



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary Design Review & Office Development Authorization

HEARING DATE: NOVEMBER 5, 2015

Date: November 5, 2015
Case No.: **2014-002701OFA**
Project Name: **Golden State Warriors Event Center**
Project Address: **Mission Bay South Blocks 29 & 31**
Zoning: Mission Bay Commercial-Industrial-Retail
HZ-5 Height and Bulk District
Block/Lot: 8722/001
Project Sponsor: David Kelly, Golden State Warriors, LLC
1011 Broadway
Oakland, CA 94607
Staff Contact: David Winslow – (415) 575-9159
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Recommendation: **Approval with Conditions**

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PROJECT DESCRIPTION

GSW Arena LLC ("GSW"), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association ("NBA") team, proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking ("GSW Project") on an approximately 11-acre site (Blocks 29-32) within the Mission Bay South Redevelopment Plan Area of San Francisco. The project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. François Boulevard on the east. The GSW has submitted a Major Phase application and Combined Basic Concept/Schematic Design for Blocks 29-32 ("Schematic Design"), pursuant to the Mission Bay South Owner Participation Agreement.

The site is broken into the following components: the 18,064-seat Event Center; the South Street Office/Retail Building and the 16th Street Office/Retail Building, with about 570,000 leasable square feet of office space combined; the Food Hall and retail buildings along Terry A. François Boulevard and South Street; the Gatehouse; the underlying parking podium; and the surrounding publicly accessible open space (including the Main Plaza).

On portions of MBS Blocks 29 and 31, the proposal would construct two new office buildings, the 16th Street Building and the South Street Building, with a total of approximately 640,000 gross square feet. The South Street Building is a 342,272 gross square foot, 11-story building, approximately 160-feet in height, located at the corner of Third Street and South Street. The 16th Street Building is an 11-story, approximately 160-foot tall building containing approximately 297,694 gross square feet, situated near the corner of Third Street and 16th Street. A common access driveway on 16th Street will provide loading and service to both buildings. A large publicly accessible open space plaza, approximately 1-acre, is

centrally located between the two office buildings. The proposal includes up to 577,000 square feet of office and approximately 54,000 square feet of retail.

South Street and 16th Street Office/Retail Buildings

Two office/lab and retail buildings are proposed. One would be located on the northwest corner of Third Street and South Street ("South Street Building") and the other at the corner of Third Street and 16th Street ("16th Street Building"). The South Street Building would contain 309,436 square feet of office space, and 28,154 square feet of retail, while the 16th Street Building would contain approximately 267,486 square feet of office space, and 25,526 square feet of retail. A total of 950 off-street parking spaces will be located in an at-grade and underground parking garage that is part of the Event Center Project, 546 spaces would be dedicated for the office uses, and 124 bicycle parking spaces located on-site in ground floor bike rooms will be dedicated to the office and retail uses.

They each combine a 6-story (90-foot) mixed-use podium and an 11-story (160-foot) office tower for each building, with retail along Third Street and the Main Plaza at the podium level to help activate both the street and publicly accessible plaza. The towers have curved corners, which will complement the Event Center's curvilinear aesthetic and that of the other structures on-site.

The buildings' podiums wrap into the Main Plaza with curved forms, to create an invitational gesture for pedestrians and event patrons into the plaza along sloped walkways and bordered by active retail uses on the east side. The primary office lobby entrance for the South Street Building will be located on the corner of South Street and 3rd Street, with an additional entrance off of the Main Plaza. The primary office lobby entrance for the 16th Street Building will be located on the corner of 16th Street and 3rd Streets, with an additional entrance off of the Main Plaza.

The skin of both buildings will include a variety of cladding types including outside glazed low-E unitized curtain wall system, fritted spandrel glazing and resin coated wood accent panels and soffits to add warmth. A serrated curtainwall system will round the corner into the main plaza, further breaking down the scale of the building at the podium and adding contrasting visual interest to the curved form of the building.

SITE DESCRIPTION AND PRESENT USE

The site is located in the Mission Bay South Project Area, in a Commercial-Industrial Zoning District, and an HZ-5 Height District. Lot 001 in Assessor's Block 8722, also known as MBS Block 29-32. The site is approximately 11 acres, and is bounded to the north by South Street, to the west by Third Street, to the south by 16th Street, and to the east by Terry Francois Boulevard. Currently, the subject property is vacant.

SURROUNDING PROPERTIES AND NEIGHBORHOOD

The site is surrounded by life science and biomedical office buildings along Third Street, and a future waterfront park along Terry Francois Boulevard.

ENVIRONMENTAL REVIEW

On November 3, 2015, the Commission on Community Investment and Infrastructure reviewed and considered the FSEIR and, by Resolution No. 69-2015, certified the FSEIR in compliance with CEQA. On November 3, 2015, the San Francisco Municipal Transportation Agency ("SFMTA") Board of Directors, acting in its capacity as a responsible agency for the Event Center Project, as such term is defined in CEQA, Public Resources Code Section 21069, after a duly noticed public hearing, adopted Resolution No. XXXXX, which includes required findings under CEQA ("CEQA Findings") and various approval actions in regard to the Event Center Project. Said Resolution and the SFMTA CEQA Findings are incorporated herein by reference. The FSEIR files, other Project-related OCII files, and other materials have been available for review by the Planning Commission and the public with the OCII Board Secretary at 1 S. Van Ness, 5th Floor, San Francisco, CA 94103, through this Commission's Secretary, and at www.gsweventcenter.com, and those files are incorporated herein by reference and made part of the record before this Commission.

HEARING NOTIFICATION

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	October 17, 2015	October 14, 2015	23 days
Posted Notice	20 days	October 17, 2015	October 15, 2015	22 days
Mailed Notice	10 days	n/a	October 23, 2015	13 days

The proposal does not require any other form of neighborhood notification.

PUBLIC COMMENT

The Mission Bay Citizen's Advisory Committee (CAC) is the official community group leading the community process for the GSW Project. The CAC has discussed the GSW Project, and related topics, at its May, August, September, October, November and December 2014 meetings, as well as three other meetings in March and April 2015. The Schematic Designs were discussed by the Mission Bay CAC at the March and April 2015 meetings. Overall the Mission Bay CAC was supportive of the Schematic Designs. Most of the requests related to the Schematic Designs were to retain the simplicity and grace of the Event Center design, clarify some of the operational features, and ensure that environmental conditions, such as wind, are taken into consideration with the open space design. The community was also concerned about ensuring that the retail is designed to be successful and contribute to the overall neighborhood as both a destination and a catalyst for further growth.

In addition to meeting with the CAC, the GSW and OCII/City staff have held numerous meetings with other stakeholders, including:

- Mission Bay life science community
- Neighborhood leaders from: South Beach, Rincon Hill, Mission Bay, Dogpatch, and Potrero Hill
- UCSF
- San Francisco Giants
- San Francisco Bicycle Coalition
- San Francisco Walk
- Local residents and business/merchants.

The Schematic Designs addressed the design comments received from the CAC and larger community during the GSW Major Phase design phase, which focused on:

- Bayfront terrace reducing the height/size
- Height and setback along the pedestrian edge of site and throughout buildings
- Local wind patterns
- High quality of design and creation of needed open space
- Excitement about an active area with commercial (food) retail options
- Understanding of great need for more office/lab space in area.

In addition, at the end of April, a newly formed 501c(4) named the Mission Bay Alliance came out in opposition to the GSW Project based on concerns about the impact of the project on the new UCSF Medical Center in Mission Bay. There have been many newspaper articles including statements from the Mission Bay Alliance expressing their concerns related to traffic and parking impacts on the Mission Bay Medical Center, as well as expressing the group's desire to expand future UCSF facilities onto the project site. A representative from the Mission Bay Alliance attended the April 30, 2015 Mission Bay CAC meeting to express the group's concerns.

According to the official statement from UCSF, UCSF is not affiliated with any group related to or formally opposing the GSW Project.

ISSUES AND OTHER CONSIDERATIONS

- Major Phase: The Schematic Design is similar to the designs presented at the Major Phase review for the GSW Project presented to the Planning Commission on December 18, 2014.
- Office Development Authorization: On September 17, 1998, the Planning Commission (hereinafter "Commission") determined that the Mission Bay South Redevelopment Plan ("MBS Plan") provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan, as well as the Eight Priority Policies of Section 101.1(b) of the Planning Code ("Code") by Resolution No. 14702.

The development of office space is an element of the MBS Plan, which, among other things, provides for: "Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of approximately 335,000 leasable square feet of retail space ... and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses".

Per Planning Commission Motion No. 17709, the Commission allocated 1,350,000 square feet of office use for the buildings located on Mission Bay South Blocks 26, 27, 29-32, 33-34 and 41-43.

The Department requests review and approval by the Planning Commission on the proposed design for two office buildings associated with the Golden State Warriors Event Center, located on Mission Bay South Block 29 & 31.

- Proposed Amendments to the Design for Development Standards: In Mission Bay South, the building design is regulated by the Design for Development. Since the Mission Bay South (MBS) Design for Development ("Design for Development") regulations for Blocks 29-32, which control the design of the site, were focused on office and retail uses versus an event center's unique

design requirements, the MBS Design for Development will require amendments by the OCII Commission to allow the proposed GSW Project. Below summarizes the amendments to the MBS Design for Development that would need to allow the proposed GSW Project ("Design for Development Amendments").

The proposed MBS Design for Development Amendments principally relate to the height of the event center, building massing, number of towers, and bulk. In no case will the GSW Project exceed the 160' height limit or otherwise be inconsistent with the standards set forth in the Mission Bay South Redevelopment Plan.

Design for Development Amendments Summary

Type of Amendment	Description
Definitions	"Event Center" and "Event Center Project" added
Height	Height Zone 5 would allow an Event Center at 135' (which is within the existing maximum of 160')
Towers	Tower allocation shifted using an unused tower in Height Zone 2 to Height Zone 5; Height Zone 5 would thus allow for 4 towers; minimum tower separation from the Event Center defined
Bulk	Creates a bulk allowance for an Event Center
Streetwall and Setbacks	Frontages along Third and 16 th streets would be excepted from minimum streetwall lengths and corner conditions, and maximum heights reflect Event Center definition
View Corridors	Allow for the view corridor on Blocks 29-32 to terminate in an Event Center that provides an important architectural statement as recommended in the Commercial Industrial Guidelines
Parking	Defines Event Center parking ratio at 1 space per 50 seats and allows for within 300 feet of an Event Center Project entry to qualify as off-site parking for the Project

- Community Outreach & Follow-Up: OCII and City staff will continue to work with the GSE and community on these issues:
 - 1) Traffic Congestion and Parking
 - Access to hospital, residents, and businesses during events
 - Adequate transit to serve the site
 - Location of parking (on-site, locally, and satellite)
 - Traffic Control
 - AT&T Park and GSW events on the same day
 - Street closures and local access
 - Adequate bicycle parking and infrastructure
 - Congestion on the 4th Street bridge.
 - 2) Event Management
 - Crowd control and security

- Trash and physical impacts on adjacent properties.
- 3) Construction Impacts
- Noise, dust control, traffic, and vibration.

REQUIRED COMMISSION ACTION

In order to proceed, the Planning Commission must adopt findings under the California Environmental Quality Act ("CEQA"), and review and approve the design of the two proposed office buildings pursuant to Planning Commission Resolution No. 14702 and Motion No. 17709, for Office Development Authorization for 577,000 gross square feet from the previously-allocated office development authorization of 677,020 gsf granted for Mission Bay South Redevelopment Plan.

BASIS FOR RECOMMENDATION

- The Project is consistent with the objectives and policies of the General Plan.
- The Project is in a zoning district that principally permits office use and encourages the growth of office development.
- The authorization of office space will contribute to the economic activity in the neighborhood.
- The project would promote the health, safety, and welfare of the City, and provide jobs in an appropriate Mission Bay site.
- The proposed design of the buildings is in conformity with Planning Commission Resolution No. 14702 and Planning Commission Motion No. 17709, the Mission Bay Redevelopment Plan, and the MBS Design for Development.

RECOMMENDATION: Approval with Conditions
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Attachments:

- Draft Motion
- Exhibits, including the Zoning Map, Height Map, Parcel Map, Aerial Photos, Site Photos
- Schematic Design Submittal
- Planning Commission Resolution No. 14702
- Planning Commission Motion No. 17709
- Environmental Determination

Attachment Checklist:

- | | |
|---|---|
| <input checked="" type="checkbox"/> Executive Summary | <input checked="" type="checkbox"/> Project sponsor Submittal |
| <input checked="" type="checkbox"/> Draft Motion | Drawings: <u>Existing Conditions</u> |
| <input checked="" type="checkbox"/> Environmental Determination | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Zoning District Map | Drawings: <u>Proposed Project</u> |
| <input checked="" type="checkbox"/> Height & Bulk Map | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Parcel Map | <input type="checkbox"/> Health Dept. review of RF levels |
| <input type="checkbox"/> Sanborn Map | <input type="checkbox"/> RF Report |
| <input checked="" type="checkbox"/> Aerial Photo | <input type="checkbox"/> Community Meeting Notice |
| <input type="checkbox"/> Context Photos | <input type="checkbox"/> Inclusionary Affordable Housing Program:
Affidavit for Compliance |
| <input checked="" type="checkbox"/> Site Photos | |

Exhibits above marked with an "X" are included in this packet

DW
Planner's Initials



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- | | |
|---|---|
| <input type="checkbox"/> Affordable Housing (Sec. 415) | <input type="checkbox"/> First Source Hiring (Admin. Code) |
| <input type="checkbox"/> Jobs Housing Linkage Program (Sec. 413) | <input checked="" type="checkbox"/> Child Care Requirement (Sec. 414) |
| <input type="checkbox"/> Downtown Park Fee (Sec. 412) | <input type="checkbox"/> Other (Public Art Fee, Sec. 429) |
| <input checked="" type="checkbox"/> Transit Impact Development Fee (Sec. 411) | |

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Planning Commission Draft Motion

HEARING DATE: NOVEMBER 5, 2015

Date: November 5, 2015
Case No.: **2014-002701OFA**
Project Address: **Mission Bay South Blocks 29 & 31**
Zoning: Mission Bay Commercial-Industrial-Retail
HZ-5 Height and Bulk District
Block/Lot: 8722/001
Project Sponsor: David Kelly, Golden State Warriors, LLC
1011 Broadway
Oakland, CA 94607
Staff Contact: David Winslow – (415) 558-6377
david.winslow@sfgov.org
Recommendation: **Approval with Conditions**

ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (“CEQA”) AND FINDINGS RELATING TO THE DESIGN APPROVAL PURSUANT TO PLANNING COMMISSION RESOLUTION NO. 14702 AND MOTION NO. 17709, FOR TWO NEW BUILDINGS WITH A TOTAL OF APPROXIMATELY 577,000 GROSS SQUARE FEET OF OFFICE USE, APPROXIMATELY 54,000 SQUARE FEET OF RETAIL SPACE, AND UP TO 546 OFF-STREET PARKING SPACES, ON PROPERTY THAT RECEIVED AN ALLOCATION OF 677,020 GROSS SQUARE FEET OF OFFICE USE PURSUANT TO PLANNING COMMISSION RESOLUTION NO. 17709, ON ASSESSOR’S BLOCK 8722, LOT 001, AKA MISSION BAY SOUTH BLOCKS 29 AND 31 IN THE MISSION BAY SOUTH REDEVELOPMENT AREA WITHIN THE MISSION BAY COMMERCIAL-INDUSTRIAL-RESIDENTIAL ZONING DISTRICT AND HZ-5 HEIGHT DISTRICT.

PREAMBLE

Whereas, GSW Arena LLC (“GSW” or “Project Sponsor”), an affiliate of the Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association team, proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space, and structured parking on an approximately 11-acre site on Blocks 29-32 (Assessor’s Block 8722, Lots 1 and 8) in Mission Bay South Redevelopment Area (the “Event Center Project”). The Event Center Project

site is bounded by South Street on the north, 3rd Street on the west, 16th Street on the south, and the future planned realigned Terry A. Francois Boulevard on the east.

Whereas, on October 09, 2015, the Golden State Warriors, (hereinafter "Project Sponsor") filed Application No. 2014-002701OFA with the City and County of San Francisco Planning Department ("Department") for design approval and authorization of 577,000 gross square feet of office use in two new buildings, that are part of the Event Center Project, the "South Street Building" located on a portion of Block 29 of the Mission Bay South Redevelopment Project Area ("MBS Redevelopment Project Area"), and the "16th Street Building" located on a portion of Block 31 in the MBS Redevelopment Project Area, pursuant to Planning Commission Resolution No. 14702 and Motion No. 17709, on Assessor's Block 8722, lot 001, aka Mission Bay South Blocks 29 - 32.

Whereas, the South Street Building and the 16th Street Building are part of the Event Center Project and the design of these two buildings are the only elements of the Event Center Project that is subject to Planning Commission action.

Whereas, the Office of Community Investment and Infrastructure ("OCII") is the successor to the former Redevelopment Agency of the City and County of San Francisco and administers the development of projects in the MBS Redevelopment Project Area.

Whereas, the OCII and the Planning Department, together acting as co-lead agencies for conducting environmental review for the MBS Redevelopment Project Area, and other permits, approvals and related and collateral actions related to the Mission Bay South Redevelopment Project (the "MBS Project"), prepared and certified a Final Subsequent Environmental Impact Report (the "Mission Bay FSEIR"). The Agency and Commission certified the Mission Bay FSEIR for the MBS Project on September 17, 1998 by Resolution No. 182-98 and Resolution No. 14696, respectively. Also on September 17, 1998, the Agency and the Commission, by Resolution No. 183-98 and Resolution No. 14697, respectively, adopted environmental findings (and a statement of overriding considerations, that the unavoidable negative impacts of the MBS Project are acceptable because the economic, social, legal, technological and other benefits of the MBS Project outweigh the negative impacts on the environment) pursuant to the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq. ("CEQA") and State CEQA Guidelines, Title 14 California Code of Regulations Sections 15000 et seq. ("CEQA Guidelines") in connection with the approval of the MBS Plan and other MBS Project approvals. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Agency, and by Resolution No. 854-98 adopting environmental findings (and a statement of overriding considerations).

Whereas, the OCII, in accordance with CEQA and the CEQA Guidelines, and acting in its capacity as lead agency under CEQA Section 20167 for projects in the Mission Bay Project Area, determined that the Event Center Project required preparation of a Final Subsequent Environmental Impact Report ("FSEIR"). The OCII prepared the Event Center Project FSEIR, which tiers off the Mission Bay FSEIR. The Event Center Project FSEIR consists of the Draft Subsequent Environmental Impact Report ("GSW DSEIR"), the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the Responses to Comments document, all as required by law, copies

of which are available through Jonas P. Ionin, the Planning Department custodian of records as described below and are incorporated herein by reference.

Whereas, the requested design approval is an implementation action pursuant to and within the scope of the project analyzed in the Event Center Project FSEIR. On November 3, 2015, the Commission on Community Investment and Infrastructure reviewed and considered the FSEIR and, by Resolution No. 69-2015, certified the FSEIR in compliance with CEQA, adopted required findings under CEQA by Resolution No 70-2015, and took various approval actions including an approval of amendments to the Mission Bay South Design for Development ("MBS D for D") by Resolution No. 71-205, and conditional approval of the Major Phase and combined Basic Concept and Schematic Design of the Event Center Project by Resolution No. 72-2015.

Whereas, on November 3, 2015, the San Francisco Municipal Transportation Agency ("SFMTA") Board of Directors, acting in its capacity as a responsible agency for the Event Center Project, as such term is defined in CEQA, Public Resources Code Section 21069, after a duly noticed public hearing, adopted SFMTA Resolution No. XXXXX, which includes required findings under CEQA ("CEQA Findings") and took various approval actions in regard to the Event Center Project. Said Resolution and the SFMTA CEQA Findings are incorporated herein by reference. The FSEIR files, other Project-related OCII files, and other materials have been available for review by the Planning Commission and the public with the OCII Board Secretary at 1 S. Van Ness, 5th Floor, San Francisco, CA 94103, through Jonas P. Ionin, the Planning Department custodian of records as described below, and at www.gsweventcenter.com, and those files are incorporated herein by reference and made part of the record before this Commission.

Whereas, the Planning Commission, acting in its capacity as a responsible agency under CEQA, has reviewed and considered the information contained in the FSEIR for the Event Center Project and the SFMTA CEQA Findings.

Whereas, on September 17, 1998, the Planning Commission (hereinafter "Commission") determined that the Mission Bay South Redevelopment Plan ("MBS Plan") (Planning Department Case No. 96.771EMTZR), provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan, as well as the Eight Priority Policies of Section 101.1(b) of the Planning Code ("Code"), in Planning Commission Resolution No. 14702.

Whereas, on September 17, 1998, the Commission authorized a total of 5,953,600 gross square feet of office use from the Office Development Annual Limit, as defined in Planning Code Sections 320, 321 and 322, for the proposed Mission Bay North and Mission Bay South Redevelopment Plans, as noted in Planning Commission Resolution No. 14702.

Whereas, on July 16, 2008, the Commission, by Motion No. 17709 authorized, pursuant to Resolution No. 14702 and Planning Code Section 321, the creation of the Alexandria Mission Bay Life Sciences and Technology District ("Development District"), for which previously allocated office space and future allocations would be limited by this authorization to 1,350,000 leasable square feet of office space, until entirely allocated, as further described below. Blocks 29-32 are included in the Development District and have been allocated a total of 677,020 sf. of office space pursuant to Motion No. 17709.

Whereas, Motion No. 17709 provided that authorization for construction of future buildings with an office component in the Development District would be subject to Commission review with regard to design for compliance with the MBS D for D and in accordance with Resolution No. 14702.

Whereas, the Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2014-002701OFA at 1650 Mission Street, Fourth Floor, San Francisco, California.

Whereas, on November 5, 2015, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Office Allocation Application No. 2014-002701OFA.

Whereas, 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 applicant, Department staff, and other interested parties.

MOVED, that the Commission in relation to the actions set forth in this Motion hereby adopts the SFMTA CEQA Findings as its own and,

FURTHER MOVED, that the Commission hereby approves the design for construction of the South Street Building and the 16th Street Building and authorizes 577,000 gross square feet of Office Development requested in Application No. 2014-002701OFA, pursuant to the criteria established in Planning Commission Resolution No. 14702 and Motion No. 17709, subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

FINDINGS

Having reviewed the materials identified in the preamble above, and having heard all testimony and arguments, this Commission finds, concludes, and determines as follows:

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The site is located in the MBS Redevelopment Project Area, in the MBS Plan's Commercial-Industrial-Retail Zoning District, and the MBS D for D's Height Zone 5 (HZ-5). Lot 001 in Assessor's Block 8722, also known as MBS Block 29-32, is approximately 11 acres, and is bounded to the north by South Street, to the west by Third Street and to the South Street by 16th street, and to the west by Third Street. The site is currently partially occupied by paved, metered surface parking.
3. **Project Description.** On portions of MBS Blocks 29 and 31, the proposal would construct two new office buildings, the 16th Street Building and the South Street Building, with a total of approximately 640,000 gross square feet. The South Street Building is a 342,272 gross square foot, 11-story building, approximately 160-feet in height, located at the corner of Third Street and South Street. The 16th Street Building is an 11-story, approximately 160-foot tall building containing approximately 297,694 gross square feet, situated near the corner of Third Street and 16th Street. A common access driveway on 16th Street will provide loading and service to both

buildings. A large publicly accessible open space plaza, approximately 1-acre, is centrally located between the two office buildings. The proposal includes up to 577,000 square feet of office and approximately 19,400 square feet of ground floor retail. Specifically, the South Street Building would contain approximately 309,436 square feet of office space, while the 16th Street Building would contain approximately 267,486 square feet of office space. A total of 950 off-street parking spaces will be located in an at-grade and underground parking garage that is part of the Event Center Project, 546 spaces would be dedicated for the office uses, and 124 bicycle parking spaces located on-site in ground floor bike rooms will be dedicated to the office and retail uses.

4. **Public Comment.** The Mission Bay Citizen's Advisory Committee (CAC) is the official community group leading the community process for the Event Center Project. The CAC has discussed the Event Center Project, and related topics, at its May, August, September, October, November and December 2014 meetings, as well as three other meetings in March and April 2015. The Schematic Designs were discussed by the Mission Bay CAC at the March and April 2015 meetings, and again on October 8, 2015 when the CAC voted unanimously to recommend approval of the designs. In addition to meeting with the CAC, the GSW and OCII/City staff have also reached out to other stakeholders, including:
- Mission Bay life science community
 - Neighborhood leaders from: South Beach, Rincon Hill, Mission Bay, Dogpatch, and Potrero Hill
 - UCSF
 - San Francisco Giants
 - San Francisco Bicycle Coalition
 - Walk San Francisco
 - Local residents and business/merchants
 - Regional transportation providers such as BART, Caltrain, WETA, Golden Gate Transit, and Caltrans.

On October 6, 2015 the University of California San Francisco endorsed the Event Center Project; on October 8, and on October 20, 2015 the Mission Bay life science community, represented by thirteen of the largest biotech companies in San Francisco, officially supported the Event Center Project.

5. **Planning Commission Resolution No. 14702.** Under Planning Commission Resolution No. 14702, the Commission determined that the office development contemplated in the MBS Plan in particular promotes the public welfare, convenience and necessity, and was consistent with the factors set forth in Sections 321(b)(3)(A)-(G).

In considering the guidelines set forth in Section 321(b)(3)(A)-(G), the Commission determined that the apportionment of office space over the anticipated 30-year build-out of the MBS Redevelopment Project Area will remain within the limits set by Section 321, and will maintain a balance among economic growth, housing, transportation, and public services, pursuant to terms of the MBS Plan and Plan Documents, which provide for the appropriate construction and provision of housing, roadways, transit, and all other necessary public services in accordance with the Infrastructure Plan (as defined in the MBS Plan Documents).

The development of office space is an element of the MBS Plan, which, among other things, provides for: "Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of approximately 335,000 leasable square feet of retail space ... and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses."

The Commission further determined in Resolution No. 14702 that it would review any specific office development subject to Sections 320-325 to confirm that the design of that office development is consistent with the findings in Resolution No. 14702 using the design standards and guidelines in the MBS D for D and upon such a determination would issue a project authorization for the proposed development.

6. **Mission Bay South Design for Development Standards.** The MBS D for D is a companion document to the MBS Plan. It contains Design Standards and Design Guidelines, which apply to all development within the MBS Plan Area. The MBS Plan provides that the Plan and other documents adopted with Plan, including the MBS D for D, supersede the San Francisco Planning Code in its entirety, except as otherwise provided in the MBS Plan.

The D for D has been amended by OCII (or its predecessor agency) four times since its adoption in 1998, most recently on November 3, 2015 by Resolution No. 71-2015. This fourth amendment was approved primarily to address the unique characteristics of the Event Center Arena that is a component of the Event Center Project. The amendments included minor changes that relate to design standards and guidelines relevant to the 16th Street Building and South Street Building. These included allocation of an unused tower from Height Zone 2 to Height Zone 5 (for an amended total of 4 instead of 3 towers within HZ-5) the designation of the fourth tower location on Blocks 29 or 31, and minor adjustments to the HZ-5 developable area percentages to accommodate the Event Center Project, and the addition of minimum tower separation requirements between a tower and Event Center building.

