Party*
6.2.1 Create new habitat within nine acres of parks and open spaces.	Forest City, Port
6.2.2 Provide new street trees.	Forest City, Port
6.2.3 Encourage environmentally friendly landscape maintenance standards.	Forest City, Vertical Developers
6.2.4 Manage lighting levels.	Forest City, Vertical Developers, DPW, SFPUC
6.2.5 Use bird-safe design features, where applicable.	Forest City, Vertical Developers
6.2.6 Prioritize native species, minimize water use, and increase biodiversity in plantings.	Forest City, Vertical Developers, Port, DPW
6.2.7 Maintain a significant portion of the Irish Hill remnant as a habitat.	Forest City

BENEFITS

- Reduces urban heat island effect
- Reduces energy use and utility bills
- Reduces water use for irrigation

Focus Area 6.3: Connection with Nature

OBJECTIVE

Integrate open spaces in the built environment as resources for water and habitat management, passive recreation, and ecosystem education.

TARGETS

- All residents and workers will be within 1/8 mile walk of a public open space
- Over 1,000 feet of public shoreline

STRATEGIES	*Responsible Party*
6.3.1 Integrate a diverse range of open spaces into the site.	Forest City
6.3.2 Maximize public access to the shoreline.	Forest City, BCDC, Port
6.3.3 Explore establishing a “Friends of Pier 70” organization to support stewardship of open spaces.	Forest City, Vertical Developers, Port, Community Partners

BENEFITS

- Supports healthy, active lifestyles
- Supports social cohesion
- Increases stewardship and maintenance of park spaces

CLIMATE PROTECTION + RESOURCE EFFICIENCY: WORK TOWARDS NET POSITIVE ENERGY, WATER, AND WASTE (1 OF 3)

Focus Area 7.1: Energy

OBJECTIVE

Reduce greenhouse gas emissions from energy use through high efficiency buildings and use of renewable energy.

TARGETS

- ♦ Exceedance of Title 24 Part 6 Building Energy Code
- ♦ At least LEED Gold Standard achieved for commercial and LEED Silver achieved for residential (or standard required at the time of permitting)
- ♦ 100% of electricity is from renewable sources
- ♦ On-site renewable energy generation with production capacity of at least 5% of the project's annual electrical and thermal energy cost
- ♦ 15-30% of roof area dedicated to solar, living roofs, or a combination of both.
- ♦ 100% efficient (LED) outdoor building and street lighting
- ♦ 100% of businesses San Francisco Green Business Certified

STRATEGIES	*Responsible Party*
7.1.1 All buildings will meet San Francisco Green Building Code.	Forest City, Vertical Developers
7.1.2 Explore the use of passive design strategies where building floor plates allow.	Forest City, Vertical Developers
7.1.3 Install high energy efficient street lighting.	SFPUC, DPW
7.1.4 Explore the use of a district heating and cooling system.	Forest City, Port, SFPUC, DPW
7.1.5 Install solar PV on available rooftop areas.	Forest City, Vertical Developers
7.1.6 Explore the use of a microgrid.	Forest City, Vertical Developers
7.1.7 Explore the installation of solar thermal hot water systems.	Forest City, Vertical Developers
7.1.8 Employ energy management monitoring.	Forest City, Vertical Developers, Building Owners, SFPUC, HOA
7.1.9 Explore particiation in residential energy programs including challenges or competitions.	Building Owners, HOA
7.1.10 Facilitate commercial tenant achievement of the San Francisco's green business certification.	Building Owners, Department of the Environment, Community Partners
7.1.11 Use electricity generated without GHG emissions.	Forest City, Vertical Developers

BENEFITS

- ♦ Reduces GHG emissions and criteria air pollution emissions
- ♦ Lowers energy bills for residents and businesses
- ♦ Enhances building occupant comfort and health
- ♦ Supports local green businesses (e.g. solar installers)

CLIMATE PROTECTION + RESOURCE EFFICIENCY: WORK TOWARDS NET POSITIVE ENERGY, WATER, AND WASTE (1 OF 2)

Focus Area 7.2 Resources

OBJECTIVE	
Reduce resource use through encouraging the use of locally-manufactured, renewable, and recycled products and materials.	
TARGETS	
♦ 100% of new buildings have a lifecycle assessment completed per LEED credit Building Life Cycle Impact Reduction	
STRATEGIES	*Responsible Party*
7.2.1 Design commercial buildings to be flexible for a range of future uses.	Forest City, Vertical Developers
7.2.2 Use regional materials, to the extent feasible.	Forest City, Vertical Developers
7.2.3 Explore the use of recycled, salvaged, or reclaimed materials.	Forest City, Vertical Developers
7.2.4 Explore the use of rapidly renewable materials.	Forest City, Vertical Developers
7.2.5 Source Forest Stewardship Council (FSC) certified wood, to the extent feasible.	Forest City, Vertical Developers
7.2.6 Select materials/products with preferable life-cycle impacts.	Forest City, Vertical Developers
BENEFITS	
♦ Reduces impact on the environment, i.e. avoids depletion of nonrenewable materials, depletion of the ozone layer, and GHG emissions ♦ Supports regional suppliers ♦ Supports the local character and culture of the site through use of reclaimed materials	

Focus Area 7.3 Climate Resilience

OBJECTIVE	
Design the site to be resilient to a changing climate, including higher temperatures and sea level rise.	
TARGETS	
♦ At least 12% reduction in hardscape surfaces from current condition	
♦ All of the Project is functional even by 2100 projected sea level rise + coastal storm	
STRATEGIES	*Responsible Party*
7.3.1 Mitigate the urban heat island effect, by incorporating green and cool roofs, light colored pavements, and urban greening, to the extent feasible.	Forest City, Port, DPW
7.3.2 Manage sea level rise risks by elevating buildings and the Bay Trail.	Forest City, Vertical Developers, Port, San Francisco Bay Trail
7.3.3 Design the shoreline to accommodate sea level rise and storm events.	Forest City, Vertical Developers, Port
BENEFITS	
♦ Increases safety and comfort of residents, workers, and visitors ♦ Improves access to the shoreline even as sea level rises ♦ Reduces risk of flood damage	

CLIMATE PROTECTION + RESOURCE EFFICIENCY: WORK TOWARDS NET POSITIVE ENERGY, WATER, AND WASTE (2 OF 2)

Focus Area: 7.4 Water Efficiency

OBJECTIVE

Reduce potable water demand by reusing treated greywater and or/wastewater and through water efficient building design.

TARGETS

- ♦ 40% less potable water consumed in fixtures and cooling systems compared to baseline standards
- ♦ 100% of non-potable demands met through alternative water resources, consistent with Health Code 12C

STRATEGIES	*Responsible Party*
7.4.1 Use water efficient fixtures and appliances.	Forest City, Vertical Developers
7.4.2 Prioritize native and drought-resistant plants.	Forest City, Vertical Developers
7.4.3 Install on-site alternative water treatment and reuse system.	Forest City, Vertical Developers
7.4.4 Explore strategies to maximize collection and reuse of rainwater.	Forest City, Vertical Developers

BENEFITS

- ♦ Increases the project's resilience to drought
- ♦ Reduces impact on aging water infrastructure
- ♦ Creates / enhances habitat with native species
- ♦ Lower water bills

Focus Area: 7.5 Solid Waste Management

OBJECTIVE

Design and operate solid waste programs and infrastructure to reduce waste generated and sent to the landfill, supporting the City in meeting its zero waste goal.

TARGETS

- ♦ 75% of construction debris and materials will be recycled/reused
- ♦ 100% of Project restaurants participate in SFGreasecycle

STRATEGIES	*Responsible Party*
7.5.1 Maximise reuse and recycling of construction and demolition debris.	Forest City, Vertical Developers
7.5.2 Explore strategies to reduce the amount of household and commercial waste generated per person.	Department of the Environment, Building Owners, HOA
7.5.3 Faciliate best-in-class waste sorting on-site.	Forest City, Vertical Developers, Recology
7.5.4 Work with solid waste service to explore providing monthly hazardous household waste pick-ups.	Forest City, HOA, Recology
7.5.5 Encourage food and beverage retailers to recycle cooking oil.	SFPUC, Building Owners
7.5.6 Explore the development of a comprehensive vacuum waste system.	Forest City, Recology, Port

BENEFITS

- ♦ Reduces GHG emissions, especially methane
- ♦ Reduces truck traffic, thereby reducing GHG emissions and air pollution
- ♦ Avoids costly sewer clogs avoided through cooking oil recycling program

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Photo credit: Shae Rocco

2 LIVABILITY

The goal of the Livability priority area is to create an inclusive and vibrant community at Pier 70. The Project will transform a mostly vacant site into a mixed-use district that reflects the character of the Dogpatch neighborhood and the area's industrial history. The vision for this neighborhood has been shaped by years of stakeholder outreach, which will continue with subsequent phases of development and by the community itself, as it becomes established.

The programmatic concept for the Project is centered on an active core that includes parks, plazas, space for open air markets or temporary events, space for arts and cultural activities, and retail. The active core of the site extends to the waterfront, which includes beautiful spaces for socializing and enjoying views of the Bay and San Francisco skyline, providing a valuable resource for residents of the Project as well as for nearby communities. Surrounding the active core will be housing and commercial uses, connected by streets with distinct characters.

Livability will be supported through a focus on engagement, housing, culture & identity, and place.

FIGURE 2.1: Rendering of Building 15 Structural Frame

2.1 ENGAGEMENT

Objectives

- Facilitate early and meaningful engagement that is inclusive and representative of local residents.
- Build capacity, ownership and leadership to enable implementation of shared goals.

Target

- At least 10,000 square feet indoor civic space
- At least 120 pre-development community outreach meetings and events

Strategies

2.1.1 **ENGAGE CITIZENS AND RELEVANT STAKEHOLDERS TO SHAPE DEVELOPMENT.** An extensive stakeholder engagement process has been ongoing to learn about the surrounding Dogpatch neighborhood and how to ensure that the Project is well integrated into, and builds upon, the existing local culture and community. To date, over 120 open houses, focus groups, events, and reviews of project materials have taken place in which thousands of people have participated. Figure 2.2 documents one of the open houses that took place on-site. These meetings have included sessions with the Port of San Francisco, Planning Department, Central Waterfront Advisory Group, Dogpatch Neighborhood Association, Potrero Dogpatch Merchant Association, Dogpatch Business Association, Potrero Boosters, and other local, regional, and state government and public interest organizations. Amongst this effort, a local artist was commissioned to help visualize the site's historic past and help stakeholders express and conceptualize ideas for the future neighborhood.

Future phases of development will continue to include stakeholder engagement. Local neighborhood associations, neighbors and new residents will provide input and direction as the Project is built out. Local government organizations will oversee future infrastructure, park and building design and review for consistency with all approved project documents.

2.1.2 **PROVIDE INDOOR CIVIC SPACE.** To date, Building 12 has been activated as a space to bring people together through public meetings, open air markets, and other special events. This space and programming has created an immediate amenity for the community and is building local capacity from which future programs and partnerships may evolve in the future.

As the neighborhood development evolves, the Project will continue to include indoor civic space for the use by the community to facilitate community gatherings and a space for forums or events. Building E4 has space designated for arts and civic uses. This space will be within walking distance of all Project residents, which will be at least 2,000 people at full build-out.

FIGURE 2.2: Public Meeting at Building 12

2.2 HOUSING

Objectives

- Create accessible and affordable housing for people of varied abilities, incomes and ages.
- Ensure that housing is equitable in terms of quality of materials and overall green building practices.

Targets

- At least 1,000 new housing units
- 30% affordable housing at the 28-acre site
- 50% or more units as rental at the 28-acre site
- 100% of housing meets San Francisco green building standards

Strategies

2.2.1 **DESIGN AND DEVELOP A MIX OF HOUSING TYPES.** At full build-out, the 28-acre site will include between approximately 1,000 and 2,000 new housing units, which will help meet the City and County of San Francisco's goal of 30,000 new housing units by 2020. Figure 2.3 shows the locations for the Project's new housing units. The variety of housing options will be accessible to a range of households of different sizes, ages, and incomes. Housing options will include:

- 30% of housing units at the 28-acre site will be affordable for lower and middle income households.
- Housing will include both rental and ownership.
- Housing will include both refurbished historic buildings as well as new construction.
- 40% of units will have two-bedrooms.

2.2.2 **DESIGN AND DEVELOP ALL HOUSING UNITS TO THE SAME SAN FRANCISCO GREEN BUILDING STANDARDS.** All housing at Pier 70, regardless of end-market will be designed and developed to the same architectural and green building standards at the time of planning approval. All community members will be able to call high quality buildings that meet San Francisco's green building standards home.

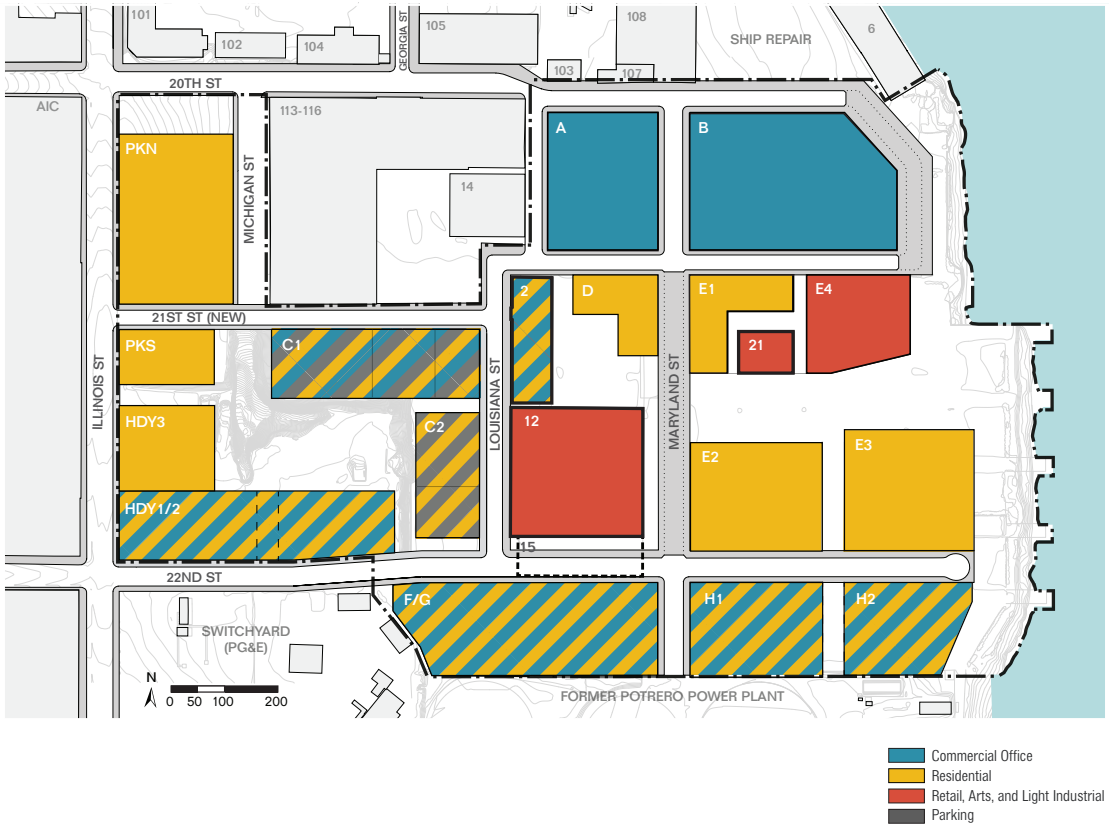


FIGURE 2.3: Land Use Plan Showing Potential Locations for Housing

2.3 CULTURE & IDENTITY

Objectives

- Interpret and celebrate places of cultural and historical significance.

Targets

- 230,000 square feet of historic buildings restored
- At least two smaller scale events per month and four larger scale events per year at full build-out

Strategies

2.3.1 **PRESERVE THE HISTORIC FABRIC OF THE SITE BY RETAINING AND REHABILITATING HISTORIC BUILDINGS.** Pier 70 is a National Registered Historic District. The Project will retain and refurbish Buildings 2, 12, and 21, each contributors to the Union Iron Works Historic District, to Secretary of the Interior's Standards for Rehabilitation. The adaptive reuse of these buildings will provide a visual and physical connection to the site's industrial past and is aligned with the Project's resource efficiency objectives (see Chapter 7). Figure 2.5. shows a few of these buildings, described as follows:

- Building 21 dates to the early 1900s and was originally built as an electric shop and will be renovated for retail, arts, and light industrial use.
- Building 12 was used for building ship hulls during WWII and will be renovated to be a maker/market hall with commercial spaces on the top level.
- Building 2 was built in 1941 as a warehouse. It will be renovated for either residential or office use.
- In addition, the site will maintain existing building materials and remnants of the site's former uses to the extent feasible. For example, the structural frame of Building 15 may be retained, with 22nd Street extending underneath. Aesthetic uses for salvaged materials from the site will also be considered.

2.3.2 **CREATE PROJECT-SPECIFIC SIGNAGE.** The Project will include wayfinding, historic interpretive, and sustainability demonstration signage. Signage will celebrate the unique character of the site and will help seamlessly connect it to the surrounding neighborhoods. The signage will also incorporate new information technologies, such as downloadable maps/apps or scanner tags, to the extent feasible.

2.3.3 **IDENTIFY SITES FOR PUBLIC ART AND ARTIFACTS.** The D4D identifies possible sites for permanent and temporary public art installations utilizing local artists as feasible. In addition, the D4D identifies sites for the installation of large-scale "artifacts" that showcase the history of the site. Figure 2.1 shows a rendering of the potential use of historic artifacts on the site.

2.3.4 **ENCOURAGE MURALS AND OTHER CREATIVE TREATMENTS.** The D4D includes building facade screening standards that encourage murals and other creative treatments on solid portions of facades as appropriate (e.g., district parking, loading, ground floor). This will encourage visual expressions of district identity.

2.3.5 **FOSTER THE COMMUNITY CULTURE THROUGH PUBLIC EVENTS.** The Project's open spaces will host a variety of public events, including happy hours, outdoor film screenings, music concerts, fairs and markets, food events, street festivals, art exhibitions and theatre performances. Currently the site hosts approximately 50 events per year. While typical future events would occur up to three times a month and have attendance of approximately 500 to 750 people, larger scale events would occur approximately four times per year, with an attendance of up to 5,000 people.

FIGURE 2.4: Community Event at Building 12

Building 12

Building 21

Building 13 (Pier 70 Historic Core)

Building 2

FIGURE 2.5: Existing Historic Buildings

2.4 PLACE

Objectives

- Create distinct places that are accessible, active, comfortable and sociable.
- Provide locally-serving services that satisfy essential household and business needs.

Targets

- Nine acres public open space within the Pier 70 SUD
- At least 47 dwelling units per acre
- At least 200,000 square feet of retail,, arts, and light industrial uses, including at least 50,000 square feet of production, distribution and repair (PDR) uses

Strategies

2.4.1 **CREATE A DENSE, MIXED-USE DISTRICT WITH AN "ACTIVE CORE" AND STREETS WITH DISTINCT CHARACTER.** The Project will be a dense mixed-use district that supports appropriate activity levels during weekdays and weekends, throughout the day and at night. It will include residential, commercial, retail, arts, and light industrial uses in a dense form of mostly four to six story buildings.

- A series of plazas and outdoor market spaces surrounding Buildings 2, 12, 21, and the waterfront will be the social center-piece of the Project, also referred to as the "Active Core" or "Priority Retail Zone." As a marketplace, Building 12 will be a hub of activity that supports activity throughout the day, and will have the potential to host events by night. Figure 2.5 shows a community event held in Building 12 during Phase 0. Retail uses will be prioritized for ground floor spaces in this area to create an active ground plane.
- The Slipway Commons will extend from the Building 12 core towards the Bay and will be a place for gathering, orientation, and local cultural events.
- The Waterfront Terrace and Promenade will include the multi-use Blue Greenway/ Bay Trail, viewing pavilions, a social lawn, seating, and a dining terrace. Figure 2.6 shows a rendering of the Waterfront Terrace.
- The streets will have distinct characters, including retail corridors, mixed-use neighborhood streets, alleys, and active commercial streets. Some streets will reflect the industrial heritage of the site and have minimal trees, while others will have numerous street trees and stormwater collection features. Maryland Street will be designed as a shared, curbless street with the ability to be closed to through traffic for special events.

2.4.2 **CREATE A VARIETY OF VIBRANT OUTDOOR PUBLIC SPACES.** The public space network will include a variety of types and sizes of public spaces, including plazas, parks, playgrounds, and promenades that are consistent with the Historic District. The spaces will be multi-functional with the flexibility to host a variety of both planned and spontaneous events and activities, including markets, outdoor dining, seating, performances, cycling, and walking. Figure 2.7 shows a rendering of a farmers market at Market Plaza. To the greatest extent possible, public spaces will take advantage of view corridors to the Bay or downtown San Francisco. Views may also include historic resources and the active ship repair facility.

2.4.3 **ENSURE HIGH QUALITY MAINTENANCE AND OPERATIONS OF PUBLIC SPACES WITH A COMMUNITY FACILITIES DISTRICT.** A community facilities district (CFD) is a special tax district that funds improvements or ongoing services within a specific area. A maintenance and operations CFD will be established for the Pier 70 SUD, which will maintain all public parks and open space as well as streets and roadways.

FIGURE 2.6: Rendering of Waterfront Terrace Recreation

FIGURE 2.7: Rendering of Farmers Market at Market Plaza

2.4.4 **ENSURE PUBLIC SPACES ARE ACCESSIBLE FOR A WIDE RANGE OF RESIDENTS, WORKERS, AND VISITORS.** Access to public spaces will be enhanced though several strategies:

- Public spaces will meet standards for universal accessibility, as required.
- High-quality and sufficient public restrooms will be incorporated into the open space network.
- The site will be accessible via multiple modes of transportation, including walking, bicycling, bus, T-Third Street light rail, and car.

2.4.5 **CURATE RETAIL AND ESSENTIAL SERVICES THAT SERVE LOCAL RESIDENTS, WORKERS, AND VISITORS.** Future developers will be encouraged to proactively curate a balanced mix of retail. Retail and services could include grocery, restaurants, laundry, childcare, and space for artists and makers. One of the ways in which the Project will seek to achieve a balanced and unique mix of retail and services is by establishing priority retail zones throughout the site to create a dynamic urban environment. This will ensure that retail is prioritized in the most appropriate areas and minimize empty retail frontages. Retail will also be located within close proximity to residents, helping ensure that the neighborhood is walkable and active.

Beer Garden in Hayes Valley

Photo credit: Shae Rocco

3 PROSPERITY

The goal of the Prosperity priority area is to support economic opportunities that build prosperity and accelerate innovation. The site currently contains 345,600 square feet of deteriorating buildings and facilities. Current uses on the site, all of which are temporary, include special events, self-storage, warehouses, automobile storage lots, and artists' studios.

The Project will generate new economic vitality, while reflecting the site's industrial and creative heritage. Diverse employment opportunities will be available by using Class A office rents to offer other spaces for neighborhood serving retail, arts and light industrial uses (collectively referred to as RALI uses) at lower price points, creating opportunities for entrepreneurs, creative industries, and essential services. A new waterfront park, Building 12 marketplace, and restaurants will attract visitors, bringing more spending power and thus more opportunities for employment and entrepreneurship. In addition, the Project is committed to hiring locally for construction jobs and participating in the First Source Hiring Program for permanent jobs in the district, ensuring that local residents benefit from the investment being made.

Prosperity will be supported through a focus on employment and innovation.

FIGURE 3.1: Urban Market in Hayes Valley (Linden Alley)

3.1 EMPLOYMENT

Objectives

- Generate diverse employment opportunities.
- Ensure that economic development investments provide direct benefits for San Francisco residents and workers through job creation and workforce development.

Targets

- At least 1,000,000 square feet of commercial-office and at least 200,000 square feet of space for retail, arts and light industrial uses at full build-out
- Up to 10,000 permanent jobs
- Up to 11,000 construction jobs
- At least 30% local workforce for construction jobs
- At least 10% contract values awarded to Local Business Enterprises

Strategies

3.1.1 **PROVIDE A VARIETY OF COMMERCIAL SPACES TO GENERATE DIVERSE EMPLOYMENT OPPORTUNITIES.** The Project will include new office, retail, and light industrial spaces that will aim to generate a variety of employment opportunities at different types of establishments, such as traditional office users, light manufacturing, artist studios, and food services. This size of floor plates within this space will be flexible to promote incubator businesses as well as accommodate growth for larger companies. In addition, unique assets, including a waterfront park, Building 12 marketplace, and restaurants will attract visitors to the site, bringing spending power that will support employment and entrepreneurship opportunities.

3.1.2 **PROVIDE MARKET SPACES FOR LOCAL VENDORS.** The Project will include potential opportunities for indoor and outdoor market spaces where local vendors can sell their art, crafts, and products to the district's residents, workers, and visitors. Building 12 and the nearby Market Square plaza could serve as a marketplace and can accommodate open-air markets such as depicted in Figure 3.1. The Project seeks to create a business environment where vendors of unique, locally made products can succeed. Already, the Project's hosting of the SF Street Food Festival, as shown in Figure 3.2, attracted large numbers of visitors to the site and proceeds benefited a business incubator that supports small business food entrepreneurs.

3.1.3 **HIRE LOCALLY, INCLUDING PARTICIPATE IN FIRST SOURCE HIRING PROGRAM.** The Project is committed to hiring at least 30% local (San Francisco) residents for construction jobs, as part of the City and County of San Francisco's Local Hire Program (Public Works Code Chapter 6). The Project will be the first non-public works construction project to participate in the Local Hire Program. In addition, the Project will participate in the First Source Hiring Program for permanent (non-construction) entry level jobs. The First Source Hiring Program aims to connect economically disadvantaged individuals with entry level jobs generated by the City and County of San Francisco's investments.

3.1.4 **CONNECT NEW PIER 70 RESIDENTS AND EXISTING RESIDENTS IN SURROUNDING NEIGHBORHOODS TO ON-SITE JOB OPPORTUNITIES.** The Project is estimated to create up to 10,000 permanent jobs and up to 11,000 temporary construction jobs. The Pier 70 website will be a resource to connect residents of the Project and the surrounding neighborhoods to the job opportunities created on-site.

3.1.5 **EXPLORE CONNECTING COMMERCIAL TENANTS TO LOCAL JOB TRAINING PROGRAMS.** The Project will explore the connection of commercial tenants with job training programs throughout the surrounding neighborhoods, including Dogpatch, Bayview, Mission, Potrero Hill, and Hunters Point, to help tenants meet their workforce needs while also facilitating the hire of local residents and leveraging existing workforce development efforts. Hiring local will enable employees to easily arrive to work via walking, biking, or taking convenient transit options.

FIGURE 3.2: Street Food Festival on the Project Site

3.2 INNOVATION

Objectives

- Empower entrepreneurs toward growth and job creation.
- Leverage competitive advantages to attract economic, physical and networking assets.

Target

- At least 50,000 square feet production, distribution and repair (PDR) space
- Spaces as small as 1,500 square feet provided for light industrial/PDR users

Strategies

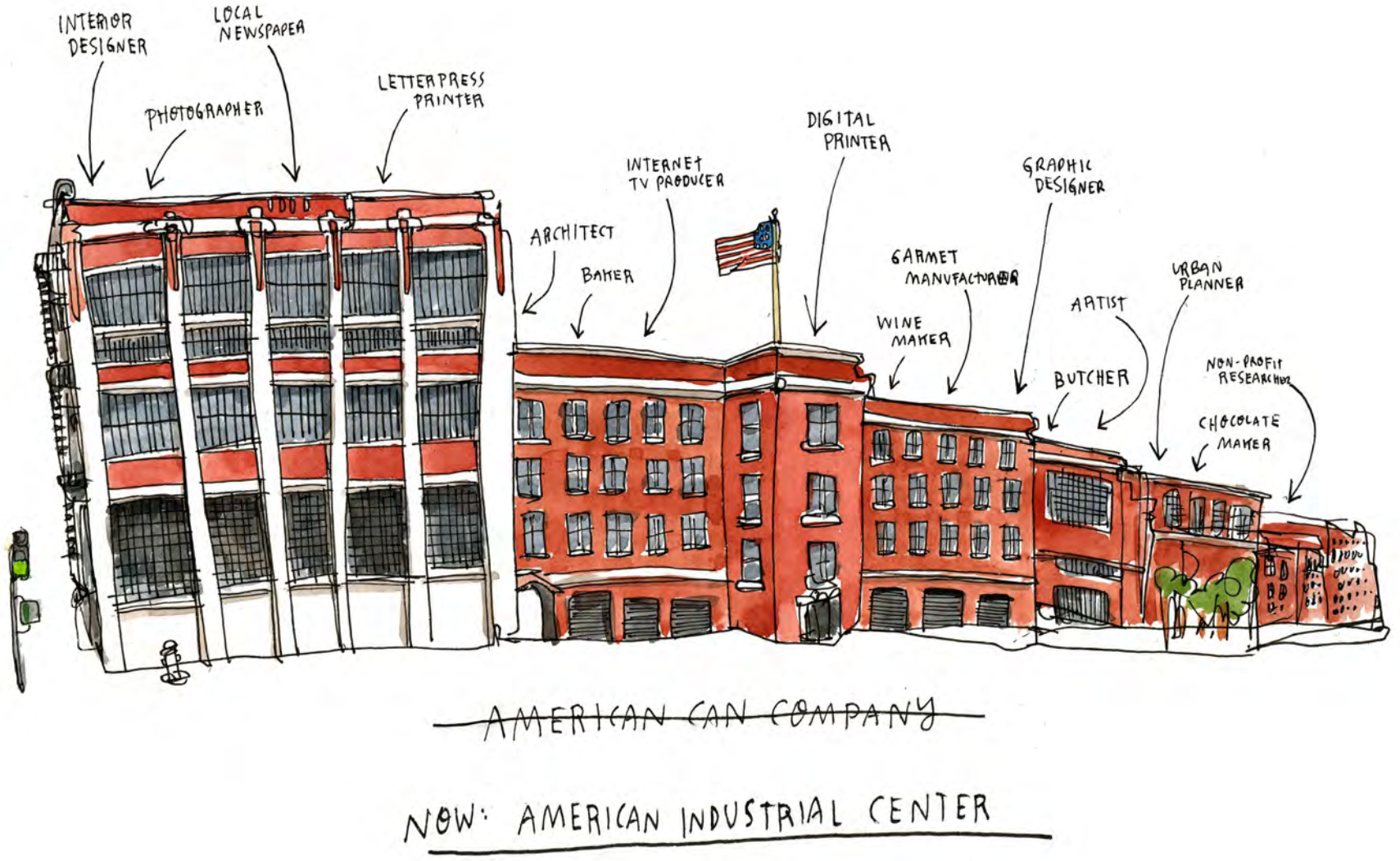
3.2.1 **SUPPORT SPACE THAT IS AFFORDABLE TO ARTISTS, MAKERS, AND LOCAL BUSINESSES.** The Project will provide high quality and green office buildings in a vibrant urban location with waterfront views and adjacent to the thriving Dogpatch neighborhood. By achieving market rate rents for some commercial spaces, other spaces can be provided at lower price points, helping to ensure that businesses of all types and at all stages of growth can find space at the Project.

3.2.2 **EXPLORE THE ESTABLISHMENT OF AN INCUBATOR SPACE TO SUPPORT SMALL BUSINESSES.** Business incubators help nurture the development of small, entrepreneurial companies. In addition to physical space, business incubators generally also provide business support services tailored to new companies to help them survive and grow. An incubator program can be adapted to achieve the business development goals of the community and can serve a variety of sectors.

3.2.3 **SUPPORT SAN FRANCISCO'S INDUSTRIAL SECTOR BY PROVIDING SPACE FOR PDR USERS.** San Francisco's eastern neighborhoods, including the Central Waterfront, are home to much of San Francisco's industrially-zoned land. PDR refers to the wide variety of activities that occur in industrially zoned areas. PDR businesses and workers provide a variety of critical goods and services that support the San Francisco economy, from food preparation to book printing, from furniture wholesale to theatrical stage building. PDR businesses also tend to provide stable and well-paying jobs for people without a college degree.

3.2.4 **ATTRACT GREEN, SOCIALLY RESPONSIBLE BUSINESSES AND JOBS.** The Project will leverage its sustainability assets, including LEED Gold certified buildings, on-site renewable energy, transit and bicycle access, in order to attract green, socially responsible businesses and associated jobs. These jobs could be in sectors, such as clean energy technology, green building, transportation, renewable materials. Green jobs may also be in other sectors in which the company is committed to socially responsible practices.

3.2.5 **BUILD UPON THE CREATIVE CLUSTER THAT EXISTS IN DOGPATCH.** The Project will create space that fits the needs of artists and makers, so that it becomes an extension of the economic cluster that already exists in Dogpatch neighborhood. Building 12 is planned to be a maker hall and building E4 will house arts and cultural uses. Figure 3.3 illustrates some of the existing creative uses in the American Industrial Center (AIC) in the Dogpatch. The AIC is a model of a building where small ventures can grow in places and be co-located with other complimentary and creative businesses.



Watercolors by Wendy MacNaughton

FIGURE 3.3: American Industrial Center, Dogpatch

Picnics in Dolores Park

Photo credit: Shae Rocco

4 HEALTH + WELLNESS

The goal of the Health + Wellness priority area is to nurture people's health and support a high quality of life. The Project will be a neighborhood that promotes healthy lifestyles though streetscape design and infrastructure that supports walking and biking. In addition, high quality open spaces will provide opportunities for people to be outdoors and active. Design and technology solutions will help support public safety so that residents feel safe while walking and using the site's public spaces, even at night.

The Project will have opportunities for healthy food options, through a weekly farmers market and potentially a grocery store. The health of the community will also be supported through strategies that protect both indoor and outdoor air quality.

Health and Wellness will be supported through a focus on active living, food systems, safety, and health.

FIGURE 4.1: Playground Recreation Space

4.1 ACTIVE LIVING

Objectives

- Support active lifestyles for all ages through walking, bicycling, and active recreation opportunities.
- Promote built environments that enable aging-in-place.

Targets

- 20,000 square feet of active recreation space
- All residents will be within 1/8 mile of a public open space

Strategies

4.1.1 **PROVIDE EASILY ACCESSIBLE PARKS AND OPEN SPACE.** As illustrated in Figure 4.2, the Project will include a variety of parks and open spaces interspersed throughout the district, including extension of the Bay Trail and Blue Greenway, over 1,000 linear feet of shoreline open space, and several plazas. These open spaces, located within easy walking distance of all the Project's workers and residents, will support recreation opportunities and passive enjoyment of views, fresh air, and the mild San Francisco climate. Easy access to open space has numerous benefits for public health, including significant increases in the percentage of people who are physically active and improvements in mental health. Parks will be designed with the following standards:

- Parks and open space will be within 1/8 mile walking distance of all residents and workers on-site.
- Parks will be designed at a variety of scales and with different characteristics and materials to support a diverse user group.
- A playground-oriented recreation space with discreet age-appropriate zones will be provided.
- Open space and the built form surrounding them will be designed to maintain maximum solar exposure for physical comfort and usability of the space.

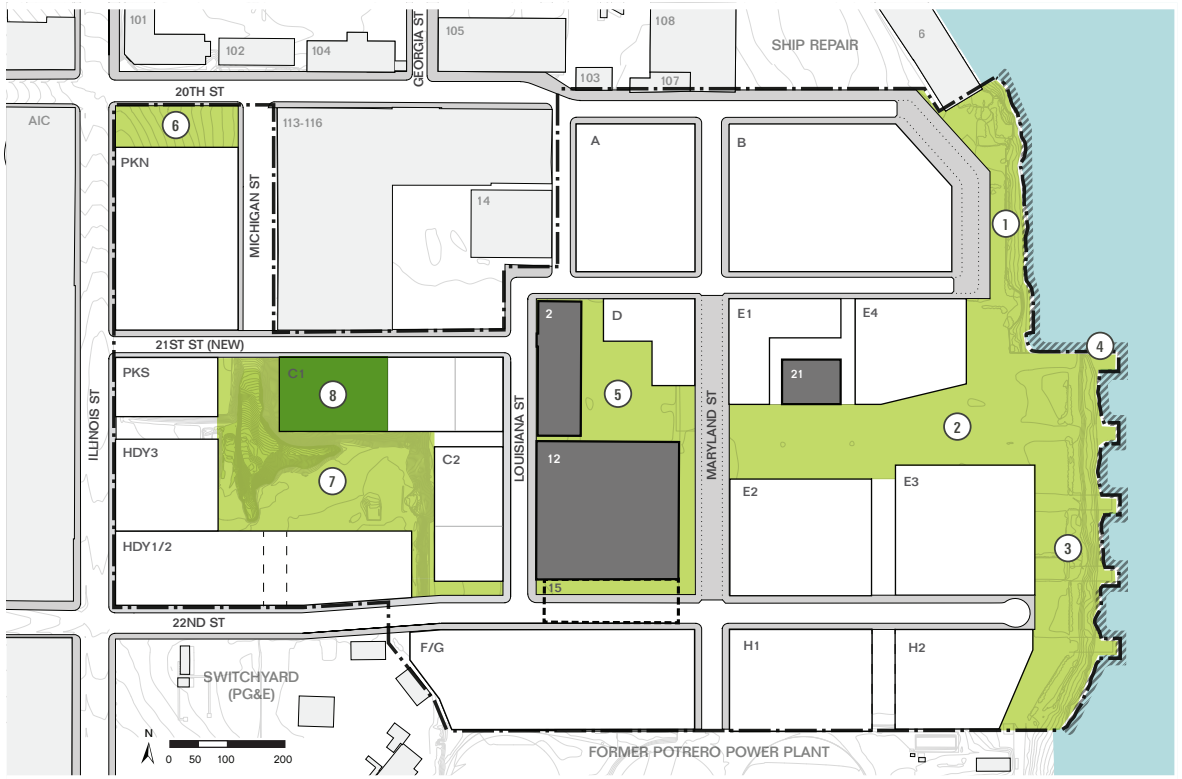


FIGURE 4.2: Open Space Zones

4.1.2 PROMOTE BIKING FOR DAILY TRIPS.

The Project will promote bicycle use for daily trips through the design of street infrastructure, provision of bicycle parking, and other amenities. These efforts will help the City meet the goal of 20% daily trips by bicycle by 2020 and will have health benefits for local residents and workers.