The proposed 16th Street Building and South Street Building conform to the MBS Plan and the amended MBS D for D standards and guidelines as described below in findings 7 and 8, respectively:

In MBS, development plans for buildings are preceded by the approval of a Major Phase, which generally covers one or several MBS blocks and in which such items as the general appearance, site planning (program of uses, estimated: range of development density, parking, loading, square footage of each use and schedule for development, utilities, transit, vehicular, pedestrian and bicycle circulation, open space, private and public) and streetscape are considered. Any major phase should also meet the MBS Plan and MBS D for D standards and guidelines.

The Major Phase and Schematic Design for Blocks 29 to 32 was combined into a single review and approval by the Office of Community Investment and Infrastructure Commission on November 3, 2015 by Resolution No. 72-2015.

7. **Office of Community Investment and Infrastructure Compliance.** At the November 3, 2015 meeting, the Office of Community Investment and Infrastructure (OCII) Commission found and determined that the Major Phase and Schematic Design for the entire Event Center and Mixed Use Development Project are, on balance, consistent with the Commercial Industrial Guidelines of the MBS D for D, and is consistent with MBS D for D as amended. The 16th Street Building and the South Street Building are specifically consistent with MBS D for D Design Standards and Commercial/Industrial Guidelines in the following manner:

- a) Land Use. Blocks 29 & 31, as shown in Map 2, Land Use Plan of the MBS D for D, is within a designated Commercial Industrial Retail District.

The 16th Street Building and the South Street Building are allowed principal uses under the MBS Redevelopment Plan.

- b) Height. According to Map 4 of the D for D, Blocks 29 & 31 are within Height Zone-5 (HZ-5), which has the following development controls:

Base Height:	90'
Base Height Coverage:	90% of HZ-5
Tower Height:	160'
Tower Height Coverage:	10% of HZ-5. Max. Number of Towers: 4, 2 of which must be on Blocks 29 or 31
Location of Towers:	No tower permitted in Blocks 26a, 28, 30, 32, 34 & X4.
Corners:	Except for 16 th Street and Third Street, no intersection to allow more than 2 towers within 50' of the corner.
Tower Separation:	100' when located on the same block, and a minimum of 40', between and a tower and an Event Center
Orientation:	Towers along 3rd Street not to exceed 160'
Mechanical Equipment:	Exempt from the Height limitation. The exemption is limited to the top 36' (20' for a mechanical penthouse, 16 for top of a ventilator stack) of such features where the height limit is more than 65'.

The proposed development of MBS Blocks 29 and 31 consists of two office buildings with bases of 90' and towers of a maximum height of 160-ft.

The proposal complies with the 100' separation of towers and with the 40' separation from the Event Center building; as required in the D for D.

Mechanical equipment would be located on the roof and screened from view, the maximum height of the proposed screens would be 16' for the 16th St. Building and 14'-9" for the South St. Building.

- c) Bulk. Bulk controls apply above 90' and include the following standards:

Maximum Plan Length: 200'

Maximum Floor Plane: 20,000 square feet

The 16th Street Building has a maximum plan length of 199-feet and a maximum floor plane of 20,000 square feet.

The South Street Building has a maximum plan length of 192-ft 6-in and a maximum floor plane of 20,000 square feet.

d) Setbacks.

Required Setbacks: 5' setback on east side of Third Street from one block south of Channel to Mariposa Street.

The development of the South Street building proposes ground floor setbacks that range from 35' to 55' from the sidewalk; and the 16th Street building proposes ground floor setbacks that range from 10' to 35' from the sidewalk in anticipation of high pedestrian volumes due to the proposed Event Center.

e) Coverage and Streetwall. In Commercial Industrial Districts the D for D Document sets forth the following requirements:

Coverage: Non Applicable.

Streetwall:

Minimum Length: Minimum 70% of block frontage length along primary streets required (Third Street and the Commons, a.k.a. Mission Bay Boulevard are considered primary streets; (70% refers to the total measurement from street to street with no exceptions for pedestrian walkways, except for 3rd and 16th Street frontages surrounding an Event Center).

Minimum Height: 15'.

Maximum Height: Height not to exceed 90' (except for mid-rise, Event Center, and towers.)

Corner Zone Conditions: At all intersections along primary streets, build to streetwall at all corners for a distance of 50'. Height of buildings at the corners to be no less than 15'.

Required Stepbacks: Buildings HZ-5 along the Commons (Mission Bay Boulevard) are required to use a stepback of 30' from the property line at the 55' height and 110' from the property line at the 90' height.

Projections: Architectural projections over a street, alley, park or plaza shall provide a minimum of 8' of vertical clearance over the sidewalk or other surface above which they are situated.

The minimum streetwall height would be approximately 90-ft, and the maximum streetwall height to be 160-ft for the buildings along Third Street.

The proposed building frontages along Third and 16th Streets complies with minimum streetwall lengths and corner conditions and heights at corners per amendments to the MBS D for D.

- f) Sunlight Access to Open Space. As the MBS D for D indicates, additional shadow analysis will not be required unless, as part of a specific project application, the project applicant seeks a variance from the standards determining the shape and location of buildings.

No exception is required as part of this application.

- g) Wind Analysis. The MBS D for D indicates that wind review will be required for all projects that include buildings over 100' in height. The height of the proposed building would be 160'.

A Pedestrian Wind Study was prepared by RWDI for this Site. The Study considered the development proposed in the application. The final Report, dated April 15, 2015 concludes that the, wind conditions at grade around the development were predicted to not to exceed hazard levels year-round.

- h) View Corridors. View corridors follow street alignments and are based on the following principles: to preserve orientation and visual linkages to the Bay, as well as vistas to hills, the Bay Bridge and downtown skyline; to preserve orientation and visual linkages that provide a sense of place within Mission Bay. View Corridors may terminate in buildings rather than vistas in certain circumstances; a view corridor on MBS Blocks 29-32 may terminate in an Event Center that provides an important architectural statement as recommended in the MBS D for D Commercial Industrial Guidelines.

The proposed 16th Street and South Street Buildings do not block any view corridors as defined above.

- i) Parking. The number of off-street parking spaces required and/or allowed for uses within MBS applicable to the 16th Street Building and South Street Building, as indicated in the D for D are the following:

Office:	Maximum and minimum, one space for each 1,000 square feet of gross floor area.
Retail:	Maximum, one space for every 500 square feet of gross floor area for up to 20,000 square feet; 1 space per 250 over 20,000 gross feet. Restaurants: 1 space per 200.
Bicycle Parking:	One secure bicycle parking space must be provided for every 20 vehicular parking spaces or fraction thereof.

Based on the gross square footage indicated on the application for Planning Code Section 321 (b) determination for development of Blocks 29 & 31, the maximum number of allowable parking spaces required would be: life science/office uses (545,877 adjusted gross square feet, per OCII calculations) 546 spaces required and provided. Based on the proposed retail area and uses that are part of the office buildings, 130 parking spaces are required. Based on the above, 34 secured bike parking spaces are required. 60 class 1 secured bike spaces are provided at the ground level of the 16th St. building; and

64 class 1 secured bike spaces are provided at the ground level of the South St. Building. The 18,064 seat Event Center requires 1 space per 50 seats. The Event Center Project is providing a total of 950 spaces on site and 132 spaces at 450 South Street Parking Garage; therefore the parking provided for the 16th Street and South Street Buildings complies with the required standard.

- j) Loading. The number of loading spaces required and/or allowed for uses within MBS, provided per gross square feet, as indicated in the MBS D for D are the following:

Retail:	One space for retail uses between 10,001 and 60,000 square feet.
Commercial:	Two spaces for commercial uses between 200,001 and 500,000 square feet.
Dimensions:	At least 10' wide, 35' long and 14' high.

Based on those ratios, the total number of loading spaces would be three. However, based on a loading study for the Event Center Project as a whole including the office uses, the corresponding Major Phase Application indicate thirteen loading spaces located within the structured parking and combined with a parking entrance, satisfying the dimensional requirements indicated in the MBS D for D.

8. Mission Bay South Design for Development Design Guidelines-Commercial Industrial Guidelines. The Applicable Design Guidelines include:

- a) View Corridors

"View corridors are defined by the Mission Bay street grid....View corridors are primarily to retain views to the Bay, the Channel and the down skyline and to reinforce visual linkages between the UCSF campus and surrounding development. In a few locations in Mission Bay (e.g. near the Freeway and on Blocks 29-32 to accommodate and an Event Center Project) view corridors may terminate in buildings rather than in vistas."

The 16th Street and South Street Buildings are not located within any view corridors.

- b) Open Spaces

"Encourage the development of publicly-accessible open spaces at ground level. Where feasible, design these open spaces in relation to local-serving retail such as cafes and to the public open space network".

The 16th Street Building and the South Street Building are within the larger development of the Event Center Project on MBS Blocks 29-32 which contemplates the construction of two major publicly accessible open spaces. The Main Plaza is located between the office buildings, along Third Street, and the second is located at the northwest corner of 16th Street and Terry Francois Boulevard. The main plaza is a one-acre publicly accessible open space that is elevated 8 feet above grade. It gradually terraces from the street level by stairs, ramps, and landscape features to be visually and physically and accessible. It is bordered by commercial uses.

Building plans include approximately 6,400 square feet of retail space located on the ground floor along Third Street, and approximately 10,000 of retail space directly adjacent to the main plaza on two levels.

The smaller 25,000-square foot Southeast Plaza at the corner of Terry Francois and 16th Street leads into the secondary entrance to the Event Center Project and will be used as the primary entrance for events with reduced attendance. A 300-space bicycle valet facility is located on this plaza, and an additional overflow, temporary bicycle corral could be located in this plaza for events anticipated to attract a larger number of bicycle riders. A similar overflow bicycle corral could be provided on other plaza areas throughout the site as needed.

c) Pedestrian Walkways

"Walkways are encouraged to enhance the pedestrian experience in the Commercial Industrial area...Walkways to mid-block open spaces or courtyards are encouraged."

In addition to the plazas, there are public walkways that wrap around the exterior of the north and eastern-sides of the Event Center to connect the Main Plaza to the Food Hall, Bayfront overlook, main concourse entry, Bayfront Terrace exterior entry, and 16th Street.

d) Streetwall

"Commercial areas in San Francisco are noted for streets with buildings at the property line where there is little or no space between the buildings. This historical pattern of development gives San Francisco its intense urban quality and should be a model for Mission Bay development. Commercial Industrial Buildings shall be continuous at the property line on streets, except for occasional breaks in the streetwall."

"Setbacks up to 10' from the property line are allowed within a continuous streetwall."

"Variations from the streetwall are allowed to create open space, pedestrian circulation space, mid-block lanes and landscaping areas."

The ground level of building facades at Third Street would be set back at an angle from the property or setback line to accommodate large pedestrian traffic that integrate ramps, stairs, and landscaping that transition from grade to the raised public open space at the Main Plaza. Additionally, a gatehouse anchors the visual terminus of the 'vara' along Third St. The design balances a traditional streetwall at the corners along Third Street with a public plaza that opens onto Third Street. The design of the office buildings and landscape at ground level is supportive of the street wall and the public plaza.

This approach would be consistent with the traditional development pattern that gives San Francisco a vibrant and visually interesting urban quality, as sought by the MBS Design for Development Guidelines.

e) Streetwall Height

"Within high density commercial areas of San Francisco such as downtown and South of Market, a typical ratio of street width to streetwall height is approximately 1: 1.25"."The building-street relationship in Mission Bay Commercial Industrial areas should reflect this city pattern."

Third Street, the relation of streetwall height to the width of the Street (except for the tower portion) would not exceed the typical ratio found in the high density commercial areas of San Francisco.

f) Pedestrian Scale

"Office and other commercial buildings are encouraged to be active and to incorporate visually interesting details and/or decoration into the design of the building base".

"Large scale city-serving retail development should attempt to maintain an inviting pedestrian experience on the street. Street level frontage, where feasible, should be primarily devoted to entrances, shop windows, displays and other visually interesting features ... An attempt should be made to maintain a continuous block façade line consistent with block development throughout Mission Bay."

Plans for the 16th Street and South Street Buildings on MBS Blocks 29 & 31 show approximately 6,400 square feet of retail space and office lobbies fronting Third Street and additional 3000 s.f of retail at a separate "Gatehouse" Building. The ground floor uses are defined by building setbacks that create identifiable transitions to the entries and horizontally articulated by the third floor above.

For both the 16th Street Building and the South Street Building, the vertical clearance from the ground floor to the bottom of the third floor above would be approximately 25', which would establish an appropriate grand and inviting pedestrian scale. In each case, this building overhang would mitigate the street-level wind conditions identified in the corresponding Wind Study). The exterior expression of the South Street Building facade consists of a glass storefront system that is lined with almost continuous active uses that wrap from South Street, along Third and into the main plaza. The 16th Street Building also employs scalar features and materials along Third St. but due to the location of the building core, employs materials on the 16th Street façade to impart a human-scale.

g) Curb Cuts

"In order to preserve the continuity and quality of the pedestrian environment, curb cuts for parking and service uses are strongly discouraged along Third Street".

No curb cuts are proposed along Third Street. The preservation, continuity and quality of the pedestrian environment would be further enhanced with the centralization of all interior loading operations accessible from 16th Street.

h) Height Locations

"The predominant commercial height zone in Mission Bay allows buildings to a maximum of 90' high. Buildings up to 160' high may be constructed within a percentage of the developable area of each height zone as indicated in the Design Standards."

The proposed development of Block 29-32 consists of five buildings: The South Street and 16th Street buildings which will raise to a height of 160'; the Event Center arena which will raise to 135'; a 43' high Food Hall and retail building, and a 36' high Gatehouse building. The placement of the different buildings heights within the site takes into account the proximity to parks, the shoreline, views and potential towers in the neighboring blocks. The MBS D for D was amended to allocate an unused tower in Height Zone 2 to Height Zone 5. Height Zone 5 would thus allow for 4 towers.

i) Skyline Character

"Skyline character is a significant component of the overall urban composition that is San Francisco and the guidelines encourage development which will complement the existing city pattern and result in new, attractive view element as seen from vantage points."

The building massing proposed for the development of Block 29-32 is consistent with the existing city pattern of low buildings near the waterfront, which contributes to the gradual tapering of heights from the hilltops to the water that is characteristic of San Francisco and allows views to the Bay. The towers vary in setback distance from Third Street, which adds to the compositional effect of adding variety.

j) Building Base

"For pedestrians, the character of the building base is important in establishing a comfortable scale and environment and should be designed to achieve this ... Variety at street level for pedestrian scale can be achieved through the use of design features such as stairs, entries, expressed structural elements, arcades, projections, rusticated materials and landscaping."

The proposed location and massing of the 16th Street Building and South Street building podiums anchors the two main corners of Third and South and Third and 16th, while continuing a street wall, and framing a major public open space.

The base of the western side of the South Street Building is set back 50' from the property line to allow for increased pedestrian volumes. The base would be characterized by a 25' high transparent glass storefront containing corner retail and the main building lobby. The upper floors of the podium would over hang the base to provide a sheltered transition space from rain and wind. (See corresponding Wind Study). The building entrance is highlighted by a projecting canopy. A transparent and active lobby wraps around and continues to engage with South Street.

The base of the western side of 16th Street Building shares most of the characteristics of the base of the South Street Building (expression of structural columns, use of clear glass, recessed entries and an

overhang). Sculptural use of materials and a landscaped 23' setback along 16th continue the ground level of the 16th Street Building.

k) Roofscape

"Recognizing that Mission Bay building roofs may be visible from higher surrounding locations, they should be designed consistent with the distinctive architecture of the building". "Roofs should use non-reflective, low intensity colors". "Mechanical equipment should be organized and designed as a component of the roofscape and not appear to be a leftover or add-on element. Mechanical equipment should be screened as provided in the Design Standards."

The plans and elevations for the proposed 16th Street Building and South Street buildings indicate that mechanical equipment and rooms, stairs and elevator penthouses, as shown on plans would be organized and screened from view with corrugated metal panel enclosures. The podium roofs, which would be visible from other tall buildings, are proposed as green roofs.

l) Visual Interest

"To mitigate the scale of development and create pedestrian friendly environment, building massing should be modulated and articulated to create interest and visual variety".

The forms of both office buildings take their cue from the curved form of the Event Center. The podiums are expressed differently to express and interlock with the towers. The 16th Street Building confidently anchors the street corner with the podium wrapping around its sides, whereas the South Street Building is setback from it corner and allows the podium wrap into the Main Plaza with curved forms, to create an invitational gesture for pedestrians.

The design of both buildings balances the horizontality that results from the height and bulk of the podiums by massing and plane shifts. Vertical and horizontal articulation occurs through the use of changes in planes between the base levels and the podium levels using serrated planes of glass and mid-scale massing shifts. The materials and patterning are deliberate and subtle but accentuate the clarity of the forms. The vertical glazing/mullion pattern of the curtain walls of the podiums also help vertically articulate the predominantly horizontal buildings.

The proposed modulation and articulation of the buildings create interest and visual variety, as sought by the MBS D for D Design Guidelines.

m) Color and Materials

"Extreme contrast in materials, colors, shapes and other characteristics which will cause buildings to stand out in excess of their public importance should be avoided."

For both office buildings, the building designs proposes a harmonious palette of light colored materials (combinations of clear vision glass, fritted spandrel panels, and resin coated wood panels,) that would

be consistent with the proposed building materials, avoids extreme contrasts and would reflect the generally light tone character of San Francisco buildings.

9. **General Plan Consistency.** The General Plan Consistency Findings set forth in Motion No. 14702, Case No. 96.771EMTZR (General Plan Consistency Findings and Office Development Authorization, pursuant to Planning Code Sections 320-325) apply to this Motion, and are incorporated herein as though fully set forth.
10. The Commission has reviewed the design standards and guidelines in the MBS D for D and the project design and finds that (1) the MBS D for D standards and guidelines will ensure a quality design, (2) the proposed project is consistent with the MBS D for D and the findings set forth in Commission Resolution 14702, and (3) approval of the design of the proposed project would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Office Development Application No. 2014-002385OFA**, subject to the conditions attached hereto as Exhibit A, which is incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and dated February 5, 2015, on file in Case Docket No. 2014-002385OFA.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 321 Office-Space Allocation to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103.

Protest of Fee or Exaction: You may protest any fee or exaction subject to Government Code Section 66000 that is imposed as a condition of approval by following the procedures set forth in Government Code Section 66020. The protest must satisfy the requirements of Government Code Section 66020(a) and must be filed within 90 days of the date of the first approval or conditional approval of the development referencing the challenged fee or exaction. For purposes of Government Code Section 66020, the date of imposition of the fee shall be the date of the earliest discretionary approval by the City of the subject development.

If the City has not previously given Notice of an earlier discretionary approval of the project, the Planning Commission's adoption of this Motion, Resolution, Discretionary Review Action or the Zoning Administrator's Variance Decision Letter constitutes the approval or conditional approval of the development and the City hereby gives **NOTICE** that the 90-day protest period under Government Code Section 66020 has begun. If the City has already given Notice that the 90-day approval period has begun for the subject development, then this document does not re-commence the 90-day approval period.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on November 5, 2015.

Jonas P. Ionin
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: November 5, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for the office design of two buildings of the proposed project ("Office Allocation Authorization"), which includes approximately 577,000 gross square feet of office use located at Mission Bay South Blocks 29 and 31, Lot 001 in Assessor's Block 8722, pursuant to Planning Code Sections 321 and 322 within MBS C-I-R Zoning District and HZ-5 Height and Bulk District, and in conformance with Planning Commission Resolution No. 14702 and Motion No. 17709; in general conformance with plans, dated November 3, 2015, and stamped "EXHIBIT B" included in the docket for Case No. 2014-002701OFA and subject to conditions of approval reviewed and approved by the Commission on November 5, 2015 under Motion No. XXXX. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on November 5, 2015 under Motion No. XXXXXX.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. XXXXXX shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference the Office Development Authorization and any subsequent amendments or modifications.

SEVERABILITY

The Project shall comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys no right to construct, or to receive a building permit. "Project Sponsor" shall include any subsequent responsible party.

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Office Development authorization.

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

Validity. The authorization and right vested by virtue of this action is valid for three (3) years from the effective date of the Motion. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period.

The Project Sponsor shall submit to the Zoning Administrator two copies of a written report describing the status of compliance with the conditions of approval contained within this Motion every six months from the date of this approval through the issuance of the first temporary certificate of occupancy. Thereafter, the submittal of the report shall be on an annual basis. This requirement shall lapse when the Zoning Administrator determines that all the conditions of approval have been satisfied or that the report is no longer required for other reasons.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

Diligent Pursuit. Once a site or Building Permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. Failure to do so shall be grounds for the Commission to consider revoking the approval if more than three (3) years have passed since this Office Allocation Authorization was approved.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

Extension. All time limits in the preceding three paragraphs may be extended at the discretion of the Zoning Administrator where implementation of the project is delayed by a public agency, an appeal or a legal challenge and only by the length of time for which such public agency, appeal or challenge has caused delay.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

Conformity with Current Law. No application for Building Permit, Site Permit, or other entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

Development Timeline - Office. Pursuant to Planning Code Section 321(d)(2), construction of an office development shall commence within 18 months of the date of this Motion approving this Project becomes effective. Failure to begin work within that period or to carry out the development diligently thereafter to completion, shall be grounds to revoke approval of the office development under this Office Allocation Authorization.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863,
www.sf-planning.org*

DESIGN

Project Design. The Project Sponsor shall continue to work with Department and OCII staff in refining certain aspects of the architectural design, finishes and detailing.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6377,
www.sf-planning.org*

PROVISIONS

Transit Impact Development Fee. Pursuant to the MBS Plan, the Project shall comply with the provisions of Planning Code Sections 411 (formerly Chapter 38 of the Administrative Code), adjusted to be consistent with the MBS Plan and Plan documents as determined by OCII. Accordingly, the TIDF fee shall be paid at the rate effective at the issuance of the first construction document.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6377,
www.sf-planning.org*

Child Care Requirement. Pursuant to MBS Plan, the Project shall comply with the provisions of Planning Code Section 414, the Child-Care Requirements for Office and Hotel Development Projects, through payment of an in-lieu fee.

*For information about compliance, contact the Case Planner, Planning Department at 415-575-9159,
www.sf-planning.org*

MONITORING - AFTER ENTITLEMENT

Enforcement. Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of Planning Code applicable to this Project shall be subject to the enforcement procedures and administrative penalties set forth under Planning Code Section 176 or Section 176.1. The Planning Department may also refer the violation complaints to other city departments and agencies for appropriate enforcement action under their jurisdiction.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863,
www.sf-planning.org*

Revocation due to Violation of Conditions. Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and found to be in violation of the Planning Code and/or the specific conditions of approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863,
www.sf-planning.org*

OPERATION

Sidewalk Maintenance. The Project Sponsor shall maintain the main entrance to the building and all sidewalks abutting the subject property in a clean and sanitary condition in compliance with the Department of Public Works Streets and Sidewalk Maintenance Standards.

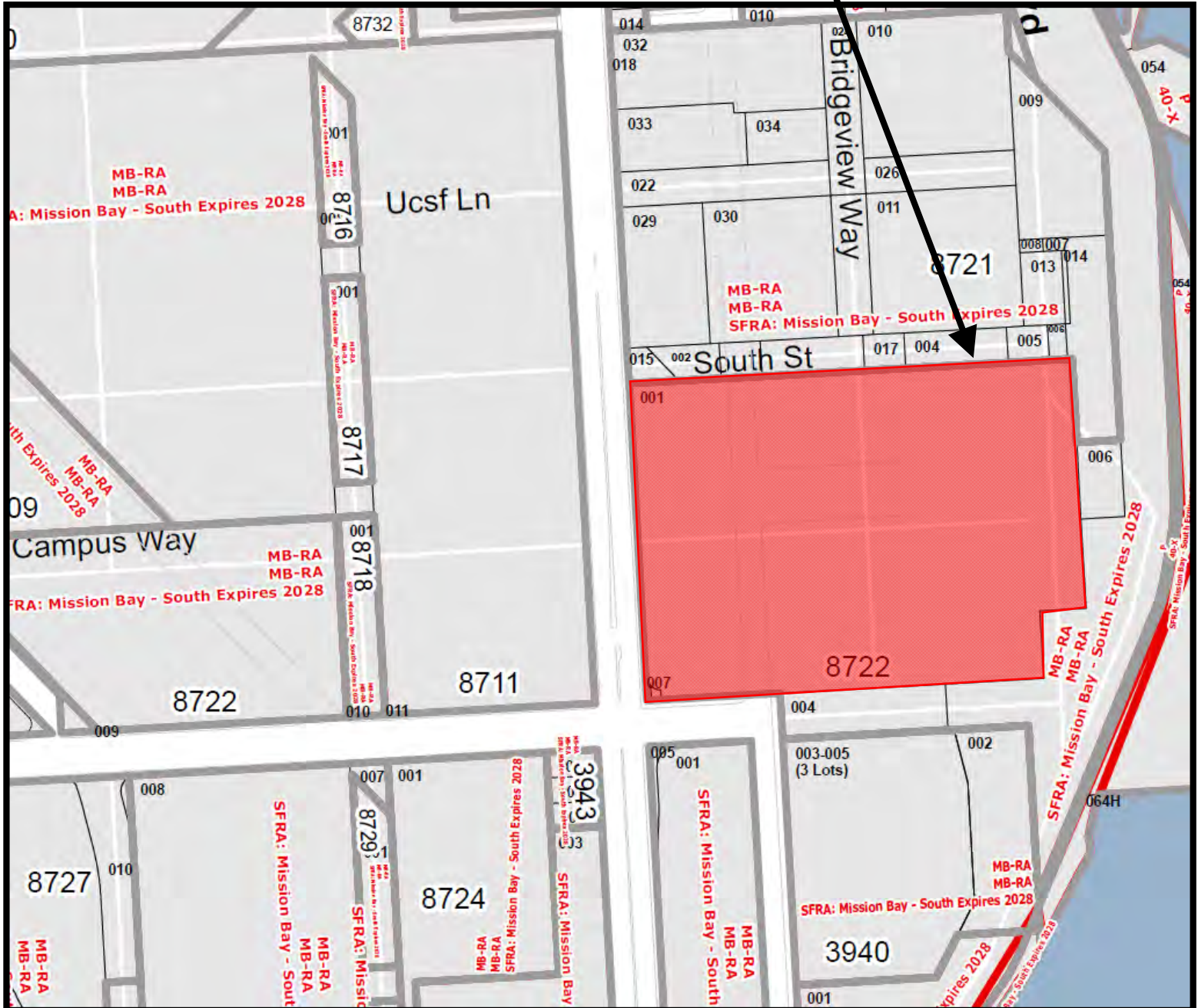
For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works, 415-695-2017, <http://sfdpw.org>

Community Liaison. Prior to issuance of a building permit to construct the project and implement the approved use, the Project Sponsor shall appoint a community liaison officer to deal with the issues of concern to owners and occupants of nearby properties. The Project Sponsor shall provide the Zoning Administrator with written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator shall be made aware of such change. The community liaison shall report to the Zoning Administrator what issues, if any, are of concern to the community and what issues have not been resolved by the Project Sponsor.

For information about compliance, contact the Case Planner, Planning Department at 415-575-9159, www.sf-planning.org

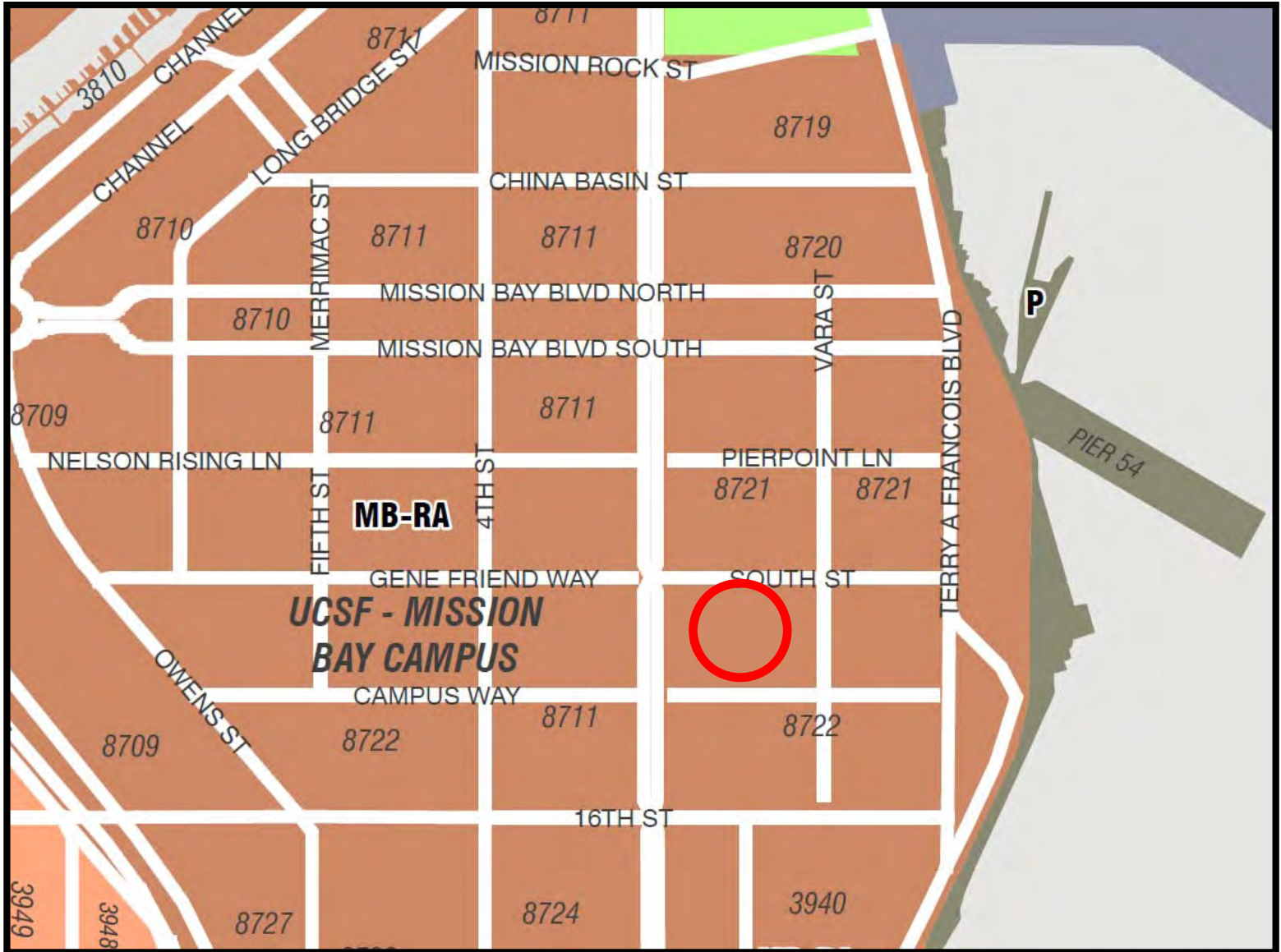
Parcel Map

SUBJECT LOT

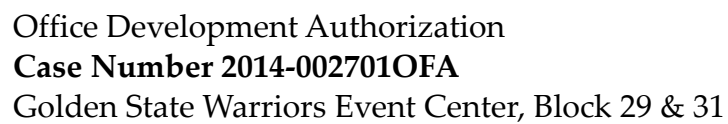


Office Development Authorization
Case Number 2014-002701OFA
Golden State Warriors Event Center, Block 29 & 31

Zoning Map



Office Development Authorization
Case Number 2014-002701OFA
Golden State Warriors Event Center, Block 29 & 31



Aerial Photo

PROJECT SITE



Office Development Authorization
Case Number 2014-002701OFA
Golden State Warriors Event Center, Block 29 & 31

Site Photo

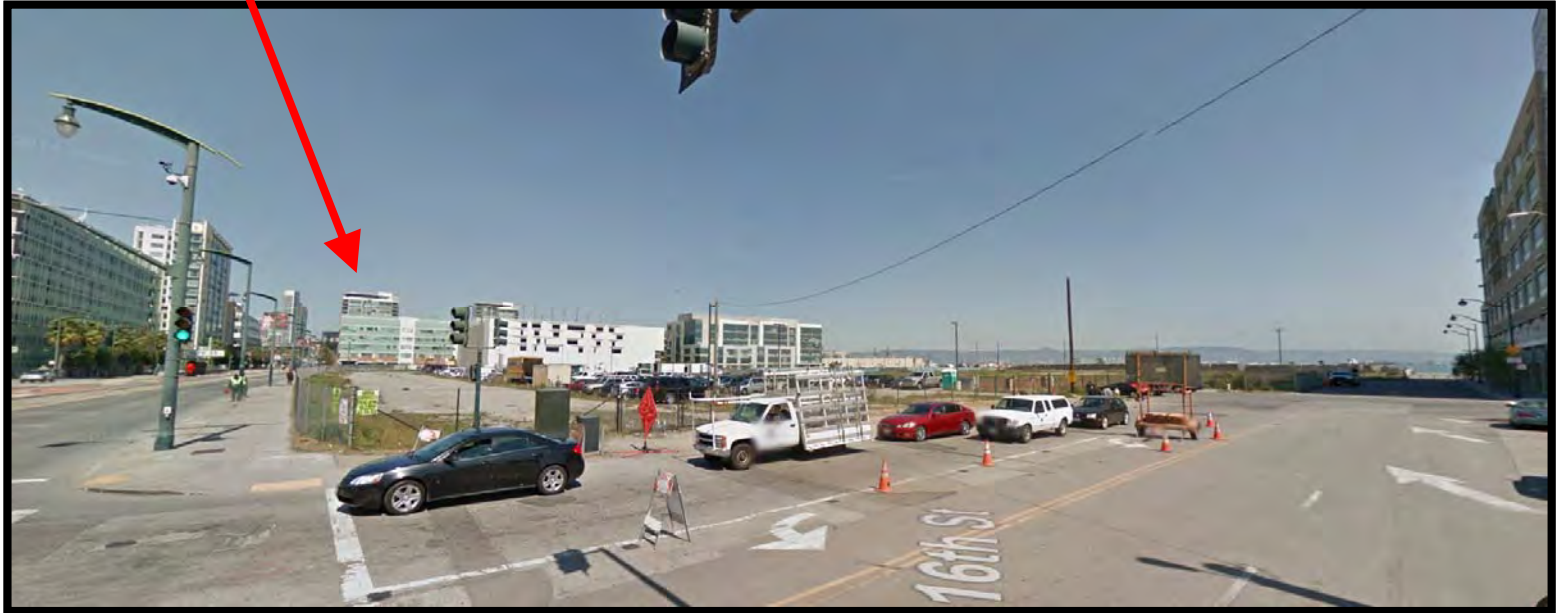
PROJECT SITE



Office Development Authorization
Case Number 2014-002701OFA
Golden State Warriors Event Center, Block 29 & 31

Site Photo

PROJECT SITE



Office Development Authorization
Case Number 2014-002701OFA
Golden State Warriors Event Center, Block 29 & 31

September 17, 1998

Case No. 96.771EMTZR
Finding of Consistency
With the General Plan and
Sections 320 through 325 of the
Planning Code And Recommending
For Approval of the Mission
Bay South Redevelopment Plan

SAN FRANCISCO

CITY PLANNING COMMISSION

RESOLUTION NO. 14702

WHEREAS, On September 17, 1998, by Resolution No. 14698, the Planning Commission adopted amendments to the General Plan and recommended to the Board of Supervisors approval of those amendments to the General Plan including amendments to Part 2 of the Central Waterfront Plan which would eliminate the Mission Bay Specific Plan in order to facilitate the adoption of proposed Mission Bay North and Mission Bay South Redevelopment Plans which would guide the development of the Mission Bay area of the City, generally bounded by Townsend Street to the north, Third Street and Terry Francois Boulevard to the east, Mariposa Street to the south, and Interstate 280 and Seventh Street to the west, for the term of the Redevelopment Plans; and

WHEREAS, Pursuant to Section 33346 of the California Health and Safety Code regarding California Redevelopment Law, the planning policies and objectives and land uses and densities of the Redevelopment Plans must be found consistent with the General Plan prior to Redevelopment Plan approval by the Board of Supervisors; and

WHEREAS, The Planning Commission wishes to facilitate the physical, environmental, social and economic revitalization of the Mission Bay area, using the legal and financial tools of a Redevelopment Plan, while creating jobs, housing and open space in a safe, pleasant, attractive and livable mixed use neighborhood that is linked rationally to adjacent neighborhoods; and

WHEREAS, The proposed Mission Bay South Redevelopment Plan provides for a type of development, intensity of development and location of development that is consistent with the overall goals and objectives and policies of the General Plan as well as the Eight Priority Policies of Section 101.1 of the Planning Code; and

WHEREAS, The Planning Commission believes that the Mission Bay South Redevelopment Plan would achieve these objectives; and

WHEREAS, The proposed Mission Bay South Redevelopment Plan ("Plan") and its implementing documents, including, without limitation, owner participation agreements, the Design

for Development and the Mission Bay Subdivision Ordinance (the "Plan Documents") contain the land use designations of Commercial Industrial and Commercial Industrial/Retail which could allow development of up to approximately 5.9 million square feet of commercial/industrial space, including office space, over the next 30 years; and

WHEREAS, The Design for Development document proposed for adoption by the San Francisco Redevelopment Agency ("Agency") contains detailed design standards and guidelines for all proposed development in the Mission Bay South Redevelopment Plan Area ("South Plan Area"); and

WHEREAS, The South Plan Area comprises approximately 238 acres bounded by the south embankment of the China Basin Channel and Seventh Street, Interstate 280, Mariposa Street, Terry Francois Boulevard and Third Street; and

WHEREAS, Any office development in the South Plan Area will be subject to the limitation on the amount of square footage which may be approved, as set forth in Planning Code 321 or as amended by the voters; and

WHEREAS, Planning Code Sections 320-325 require review of proposed office development, as defined in Planning Code Section 320, by the Planning Commission and consideration of certain factors in approval of any office development; and

WHEREAS, Based upon the information before the Planning Commission regarding design guidelines for the South Plan Area, location of the Commercial Industrial and Commercial Industrial/Retail land use designations in the South Plan Area, and the goals and objectives of the Plan and the Plan Documents, the Planning Commission hereby makes the findings set forth below, in accordance with Planning Code Section 321; and

WHEREAS, The Planning Commission has reviewed and considered the factors set forth in Planning Code Section 321(b) in order to make the determination that the office development contemplated by the Plan in particular would promote the public welfare, convenience and necessity. Those factors include consideration of the balance between economic growth and housing, transportation and public services, the contribution of the office development to the objectives and policies of the General Plan, the quality of the design of the proposed office development, the suitability of the proposed office development for its location, the anticipated uses of the proposed office development, in light of employment opportunities to be provided, needs of existing businesses, and the available supply of space suitable for such anticipated uses, the extent to which the proposed development will be owned or occupied by a single entity, and the use of transferable development rights for such office development; and

WHEREAS, The Planning Commission will review the design and details of individual office developments which are proposed in the South Plan Area, using the design standards and guidelines set forth in the Design for Development reviewed by this Planning Commission, to confirm that the specific office development continues to be consistent with the findings set forth herein; and

WHEREAS, On September 17, 1998 by Motion No. 14696, the Commission certified the Final Subsequent Environmental Impact Report ("FSEIR") as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, On September 17, 1998 by Resolution No. 14697, the Commission adopted findings in connection with its consideration of, among other things, the adoption of the Mission Bay South Redevelopment Plan, 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; and

WHEREAS, The Planning Commission finds the Mission Bay South Redevelopment Plan as described in Exhibit A to this Resolution consistent with the General Plan, as it is proposed to be amended, and to Section 101.1 of the Planning Code as described in Exhibit A to Resolution No. 14699 which findings are hereby incorporated herein by this reference as if fully set forth.

NOW, THEREFORE, BE IT RESOLVED, That the Planning Commission having considered this proposal at a public meeting on September 17, 1998 pursuant to Planning Code Sections 302(b) and 340, having heard and reviewed oral and written testimony and reports, and having reviewed and certified the Final Subsequent Environmental Impact Report on the Redevelopment Plans as adequate and complete, does hereby find the Mission Bay South Redevelopment Plan, dated September 4, 1998, in conformity with the General Plan as it is recommended to be amended by Resolution No. 14698 ; and

BE IT FURTHER RESOLVED, That the Planning Commission hereby finds that the office development contemplated by the Plan in particular promotes the public welfare, convenience and necessity for the following reasons:

1. The office development is part of the Plan, which would eliminate blighting influences and correct environmental deficiencies in the South Plan Area through a comprehensive plan for redevelopment, including the implementation of Risk Management Plans to address environmental deficiencies.
2. The Plan and Plan Documents include a series of detailed design standards and guidelines which will ensure quality design of office development as well as a quality urban design scheme.

3. The Plan provides the important ability to retain and promote, within the City and County of San Francisco, academic and research activities associated with UCSF through the provision of a major new site and space for adjacent office and related uses.
4. The retention of UCSF through the Plan will also allow the facilitation of commercial-industrial sectors expected to emerge or expand due to their proximity to the UCSF new site, which sectors are likely to need office space as part of their activities.
5. Implementing permitted office uses as part of the Plan enables the achievement of a coordinated mixed-use development plan incorporating many features, such as large open spaces and parks and a new street grid, which would not be achieved if the area were to be developed in a piecemeal fashion under existing land ownership patterns and regulations.
6. Implementing the office use contemplated by the Plan would strengthen the economic base of the South Plan Area and the City as a whole by strengthening retail and other commercial functions in the South Plan Area community through the addition of approximately 358,600 leasable square feet of various kinds of retail space, and about 5,953,000 leasable square feet of mixed office, research and development and light manufacturing uses.
7. Build-out, including office uses, of both the Mission Bay North Redevelopment Plan Area and the South Plan Area is anticipated to result in significant positive fiscal impacts to the City. These impacts include a cumulative surplus to the City's General Fund of up to \$452 million in 1998 dollars. Another approximately \$117 million in net revenues will accrue to other City funds with dedicated uses, such as senior programs, hotel tax funds (including grants for the arts, fine art museums, visitors and convention services and housing), the Department of Public Works and MUNI. The San Francisco Unified School District is projected to receive a net cumulative surplus of about \$5 million.
8. The development proposed by the Project will also have significant positive economic impacts on the City. At full build-out, employment in the Mission Bay North and South Plan Areas is expected to be about 31,100. Direct and indirect job generation is estimated to be about 42,000. About 56% of the direct and indirect jobs are expected to be held by San Francisco residents. The estimated total of 23,500 jobs will comprise about 5% of all jobs held by City residents. Project-related construction employment is projected to total 700 annual full-time equivalent jobs over the build-out period, representing a five percent increase in the City's construction job industry base. The employees working at Mission Bay are expected to generate total household wealth of about \$1.5 billion annually. Total direct and indirect wages are expected to be \$2.15 billion, of which \$1.2 billion is expected to be earned by San Franciscans.
9. The Plan provides an unprecedented system for diversity and economic development, including good faith efforts to meet goals for hiring minority-and women-owned consulting and contracting businesses, hiring of minority and women laborers, compliance with prevailing wage policies, participation in the City's "First Source Hiring Program" for economically disadvantaged individuals, and contribution of \$3 million to the City to help fund the work force development

program. The Plan also includes the payment of fees for child care and school facilities. Development of office uses will help to create the employment opportunities to achieve such hiring goals.

10. The Plan includes the opportunity for substantial new publicly accessible open spaces totaling approximately 49 acres, including a large Bayfront park and open space on both edges of the Channel. Office users will benefit from the conveniently located open space, and the development of office uses will help to finance the provision of such open space and its maintenance.

11. The office uses would be located in an ideal area to take advantage of a wide variety of transit, including the Third Street light rail system. The South Plan Area has been designed in consultation with the City, including MUNI, to capitalize on opportunities to coordinate with and expand transit systems to serve the Project. The South Plan Area also includes Transportation Management Programs which will be in place throughout the development of the Plan Areas.

12. The South Plan Area includes sites for both a new school site and fire/police stations to serve the South Plan Area, so that necessary services and assistance are available near the office uses and so that office uses will not otherwise burden existing services.

13. The Plan and Plan Documents include significant new infrastructure, including a linked program for creation of a comprehensive vehicular, bicycle and pedestrian circulation system. The public infrastructure will include public streets, underground pipes, traffic signals and open space, plus additional substantial infrastructure as described in the Mission Bay South Infrastructure Plan. The office development would be adequately served by the infrastructure and the tax increment generated by office development in the South Plan Area will also provide a critical component of the financing of such infrastructure.

14. This new infrastructure included in the Plan will be financed through a self-taxing financing device to be imposed upon the South Plan Area (excluding affordable housing sites and open space). If the uses in the South Plan Area, including any office uses, generate new property tax revenue, then 60% of that new revenue will be dedicated to retiring the special taxes which initially will finance the infrastructure to be donated to the City. This system will allow for substantial infrastructure to be constructed without contributions from the General Fund or new taxes on other areas of the City.

15. In addition, 20% of the new property tax revenue generated by the uses in the South Plan Area, including office uses, will be dedicated to the creation of affordable housing in Mission Bay; and

BE IT FURTHER RESOLVED, That the Planning Commission has considered the factors set forth in Planning Code Section 321(b)(3)(A)-(G) and finds as follows:

(A) The apportionment of potential office space over the course of many approval periods during the anticipated 30-year build-out of the South Plan Area will remain within the limits of Planning Code Section 321 and will maintain a balance between economic growth and housing, transportation and public services, pursuant to the terms of the Plan and the Plan Documents

which provide for the appropriate construction and provision of housing, roadways, transit and all other necessary public services in accordance with the Infrastructure Plan; and

(B) As determined in this Resolution, above, and for the additional reasons set forth in Planning Commission Resolution No. 14699, the adoption of the Plan, which includes office uses and contemplates office development, and all of the other implementation actions, are consistent with the objectives and policies of the General Plan and Priority Policies of Planning Code Section 101.1 and will contribute positively to the achievement of City objectives and policies as set forth in the General Plan; and

(C) The design guidelines for the South Plan Area are set forth in the Design for Development. This Planning Commission has reviewed the design standards and guidelines and finds that such standards and guidelines will ensure quality design of any proposed office development. In addition, the Planning Commission will review any specific office development subject to the terms of Planning Code §§320-325 to confirm that the design of that office development is consistent with the findings set forth herein; and

(D) The potential office development contemplated in the Plan is suitable for the South Plan Area where it would be located. As discussed above, transportation, housing and other public services including open space will be provided in the South Plan Area. In addition, the office development would be located convenient to UCSF, which will allow other businesses locating in the South Plan Area to be able to develop research and development, light industrial and office space as necessary to accommodate their needs. The office development would be located in an area which is not currently developed, nor is it heavily developed with other office uses; and

(E) As noted above, the anticipated uses of the office development will enhance employment opportunities and will serve the needs of UCSF and other businesses which wish to locate in the South Plan Area, where the underdeveloped nature of the area provides a readily available supply of space for potential research and development, light industrial and office uses; and

(F) The proposed office development is available to serve a variety of users, including a variety of businesses expected to locate or expand in proximity to the UCSF site, and could accommodate a multiplicity of owners; and

(G) The Plan does not provide for the use of transferrable development rights ("TDRs") and this Planning Commission does not believe that the use of TDRs is useful or appropriate in the South Plan Area, given the availability of space for development and the fact that only one building in the South Plan Area, the former Fire Station No. 30, has been identified as a potential historic resource; and

BE IT FURTHER RESOLVED, That the Planning Commission will review and approve the design of specific office development which may be proposed in the South Plan Area and subject to the provisions of Planning Code §§320-325, using the design standards and

guidelines set forth in the Design for Development, as reviewed by this Planning Commission, to confirm that the specific office development continues to be consistent with the findings set forth herein; and

BE IT FURTHER RESOLVED, That upon such determination, the Planning Commission will issue a project authorization for the proposed office development project; and

BE IT FURTHER RESOLVED, That the Planning Commission does hereby recommend approval of the Mission Bay South Redevelopment Plan to the Board of Supervisors.

I hereby certify that the foregoing Resolution was ADOPTED by the Planning Commission at a special joint hearing with the Redevelopment Agency Commission on September 17, 1998.

Linda Avery
Commission Secretary

AYES: Commissioners Antenore, Chinchilla, Joe, Martin and Mills

NOES: None

ABSENT: Commissioners Hills and Theoharis

ADOPTED: September 17, 1998

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SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- ☐ Inclusionary Housing (Sec. 315)
- ☐ Jobs Housing Linkage Program (Sec. 313)
- ☐ Downtown Park Fee (Sec. 139)

- ☒ First Source Hiring (Admin. Code)
- ☐ Child Care Requirement (Sec. 314)
- ☒ Exactions to be administered by Redevelopment Agency

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Planning Commission Motion 17709

HEARING DATE: OCTOBER 2, 2008

Date: September 18, 2008
Case No.: 2008.0850B
Project Address: Mission Bay South Blocks 26, 27, 29-32, 33-34, and 41-43
Zoning: Commercial-Industrial and Commercial Industrial Retail Districts
HZ-5 and HZ-7 Height Districts
Project Sponsor: Ms Terezia Nemeth
Alexandria Real Estate Equities, Inc
1700 Owens Street, Suite 500
San Francisco, CA 94158
Staff Contact: Craig Nikitas – (415) 558-6306
craig.nikitas@sfgov.org

ADOPTING FINDINGS PURSUANT TO RESOLUTION 14702 AND TO SECTIONS 321 AND 322 OF THE PLANNING CODE FOR PROJECT AUTHORIZATION UNDER THE ANNUAL OFFICE LIMITATION PROGRAM, FOR CREATION OF AN ALEXANDRIA MISSION BAY LIFE SCIENCES AND TECHNOLOGY DEVELOPMENT DISTRICT ("DEVELOPMENT DISTRICT"), FOR WHICH PREVIOUSLY ALLOCATED OFFICE SPACE AND FUTURE ALLOCATIONS WOULD BE LIMITED TO 1,350,000 SQUARE FEET, DISTRIBUTED AMONG DESIGNATED BUILDINGS ON PARCELS OF THE DEVELOPMENT DISTRICT OVER THREE ALLOCATION PERIODS, WITH REPORTING REQUIREMENTS, STIPULATING THAT FUTURE DEVELOPMENTS UNDERGO DESIGN APPROVAL PURSUANT TO PLANNING COMMISSION RESOLUTION 14702, AND ADOPTING ENVIRONMENTAL FINDINGS, FOR BLOCKS 26, 27, 29-32, 33-34, AND 41-43, IN THE MISSION BAY SOUTH REDEVELOPMENT AREA, IN COMMERCIAL-INDUSTRIAL-RETAIL AND COMMERCIAL-INDUSTRIAL ZONING DISTRICTS, AND HZ-5 AND HZ-7 HEIGHT DISTRICTS.

PREAMBLE

On September 17, 1998, by Resolution No. 14702, the Planning Commission (hereinafter "Commission") determined that the Mission Bay South Redevelopment Plan ("MBS Plan") provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan, as well as the Eight Priority Policies of Section 101.1(b) of the Planning Code ("Code").

Under that Resolution, the Commission also determined that the office development contemplated in the MBS Plan in particular promotes the public welfare, convenience and necessity, and therefore, that the

determination required pursuant to Section 321 *et seq.* of the Code for office development shall be deemed to have been made for all specific office development projects undertaken pursuant to the MBS plan.

Further, the Commission considered under Resolution 14702 the guidelines set forth in Section 321(b)(3)(A)-(G) and determined that the apportionment of office space over the anticipated 30-year build-out of the South Plan Area will remain within the limits set by Section 321, and will maintain a balance among economic growth, housing, transportation, and public services, pursuant to terms of the MBS Plan and Plan Documents, which provide for the appropriate construction and provision of housing, roadways, transit, and all other necessary public services in accordance with the Infrastructure Plan (as defined in the MBS Plan Documents).

In its consideration of Resolution 14702, the Commission reviewed the design guidelines of the MBS Plan Area, as set forth in the MBS Design for Development Document ("D for D") and determined that the standards and guidelines in the D for D will ensure the design quality of any proposed office development. The Commission resolved to review and approve the designs of specific office developments in the Plan Area using the D for D guidelines and standards, when such proposals would be subject to the provisions of Section 321 *et seq.*, to confirm that said development is consistent with the findings set forth in Resolution 14702.

The Commission further resolved that, upon confirming that a specific development is consistent with the findings set forth in Resolution 14702, the Commission would issue a project authorization for that development.

The development of office space is an element of the MBS Plan, which, among other things, provides for: "Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of approximately 335,000 leasable square feet of retail space ... and about 5,953,600 leasable square feet of mixed office, research and development and light manufacturing uses."

On July 16, 2008, Ms. Terezia Nemeth of Alexandria Real Estate Equities Inc. ("Project Sponsor") filed Application No. 2008.0850B ("Application") with the Planning Department ("Department"), requesting project authorization pursuant to Resolution 14702 and Planning Code Section 321, for creation of the Alexandria Mission Bay Life Sciences and Technology District ("Development District"), for which previously allocated office space and future allocations would be limited by this authorization to 1,350,000 leasable square feet of office space, until entirely allocated, as further described below ("Project").

On September 25, 2008, the Commission continued on Case No. 2008.0850B to a duly noticed public hearing at a regularly scheduled meeting of October 2, 2008.

On October 2, 2008, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2008.0850B.

The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony

In evaluating the Project's Application, the Commission has reviewed and considered the Summary and Draft Motion, and other materials pertaining to this Project in the Department's case files, has reviewed and heard testimony and received materials presented on behalf of the applicant, Department staff, and other interested parties.

Motion 17709
Hearing Date: October 2, 2008

CASE NO 2008.0850B
Alexandria Mission Bay L.S. & T. District

MOVED, that the Commission hereby approves the Development District and authorizes the phased office space allocation pursuant to Section 321 *et seq.* as requested by Case 2008.0850B, subject to these findings and the conditions contained in Exhibit A, attached hereto and incorporated herein by reference, based on the following findings:

FINDINGS

Having reviewed the materials identified in the Preamble and Recitals above, and having heard all testimony and arguments, this Commission finds, concludes, and determines as follows:

1. The above recitals are accurate and also constitute findings of this Commission.
2. The Redevelopment Agency of the City and County of San Francisco (the "Agency") is implementing the Mission Bay South ("MBS") Plan pursuant to and in accordance with Community Redevelopment Law of the State of California
3. **Site Description and Present Use.** The Development District comprises Blocks 26, 27, 29-32, 33-34, and 41-43, in the Mission Bay South Project Area, all located in Commercial-Industrial-Retail and Commercial-Industrial Zoning Districts, and HZ-5 and HZ-7 Height Districts. The following map delineates the Development District, with designated blocks shaded in dark tone:



Alexandria Real Estate Equities is a major developer of life science and technology buildings in Mission Bay. Their holdings in the Blocks of the Development District are approximately 25.8 acres in total area. These properties have previously received approximately 1.126 million square feet of large cap office allocation, and presently undeveloped sites could be built with approximately an additional 1.7+ million square feet of potential office space (including three active applications).