- The safety of bicyclists will be prioritized through slow street speeds, by designing streets with the minimum width needed, and by providing bike lanes (see 5.1.3)
- As illustrated in Figure 4.3, well-designed and well-lit public bike parking will be provided in key open spaces and activity nodes in addition to bike parking in district parking structures. The number of Class 1 Bicycle parking spaces will range from 995 to 1,142 depending on the amount of residential or commercial buildings and the number of Class 2 spaces will range from 475 to 514.
- Bicycle racks that are sized for cargo bikes and fitted with electric charging infrastructure will be explored.
- Buildings will provide amenities for bicycle users, such as showers and lockers.
- The Transportation Demand Management Program will explore securing on-site bike-sharing stations (see 5.2.3).
- Future building owners will encourage a bicycle repair shop or mobile bike repair to locate on-site.
- Explore hosting "Sunday Streets" events. An example of such an event is shown in Figure 4.4.

4.1.3 PROMOTE WALKING FOR DAILY TRIPS.

The Project will promote walking for daily trips within the site, the adjacent

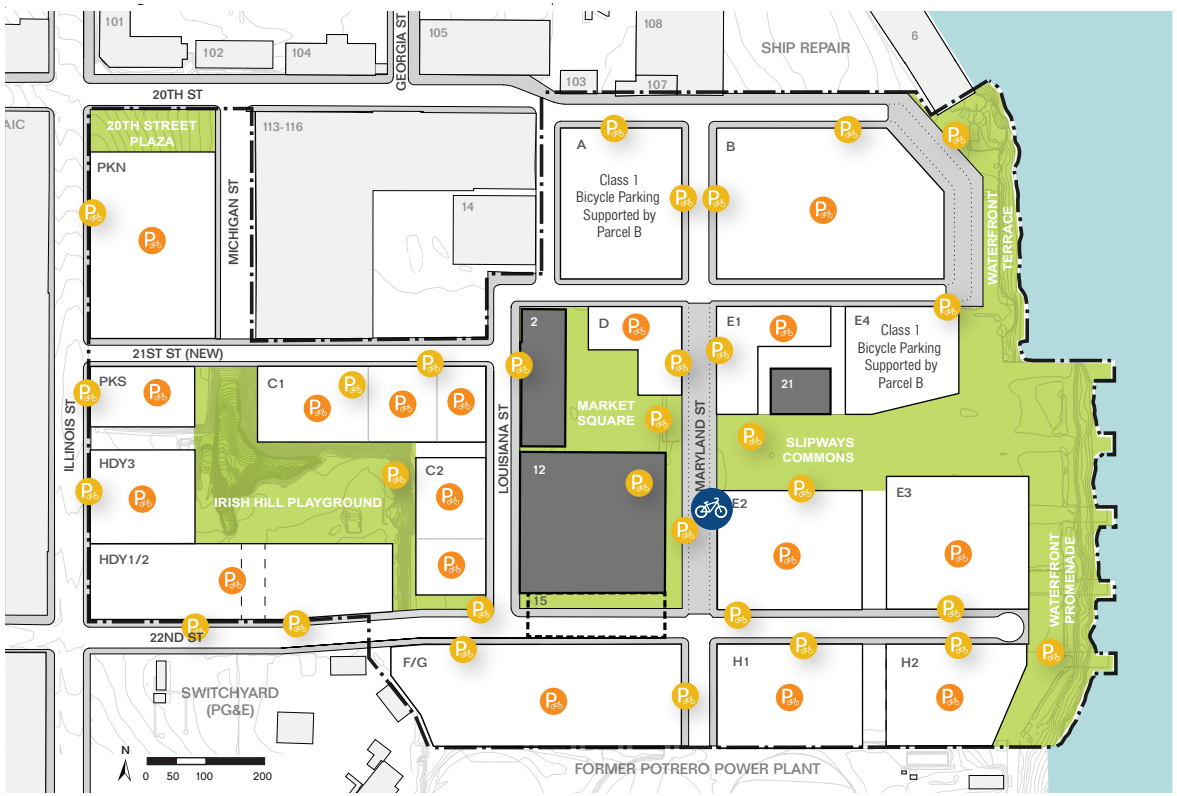


FIGURE 4.3: Illustrative Plan of Bicycle Parking Locations

neighborhoods, and nearby transit options by providing logical, accessible, lighted, and attractive sidewalks and pathways. Within the street design, improvements will be made to streets and sidewalks in order to enhance pedestrian experience and safety (see also Mobility + Connectivity). Clear wayfinding signage will be provided to facilitate visitors and residents to take the shortest walking route to transit stops. As illustrated in Figure 4.5, the core of the site will be considered a Pedestrian Priority Zone.

FIGURE 4.4: Sunday Streets Community Event in the Mission

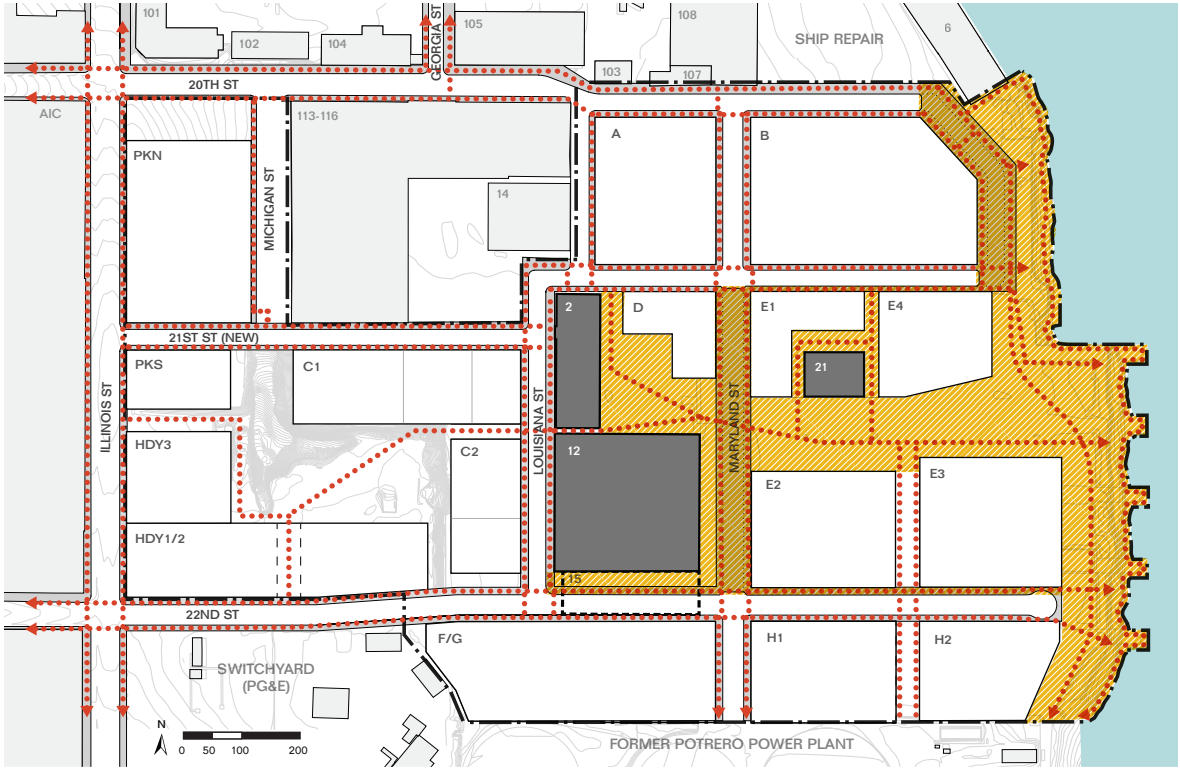


FIGURE 4.5: Pedestrian Priority Zone

4.2 FOOD SYSTEMS

Objectives

- Provide access to healthy, affordable, fresh food.
- Encourage fresh food production in the district.

Target

- At least one community/resident produce garden
- At least one farmers market per week

Strategies

4.2.1 **ESTABLISH SPACE FOR A FARMERS MARKET.** The D4D will include appropriate spaces for hosting a weekly or bi-weekly farmers market, which will improve access to healthy, local, fresh foods for district residents and workers.

4.2.2 **ESTABLISH SPACE FOR A COMMUNITY/ RESIDENT GARDEN.** Where possible, space for a community/resident garden will be designated within a private open space or a rooftop garden, and will provide residents with the opportunity to grow their own food, and increase interactions among neighbors.

4.2.3 **EXPLORE SECURING A GROCERY STORE ON-SITE.** Future building owners will explore securing a grocery store to facilitate easy access to fresh food for residents.

Rooftop Garden in Vancouver, Canada

Photo Credit: Christopher Porter

Rooftop Garden in Durban, South Africa

Photo Credit: Rogan Ward

Farmers Market in San Francisco

Photo credit: Mack Male

FIGURE 4.6: Examples of Rooftop Community Gardens and Farmers Market

4.3 SAFETY

Objectives

- Enhance public safety.

Strategies

4.3.1 **LEVERAGE PLANNING, DESIGN, AND TECHNOLOGY TO ENHANCE SAFETY.** Safety will be enhanced through the use of several strategies:

- Outdoor building and street lighting will enable both residents and visitors to feel they can walk through the neighborhood with confidence, even at night. Figure 4.9 shows conceptual locations of the Project's street lighting.
- Building entrances and frontages will be designed to facilitate 'eyes on the street'.
- A mix of land uses will support appropriate activity levels in public spaces and rights of way.
- The use of new technologies will be explored to increase diagnostic capabilities of pedestrian flows and public space utilization to improve programming and safety services over time.

4.3.2 **EXPLORE A PARTNERSHIP WITH SF72 TO PROVIDE EMERGENCY PREPAREDNESS INFORMATION TO RESIDENTS.** In a serious emergency, like a major earthquake, City services will be impacted, so it is a basic rule of thumb that people should be able to take care of each other for 72 hours before help arrives. SF72 is San Francisco's hub for emergency preparedness, and provides information to residents and businesses about how they can be prepared with all the supplies and planning that they need. A partnership with SF72 will be explored to ensure that the Project's residents are aware of this resource.

FIGURE 4.7: Managed Light Levels

FIGURE 4.8: Activated Public Space

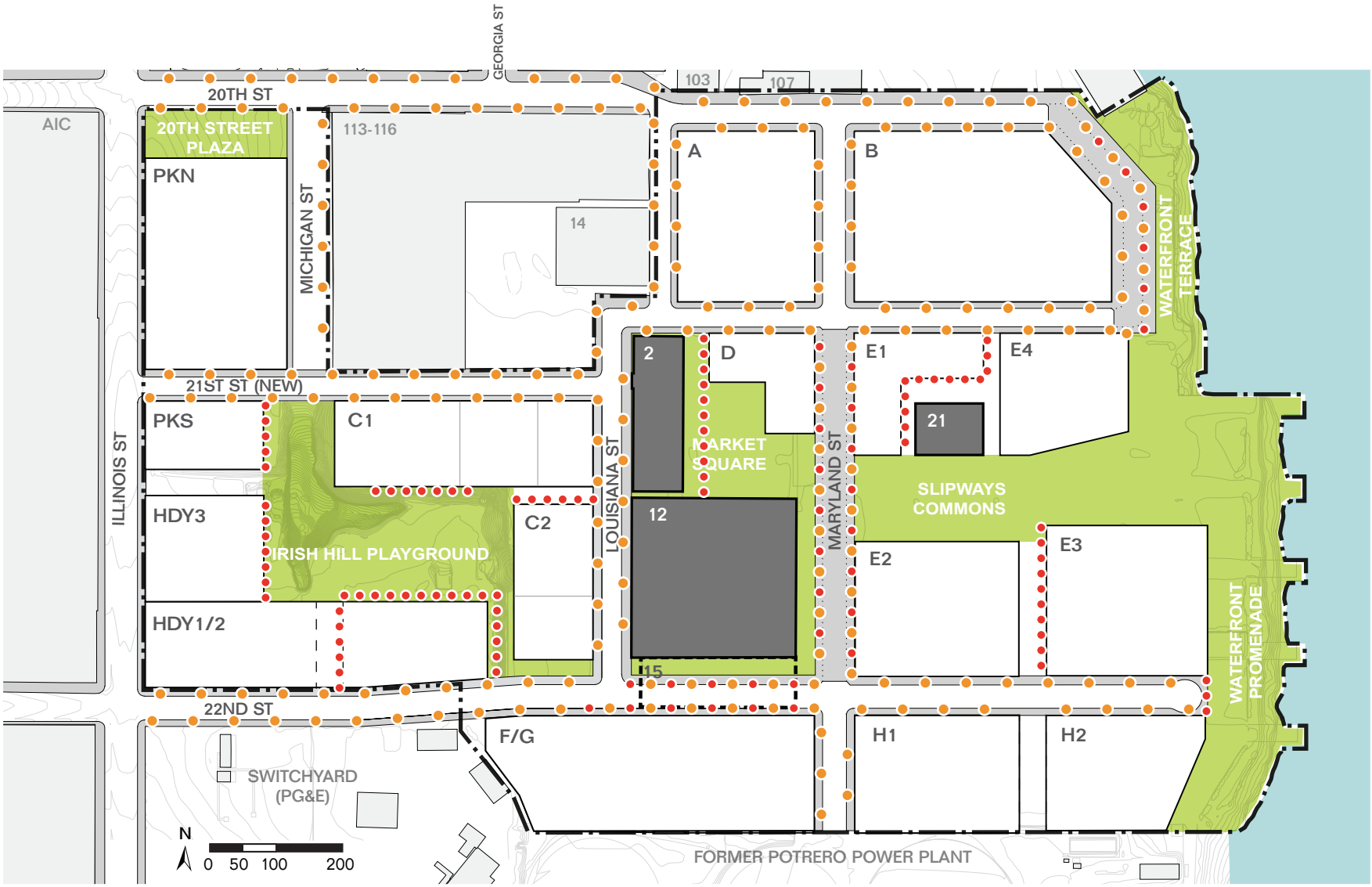


FIGURE 4.9: Illustrative Plan of Street Lighting

4.4 HEALTH

Objectives

- Support access to high quality health care.
- Protect air quality from pollutant emissions using available and site-appropriate techniques.

Target

- Medical services within one mile
- 100% of developers submit a Construction Emissions Minimization Plan

Strategies

4.4.1 **EXPLORE HAVING A MEDICAL SERVICE PROVIDER ON-SITE.** Access to health care providers is important, making it easier for people to get the care that they need. The UCSF Medical Center at Mission Bay, which includes three hospitals and outpatient services, is less than one mile from the site and accessible by public transit on the T-Third Street Muni Metro line. In addition, having a medical service provider, such as an urgent care clinic, locate directly at Pier 70 will be explored.

4.4.2 **REDUCE VEHICLE EMISSIONS THAT CONTRIBUTE TO LOCAL AIR POLLUTION.** Several transportation-related strategies will be explored to reduce harmful emissions from vehicles. Some of the strategies are discussed in greater detail in other chapters.

- Explore establishing the Project as an idle-free neighborhood by leveraging the City of San Francisco's Idle Reduction Pledge. This activity could be incorporated into the Transportation Demand Management program (see 5.2.3). Idling cars and trucks waste fuel, money, and contribute to local air pollution.
- Install smart parking meters to reduce traffic circling (see 5.2.6).
- Support electric vehicle (EV) use by installing charging stations and dedicated parking spaces for clean air vehicles. in parking facilities and encouraging EV charging in on-street parking spaces.
- Explore the installation of a vacuum waste system, which would significantly reduce on-site truck traffic for waste collection (see 7.4.1).
- Explore using zero-emissions vehicles for on-site maintenance, which would reduce the number of large diesel trucks on-site.
- Explore electric plug-in infrastructure at loading areas for diesel trucks to reduce engine idling.

4.4.3 **MINIMIZE EMISSIONS DURING CONSTRUCTION.** Emissions generated during construction by off-road equipment will be minimized by using Renewable Diesel (R99), which burns cleaner than conventional petroleum diesel and releases fewer carbon emissions. In addition, equipment idling will be limited to no more than two minutes. These and other strategies to minimize emissions, will be detailed in Construction Emissions Minimization Plans that future vertical developers will submit in order to obtain construction permits.

4.4.4 **EXPLORE DEVELOPING AN ON-SITE TREE AND PLANT NURSERY.** Developing an on-site nursery during phase one or two (before full build-out of the site) on the land to be developed during later phases at the site would create jobs, improve air quality, reduce the urban heat island effect, and provide established and site seasoned (and potentially more cost-effective) resources for the site's landscaping needs.

4.4.5 **USE MATERIALS AND FINISHES THAT ARE NON-TOXIC AND LOW VOC.** Volatile organic compounds (VOCs) are chemical gases emitted by a wide array of products, including paints, building materials, furnishings, and adhesives. Concentrations of VOCs can be especially high indoors and exposure to these chemicals can have serious health effects. Builders and subcontractors will be required to specify non-toxic and low-VOC materials where feasible, for both for building interiors and public realm furnishings and play equipment and will meet all California regulations with regard to non-toxic materials.

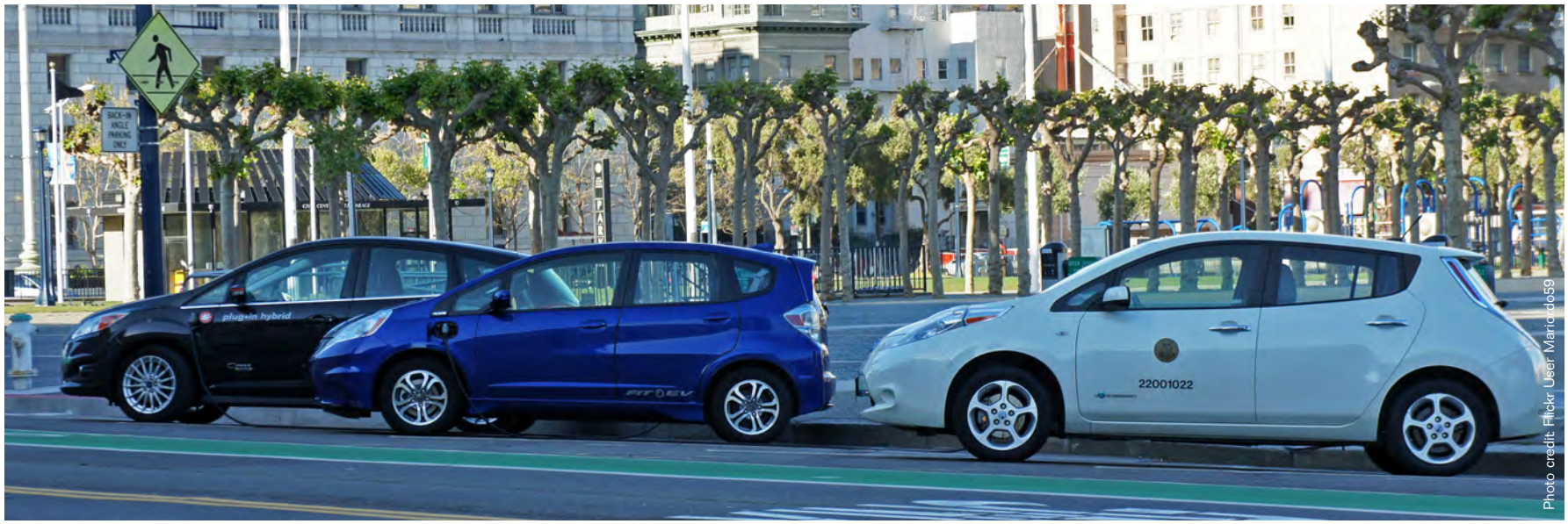


FIGURE 4.10: Electric Vehicle Charging Stations

FIGURE 4.11: Examples of Temporary Greening of Vacant Sites

Photo credit: Shae Rocco

5 MOBILITY + CONNECTIVITY

The goal of the Mobility + Connectivity priority area is to build effective and equitable connections between people and places. Streets at the Project will be designed as complete streets, meaning they are designed to enable safe access for all users, including pedestrians, bicyclists, motorists, and transit riders of all ages and abilities. Streets will be designed to support Vision Zero, the City and County of San Francisco's commitment to achieving zero traffic deaths by 2024.

The street network will facilitate connections to nearby neighborhoods and regional transportation nodes, such as Muni, BART and Caltrain. In addition to the design of the street network, Transportation Demand Management (TDM) programming will further facilitate sustainable transportation choices, including walking, biking, public transit, and ridesharing. The Project's residents, workers, and visitors will have multiple options for getting to their destinations and multi-modal connectivity will be supported through strategies like bike-share stations and a shuttle to key regional transit stations.

In addition to improved quality of life, one of the major benefits of Mobility + Connectivity strategies is the reduction of GHG emissions from the transportation sector. Cars and trucks currently contribute approximately 40% of GHG emissions in San Francisco.[6]

Mobility + Connectivity will be supported through a focus on complete streets, mobility, and the digital network.

[6] City and County of San Francisco Department of the Environment, 2013. "San Francisco Climate Action Strategy." 2013 Update.

5.1 COMPLETE STREETS

Objectives

- Create a network of streets that supports safe travel for all modes and accommodates diverse ages and abilities.

Targets

- 20% reduction in one way vehicle trips from the Project Transportation Impact Study estimate
- Zero traffic related deaths

Strategies

5.1.1 **ESTABLISH SIDEWALKS AND A NETWORK OF PATHS (DISTRICT CONNECTORS).** The Project will include a network of streets and pathways that prioritize walking and will be engineered with applicable codes and guidelines that promote the safety of pedestrians as a top priority. Sidewalks will be provided along most new streets and existing streets will be improved with curbs and sidewalks as necessary. In addition, a network of paths will further encourage walking through the network of public spaces.

FIGURE 5.1: Rendering of Maryland Street

5.1.2 **CREATE AN ACTIVE AND INTERESTING STREETSCAPE.** Ground floor retail will create an active ground plane that promotes a comfortable and interesting streetscape for pedestrians. Maryland Street between 21st and 22nd will serve as a neighborhood retail corridor. Many other buildings abutting open space and in other strategic locations will also feature ground-floor retail to contribute to an inviting and active street character. In addition, parklets will be encouraged, where appropriate and with interested businesses, to help activate the street.

5.1.3 **ESTABLISH BIKE LANES WITHIN THE SITE.** Bicycle travel will be facilitated at the Project with a network of bike lanes, the multi-use Blue Greenway/Bay Trail, and sharrows (a shared lane pavement marking). Figure 5.2 shows how the bicycle network facilitates travel around and through the site. The bicycle network supports both commuter travel with a quick and direct route to downtown and more leisurely bike rides that take advantage of the waterfront route. Bike lanes and paths will be engineered with applicable codes and guidelines that promote safety as top priority. For example, colored pavement at bicycle boxes, conflict areas, or intersection crossings is encouraged to highlight motor vehicle conflict areas. Provision of additional lane markings or roadway makers is encouraged, in accordance with state and federal regulations.

5.1.4 **PROMOTE SAFETY IN STREET DESIGN.** Streets will be designed and engineered to meet the City's Vision Zero Commitment, a policy to eliminate all traffic related deaths in San Francisco by 2024. The Project will employ best practices in street design to the extent feasible to achieve that goal.

- Subject to SFMTA implementation, low speed limits will be maintained throughout the site, between 15 and 20 miles per hour, as speed has been identified as a major determining factor in the risk of injury or death from a collision.
- The safety of bicyclists and pedestrians, representing the interest and accessibility of all road users, will be emphasized in the engineering and design of the roadway and street network, through features such as sidewalks, bike lanes, traffic calming, and signage.
- Streets will be designed to accommodate multiple modes, including those requiring ADA-accessibility, and street infrastructure will be separated by travel mode where possible and appropriate.
- There may be bulbs-outs, as right-of-way and utilities permit, at crosswalks to minimize crossing distances and improve motorist visibility of pedestrians.
- Motorized traffic will be minimized in the bulk of the site through design of a street network that restricts vehicular streets fronting the waterfront and active core, and location of parking.
- Streets will be designed at the minimum width needed, in order to support reduce speeds and support pedestrian safety.
- Strategies to reduce conflicts between bicyclists and passenger loading and drop-offs will be explored.

5.1.5 **STRATEGICALLY LOCATE OFF-STREET PARKING.** Off-street parking will be strategically located to minimize automobile disruptions to walkability. Specifically, a portion of the off-street parking may be concentrated in parking facilities near the entrance to the site.

5.1.6 **ADEQUATELY ACCOMMODATE FREIGHT LOADING NEEDS.** Large vehicles may need to access to the site on a regular basis, especially trucks conducting freight loading activities for on-site uses. Due to their size, weight, and potential blind spots, trucks may present safety issues for road users such as bicyclists and pedestrians. The D4D provides standards and guidelines that define requirements regarding the supply and design of freight loaded spaces to minimize conflicts between freight loading activates, and transit bicyclists and pedestrians.

Building management will also play a role in managing freight loading activities, maintaining a schedule of expected deliveries and discouraging frequent or high-volume freight loaded during peak traffic periods. If possible, these activities should take place in the late evening or early morning to minimize disruptions.

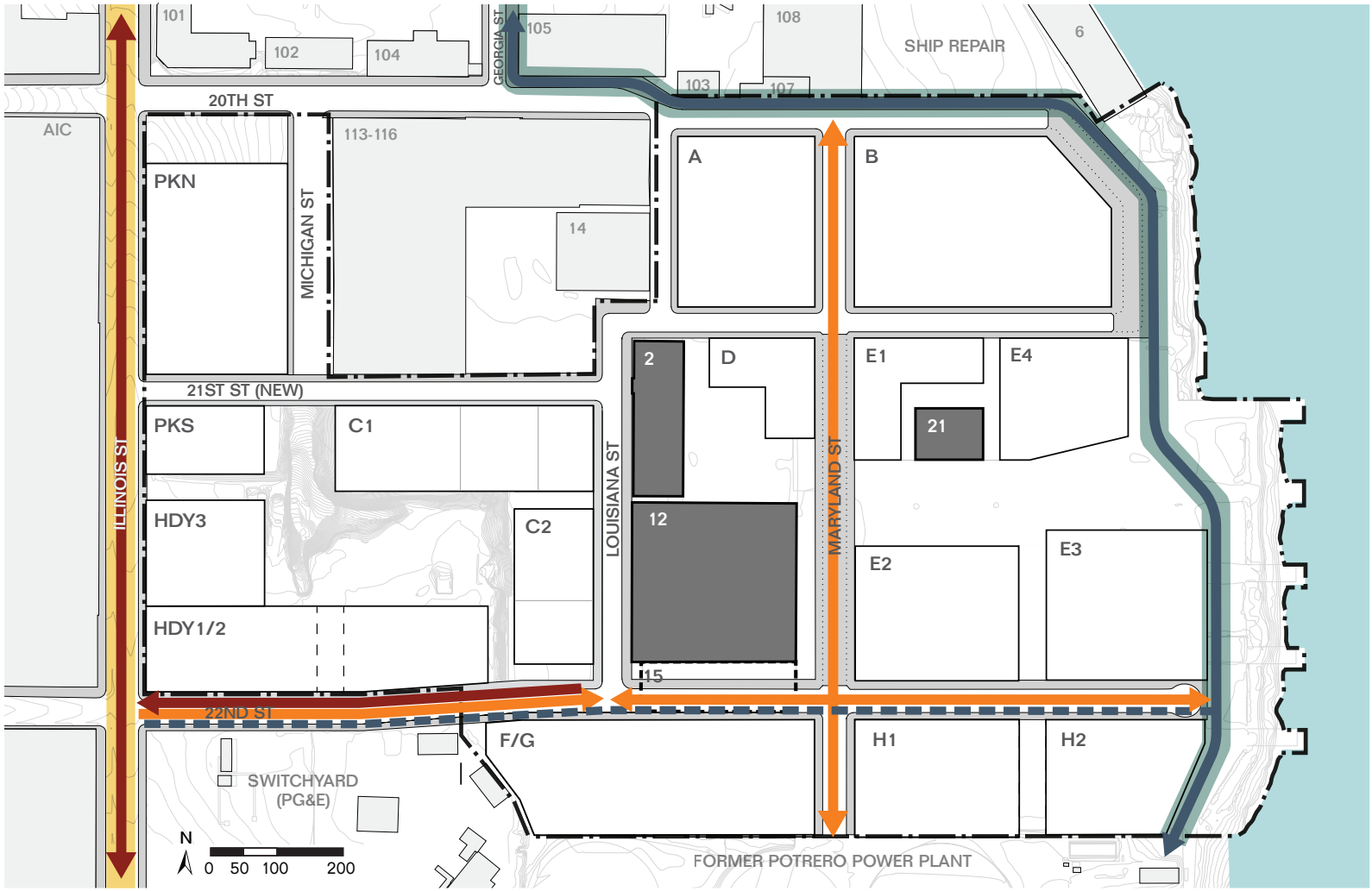


FIGURE 5.2: Bicycle Network

5.2 MOBILITY

Objectives

- Support non-motorized transport and public transit choices and multi-modal connectivity between places.

Targets

- 10% bicycle mode share by full build-out with aspiration to achieve 20% bicycle mode share in the longer-term
- Bike parking spaces provided in excess of Planning Code
- At least one bike-share station on-site

5.2.1 **PRIORITIZE TRANSIT USE.** For trips that cannot be made using non-motorized options, transit is the most efficient and sustainable transportation mode. By accommodating higher vehicle occupancies than private automobiles, transit is a more energy and space efficient means for travel. In addition to the implementation of the shuttle services for enhanced connectivity to regional transit hubs, the site will also provide for the integration of Muni bus service on certain streets such as 22nd Street. In addition, the Transportation Management Agency (TMA) will explore the installation of real-time transit displays and kiosks in selected public spaces or building lobbies to improve the convenience of transit use.

5.2.2 **SUPPORT CARSHARE AS AN ALTERNATIVE TO VEHICLE OWNERSHIP.** Car-share allows motorists to forego owning a private vehicle and instead "rent" or "reserve" a shared vehicle for use when needed (Figure 5.4). Research has indicated that car-sharing can reduce the number of personal vehicles in use. One study found that car-sharing membership caused the average number of vehicles per household to drop from 0.47 to 0.24. Car-share members also typically reduce their vehicle miles traveled by an average of 44% compared to pre-membership.

- San Francisco requires the provision of one or more car-share spaces for residential projects with more than 50 units or for non-residential uses or parking facilities that provide more than 25 parking spaces. Figure 5.3 shows the locations of these spaces.
- The TMA will also explore the designation of on-street car-share spaces based on results of a current SFMTA pilot study that is designating as many as 900 on-street parking spaces as car-share spaces. On-street car-share space would be placed in desirable, visible locations and concentrated near site uses expected to generate the largest share of vehicle trips.

5.2.3 **ESTABLISH A TRANSPORTATION DEMAND MANAGEMENT (TDM) PROGRAM.** A TDM Program will be established to manage the demands on the roadway network, especially from single occupancy vehicles. The TDM program is designed to discourage private automobile use and encourage more sustainable travel choices through incentives and disincentives, investment in alternative transportation options, as well as through education and marketing. Some of the multi-modal services to be provided include:

- A TMA will be established to manage all TDM programs and the TMA will employ an on-site transportation coordinator.
- Access to a shuttle system will be provided to connect workers, residents, and potentially visitors to downtown, BART, and Caltrain. The proposed shuttle service will aim to maximize intermodal coordination with 16th Street BART and 22nd Street Caltrain.
- The TMA will work collaboratively with San Francisco Municipal Transportation Agency (SFMTA) and Motivate to explore securing bike share stations on-site and complementary stations at key transit nodes and destinations, such as Caltrain, T-Third stops, and Mission Bay.
- The TMA will monitor biking, shuttle use, and bike-share to make adjustments in services and amenities, as needed.
- The TMA will provide education and marketing services to ensure residents and workers are aware of alternative transportation options.

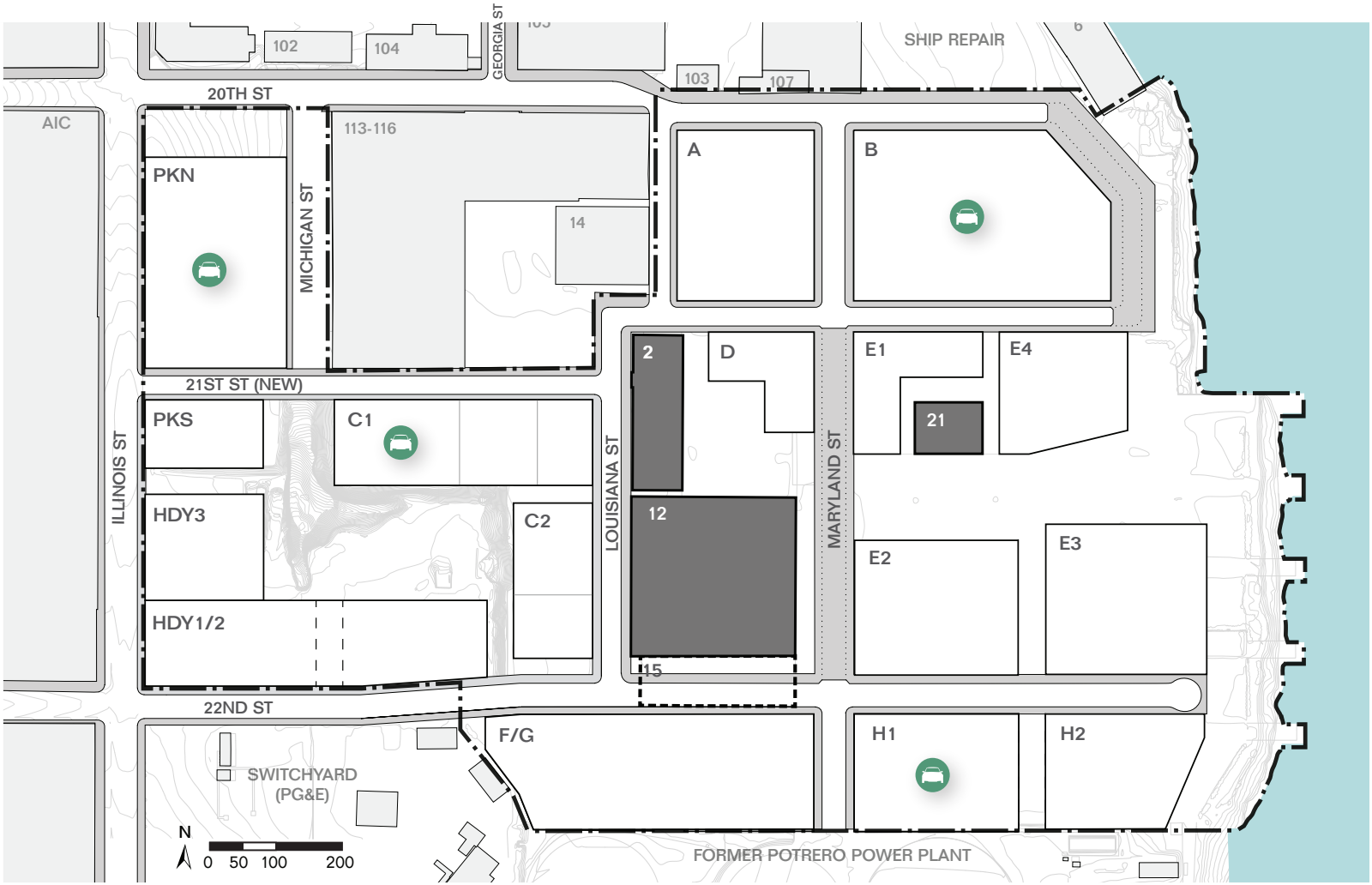


FIGURE 5.3: Illustrative Car-share Parking Location Map

5.2.4 INCLUDE WALKABLE AND BIKEABLE CONNECTIONS TO ADJACENT NEIGHBORHOODS. The Project will also include walkable and bikeable connections to adjacent neighborhoods and key transit nodes. The Blue Greenway is an effort led by the Port to create a network of public spaces and enhanced shoreline access through the Central and Southern Waterfront by improving the San Francisco Bay Trail and creating "Connector Streets" that connect the waterfront with surrounding neighborhoods. 20th Street and 22nd Street will be Connector Streets, enhancing the Project's connections west towards Dogpatch, Potrero Hill, and the Caltrain station at 22nd Street. These Connector Streets will include bike paths, multi-use paths, or sharrows to improve bike connectivity. Figure 5.2. shows the locations of these bicycle routes.

5.2.5 SUPPORT VISITORS CYCLING TO PIER 70 FOR SPECIAL EVENTS AND USE OF PUBLIC SPACES. Pier 70 will support visitor bicycle travel to the site for special events or to enjoy the site's public open spaces through several strategies:

- Space in the public realm will be identified where groups, such as the San Francisco Bicycle Coalition, can host bike valet parking to serve special events.
- Bicycle parking in the public realm will be designed to deter theft and facilitate access. Specifically, bicycle parking in the public realm should meet Class 2 standards and be placed next to major destinations without obstructing pedestrian or other circulation functions. Preferable locations would be well-lit and feature frequent foot traffic to deter theft.
- The TMA will monitor the use of bicycle parking to quickly respond to increases in demand. Bicycle parking is relatively inexpensive and easy to install, so it can be quickly expanded to respond to how many visitors are cycling to the Project.

5.2.6 USE PARKING MANAGEMENT TOOLS TO ENCOURAGE SUSTAINABLE TRANSPORTATION CHOICES. The cost and availability of automobile parking is a key determinant of travel choices. As such, parking availability and pricing will be carefully managed to encourage and support sustainable transportation behavior. Sustainable changes in travel behavior may include shifts to non-motorized modes, transit, or higher occupancy vehicles, thereby reducing air pollution and greenhouse gas emissions and encouraging more efficient use of the road network.

- Parking ratios will be set to 1/1500 gross square feet for new commercial and 0.60 per unit for residential.
- All on-street and off-street parking provided will be appropriately priced, with the pricing scheme varying by type and facility.
- All parking will be unbundled from residential units.
- On-street parking will employ smart parking meters to reduce traffic circling.
- Dedicated parking spaces will be provided for clean air vehicles (zero emissions, carpool/vanpool, and carshare).

FIGURE 5.4: Car-share Parking

FIGURE 5.5: Bicycle Valet Parking for Special Event

5.3 DIGITAL NETWORK

Objectives

- Ensure that best-in-class wired and wireless connectivity is available.
- Promote awareness and enablement of social media and related technology platforms.

Targets

- 100% of residents have access to the internet

FIGURE 5.8: Public Wifi in San Francisco

5.3.1 **EXPLORE PROVIDING FREE WIFI IN THE PROJECT'S PUBLIC SPACES.** The City of San Francisco's #SFWiFi program has a goal of deploying wireless in high-value public spaces within the City. In 2014, the City established #SFWiFi in 32 public parks and the City is continuing to work through various agencies to expand coverage to more areas. The City, through #SFWiFi or other communication providers, will be encouraged to provide free wireless at the Project site.

5.3.2 **EXPLORE INTEGRATION OF FIBER INTO THE INFRASTRUCTURE NETWORK.** The Infrastructure Plan will include provisions for dry utilities and a conduit layout that will allow for best-in-class internet connectivity. In addition, there could be a high-speed network that allows communication between buildings for district-scale building management.

FIGURE 5.7: Realtime Transit Information Outdoor Kiosk

Photo credit: Shae Rocco

6 ECOSYSTEM STEWARDSHIP

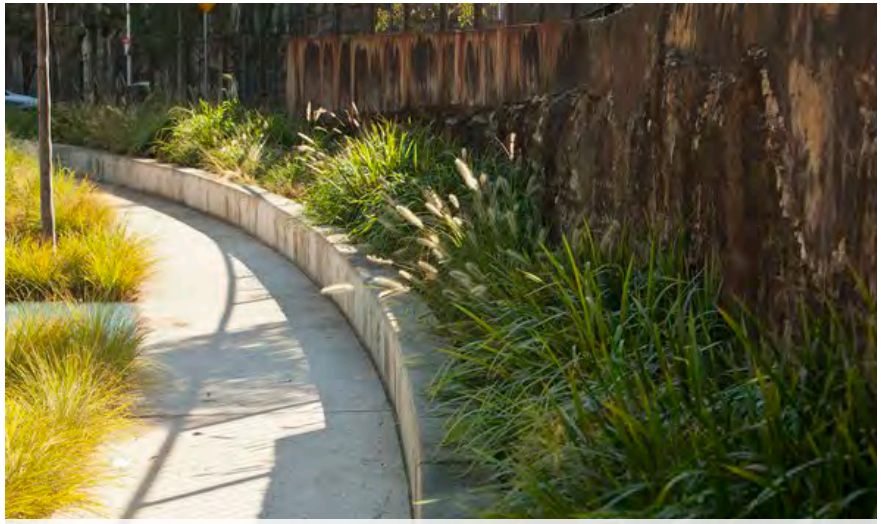
The goal of the Ecosystem Stewardship priority area is to enable and restore healthy ecosystems. The Project will improve the extent and quality of habitat and biodiversity present on the site. Athough the designation as a historic district restricts the amount of type of landscaping on site, the creation of nine acres of new parks and open spaces will result in new habitat for wildlife. Native species will be prioritized throughout the site's plantings. Many special status species have the potential to be found at the site, including birds like the brown pelican and marine mammals such as the harbor seal. The project's location on the Pacific flyway, a migratory bird path, means that open space has the potential to attract migratory birds. Nearby Crane Cove Park will also help to provide habitat connectivity along San Francisco's eastern shoreline.

In addition to providing habitat, new parks will also provide opportunities for the Project's residents and neighbors to connect with nature. Public access to the shoreline will aso be improved, fostering greater connections between San Francisco residents and the Bay ecosystems.

Stormwater runoff will be significantly reduced and managed on-site to prevent pollutants from washing into the Bay and to reduce the Project's impact on the City's sewer system. Stormwater management techniques can also provide co-benefits, such as urban greening, reduced urban heat island effect, and air improved air quality.

Ecosystem Stewardship will be supported through a focus on water quality, habitat health, and connection with nature.

Green Roof



Bioretention Area

Street Planters

Permeable Pavers

FIGURE 6.1: Illustrative Stormwater Management Strategies

6.1 WATER QUALITY

Objectives

- Manage stormwater runoff on-site to protect Bay water quality.

Targets

- 25% reduction in stormwater runoff rate and volume for the 2-year 24-hour design storm for building parcels
- 40% reduction in stormwater runoff rate and 10% reduction in volume for the 2-year 24-hour design storm for open space and right-of-way areas
- At full buildout, green roofs on 50% of buildings (excluding historic buildings and can include residential amenity space)

Strategies

6.1.1 **MANAGE STORMWATER.** The Project is located within a combined sewer area, where stormwater is treated at a plant downstream. The project is required to reduce the rate and volume of stormwater runoff during the design-level event in accordance with the San Francisco Stormwater Management Requirements and Design Guidelines (SMR). This can be achieved through a variety of best management practices (BMPs), including storage, local treatment for reuse, and green infrastructure, where feasible, to manage runoff from across the site, including streetscape areas. Due to the industrial heritage of the site, one challenge is the limited permeability of the soils. As a result, detention, such as structural soil cells, cisterns or underground storage vaults, will be used to manage stormwater as required prior to release. Green infrastructure technology, including rain gardens and bio-retention in lawn, meadow, and plaza areas, may be utilized where appropriate.

6.1.2 **REUSE STORMWATER.** As part of compliance with the Non-potable Water Ordinance (Ordinance No. 195-12), stormwater will be collected and used for non-potable applications (see 7.3.3). In a scenario in which water is treated building-by-building, rainwater may be collected and treated and used as a source of non-potable water. In a scenario in which water is treated at a district plant, stormwater, among other sources, would be treated and reused for non-potable applications. This strategy will help reduce the Project's impact on the City's sewer system.

6.1.3 **REDUCE IMPERVIOUS AREA.** Throughout the site, parks and open space will incorporate natural, vegetated areas and use a low impact development (LID) approach. Furthermore, in line with the 2011 San Francisco Better Streets Plan, streets and sidewalks will be designed with innovative methods for reducing stormwater runoff, as possible. A combination of pervious paving, street trees, and bioretention planters can serve to decrease the impervious area within streetscapes. Opportunity sites for these features will be corner and midblock bulb-outs, sidewalk planters, and plazas.

6.1.4 **EXPLORE STRATEGIES TO MAXIMIZE GREEN ROOFS.** Green roofs are one of the stormwater control strategies promoted by the 2016 San Francisco SMR as well as a way for non-commercial buildings to earn points towards their required LEED Gold, or better, certification. In 2016, legislation was passed to include living roofs as part of the "Better Roofs Requirements" under the Planning Code and Green Building Code. Vertical developers will consider dedicating a portion of their rooftops to green roofs as a way to meet these requirements.

The City's Living Roof Manual is a resource for policy, design, construction, and maintenance issues associated with green roofs. In addition to promoting rainwater capture and reducing stormwater runoff, green roofs can double as usable public open space, improve air quality, and reduce building energy requirements. These and other green roof benefits can be used to leverage financial support, such as the San Francisco Property Assessed Clean Energy Program (PACE), which offers low rate loans with longer payback periods for commercial property owners to install green roofs.

6.1.5 **EXPLORE STRATEGIES TO DEVELOP PORTIONS OF THE WATER'S EDGE WITH SOFT, GREEN EDGES.** Strategies for the water's edge that blend the site's more recent industrial character with the historical nature of the shoreline will be evaluated. Open space will be coupled with LID technologies such as planted retention swales and tree wells. With the eventual redevelopment of the adjacent former Potrero Power Plant site to the south, the Project's shoreline could serve as the beginnings of a habitat corridor that will extend southwards alongside the Bay Trail. Where appropriate from a coastal engineering and geotechnical perspective, shoreline materials that are not rip-rap will be encouraged.

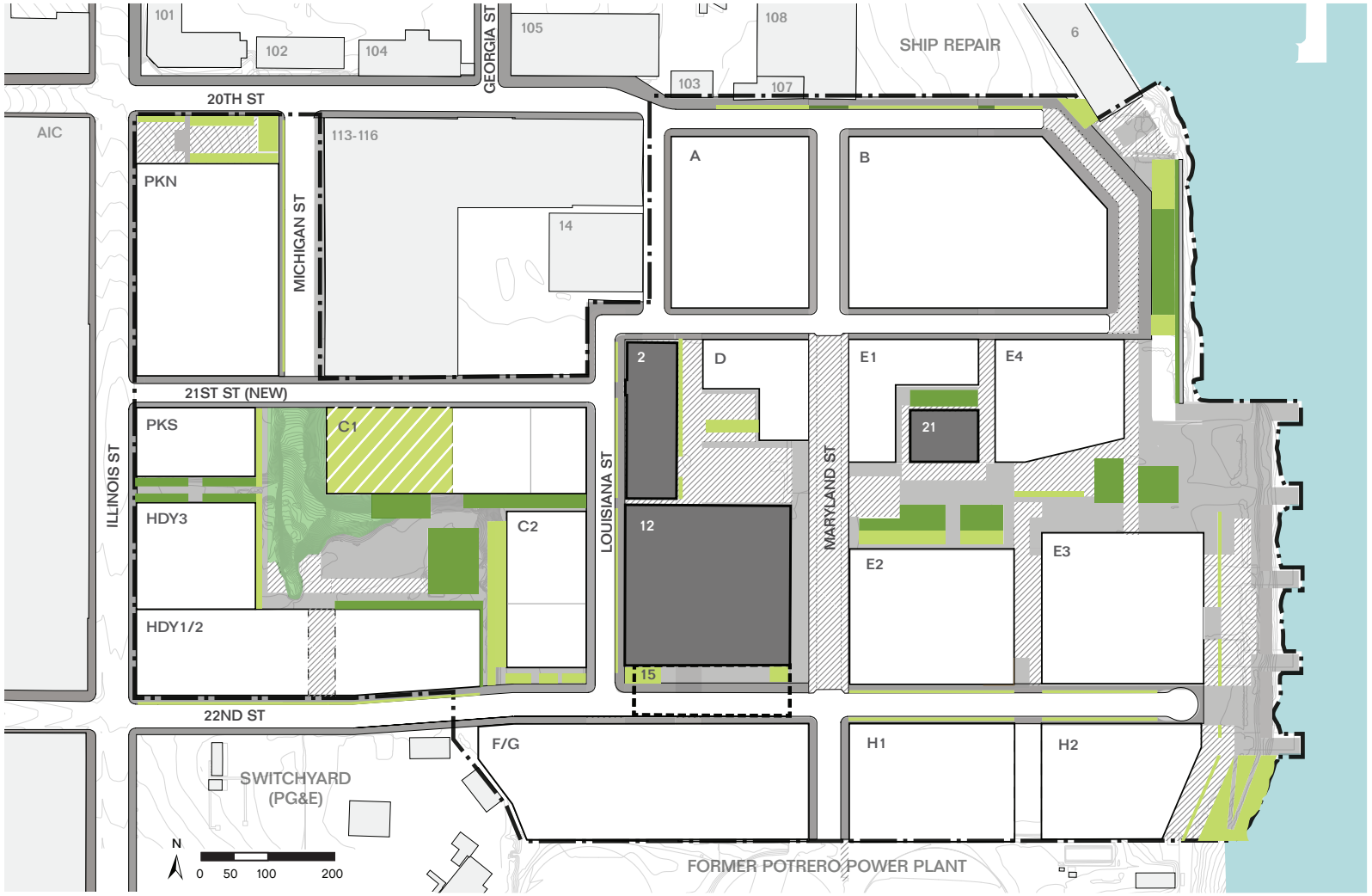


FIGURE 6.2: Illustrative Stormwater Management Plan

6.2 HABITAT HEALTH

Objectives

- Enhance the quality and functions of habitat to support biodiversity.

Targets

- Nine acres of new parks and open space

6.2.1 **CREATE NEW HABITAT WITHIN NINE ACRES OF PARKS AND OPEN SPACES.** The Project will transform once industrial and underutilized sites with significant asphalt coverage into a community with nine acres of new parks and open spaces. Some of the new park space will contribute to the creation of habitat that supports increased biodiversity. Figure 6.3 illustrates the vegetation types that will be added to the site. The new open spaces will include a continuous waterfront park extending the full length of the site, which provides increased habitat connectivity in the area.

6.2.2 **PROVIDE NEW STREET TREES.** The site currently has very few trees. Redevelopment will increase and enhance street tree coverage in a way that complements the site's industrial heritage, adds new habitat areas (tree clusters), and connects via green corridors to habitats beyond the site. The goal is to have healthy street trees throughout the site and tree spacing will depend on size and species. The site will also include small groves in the public open space, which will also improve habitat. Street trees will not be planted along every block in order to preserve the historic industrial character of some streets and overall compatibility with the Union Iron Works Historic District. Figure 6.3 illustrates the placement of street trees on the site.

6.2.3 **ENCOURAGE ENVIRONMENTALLY FRIENDLY LANDSCAPE MAINTENANCE STANDARDS.** Landscaping chemicals, such as pesticides and herbicides, can negatively impact water quality, local wildlife, and human health. Future park maintenance will explore environmentally friendly landscape maintenance standards, such as using low-toxicity pesticides and herbicides only when non-chemical control has proven ineffective or infeasible in accordance with the City's Integrated Pest Management Program.

6.2.4 **MANAGE LIGHTING LEVELS.** Light pollution, which refers to the alteration of light levels in the outdoor environment due to man-made sources of light, can disrupt ecosystems. The Project will include managed lighting levels that provide adequate lighting for external facilities and activities while limiting light pollution. This will increase opportunities for clear viewing starlit skies while also meeting SFPUC lighting requirements. In addition, building mounted luminaries will be designed to minimize glare, which is critical for occupant comfort and safety.

6.2.5 **USE BIRD-SAFE DESIGN FEATURES, WHERE APPLICABLE.** The Project is located on the pacific flyway, a migratory bird flight path. Building windows can pose a threat to birds as they cannot see the glass (or see a reflection of sky or landscape) and collide with the glass. Bird-safe glass uses acid etching or other technologies to make the glass visible to birds while remaining transparent to humans. All new façades shall be subject to the City-wide Bird-Safe Buildings ordinance. As shown in Figure 6.5, Bird-Safe "location-related hazards" shall apply to façades fronting Irish Hill Playground and façades within 300 feet of the Bay that face the water.

FIGURE 6.3 Street Trees and Vegetation

6.2.6 PRIORITIZE NATIVE SPECIES, MINIMIZE WATER USE, AND INCREASE BIODIVERSITY IN PLANTINGS.

The D4D defines an approved list of plants that prioritizes native species, minimizes water use, and increases the biodiversity of the post-industrial site. The combination of trees, grasses, and herbaceous perennials approved for the site will provide high quality habitat for birds and insects. Street trees meet approved species defined by SF Department of Public Works and Friends of the Urban Forest. Figure 6.4 provides examples of native species approved for the site. SFplantfinder.org is a resource that residents and others can use to find plants that are adapted to the San Francisco's unique climate and habitats.

6.2.7 MAINTAIN A SIGNIFICANT PORTION OF THE IRISH HILL REMNANT AS HABITAT.

Irish Hill is a serpentine outcrop that has been significantly excavated over the decades. Although not much is left of the original hill, what remains provides habitat in an urban and industrial area. While the land directly adjacent to the Irish Hill remnant is appropriate for a children's playground facility, a portion of Irish Hill itself should be preserved as a natural area.

Switch Grass
Panicum virgatum

Purple Needlegrass
Stipa pulchra

Germander Sage
Salvia chamaedryoides

Wild Bergamot
Monarda bradburiana

California Oat Grass
Danthonia

Torch Aloe
Aloe arborescens

Blazing Star
Liatris spicata

Wavy Hair Grass
Deschampsia flexuosa

Lavender
Lavandula 'Goodwin Creek Grey'

Cardinal Flower
Lobelia cardinalis

Wild Rye
Elymus

Purple Aster
Symphyotrichum puniceum

Fennel
Foeniculum vulgare

Yarrow
Achillea millefolium

FIGURE 6.4: Native, Low-Water Use Landscape Species

6.3 CONNECTION WITH NATURE

Objectives

- Integrate open spaces in the built environment as resources for water and habitat management, passive recreation, and ecosystem education.

Targets

- Over 1,000 feet of public shoreline.

Strategies

6.3.1 **INTEGRATE A DIVERSE RANGE OF OPEN SPACES INTO THE SITE.** Nine acres of new parks and open spaces will be created such that all workers and residents will have a park or open space within 1/8 of mile of their building. Open spaces will be of different sizes and styles to accommodate a diverse user group. There will be a mix of greenscapes and hardscapes, including rooftop. These parks give workers, residents, and visitors ample opportunity to easily access nature and the outdoors.

6.3.2 **MAXIMIZE PUBLIC ACCESS TO THE SHORELINE.** The shoreline will be designed to maximize public access, allowing the site's users to experience the unique bay habitat under current conditions and to the extent feasible as sea levels rise. The waters edge will also be designed in a way that encourages social interaction, potentially including ecosystem education activities. Figures 6.7 and 6.8 illustrate shoreline design that maximizes public access and social interaction.

6.3.3 **EXPLORE ESTABLISHING A "FRIENDS OF PIER 70" ORGANIZATION TO SUPPORT STEWARDSHIP OF OPEN SPACES.** The establishment of a non-profit organization comprised of neighbors and other stakeholders devoted to the parks and open spaces of Pier 70 will be explored. Such an organization could support ecosystem education activities, events programming, and maintenance and improvements to parks and open spaces.

FIGURE 6.6: Illustrative Sloped and Stepped Shoreline Edges to Maximize Public Access

7 CLIMATE PROTECTION + RESOURCE EFFICIENCY

In San Francisco, approximately 50% of GHG emissions are associated with energy use in residential and commercial buildings.[6] Intelligent building design that integrates energy conservation through high performance building envelopes, passive design strategies, and the use of efficient equipment will reduce energy consumption at the Project. The Project will also seek to maximize opportunities for efficient use of energy through innovative district energy strategies. Improved energy performance will provide benefits that include lower utility bills for residents and businesses and enhanced occupant comfort. What electricity demand remains will be met with GHG-free electricity from San Francisco Public Utility Commission's (SFPUC) Hetch Hetchy power system, which is powered by hydroelectric, biomass, and solar photovoltaic (PV) arrays.

The Project will also support the efficient use of resources. Water efficiency will be promoted with fixtures and appliances, native plants in landscaping, and on-site water treatment and re-use. Efficient use of materials will be promoted through the use of regionally-sourced materials, and recycled or reclaimed materials. Finally, household and commercial waste will be reduced with innovative infrastructure and programs. The City is already a leader in waste diversion and created the nation's first curb-side composting program. The City has a goal of zero waste, as methane, which is produced as waste decomposes, is the most potent greenhouse gas.[6]

Climate Protection and Resource Efficiency will be supported through a focus on energy, resources, climate resilience, water efficiency, and solid waste management. Strategies that reduce emissions from the transportation section are described in Chapter 5.

[6] City and County of San Francisco Department of the Environment, "San Francisco Climate Action Strategy." 2013 Update.

7.1 ENERGY

Objectives

- Reduce greenhouse gas emissions from energy use through high efficiency buildings and use of renewable energy.

Targets

- Exceedance of Title 24 Part 6 Building Energy Code
- At least LEED Gold achieved for commercial and LEED Silver achieved or residential buildings (or standard required at the time of permitting)
- 100% of electricity is from renewable sources
- On-site renewable energy generation with production capacity of at least 5% of the project's annual electrical and thermal energy cost
- 15-30% of roof area dedicated to solar, living roofs, or a combination of both
- 100% efficient (LED) outdoor building and street lighting
- 100% of businesses San Francisco Green Business Certified

Strategies

7.1.1 **ALL BUILDINGS WILL MEET SAN FRANCISCO GREEN BUILDING CODE.** All buildings will meet San Francisco Green Building Ordinance (Building Code 13C), which sets stringent standards for building energy performance and whole-building sustainability. The Code requires that all new buildings must meet Title 24 performance standard and achieve LEED Gold for commercial and LEED Silver for residential. The Project will meet or exceed these requirements by implementing low-energy design strategies and conservation practices that may include (but not limited to):

- High-performance building envelopes (e.g. increased insulation, energy-efficient glazing)
- Optimized low energy lighting and controls
- Daylighting techniques
- High-efficiency HVAC equipment
- Whole-building system commissioning
- Natural ventilation (where appropriate)
- EnergyStar appliances (where available)

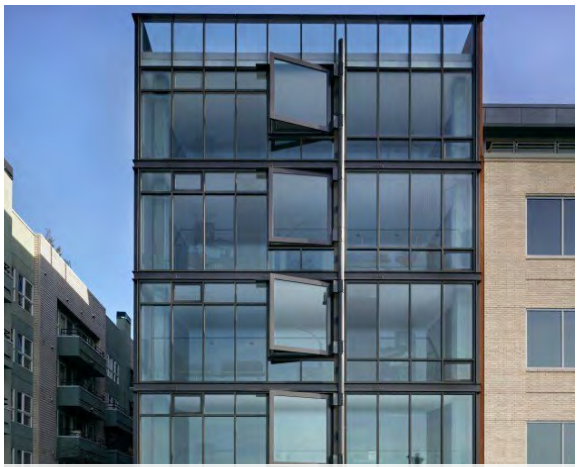
7.1.2 **EXPLORE THE USE OF PASSIVE DESIGN STRATEGIES WHERE BUILDING FLOOR PLATES ALLOW.** The climate in San Francisco is ideally suited to take advantage of passive design strategies to reduce energy use and operational costs. The site was designed to maximize optimal building orientation within the site constraints such that floor plates and architecture can be designed to maximize energy efficiency and user comfort through passive design strategies, such as:

- Natural ventilation to reduce cooling demand in residential rental units
- Daylighting design and controls
- External shading and green roofs to reduce unwanted solar heat gain
- Minimization of vertical fenestration area

7.1.3 **INSTALL HIGH ENERGY EFFICIENT STREET LIGHTING.** A contributor to a development's energy demand is from public realm lighting. SFPUC requires the use of high efficiency LEDs in new street lights. In addition, the use advanced controls will be encouraged, to the extent allowed by SFPUC lighting standards. The controls allow the programming of each fixture individually to brighten areas when more light is needed or to dim them when it is not. Street lights that couple with EV charging for cars and/or electric bikes will also be explored. Buildings will also use high efficiency outdoor lighting, such as LEDs.

Vertical Shading Louvers

Daylighting



Energy-Efficient Windows and Natural Ventilation

Reflective Roof

Rooftop Solar

Green Roof

FIGURE 7.1: Passive and Active Design Strategies

7.1.4 **EXPLORE THE USE OF A DISTRICT HEATING AND COOLING SYSTEM.** In the correct setting, centralizing energy systems can increase a development's energy efficiency, resiliency, and reliability. The potential for a holistic site-wide district energy system will be investigated to determine if an effective strategy can be developed in San Francisco's mild climate.

One identified strategy potentially suited to the site would involve the installation of a thermal distribution network where building heating and cooling systems of each building would be linked together via a single, site-wide shared heat loop. A single central plant would circulate water through the loop to buildings via a pipe distribution network located under sidewalks. To maintain the loop water temperature in the desired range, a central plant (located in the basement of a building on Parcel C1) would house natural-gas fired boilers to add heat and have adjacent cooling towers to reject excess heat. A single consolidated plant allows more efficient equipment to be utilized compared to individual boilers and cooling towers in each building.

The loop would also allow buildings to meet their conditioning demands more efficiently by taking advantage of the improved performance of heat pumps with a water source reservoir (the heat loop), which would be closer to the desired building temperature than the outside air.

The system's efficiency is further improved by the 'sharing' of energy. Buildings that require cooling would reject heat into a water loop (rather than into the air, through cooling towers). Buildings that require heat would remove heat from the loop. The net impact of this sharing is a reduced load on the central plant. The switch from individual boilers in each building to a centralized plant and heat pumps as primary heating and cooling source would facilitate the reduction of fossil fuel use. Figure 7.2 illustrates the conceptual routing of the district energy loop system.

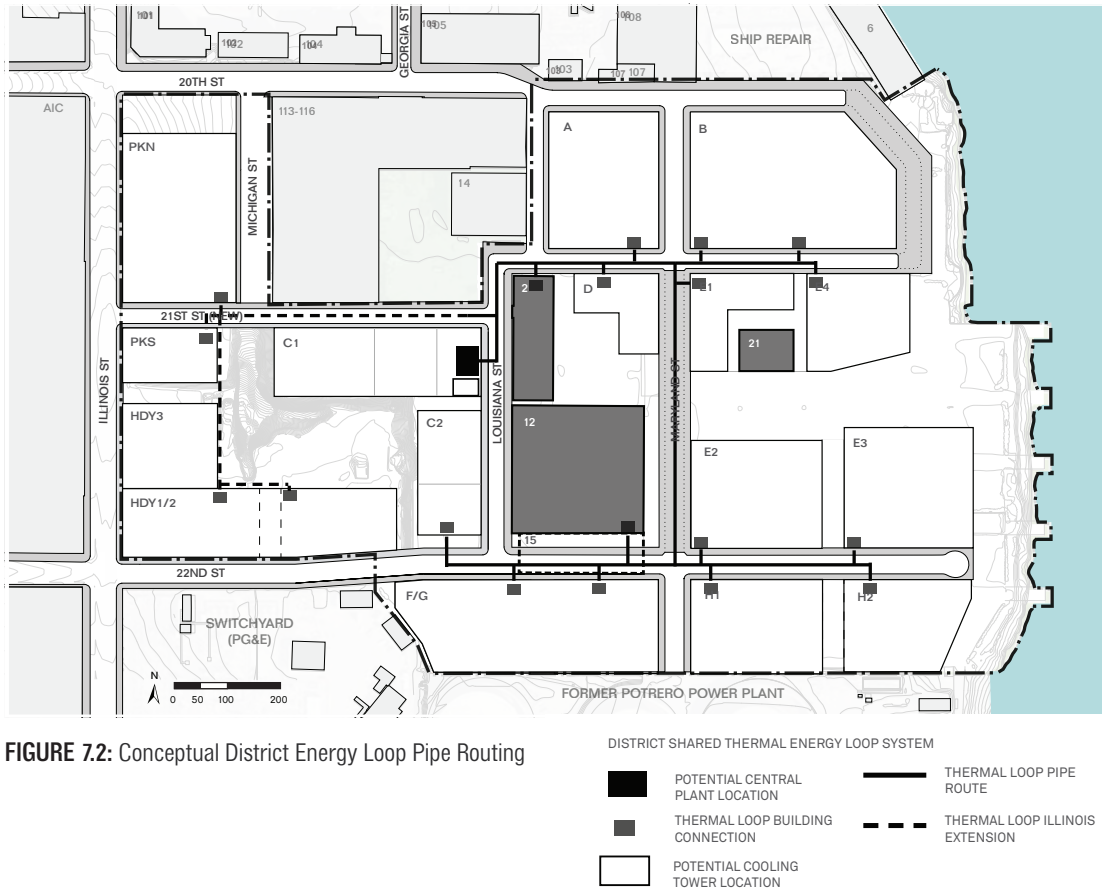


FIGURE 7.2: Conceptual District Energy Loop Pipe Routing

7.1.5 **INSTALL PV ON AVAILABLE ROOFTOP AREAS.** Renewable electricity use will be incorporated into the Project as part of creating a low-carbon development. Across the project, up to 600,000 square feet of un-shaded roof area has been identified as having the potential for solar PV, as shown in Figure 7.3 (in a mid-point density scenario). If the site's solar PV potential were maximized and 70% of the un-shaded roof areas were devoted to PV, the Project could produce up to 6 MWp, which would offset 25% of total energy costs.

As of 2016, San Francisco passed Better Roof Requirements for Renewable Energy, requiring the installation of solar PV or solar thermal, equal in area to the "Solar Ready Zone" (15% of roof area). The installation of solar PV on 15% of roof area would offset over 5% of the Project's total energy costs.

The installation of any solar arrays will be coordinated with the green-roof strategy and other competing roof area requirements in order to develop the optimal strategy for the Project.

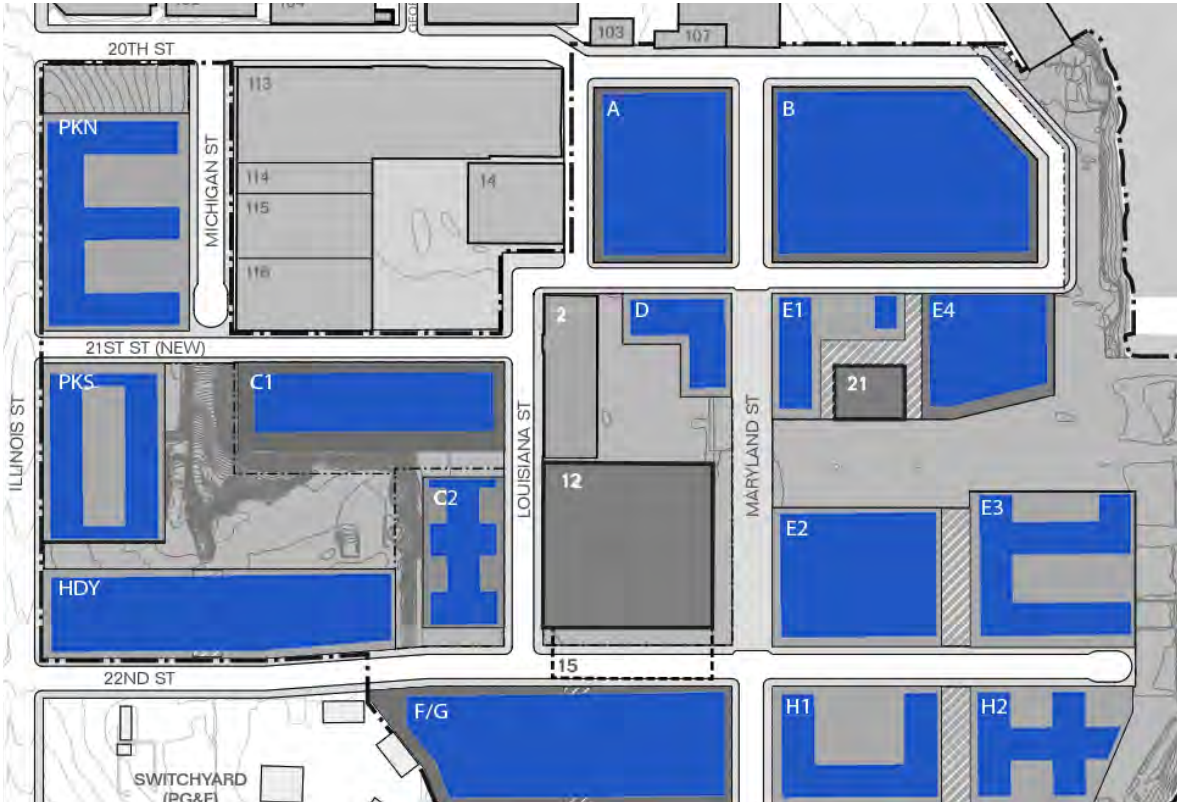


FIGURE 7.3: Potential Solar PV Locations
Note: Analysis in process of updating

The blue area represents the unshaded roof area that is suitable for PV. It was assumed that up to 70% of the total roof area would be available for PV due to maintenance access and other rooftop space requirements.

7.1.6 **EXPLORE THE USE OF A MICROGRID.** While the district heating and cooling system described in strategy 7.1.4, could increase thermal energy efficiency, a microgrid is also being explored as a way to increase the efficiency and resilience of electricity use. The solar PV arrays located on various rooftops could be interconnected via a community microgrid that serves as a site-wide distribution network capable of balancing captive supply and demand resources to maintain stable service within the Project. Microgrids combine various distributed energy resources — such as whole-building energy efficiency improvements, solar photovoltaics, other clean generation such as fuel cells, battery storage, and localized smart energy management technologies - to form a whole system that's greater than its parts.

A microgrid can lower energy costs, improve system response time, boost resilience and reliability, and reduce pollution. In addition, the use of local sources of energy to serve local loads helps reduce energy losses in transmission and distribution, further increasing efficiency of the electric delivery system. The microgrid can be backed up by the local public utility grid and would not necessarily supply all of the demand from the Project.

7.1.7 **EXPLORE THE INSTALLATION OF SOLAR THERMAL HOT WATER SYSTEMS.** Solar thermal energy is a technology for harnessing solar energy for thermal energy (heat). Solar thermal collectors are usually flat plates used for preheating water for residential and commercial use. The fluid heated by the collectors is then pumped through heat exchangers to provide heat for domestic hot water. As described in strategy 7.1.5„ a combination of solar PV and solar thermal energy may be used to meet San Francisco's Better Roofs Requirement for Renewable Energy.

Water heating is estimated to account for 14% to 25% of the energy consumed in a typical residential house; a solar thermal system can offset up to 60% of this with suitable storage. However, the contribution of solar thermal to offset the Project's total energy costs is limited by the domestic hot water demand. As such, it is estimated that solar thermal could offset up to 1.3% of energy costs, which would require 45,000 square feet of panels.

7.1.8 **EMPLOY ENERGY MANAGEMENT MONITORING.** The monitoring of energy usage provides building operators and/or tenants with tools to visualize energy use and receive feedback on operating practices. Monitoring systems identify excessive energy use, whether that be from equipment malfunctions or unwanted user behaviors. Effective management and control systems allow these issues to be solved, reducing energy consumption, cost, and greenhouse gas emissions. Building energy use data to help building managers operate their buildings to best in class performance levels and consider the installation of smart meters for tenants to engage in energy conservation.
As a new community, the Project has the opportunity to install 'smart' electrical distribution infrastructure and building control equipment to help optimize the integration between energy supply infrastructure and demand. A smart grid would offer the ability to affect demand by reducing the amount of energy used during peak hours and budget account billing. As a smart grid is at the utility scale, the local power provider will ultimately dictate the system design.

7.1.9 **EXPLORE PARTICIPATION IN RESIDENTIAL ENERGY PROGRAMS, INCLUDING CHALLENGES OR COMPETITIONS.** Programs that achieve reductions in energy use through resident behavioral changes will be explored through partnerships with utility-based or other programs. Challenges and competitions are one way to achieve lasting behavioral change.

7.1.10 **FACILITATE COMMERCIAL TENANT ACHIEVEMENT OF THE SAN FRANCISCO GREEN BUSINESS CERTIFICATION.** While businesses will be occupying buildings that achieve the highest standards in sustainable design, the Project will also help ensure that businesses are using sustainable operating practices. The San Francisco Green Business Program helps San Francisco businesses adopt environmental practices that are sustainable as well as profitable and recognizes businesses for their efforts. Using materials developed by the program, future developers will provide "new tenant" guidelines and orientation materials that facilitate commercial tenant achievement of the San Francisco's Green Business Certification.

7.1.11 **USE ELECTRICITY GENERATED WITHOUT GREENHOUSE EMISSIONS.** All of the strategies described above will help to reduce the Project's use of electricity from the grid. For the remaining electricity demand, Pier 70 will be powered with electricity from the SFPUC, which is generated without producing GHGs, as the supply is 91% Hetch Hetchy hydroelectric and 9% other renewables, such as wind (4%) and solar (1%).

ENERGY DEMAND REDUCTION MEASURES

Demand reduction numbers are based on high level calculations of industry standards and regional context. Additive effects have been taken into account.