Several parcels on these blocks have been developed with or are under construction of previously authorized biotech-office projects, or with parking structures and other infrastructure and uses permitted or required by the MBS Plan and Plan Documents.

4. **Previous Office Authorizations.** Previous Commission authorizations for office uses in the Development District are summarized in the Table 1 below:

MB South Block	Address	Case #	Motion	Date	Status	Previous Allocation
41-43 / 1	1700 Owens St	2002.0301B	16397	05/02/02	complete	160,100
41-43 / 4	1600 Owens St	2006.1216B	17332	10/26/06	complete	228,000
41-43 / 5	1500 Owens St	2006.1212B	17333	10/26/06	complete	158,500
26	1455 Third St	2006.1509B	17401	03/22/07	constr'n	373,487
27	1515 Third St	2006.1536B	17400	03/22/07	constr'n	202,893
Total						1,122,980

Table 1: Previously Approved Alexandria Mission Bay Office Allocations

5. **Pending Office Authorizations.** Three projects are pending before the Commission for authorization and design review. Under the terms of the Development District, they would not be allocated individual office allowances, but would draw square footage from one pooled allocation established for the entire Development District, following approval of their designs. These projects, calendared for consideration by the Commission at this hearing, are summarized below in Table 2:

MB South Block	Address	Case #	Max. Potential Office Area
30	600 Terry Francois Bl	2008.0484B	312,932
32	650 Terry Francois Bl	2008.0483B	291,367
41-43 / 7	1450 Owens St	2008.0690B	61,581
Total			665,880

Table 2: Pending (Active) Alexandria Development District Office Applications

6. **Future Office Authorizations.** Remaining lots on Blocks 29, 31, 33, and 34 are proposed to be developed with potential office space to the maximum areas as shown below in Table 3:

MB South Block	Address	Potential Office Area
29 and 31	unknown	515,700
33-34	unknown	400,000
Total		915,700

Table 3: Future Potential Alexandria Development District Office Applications

7. **Project Description:** In order to provide flexibility in the leasing and use by, and to meet the needs of modern life science and technology tenants, project authorizations for such buildings in Mission Bay have previously been allocated office square footage from the annual limit as though these buildings would have 100% office occupancy. In fact, laboratory use, rather than office, currently occupies a significant portion of the floor space of most of these buildings.

The proposed Development District provides for the condition that 100 percent of the potential office space in each building is not needed, and therefore sets a limit to the office space authorized for all office development in the Development District at 50 percent of the build-out. Any individual building within the Development District could have up to 100% of its area used as office, but the total office use allocation within the Development District is capped until the entire allocation is utilized within the District. Upon demonstration to the Zoning Administrator by the Project Sponsor that the Development District's allocation is fully utilized, then and only then may the Project Sponsor or its successors and transferees file applications for additional allocations of office space.

Creation of a Development District comprising the Project Sponsor's Mission Bay holdings would allow each building within the Development District to expand or contract the amount of its office space, while keeping the aggregate amount of office allocation in the Development District at or below the total allocated amount.

The previously approved projects as allocated at 100% office total 1,122,980 leasable square feet. Three immediately pending projects, with active applications for authorization before this Commission, have total potential office occupancy of 665,880 square feet. Remaining future build-out in the Development District, for which applications have not yet been filed, would have potential office areas of 915,700 leasable square feet. Therefore, within the Development District, total potential office use if all buildings were fully occupied by office uses would total approximately 2.7 million leasable square feet.

Project Sponsor has stated that it can meet its current business requirements and the needs of its current and potential tenants with an allocation of about 50% of the total floor space proposed for development, or 1.35 million leasable square feet out of a total 2.7 million leasable square feet slated for construction. With allocations already approved, Project Sponsor could thus request an additional 227,020 leasable square feet under the provisions of this authorization.

The Zoning Administrator letters regarding classification of office, Science Administration, Science Support and Laboratories space, dated August 28, 2001 and April 22, 2002 and attached to this Resolution as Exhibits B and C respectively will be used in administering the Development District.

Conditions of Approval shall require the following:

- requiring each building with an office component larger than 25,000 square feet to undergo design review and Planning Commission approval in accord with Resolution 14702;
- requiring semi-annual reporting to ensure that the Development District allocation is not exceeded;
- allocating the additional 227,020 leasable square feet sufficient to reach 50% of the leasable area occupied as office, over several approval periods (allocation years) upon application by Project Sponsor;

- requiring that if developed properties transfer ownership, the office allocation assigned to that parcel will be set as a maximum allocation for that site, and deducted from the available allocation within the Development District;
 - requiring that if undeveloped parcels transfer ownership, that a maximum allocation be established for each such site, and deducted from the available allocation within the Development District;
8. **Environmental Review:** The Agency and the Planning Department, together acting as co-lead agencies for conducting environmental review for the MBS Plan, and other permits, approvals and related and collateral actions related to the Mission Bay Redevelopment Project (the "Project"), prepared and certified a Final Subsequent Environmental Impact Report (the "FSEIR"). The Agency and Commission certified the FSEIR for the Project on September 17, 1998 by Resolution No. 182-98 and Resolution No. 14696, respectively. Also on September 17, 1998, the Agency and the Commission, by Resolution No.183-98 and Resolution No. 14697, respectively, adopted environmental findings (and a statement of overriding considerations, that the unavoidable negative impacts of the Project are acceptable because the economic, social, legal, technological and other benefits of the Project outweigh the negative impacts on the environment) pursuant to the California Environmental Quality Act ("CEQA") and State Guidelines in connection with the approval of the MBS Plan and other Project approvals. On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the FSEIR by the Planning Commission and the Agency, and by Resolution No. 854-98 adopting environmental findings (and a statement of overriding considerations).

To date, the Agency and Planning Department have prepared six addenda to the Mission Bay FSEIR. The first, dated March 21, 2000, analyzed interim parking lots for the Giants ballpark project. The second, dated June 20, 2001, addressed Infrastructure Plan revisions related to 7th Street bike lanes and relocation of a storm drain outfall. In a third addendum dated February 10, 2004, the Agency revised the South D for D with respect to the maximum allowable number of towers, tower separation and required step-backs. The Agency also revised the South D for D with respect to the permitted maximum number of parking spaces for bio-technical and similar research facilities, and to make certain changes to the North Owner Participation Agreement between Catellus Development Corporation and the Agency to reflect a reduction in permitted commercial development and associated parking, all as described in a fourth addendum dated March 9, 2004. Addendum #5, dated October 4, 2005, considered information contained in the certified UCSF Long Range Development Plan ("LRDP") FEIR. Finally, Addendum #6, dated September 10, 2008, considered information contained in a Draft Environmental Impact Report for UCSF Medical Center at Mission Bay ("UCSF DEIR") to analyze (1) at a project level for the first phase of the Mission Bay Medical Center, and (2) at a programmatic level the a second phase of the medical center ("Proposed Medical Center"). The UCSF DEIR was "tiered"¹ from the program-level environmental analysis presented in the LRDP FEIR and focused on environmental effects that were not fully considered in the program level analysis of the LRDP FEIR.

Pursuant to the California Public Resources Code (PRC) Section 21090 and Section 15180 of the State CEQA Guidelines, all public and private activities or undertakings pursuant to or in furtherance of a redevelopment plan constitute a single project, and the FSEIR on the Redevelopment Plan shall be

¹ See CEQA Guidelines sections 15152(d) and 15168 (c) and (d).

treated as a program EIR with no subsequent EIRs required for individual components of the Redevelopment Plan because events specified in PRC Section 21166 and State CEQA Guidelines Sections 15162 or 15163 have not occurred. Specifically, no substantial changes in the Project, no substantial changes in the circumstances under which the Project is being undertaken, and no new information has become available that would cause new significant environmental impacts. Also, no mitigation measures or alternatives previously found to be infeasible have been found to be feasible, and no different mitigation measures or alternatives that would substantially reduce one or more significant effects of the Project have been identified. The application for Case 2008.0850B, requesting project authorization pursuant to Resolution 14702 and Planning Code Section 321, for creation of the Alexandria Mission Bay Life Sciences and Technology District ("Implementing Action"), is an undertaking pursuant to and in furtherance of the Plan pursuant to CEQA Guidelines Section 15180.

The Planning Commission, based upon its review of the FSEIR, hereby finds that: (1) the Implementing Action does not incorporate modifications into the Project analyzed in the FSEIR and will not require important revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously-identified significant effects; (2) no substantial changes have occurred with respect to the circumstances upon which the Project analyzed in the FSEIR was undertaken which would require major revisions to the FSEIR due to the involvement of new significant environmental effects or a substantial increase in the severity of effects identified in the FSEIR; (3) no new information of substantial importance to the Project analyzed in the FSEIR has become available which would indicate (a) the Implementing Action will have significant effects not discussed in the FSEIR; (b) significant environmental effects will be substantially more severe, (c) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (d) mitigation measures or alternatives which are considerably different from those in the FSEIR will substantially reduce one or more significant effects on the environment; (4) the Implementing Action is within the scope of the Project described and analyzed in the FSEIR; and (5) no new environmental documentation is required.

9. Section 321- Available Allocation: Section 304.11 of the MBS Plan and Planning Code Sections 320 through 325, prohibit office development of MBS from exceeding the annual limitation pursuant to Planning Code Section 321 *et seq.*

At present, Project Sponsor, has allocations permitting occupancy of 1,122,980 leasable square feet of office. Applications are calendared for authorization for the three pending projects listed in Table 2 that have a combined potential office area of 665,880 leasable square feet. With approval of those projects but no additional allocation at present, that would approve approximately 1,788,860 square feet of potential office, with an authorization of 63 percent of the total building area (completed plus authorized space) for office use.

As of October 18, 2009 or thereafter, and in accordance with Planning Code Sections 321-322, the Project Sponsor could request a modified allocation of an additional 100,000 square feet for the Development District. As of October 18, 2010 or thereafter, Project Sponsor could request a modified allocation of an additional 100,000 square feet for the Development District. As of October 18, 2011 or thereafter, Project Sponsor could request a modified allocation of a final 93,000 square feet for the Development District. Upon the final allocation, a total of 1,418,931 square feet would be allocated among a final build-out of 2,837,512 square feet of potential office space, or 50% of office use within the buildings of the District.

Allocation Date	New Allocation	Cumulative Allocation	Cumulative Build Out	Percent Allowed For Office
Before 9/25/08	0	1,122,980	1,122,980	100%
On 9/25/08	0	1,122,980	1,788,860	63%
After 10/18/09	100,000	1,222,980	2,140,378*	57%*
After 10/18/10	100,000	1,322,980	2,488,945*	53%*
After 10/18/11	27,020	1,350,000	2,698,000	50%
Total	227,020		* Estimated- future applications may vary	

Table 4: Allocation Schedule for the Development District

This schedule of phased authorization will ensure that, in accord with Resolution 14702, adequate office space can be allocated to those projects within the Development District that are determined to be in compliance with the D for D requirements, while also complying with Section 321 of the Planning Code forbidding exceedance of the square footage available for allocation in any given annual cycle. This schedule also makes square footage available in each cycle for other future projects within the City.

10. Section 321- Approval Criteria: Pursuant to Resolution 14702, the Commission is charged with determining whether a project seeking authorization conforms to applicable standards in the D for D Document, which supersedes the criteria set forth in Section 321 and other provisions of the Code except as provided in the MBS Plan. The projects previously approved were determined to have met the MBS Redevelopment Plan and the D for D Document standards and guidelines, and requirements for childcare, public art, and other provisions of the Plan Documents, and retain that design approval, along with all previously imposed conditions of approval. Future projects requesting authorization will be brought before the Commission for design review in accord with Resolution 14702, and upon determination by the Commission that such proposals are in conformity with the D for D and other applicable requirements, office space may be allocated for such new structures from the unassigned amount available in the Development District.
11. Public Comment. The Department has received no expressions of opposition to the proposed authorization of the Development District.
12. The Commission, after carefully balancing relevant public and private interests, hereby finds that authorization of the Project would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES** the project authorization requested via Case No. 2008.0711X subject to the following conditions attached hereto as EXHIBIT A (Conditions of Approval) which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this project authorization to the Board of Appeals within fifteen days after the date of this Motion No.17xxx. The effective date of this Motion shall be the date of this Motion if not appealed (after the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals at (415) 575-6880, 1650 Mission Street, Third Floor, San Francisco, CA 94103.

I hereby certify that the foregoing Motion was adopted by the Planning Commission on **October 2, 2008**.

Linda Avery
Commission Secretary

AYES: Antonini, Borden, Lee, Miguel, Moore, Olague

NAYS: [none]

ABSENT: Sugaya

ADOPTED: October 2, 2008

Exhibit A Conditions of Approval

Exhibit B Addendum 6 to the Mission Bay FSEIR

Exhibit C Zoning Administrator Letter of Determination dated August 28, 2001

Exhibit D Zoning Administrator Letter of Determination dated April 22, 2002

Exhibit A

Conditions of Approval

Whenever "Project Sponsor" is used in the following conditions, the conditions shall also bind any successor to the Project or other persons having an interest in the Project or underlying property. For purposes hereof, the term "office space", shall be as defined in Section 321 of the Planning Code and further subject to the interpretations of the Zoning Administrator Letters of Determination dated August 28, 2001 and April 22, 2002 attached to the Resolution as Exhibits C and D and incorporated herein by reference as though fully set forth.

This approval is pursuant to Resolution 14702 and to Sections 321 and 322 of the Planning Code for project authorization under the annual office limitation program, for creation of an Alexandria Mission Bay Life Sciences and Technology Development District ("Development District"), for which previously allocated office space and future allocations would be limited to 1,350,000 leasable square feet, distributed among designated buildings on parcels of the Development District, and over several allocation periods.

1. Authorization for construction of future buildings in the Development District with an office component would be subject to Planning Commission review with regard to design for compliance with the Mission Bay South Design for Development document ("D for D") and in accord with Resolution 14702.
2. Application fees for compliance approval hearings shall be those established in Planning Code Article 3.5 for Project Authorization (Annual Limit) applications.
3. Project Sponsor shall report in a form acceptable to the Zoning Administrator prior to February 17 and September 17 of each year on the area of built out space for each building in the Development District, and the leasable square footage utilized as office space in each.
4. Project Sponsor shall advise the Zoning Administrator on the first pending sale or transfer to occur after the date of this Motion, of each property, developed or not, and shall identify the amount of office space allocated to the transferred property. The Project Sponsor shall record a Notice of Special Restrictions on the transferred property explicitly limiting the area allowed for office use within the Development District. Said office area shall be deducted from the allocation for the remaining properties in the Development District, and new Notices of Special Restriction recorded on those remaining properties. Applications for additional office allocation for properties within or formerly within the Development District may be made in accord with the provision of Condition 6 below.
5. The 227,020 leasable square feet of office space under the annual limit that remains unallocated as of the date of this Resolution shall be allocated to the Development District in phases, in accord with the following schedule: As of October 18, 2009 or thereafter, an additional 100,000 leasable square feet will be, upon request, allocated for the Development District. As of October 18, 2010 or thereafter, an additional 100,000 leasable square feet will be, upon request, allocated for the Development District. As of October 18, 2011 or thereafter, a final 27,020 leasable square feet will be, upon request, allocated for the Development District. Upon the final allocation, a total of 1,350,000 leasable square feet would be allocated among a final build-out of 2,698,000 leasable square feet of potential office space, or approximately 50% of office use within the buildings of the Development District.

6. The total office use within the Development District is capped at 1,350,000 leasable square feet until such time as the entire allocation has been built and leased for office space. If Project Sponsor documents that the entire 1,350,000 leasable square foot allocation has been leased for office space, only then could Project Sponsor or its successors or transferees file an application, in accordance with the terms and conditions set forth in the Mission Bay South Redevelopment Plan and related Plan documents, to receive additional office allocation up to the total 2,698,000 leasable square feet of Project Sponsor's Commercial Industrial entitlement at Mission Bay.
7. Recordation. The Zoning Administrator shall approve and order the recordation of a notice in the Official Records of the Recorder of the City and County of San Francisco, against all Parcels within Mission Bay Blocks comprising the Development District, which notice shall state that construction of the Project has been authorized by and is subject to all conditions of this Motion. From time to time after the recordation of such notice, at the request of the Project Sponsor, the Zoning Administrator shall affirm in writing the extent to which the conditions of this Motion have been satisfied, and record said writing if requested.



GOLDEN STATE WARRIORS EVENT CENTER & MIXED-USE DEVELOPMENT
AT MISSION BAY BLOCKS 29-32 - SCHEMATIC DESIGN SUBMITTAL - SAN FRANCISCO PLANNING COMMISSION

THIRD STREET OFFICE / RETAIL

NOVEMBER 5, 2015



PFAU LONG AE³
A Joint Venture Association



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CLIENT

Golden State Warriors

PROJECT TEAM

Pfau Long Architecture &
AE3 Partners - Tower Design
Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
Kendall/Heaton Associates -
Architect of Record

ISSUE DATE

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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
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00.1

PROJECT INTRODUCTION

INTRODUCTION

The Golden State Warriors are submitting this Schematic Design application for two mixed-use office & retail buildings on 3rd Street as part of the larger development of Mission Bay Blocks 29-32. At approximately 11 acres, Blocks 29-32 collectively represent one of the largest remaining development sites in San Francisco, and the future location of the Golden State Warriors’ new, state-of-the-art multi-purpose event center. The approximately 18,000-seat event center will be the home of the Golden State Warriors’ basketball team, and will host a variety of other activities including concerts, family shows, other sporting events, cultural shows, conferences, and civic events. The site also includes structured parking, open public plazas, and other amenities that will activate the site during non-event times.

Each office and retail tower is composed of a 90’ podium, with a 160’ tower above. The South Street (North Tower) building will contain 309,436 SF of office space, and the 16th Street (South Tower) building will contain 267,486 SF of office space (both calculated according to permitted square footage exclusions under San Francisco Planning Code Section 321). Each building will include ground-floor and plaza retail to serve the local office community, on-site and off, as well as UCSF hospital staff, UCSF students and researchers, nearby residents, and visitors from the region. This project is also equipped to provide potential lab/R&D space and the opportunity for synergy and collaboration with other firms and institutions local to Mission Bay.

RELATED SUBMITTALS

The proposed project is located in the Mission Bay South Redevelopment Plan Area. Accordingly, the Warriors have prepared six (6) Basic Concept and Schematic Design packages for the Commission on Community Investment and Infrastructure for the following project components:

1. The Event Center;
2. The South Street (North) Office/Retail tower;
3. The 16th Street (South) Office/Retail tower;
4. Northeast retail along South Street and Terry Francois Boulevard, including a Food Hall;
5. Open Space, Gatehouse, and Parking and Loading facilities on-site; and
6. A common book of Background Appendices for all of these submittals, which includes utility information, wind and shadow studies for the full development, vicinity plans, and site diagrams for additional reference.

Selections from the second, third, fifth, and sixth books listed above have been combined for this submission of Schematic office designs to the San Francisco Planning Commission.

SITE ACCESS AND LOCAL TRANSPORTATION

Local transit and access-ways in the vicinity include the Muni T line (future Central Subway connection to East Bay and South Bay via BART at the Powell Street station), Caltrain stations at King Street and 22nd Street, the planned cycle track on Terry Francois Boulevard, and the Bay Trail extension through the Bayfront Park (P22). Forthcoming additional improvements include the Muni Forward project along 16th Street, which will include Bus Rapid Transit (BRT) lines, improvement to local bike routes, and a potential future ferry landing at the terminus of 16th Street.

Bay Transportation Management Association (TMA) Shuttles also run daily service for employees and residents of Mission Bay. Together, these resources constitute a transit-rich and highly-accessible urban location that will cater to both local and regional employees and patrons.

Site-specific transportation considerations are addressed in a project-specific Transportation Management Plan (TMP) prepared by Fehr & Peers on behalf of the Golden State Warriors. The Plan outlines plans for traffic control before and after event center events, introduces streetscape design features to reduce congestion for daily office and retail users, and proposes travel demand strategies to lower auto mode share of all site visitors.

SUSTAINABILITY AND WASTE MANAGEMENT

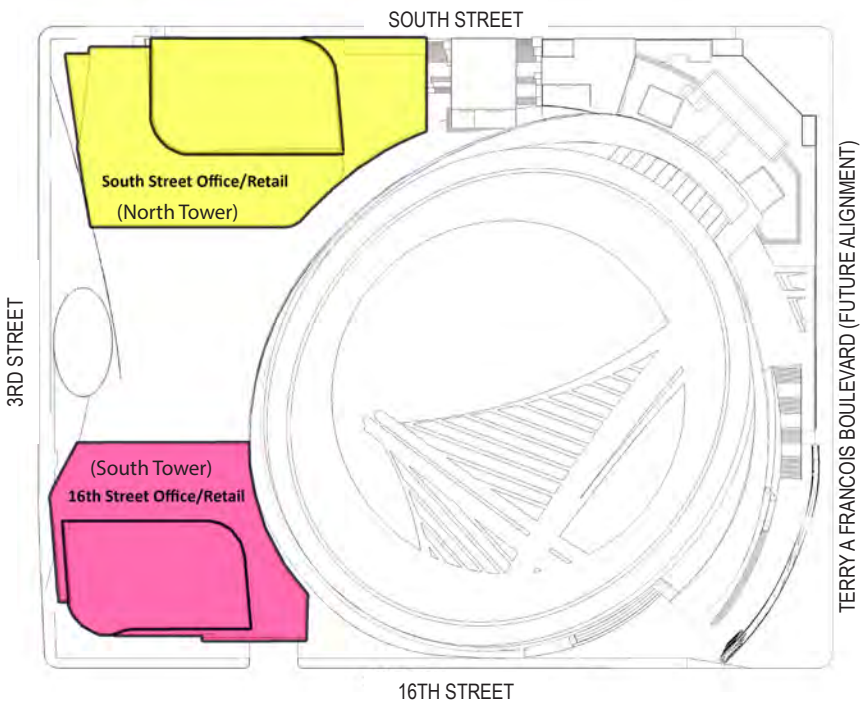
The project at Blocks 29-32 will be designed to a LEED Gold campus certification standard for sustainable design. Sustainable design measures include the installation of low-flow plumbing fixtures to reduce total water use, use of high-recycled content and locally-sourced building materials and products, and specifications for sustainable forested (FSC-certified) wood products or low-emitting materials. A combination of green roofs and light-colored, highly reflective roofing material will also lower the amount of heat absorbed, reducing the heat island effect, and buildings will be designed for thermal comfort. All building systems will be metered separately and monitored and recorded through a Building Automation System.

Both office/retail buildings have also been designed in accordance with San Francisco Planning Code Section 139, Standards for Bird-Safe Buildings, in order to eliminate “feature-related hazards” (e.g., large free-standing glass walls, wind barriers, and skywalks). Accordingly, all uninterrupted glazed segments contained in the glass railings on the office podium roofs will not exceed 24 square feet.

Finally, robust low waste goals will be supported by separate trash, organic waste, and recycling compactors located in the project’s shared loading dock area below grade. All waste will be collected in the below-grade area, and trucks will use the 16th Street driveway to access the loading dock for regular collection of waste. This process will occur out of sight of project neighbors, employees, and visitors.

ART AND SIGNAGE

The Golden State Warriors intend to incorporate a robust public arts program at Blocks 29-32, complemented by tasteful lighting design. Signage, wayfinding, and building identification will also be introduced as both design features and functional elements. However, public art and signage have been deferred to the project’s Design Development (DD) phase, and are therefore not outlined further in this Schematic Design package. Signage depicted in the following pages is included for illustrative purposes only and does not represent the forthcoming DD signage proposal.



DOCUMENTS, REGULATORY PROCESSES, AND APPROVALS

This package presupposes a forthcoming amendment to the Mission Bay South Design for Development (DforD), which supersedes San Francisco Planning Code in the Mission Bay Plan Area. The amendments will modify standards and guidelines regarding office tower details and streetwall character, based on the unique nature of the development. No amendment to the Mission Bay South Redevelopment Plan is required for the Project’s approval, and office and retail are principal uses under the Plan.

Blocks 29-32 will be privately owned, and construction of the full development, including the event center, will be 100% privately financed.

TEAM

Our team has a commitment to high-quality design and engineering, with strong representation from diverse local designers and small business partners. The project at Blocks 29-32 is on track to meet its goal of 50% participation by Small Business Enterprises (SBEs) in architecture and engineering professional services.

DEVELOPMENT TIMELINE

The proposed development for Blocks 29-32 is planned for construction in one total phase. All structures outlined in this Schematic Design package will be constructed simultaneously. Estimated construction duration for the full Blocks 29-32 project is approximately 24 to 27 months.



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Pfau Long Architecture &
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Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
Kendall/Heaton Associates -
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
PROJECT
INTRODUCTION

01.1

DESIGN NARRATIVE



Each office/retail building's two part massing combines a 6-story (90 foot) mixed-use podium and an 11-story (160 foot) office tower, anchoring the corners of South and 3rd Streets (North Tower) and 16th and 3rd Streets (South Tower). The designs for the towers, tear-dropped in plan, will complement the adjacent event center's curvilinear aesthetic and that of the other structures on-site without mimicking them. Projected and shaped aluminum sunshade blades add texture to the sleek, curved glass forms. The towers will be differentiated from their context in Mission Bay by their warmth, color, irregularity, and curves.

Building setbacks at the corner of South and 3rd Streets, and along 16th Street, are designed to accommodate pedestrian volume when there is an event. Each building's podium wraps into the pedestrian plaza with a welcoming curved gestural form, drawing pedestrians and event patrons into the plaza along subtle sloped walkways below, along an active retail use. The primary office lobby entrance for the North Tower will be located on the corner of South Street and 3rd Streets, with an additional entrance off of the main plaza. Similarly, the primary office lobby entrance for the South Tower will be located on the corner of 16th and 3rd Streets, with additional access off of the main plaza.