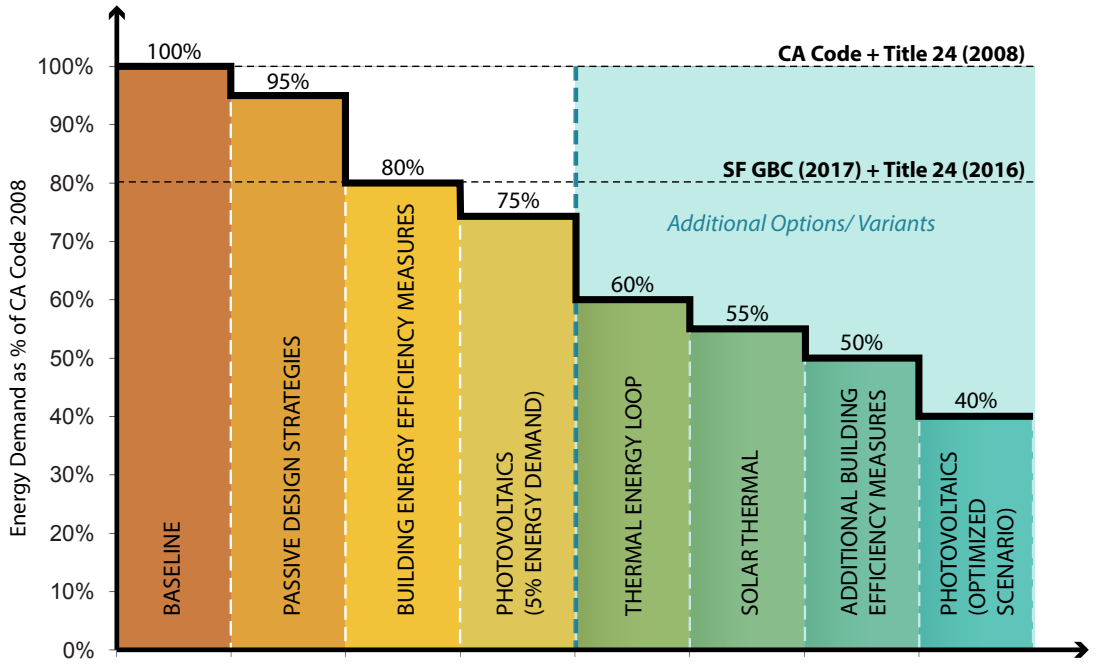


FIGURE 7.4: Energy Step Chart Demonstrating Demand Reduction Measures

7.2 RESOURCES

Objectives

- Reduce resource use through encouraging the use of locally-manufactured, renewable, and recycled products and materials.

Targets

- 100% of new buildings have a lifecycle assessment completed per LEED credit Building Life Cycle Impact Reduction

Strategies

7.2.1 **DESIGN COMMERCIAL BUILDINGS TO BE FLEXIBLE FOR A RANGE OF FUTURE USES.** Commercial buildings will be designed to be flexible for a range of future uses in order to maximize opportunity for use without major refurbishment. This can drastically reduce the energy and materials use associated with the construction and renovation over the life of the building. Some buildings will be designed to allow for multiple building uses even within a 24-hour period. This will also serve to activate commercial areas of the site beyond typical office hours.

7.2.2 **USE REGIONAL MATERIALS, TO THE EXTENT FEASIBLE.** Builders and contractors will seek to source building materials from within 300 miles of the site, to the maximum extent feasible. The use of regionally-sourced materials reduces the impact of long transport, such as greenhouse gas emissions and other pollutants, and support local economies.

7.2.3 **EXPLORE THE USE OF RECYCLED, SALVAGED, OR RECLAIMED MATERIALS.** Future developers will explore the use of recycled materials, especially for the public realm where recycled plastics may be used to replace virgin plastics. Existing structures on the site will provide ample opportunity to explore the use of salvaged or reclaimed materials. The use of recycled materials and products, including existing materials on site, reduces demand for virgin materials, thus decreasing the carbon emissions and environmental degradation associated with their extraction and processing.

7.2.4 **EXPLORE THE USE OF RAPIDLY RENEWABLE MATERIALS.** Builders and contractors will explore the use of rapidly renewable materials (within 10 years) for buildings and the public realm, including bamboo flooring and veneers, cork flooring, wool carpeting, or agrifiber casework. Rapidly renewable materials help avoid the depletion of stocks of non-renewable or slowly renewing resources.

7.2.5 **SOURCE FOREST STEWARDSHIP COUNCIL (FSC) CERTIFIED WOOD, TO THE EXTENT FEASIBLE.** For non-reclaimed wood used in buildings (except wood frame residential) and the public realm, builders and contractors will source FSC certified wood to the maximum extent feasible. FSC certification ensures that products come from well managed forests that provide environmental, social, and economic benefits.

7.2.6 **SELECT MATERIALS/PRODUCTS WITH PREFERABLE LIFE-CYCLE IMPACTS.** Environmental Product Declaration (EPDs) and Health Product Declaration (HPDs) provide independent verification and transparency so that the environmental and health performance of materials/products can be evaluated. These declarations help to minimize the use and generation of harmful substances and reward manufacturers who produce materials/products verified to have improved life-cycle impacts. Developers will be encouraged to review EPDs and HPDs in order to select materials/products with preferable life-cycle impacts.

FIGURE 7.5: Illustrative Use of Salvaged Materials

7.3 CLIMATE RESILIENCE

Objectives

- Design the site to be resilient to a changing climate, including higher temperatures and sea level rise.

Targets

- 12% reduction in hardscape surfaces from current conditions
- All of the Project is functional even by 2100 projected sea level rise + coastal storm

7.3.1 **MITIGATE THE URBAN HEAT ISLAND EFFECT, BY INCORPORATING GREEN AND COOL ROOFS, LIGHT COLORED PAVEMENTS, AND URBAN GREENING, TO THE EXTENT FEASIBLE.** Air temperatures at the site are currently mitigated by Bay breezes, but average annual and peak temperatures are projected to increase over time due to climate change. The Project is also located in one of the warmest areas of the city. In addition, temperatures in urban areas can be up to 2° F to 5° F hotter than their rural surroundings as hard and dark surfaces like pavements and roofs absorbs solar radiation, heating the surfaces and the surrounding air. This urban heat island effect can impact communities through higher energy costs, poorer air quality, and heat-related illnesses.

The Project will help mitigate the urban heat island effect through the following strategies:

- Incorporating natural, vegetated areas into open space and within streetscapes to reduce the total hardscape surfaces (usually dark in color).
- Promoting light-reflecting surfaces in paving and roofs. Figure 7.6 shows examples of light reflecting paving surfaces.
- Identifying key building facades for green walls, as appropriate.

FIGURE 7.6: Light Reflecting Paving Surfaces

7.3.2 **MANAGE SEA LEVEL RISE RISKS BY ELEVATING BUILDINGS, FACILITIES, AND THE BAY TRAIL.** While the Project's location adjacent to the Bay waterfront provides beautiful views and is an amenity, it also poses risks due to sea level rise and storm events. These risks will be appropriately managed with several measures in accordance with BCDC and City standards and guidance, including elevating buildings and immovable facilities high enough such that adaptations would not be necessary even for conservative estimates of end-of-century sea level rise.

The Bay Trail and proposed open space viewing platforms will be elevated such that adaptations would not be necessary over the next 20 to 30 years. After that, only minor adaptations would be needed to ensure the amenities would function as designed until about 2070. For sea levels beyond 2070, modest adaptations would be needed to address storm waves, while keeping the amenities in the same location.

7.3.3 **DESIGN THE SHORELINE TO ACCOMMODATE SEA LEVEL RISE AND STORM EVENTS.** The shoreline will be designed with terracing and natural buffers that will help accommodate both gradual sea level rise and wave run-up during storm events.

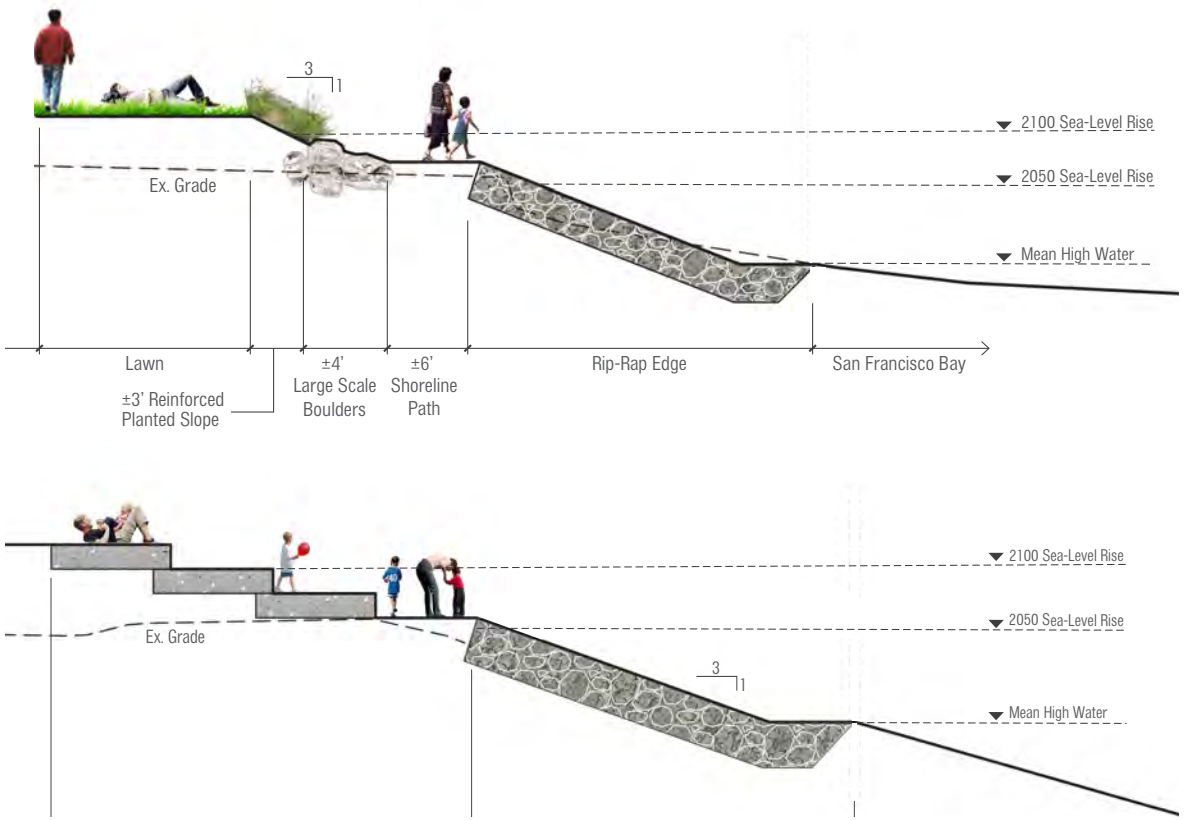


FIGURE 7.7: Shoreline Sections with Natural Buffers and Terracing to Accommodate Sea Level Rise.

7.4 WATER EFFICIENCY

Objectives

- Reduce potable water demand by reusing treated greywater and/or wastewater and through water efficient building design.

Targets

- 40% less potable water consumed in fixtures compared to baseline standards
- 100% of non-potable demands met through alternative water resources, consistent with Health Code 12C

Strategies

7.4.1 **USE WATER EFFICIENT FIXTURES AND APPLIANCES.** The general approach to sustainable infrastructure is to first minimize the demand on resources and then ensure an adequate and sustainable supply. Accordingly, all buildings, historic and new, will be required to meet or exceed the City LEED standards specified in the San Francisco Green Building Code. This includes the installation of water efficient fixtures (shower heads, low-flow or dual flush toilets, low water use laundry and dishwashing facilities) and cooling systems.

7.4.2 **PRIORITIZE NATIVE AND DROUGHT-RESISTANT PLANTS.** To reduce water demand, emphasis will be placed on native plants that thrive on relatively low levels of water. For the landscape-based stormwater facilities, selected plants will be both drought-resistant and water-tolerant. Specifically, deep-rooted plantings or Mediterranean plants that are detailed in the 2010 San Francisco Stormwater Design Guidelines Vegetation Palette. When irrigation is necessary, efficient low-flow systems will be used. For example, smart, real-time, controllers will be installed to minimize irrigation by using weather data to adjust irrigation schedules. In addition, all irrigation demand will be met with non-potable water.

7.4.3 **INSTALL ON-SITE ALTERNATIVE WATER TREATMENT AND REUSE SYSTEM.** In September 2012, the City adopted the Non-potable Water Ordinance (No. 195-12), which allows for the collection, treatment and use of alternative water sources for non-potable applications. As of November 2016, all new developments with 250,000 square feet or more of gross floor area be constructed, maintained and operated using alternative water sources for toilet flushing and irrigation. Project-wide, new construction buildings (excluding affordable housing and parking structure) will need to comply with the Non-potable Water Ordinance.

Accordingly, on-site alternative water treatment and reuse will be implemented. In addition, a district-scale approach with centrally located wastewater treatment facilities to treat wastewater or graywater for non-potable reuse will be explored. Collected wastewater will be treated to meet the water quality criteria as set forth by the California Code of Regulations (CCR), Title 22, division 4, chapter 3 (Title 22).

On-site wastewater treatment facilities will collect wastewater through the mandated network of dual-plumbing within the buildings. Treated wastewater will be used for non-potable demands including toilet flushing and landscape irrigation. Opportunities to use non-potable water for cooling towers in order to reduce potable water usage will be explored. Wastewater flow in excess of the non-potable demand would be discharged to the municipal sewer. The wastewater treatment facilities will be installed with each development phase and in conjunction with road and other utility improvements. Figure 7.8 provides a conceptual diagram of this system.

Forest City is aware of the City's ambitions to achieve zero water-waste, which means that potable water would only be used for uses that cannot otherwise be satisfied with non-potable water, and will continue to follow developments on this topic to better understand the feasibility of achieving zero water-waste at the Project.

7.4.4 **EXPLORE STRATEGIES TO MAXIMIZE COLLECTION AND REUSE OF RAINWATER.** Where appropriate given the site-wide approach to stormwater management and alternative water system, opportunities to maximize collection and reuse of rainwater will be evaluated with the goal to reduce potable water usage across the site. When practical, roofs and non-vehicular hardscapes will be designed with rainwater cisterns that will capture and reuse rainwater for eventual non-potable uses, such as HVAC systems, toilet flushing, and irrigation.

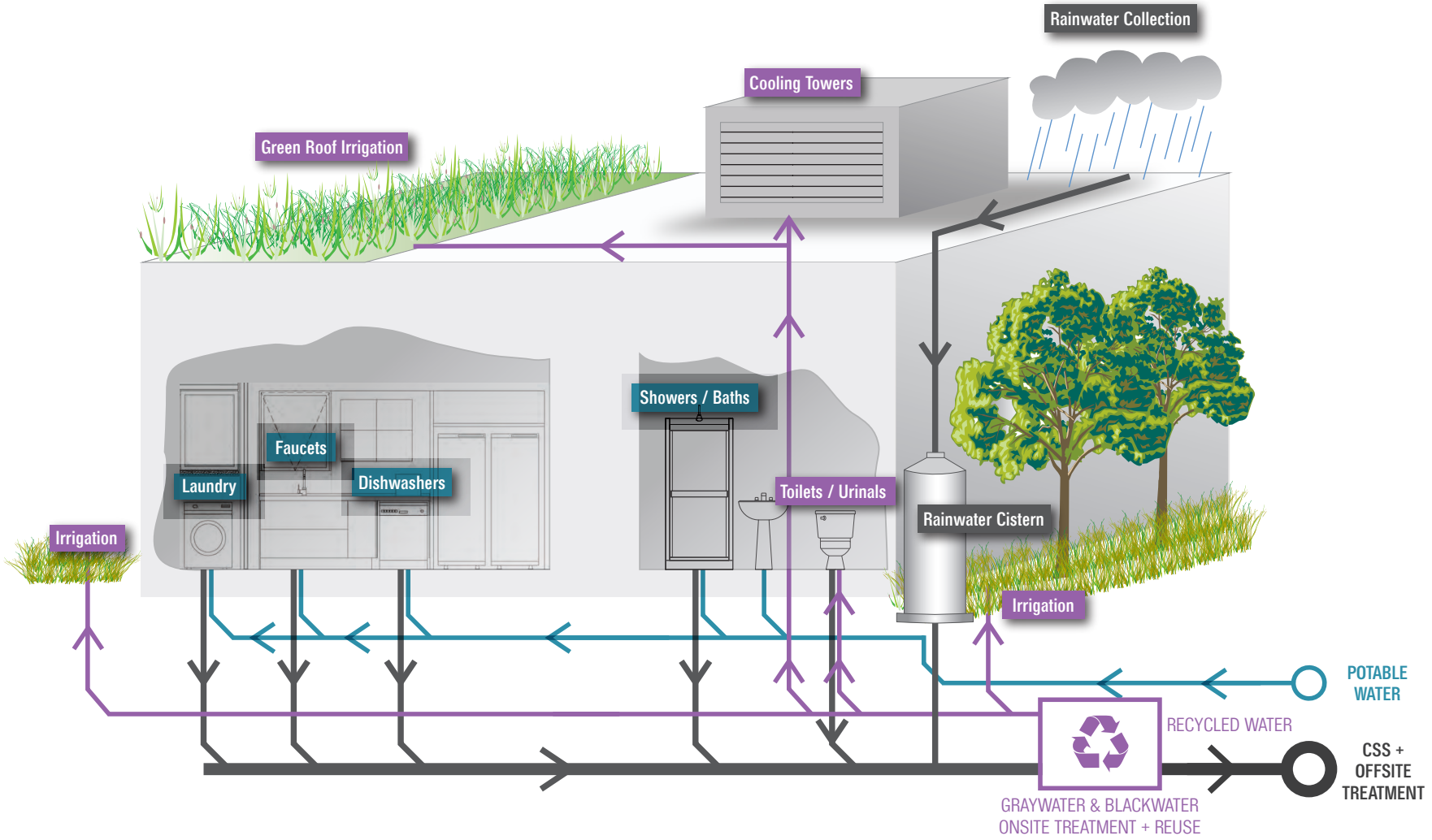


FIGURE 7.8: Conceptual Alternative Water System Diagram

7.5 SOLID WASTE MANAGEMENT

Objectives

- Design and operate solid waste programs and infrastructure to reduce waste generated and sent to the landfill, supporting the City in meeting its zero waste goal.

Targets

- 75% of construction debris and materials will be recycled/reused
- 100% of Project restaurants participate in SFgreasecycle

Strategies

7.5.1 **MAXIMIZE REUSE AND RECYCLING OF CONSTRUCTION AND DEMOLITION DEBRIS.** Through the Green Building Code and Construction and Demolition Ordinance, the City requires maximum recycling and reuse of construction and demolition debris and material. The Project will meet or exceed the City's 75% requirement. The Project will also explore ways to reuse demolition materials on-site. Compliance with this ordinance prevents construction debris from going to landfills and supports the market for recycling and reuse.

7.5.2 **EXPLORE STRATEGIES TO REDUCE THE AMOUNT OF HOUSEHOLD AND COMMERCIAL WASTE GENERATED PER PERSON.** Initiatives that reduce waste generation will be explored, including:

- Encouraging local food and beverage businesses to provide re-usable containers and offer discounts for customers returning / reusing containers.
- Prohibiting the sale of disposable plastic water bottles on-site.
- Making Pier 70 a disposable bag free neighborhood with all residents and employees receiving a free Pier 70 shopping bag.

7.5.3 **FACILITATE BEST-IN-CLASS WASTE SORTING ON-SITE.** A clear and easy-to-use 3-bin system will be used for waste sorting and collection in the public realm. Figure 7.9 shows an example of a 3-bin system. Educational signage will be developed to complement the 3-bin system and will show diagrams and images of the San Francisco recycling and composting processes from start to finish. The goal of the signage is to encourage proper sorting and build public awareness of the processes and impacts associatd with the waste sector and the benefits of recycling and composting.

In buildings facilities will be designed to facilitate proper waste sorting and educational tenant programs will be explored.

7.5.4 **WORK WITH SOLID WASTE SERVICE TO EXPLORE PROVIDING MONTHLY HAZARDOUS HOUSEHOLD WASTE PICK-UPS.** Hazardous waste pick-ups can help prevent the improper disposal of hazardous waste such as paints, batteries, solvents, cleaning agents and pesticides. Hazard waste in landfills, drains, or left at the curb can impact human health, wildlife, and water quality.

7.5.5 **ENCOURAGE FOOD AND BEVERAGE RETAILERS TO RECYCLE COOKING OIL.** Used cooking oils are a serious problem for sewers as they clog pipes and drainages, resulting in unsanitary back-ups, overflows, odors, and costly damage and cleaning. SFGreasecycle is a citywide effort that diverts oil and grease from restaurants and turns it into biofuel to run the City's fleet of vehicles. All Project restaurants will be encouraged to participate in this program, which provides free collection services.

FIGURE 7.9: Three-Bin Waste System in the Public Realm

7.5.6 **EXPLORE THE DEVELOPMENT OF A COMPREHENSIVE VACUUM WASTE SYSTEM.** As illustrated in Figure 7.10, a vacuum waste system is a network of underground pipes that transports waste from multiple chutes or inlets (in buildings and the public realm) to one centralized waste collection facility. Waste is temporarily stored at the base of the chutes and the vacuum automatically transports waste to the central collection facility when the chute is full. Renderings of a central collection facility is shown in Figure 7.12. The primary effort will focus on exploring a vacuum system that services all buildings, but a pilot project for the public realm will also be explored. This system would provide several benefits, including:

- Encourages the proper sorting of waste in buildings as each waste stream has a separate chute.
- Reduces litter on the street and scavenging animals, such as rodents.
- Saves space in buildings where space would normally be devoted to storing bins.
- Improves quality of life and reduces GHG emissions as trash and recycling trucks would not need to circulate through the site, thereby reducing noise, air pollution, and safety hazards for pedestrians and bicyclists.

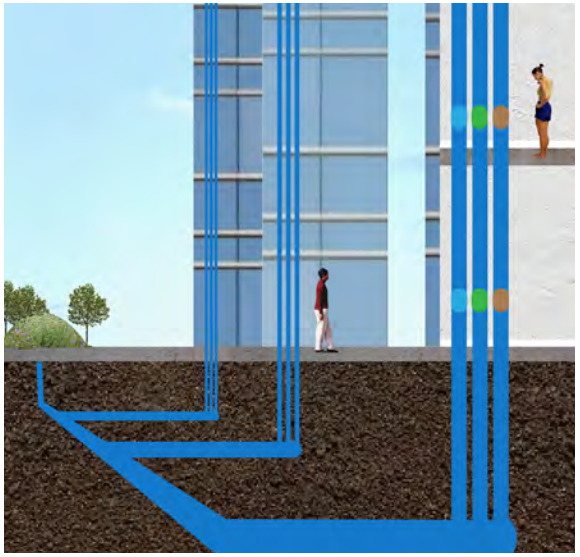


FIGURE 7.11: Vacuum Waste Collection Diagram: Chutes in Buildings Transport Waste to Central Collection Facility

FIGURE 7.10: Vacuum Waste Central Collection Facility

Photo credit: Shae Rocco

8 IMPLEMENTATION + MONITORING

8.1 PHASING

Construction is anticipated to occur over multiple phases, beginning in 2018. Each phase of development will provide the new infrastructure necessary to serve the associated development. In particular there will be careful phasing of energy and water systems so as to be as efficient as possible. Traffic and circulation, infrastructure, and open space improvements will occur before and/or as parcels are developed.

As throughout the pre-development phase, there will be activation (as appropriate depending on the intensity of work on the actual construction sites) on the parcels that are not yet under construction in order to continue to build community. Site activation could include maker fairs, outdoor movie screenings, farmers markets and possibly a plant/tree nursery. Once buildings are complete, they will have an active ground floor.

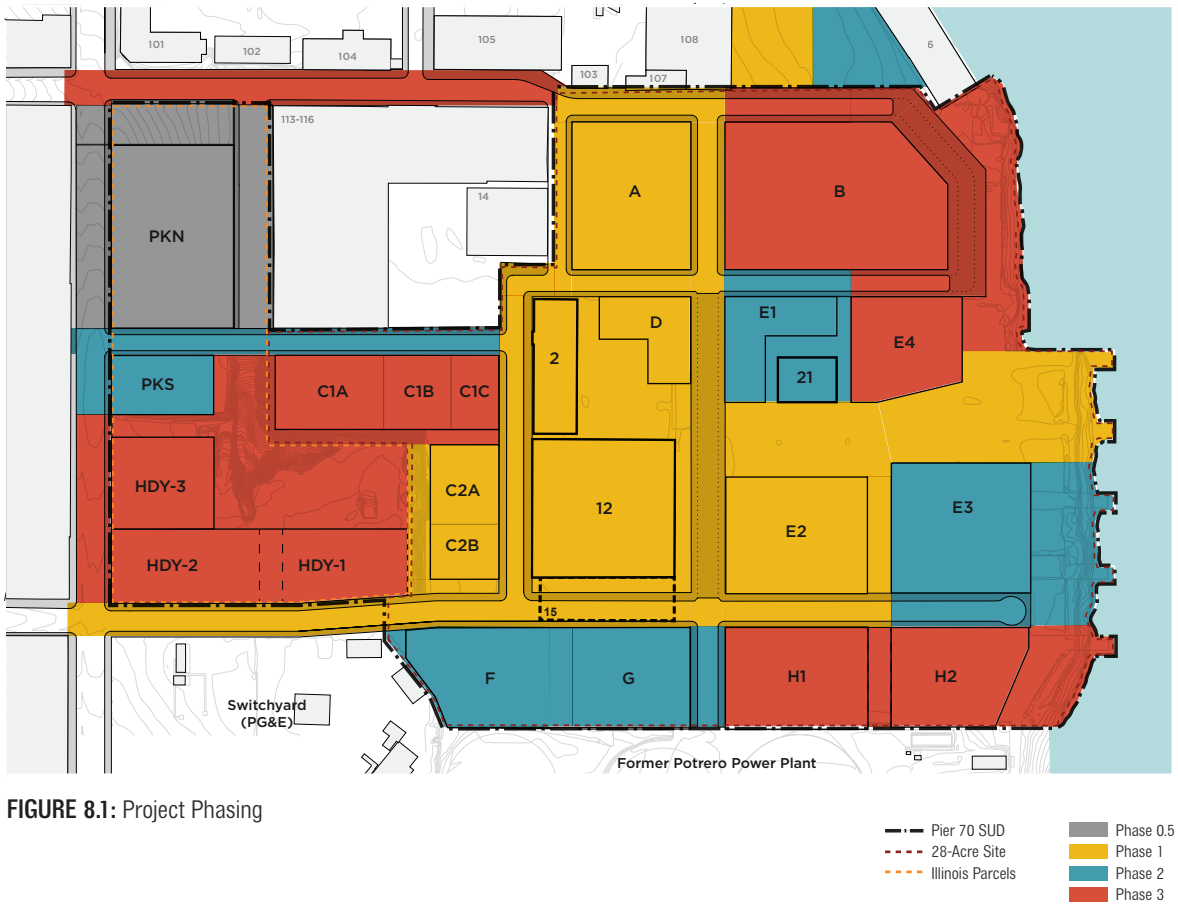


FIGURE 8.1: Project Phasing

8.2 IMPLEMENTATION

Implementation of sustainability strategies at Pier 70 is closely tied to several other processes and regulatory documents (see Section 1.5). The Pier 70 SUD establishes land use controls for the project site and the Pier 70 D4D document includes design standards (requirements) and guidelines (recommendations). Achieving many of the sustainability objectives and strategies set out in the Sustainability Plan will be enabled by the SUD and D4D guidelines and standards that also address a large portion of the desired sustainability goals. Submittals of proposed building designs will be evaluated for consistency with both the proposed SUD and the D4D. Progress towards LEED certification for the buildings and compliance with any applicable City and state regulations, such as the Non-Potable Water Ordinance and Better Roofs Requirement, will be a key part of the evaluation process.

ROLE OF PARTNERS

A collaborative effort among Forest City (the horizontal developer), the Port of San Francisco, future vertical developers at Pier 70, partner agencies, and community stakeholders will be required to implement the Sustainability Plan as many of the strategies hinge on future actions to be taken by these partners. Agencies whose collaboration will be needed include the Department of the Environment (SF Environment), San Francisco Public Utilities Commission (SFPUC), Department of Public Works (DPW), SFMTA, Office of Economic and Workforce Development (OEWD), and others. Section 1.5 provides the primary parties responsible for implementing the Sustainability Plan strategies.

This is not an exhaustive list, as the efforts of private businesses, foundations, utilities, and other stakeholders will be leveraged to complement the efforts of Forest City and public agencies.

MEASUREMENT, VERIFICATION, AND REPORTING

The Project will engage in periodic measurement and disclosure of sustainability performance. As part of each phase submittal to the Port, Forest City will prepare a “report of performance” that will track progress towards the identified targets in the Sustainability Plan and the status of each strategy, with particular emphasis on those strategies that are found only in the Sustainability Plan and not other Pier 70 plans.

In the longer term, a “Sustainability Management Association”, similar in design to a Transportation Management Association, may be created to facilitate coordination, implementation, and monitoring of sustainability initiatives. In addition, the pursuit of a site-wide sustainability certification will also be explored as a way to help ensure continued implementation and reporting.

FLEXIBLE, ADAPTABLE APPROACH

Technologies that have been incorporated into the Sustainability Plan have been preliminarily evaluated for conceptual feasibility from an economic and technical point of view, however, greater analysis is necessary. As development moves forward, new technologies and techniques may emerge that may be more economical or provide improved performance. Emerging sustainability technologies will be evaluated to assess their feasibility and applicability to the Project and they may be implemented if they support the objectives of the Sustainability Plan and provide strong benefits relative to costs.

9 APPENDIX

Table A.1. Co-Benefits of Sustainability Plan Strategies

	Livability	Prosperity	Health + Wellness	Mobility + Connectivity	Ecosystem Stewardship	Climate Protection + Resource Efficiency
LIVABILITY						
2.1.1 Engage citizens and relevant stakeholders to shape development.	X					
2.1.2 Provide indoor civic space.	X					
2.2.1 Design and develop a mix of housing types.	X					
2.2.2 Design and develop all housing units to the same San Francisco green building standards.			X		X	X
2.3.1 Preserve the historic fabric of the site by retaining and rehabilitating historic buildings.	X					
2.3.2 Create Project-specific signage.	X			X		
2.3.3 Identify sites for public art and artifacts.	X	X				
2.3.4 Encourage murals and other creative treatments.	X	X				
2.3.5 Foster community culture through public events.	X					
2.4.1 Create a dense, mixed-use district with an "active core" and streets with distinct character.	X	X		X		X
2.4.2 Create a variety of vibrant outdoor public spaces.	X	X	X	X		
2.4.3 Ensure high quality maintenance and operations of public spaces with a community facilities district.	X	X	X		X	
2.4.4 Ensure public spaces are accessible for a wide range of residents, workers, and visitors.	X		X	X		
2.4.5 Curate retail and essential services that serve local residents, workers, and visitors.	X	X		X		
PROSPERITY						
3.1.1 Provide a variety of commercial spaces to generate diverse employment opportunities.	X	X				
3.1.2 Provide market spaces for local vendors.	X	X				
3.1.3 Hire locally, including participate in First Source Hiring Program.	X	X		X		

	Livability	Prosperity	Health + Wellness	Mobility + Connectivity	Ecosystem Stewardship	Climate Protection + Resource Efficiency
3.1.4 Connect new Pier 70 residents and existing residents in surrounding neighborhoods to on-site job opportunities.	X	X				
3.1.5 Explore connecting commercial tenants to local job training programs.	X	X				
3.2.1 Support space that is affordable to artists, makers, and local businesses.	X	X				
3.2.2. Explore the establishment of an incubator space to support small businesses.		X				
3.2.3 Support San Francisco's industrial sector by providing space for PDR users.	X	X				
3.2.4 Attract green, socially responsible businesses and jobs.	X	X				X
3.2.5 Build upon the creative cluster that exists in Dogpatch.	X					
HEALTH + WELLNESS						
4.1.1 Provide easily accessible parks and open space.	X		X	X	X	
4.1.2 Promote biking for daily trips.	X		X	X		
4.1.3 Promote walking for daily trips.	X		X	X		
4.2.1 Establish space for a farmers market.	X	X	X			
4.2.2 Establish space for a community/resident garden.	X		X		X	
4.2.3 Explore securing a grocery store on-site.		X	X	X		
4.3.1 Leverage planning, design, and technology to enhance safety.	X	X	X			
4.3.2 Explore a partnership with SF72 to provide emergency preparedness information to residents.	X		X			
4.4.1 Explore having medical service provider on-site.			X	X		
4.4.2 Reduce vehicle emissions that contribute to local air pollution.			X			X
4.4.3 Minimize emissions during construction.			X			X

	Livability	Prosperity	Health + Wellness	Mobility + Connectivity	Ecosystem Stewardship	Climate Protection + Resource Efficiency
4.4.4 Explore developing a temporary on-site public tree and plant nursery.	X		X		X	X
4.4.5 Use materials and finishes that are non-toxic and low volatile organic compounds (VOC).			X			
MOBILITY + CONNECTIVITY						
5.1.1 Establish sidewalks and a network of paths (district connectors).	X	X	X	X		X
5.1.2 Create an active and interesting streetscape.	X	X	X	X		
5.1.3 Establish bike lanes within the Project site.	X		X	X		X
5.1.4 Promote safety in street design.			X	X		
5.1.5 Strategically locate off-street parking.	X			X		
5.1.6 Adequately accommodate loading needs.	X			X		
5.2.1 Prioritize transit use.			X	X		X
5.2.2 Support carshare as an alternative to vehicle ownership.				X		X
5.2.3 Establish a transportation demand management (TDM) program.				X		X
5.2.4 Include walkable and bikeable connections to adjacent neighborhoods.	X		X	X		X
5.2.5 Support visitors cycling to Pier 70 for special events and use of public spaces.			X	X		X
5.2.6 Use parking management tools to encourage sustainable transportation choices.				X		X
5.3.1 Explore providing free WiFi in the Project's public spaces.		X				
5.3.2 Explore integration of fiber into the infrastructure network.		X				
ECOSYSTEM STEWARDSHIP						
6.1.1 Manage stormwater.	X		X		X	
6.1.2 Reuse stormwater.		X				X
6.1.3 Reduce impervious area.	X		X		X	
6.1.4 Explore strategies to maximize green roofs.		X	X		X	X

	Livability	Prosperity	Health + Wellness	Mobility + Connectivity	Ecosystem Stewardship	Climate Protection + Resource Efficiency
6.1.5 Explore strategies to develop portions of the water's edge with soft, green edges.	X				X	
6.2.1 Create new habitat with nine acres of parks and open spaces.	X	X	X		X	X
6.2.2 Provide new street trees.	X	X	X		X	X
6.2.3 Encourage environmentally friendly landscape maintenance standards.					X	
6.2.4 Manage lighting levels.	X				X	X
6.2.5 Use bird-safe design features, where applicable.					X	
6.2.6 Prioritize native species, minimize water use, and increase biodiversity in plantings.	X				X	X
6.2.7 Maintain a significant portion of the Irish Hill remnant as habitat.	X				X	
6.3.1 Integrate a diverse range of open spaces into the site.	X		X		X	
6.3.2 Maximize public access to the shoreline.	X	X	X	X		
6.3.3 Explore establishing a "Friends of Pier 70" organization to support stewardship of open spaces.	X				X	
CLIMATE PROTECTION + RESOURCE EFFICIENCY						
7.1.1 All buildings will meet San Francisco Green Building Code.			X		X	X
7.1.2 Explore the use of passive design strategies where building floor plates allow.		X	X			X
7.1.3 Install high energy efficient street lighting.						X
7.1.4 Explore the use of a district heating and cooling system.		X				X
7.1.5 Instal solar PV on available rooftop areas.		X				X
7.1.6 Explore the use of a microgrid.		X				X
7.1.7 Explore the installation of solar thermal hot water systems.		X				X
7.1.8 Employ energy management monitoring.		X				X
7.1.9 Explore participation in residential energy programs including challenges or competitions.						

	Livability	Prosperity	Health + Wellness	Mobility + Connectivity	Ecosystem Stewardship	Climate Protection + Resource Efficiency
7.1.10 Facilitate commercial tenant achievement of the San Francisco's green business certification.		X	X			X
7.1.11 Use electricity generated without GHG emissions.						X
7.2.1 Design commercial buildings to be flexible for a range of future uses.	X					X
7.2.2 Use regional materials, to the extent feasible.		X				X
7.2.3 Explore the use of recycled, salvaged, or reclaimed materials.	X					X
7.2.4 Explore the use of rapidly renewable materials.						X
7.2.5 Source Forest Stewardship Council (FSC) certified wood, to the extent feasible.						X
7.2.6 Select materials/products with preferable life-cycle impacts.			X			X
7.3.1 Mitigate the urban heat island effect, by incorporating green and cool roofs, light colored pavements, and urban greening, to the extent feasible.	X	X	X			X
7.3.2 Manage sea level rise risks by elevating buildings and the Bay Trail.		X	X		X	X
7.2.3 Design the shoreline to accommodate sea level rise and storm events.		X	X		X	X
7.4.1 Use water efficient fixtures and appliances.		X				X
7.4.2 Prioritize native and drought-resistant plants.	X				X	X
7.4.3 Install on-site alternative water treatment and reuse system.		X			X	X
7.4.4 Explore strategies to maximize collection and reuse of rainwater.		X			X	X
7.5.1 Maximize reuse and recycling of construction and demolition debris.		X			X	X
7.5.2 Explore strategies to reduce the amount of household and commercial waste generated per person					X	X

	Livability	Prosperity	Health + Wellness	Mobility + Connectivity	Ecosystem Stewardship	Climate Protection + Resource Efficiency
7.5.3 Faciliate best-in-class waste sorting on-site.					X	X
7.5.4 Work with solid waste service to explore providing monthly hazardous household waste pick-ups.			X		X	
7.5.5 Encourage food and beverage retailers to recycle cooking oil.						X
7.5.6 Explore the development of a comprehensive vacuum waste system.		X	X			X

Rendering of Maryland Street

August 9, 2017

PIER 70 SUD

TRANSPORTATION PLAN

EXECUTIVE SUMMARY

The Pier 70 SUD Transportation Plan (the Plan) outlines a management and operations plan intended to accommodate access for multiple modes of transportation to the Pier 70 Project (the Project). The Project is located on the Central Waterfront, adjacent to the Dogpatch neighborhood, and covers a 35-acre site. This site is part of a historic shipyard that will be revitalized into a mixed-use development, comprised of housing, commercial uses, waterfront parks, retail, arts, and light industrial facilities. The Plan is intended to reduce the number of vehicle trips and the impacts of vehicular traffic within the Project, the Pier 70 Area, and its surrounding neighborhoods, while promoting and facilitating an array of safe, efficient, and sustainable means of transportation—such as transit services and pedestrian and bicycle facilities—for residents, workers, and visitors to the site.

The Plan includes a summary of the Project's goals, land-use program, and site design; existing transportation conditions, such as transit, streets, and bicycle and pedestrian facilities; the Project's transportation demand management strategies; and performance and monitoring standards.

This Plan is intended to be a working document that will be refined as the site evolves and any new technology and network improvements come to fruition. Performance standards and monitoring systems will be implemented to understand the impacts of the plan and to make any adjustments as development progresses.

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1 INTRODUCTION

This introductory chapter outlines the purpose of the Pier 70 SUD Transportation Plan and establishes the multi-modal and trip reduction goals of the Project; discusses the key stakeholders involved in implementation of the Plan, including their roles and responsibilities; and provides an overview of the existing context of roadways and transit, pedestrian, and bicycle facilities serving the Project, as well as ongoing and future development projects in the area that will enhance or change the transportation network.

FIGURE 1.1: Pier 70 SUD Map

1.1 PURPOSE, GOALS, AND OBJECTIVES OF THE PIER 70 TRANSPORTATION PLAN

The purpose of the Plan is to outline strategies that support access to the Project for residents, workers, and visitors. The primary goal of the Plan is to create safe and efficient access to the Project for all modes of transportation, with a particular emphasis on promoting pedestrian, bicycle, and transit access to the Project to minimize traffic impacts in the site and the surrounding Dogpatch neighborhood. The Plan establishes the goals, objectives, and strategies to guide the design, development, and operation of the site.

As the Project develops, the project team will expand upon and refine these objectives with input from the City and County of San Francisco (City) and the surrounding neighborhoods. The Plan will also be amended to reflect new opportunities presented by nearby developments, infrastructure, and transit improvement projects progress.

The objectives of the Plan are described below.

01. CREATE A DENSE, MIXED-USE, TRANSIT-ORIENTED DISTRICT
02. ACHIEVE A 20 PERCENT REDUCTION IN ONE-WAY VEHICLE TRIPS
03. PROMOTE SUSTAINABLE TRANSPORTATION OPTIONS THROUGH EDUCATION AND COMMUNICATION
04. FACILITATE AND MAXIMIZE BICYCLE USE
05. DESIGN THE SITE TO CREATE A HIGH-QUALITY PEDESTRIAN EXPERIENCE
06. MAXIMIZE SAFETY FOR ALL MODES OF TRANSPORTATION THOUGHTFUL STREET AND ROADWAY DESIGN
07. EXTEND THE BLUE GREENWAY THROUGH PIER 70
08. MANAGE PROJECT PARKING DEMAND AND MINIMIZE EFFECTS ON PARKING SUPPLY IN THE SURROUNDING NEIGHBORHOOD
09. ENCOURAGE SUSTAINABLE ACCESS AND TRAVEL BEHAVIOR WITH A SUITE OF AMENITIES, PROGRAMS, AND POLICIES
10. HELP IMPROVE NEIGHBORHOOD TRANSPORTATION OPTIONS

1.1.1 DESIGN GOALS

The design goals for the Project are intended to foster multi-modal transportation and meet the Plan objectives, including reducing vehicular traffic and promoting sustainable modes of transportation.

The transportation-related design goals for the Project are:

- **EXTEND THE DOGPATCH COMMUNITY.**
  The intent of the Project is to extend the fabric of the Dogpatch neighborhood and connect it to Pier 70 and the San Francisco Bay. This will be achieved by extending 20th and 22nd Streets to the waterfront.
- **OPEN THE WATERFRONT TO THE PUBLIC.**
  The street layout is designed to connect the site's new and historic buildings, as well as the adjacent Dogpatch neighborhood, to the waterfront. The project includes nine acres of new parks and a multi-modal connection to extend the Blue Greenway along the shoreline.
- **PRIORITIZE BICYCLES AND PEDESTRIANS.**
  This will be achieved by designing a well-connected network of streets, sidewalks, and trails throughout the Project. Streets will be designed with pedestrian and bicycle access and safety as a top priority.

FIGURE 1.2: Dogpatch Character

1.1.2 COMMUNITY GOALS

Forest City began engaging community stakeholders in 2011 to learn more about priorities in the surrounding Dogpatch neighborhood and to ensure that the Project is well integrated into the local culture and community. At the time of writing, more than 120 open houses, focus groups, events, and reviews of project materials have taken place, in which thousands of people have participated. Throughout the learning period, neighbors have consistently expressed several transportation related goals for the Project and surrounding neighborhoods, including:

- Connect Dogpatch and Potrero Hill neighborhoods to the waterfront;
- Ensure that the Project feels connected to the surrounding neighborhoods through its character and accessibility;
- Improve transit access to the Eastern Neighborhoods;
- Increase opportunities and maximize safety for bicyclists and pedestrians; and
- Minimize the Project's impact on the neighborhood's parking supply.

These community goals are reflected in the Plan objectives and design goals (described above) and in strategies described in subsequent chapters of this document.

FIGURE 1.3: Site Context

Pier 70 Project Site

1.1.3 CITY TRANSPORTATION GOALS

The City has numerous transportation-oriented goals that affect the Project. Overall, these goals aim to create a safer transportation experience for all road users; make mass transit, walking, bicycling, and taxi/ride-share/car-share more appealing and accessible; improve the environment and quality of life for San Franciscans; and retain economic competitiveness with improved transit and services to accommodate growth. The following City transportation goals will help improve the transportation network serving Pier 70 and underlie Pier 70's approach to transportation.

TRANSIT FIRST POLICY

In 1998, the San Francisco voters amended the City Charter (Charter Article 8A, Section 8A.115) to include a Transit First Policy, which was first articulated as a City priority policy by the Board of Supervisors in 1973. The Transit First Policy is a set of principles that underscore the City's commitment that travel by transit, bicycle, and foot be given priority over the private automobile. These principles are embodied in the policies and objectives of the Transportation Element of the San Francisco General Plan. All City boards, commissions, and departments are required, by law, to implement transit-first principles in conducting City affairs.

VISION ZERO

Vision Zero is a policy that seeks to eliminate all traffic deaths in the City by 2024. Nearly 1,000 people are injured or killed annually while walking in San Francisco, and more than 200 are severely injured or killed annually in traffic collisions. Through education, evaluation, enforcement, and engineering, the City seeks to reduce severe and fatal traffic injuries across transportation modes, populations, and neighborhoods.

MUNI FORWARD

The overarching goals of the Muni Forward program are to enhance safety, create a rapid network, improve rider experience, and create a more efficient and smarter system. A Rapid Network would prioritize frequency on heavily used routes and improve the system's reliability. To enhance safety, there will be better boarding zones and improved signage. Improvements that directly affect the Project include improved frequency on the 22 Fillmore and T Third Street lines, as well as future improvements to transit service on the 16th Street corridor as part of the 22 Fillmore Transit Priority Project.

SAN FRANCISCO BICYCLE PLAN

The San Francisco Bicycle Plan describes a City program to provide the safe and attractive environment needed to promote bicycling as a transportation mode. The Bicycle Plan identifies the citywide bicycle route network and establishes the level of treatment (i.e., Class I, Class II, or Class III facility) on each route. The Bicycle Plan also identifies near-term improvements that could be implemented within the next 5 years, as well as policy goals, objectives, and actions to support these improvements. It also includes long-term improvements and minor improvements that would be implemented to facilitate bicycling in San Francisco.

BETTER STREETS PLAN

The San Francisco Better Streets Plan focuses on creating a positive pedestrian environment and improving pedestrian safety through measures such as careful streetscape design and traffic calming. The Better Streets Plan includes guidelines for the pedestrian environment, defined as the areas of the street where people walk, sit, shop, play, or interact. Generally speaking, the guidelines are for design of sidewalks and crosswalks. However, in some cases the Better Streets Plan includes guidelines for other areas of the roadway, particularly at intersections.

CLIMATE ACTION STRATEGY

San Francisco's Climate Action Strategy calls for 50% of all trips to be made by non-auto modes by 2017 and 80% of all trips to be made by non-auto by 2030. Other transportation related goals outlined in the Climate Action Strategy include increasing public transportation options and expanding alternative transit infrastructure like dedicated spots for car sharing, van-pooling, etc. The document also sets a goal of making public transportation vehicles clean and efficient, including moving Bay Area Rapid Transit (BART) to 100% renewable energy and Muni buses to 100% renewable fuels.

1.2 KEY STAKEHOLDERS

Table 1.1 lists the key stakeholders involved with the development, implementation, and management of the Plan, along with their roles and responsibilities.

TABLE 1.1: Key Stakeholders, Roles, and Responsibilities

KEY STAKEHOLDERS	ROLE AND RESPONSIBILITIES
Forest City	Forest City is a Project sponsor and is responsible along with the Port of San Francisco for master planning of the Project. Over the build-out of the Project, Forest City will be one of many entities responsible for implementing the Plan.
Pier 70 SUD Vertical Developers	It is likely that Forest City will not build all future buildings at the Project Site. Other vertical developers may build out some parcels. These other developers will also be responsible for implementation of the Plan.
Port	The Port is a Project Sponsor and has jurisdiction over the waterfront, including the majority of the Project site. The Port is also trustee for purposes of the public trust at the site, and will have jurisdiction over many streets. The Port also convenes and staffs the Central Waterfront Advisory Group.
Caltrans	Caltrans oversees the state highway system. Both I 280 and U.S. 101 offer regional access to the Project for vehicular traffic.
SFMTA	SFMTA manages transportation and parking in the City of San Francisco. SFMTA also operates the Muni system, including the light rail and buses. Currently, the T Third Street light rail is the primary transit service connecting the Project and downtown San Francisco. The SFMTA also operates the 22 and 48 bus lines, which provide supplementary access to Pier 70. The SFMTA also led the Waterfront Transportation Assessment to help coordinate a safe and reliable transportation network for the growing San Francisco waterfront.
OEWD	OEWD oversees development projects in the city to ensure a high quality of life for San Franciscans. OEWD is also the coordinating agency behind the Southern Bayfront strategy, which looks to coordinate transportation, parks, affordable housing, and infrastructure benefits across development projects in the southeastern portion of the city.
San Francisco Planning Department	The Planning Department oversees urban planning for the City and County of San Francisco, providing input on the Project's design and managing the Project's environmental review process.
DPW	DPW is in charge of street maintenance and design throughout the city.
SFPD	SFPD is in charge of emergency response and will manage any incidents at the Project. SFPD will have oversight and the ability to override traffic control plans.
SFFD	SFFD is in charge of emergency response, fire suppression, and medical services.
Pier 70 TMA	The Pier 70 TMA will be created to implement and manage the Plan and TDM strategies. The TMA will document monitoring data and efforts in an Annual TMA Report. Coinciding with publication of the Annual TMA Report, the TMA will also host an annual public presentation to share report findings with the community. The Pier 70 TMA will work with other TMAs in the area, such as the Mission Bay TMA, to coordinate TDM efforts.
Caltrain	Caltrain is the main commuter rail line providing access to the Peninsula and South Bay. It has a station at 22nd Street, within walking distance from Pier 70 and also accessible by Muni's 48 bus line.
BART	BART is a regional transportation system that operates in four counties across the Bay Area. The downtown Montgomery Street station is approximately 2.7 miles away from the Project and the 16th Street station in the Mission is 2.5 miles away. When completed, the Central Subway, a 1.7 mile extension of the Muni T Third light rail, will improve access to BART via a connection to Powell Street Station.
Mission Bay/Ballpark Coordinating Committee	The Mission Bay/Ballpark Coordinating Committee ensures that events at AT&T Park, the Warriors Area, and other sites along the central waterfront, including Pier 70, are coordinated and overlapping events are avoided, to the extent feasible.
Community Groups	Community groups in Dogpatch and Potrero Hill offer feedback and insight on the Project design and operations. These groups include the Dogpatch Neighborhood Association, Potrero Boosters, Potrero Dogpatch Merchants Association, and Dogpatch Business Association.

Notes:
BART = Bay Area Rapid Transit
Caltrans = California Department of Transportation
DPW = Department of Public Works
I-280 = Interstate 280
Muni = San Francisco Municipal Railway
OEWD = Office of Economic and Workforce Development
Port = Port of San Francisco
SFFD = San Francisco Fire Department
SFMTA = San Francisco Municipal Transportation Agency
SFPD = San Francisco Police Department
SUD = Special Use District
TDM = Transportation Demand Management
TMA = Transportation Management Association
U.S. 101= United States Highway 101

1.3 PROJECT CONTEXT

In 2007, the Port commenced a master planning and community outreach process for the Pier 70 Area. The planning and community outreach process culminated in 2010 with the endorsement of the Pier 70 Preferred Master Plan. The Master Plan Area consists of five sub-districts:

- **THE COVE.** Includes a nine-acre public park to be developed by the Port;
- **20TH STREET HISTORIC CORE.** A collection of six buildings being rehabilitated for public and private use by Orton Development;
- **SHIP REPAIR.** A 19-acre active ship repair facility;
- **28-ACRE SITE.** A mixed use, infill development site; and
- **ILLINOIS PARCELS.** A seven-acre mixed use infill development site that includes a 3.4-acre Port-owned parcel and a 3.6-acre PG&E parcel called the "Hoedown Yard."

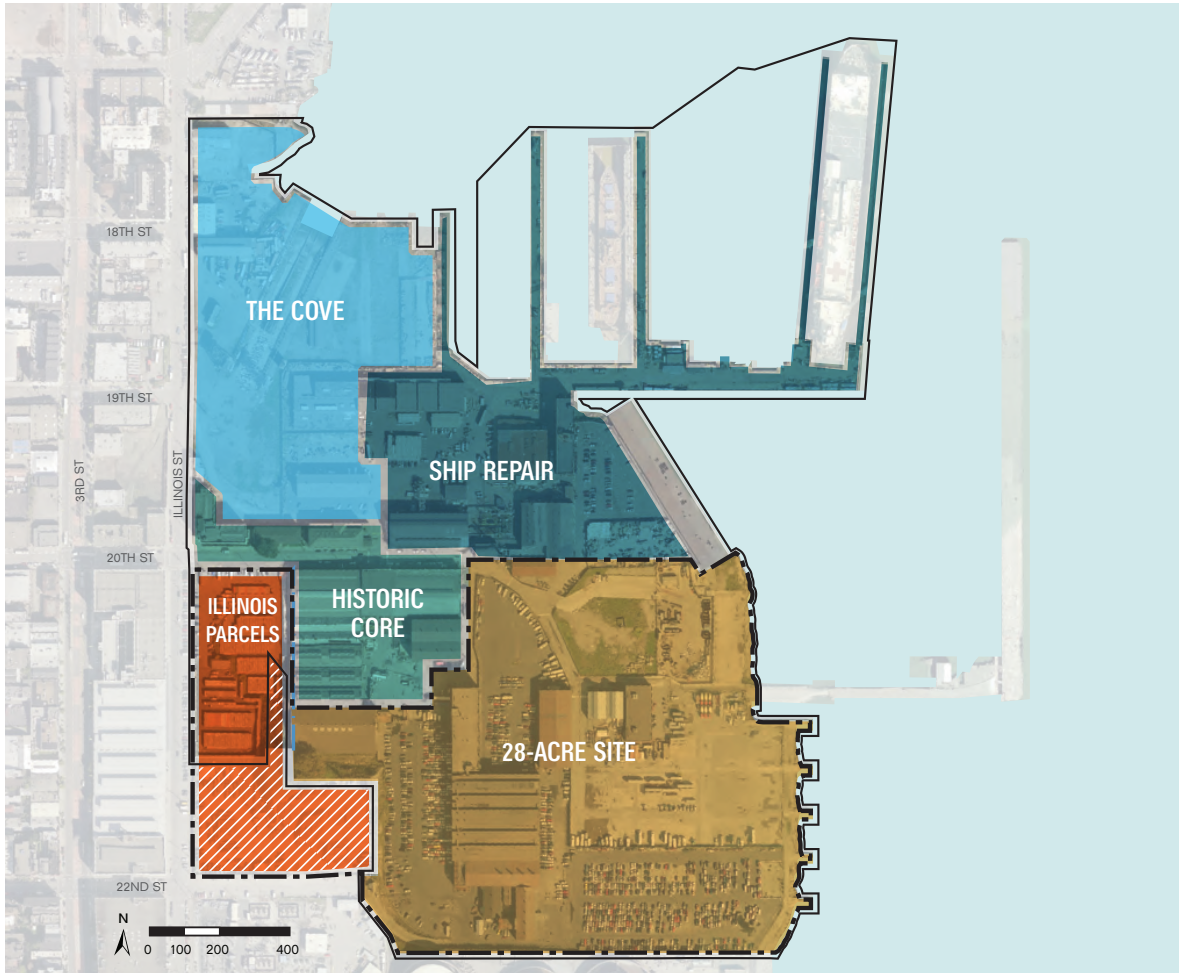

FIGURE 1.4: Pier 70 Sub-Districts

1.3.1 PROJECT SITE AND LOCATION

The Project development area is comprised of the 28-Acre Site and the Illinois Parcels, which in total cover 35 acres and form the Pier 70 SUD. The SUD is bounded by the San Francisco Bay, 22nd Street, Illinois Street, and 20th Street. The 35-acre Project site is just south of Mission Bay and east of the Potrero Hill and Dogpatch neighborhoods. To the south of the Project are the Pacific Gas and Electric Company (PG&E) Potrero Substation and the decommissioned Potrero Power Plant, which is slated for redevelopment in the future. The Project site is currently occupied by storage uses and facilities, artists' studios, vacant buildings, and surface parking lots.

The Project is served by local and regional transit, including the San Francisco Municipal Railway (Muni) and Caltrain. One can currently access the site by 20th Street through the Historic Core, and by 22nd Street, which together form a loop. Illinois Street, which runs on the western boundary of the site, is a main trucking route and also serves as the temporary Blue Greenway bicycle route to Mission Bay, South of Market, and Downtown San Francisco.

1.3.2 TRANSIT IMPROVEMENT PROJECTS

There are several transit improvement projects in progress that will improve transit access for the various users of the Project site.

CENTRAL SUBWAY

The Central Subway is a 1.7 mile extension of the Muni T Third Street light rail line north from Fourth and King Station that will provide a direct link from Bayshore, Dogpatch, and Mission Bay to downtown and Chinatown. It is the second phase of the Third Street Light Rail Project and is slated to open in 2019. The extension north to Chinatown and North beach is expected to bring major service changes to the T Third Street line with related major capacity increases.

MISSION BAY LOOP

In the immediate vicinity of the Project site, a Muni T Third Line station is provided at 3rd Street/20th Street, with additional stations at 3rd Street/ Mariposa Street and 3rd Street/23rd Street. A turnaround loop, known as the Mission Bay Loop, was originally designed in 1998 and is integral to the Central Subway project, and would allow trains to turn around for special events and during peak periods to accommodate additional service. The Loop is under construction and will be completed in 2018.

CALTRAIN MODERNIZATION PROGRAM

Caltrain has a station at 22nd Street, underneath the I 280 aerial structure between Pennsylvania Avenue and Iowa Street, approximately one-half mile west of the Project site. The Caltrain Modernization Program would modernize the Caltrain corridor through a new signaling system, electrification, and introduction of a new fleet of electric trains designed to maximize capacity and reliability, increasing the schedule from 92 trains per day to 114 trains per day. Separately, the Downtown Extension, part of the Transbay Program, would extend Caltrain north of its current terminus at Fourth and King Station to the Transbay Transit Center.

22 RAPID BUS

The 22 Fillmore connects the Central Waterfront/ Dogpatch with Potrero Hill, the Mission District, Duboce Triangle, Lower Haight, Western Addition, Pacific Heights, Cow Hollow, and the Marina. As part of this project, the San Francisco Municipal Transportation Agency (SFMTA) is planning transit priority and pedestrian safety improvements for the 22 Fillmore route along 16th Street. These improvements include transit-only lanes, transit bulbs and islands, new traffic signals, and enhancements for pedestrian safety. This project will correlate with several infrastructure upgrades along 16th Street, including repaving and utility work, and will also include extending the overhead contact system (OCS) from Kansas Street to Third Street to allow for zero-emission transit service into Mission Bay.

10, 11, 12, XX LINES

SFMTA will be upgrading the existing 10 and 12 lines and adding a new 11 and xx (working name) line. Together, these lines will provide improved access for the neighborhood to the Financial District, Montgomery Street BART, and northward to the Marina and Fort Mason (10 and 11), the Mission (including 16th St. BART), Muni Metro at either Church or Castro Station (xx), and Rincon Hill (12).

1.3.3 COMPLETE STREETS PROJECTS

Currently, the Dogpatch and Potrero Hill neighborhoods are experiencing significant growth. There are several pedestrian, bicycle, and public realm improvements underway to accommodate growth and increase the quality of life in the Central Waterfront neighborhoods, while also facilitating a reduction in personal automobile use.

22ND STREET STREETSCAPE PROJECT

A community-initiated master plan for improving the 22nd Street streetscape through Dogpatch was prepared by GreenTrustSF – Central Waterfront, a community-based nonprofit organization, to assess how the street might be redesigned as proposed under the Eastern Neighborhoods Program. The plan focuses on greening strategies such as minimizing sewer and stormwater overflow into San Francisco Bay as well as increasing community open space amenities, by proposing streetscape improvements that draw from principles in the Better Streets Plan, the Pavement to Parks program, and other City initiatives. The plan's goals include supporting 22nd Street as a small-business-oriented, neighborhood street and designing safe streets that decrease the likelihood of pedestrian injuries and fatalities. The plan is now being facilitated in tandem with the City as part of their wider Dogpatch Public Realm Plan. Improvements include sidewalk widening at corner bulb-outs, replacement of sidewalk paving, installation of turf block treatments, infill tree planting and understory planting, new pedestrian lights, new painted crosswalks, and bike route markings.

DOGPATCH PUBLIC REALM PLAN

The City has initiated a program to bring the community together to help prioritize and plan streetscape, open space and other public realm improvement projects in Dogpatch. The initiative helps gather neighbors to set priority projects, determine their needs and desires for the space, determine funding mechanisms, and provide a platform for agency coordination. The goals of the program are to address linkages between parks and other open spaces, ensure that all projects receive a high standard of design and execution, and help create implementation plans and budgets that are reflective of programmed funds.

BLUE GREENWAY

The Blue Greenway is an urban design effort, led by the Port, to create a network of public open spaces and enhance shoreline access through the Central and Southern Waterfront from Mission Creek south to Candlestick Point and Executive Park. The effort will improve the existing San Francisco Bay Trail and create green corridors ("Connector Streets") that connect surrounding neighborhoods and opportunities for recreation along the waterfront. The network of public open spaces and Connector Streets will be linked by a series of key streets that form the "spine" of the Blue Greenway.

EAST-WEST BICYCLE CONNECTION

The SFMTA is conducting a feasibility study to identify a preferred east-west bicycle connection between 17th Street and Owens Street. This connection would close a critical gap in the bicycle transportation network.

INDIANA STREET BICYCLE CONNECTION

The SFMTA is pursuing north-south bicycle access on Indiana Street to close a gap in the bicycle network.

STREET IMPROVEMENTS ALONG OWENS AND MARIPOSA STREETS AT THE I 280 RAMPS

Planned improvements include widening Mariposa Street, adding left-turn lanes, and creating a new signalized intersection at Owens Street. The widening of Mariposa Street includes new sidewalks and crosswalks at the intersections of Mariposa Street and the I 280 on- and off-ramps.

FIGURE 1.5: Bay Trail and Blue Greenway Plan

- Bay Trail Proposed by the Blue Greenway Plan
- Port Proposed Permanent Bay Trail Connection Through the Pier 70 Area
- Proposed Temporary Bay Trail Connection
- Pier 70 Area

FIGURE 1.6: Diagram from Central Waterfront Public Realm Plan

CHASE CENTER INFRASTRUCTURE IMPROVEMENTS

As part of the Chase Center and Mixed-Use Development, the future home of the Golden State Warriors, several transportation infrastructure improvements will be implemented in and around the site, including:

- Restriping 16th Street from 3rd Street to Terry François Boulevard;
- Restriping South Street;
- New intersection controls:
    - The intersection of Terry François Boulevard/South Street will be signalized.
    - The intersection of Bridgeway/South Street will be made a side-street stop-controlled intersection.
    - The intersection of Terry François Boulevard/16th Street will be signalized.
    - The intersection of Illinois Street/16th Street will be made an all-way stop-controlled intersection. If determined by SFMTA that a traffic signal is warranted, the intersection will be signalized.
    - The intersection of Terry François Boulevard/Illinois Street/Mariposa Street will be signalized.
- Construction of new sidewalks along the perimeter of the site (South Street, Terry A. François Boulevard, 16th Street, and 3rd Street); and
- Bicycle network improvements:
    - Class II Bicycle lanes on 16th Street will be extended to Terry A. François Boulevard.
    - With relocation of Terry A. François Boulevard between South and 16th Streets, existing bicycle lanes on both sides of the street will be replaced with a 13 foot-wide two-way protected bicycle lane, known as a cycle-track.
    - At the intersections of Terry A. François/16th Street and Illinois/Mariposa, where new traffic signals are proposed, new bicycle signals will be provided.
    - At the intersection of Terry A. François/16th Street, two-stage turn queue boxes would be installed to facilitate turns between the bicycle lanes on 16th Street and the two-way cycle track on Terry A. François Boulevard.

OTHER SIGNALS AND STREET IMPROVEMENT PROJECTS

New signals and signal modification projects have recently been completed at intersections within one mile of the Project including intersections along Third Street, 16th Street and Mariposa Street. Street repairs and restriping projects have been completed at intersections along 7th Street and Mariposa Streets, as well as street widening projects on 3rd Street, 16th Street and Mariposa, including connections to the University of California, San Francisco Mission Bay Campus. There are numerous other localized intersection and safety improvements planned for the area.

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2 PROJECT DESCRIPTION

This chapter describes the Project's land use plan, proposed roadway network, bicycle and pedestrian improvements, parking, transportation network improvements, and special events at Pier 70.

2.1 LAND USE

The Project is a mixed-use development that will include residential units; commercial spaces; production, distribution, and repair [PDR] uses; retail/restaurant uses; arts and cultural uses; and a network of new streets, alleyways, and open spaces. By design, the Project encourages non-motorized travel as by creating a network of streets, pedestrian paths and public spaces that prioritize walking and biking. The new streets and public open spaces extend from the Dogpatch neighborhood to the waterfront, serving as an expansion of the existing community. The Project also extends the Bay Trail and Blue Greenway along the shoreline, improving pedestrian and bicycle connectivity along the waterfront.

The Project EIR analyzes two scenarios: a maximum residential scheme and a maximum commercial scheme. These scenarios represent two ends in a spectrum of a mix of uses for the Project. For example, if the Project were to be built with the maximum amount of commercial space, only the minimum amount of residential space would be built, and vice versa.

TABLE 2.1: Project Summary

	MAX COMMERCIAL		MAX RESIDENTIAL	
	28-Acre Site	Illinois Parcels	28-Acre Site	Illinois Parcels
RESIDENTIAL (UNITS)	1,100	545	2,150	875
COMMERCIAL (GSF)	2,024,050	238,300	1,095,650	6,600
RALI (GSF)	441,215	43,735	445,180	34,800
OFF-STREET PARKING	2,849	647	2,708	662
ON-STREET PARKING	253	32	253	32
OPEN SPACE (ACRES)	6.5	2.5	6.5	2.5

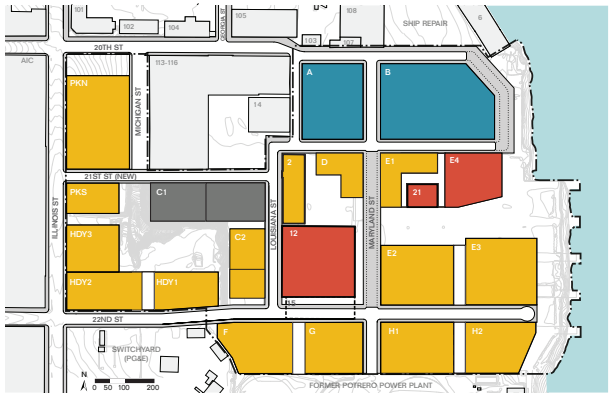


FIGURE 2.1: Illustrative Land Use Plan, Max-Residential Scenario

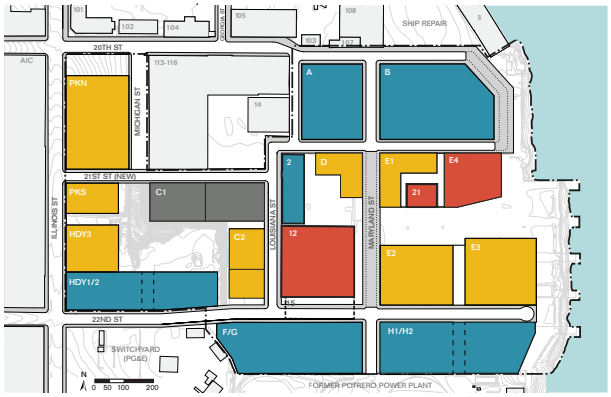


FIGURE 2.2: Illustrative Land Use Plan, Max-Commercial Scenario

Pier 70 Project Site
Commercial-Office
Residential
Retail, Arts, and Light Industrial
District Parking

2.2 STREETSCAPE MASTER PLAN

The Pier 70 SUD Streetscape Master Plan (SSMP) establishes the design of new streets throughout the Project. The SSMP builds upon the Pier 70 SUD Design for Development (D4D), and contains design standards and guidelines for all aspects of the streetscape at Pier 70, including street trees, planting, paving, lighting, furnishing, parking loading zones, and utilities. The SSMP will be administratively approved after the entitlement of the Pier 70 Project.

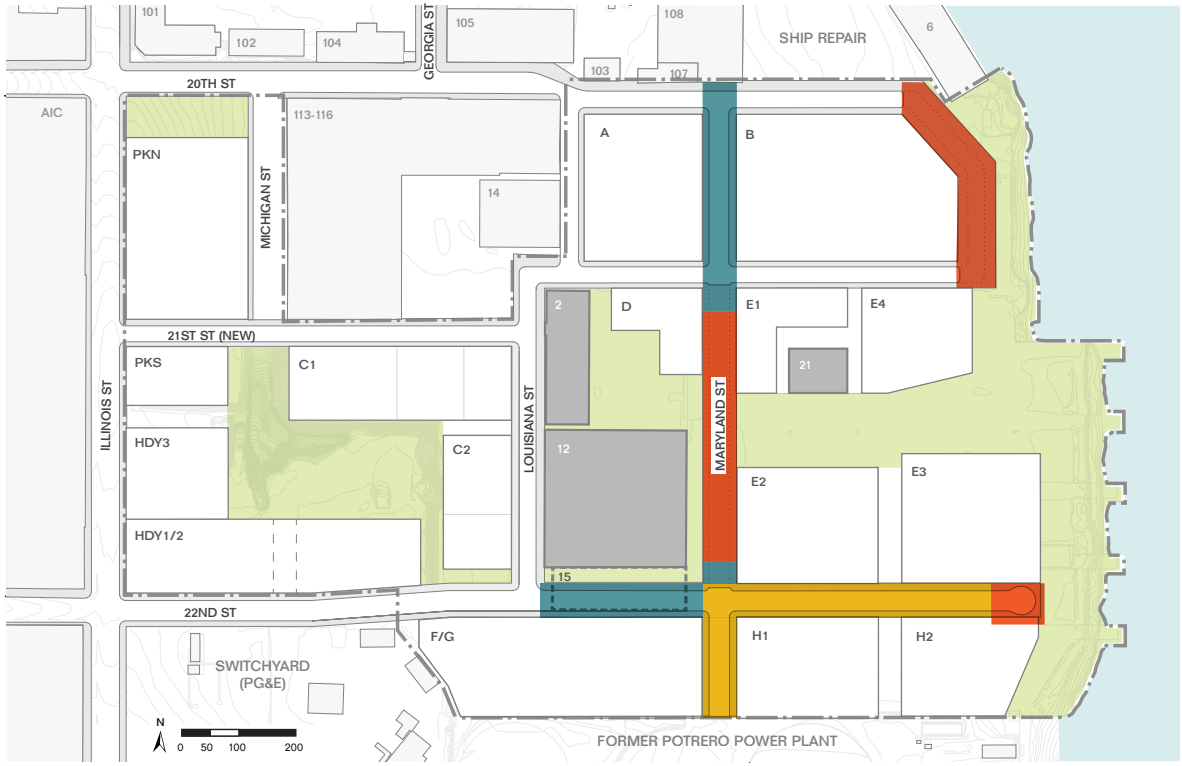


FIGURE 2.3: Special Treatment Zones

Raised Street + Tactile Treatment
Tactile Treatment Only
Optional Location for Tactile Treatment

2.3 PROPOSED ROADWAY NETWORK

The Project will be accessible by Illinois Street at 20th Street, 22nd Street, and a new 21st Street connection. The Project adopts a street hierarchy that defines roadways according to their designed function, with each functional type assigned a range of potential cross-section widths and accommodating a subset of specific design features (such as general-purpose travel lanes, bicycle lanes, on-street parking, sidewalks, etc.).

The street hierarchy calls for a gradual transition in vehicle access from Illinois Street and the western edge of the site to the Bay shoreline and the eastern edge of the site, with areas at the western edge accommodating the most vehicle access and areas at the eastern edge along the waterfront accommodating secondary or limited vehicle access (or none at all). This transition is in keeping with the principles of prioritizing non-motorized travel and creating an attractive pedestrian realm.

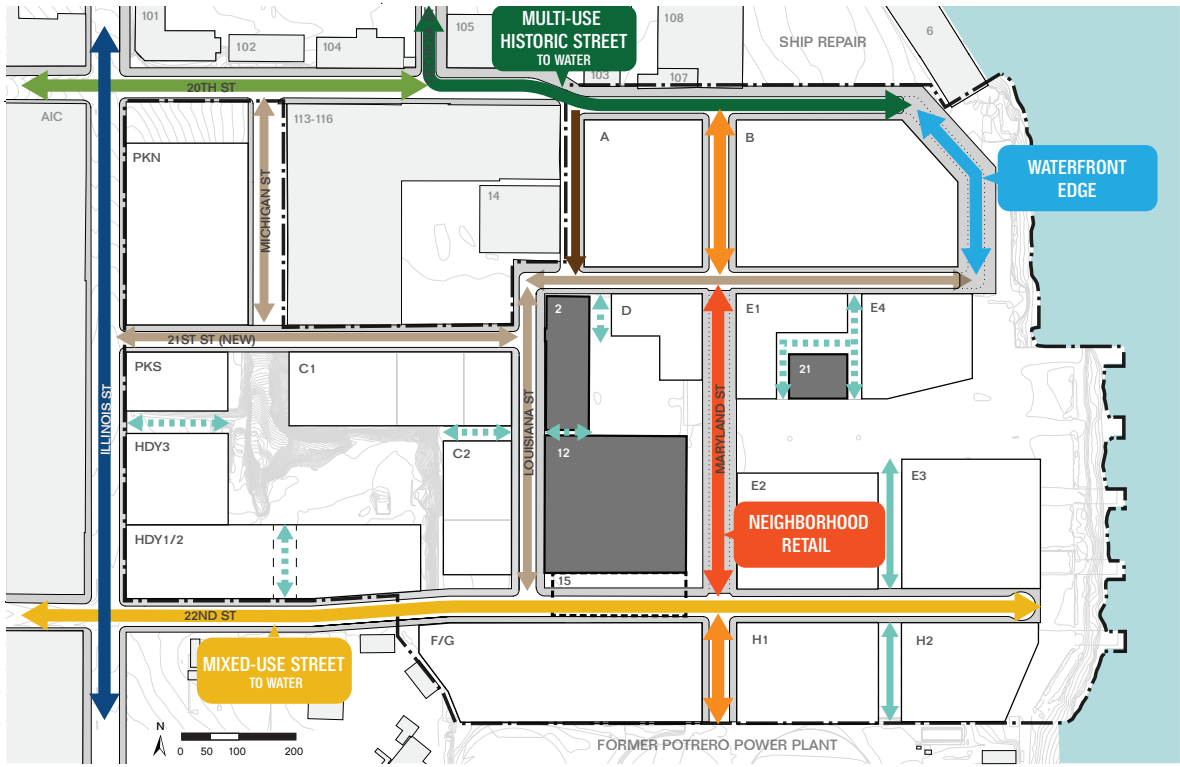


FIGURE 2.4: Street Hierarchy Map

- Industrial/Service Connection
- Industrial/Working History
- Neighborhood Mixed-Use
- Neighborhood Retail
- Waterfront Edge
- Mixed-Use Street to Water
- Multi-Use Historic Street to Water
- Alleys for Vehicular & Loading Circulation
- Service Alley & Light Industrial
- Mid-Block Passage Vehicular Access Permitted
- Mid-Block Passage No Vehicular Access Permitted

The Project proposes to construct several new streets, including 21st Street, Maryland Street, and Louisiana Street, discussed in more detail below.