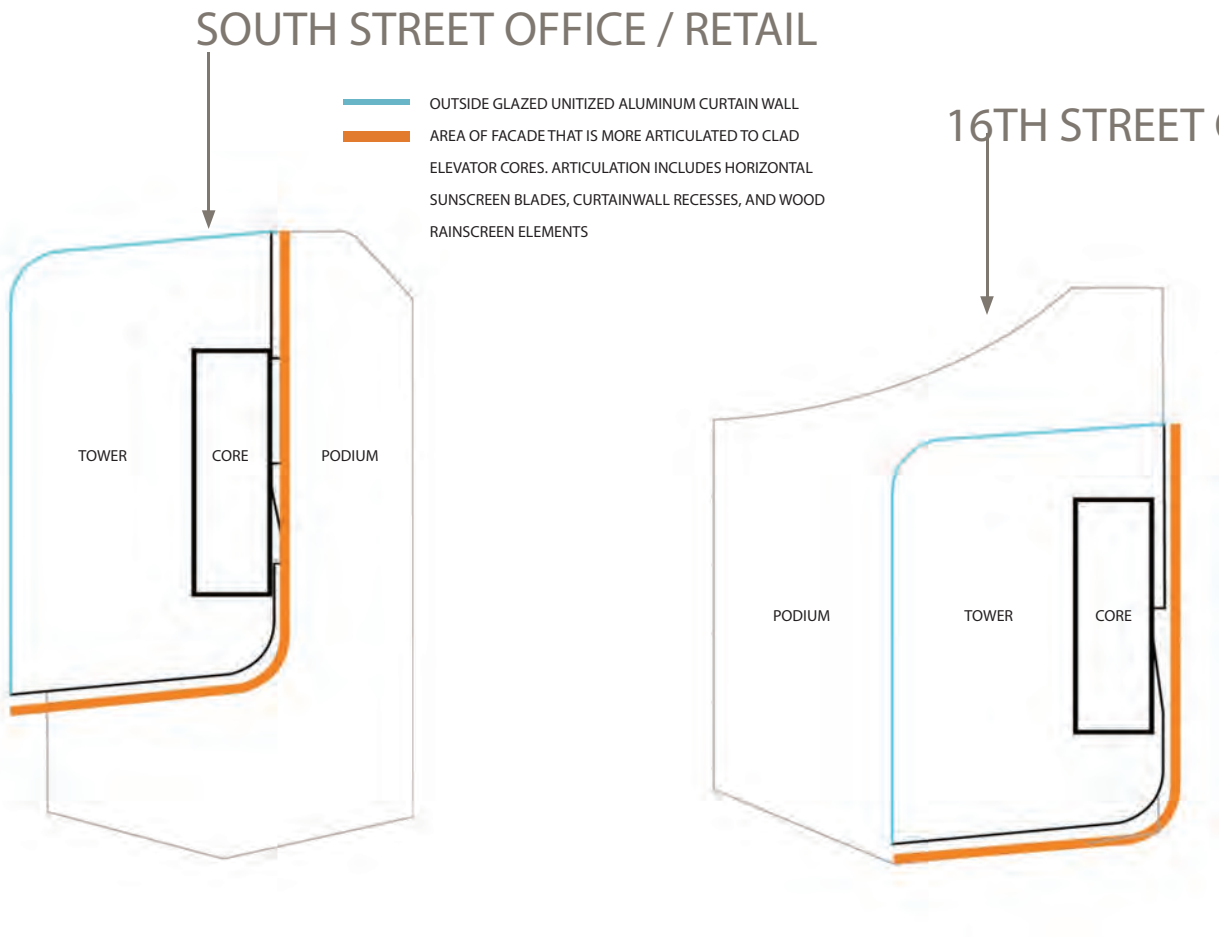
The building form for each building is intended to be highly functional and flexible with respect to tenant layouts. The tower is shifted to the east side of the building, in both cases allowing for uninterrupted floor plates and sweeping city and Bay views.

Together, the two buildings will have a distinctive presence on the San Francisco skyline, and create a strong sense of place surrounding the event center. The variation in height between the podiums, towers, and expressions of the retail use below will express an appropriate transition in scale from 3rd Street, while creating a strong sense of verticality between the tower and the street at grade along South Street or 16th Street, respectively.

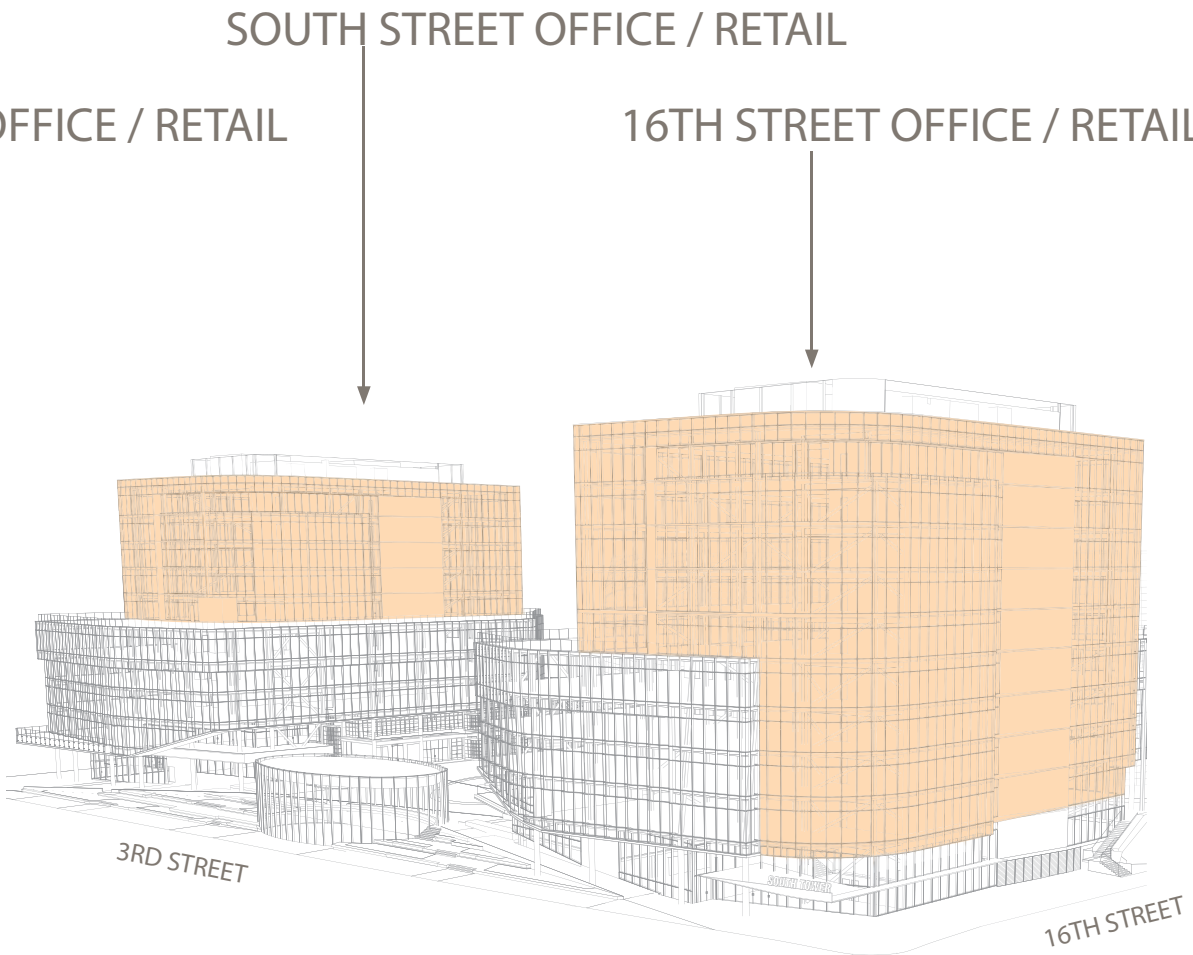
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PLAN DIAGRAM ILLUSTRATING FACADE CONCEPT - N.T.S



AERIAL PERSPECTIVE ILLUSTRATING FACADE CONCEPT

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

DESIGN NARRATIVE

01.2

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DESIGN FEATURES

FAÇADE TREATMENT

The skin of each office/retail building will include a variety of cladding types. The curtain wall system will be outside glazed, with painted aluminum mullions at the building interior, and black sealant at the exterior. Glazing will be energy efficient, with a low-E coating for the office towers and low iron for the retail spaces. Spandrel glazing will be achieved with a full ceramic frit floodcoat on the inner pane, matching the vision glazing in tone as much as possible. Resin coated wood accent panels, installed in a rainscreen fashion onto the unitized curtain wall, will clad the elevator core, and wrap under exterior soffits to add warmth to the building. Decorative horizontal “blades” at the buildings’ floor levels, made of painted aluminum tied into the unitized curtainwall system, will further articulate the south and west facades of the buildings. These blades will tapered in plan to meet the adjacent architecture. A serrated curtain wall system will round the corner into the main plaza, further breaking down the scale of the building at the podium and adding contrasting visual interest to the curved form of the building.

Note: Design currently contemplates a chair rail at 42”on each floor. In the event that a Research & Development tenant occupies some or all of the office space available on Blocks 29-32 and utilizes interior layouts like the one shown on sheet 01.5, the façade may be further treated with subtle bands of translucent film to minimize exterior views of furniture adjacent to the curtain wall.

RETAIL & LOBBY EXPERIENCE

On the plaza, the scale of the podium in each building will be further broken down with restaurant and retail activity, and create a vibrant pedestrian experience, both during and between events. The retail design approach will be based on a steel beam, charcoal metal, and glass framework that will surround and define retail storefronts and align with the metallic and glass office architecture above. This system develops a special character for the retail levels reminiscent of the industrial architecture in the surrounding area. To create an organic urban quality, retail frontages will be further differentiated from one another utilizing a palette of “infill” materials, which may be inlaid in steel beams for additional color and texture.

The main lobby entry to the office at South and 3rd Streets will be visually distinct and physically separated from the ground-level retail at the same corner: the two entries and uses will lie on the opposite side of the structural columns where they meet grade.

Similarly, the main entry to the office at 16th and 3rd Streets will be visually distinct and prominently located. Adjacent retail frontages will be designed to entice patrons up generously sloped walkways from the street corner to the site’s main plaza.

Both office lobby entries will also feature an overhang that brings the downward thrust of each tower to pedestrian scale.

GREEN ROOF & ROOFTOP

The roof of the podium will include an occupiable green roof with integrated stormwater treatment. This will be both an amenity for tower tenants, and a highly visible feature of the development from neighboring buildings.

Mechanical systems on the tower roof will be fully screened by painted metal screenwall and laid out with visibility from nearby neighborhoods in mind. Podium rooftop equipment will be incorporated into landscape elements wherever possible.

PEDESTRIAN PATH

The east side of each office/retail building will match the curve of the new event center, creating channels between the buildings on-site to guide pedestrian traffic from the main plaza to the food hall and retail options along Terry Francois Boulevard, or to the SE plaza and event center secondary entrance.



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
DESIGN FEATURES

BUILDING SYSTEMS NARRATIVE



STRUCTURAL SYSTEMS MEP SYSTEMS

FOUNDATION SYSTEM

Each office tower foundation system will consist of augercast concrete piles, pile caps, and a concrete structural slab-on-grade spanning between pile caps. The site perimeter will be supported by concrete basement walls.

GRAVITY FRAMING SYSTEM

Construction up to the plaza level will consist of reinforced concrete columns supporting a concrete beam and slab floor system. Above the plaza level, the office floor framing will consist of concrete slab on metal deck supported by composite wide flange beams, girders, and columns.

LATERAL FORCE RESISTING SYSTEM

The office tower steel frame above the plaza level will utilize a buckling restrained braced frame lateral system to resist earthquake and wind forces. At the plaza level, the braced frames will transfer to special reinforced concrete shear walls which will carry down to the foundations.

OFFICE, RETAIL, AND LOBBY AIR HANDLING SYSTEMS

Air handling units serving all occupied levels of the buildings, including the tenant office space and the retail floors, will be rooftop mounted, custom penthouse air handling units (AHUs) with indirect/direct evaporative cooling (IDEC). Additional features for cooling and heating will include underfloor cooling (Floors 3 through 11), air column fans (building cores), overhead ductwork, series fan-powered boxes, and electric heaters. Systems will also be designed with an airside economizer for free cooling, including return/relief air fans (RAFs) for all systems.

Units will be provided with air flow measuring stations that will monitor conditions, maintain required outside air for ventilation and proper IAQ, and to maintain positive building pressure. Ventilation controls, including automatic dampers and return air ductwork, will also be used to modulate and maintain CO2 levels.

All cooling and ventilation air will also be provided to the retail floors and lobby areas from the rooftop AHUs mentioned above. This air will be ducted overhead to serve terminal devices to heat, cool, and ventilate each space and zone accordingly.

OFFICE AIR DISTRIBUTION

All tenant office space will utilize an underfloor air distribution (UFAD) system. For floors with no ceilings and exposed structure, low pressure ductwork will be provided from the main supply air shaft and routed along the perimeter of the exterior walls. Linear supply air diffusers will also be provided along all glazing areas. The linear diffusers and supply air ductwork will be sized to offset the building exterior skin heat gain in the cooling season.

TENANT BUILD-OUT ASSUMPTIONS

Each typical cubicle, manager cubicle, business support, and break area will be provided with CV floor “swirl” diffuser such that the occupant can control the local space environment. The occupant shall have the ability to open/close and adjust the throw direction of the diffuser. Interior private offices, interior conference rooms, and interior work room areas will be provided with VAV floor terminals to modulate room supply air based on space temperature. All exterior areas including perimeter offices, conference rooms, and breakout areas will be served by modular fan terminal units with electric heating. The fan speed shall be controlled and heating shall be cycled to maintain space temperature. A thermostat will be located in each zone to provide a control point for space temperature.

ELECTRICAL SYSTEMS

Tower loads will be served from two single ended dedicated unit substations for the tower, one of which will serve lighting and large HVAC loads through the building. The two substations will serve vertically through the building. Provisions for tenant metering will be required.

Lighting fixtures will use predominately fluorescent lamp sources for the shell build out. LED and fluorescent light sources will likely be selected for the fit out portion of the project. Exit signage will be LED type.

Cabling will be provided via under floor system to conceal raceways and cabling paths through raised floor. Cabling in public areas will be concealed in raceways or above ceilings.

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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
BUILDING SYSTEMS
NARRATIVE

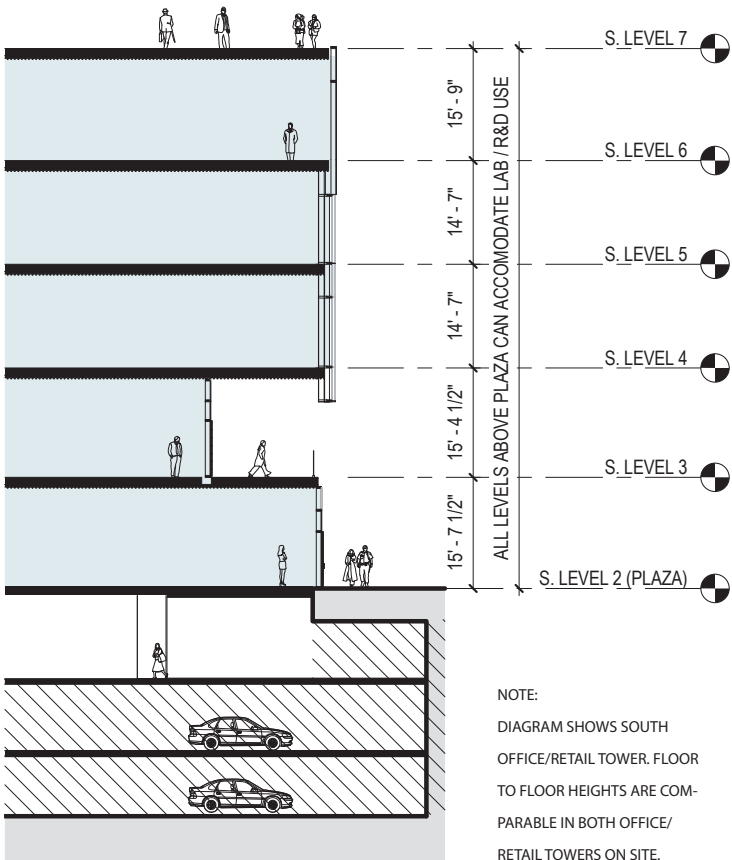
DESIGN FLEXIBILITY FOR LAB / R&D USES

The towers have been designed with flexibility in mind for potential lab, research, or biotech tenants.



FLOOR TO FLOOR HEIGHT

The minimum recommended floor-to-floor height for a concrete flat slab construction (post tensioned or mild steel) is 14'-0", assuming a 10"-12" maximum thickness concrete flat slab. This allows roughly 1'-0" for structure, 3'-0" for ductwork, lighting, and sprinklers, and 10'-0" ceiling heights in larger open lab areas. This assumes some lower ceiling areas near the shafts and core areas where ducts are the largest. As currently designed, the tower buildings have a minimum of 14'-7" floor-to-floor, which will accommodate lab use on all floors above the plaza level.



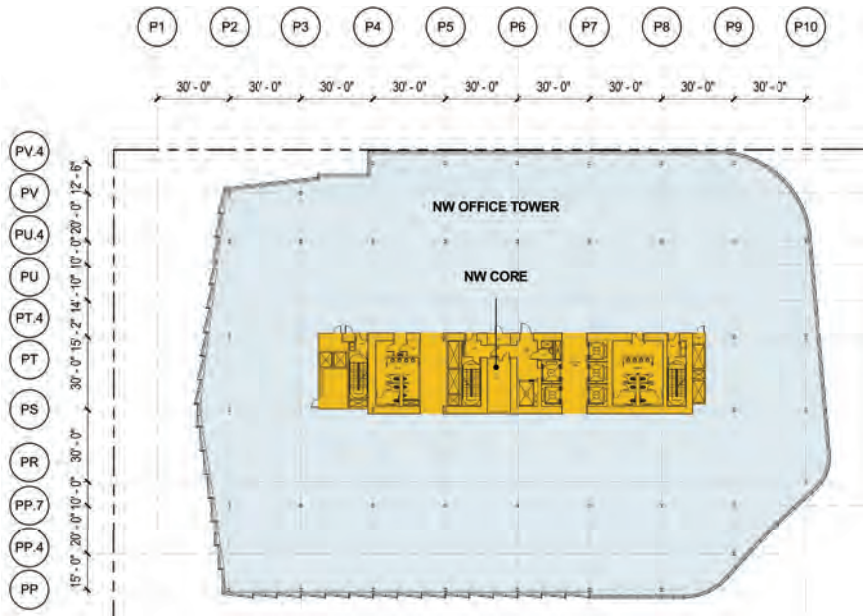
ENLARGED SECTION WITH FLOOR-TO-FLOOR HEIGHT - N.T.S.

PLAN CONFIGURATION

The overall configuration of the floor plate is critical to achieving a functional, flexible and efficient laboratory floor plate layout. Key issues to achieving that functionality and efficiency are described as follows:

STRUCTURAL GRID CONFIGURATION
Alignment of the grid with the laboratory planning module is critical; also critical is how the structural grid influences the size and locations of the laboratory components.

CORE LOCATION
Ideally the location of the core elements (elevators, toilets, shafts, stairs) within the floor plate will provide large, contiguous areas of relatively uniform laboratory and lab support modules.

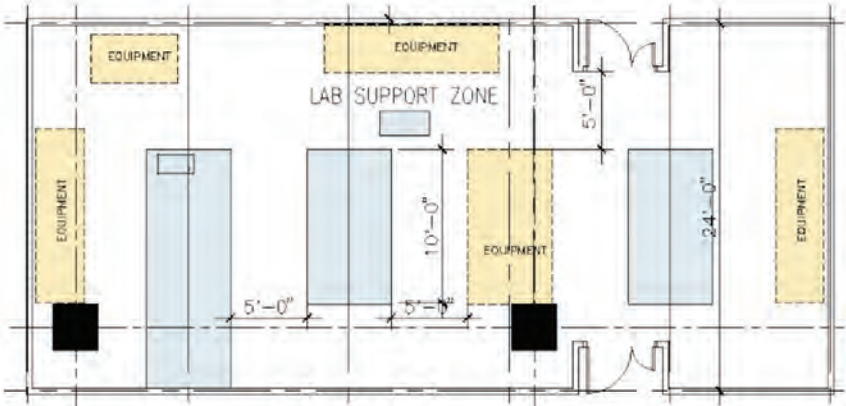


SOUTH STREET PODIUM & TOWER CORE LOCATION - N.T.S.

CIRCULATION PATHS/CORRIDORS
The core locations should provide easy and logical access to and between the laboratory blocks on the floor plate. They should also provide clear and direct pathways from any point within the laboratory areas to the exit stairs. Two means of egress from any area of the floor plate is essential to maintain options with respect to the laboratory sizes and functions.

DAYLIGHT AND VIEWS
The overall configuration of the floor plate and the relationship of the column grid and core locations will begin to dictate a logical configuration along the exterior walls. In a typical laboratory environment, daylight and views are highly desirable for laboratory areas, as the occupants tend to spend a large portion of their time in the labs, especially in academic labs where technician work stations are often located within the labs. In the commercial sector, health and safety concerns generally lead to workstations located outside but adjacent to the labs, but daylight access and views from the labs and workstation areas remains very important. Lab equipment will be located with careful consideration to avoid blocking light and views from individual workstations.

MECHANICAL EQUIPMENT AT PODIUM
Mechanical equipment for a potential lab tenant at the podium levels can be located on the occupiable roof deck, and screened with landscaping elements integrated with the overall design.



24' LAB PLANNING MODULE - N.T.S.

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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
DESIGN FLEXIBILITY
FOR LAB / R&D USES

PROJECT DATA SUMMARY (NORTH TOWER)



Project Data Summary - South Street Office/Retail Tower

Project Standards	Site Data	Consistent With				Notes
		Mission Bay South Redevelopment Plan	Design for Development (2004)	Design for Development to be Amended (2015) (1)	GSW Major Phase Application for Blocks 29-32	
Land Use	Commercial Industrial Retail	√	√	--	√	Major Phase Submittal for Blocks 29-32, pages 6-7, 16-17.
Height Zone	HZ-5	√	√	--	√	See map in Design for Development, page 22.
Parcel Land Area (2)	475,688 SF (10.92 acres)	√	√	--	√	Major Phase Submittal, pages 6, 33.
Gross Square Feet (3)	309,436 SF	√	√	--	√	As part of aggregate FAR of Zone A, Mission Bay South Redevelopment Plan, Section 304.5.
Building Height	Podium: 90' Tower: 160'	√	√	--	√	Maximum base height of 90'-0'' and maximum tower height of 160'-00'', per Design for Development, pages 22-23. 160'-0'' height limit per Mission Bay South Redevelopment Plan, Section 304.5.
Rooftop Mechanical Penthouse Height	16'	√	√	--	√	20' limit for structures where the height limit is greater than 65', per Design for Development, page 23.
Number of Towers	Block 29: 1 tower HZ-5 total: 4 towers, 2 of which are on Blocks 29 and 31.	√	X	√	√	Maximum number of towers at maximum bulk and height within HZ-5 is four, 2 of which must be on Blocks 29 or 31, per Amended Design for Development, page 23.
Tower Location	Block 29	√	√	--	√	No applicable limitation for Block 29, per Design for Development, page 22-23.
Tower at Corners	Tower at Block 29 is one of two planned at the intersection of South Street and 3rd Street.	√	√	--	√	Except for 16th Street and Third Street, no intersection to allow more than 2 towers within 50' of corner, per Amended Design for Development, page 23.
Tower-Tower Separation	364'-10"	√	√	--	√	Minimum 100' when located on the same block, per Design for Development, page 23.
Tower-Event Center Separation	53'-6"	√	X	√	√	Minimum 40' separation permitted between a tower and an Event Center, per Amended Design for Development, page 23.
Tower Orientation	Tower width along 3rd Street: N/A (Tower is on South Street)	√	√	--	√	Tower width along 3rd Street not to exceed 160', as per Design for Development, page 23.
Bulk	Maximum tower plan length: 199' Maximum tower floor plate: 19,868 Gross SF	√	√	--	√	Commercial buildings shall have a maximum tower plan length of 200', and maximum tower floor plate of 20,000 square feet, per Design for Development, page 26.
Setbacks	3rd Street: 27'-9"	√	√	--	√	5' minimum setback along 3rd Street, per Design for Development, page 27.
Streetwall Block-length Coverage (4)	3rd Street: 188' = 30% (South Street Office/Retail Tower only) 496' = 80% (All planned development on 3rd Street for Blocks 29-32 site)	√	X	√	√	The Third Street and 16th Street frontages surrounding an Event Center are exempted from minimum streetwall length requirements, per Amended Design for Development, page 28.
Streetwall Heights	3rd Street: 90' (South Street Office/Retail Tower only)	√	√	--	√	Minimum streetwall height of 15'. Maximum streetwall height not to exceed 90' (except for mid-rise, Event Center, and towers). Per Design for Development, page 28.
Streetwall Projections	3rd Street: None proposed South Street: 2'-4'' awning	√	√	--	√	Maximum vertical dimension of 2'-6''. Minimum 8' vertical clearance from public right of way to architectural projection. Maximum projection of 3' over public right of way. Per Design for Development, page 28.
Sunlight Access / Shadow Analysis	Provided (see Background Appendices)	√	√	--	√	No variance requested. Design is compliant with the Design for Development, page 36-37. Provided for informational purposes only.
Wind Analysis	Provided (see Background Appendices)	√	√	--	√	Wind tunnel testing provided. Design is compliant with Design for Development, page 38.
View Corridors	Provided (see Background Appendices) Tower on Block 29 is not located within a view corridor.	√	√	--	√	No building or portion thereof shall block a view corridor, provided, however, that a view corridor on Blocks 29-32 may terminate in an Event Center that provides an important architectural statement as recommended in the Commercial Industrial Guidelines. Per Amended Design for Development, page 39.
Vehicle Parking (5)	Office: 293 Retail/Restaurant: 68 Total: 361	√	√	--	√	Calculated at 1 per 1,000 sf of gross area for commercial/industrial development, 1 per 500 sf of gross area for retail development, and 1 per 200 sf of gross area for restaurant development, with a 50% ratio of compact to standard spaces, per Design for Development, pages 42-43. Calculated with a 50% ratio of compact to standard spaces, per Design for Development, page 42.
Bicycle Parking (6)	60 interior Class 1 spaces	√	√	--	√	Minimum of 1 secure bicycle parking space must be provided for every 20 vehicular parking spaces or fraction thereof, per Design for Development, page 44.
Loading (7)	Commercial Loading: 3 Retail Loading: 3 Trash: 2	√	√	--	√	Calculated at a minimum of 3 for commercial industrial developments over 500,000 GSF plus 1 for each additional 400,000 GSF. Calculated at a minimum of 3 for retail developments over 100,000 GSF plus 1 for each additional 80,000 GSF. For multi-parcel developments, loading spaces can be aggregated. All per Design for Development, page 44.
Notes						
(1) This column applies only to those provisions of the Design for Development that require amendment; project features are otherwise consistent with the Design for Development 2004. The Design for Development supersedes San Francisco Planning Code for development in the Mission Bay						
(2) Measured for full project at Blocks 29-32.						
(3) Authorization Request per San Francisco Planning Code Section 321.						
(4) Total block length measured for Blocks 29-32 site, not Block 29 alone. See Background Appendices BC/SD book for further detail.						
(5) Assumes 50/50 Retail/Restaurant split (to be verified once building tenants are confirmed).						
(6) Additional outdoor Class 2 bike parking spaces are also available for use by office/retail/event center employees and visitors. See Open Space, Gatehouse, Parking and Loading BC/SD book for further detail.						
(7) Commercial Loading spaces shown are shared between the South Street Office/Retail Tower, the 16th Street Office/Retail Tower, and all other retail on-site. See 16th Street Office/Retail Tower BC/SD book, Gatehouse BC/SD book, and Northeast Retail BC/SD book for further detail.						
Applicable Codes and Documents						
Redevelopment Plan for the Mission Bay South Redevelopment Project, dated November 2, 1998.						
Amended Design for Development, dated March 16, 2004.						
Amended Design for Development, per GSW submittal dated November 3, 2015.						
Major Phase Application for Blocks 29-32, to be approved prior to this submittal.						