2.3.1 20TH STREET

20th Street provides a key pedestrian and bicycle connection to the waterfront, while serving the needs of the Historic Core and local businesses. Running between Illinois Street and the waterfront, 20th Street reflects the historic character of its context, while accommodating high levels of pedestrians, bicycles and vehicular traffic (between Illinois Street and Louisiana Street). 20th Street at the waterfront is a park edge street that is designed to accommodate high levels of pedestrian and bicycle activity, and vehicular traffic along the waterfront. The street provides drop-off and parking, and includes a segment of the Bay Trail and Blue Greenway. The proposal for improvements along 20th Street includes bicycle lanes and sidewalks, and provides for continued access for the Ship Repair area.

2.3.2 21ST STREET

The Project will construct a new 21st Street extending east from Illinois Street to provide an alternative access point for motorized traffic, improve overall connectivity for pedestrians and bicyclists, and accommodate critical emergency vehicle access and commercial loading needs. A new 21st Street will relieve vehicular traffic load generated by the Project and ensure that the vital pedestrian and bikeway connections along 20th Street and 22nd Street safely accommodate walkers and bicyclers. East of the Louisiana Street "S" curve, 21st Street would continue past Maryland Street to the waterfront, looping north to connect into the eastern end of an extended 20th Street, creating a loop that accommodates turn-around functionality and access for large trucks and emergency vehicles.

2.3.3 22ND STREET

22nd Street runs parallel to 20th Street connecting Illinois Street and the waterfront on the southern side of the site and will accommodate pedestrian, bicycle and vehicular traffic. 22nd Street is designed to accommodate pedestrian and moderate levels of bicycle activity, and low levels of vehicular traffic. 22nd Street also serves as a primary connector to the 22nd Street Caltrain Station. Muni anticipates operating a new xx line east-west on 22nd Street into the Project site, turning south on Maryland and will turn around in the adjacent project site (former Potrero Power Plant).

2.3.4 MARYLAND STREET

The Project will construct a new north-south street to serve as a vital commercial and neighborhood retail street and key collector street, providing vehicular, emergency vehicle, and freight loading access for most of the eastern half of the Project site and connecting into the primary vehicular access routes (20th Street and 22nd Street). Maryland Street (between 21st Street and 22nd Street) will feature a shared public way or raised street condition. This shared street will have limited vehicular traffic and give priority to pedestrians over automobiles. The proposed shared public way will allow for temporary closures of the street to vehicular traffic for markets and events, and is adjacent to the open space connecting to the Bay Trail and Blue Greenway. The design for Maryland Street anticipates a potential extension south into the Potrero Power Plant site. The Project will construct the street as a stub terminating at the southern edge of the site that could eventually be integrated into any proposed street network constructed as part of a redevelopment of the Power Plant site.

2.3.5 LOUISIANA STREET/MICHIGAN STREET

The Project will improve existing minor streets at the Project site. In particular, Louisiana Street will be improved and extended to serve as a north-south minor street connecting into all three of the site's east-west access routes (20th Street, 21st Street, and 22nd Street). The existing Michigan Street will also be improved, but will not connect into 21st Street due to roadway grade issues.

The designs for both Louisiana Street and Michigan Street carefully consider the needs of the adjacent Historic Core. Specifically, these streets will accommodate freight loading and other specialized needs for the southern half of the Historic Core (Buildings 14, 113, and 116).

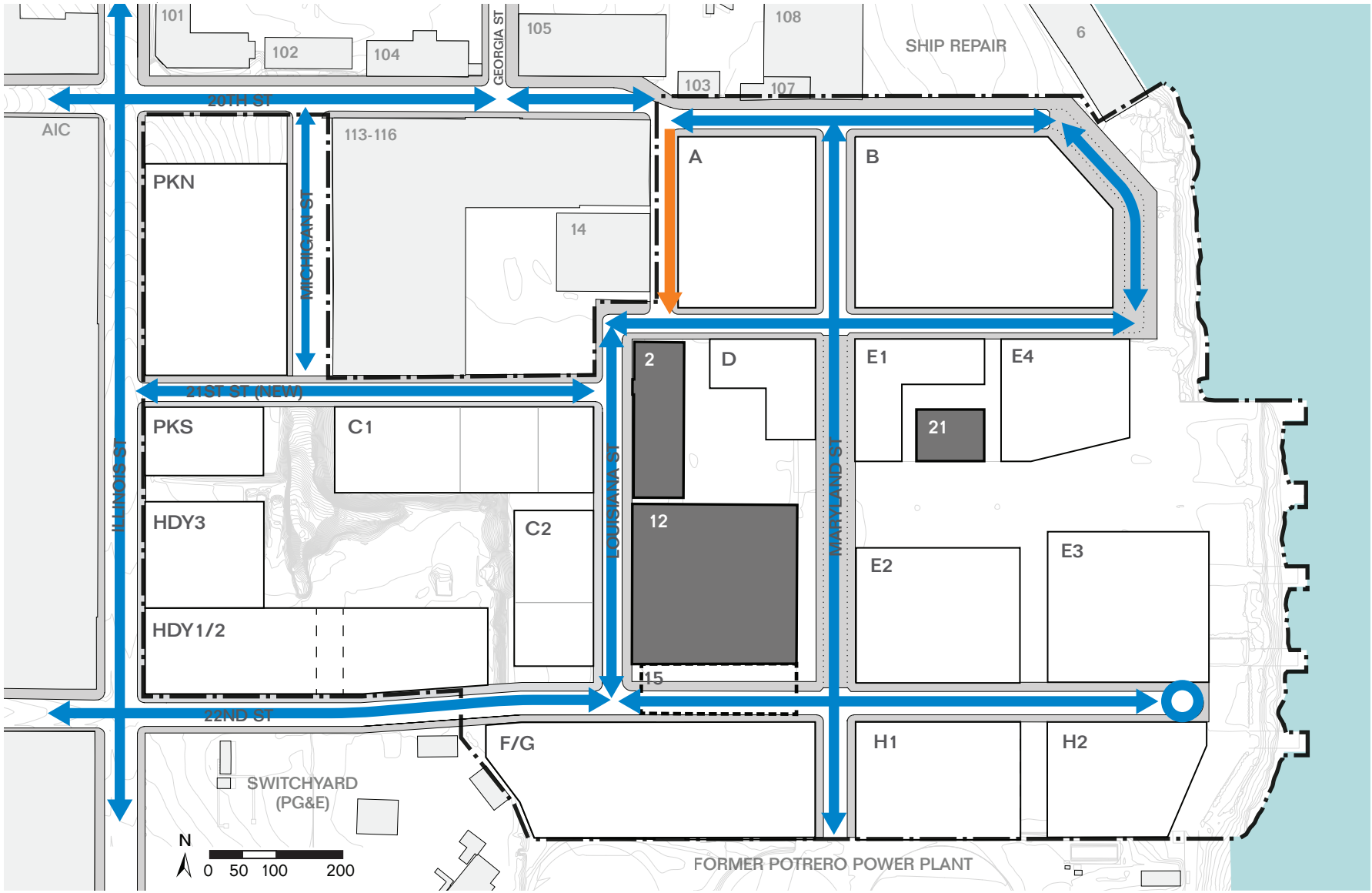


FIGURE 2.5: Vehicular Network Map

2.4 BICYCLE IMPROVEMENTS

The need for enhanced bikeway connectivity serving Pier 70 and the rest of the Central Waterfront has been analyzed at a conceptual level in other planning efforts, including the San Francisco Bicycle Plan, the Blue Greenway project, and the Eastern Neighborhoods Program.

2.4.1 BICYCLE NETWORK

To foster safe and efficient bicycle circulation, the Project extends the Bay Trail and Blue Greenway along the shoreline and adds additional designated Class II and sharrow (Class III) bicycle routes for internal circulation. The Bay Trail and Blue Greenway extends from Crane Cove Park at Georgia and 20th Streets. It continues as a shared-use trail, along 20th Street to the water, then along the shore through the waterfront park. At the southern end, the trail will temporarily access Illinois Street via 22nd Street, but will be designed to connect to any future extension of the Bay Trail directly south of the site. The western portion of 22nd Street from Illinois Street to Louisiana Street accommodates a 6-foot-wide Class II bicycle lane on northern side of the street to facilitate uphill movement. The east portion of the 22nd Street is a sharrow connecting the neighborhood to the waterfront. Maryland is designated as a sharrow, creating a north-south connection between the bicycle facilities at 20th and 22nd Streets.

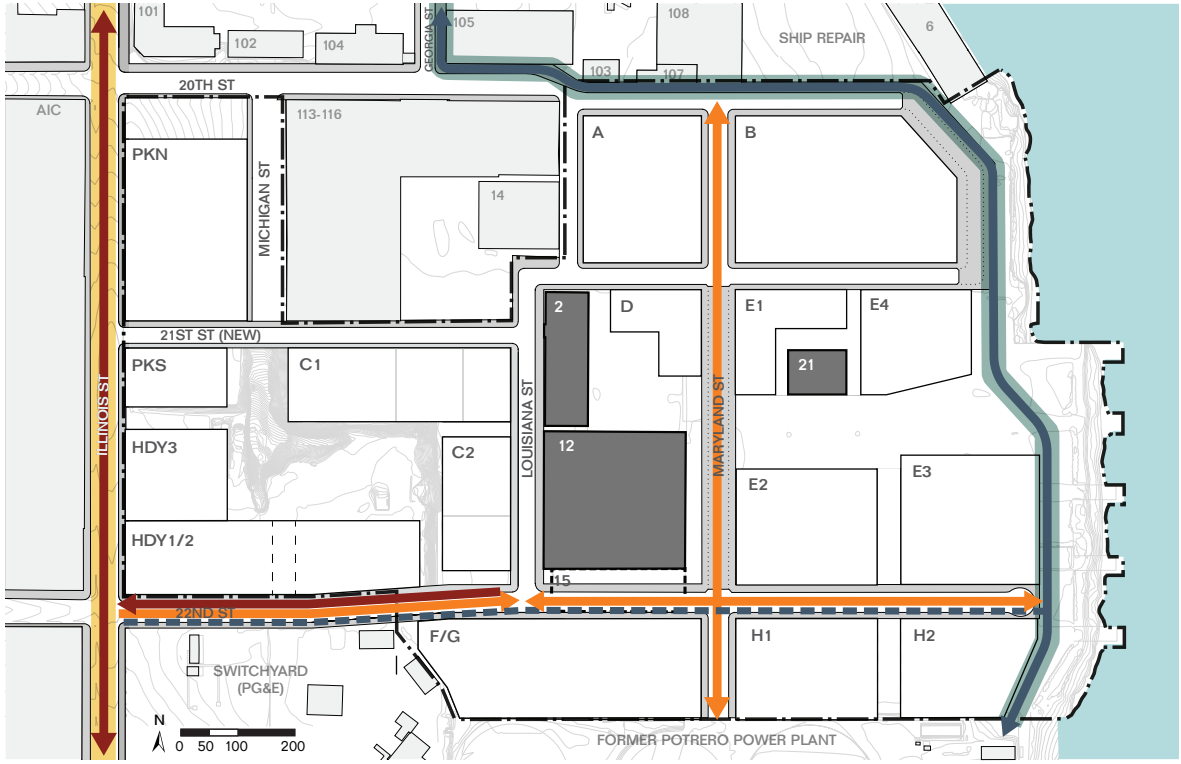


FIGURE 2.6: Bicycle Network Map

2.4.2 BICYCLE PARKING AND AMENITIES

Providing safe and secure bicycle parking and associated amenities, including shower facilities and lockers for commercial uses, will protect equipment from theft and damage and reduce some of the barriers to bicycle use. In particular, showers and lockers make bicycling a viable option for employees on commute trips, by providing dedicated facilities to freshen up and change into office attire or work uniforms.

The Project will provide a greater supply of bicycle parking, showers, and lockers than currently required by the Planning Code. Uses for which the Planning Code does not explicitly mandate the provision of bicycle parking, such as open space and other specialized uses, will be designed with consideration of bicycle parking and other needs of bicycle users. In particular, public open spaces will be designed with recreational bicycle users in mind and feature adequate and well-maintained water fountains and bike parking.

Bicycle rental, maintenance, and other auxiliary functions that supplement recreational bicycle use will be encouraged to locate at the Project. Plug-in stations for electric bicycles could also be provided at a few strategic locations in the site to facilitate bicycle use among those who may be less able-bodied. During major events of 2,000 attendees or more at the Project site—including (but not limited to) festivals, performances, and sporting events—a valet service will be provided per SF Administrative Code, Section 2.76 for visitors arriving by bicycle, similar to programs provided during home games at AT&T Park and at music festivals in Golden Gate Park.

2.4.3 BIKE SHARE STATION(S)

Ford GoBike (formerly Bay Area Bike Share) has about 40 stations throughout downtown San Francisco and along the Northeast Waterfront, and will be expanding to at least 300 stations starting in 2017. Forest City will work with appropriate agencies to sponsor one or more stations at the Project site. Expanding bike sharing to the Project site and other areas along the Central Waterfront will better connect these areas with the existing service area and improve recreational access to shoreline open space and recreational resources. Bike sharing could serve a variety of potential site users, including commuters and visitors requiring a first-mile/lastmile connection between Pier 70 and BART or Caltrain; residents on site and in the surrounding neighborhoods making local trips; and tourists enjoying San Francisco's waterfront.

Potential locations for bike sharing stations would primarily be focused on areas in the "active core" of the site, which offers access to the proposed shoreline open space and Blue Greenway, as well as retail, arts and light industrial spaces, including a contemplated market hall in Building 12. These uses would be expected to attract a large share of visitor (i.e., offsite) trips, which would be the primary target of a bike share expansion into the Pier 70 area. In addition, these sites are in close proximity to residential uses, anticipated to be another user of bike share facilities. Given the size of the Project site, it is expected that one or two locations, each with approximately eight to ten docks, would be sufficient to provide adequate coverage. Stations could be expanded with additional docks should demand eventually exceed the available supply.

FIGURE 2.7: Illustrative Plan of Bicycle Parking

FIGURE 2.8: GoBike Bike Share

2.5 PEDESTRIAN IMPROVEMENTS

All users, regardless of mode of transportation, travel by foot during at least one part of their journey, so improving existing rights-of-way to accommodate safe pedestrian connectivity is a benefit to all site users. Streets in the Project are designed to create a safe and comfortable experience for users of all modes of transportation, especially pedestrians.

2.5.1 STREET DESIGN AND PEDESTRIAN MOVEMENT

The Project's street designs will facilitate and encourage travel by foot in the site. High levels of pedestrian activity will be accommodated on 20th Street, 22nd Street, and Maryland Street. In addition, a network of pathways will further encourage walking through the network of open spaces.

Street design will include infrastructure (e.g., sidewalks, crosswalks, curb ramps, and pedestrian signal heads) to facilitate the safe movement of pedestrians. Crosswalks will feature treatments to enhance visibility, including striping (continental/ zebra or ladder), painting, or texture treatments, and could be designed with raised pavement to signal motorists to slow. Street corners will feature bulb-outs and tight corner radii, except where vehicles requiring larger turning radii (such as trucks or buses) are expected to make turns on a frequent basis. Pedestrian-oriented wayfinding systems will direct site visitors to major destinations on and off site, as well as to transit stops, transit kiosks, bike share stations, bicycle parking, and car-share pods.

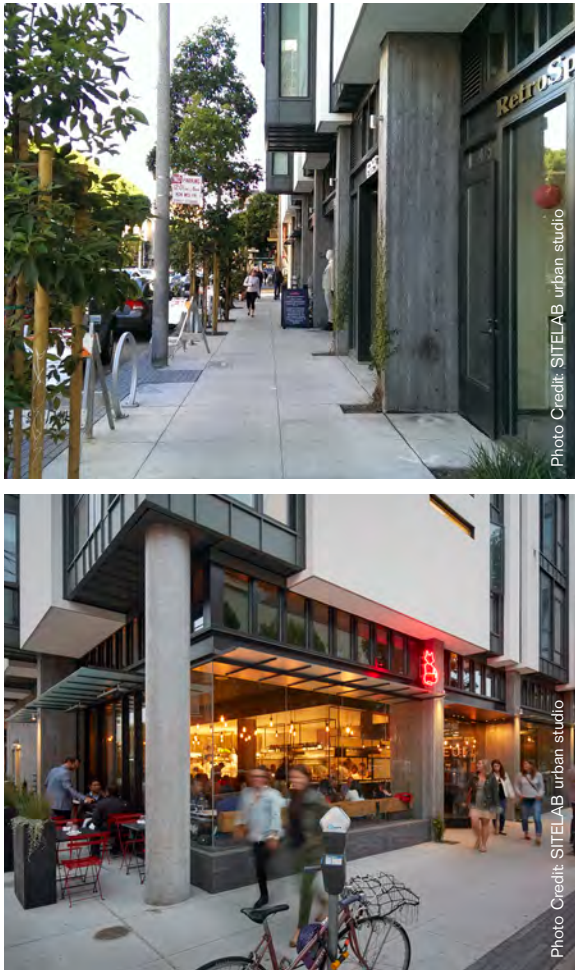


FIGURE 2.9: Sidewalk and Public Realm Precedents

2.5.2 PRIORITY PEDESTRIAN ZONE

The open space and streets—from the Historic Core through Maryland Street to the waterfront—are collectively designed as a priority pedestrian zone. These areas will feature limited automobile access (emergency vehicles, commercial loading, and other specialized needs), with priority given instead to pedestrians and bicyclists. Streets in this area will also feature ground floor retail uses, making Pier 70 an inviting and lively place to walk.

The priority pedestrian zone includes raised streets (curbless streets) on 20th Street at the waterfront, and Maryland Street between 21st and 22nd Streets, where pedestrian activity in the vicinity of retail, adjacent plazas, and parks will be more intensive than other parts of the site. Raised streets are intended to calm traffic moving through this area to create a safe environment that encourages pedestrian movement and socialization.

2.5.3 CONNECTIONS TO TRANSIT

Special consideration will be given to improving pedestrian facilities along existing street alignments that serve a key function in connecting the site to offsite transit hubs, such as T Third at 20th Street and Caltrain's 22nd Street Station. Signalization on Illinois Street at 20th Street, 21st Street and 22nd Street will include construction of new curb ramps and improve safety for pedestrians crossing Illinois to access the T-Line.

A new xx (working name) bus line will connect the site and others in the neighborhood. While routing is still being finalized, the line will connect the Central Waterfront, Dogpatch and Potrero neighborhoods with 16th St. BART and either the Castro or Church Street Muni Metro stations. 2.6

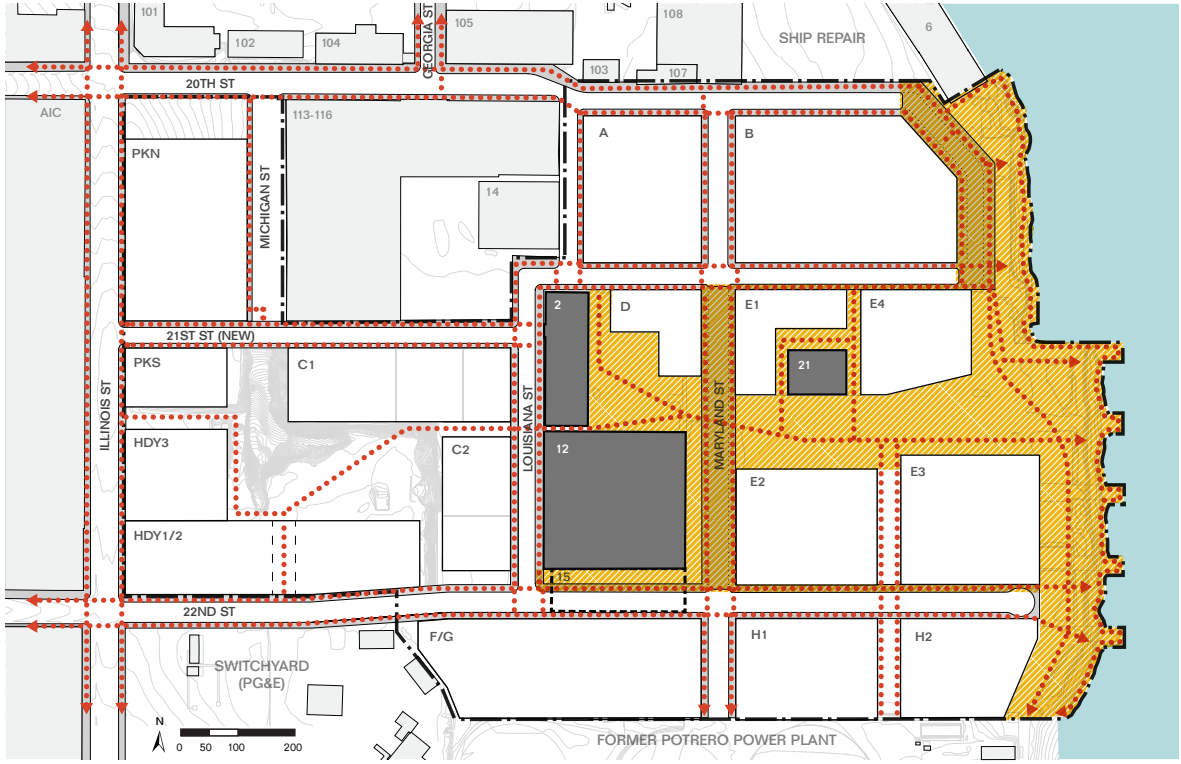


FIGURE 2.10: Priority Pedestrian Zone

2.6 AUTOMOBILE PARKING

Given the relationship between parking supply, parking pricing, and travel choice, parking at the Project site will be carefully designed and managed to provide an appropriate amount of on-site parking to support accessibility while also attaining mode share and trip reduction goals. The plan for automobile parking at the site includes a combination of on- and off-street spaces, and is supported by complementary strategies such as district parking facilities shared among multiple buildings; parking pricing, time limits, and other use restrictions; and other measures. In addition to a balanced approach, the Project's approach to parking also includes flexibility. As described in greater detail below, parcels designated for district parking would only be built as parking if demand warrants.

2.6.1 ON-STREET PARKING

On-street parking will be provided at the Project site in a balanced fashion to support retail, parks, and other uses. Pricing, time restrictions, and other policies for on-street parking at the Project site will be designed to work synergistically with other principles and strategies, such as the construction of shared (consolidated) parking facilities serving the entire site and limiting vehicle intrusion into the center and eastern half of the site. On-street parking can also serve as a buffer to protect the sidewalk from moving traffic, enhancing the quality of the pedestrian realm. All on-street spaces will be metered and managed by the SFMTA.

In general, on-street parking is proposed for segments of Maryland Street, 21st Street, and 22nd Street. It should be noted that not all portions of these segments will provide on-street parking—spaces may only be provided on one side of the street due to right-of-way constraints, or portions of the curb may be designated for other important functions such as commercial and passenger loading. The exact layout of on-street parking and commercial and passenger loading zones will be determined as site and building design progress.

The installation of parking meters will ensure that there is sufficient turnover in on-street spaces to satisfy their intended function. The pricing scheme will adapt the lessons learned from SFMTA's SFpark pilot program, which integrated dynamic pricing schemes with the latest in information technology. Occupancy of metered spaces will be regularly monitored and adjustments made monthly as needed to ensure that at least some spaces are available for use to avoid circling and the resulting secondary effects.[1] Based on the results of the SFpark program, SFMTA generally recommends maintaining on-street parking occupancy at 60–70 percent during the morning, midday, afternoon, and early evening (effectively, 7:00 AM to 9:00 PM). Higher maximum occupancies may be sufficient for situations where turnover is less important, such as at other times of the day or if the on-street parking in question primarily serves low-turnover uses such as residential uses.

2.6.2 DISTRICT PARKING

Although off-street parking will generally be provided in each building, the Project includes two development parcels that may be built as structured parking if demand warrants. This allows the Project to respond to a need for a greater or lesser supply of parking, within an established maximum parking ratio. These district parking garages would be located on 21st Street and Louisiana Street, minimizing vehicle intrusion into the center and eastern half of the site, thereby limiting the amount of "cruising" by people in search for on-street parking, which can contribute to congestion within Project Site. The proposed shared parking facilities and other off-street parking proposed at the Project site are illustrated on Figure 2.11.

1 Secondary effects of circling the block in search of parking spaces include increased exhaust emissions, delays to transit service, and safety conflicts with bicyclists and pedestrians.

FIGURE 2.11: Illustrative Plan of District Parking Garage and Accessory Parking

Possible location for District Parking Garage
Below-grade Parking
Podium Parking
Wrapped Garage

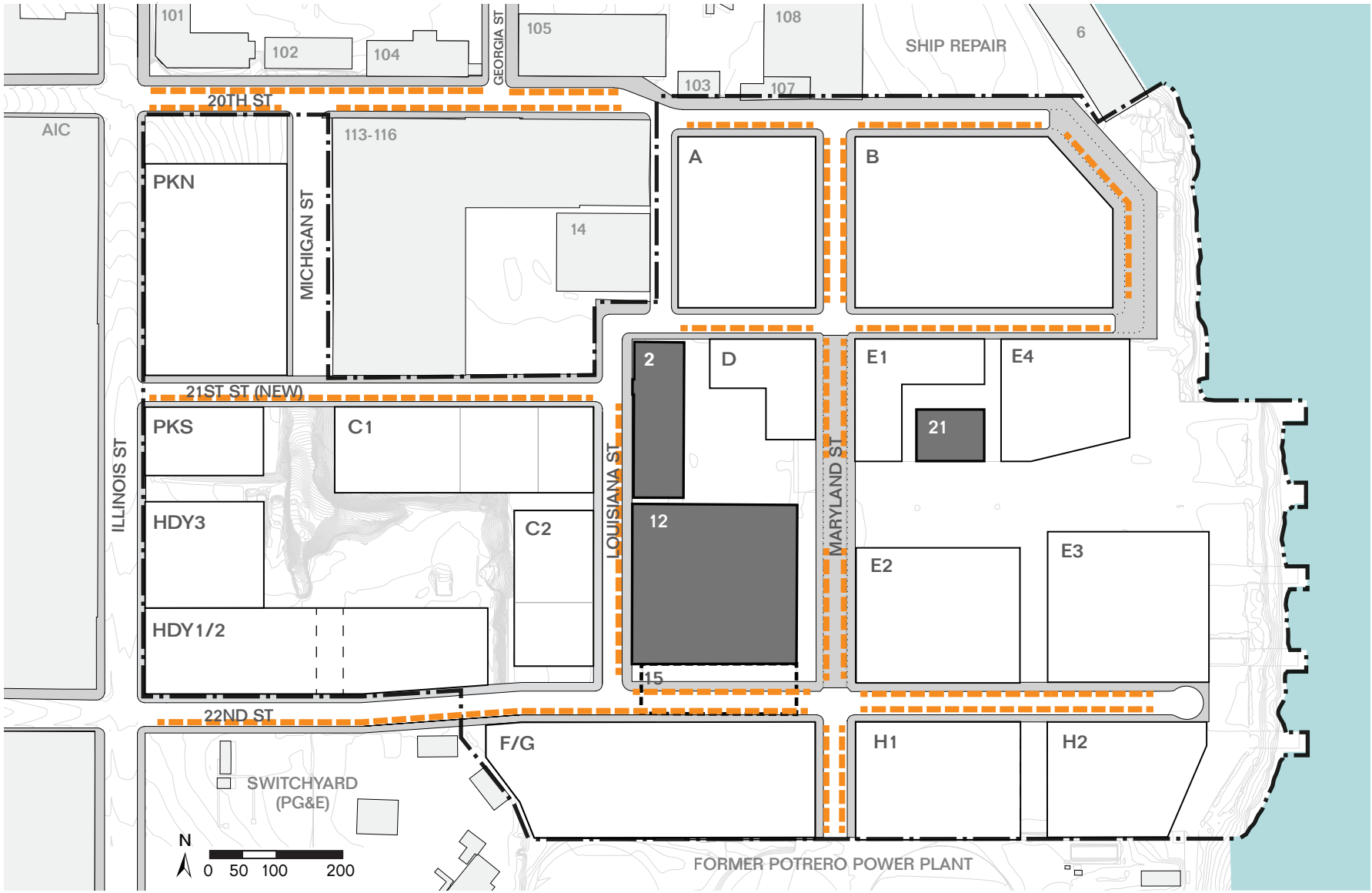


FIGURE 2.12: Illustrative Locations for On-street Parking

2.6.3 SPACE-EFFICIENT PARKING

Where feasible, the Project will implement space-efficient designs in off-street parking facilities constructed as part of the Project. Specific solutions (tandem, valet, or mechanical/stacked) will be determined as the design of each building or facility progresses and cost-benefit analyses are conducted to determine the most cost-effective solution. Uses with high turnover such as retail may function more effectively with valet than with mechanical/stacked solutions, which may be more appropriate for longer-term parking needs generated by uses such as residential or office. During major events at the Project site—such as festivals, performances, and sporting events—a valet service could be provided to minimize traffic congestion and associated impacts in the site and prevent spillover into the surrounding neighborhood.

2.6.4 PARKING MAXIMUMS FOR BUILDINGS

To encourage walking in the Project site, off-street parking is not required for any use. Instead, parking may be located in a district parking garage or one building may provide parking for other nearby buildings. Despite this ability to share parking, the Project is still subject to an aggregate, site-wide maximum based on the following ratios:

- Residential parking maximums are set to 0.60 spaces per residential unit; and
- Commercial Office parking minimums are set to 1 space per 1,500 gross square feet; and
- Retail provides no parking spaces.

2.6.5 PROHIBITION OF RESIDENTIAL PARKING PERMITS

SFMTA currently operates a residential permit parking (RPP) program in 28 designated areas of the City. The program restricts on-street parking in RPP areas to vehicles displaying the corresponding RPP area permit, which can only be obtained by residents living in the given RPP area. Residents of Pier 70 would not be eligible for the neighboring Dogpatch RPP and RPP will be prohibited at the Project site. This approach to RPP is intended to complement the Project's unbundled parking policy by ensuring that residents pay market rate for parking and that residential parking does not spill over onto neighborhood RPP streets.

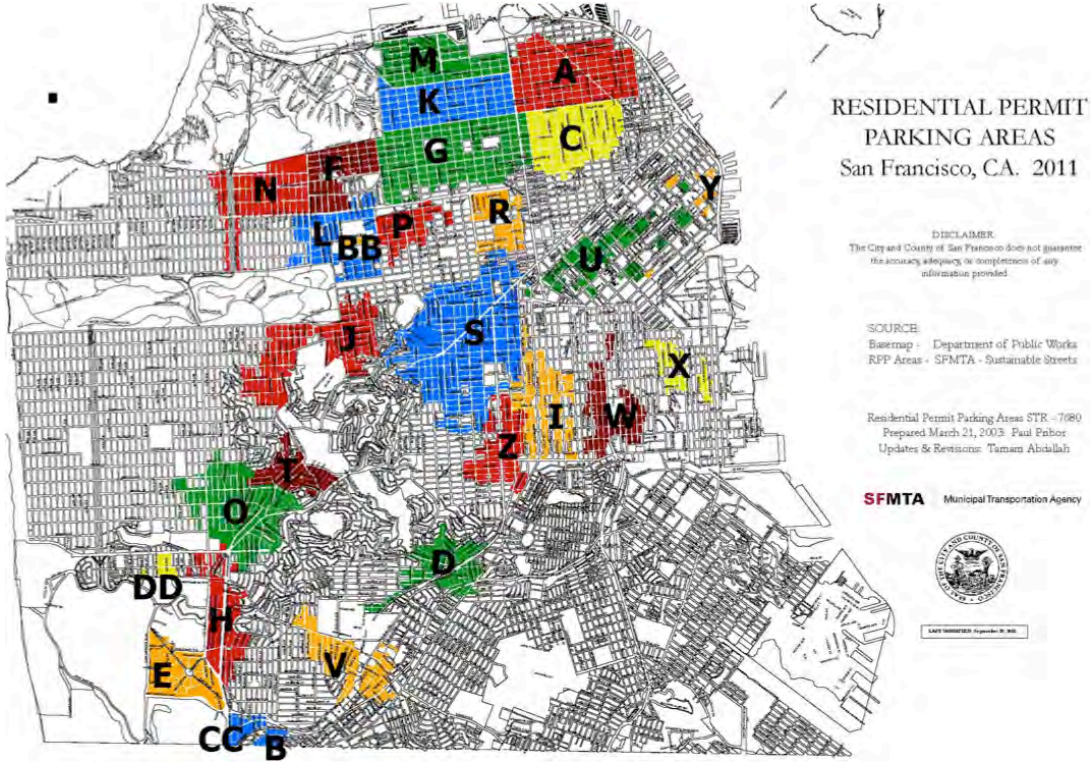


FIGURE 2.13: Residential Permit Parking Areas

2.6.6 SPECIAL EVENTS

Events at the Project site may include outdoor markets, street fairs and festivals, night markets, food events, art exhibits, and street performances. Typical events may occur several times a month on weekdays and weekends. Larger-scale events may occur up to four times a year. For all events held at Pier 70 parks and open spaces, the event sponsor must obtain permits from the Port. As part of the permitting process, the sponsor must submit a plan for managing travel to and from the event safely, and with minimal effect on surround neighborhoods. Examples of management strategies may include special event pricing of parking, special event shuttles, promotion of transit services, and parking management (e.g., valet parking). Further discussion of TDM measures that would be in effect during events at Pier 70 are provided in Chapter 4.

2.6.7 COMMERCIAL TRUCK ACCESS

The Project is generally designed for SU-30 vehicles on all streets, allowing for access by parcel delivery trucks and other similarly sized delivery vehicles throughout the site. WB-40 vehicles can be accommodated with assistance using flaggers and loading attendants. Additionally, for continued commercial uses at the Historic Core, a route will be provided to allow for WB-50 vehicles to access 20th and Louisiana Streets, and exit the site at 22nd Street. Signage will be provided directing large trucks to enter at 20th Street. See Figure 2.14 indicating the WB-50 truck route.

Forest City will prepare and submit for review a Driveway and Loading Operations Plan (DLOP) to the Planning Department and SFMTA. The DLOP will provide a set of guidelines outlining specific truck routing, size restrictions, assisted guidance by flaggers, vehicular access restrictions, loading/unloading procedures and time limits, and permitting for curbside loading. Building owners and operators will be obligated to comply with DLOP through purchase and sale agreements or leases. The DLOP would need to be approved with the permit for Phase I and updated with each subsequent phase. As appropriate, the DLOP could be periodically reviewed by with Planning Department and SFMTA and revised to more appropriately respond to changes in street or circulation conditions.

The Project's Transportation Coordinator will coordinate with building tenants and delivery services to minimize deliveries during am and pm peak periods. Additionally, Forest City will conduct a study of the utilization of on- and off-street commercial loading spaces following the first phase of development (and after each subsequent phase). If fewer than 15 percent of commercial loading spaces are available during the peak loading period,[2]Forest City will convert existing or proposed general purpose on-street parking spaces to commercial parking spaces, in addition to the required off-street spaces.

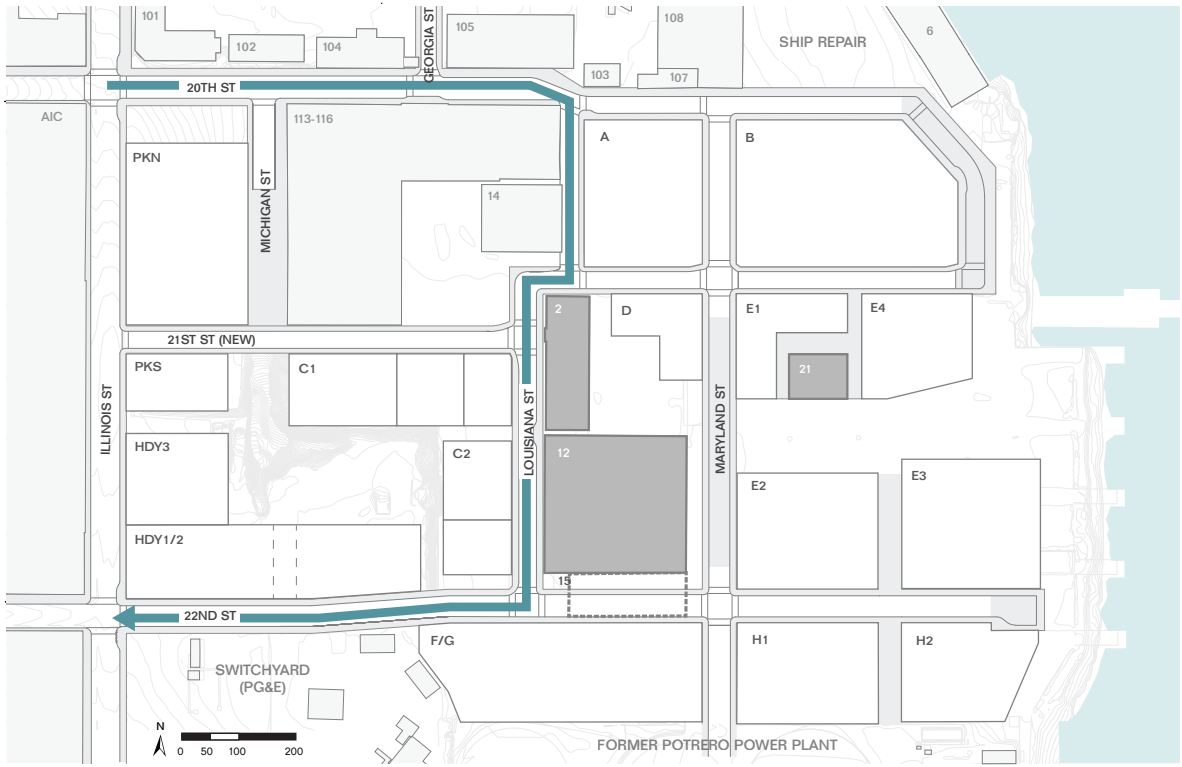


FIGURE 2.14 Commercial Truck Turning Route

2 The peak loading period is typically between 10:00 am and 1:00 pm, but varies by land use.

3 EXISTING CONDITIONS

This chapter describes the existing transportation systems that serve the Pier 70 site, including the existing roadways, transit service, bicycle networks, pedestrian facilities, regional transit, freeways, and truck routes. Many of these facilities are undergoing significant changes and are expected to be completed as the Project site begins to develop. The information provided in this chapter is for contextual purposes. The Environmental Impact Report (EIR) for the Project includes a more comprehensive analysis of the existing conditions.