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PROJECT TEAM
Pfau Long Architecture &
AE3 Partners - Tower Design
Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
Kendall/Heaton Associates -
Architect of Record

ISSUE DATE
November 5, 2015

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)
PROJECT DATA
SUMMARY

PROJECT DATA SUMMARY (SOUTH TOWER)



Project Data Summary - 16th Street Office/Retail Tower

Project Standards	Site Data	Consistent With				Notes
		Mission Bay South Redevelopment Plan	Design for Development (2004)	Design for Development to be Amended (2015) (1)	GSW Major Phase Application for Blocks 29-32	
Land Use	Commercial Industrial Retail	√	√	--	√	Major Phase Submittal for Blocks 29-32, pages 6-7, 16-17.
Height Zone	HZ-5	√	√	--	√	See map in Design for Development, page 22.
Parcel Land Area (2)	475,688 SF (10.92 acres)	√	√	--	√	Major Phase Submittal, pages 6, 33.
Gross Square Feet (3)	267,486 SF	√	√	--	√	As part of aggregate FAR of Zone A, Mission Bay South Redevelopment Plan, Section 304.5.
Building Height	Podium: 90' Tower: 160'	√	√	--	√	Maximum base height of 90'-0" and maximum tower height of 160'-00", per Design for Development, pages 22-23. 160'-0" height limit per Mission Bay South Redevelopment Plan, Section 304.5.
Rooftop Mechanical Penthouse Height	16'	√	√	--	√	20' limit for structures where the height limit is greater than 65', per Design for Development, page 23.
Number of Towers	Block 29: 1 tower HZ-5 total: 4 towers, 2 of which are on Blocks 29 and 31.	√	X	√	√	Maximum number of towers at maximum bulk and height within HZ-5 is four, 2 of which must be on Blocks 29 or 31, per Amended Design for Development, page 23.
Tower Location	Block 31	√	√	--	√	No applicable limitation for Block 31, per Design for Development, page 22-23.
Tower at Corners	Tower at Block 31 is one of up to four planned or anticipated at the intersection of 16th Street and 3rd Street.	√	X	√	√	The intersection at 16th Street and Third Street is exempted from tower location limitations, per Amended Design for Development, page 23.
Tower-Tower Separation	364'-10"	√	√	--	√	Minimum 100' when located on the same block, per Design for Development, page 23.
Tower-Event Center Separation	45'-5"	√	X	√	√	Minimum 40' separation permitted between a tower and an Event Center, per Amended Design for Development, page 23.
Tower Orientation	Tower width along 3rd Street: 115'-2"	√	√	--	√	Tower width along 3rd Street not to exceed 160', per Design for Development, page 23.
Bulk	Maximum tower plan length: 192'-6" Maximum tower floor plate: 19,868 Gross SF	√	√	--	√	Commercial buildings shall have a maximum tower plan length of 200', and maximum tower floor plate of 20,000 square feet, per Design for Development, page 26.
Setbacks	3rd Street: 7'-2"	√	√	--	√	5' minimum setback along 3rd Street, per Design for Development, page 27.
	16th Street: 23'-3"	√	√	--	√	20' minimum setback along 16th Street, per Design for Development, page 27.
Streetwall Block-length Coverage (4)	3rd Street: 198' = 32% (16th Street Office/Retail Tower only) 496' = 80% (All planned development on 3rd Street for Blocks 29-32 site)	√	X	√	√	The Third Street and 16th Street frontages surrounding an Event Center are exempted from minimum streetwall length requirements, per Amended Design for Development, page 28.
	16th Street: 241' = 32% (16th Street Office/Retail Tower only) 456' = 60% (All planned development on 16th Street for Blocks 29-32 site)					
Streetwall Heights	3rd Street: 90' to 160'	√	√	--	√	Minimum streetwall height of 15'. Maximum streetwall height not to exceed 90' (except for mid-rise, Event Center, and towers). Per Design for Development, page 28.
	16th Street: 90' to 160'	√	√	--	√	
Streetwall Projections	3rd Street: None proposed	√	√	--	√	Maximum vertical dimension of 2'-6". Minimum 8' vertical clearance from public right of way to architectural projection. Maximum projection of 3' over public right of way. Per Design for Development, page 28.
	16th Street: None proposed					
Sunlight Access / Shadow Analysis	Provided (see Background Appendices)	√	√	--	√	No variance requested. Design is compliant with the Design for Development, page 36-37. Provided for informational purposes only.
Wind Analysis	Provided (see Background Appendices)	√	√	--	√	Wind tunnel testing provided. Design is compliant with Design for Development, page 38.
View Corridors	Provided (see Background Appendices) Tower on Block 31 is not located within a view corridor.	√	√	--	√	No building or portion thereof shall block a view corridor, provided, however, that a view corridor on Blocks 29-32 may terminate in an Event Center that provides an important architectural statement as recommended in the Commercial Industrial Guidelines. Per Amended Design for Development, page 39.
Vehicle Parking (5)	Office: 253 Retail/Restaurant: 62 Total: 315	√	√	--	√	Calculated at 1 per 1,000 sf of gross area for commercial/industrial development, 1 per 500 sf of gross area for retail development, and 1 per 200 sf of gross area for restaurant development, with a 50% ratio of compact to standard spaces, per Design for Development, pages 42-43. Calculated with a 50% ratio of compact to standard spaces, per Design for Development, page 42.
Bicycle Parking (6)	64 interior Class 1 spaces	√	√	--	√	Minimum of 1 secure bicycle parking space must be provided for every 20 vehicular parking spaces or fraction thereof, per Design for Development, page 42.
Loading (7)	Commercial Loading: 3 Retail Loading: 3 Trash: 2	√	√	--	√	Calculated at a minimum of 3 for commercial industrial developments over 500,000 GSF plus 1 for each additional 400,000 GSF. Calculated at a minimum of 3 for retail developments over 100,000 GSF plus 1 for each additional 80,000 GSF. For multi-parcel developments, loading spaces can be aggregated. All per Design for Development, page 44.
Notes						
(1) This column applies only to those provisions of the Design for Development that require amendment; project features are otherwise consistent with the Design for Development 2004. The Design for Development supersedes San Francisco Planning Code for development in the Mission Bay Redevelopment Plan Area.						
(2) Measured for full project at Blocks 29-32.						
(3) Authorization Request per San Francisco Planning Code Section 321.						
(4) Total block length measured for Blocks 29-32 site, not Block 29 alone. See Background Appendices BC/SD book for further detail.						
(5) Assumes 50/50 Retail/Restaurant split (to be verified once building tenants are confirmed).						
(6) Additional outdoor Class 2 bike parking spaces are also available for use by office/retail/event center employees and visitors. See Open Space, Gatehouse, Parking and Loading BC/SD book for further detail.						
(7) Commercial Loading spaces shown are shared between the South Street Office/Retail Tower, the 16th Street Office/Retail Tower, and all other retail on-site. See South Street Office/Retail Tower BC/SD book, Gatehouse BC/SD book, and Northeast Retail BC/SD book for further detail.						
Applicable Codes and Documents						
Redevelopment Plan for the Mission Bay South Redevelopment Project, dated November 2, 1998.						
Amended Design for Development, dated March 16, 2004.						
Amended Design for Development, per GSW submittal dated November 3, 2015.						
Major Phase Application for Blocks 29-32, to be approved prior to this submittal.						

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Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
Kendall/Heaton Associates -
Architect of Record

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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)
PROJECT DATA
SUMMARY

GROSS FLOOR AREA SUMMARY (NORTH TOWER)



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LEVEL	GROSS AREA PER SFPC 102.9(A) (Sq. Ft.)	AREAS EXCLUDED FROM THE PROJECT AUTHORIZATION REQUEST PER THE SF PLANNING CODE (Sq. Ft.)		PROJECT AUTHORIZATION REQUEST PER SFPC 321 (Sq. Ft.)
		BASEMENT, MAINTENANCE, AND ELEVATOR/STAIR PENTHOUSE EXCLUSIONS PER SFPC 102.9(B.1,3)	RETAIL & RESTAURANT EXCLUSIONS PER SFPC 320 (F)	
LOWER LEVEL 2 (SUBGRADE PARKING) (A)	5,138	2,363	0	2,775
LOWER LEVEL 1 (EVENT LEVEL) (B)	4,953	2,319	0	2,634
LEVEL 1 (GRADE)	19,289	0	4,132	15,157
LEVEL 2 (PLAZA)	33,812	0	13,359	20,453
LEVEL 3	42,867	0	10,663	32,204
LEVEL 4	45,401	0	0	45,401
LEVEL 5	45,401	0	0	45,401
LEVEL 6	45,911	0	0	45,911
LEVEL 7	20,000	0	0	20,000
LEVEL 8	20,000	0	0	20,000
LEVEL 9	20,000	0	0	20,000
LEVEL 10	20,000	0	0	20,000
LEVEL 11	19,500	0	0	19,500
TOTAL	342,272	4,682	28,154	309,436

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)

GROSS FLOOR AREA
SUMMARY (SF PLANNING SECTION 321)

02.3

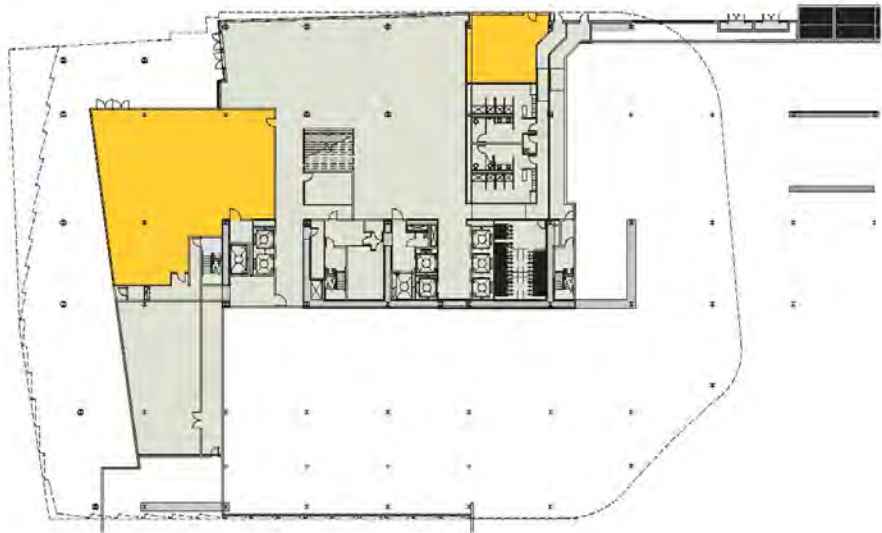
GROSS FLOOR AREA EXCLUSION DIAGRAMS (NORTH TOWER)



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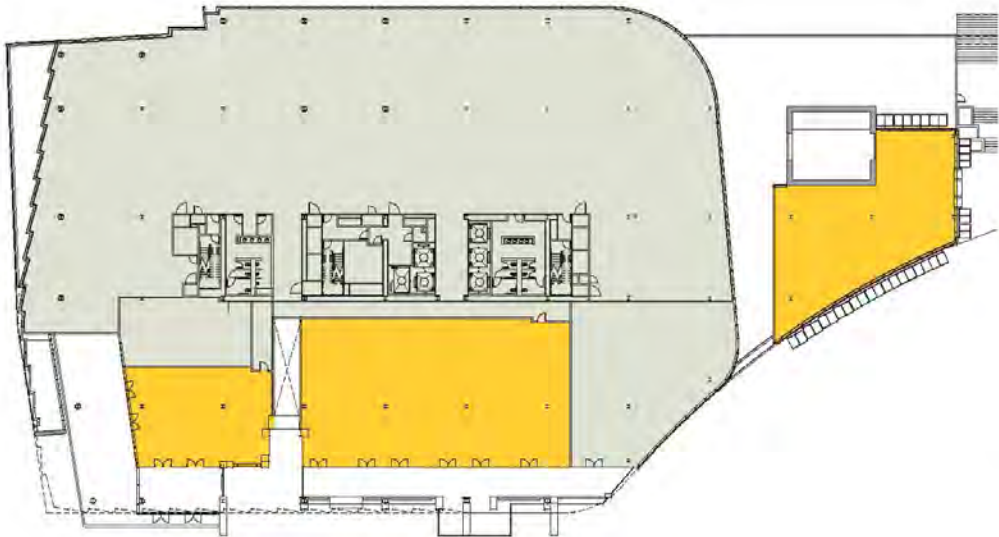
GRADE LEVEL PLAN - N.T.S.



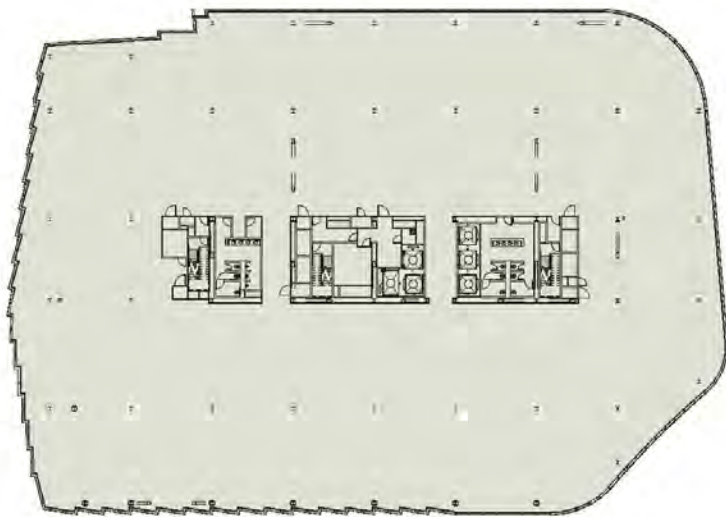
PLAZA LEVEL PLAN - N.T.S.

SF PLANNING SECTION 321 EXCLUSION KEY

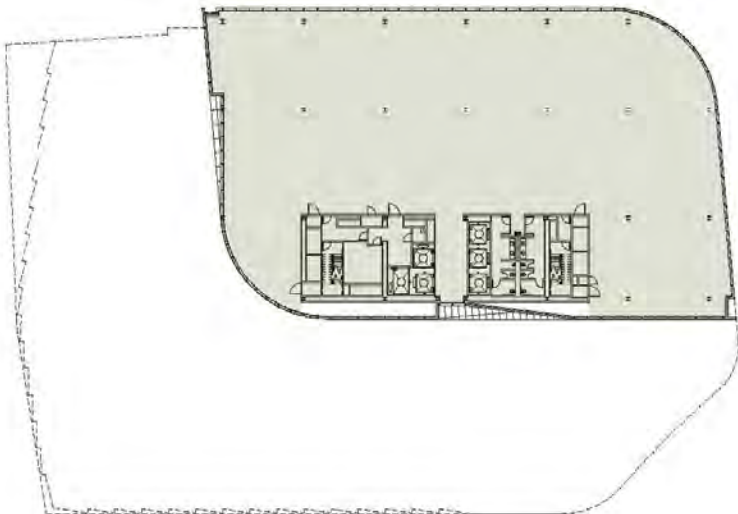
- GROSS AREA
 - RETAIL & RESTAURANTS EXCLUSIONS
- Basement-level exclusions (Lower Level 2, Lower Level 1) not shown.



LEVEL 3 PLAN - N.T.S.



PODIUM PLAN (LEVELS 4,5,6) - N.T.S.



TOWER PLAN (LEVELS 7,8,9,10,11) - N.T.S.



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)

GROSS FLOOR AREA
EXCLUSION DIAGRAMS

02.4

GROSS FLOOR AREA SUMMARY (SOUTH TOWER)



LEVEL	GROSS AREA PER SFPC 102.9(A) (Sq. Ft.)	AREAS EXCLUDED FROM THE PROJECT AUTHORIZATION REQUEST PER THE SF PLANNING CODE (Sq. Ft.)		PROJECT AUTHORIZATION REQUEST PER SFPC 321 (Sq. Ft.)
		BASEMENT, MAINTENANCE, AND ELEVATOR/STAIR PENTHOUSE EXCLUSIONS PER SFPC 102.9(B.1,3)	RETAIL & RESTAURANT EXCLUSIONS PER SFPC 320 (F)	
LOWER LEVEL 2 (SUBGRADE PARKING) (B)	5,275	2,363	0	2,912
LOWER LEVEL 1 (EVENT LEVEL) (B)	5,170	2,319	0	2,851
LEVEL 1 (GRADE)	17,548	0	2,956	14,592
LEVEL 2 (PLAZA)	24,747	0	13,636	11,111
LEVEL 3	28,208	0	8,934	19,274
LEVEL 4	38,951	0	0	38,951
LEVEL 5	38,951	0	0	38,951
LEVEL 6	39,344	0	0	39,344
LEVEL 7	20,000	0	0	20,000
LEVEL 8	20,000	0	0	20,000
LEVEL 9	20,000	0	0	20,000
LEVEL 10	20,000	0	0	20,000
LEVEL 11	19,500	0	0	19,500
TOTAL	297,694	4,682	25,526	267,486

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SWA Group & Merrill Morris
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)

GROSS FLOOR AREA
SUMMARY (SF PLANNING SECTION 321)

02.5

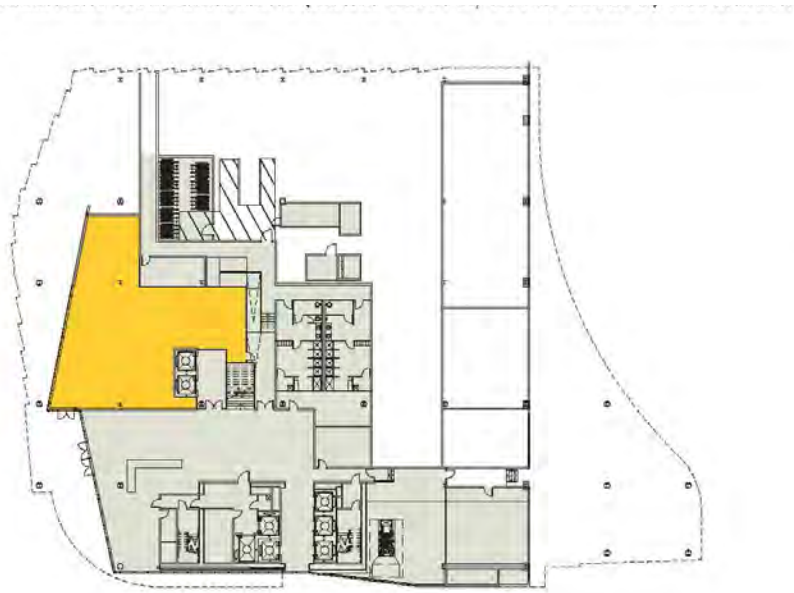
GROSS FLOOR AREA EXCLUSION DIAGRAMS (SOUTH TOWER)



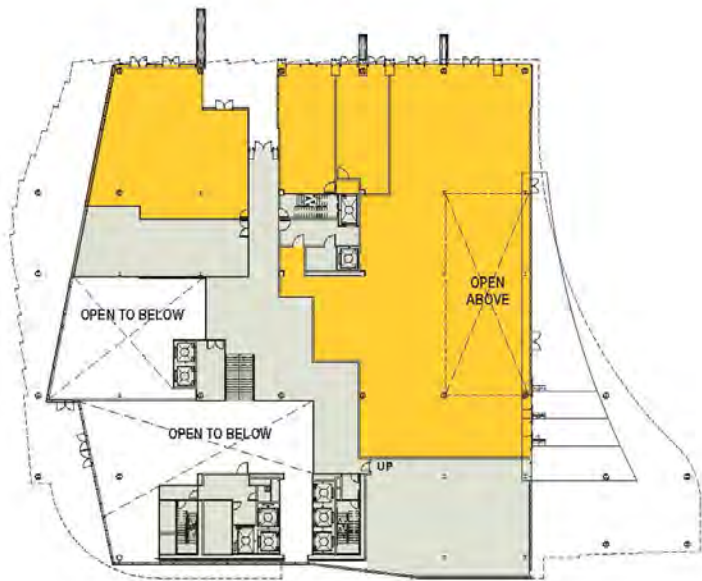
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Partners - Landscape Design
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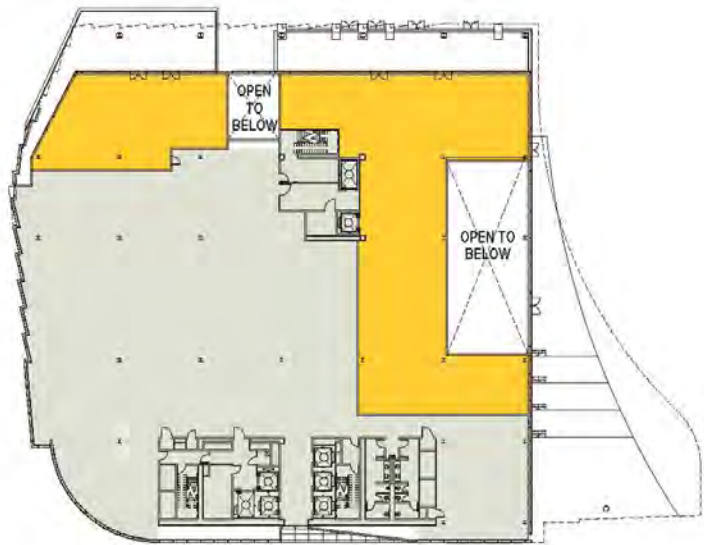
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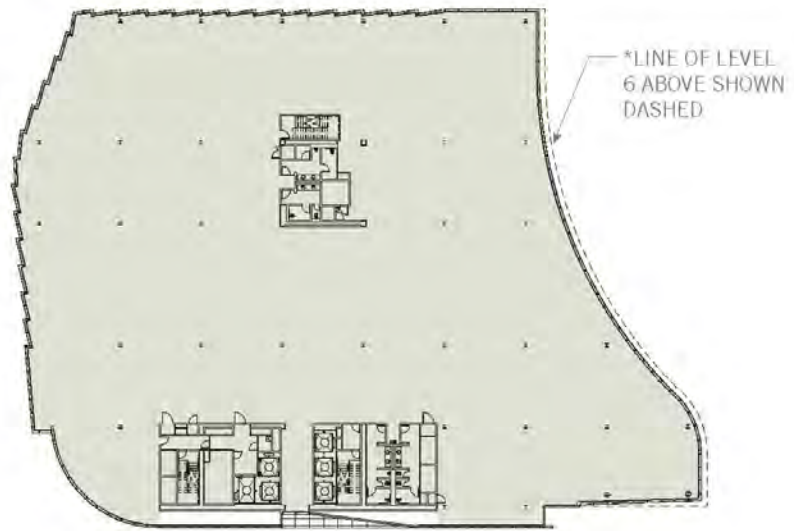
GRADE LEVEL PLAN - N.T.S.



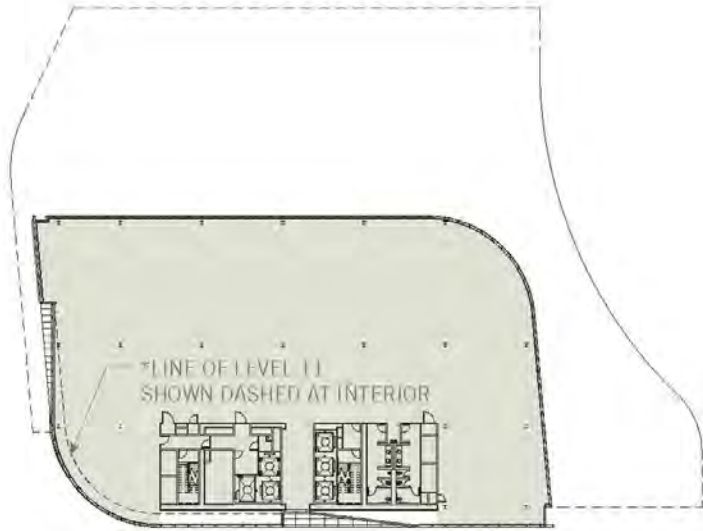
PLAZA LEVEL PLAN - N.T.S.



LEVEL 3 PLAN - N.T.S.



PODIUM PLAN (LEVELS 4,5,6*) - N.T.S.



TOWER PLAN (LEVELS 7,8,9,10,11*) - N.T.S.

SF PLANNING SECTION 321 EXCLUSION KEY

- GROSS AREA
- RETAIL & RESTAURANTS EXCLUSIONS

Basement-level exclusions (Lower Level 2, Lower Level 1) not shown.



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)

**GROSS FLOOR AREA
EXCLUSION DIAGRAMS**

02.6

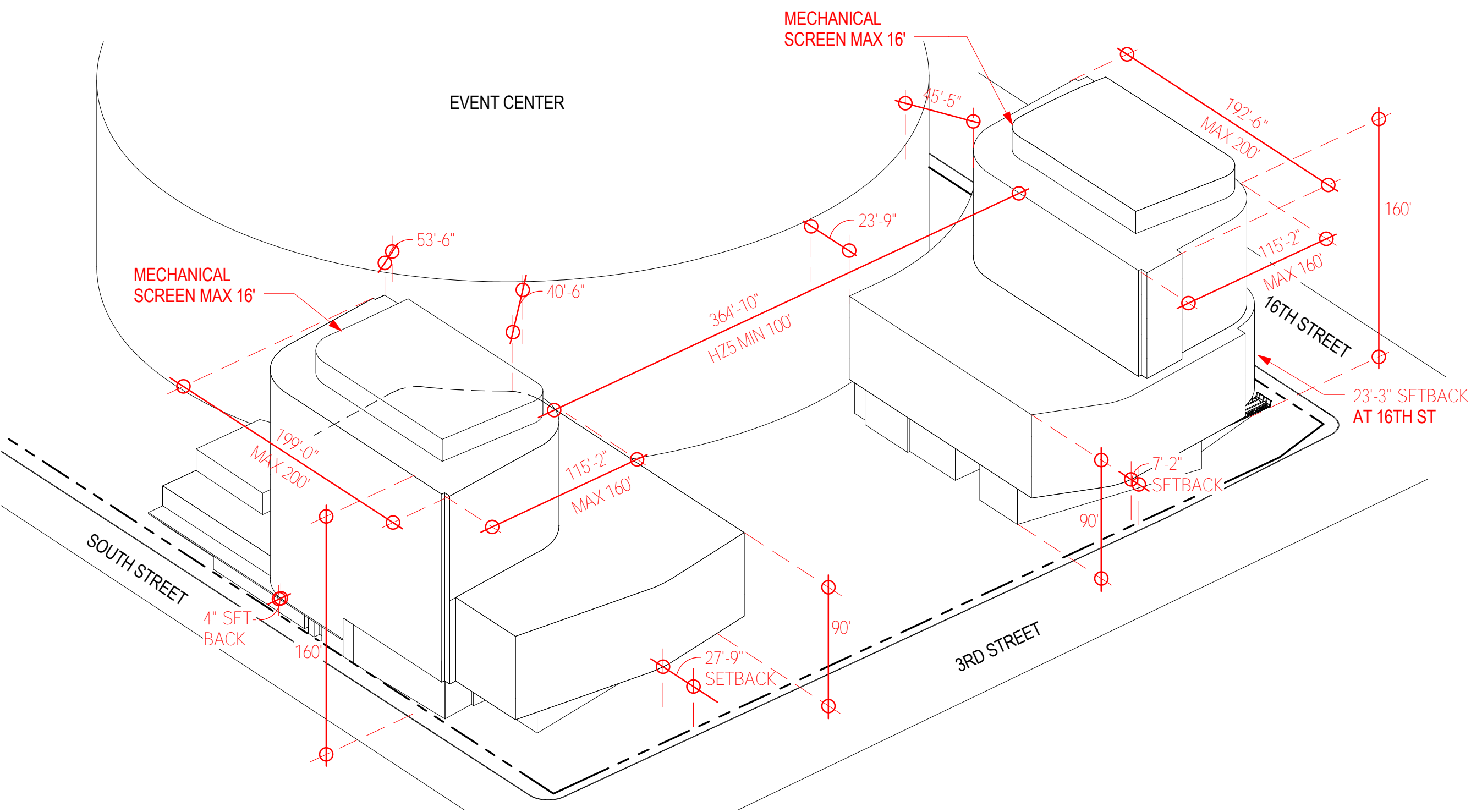
HEIGHT, BULK, AND SETBACK DIAGRAM (HZ5)



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

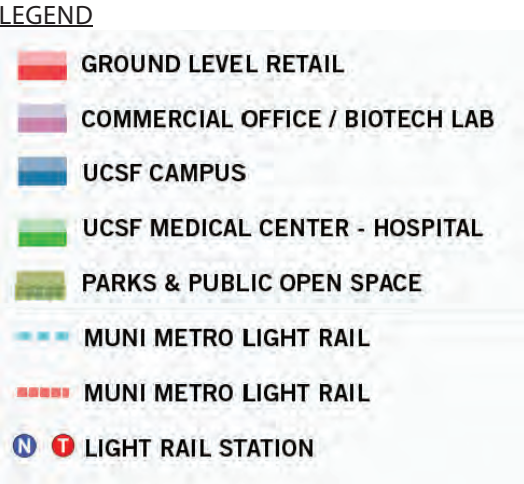
HEIGHT, BULK AND
SETBACK DIAGRAM (HZ5)

02.7

VICINITY PLANS



ADJACENT LAND USES



PUBLIC OPEN SPACE



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Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
VICINITY PLANS

03.1

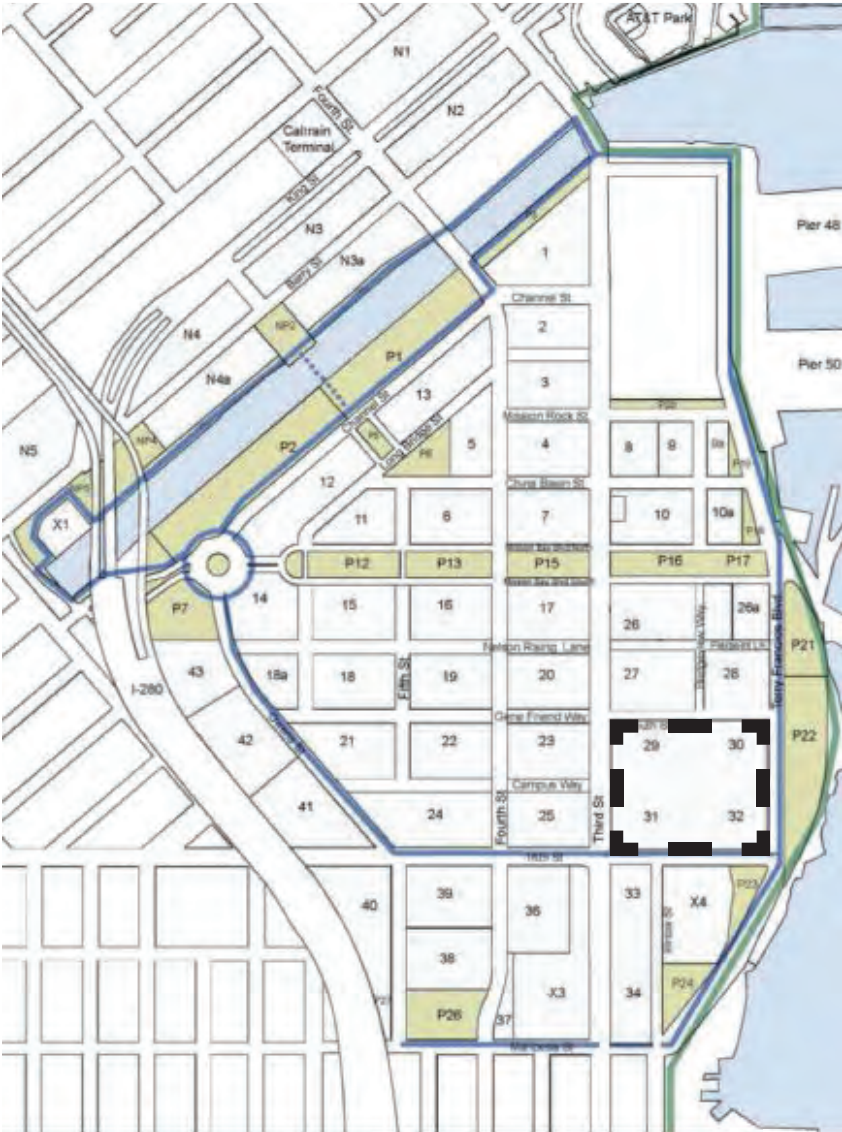
VICINITY PLANS



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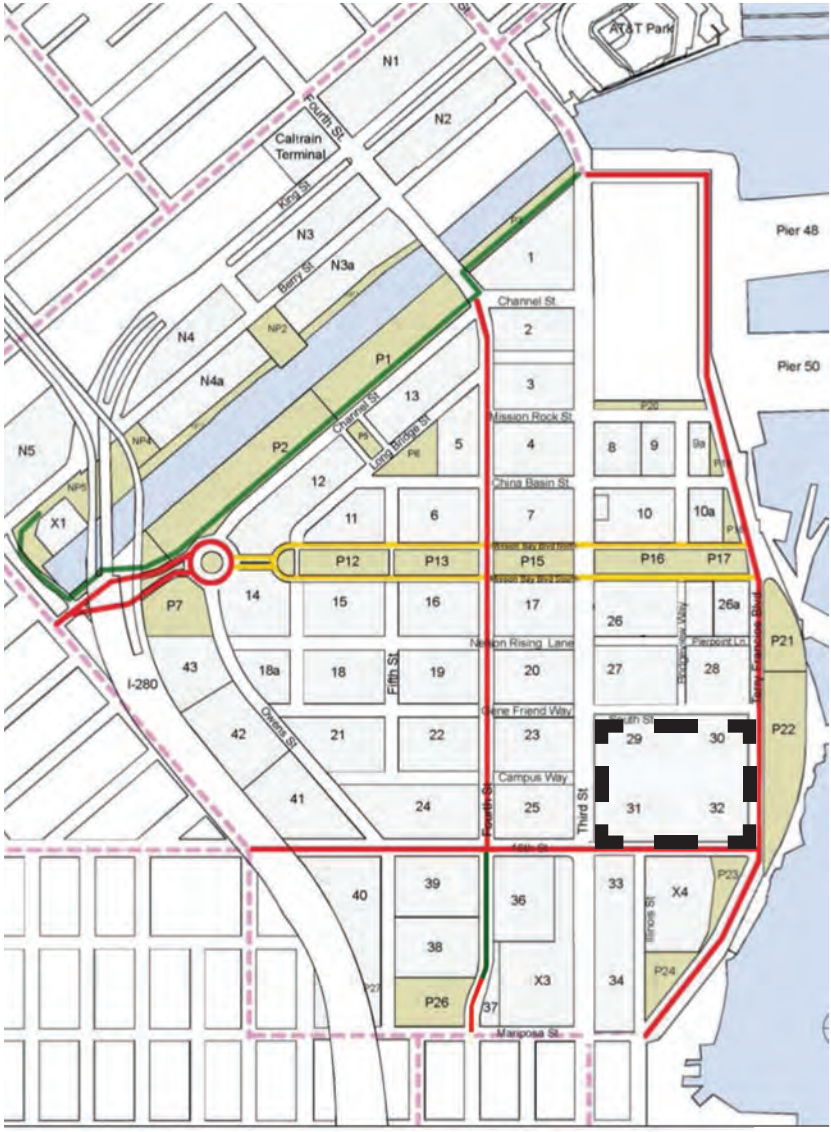
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PEDESTRIAN CIRCULATION

LEGEND

- Bay Trail / Bike Greenway
- Mission Bay Project Pedestrian Access and Jogging Trail
- Planned Pedestrian Bridge
- Project Boundary



BICYCLE CIRCULATION

LEGEND

- Class I Bicycle Route
- Class II Bicycle Route
- Class III Bicycle Route
- Existing City-Wide Bicycle Route
- Project Boundary



VEHICULAR CIRCULATION

LEGEND

- CalTrain
- SamTrans
- Muni Metro (N Judah)
- Muni Metro (T Third)
- Future Muni 10-Sansome Ext.
- Future 22- Fillmore Ext.
- Muni 30,45
- Existing Muni 22; Future Muni 33
- Muni 47
- Muni 80x, 81x, 82x
- Existing Muni 1D-Townsend
- TMA Shuttle
- Muni Metro Surface Station

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
VICINITY PLANS

VICINITY PLANS



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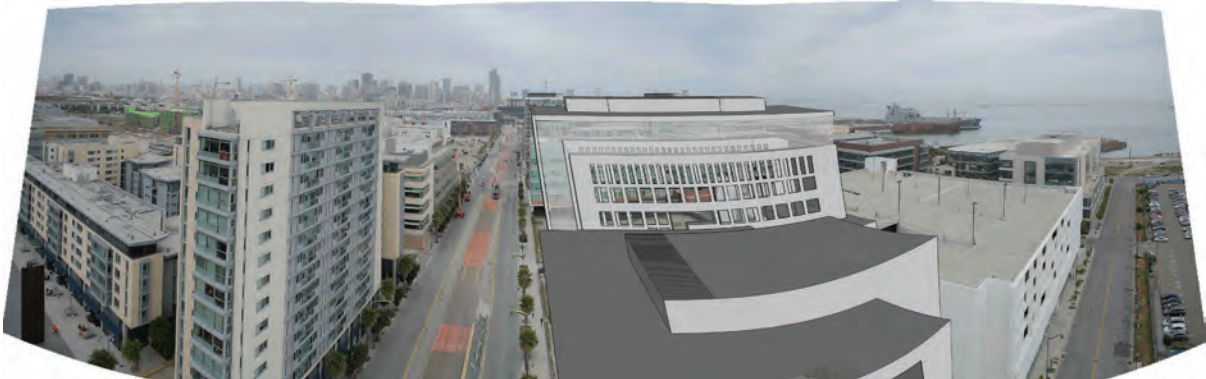


LEGEND

Blue arrow: Panoramic View to Skyline and Bay

Red double arrow: View Corridor

VIEW CORRIDORS



High Views to Skyline



Clear Views to Bay Bridge



Clear Views to Bay



Views to South Bay

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
VICINITY PLANS

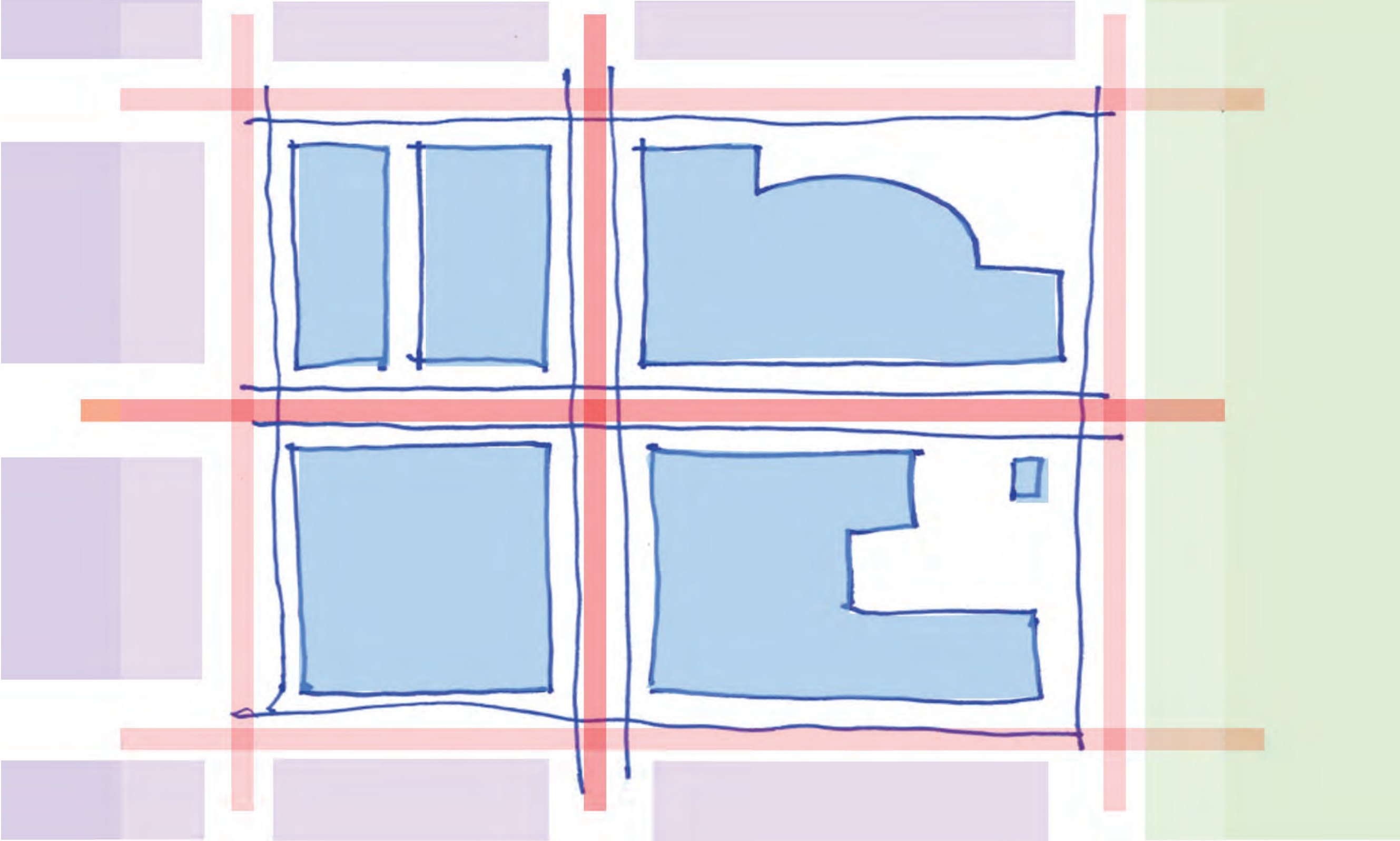
STANDARD BLOCK PLAN (CONCEPTUAL)



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Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

STANDARD BLOCK PLAN
(CONCEPTUAL)

04.1

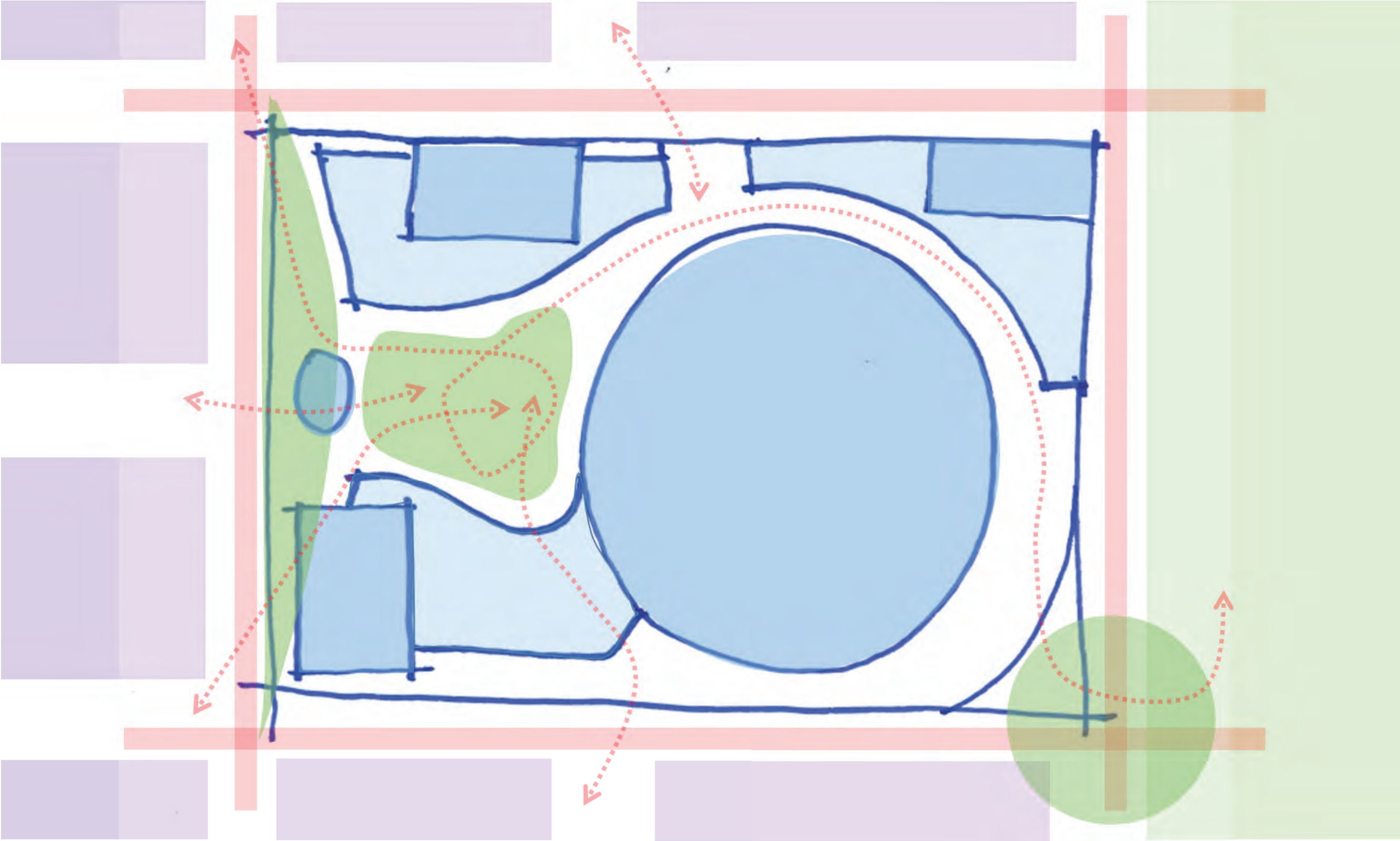
PROPOSED BLOCK PLAN (CONCEPTUAL)



CLIENT
Golden State Warriors

PROJECT TEAM
Pfau Long Architecture &
AE3 Partners - Tower Design
Richyworks - Retail Design
SWA Group & Merrill Morris
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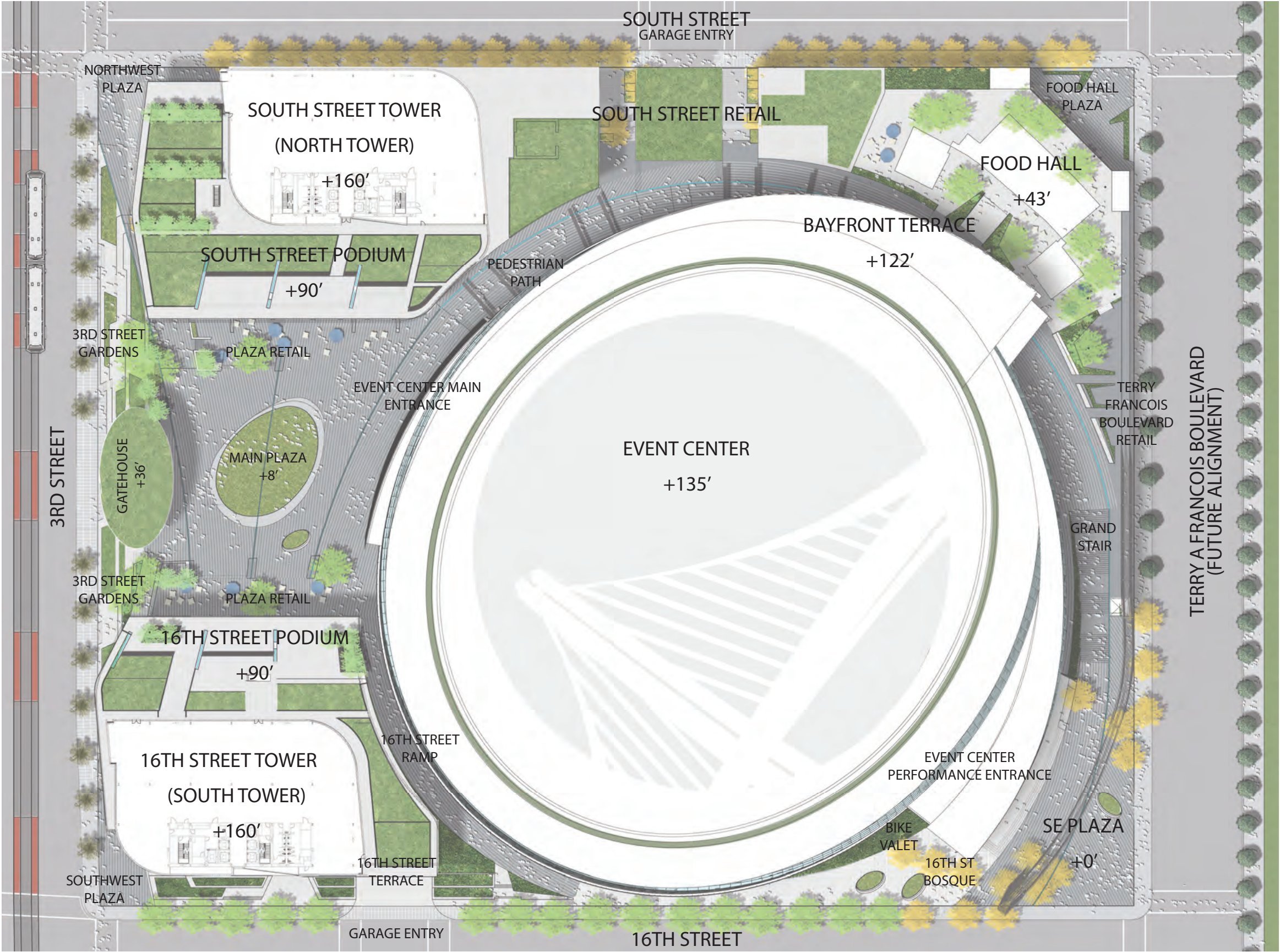


MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

**PROPOSED BLOCK PLAN
(CONCEPTUAL)**

04.2

SITE PLAN



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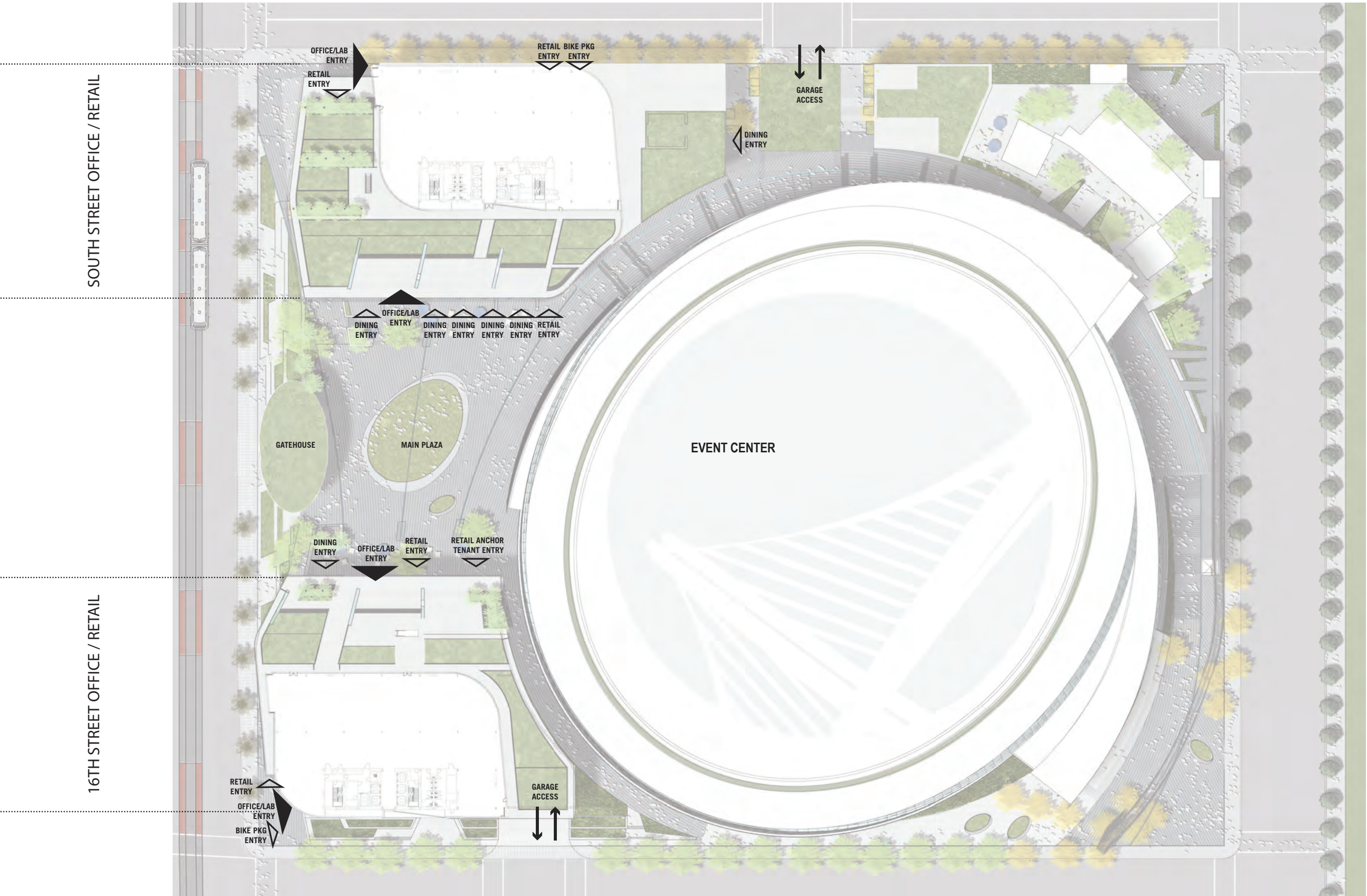
MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
SITE PLAN

04.3

SITE PLAN



BUILDING ENTRY POINTS



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PROJECT TEAM
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Partners - Landscape Design
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