3.1 STREET NETWORK AND PEDESTRIAN FACILITIES

3.1.1 3RD STREET

3rd Street is the major north-south arterial roadway serving the Central and Southeast Waterfront, including Mission Bay, Dogpatch, India Basin, Hunters Point, Bayview, and Candlestick Point. In the immediate vicinity of the Project site, 3rd Street features two travel lanes in each direction and a median right-of-way for light rail service operated by Muni. As the only major continuous north-south surface roadway through this part of San Francisco, 3rd Street serves important functions for vehicular traffic circulation, including accommodating trucks and other industrial traffic, and transit access. On-street parking is generally provided along both sides of 3rd Street, but is prohibited near some intersections to accommodate light rail platforms and/or left-turn pockets.

3.1.2 ILLINOIS STREET

Illinois Street is a north-south collector roadway that parallels 3rd Street through the Central Waterfront area, from approximately 16th Street in the north to Islais Creek and Cargo Way (via the Illinois Street Bridge) in the south. Sidewalks are discontinuous in some sections (such as the eastern side of Illinois Street north of 20th Street, abutting the future Crane Cove Park), or may be narrow or in poor condition. Illinois Street serves minor functions for vehicular traffic and bicycle circulation, but does not accommodate transit service. Illinois accommodates loading and truck access in the Project vicinity.

Illinois Street is one of the main trucking routes in San Francisco. There are loading docks along Illinois Street, directly across from the Project between 20th Street and 22nd Street, serving the American Industrial Center, a collection of more than 300 local manufacturers, designers, and creatives. The docks are active throughout business hours. In addition to Illinois Street, I-280 and Cesar Chavez are major truck routes that feed into Illinois Street and provide direct access to the Project.

3.1.3 20TH STREET

20th Street is an east-west collector roadway that serves as one of the two primary access routes directly into the Project site, continuing west into Potrero Hill on an overpass above I-280. East of Illinois Street, the street serves primarily local access functions for industrial uses at Pier 70 and is only partially improved, lacking sidewalks on one or more sides. 20th Street primarily serves a minor function for vehicular traffic circulation, as well as minor functions for transit circulation, accommodating terminal loops for the 22 Fillmore and 48 Quintara–24th Street routes on one-block segments to the east and west of 3rd Street.

Concepts for bicycle and pedestrian improvements to 20th Street have been proposed by the San Francisco Bicycle Plan, the Blue Greenway project, and the Eastern Neighborhoods Program.

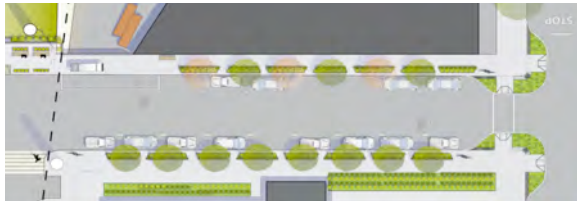
3.1.4 22ND STREET

22nd Street is a minor east-west collector roadway that serves as one of two primary access routes directly into the Project site, connecting into the north-south Texas Street in Potrero Hill. East of Illinois Street, the street serves primarily local access functions for the Pier 70 site. The street is largely unimproved east of Illinois Street, lacking sidewalks along both sides. As a result, the current (de facto) on-street parking layout on this segment of the street is perpendicular parking.

Various concepts for bicycle and pedestrian improvements to 22nd Street have been proposed by the San Francisco Bicycle Plan, the Blue Greenway project, Eastern Neighborhoods Program, and the Dogpatch 22nd Street Greening Master Plan.

Pennsylvania Avenue to Iowa Street

Iowa Street to Indiana Street



Indiana Street to Minnesota Street

Minnesota Street to Tennessee Street

Tennessee Street to Third Street

View looking west from Tennessee Street / 22nd Street

FIGURE 3.1: 22nd Street Greening Master Plan

3.2 LOCAL TRANSIT

Muni provides transit service within the City, including bus, light rail, cable car, and electric streetcar lines. Muni routes serving the Project include the T Third Street light rail line and 22 Fillmore, 48-Quintara and 55-16th Street bus lines. The Project will coordinate with Muni regarding opportunities to increase service to the Project site and adjoining areas.

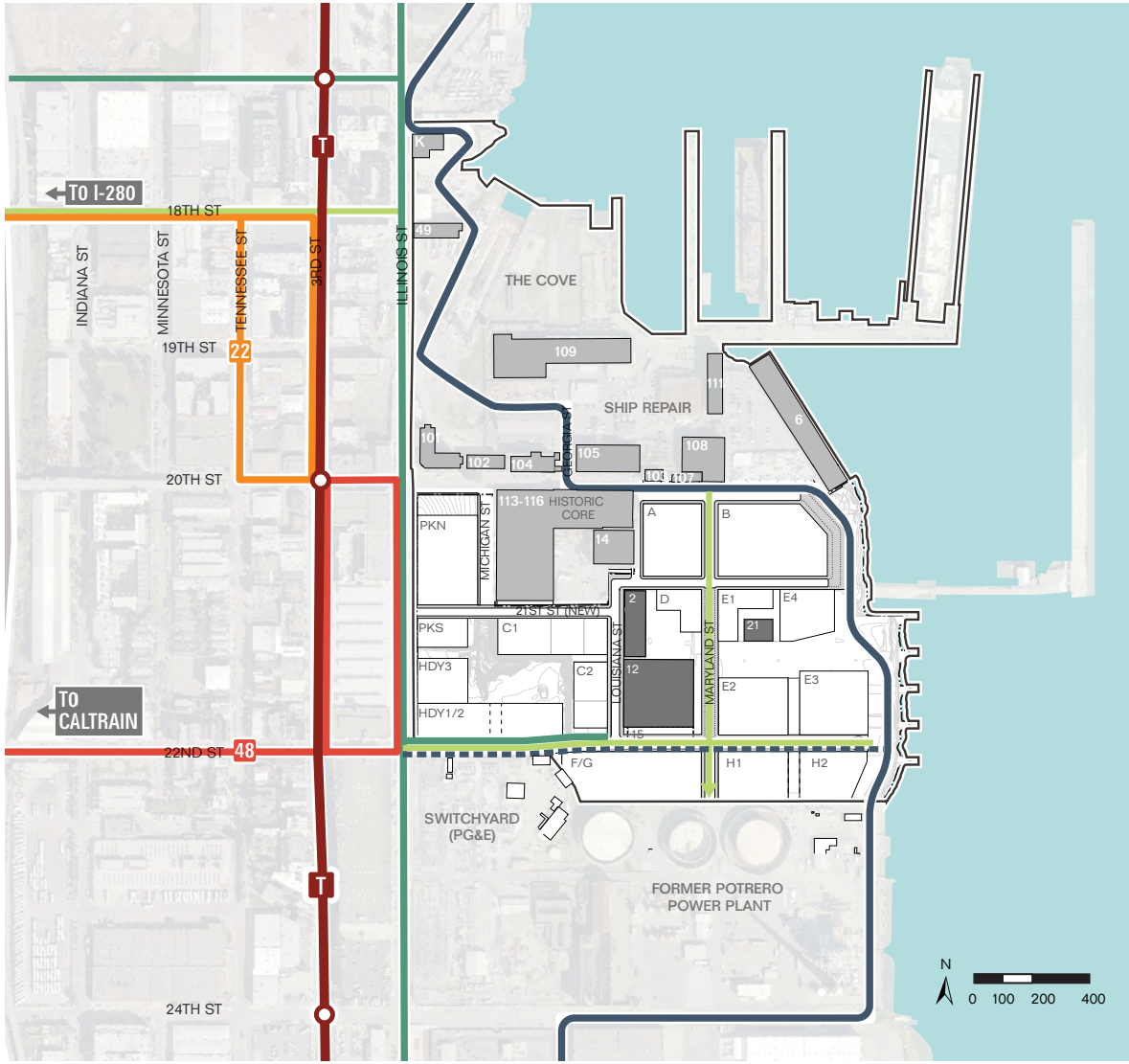


FIGURE 3.2: Transit Lines Near Project

3.2.1 MUNI T THIRD STREET LINE

The T Third Street line opened in 2007 as a modern light rail service operating in an exclusive median right-of-way with high level accessible platforms at all stations. The line follows Bayshore Boulevard connecting Visitacion Valley, Bayview/Hunters Point, Dogpatch and Mission Bay neighborhoods to the existing Muni Metro system along the southern Embarcadero.

Once the Central Subway becomes operational the T Third Street line will no longer share identities with the K Line, and will enter the underground subway at Bryant Street Portal and continue under Fourth Street to Yerba Buena, Union Square and Chinatown. Future extensions could include a stop at Washington Square. The Central Subway project will bring major service changes to the T Third Street line, along with major capacity increases.
The Central Subway is scheduled to open to riders in 2019 before any buildings at the Project are occupied.

Stations located in the immediate vicinity of the Project included 3rd Street/20th Street, 3rd Street/ Mariposa Street and 3rd Street/23rd Street. A turnaround loop (southbound 3rd Street to 18th Street, Illinois Street, 19th Street, and back to northbound 3rd Street) is under construction.

TABLE 3.1: T Third Street – Existing and Future Service Plans (Weekday)

	EXISTING				FUTURE (WITH CENTRAL SUBWAY)			
	WEEKDAY PEAK		WEEKDAY MIDDAY		WEEKDAY PEAK		WEEKDAY MIDDAY	
ROUTE SEGMENT	HEADWAY (MINUTES)	CAPACITY (PPHPD)	HEADWAY (MINUTES)	CAPACITY (PPHPD)	HEADWAY (MINUTES)	CAPACITY (PPHPD)	HEADWAY (MINUTES)	CAPACITY (PPHPD)
DOWNTOWN TO CHINA BASIN	-	-	-	-	2.0	3,600	8.0	2,160
CHINA BASIN TO MISSION BAY	9.0	800	10.0	720	4.0	2,400	8.0	1,440
MISSION BAY TO VISITACION VALLEY					8.0	1,200	8.0	720

3.2.2 22 FILLMORE

The 22 Fillmore is the busiest MUNI bus route that does not directly serve downtown (based on daily ridership). The route primarily follows two major neighborhood commercial corridors (16th Street and Fillmore Street), connecting the Central Waterfront/ Dogpatch with Potrero Hill, the Mission, Duboce Triangle, Lower Haight, the Western Addition, Pacific Heights, Cow Hollow, and the Marina. The service is operated with standard (40-foot) electric trolley coaches running on overhead lines. Owl service is provided half-hourly over the full length of the line. The 22 will be extended to Mission Bay in 2020.

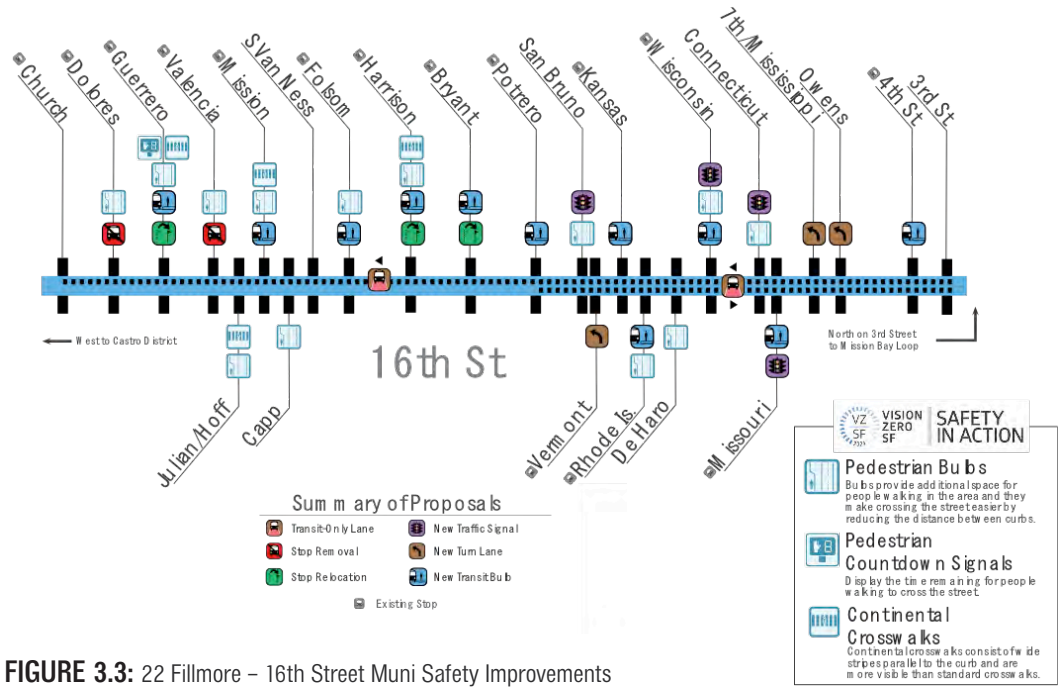


FIGURE 3.3: 22 Fillmore – 16th Street Muni Safety Improvements

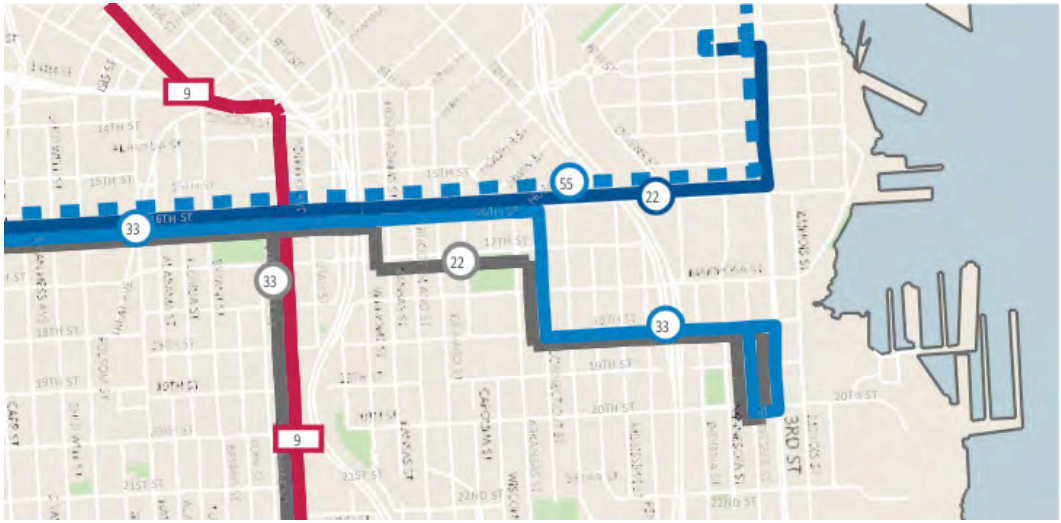


FIGURE 3.4: 22 Fillmore – 16th Street Muni Service Changes

3.2.3 55-16TH STREET

Muni added the 55-16th Street service in January 2015 as part of the Muni Forward program. The route is a temporary route connecting riders from the growing 16th Street corridor to the UCSF Campus and Hospital until the 22 Fillmore is extended into Mission Bay.

TABLE 3.2: 22 Fillmore & 55-16th Street – Existing and Future Service Plans (Weekday)

ROUTE SEGMENTS (EXISTING ROUTE)	EXISTING					FUTURE				
	LINE	WEEKDAY AM PEAK		WEEKDAY PM PEAK		LINE(S)	WEEKDAY AM PEAK		WEEKDAY PM PEAK	
		HEADWAY (MINUTES)	CAPACITY (PPHPD)	HEADWAY (MINUTES)	CAPACITY (PPHPD)		HEADWAY (MINUTES)	CAPACITY (PPHPD)	HEADWAY (MINUTES)	CAPACITY (PPHPD)
MARINA TO MISSION	22	9.0	420	8.0	473	22	6.0	630	8.0	473
MISSION TO POTRERO	22	9.0	420	8.0	473	22	6.0	630	8.0	473
	33	15.0	252	15.0	252	33	12.0	315	12.0	315
	55	15.0	252	15.0	252	-	-	-	-	-
	-	-	-	-	-	XX	12.0	315	12.0	315
	Total	4.1	1,344	3.9	1,449	Total	4.0	1,575	4.8	1,280
POTRERO TO MISSION BAY	55	15.0	252	15.0	252	22	6.0	630	8.0	473
POTRERO TO DOGPATCH/ CENTRAL WATERFRONT	22	9.0	420	8.0	473	33	12.0	315	12.0	315
	-	-	-	-	-	XX	8.0	473	8.0	473
	Total	5.6	672	5.2	725	Total	4.0	945	4.8	788

3.2.4 48 QUINTARA–24TH STREET

The 48 Quintara–24th Street connects the Project to 22nd Street Caltrain stop before traveling along 24th Street, Portola Drive, and Quintara Street, connecting the Central Waterfront/Dogpatch with Potrero Hill, the Mission, Noe Valley, Diamond Heights/Twin Peaks, Laguna Honda, West Portal, Outer Sunset, and Ocean Beach. The service is operated with standard (40-foot) motor coaches. Half-hourly owl service is provided between the Central Waterfront and Noe Valley.

3.2.5 ADDITIONAL LINES PLANNED

The SFMTA is proposing improvements to the 10, 11, 12, and a new xx (working name) line. All of which will serve the area.

Although the specific connect routing of these lines is still being developed, the general concepts being considered include:

- Adding the southern portion of the 10 route onto an 11 route, which would then connect to the Financial District and Chinatown.
- An xx line that would connect the neighborhood to 16th Street BART via 16th Street and then to Muni Metro either at the Church or Castro station.
- An improved 12 line to serve Rincon Hill.

TABLE 3.3: 48 Quintara – 24th Street – Existing and Future Service Plans (Weekdays)

	EXISTING					FUTURE				
	LINE	WEEKDAY AM PEAK		WEEKDAY PM PEAK		LINE(S)	WEEKDAY AM PEAK		WEEKDAY PM PEAK	
ROUTE SEGMENTS (EXISTING ROUTE)		HEADWAY (MINUTES)	CAPACITY (PPHPD)	HEADWAY (MINUTES)	CAPACITY (PPHPD)		HEADWAY (MINUTES)	CAPACITY (PPHPD)	HEADWAY (MINUTES)	CAPACITY (PPHPD)
OCEAN BEACH TO NOE VALLEY	48	11.0	344	12.0	315	48	15.0	252	15.0	252
NOE VALLEY TO POTRERO HILL		12.0	315	12.0	315	48	7.5	504	7.5	504
POTRERO HILL TO DOGPATCH/ CENTRAL WATERRONT		11.0	344	12.0	315	58	15.0	252	15.0	252

3.3 REGIONAL TRANSIT

Regional public transit service to and from the Project site is provided primarily by the San Francisco Bay Area Rapid Transit District (BART) and Caltrain.

In addition to BART and Caltrain, regional public transit service to and from San Francisco is provided by a variety of other operators, including the Alameda–Contra Costa Transit District (AC Transit); the San Mateo County Transit District (SamTrans); the Golden Gate Bridge, Highway and Transportation District (Golden Gate Transit and Golden Gate Ferry); and the Water Emergency Transportation Authority (WETA) (San Francisco Bay Ferry). Most of these services can be accessed from major transit hubs such as the Transbay Temporary Terminal or the Ferry Building.

3.3.1 BART

BART provides regional rail service between San Francisco and the East Bay (with outer terminals at Pittsburg/Bay Point, Richmond, Dublin/Pleasanton, and Fremont), as well as down the Peninsula to San Francisco International Airport and Millbrae. During the weekday AM peak period, midday, and PM peak period, trains heading to and from each of the four outer East Bay terminals operate at 15-minute headways, with additional trains providing supplementary peak period service to and from stations on the Pittsburg/Bay Point line.

The BART alignment through San Francisco generally follows Market Street, Mission Street, and I-280, and existing stations are located outside the typical walkshed distance (half-mile radius for high-quality transit facilities) from the Project site. Consequently, passengers traveling to and from the Project site on BART are expected to require a connecting mode of access to travel to and from BART stations, such as local transit; private transit options such as shuttle services; taxis/ride-shares; or bicycles. In addition, passenger flow would likely be distributed across several different stations (e.g., Embarcadero or Powell for passengers heading to/from the East Bay, and 16th Street/Mission or 24th Street/Mission for passengers heading to/from the Peninsula and southern San Francisco).

FIGURE 3.5: BART Map

3.3.2 CALTRAIN

Caltrain provides commuter rail service along the 51-mile corridor between San Francisco and San Jose, with some services extending south to Gilroy.

Caltrain operates bi-directional service all-day, beginning northbound service from the Tamien Station at 4:55 am and southbound service from the San Francisco Station also at 4:55 am. The last northbound train arrives at the San Francisco Station at 12:05 am and the last southbound train arrives at the San Jose Diridion Station at 1:38 am, but no all-night service is provided. The typical commute-period service pattern features a mix of limited-stop and "Baby Bullet" (fast) services, with as many as five trains per hour per direction. Outside of the commute periods, however, service consists almost exclusively of local (all-stop) trains operating at headways of one hour or longer.

Caltrain has a station at 22nd Street, underneath the I-280 aerial structure between Pennsylvania Avenue and Iowa Street approximately half-a-mile west of the Project site. Access to the station platforms is by stairwell only, and is provided only from 22nd Street (southbound platform) and Iowa Street (northbound platform). The station includes 27 bicycle racks, and does not have dedicated vehicle parking (passengers must use nearby on-street parking).

Service at 22nd Street Station is designed primarily to cater to "reverse" commuters—i.e., San Francisco residents commuting to the Peninsula and South Bay. All limited-stop and Baby Bullet services in the southbound direction during the morning commute and in the northbound direction during the evening commute call at the station. In contrast, service at the station in the "traditional" commute pattern (northbound into San Francisco in the morning and southbound from San Francisco in the evening) consists only of hourly limited-stop trains (no Baby Bullet trains).

Caltrain is currently in the process of modernizing its service through a new train control system, electrification, and new rolling stock, which will allow them to increase service during the peak periods from five trains per hour per direction (tphpd) to six tphpd. Separately, the City and County of San Francisco is evaluating potential options for undergrounding Caltrain and relocating and redeveloping the Fourth & King railyards, in conjunction with replacing portions of I-280 with a surface boulevard. These options could affect existing grade crossings in Mission Bay at 16th Street and Mission Bay Drive, as well as Caltrain's alignment through Mission Bay and the approach into the Transbay Transit Center from the south.

FIGURE 3.6: Caltrain Map

3.4 OTHER TRANSIT AND TRANSPORTATION SERVICES

3.4.1 SHUTTLE SERVICES

MISSION BAY TMA SHUTTLE

The Mission Bay Transportation Management Association (Mission Bay TMA) provides two shuttle bus routes between Mission Bay and the Powell Muni/BART station, one shuttle bus route to Caltrain and the temporary Transbay Terminal, and a Mission Bay loop route. The shuttle service is free of charge and available for use by all employees, residents, and visitors to the Mission Bay area. The closest shuttle stop to the Project is approximately one-half mile away. With implementation of the Chace Center, the existing Mission Bay TMA shuttle service will be expanded to feature more frequent service, and a new shuttle stop would be located adjacent to Chase Center.

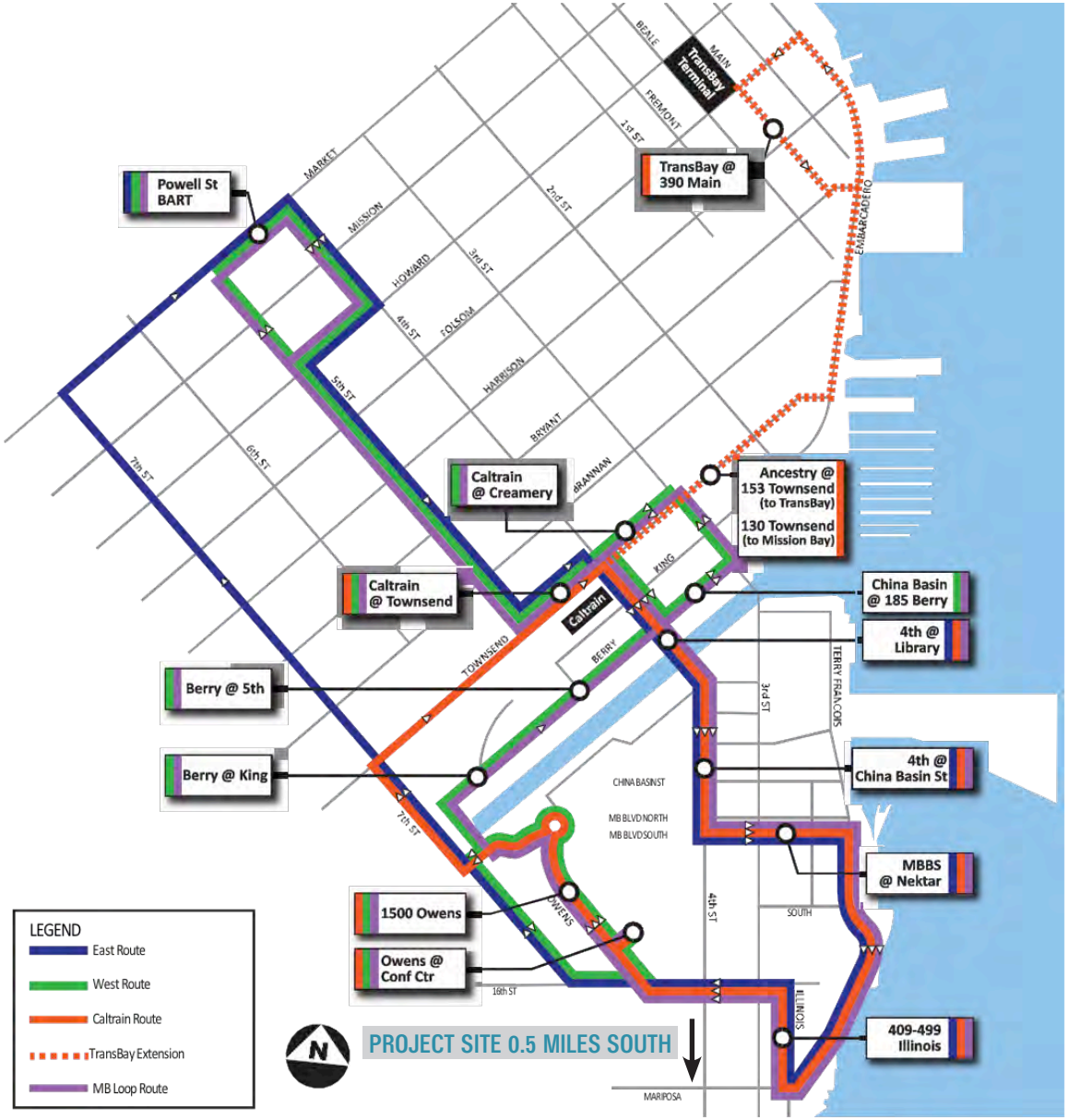


FIGURE 3.7: Mission Bay TMA Shuttle Network

UCSF SHUTTLES

UCSF provides shuttles for university personnel, including faculty, staff, technicians, and students, to travel between the university's campuses in San Francisco. These shuttles help reduce single-occupant vehicle trips and relieve capacity constraints for the Mission Bay TMA shuttles. People not affiliated with the university are not permitted to ride UCSF shuttles.

3.4.2 16TH STREET FERRY TERMINAL

The Port is in the design and permitting stages for a ferry boat terminal in Mission Bay, approximately one-half mile from the Project. In March 2016, the Port released a planning study that evaluated four alternative ferry landing locations and a water taxi landing. The Port is moving forward with design and permitting for a ferry landing at either the 16th Street location or an alternative location 100 feet north within the former Pier 64 footprint.

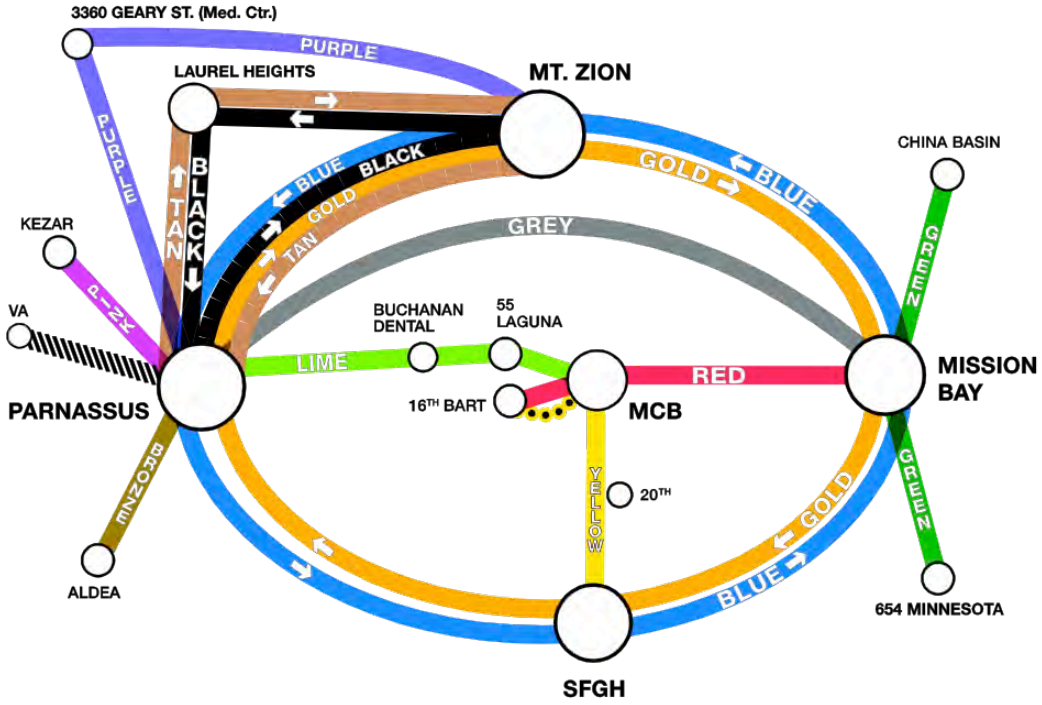


FIGURE 3.8: UCSF Shuttle Network

3.5 EXISTING BICYCLE FACILITIES

Although all roadways are technically accessible by bicycles, San Francisco has been working to build an extensive bicycle network throughout the city. The Project site is served by several existing bikeways, comprising a mixture of Class I, Class II, and Class III bikeways. Bikeway facilities are typically classified according to the level of safety and separation from other vehicular traffic afforded to the bicyclist.

CLASS I

Class I bikeways are dedicated off-street paths or trails. These facilities are usually, but not always, paved and may be designated either for the exclusive use of bicyclists or shared with other users such as walkers, joggers, hikers, and horseback riders.

CLASS II

Class II bikeways have dedicated roadspace in the paved right-of-way. These facilities are most frequently associated with marked bicycle lanes, but may also include cycle tracks or other facilities with a variety of treatments such as raised pavement or curbs, high-visibility paint, or protective barriers.

CLASS III

Class III bikeways share roadspace in the paved right-of-way, operating in mixed flow with other vehicles such as cars, buses, and trucks. Typically known as bicycle routes, these facilities usually offer little physical protection for bicyclists, but will usually be accompanied by signage and pavement markings such as sharrows.

FIGURE 3.9: Class I Facility – Bicycle Path or Multi-Use Trail

FIGURE 3.10: Class II Facility – Bicycle Lane

FIGURE 3.11: Class III – Signed Bicycle Route

Existing bicycle facilities located in the vicinity of the project are shown on Figure 3.12 and summarized below:

- North Point Street to the San Mateo County Line: This route begins at North Point Street and continues south along the Embarcadero, ultimately connecting southbound, all the way to the county line. This route connects with Third Street and crosses the China Basin Channel. The route continues on Terry A Francois Boulevard before connecting to Illinois Street. This route comprises a mixture of Class II and Class III facilities. This bike route connects to Mission Bay and much of downtown, including the Financial District, Transbay District, Rincon Hill, East SoMa, and key transit hubs such as Embarcadero Station, the Transbay Temporary Terminal, and the Ferry Building.
- Mariposa to Third Street: This route runs along Indiana Street, connecting to Mariposa Street in the north and to Third Street via Cesar Chavez in the south. This route primarily comprises Class III facilities, with signage and pavement markings (painted sharrows).
- Market to Illinois Street: This route runs north-south along Seventh Street to Mariposa Street via Mississippi Street and terminates at Illinois Street. This route primarily comprises Class II facilities along 7th Street/8th Street and Mississippi Street, but the segment closest to the Project site along Mariposa Street features Class III facilities with signage and pavement markings (painted sharrows).
- Illinois Street to the Great Highway: This route runs east-west along Cesar Chavez Boulevard. It is signed and striped as a Class II bicycle lane between Third Street and Pennsylvania Avenue and is designated a Class III bicycle route west of Pennsylvania Avenue.
- Owens to 17th East-West Bicycle Connector: SFMTA is conducting a feasibility study to identify a preferred connection between 17th St. bikeway and the 4th St. bikeway, likely by crossing over the Caltrain right-of-way and connecting 17th St. and Owens.

FIGURE 3.12: Existing Bicycle Network

3.5.1 BIKE SHARING

Bike sharing systems facilitate casual bicycle use by eliminating the need to make committed investments in a bicycle, helmet, and other equipment. Ford GoBike is the regional bike sharing system for the Bay Area. The first phase currently encompasses 70 stations and 700 bicycles in San Francisco and four Peninsula/South Bay cities along the Caltrain corridor (Redwood City, Palo Alto, Mountain View, and San Jose). Of the 70 total stations, about 40 are in San Francisco, concentrated in Downtown and along the Northeast Waterfront. Currently, there are no stations in the immediate vicinity of the Project site. Starting in spring 2017, prior to any buildings at the Project being occupied, Ford GoBike is expanding to about 300 stations with 7,000 bicycles across the Bay Area, including stations every few blocks in San Francisco. The service will expand service to the East Bay and expand the San Jose service area.

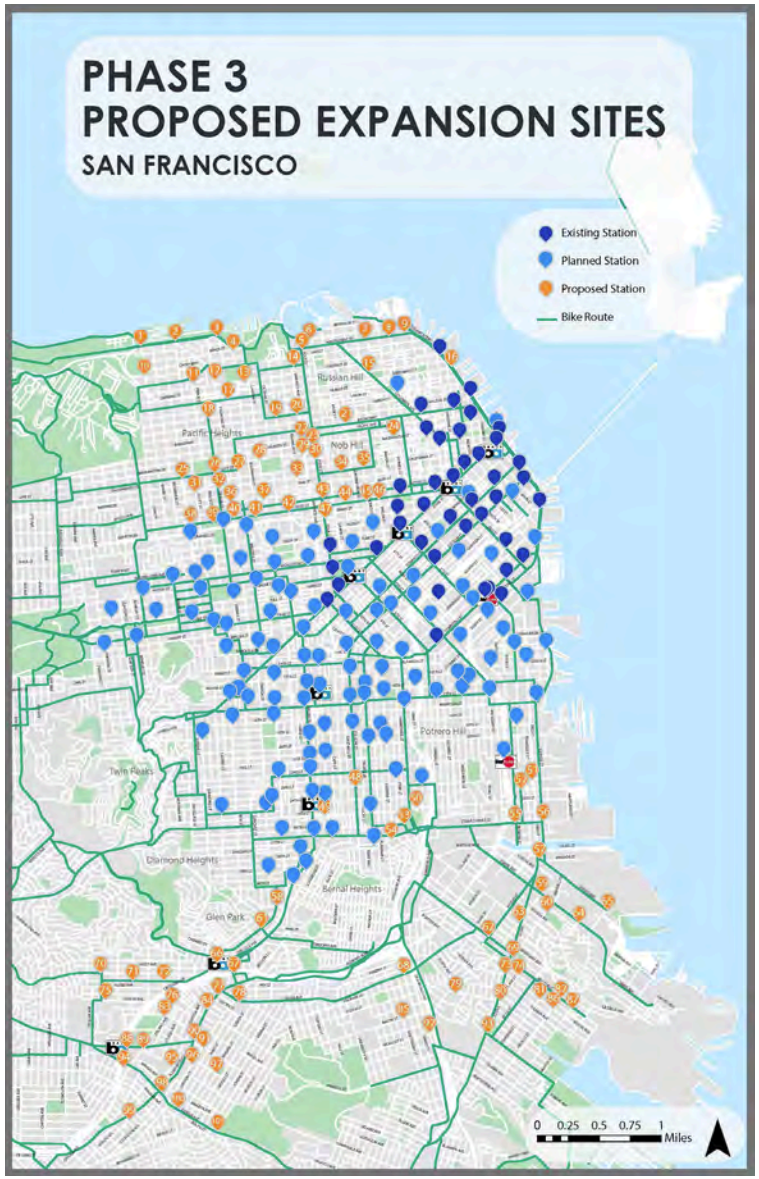


FIGURE 3.13: Bay Area Bike Share Service Area (Existing and Phase 2)

3.6 REGIONAL DRIVING ACCESS

Regional access to and from the Project site is provided by United States Highway 101 (U.S. 101), I-80, and I-280.

3.6.1 INTERSTATE 80

Regional access to and from the Pier 70 area and the East Bay is provided by I-80 and the San Francisco–Oakland Bay Bridge. Access to and from I-80 is provided by on- and off-ramps located downtown near Rincon Hill, Central SoMa, and Western SoMa. Motorists using these ramps would be expected to use the major local access routes such as 3rd Street/4th Street and 7th Street/16th Street to travel directly to and from the Project site.

3.6.2 U.S. 101

Regional access to and from the Project site and the North Bay is provided by U.S. 101 and the Golden Gate Bridge. U.S. 101 follows major surface arterials including Mission Street/South Van Ness Avenue, Van Ness Avenue, and Lombard Street.

3.6.3 INTERSTATE 280

Regional access to and from the Peninsula and South Bay is provided by U.S. 101 and I-280. I-280 provides the most direct access to the Project site, with an off-ramp at Pennsylvania Avenue/Cesar Chavez Street and an on-ramp at Pennsylvania Avenue/25th Street. Motorists using U.S. 101 along the Peninsula and South Bay can access I-280 via the U.S. 101/I-280 interchange at the confluence of Bayshore Boulevard, Alemany Boulevard, San Bruno Avenue, and Industrial Street in the southeastern quadrant of San Francisco. Alternatively, motorists along U.S. 101 can continue north along U.S. 101, exiting at Cesar Chavez Street to reach the Project site.

4 TRANSPORTATION DEMAND MANAGEMENT

The Project (defined as the area within the Pier 70 Special Use District) will implement TDM measures designed to produce 20% fewer driving trips than identified by the project's Transportation Impact Study ("Reduction Target") for project build out, as identified in Table 4.1, below.

TABLE 4.1: Trip Reduction Targets from EIR Trip Estimates

PERIOD	EIR AUTO TRIP ESTIMATE AT PROJECT BUILD-OUT	AUTO TRIPS REFLECTING 20% REDUCTION ("REDUCTION TARGET")
DAILY	34,790	27,832

To do this, the TDM Plan creates a TDM Program that will support and promote sustainable modes and disincentivize the use of private automobiles, particularly single-occupancy vehicles, among residents, employees, and visitors. This chapter outlines the different strategies that Project, initially, will employ to meet those goals, including the formation of a Transportation Management Association (TMA). The TMA will be responsible for the administration, monitoring, and adjustment of the TDM Plan and program over time. In addition to meeting the Reduction Target, the following overall TDM goals are proposed to ensure that the Project creates an enjoyable, safe, and inviting place for residents, workers, and visitors.

4.1 TDM GOALS

In addition to meeting the Reduction Target described above, the TDM program will include measures that contribute to the following goals:

- Encourage residents, workers, and visitors to the Project site to use sustainable transportation modes and provide resources and incentives to do so.
- Make the Project site an appealing place to live, work and recreate by reducing the number of cars on the roadways and creating an active public realm.
- Integrate the Project into the existing community by maintaining the surrounding neighborhood character and seamlessly integrating the Project into the established street and transportation network.
- Provide high quality and convenient access to open space and the waterfront.
- Promote pedestrian and bike safety by integrating bicycle and pedestrian-friendly streetscaping throughout the Project site.
- Improve access to high quality transit, including Caltrain, BART, and Muni light rail.
- Reduce the impact of the Project on neighboring communities, including reducing traffic congestion and parking impacts.

4.2 TDM APPROACH

The fundamental principle behind the TDM program is that travel habits can be influenced through incentives and disincentives, investment in sustainable transportation options, and educational and marketing efforts. Recognizing this principle, the following section describes the TDM program, including its basic structure, as well as logistical issues, such as administration and maintenance of the program.

The Project's land use and site design principles, including creating a dense, mixed-use area that provides neighborhood and office services within walking distance from residential and commercial buildings and the creation of walkable and bicycle-friendly streets, will work synergistically with the TDM program to achieve the Project's transportation goals.

Planning Code Section 169 (TDM) requires that master planned projects such as Pier 70 meet the spirit of the TDM Ordinance, and acknowledges that there may be unique opportunities and strategies presented by master planned projects to do so. If, in the future, the Port establishes its own TDM program across its various properties, the Project will have the right, but not the obligation, to consolidate TDM efforts with this larger plan. In all cases, the Project will coordinate with a Port-wide TDM program, should it exist. In the absence of such a Port-wide program now, the Project is proposing the site-specific TDM program structure outlined below.

As previously mentioned, in order to meet the Project goals to reduce Project-related one-way vehicular traffic by 20%[1] — and to create a sustainable development, the Project's TDM program will be administered and maintained by a TMA. Existing examples of TMAs include the Mission Bay TMA and TMASF Connects.

The TMA will provide services available to all residents and workers at the Project site. The TMA will be funded by an annual assessment of all buildings in the Pier 70 Special Use District area (excluding Buildings 12, 21 and E4). The TMA will be responsible for working with future subtenants of the site (e.g., employers, HOAs, property managers, residents) to ensure that they are actively engaging with the TDM program and that the Program meets their needs as it achieves or exceeds the driving trip reduction targets. Upon agreeing to lease property at the Project, these subtenants will become "members" of the TMA and able to take advantage of the TDM program services provided through the TMA. The TMA will be led by a board of directors which will be composed of representatives from diverse stakeholders that will include the Port (as the current property owner), the SFMTA (as the public agency responsible for oversight of transportation in the City), and representatives of various buildings that have been constructed at the site. The board of directors may also include representatives from commercial office tenants or homeowners' associations.

Day-to-day operations of the TMA will be handled by a staff that would work under the high-level direction provided by the board of directors. The lead staff position will serve as the onsite Transportation Coordinator (TC) (also referred to as the "TDM Coordinator"), functioning as the TMA's liaison with subtenants in the implementation of the TDM program and as the TMA's representative in discussions with the City.

The TC will perform a variety of duties to support the implementation of the TDM program, including educating residents, employers, employees, and visitors of the Project site about the range of transportation options available to them. The TC would also assist with event-specific TDM planning and monitoring, and reporting on the success and effectiveness of the TDM program overall. The TC may be implemented as a full-time position, or as a part-time position shared with other development projects. The TMA will have the ability to adjust TDM program to respond to success or failure of certain components.

4.2.1 THE TMA WEBSITE

The TMA, through the onsite TC, would be responsible for the creation, operation, and maintenance of a frequently updated website that provides information related to the Project's TDM program. The TMA's website would include information on the following (and other relevant transportation information):

- Connecting shuttle service (e.g., routes and timetables);
- General information on transit access (e.g., route maps and real-time arrival data for Muni, Caltrain, and BART);
- Bike sharing stations on site and in the vicinity;
- On- and off-street parking facilities pricing (e.g., pricing, location/maps and real-time occupancy);
- Car-sharing pods on site and in the vicinity,
- Ridematching services; and
- Emergency Ride Home (ERH) program.

1 Reduction in trips is in comparison to trip generation expectations from the EIR.

4.3 SUMMARY OF TDM MEASURES

Table 4.2 provides a summary of the TDM measures to be implemented at the Project by the TMA. The following sections provide more detail on the measures as organized by measures that are applicable site-wide, those that target residents only, and those that target non-residents (workers and visitors) only. The applicable measures will be ready to be implemented upon issuance of each certificate of occupancy.

TABLE 4.2: Summary of Pier 70 TDM Measures

MEASURE[1]	DESCRIPTION	APPLICABILITY		
		SITE-WIDE	RESIDENTIAL	NON-RESIDENTIAL
Improve Walking Conditions	Provide streetscape improvements to encourage walking	✔		
Bicycle Parking	Provide secure bicycle parking	✔		
Showers and Lockers	Provide on-site showers and lockers so commuters can travel by active modes			✔
Bike Share Membership	Property Manager/HOA to offer contribution of 100% toward first year membership; one per dwelling unit		✔	
Bicycle Repair Station	Each market-rate buildings shall provide one bicycle repair station		✔	
Fleet of Bicycles	Sponsor at least one bike share station at Pier 70 for residents, employees, and/or guests to use	✔		
Bicycle Valet Parking	For large events (over 2,000), provide monitored bicycle parking for 20% of guests	✔		
Car Share Parking & Membership	Provide car share parking per code. Property Manager/HOA to offer contribution of 100% toward first year membership; one per dwelling unit		✔	
Delivery Supportive Amenities	Facilitate deliveries with a staffed reception desk, lockers, or other accommodations, where appropriate.	✔		
Family TDM Amenities	Encourage storage for car seats near car share parking, cargo bikes and shopping carts	✔		
On-site Childcare	Provide on-site childcare services	✔		
Family TDM Package	Require minimum number of cargo or trailer bike parking spaces		✔	
Contributions or Incentives for Sustainable Transportation	Property Manager/HOA to offer one subsidy (40% cost of MUNI "M" pass) per month for each dwelling unit		✔	
Shuttle Bus Service	Provide shuttle bus services	✔		
Multimodal Wayfinding Signage	Provide directional signage for locating transportation services (shuttle stop) and amenities (bicycle parking)	✔		
Real Time Transportation Information Displays	Provide large screen or monitor that displays transit arrival and departure information	✔		
Tailored Transportation Marketing Services	Provide residents and employees with information about travel options	✔		
On-site Affordable Housing	Provide on-site affordable housing as part of a residential project		✔	
Unbundle Parking	Separate the cost of parking from the cost of rent, lease or ownership	✔		
Prohibition of Residential Parking Permits (RPP)	No RPP area may be established at or expanded into the Project site		✔	
Parking Supply	Provide less accessory parking than the neighborhood parking rate	✔		
Emergency Ride Home Program	Ensure that every employer is registered for the program and that employees are aware of the program			✔

Note:
1. Where applicable, measure names attempt to be consistent with names of menus in San Francisco's TDM Program

4.4 SITE-WIDE TRANSPORTATION DEMAND MANAGEMENT STRATEGIES

The following are site-wide TDM strategies that will be provided to support driving trip reductions by all users of the Project.

4.4.1 IMPROVE WALKING CONDITIONS

The Project will significantly improve walking conditions at the site by providing logical, accessible, lighted, and attractive sidewalks and pathways. Sidewalks will be provided along most new streets and existing streets will be improved with curbs and sidewalks as necessary. The street design includes improvements to streets and sidewalks to enhance the pedestrian experience and promote the safety of pedestrians as a top priority. In addition, ground floor retail will create an active ground plan that promotes comfortable and interesting streetscapes for pedestrians.

4.4.2 ENCOURAGE BICYCLING

Bicycling will be encouraged for all users of the site by providing well-designed and well-lit bike parking in residential and commercial buildings, in district parking, and also in key open space and activity nodes. Bicycle parking will be provided in at least the amounts required by the Planning Code at the time a building secures building permits. Furthermore, valet bicycle parking will be provided for large events (over 2,000) to accommodate 20% of guests. In addition to bicycle parking, the Project will fund at least one bike share station on site, including the cost of installation and operation for three years, for residents, employees, and or guests to use. This will help reduce the cost-burden of purchasing a bike and increase convenience. Bicycle facilities provided at the Project site will help improve connectivity to existing bike facilities on Illinois Street and the Bay Trail.

4.4.3 TAILORED TRANSPORTATION MARKETING SERVICES AND COMMUTER BENEFITS

Tailored marketing services will provide information to the different users of the site about travel options and aid in modal decision making. For example, the TMA will be responsible for notifying employers about the San Francisco Commuter Benefits Ordinance, the Bay Area Commuter Benefits Program, and California's Parking Cash-Out law when they sign property leases at the site and disseminating general information about the ordinances on the TMA's website. The TMA will provide information and resources to support on-site employers in enrolling in pre-tax commuter benefits, and in establishing flex time policies.

Employers will be encouraged to consider enrolling in programs or enlisting services to assist in tracking employee commutes, such as Luum and Rideamigos. The services offered by these platforms include the development of incentive programs to encourage employees to use transit, customized commute assistance resources, tracking the environmental impact of employee commutes, and assessing program effectiveness. As the TMA works with on-site employers, other useful resources that support sustainable commute modes may be identified and provided by the TMA.

4.4.4 CAR SHARE PARKING

The Project will provide car share parking in the amounts specified by Planning Code Section 166 for applicable new construction buildings.

4.4.5 SHUTTLE SERVICE

A shuttle will be operated at Pier 70 serving to connect site users (residents, employees, and visitors) with local and regional transit hubs. The shuttle service will aim to augment any existing transit services and it is not intended to compete with or replicate Muni service. Shuttle routes, frequencies, and service standards will be planned in cooperation with SFMTA staff. In addition, coordination and integration of the shuttle program with other developments in the area will be considered, including with Mission Bay and future development at the former Potrero Power Plant. The necessity of the shuttle service will continue to be assessed as transit service improves in the Pier 70 area over time.

Any shuttles operated by the Project will secure safe and legal loading zones for passenger boarding and alighting, both in the site and off-site. Shuttles will be free and open to the public and be accessible per ADA standards. Shuttles will comply with any applicable laws and regulations.

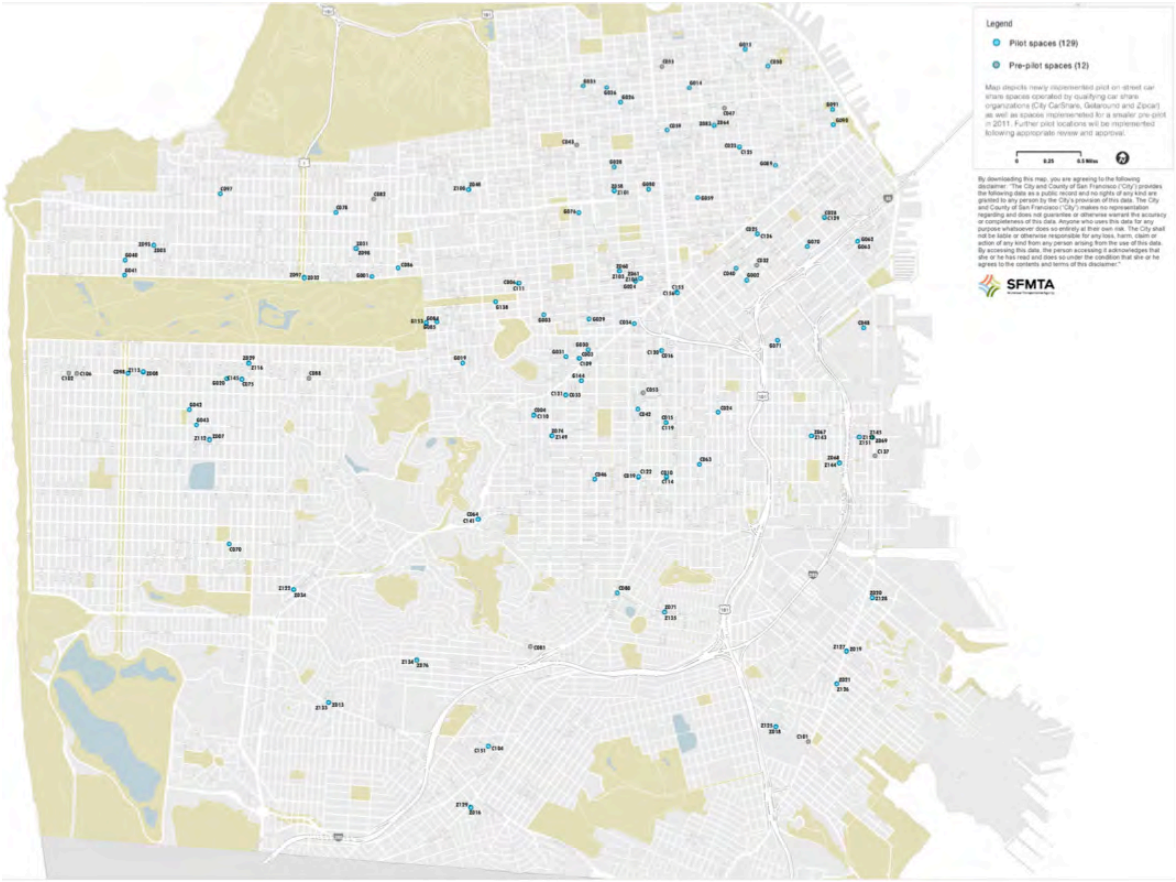


FIGURE 4.1: Existing On-street Car-share Spaces

4.4.6 PARKING

The Project is subject to an aggregate, site-wide parking maximum based on the following ratios:

- Residential parking maximums are set to 0.60 spaces per residential unit; and
- Commercial Office parking maximums are set to 1 space per 1,500 gross square feet; and
- Retail shall have 0 parking spaces.

The cost of parking will be unbundled, or separate from the cost of rent, lease, or ownership at the Project. Complying with San Francisco Planning Code, residential parking will not be sold or rented with residential units in either for-sale or rental buildings. Residents or workers who wish to have a car onsite will have to pay separately for use of a parking space. Residential and non-residential parking spaces will be leased at market rate.

Non-residential parking rates shall maintain a rate or fee structure such that:

- Base hourly and daily parking rates are established and offered.
- Base daily rates shall not reflect a discount compared to base hourly parking rates; calculation of base daily rates shall assume a ten-hour day.
- Weekly, monthly, or similar-time specific periods shall not reflect a discount compared to base daily parking rates, and rate shall assume a five-day week.
- Daily or hourly rates may be raised above base rate level to address increased demand, for instance during special events.

4.4.7 DISPLAYS AND WAYFINDING SIGNAGE

Real time transportation information displays (e.g., large television screens or computer monitors) will be provided in prominent locations (e.g., entry/exit areas, lobbies, elevator bays) on the project site highlighting sustainable transportation options. The displays shall be provided at each office building larger than 200,000 SF and each residential building of more than 150 units, and include arrival and departure information, such as NextBus information, as well as the availability of car share vehicles and shared bicycles as such information is available. In addition, multimodal wayfinding signage will be provided to help site users locate transportation services (such as shuttle stops) and amenities (such as bicycle parking). Highly visible information and signage will encourage and facilitate the use of these resources.

4.4.8 FAMILY AMENITIES

Five percent of residential Class 1 bicycle parking will be designated for cargo and trailer bicycles. In addition, services and amenities will be encouraged to support the transportation needs of families, including storage for strollers and car seats near car share parking. On-site child care services will also be provided to further support families with children and reduce commuting distances between households, places of employment, and childcare.

4.5 RESIDENTIAL TRANSPORTATION DEMAND MANAGEMENT STRATEGIES

Strategies for reducing automobile use for residents of Pier 70 are discussed in the following sections.

4.5.1 ENCOURAGE TRANSIT

All homeowners' associations and property managers will offer one subsidy (equivalent to 40% cost of Muni M pass or future equivalent Muni monthly pass) per month for each dwelling unit. These would likely consist of Clipper Cards that work for Muni, BART, and Caltrain and are auto-loaded with a certain cash value each month. In addition, tailored marketing services will provide information to residents about travel options and aid in modal decision making.

4.5.2 BICYCLES

Indoor secure bicycle parking will be provided for residents in at least the amounts required by the Planning Code at the time the building secures building permits. Property Managers and HOA's will offer a contribution of 100% towards the first year's membership cost in a bike share program at a rate of one membership per dwelling unit. In addition, each market-rate residential building shall provide a bicycle repair station in a secure area of the building.

4.5.3 CAR SHARE MEMBERSHIP

Property managers and HOA's will offer a contribution of 100% towards the first year's membership cost in a car share program at a rate of one membership per dwelling unit. Any user fees will be the responsibility of the resident member.

4.5.4 FAMILY TDM PACKAGE

Amenities for families residing at the Project will be encouraged, such as car share memberships and other family amenities, including stroller and car seat storage and cargo bicycle parking.

4.5.5 PROHIBITION OF RESIDENTIAL PARKING PERMITS

Residential permit parking (RPP) will be prohibited at the Project site, and residents of Pier 70 will not be eligible for the neighboring Dogpatch RPP. This restriction is recorded within the Project's Master Covenants, Codes and Restrictions (CC&R) documents. This approach to RPP is intended to complement the Project's unbundled parking policy by ensuring that residents pay market rate for parking and that residential parking does not spill over onto neighborhood RPP streets.

4.6 NON-RESIDENTIAL TRANSPORTATION MANAGEMENT STRATEGIES

As with residents, there are several ways to encourage public transit and other sustainable modes of travel for employees and visitors to the Project site.

4.6.1 EMERGENCY RIDE HOME PROGRAM

San Francisco provides an emergency ride home (ERH) program that reimburses the cost of a taxi ride home for an employee who commutes to work by a sustainable mode (transit, bicycling, walking, or carpool/vanpool) and has an unexpected emergency such as personal or family related illness or unscheduled overtime. Any employee in San Francisco is eligible as long as the employer has registered. Registration is free for employers. The ERH program is a safety net that may remove a barrier to sustainable commute choices. The TMA will ensure that every employer tenant on-site is registered for the Emergency Ride Home program and that employees are aware of the program.

4.6.2 BICYCLES

Indoor secure bicycle parking will be provided for employees at least in the amount required by the Planning Code at the time the building secures building permits. Showers and lockers for employee use will also be provided at least in the amount required by the Planning Code in order to support active travel modes for commuting. Employees will be encouraged to participate in Bike to Work Day events by the TMA. As previously mentioned, the Project will provide at least one bike share station that would be available to residents, employees, and visitors.

4.7 SPECIAL EVENT TRANSPORTATION MANAGEMENT STRATEGIES

The Project's open spaces will host a variety of public events, including evening happy hours, outdoor film screenings, music concerts, fairs and markets, food events, street festivals art exhibitions and theatre performances. Typical events may occur several times a month, with an attendance from 500 to 750 people. Larger-scale events would occur approximately four times a year, with an attendance up to 5,000 people. All events in parks or open spaces require permitting approval by the Port.

The TMA will work with the open space management team and any building managers or retailers to establish and implement transportation management plans for specific events. Transportation management plans will consider best practices and lessons learned from other San Francisco events and event venues. Event scheduling will attempt to minimize overlapping of events with AT&T Park and the Chase Event Center as required by the Environmental Impact Report. Event transportation management plans can include the following mechanisms:

- Directional signage for vehicles accessing the site
- Charging event pricing for parking associated with special events;
- Dedicated passenger loading zones in the site;
- Staffed and secure bicycle valet parking;
- Identifying and rewarding guests who ride their bicycles, walk, or transit to events (i.e., free giveaways);
- Encouraging customers at the time of ticket sales to take public transportation, walk, or bicycle to the events, and providing reminders and trip planning tools to support them in doing so;
- Disseminating the recommended transportation options on different marketing outlets (with ticket receipt, online channels, Pier 70 website, TMA website, etc.);
- Identifying offsite parking and using shuttles to transport visitors between the event venues, offsite parking, and transit hubs, as needed; and,
- Encouraging guests to arrive early and stay onsite longer by promoting local vendors, restaurants, etc., to spread and reduce pre- and post-event peaking effects.

Successful special event transportation management plans will minimize driving trips and promote sustainable modes of access to events. The TMA will monitor the effectiveness of these event management strategies, and at SFMTA's request, meet with SFMTA to consider revised approaches to event management.

4.7.1 STREET CLOSURES

During larger events and temporary programming, Maryland Street between 21st and 22nd Streets is expected to seek permits to be closed to motor vehicle traffic through the City's Interdepartmental Staff Committee of Traffic and Transportation (ISCOTT) process. Street closures would be in effect anywhere from a few hours to an entire day. In advance and during any street closure, event organizers must provide sufficient street signage to discourage driving to the site during the event and to route motor vehicles through the site and minimize queuing and impacts to circulation in and around the Project site. The recommended vehicular loop will be through 22nd Street (west of Louisiana Street), Louisiana Street (south of 21st Street), and 21st Street (west of Louisiana Street), with drop-off zones located on Louisiana Street. 21st Street (east of Louisiana Street) would serve as a loading/service alley for events.

Photo Credit: Shae Rocco / Forest City

FIGURE 4.2: Pier 70 Urban Air Market

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5 SHUTTLE PROGRAM

It is anticipated that a shuttle will be operated at Pier 70 serving to connect site users (residents, employees, and visitors) with local and regional transit hubs. The shuttle service will aim to augment any existing transit services and it is not intended to compete with or replicate service. The necessity of the shuttle service will continue to be assessed as transit service changes in the Pier 70 area over time.

Any shuttles operated by the Project will have secure, safe and legal loading zones for passenger boarding and alighting, both in the site and off-site. Shuttles will be free and open to the public and be accessible per ADA standards.

5.1 PRECEDENTS

There are many relevant existing precedents for privately operated transit in San Francisco, including several shuttle services operated in Mission Bay and surrounding areas in Showplace Square and the Design District. Perhaps the most relevant of these examples is the shuttle system operated by the Mission Bay TMA, which connects residents, employees, and visitors of the Mission Bay South area with Fourth and King Station (Caltrain), Powell Street Station (BART and Muni), and the Transbay Temporary Terminal (Muni and regional bus operators).

Although the total development in Mission Bay South at build-out will be substantially larger than that proposed for Pier 70, the mixed-use nature of Mission Bay South—including residential, office, and retail—is similar to the development concept for Pier 70. In addition, the geographical and transportation context of Mission Bay South is similar to Pier 70, being located outside the traditional boundaries of downtown San Francisco and generally beyond walking distance of major regional transit hubs. Therefore, the Mission Bay TMA shuttle system offers an important precedent of developing a shuttle service concept for Pier 70.

5.2 PROPOSED ROUTES AND KEY DESTINATIONS

The primary goal of the proposed shuttle service at Pier 70 is to provide a first-mile/last-mile connection for transit riders traveling to or from the site, particularly for riders looking to access frequent local and regional transit. These riders would be expected to take regional transit services operated by BART, Caltrain, AC Transit, Golden Gate Transit, SamTrans, or other regional transit providers, but would need an additional connection to access these services when traveling to or from Pier 70. Although these riders would have the option of taking local transit services operated by Muni, the shuttle system would offer complementary service to meet their needs, similar to the way in which the Mission Bay TMA shuttle system complements existing Muni service.

As indicated by the discussions above, the exact structure of any shuttle service provided for the Project site is undetermined at this stage and depends on factors that may not be known at this time. In terms of minimum requirements, however, shuttle service should be provided that connects the Project site with both BART and Caltrain, because these are the primary regional transit providers expected to serve ridership generated by the Project. Exact routes and operating schemes can be determined at a later time, depending on factors such as peak-period traffic congestion along specific streets and BART and Caltrain service plans and schedules at specific stations.

5.3 SERVICE HOURS

While the details on shuttle service hours will be determined at a later date, conceptually the shuttle service could be provided at minimum during the extended weekday commute periods (7:00 AM to 10:00 AM and 3:00 PM to 7:00 PM) and should function as a bi-directional service, reflecting the mixed-use residential and commercial nature of the Project. Shuttle service during other time periods (e.g., weekends or midday) or during special events should also be considered on an as-needed basis. If necessary, a trial program for regular weekend or midday service could also be implemented to determine the feasibility of permanent shuttle operation during these time periods. Additionally, the shuttle would likely begin with a less robust service plan in the earliest phases of the Project when ridership and demand would be lowest, and ramp up to increase frequency as the Project is built out.

5.4 STOPS

Because the proposed shuttle service is intended to complement rather than duplicate Muni service, and is primarily oriented to the needs of residents, employees, and visitors of Pier 70, the number of stops on shuttle routes should be restricted. High-frequency stopping patterns would increase travel time and reduce the operational efficiency of the shuttles. In general, stops should only be provided at the offsite transit hub and on the Pier 70 site itself, with some allowance for intermediate stops that may serve local transit hubs.

5.5 ADJUSTMENTS TO SHUTTLE SERVICE

The efficacy of the shuttle service and the potential for service enhancements—including, but not limited to, improvements to the route network and alignment, schedule and service hours, and vehicle capacity—will be routinely evaluated by the TMA to ensure that the shuttle service is appropriately complementary to Muni service and coordinated with connecting BART and Caltrain service and making an adequate contribution to the Project's transportation mode share goals.

Consideration should also be given to working collaboratively with the Mission Bay TMA and developments in the vicinity of the Project on a potential shared shuttle solution that would operate some or all trips or routes jointly, serving both Mission Bay South and Pier 70. Although joint operation would potentially minimize operating costs for the service and improve transit connections between Mission Bay and Pier 70, such a solution would need to be carefully designed to minimize any negative effects to travel times or to the attractiveness of the shuttle as a travel option for Pier 70 site users.

6 MONITORING, EVALUATION, AND REFINEMENT

The Pier 70 TMA, through an on-site Transportation Coordinator, shall collect data and make monitoring reports available for review and approval by the Planning Department staff. Monitoring data shall be collected and reports shall be submitted to Planning Department staff every year (referred to as "reporting periods"), until five consecutive reporting periods display the project has met the reduction goal, at which point monitoring data shall be submitted to Planning Department staff once every three years. The first monitoring report is required 18 months after issuance of the First Certificate of Occupancy for buildings that include off-street parking or the establishment of surface parking lots or garages that bring the project's total number of off-street parking spaces to greater than or equal to 500. Each trip count and survey (see below for description) shall be completed within 30 days following the end of the applicable reporting period.

Each monitoring report shall be completed within 90 days following the applicable reporting period. The timing shall be modified such that a new monitoring report shall be required 12 months after adjustments are made to the TDM Plan in order to meet the reduction goal, as may be required in the "TDM Plan Adjustments" heading below. In addition, the timing may be modified by the Planning Department as needed to consolidate this requirement with other monitoring and/or reporting requirements for the project.

Table 6.1 below provides the EIR trip estimates for each phase identified in the EIR, as well as the number of trips for each phase reflecting a 20 percent reduction. Annual monitoring reports will compare progress against the trip estimates in Table 6.1 to assess progress, however the Project will not be considered out of compliance with either this Plan or Project mitigation measure M-AQ-1f unless the Reduction Target calculated for the fully built out project (see Table 4.1) has been exceed.

The findings will be reported out to the Planning Department, as described in the Mitigation Monitoring and Reporting Program (MMRP). The monitoring reports are intended to satisfy the requirements of Project mitigation measure M-AQ-1f, M-TR-5, M-C-TR-4A, and M-C-TR-4B. If, however, separate reporting is preferred by the TMA, separate reports are acceptable.

Based on findings from the evaluation and with input from SFMTA and the Planning Department, the Project will refine the TDM Plan by improving existing measures (e.g., additional incentives, changes to shuttle schedule), including new measures (e.g., a new technology), or removing existing measures, in order to achieve the Project's Reduction Target, as well as monitor progress against the trip estimates for each phase outlined below. It will be especially important to refine strategies as new transportation options are put into place in the area and as the TMA learns which strategies are most effective in shaping the transportation behaviors of the site users.

TABLE 6.1: Auto Trip Estimates by Phase

	RESIDENTIAL			COMMERCIAL			PHASE TRIP ESTIMATES	
PHASES	UNITS	CUM. UNITS	%	GSF	CUM. UNITS	%	EIR AUTO TRIP ESTIMATES (BY PHASE)	AUTO TRIP TARGET[1]
Phase 1	300	300	18%	6,600	6,600	0%	1,072	858
Phase 2	690	990	60%	348,200	354,800	16%	9,970	8,834
Phase 3	375	1,365	83%	673,900	1,028,700	45%	7,662	14,963
Phase 4	280	1,645	100%	747,450	1,776,150	79%	12,241	24,756
Phase 5	0	1,645	100%	486,200	2,262,350	100%	3,845	27,832

NOTE:
1 Represents 20 percent reduction target.

6.1 PURPOSE

The Plan has a commitment to reduce daily one-way vehicle trips by 20 percent compared to the total number of one-way vehicle trips identified in the project's Transportation Impact Study at project build-out ("Reduction Target"). To ensure that this reduction goal could be reasonably achieved, the TDM Plan will have a monitoring goal of reducing by 20 percent the one-way vehicle trips calculated for each building that has received a Certificate of Occupancy and is at least 75% occupied compared to the one-way vehicle trips anticipated for that building based on anticipated development on that parcel, using the trip generation rates contained within the project's Transportation Impact Study. The Plan must be adjusted if three consecutive monitoring results demonstrate that the TDM program is not achieving the TDM objectives. TDM adjustments will be made in consultation with the SFMTA and the Planning Department until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved.

If the TDM Plan does not achieve the Reduction Target for three consecutive monitoring results, the Plan must also be adjusted as described above. If, following the three consecutive monitoring periods, the TDM Plan still does not achieve the Reduction Target, the Planning Department may impose additional measures on the Project including capital or operational improvements intended to reduce VMT, or other measures that support sustainable trip making, until the Plan achieves the Reduction Target.

6.2 MONITORING METHODS

The Transportation Coordinator shall collect data (or work with a third party consultant to collect this data) and prepare annual monitoring reports for review and approval by the Planning Department and the SFMTA. The monitoring report, including trip counts and surveys, shall include the following components or comparable alternative methodology and components as approved or provided by Planning Department staff:

- Trip Count and Intercept Survey: Trip count and intercept survey of persons and vehicles arriving and leaving the project site for no less than two days of the reporting period between 6:00 a.m. and 8:00 p.m. One day shall be a Tuesday, Wednesday, or Thursday during one week without federally recognized holidays, and another day shall be a Tuesday, Wednesday, or Thursday during another week without federally recognized holidays. The trip count and intercept survey shall be prepared by a qualified transportation or qualified survey consultant and the methodology shall be approved by the Planning Department prior to conducting the components of the trip count and intercept survey. It is anticipated that the Planning Department will have a standard trip count and intercept survey methodology developed and available to project sponsors at the time of data collection.
- Travel Demand Information: The above trip count and survey information shall be able to provide travel demand analysis characteristics (work and non-work trip counts, origins and destinations of trips to/from the project site, and modal split information) as outlined in the Planning Department's Transportation Impact Analysis Guidelines for Environmental Review, October 2002, or subsequent updates in effect at the time of the survey.
- Documentation of Plan Implementation: The TDM Coordinator shall work in conjunction with the Planning Department to develop a survey (online or paper) that can be reasonably completed by the TDM Coordinator and/or TMA staff to document the implementation of TDM program elements and other basic information during the reporting period. This survey shall be included in the monitoring report submitted to Planning Department staff.
- Degree of Implementation: The monitoring report shall include descriptions of the degree of implementation (e.g., how many tenants or visitors the TDM Plan will benefit, and on which locations within the site measures will be/have been placed, etc.)
- Assistance and Confidentiality: Planning Department staff will assist the TDM Coordinator on questions regarding the components of the monitoring report and shall ensure that the identity of individual survey responders is protected.

Additional methods (described below) may be used to identify opportunities to make the TDM program more effective and to identify challenges that the program is facing.

6.3 MONITORING DOCUMENTATION

Monitoring data and efforts will be documented in an Annual TMA Report. Monitoring data shall be collected and reports shall be submitted to Planning Department staff every year (referred to as "reporting periods"), until five consecutive reporting periods display the project has met the reduction goal, at which point monitoring data shall be submitted to Planning Department staff once every three years. The first monitoring report is required 18 months after issuance of the First Certificate of Occupancy for buildings that include off-street parking or the establishment of surface parking lots or garages that bring the project's total number of off-street parking spaces to greater than or equal to 500. Each trip count and survey (see section 1.8.2 for description) shall be completed within 30 days following the end of the applicable reporting period. Each monitoring report shall be completed within 90 days following the applicable reporting period. The timing shall be modified such that a new monitoring report shall be required 12 months after adjustments are made to the TDM Plan in order to meet the reduction goal, as may be required in the "Compliance and TDM Plan Adjustments" heading below. In addition, the timing may be modified by the Planning Department as needed to consolidate this requirement with other monitoring and/or reporting requirements for the project.

6.4 COMPLIANCE AND TDM PLAN ADJUSTMENTS

The Project has a compliance commitment of achieving a 20 percent daily one-way vehicle trip reduction from the EIR's analysis of full build out, as described in Table 1. To ensure that this reduction could be reasonably achieved, the project will employ TDM measures to ensure that each phase's auto trips generated are no more than 80% of the trips estimated for the development within that phase, as shown in Table 6.1.

Monitoring data will be submitted to Planning Department staff every year, starting 18 months after the certificate of occupancy of the first building, until five consecutive reporting periods indicate that the fully-built Project has met the Reduction Target. Following the initial compliance period, monitoring data will be submitted to the Planning Department staff once every three years.

If three consecutive reporting periods demonstrate that the TDM Plan is not achieving the Reduction Target, or the interim target estimates identified in Table 6.1, TDM adjustments will be made in consultation with the SFMTA and the Planning Department and may require refinements to existing measures (e.g., change to subsidies, increased bicycle parking), inclusion of new measures (e.g., a new technology), or removal of existing measures (e.g., measures shown to be ineffective or induce vehicle trips).

If three consecutive reporting periods' monitoring results demonstrate that measures within the TDM Plan are not achieving the Reduction Target, or the interim target estimates identified in Table 6.1, the TDM Plan adjustments shall occur within 270 days following the last consecutive reporting period. The TDM Plan adjustments shall occur until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved. If the TDM Plan does not achieve the Reduction Target then the Planning Department shall impose additional measures to reduce vehicle trips as prescribed under the development agreement, which may include restriction of additional off-street parking spaces beyond those previously established on the site, capital or operational improvements intended to reduce vehicle trips from the project, or other measures that support sustainable trip making, until three consecutive reporting periods' monitoring results demonstrate that the reduction goal is achieved.

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Pier 70
Building 2 and Building 12