SITE PLAN -
BUILDING ENTRY POINTS

04.4

SITE PLAN - BUILDING ENTRY POINTS



PEDESTRIAN CIRCULATION



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

SITE PLAN - PEDESTRIAN
CIRCULATION

04.5

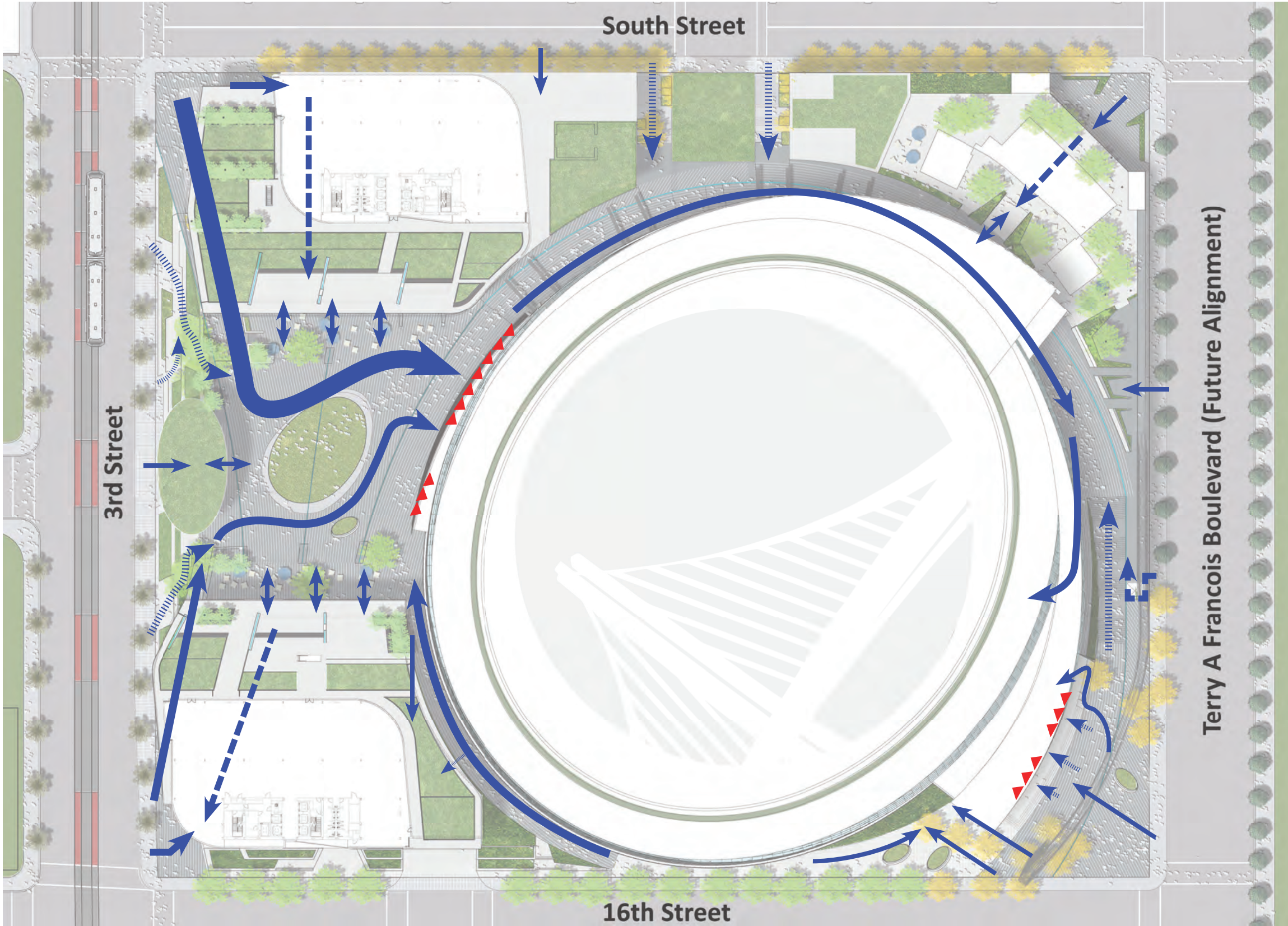
LEGEND

Accessible routes through architecture (uses elevators)

Outdoor accessible routes (sloped walkways or ramps)

Outdoor routes with stairs

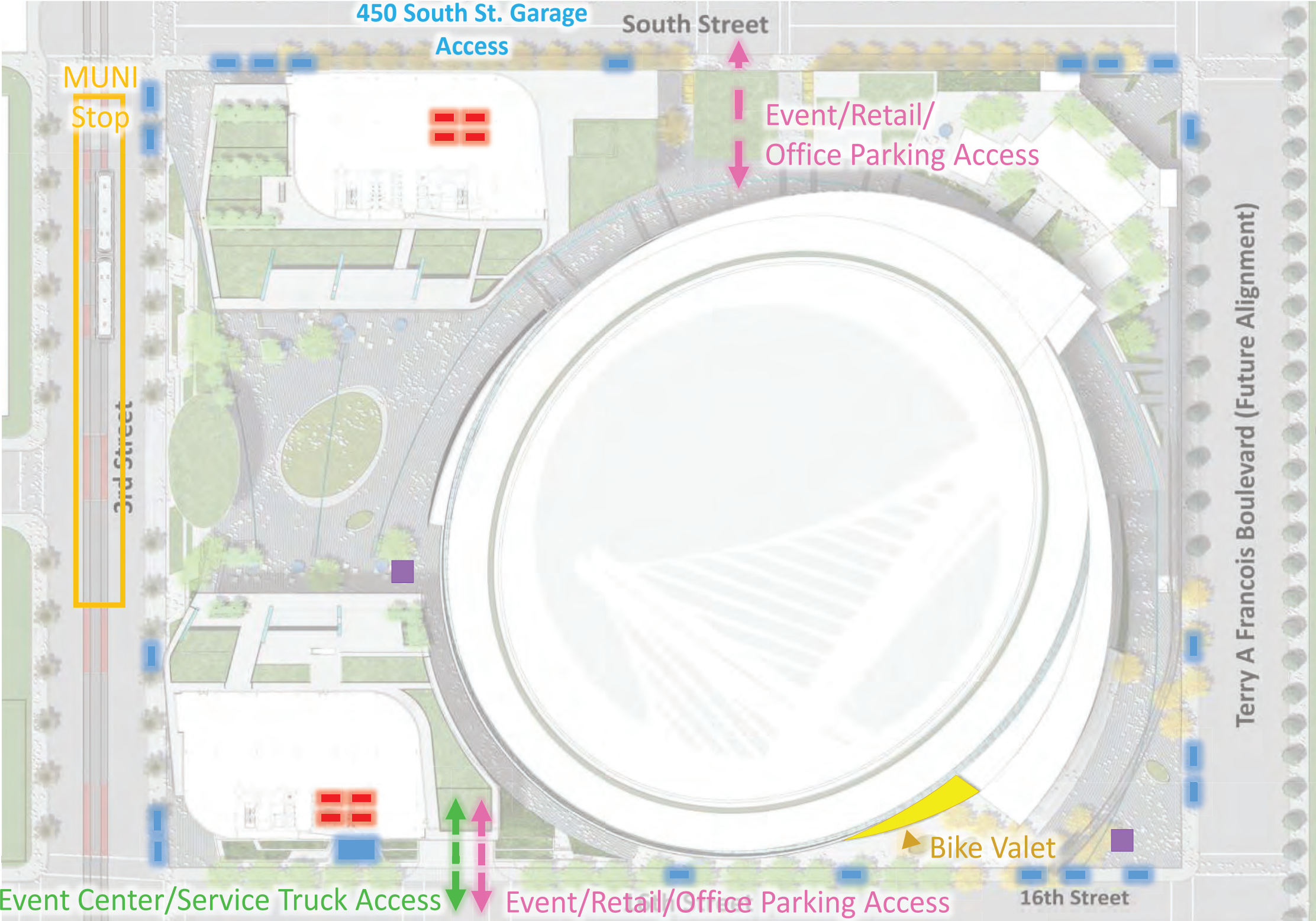
Primary Event Center entrances



SITE PLAN - PEDESTRIAN CIRCULATION



VEHICULAR CIRCULATION



- LEGEND**
- Class 1 Secure Bike Valet
 - Temporary Event Bike Corral
 - Class 1 Secure Bike Storage
 - On-Site or On-Street Bike Racks*
 - Service Vehicle Access to Loading Dock
 - Private Vehicle Access to On-site Garage
 - Private Vehicle Access to Off-site Garage
 - Transit

*On-street bike rack locations represent minor deviations from locations provided in the Mission Bay South Infrastructure Plan.

The project-specific Transportation Management Plan (TMP) will supplement garage entry and parking locations with information on event day drop-off, pick-up, and circulation patterns for all modes.

SITE PLAN - PEDESTRIAN CIRCULATION



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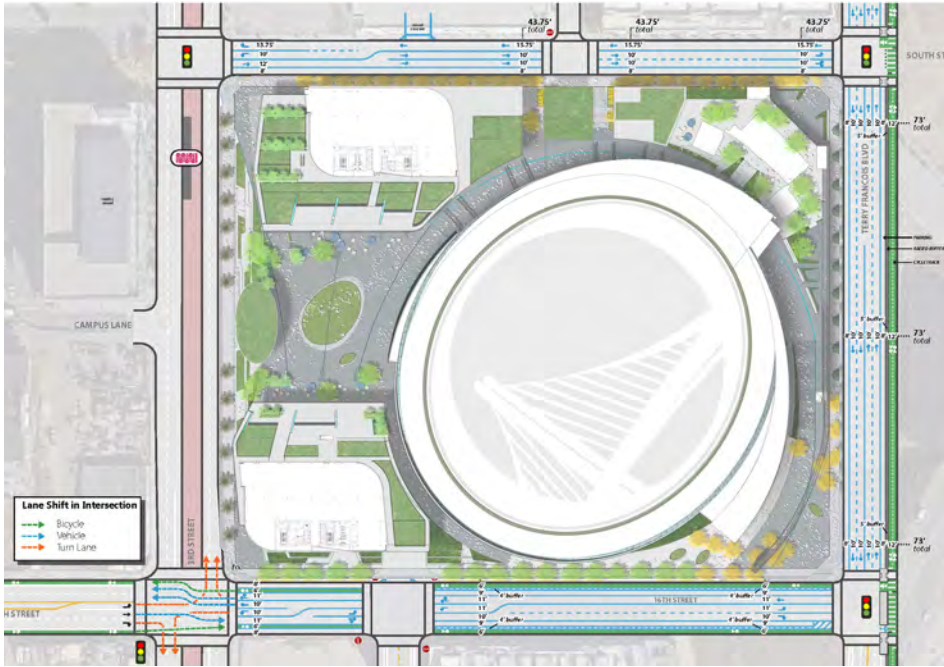
PROJECT TEAM
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Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
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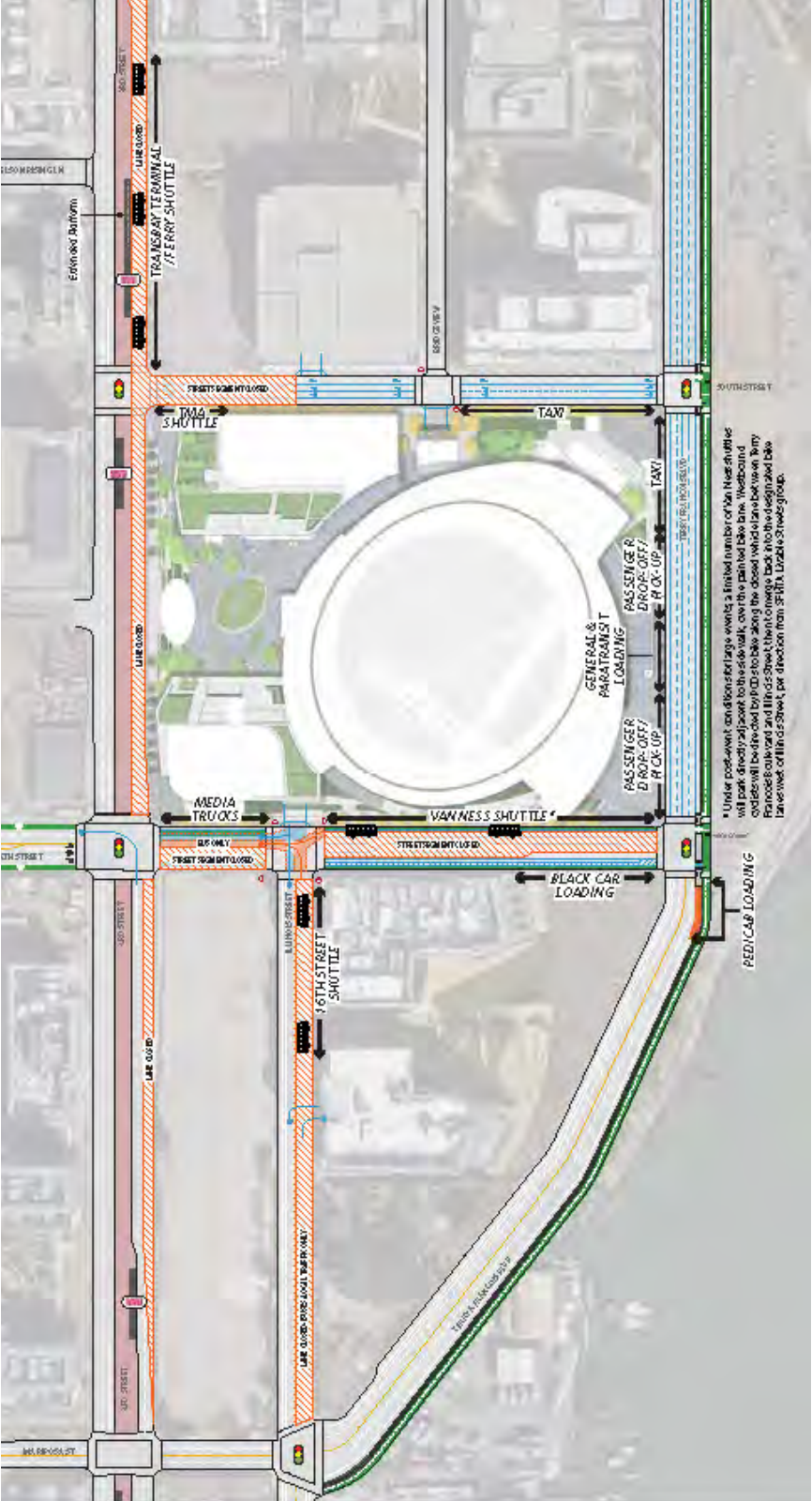
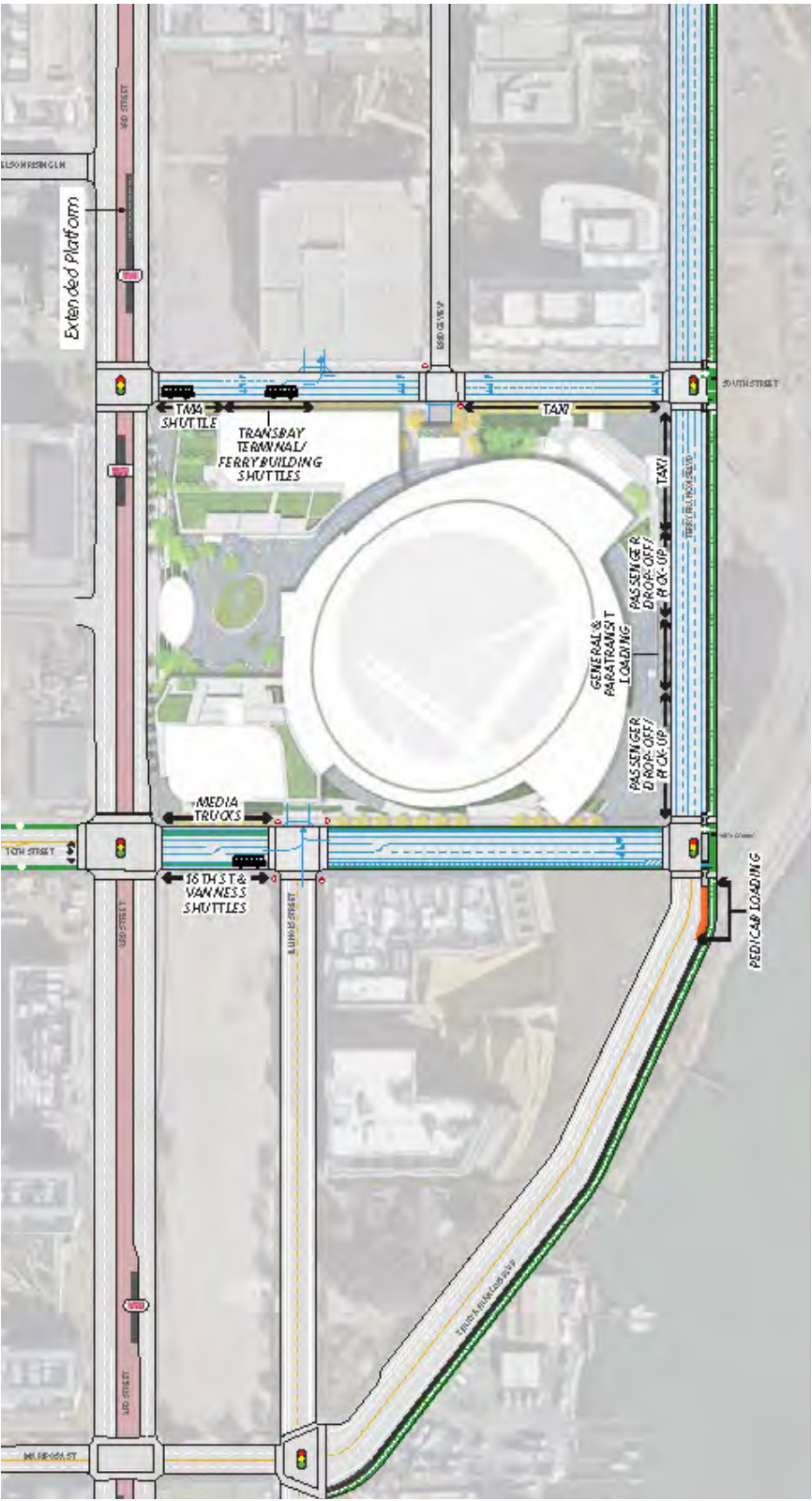
MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
SITE PLAN - VEHICULAR
CIRCULATION



TRANSPORTATION MANAGEMENT PLAN



LANE STRIPING
N.T.S.



PRE- AND POST- EVENT CURB MANAGEMENT
N.T.S.



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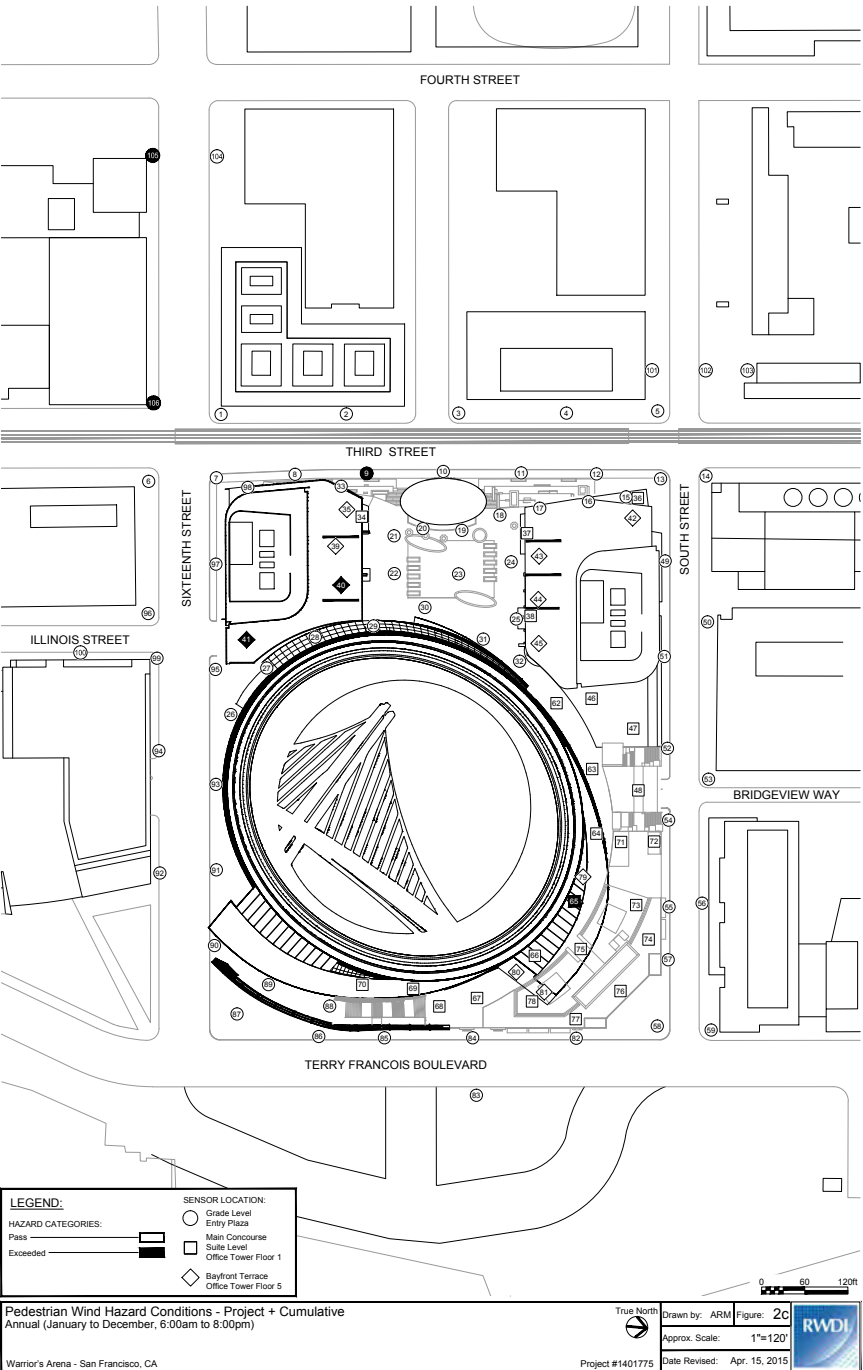
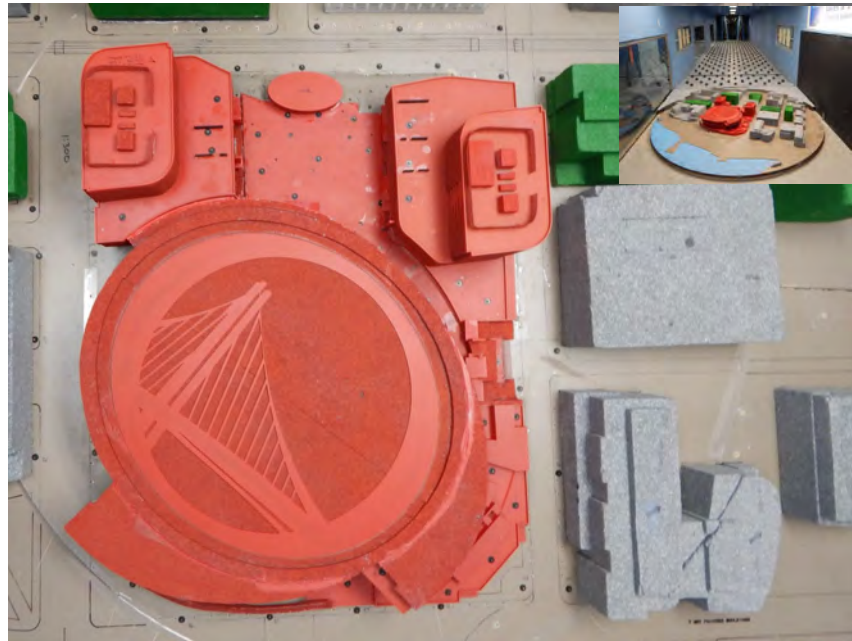
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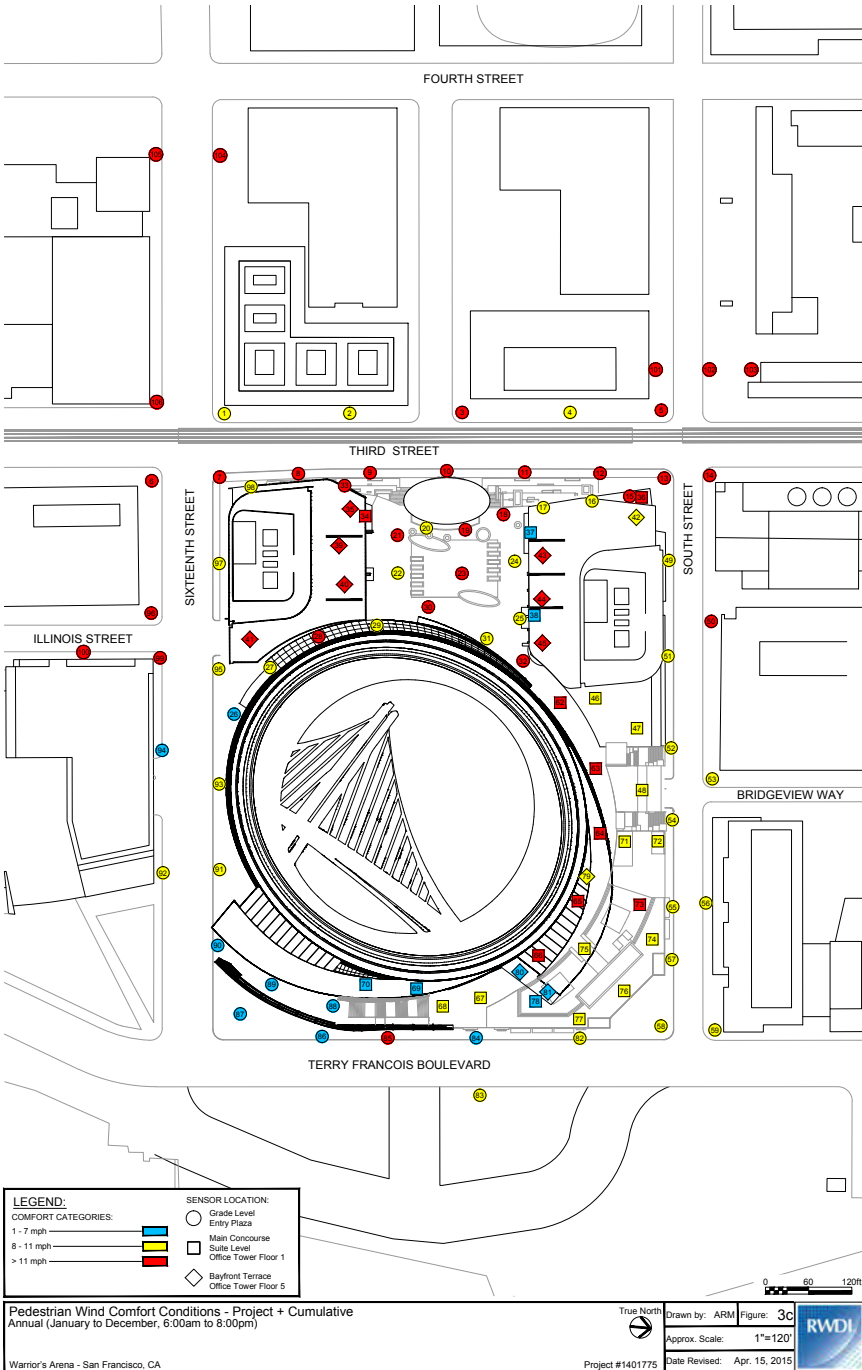
MISSION BAY BLOCKS 29-32 THIRD STREET OFFICE / RETAIL TRANSPORTATION MANAGEMENT PLAN



WIND STUDIES



WIND HAZARDS RESULTS



WIND COMFORT RESULTS

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THIRD STREET OFFICE / RETAIL
WIND STUDIES

04.8



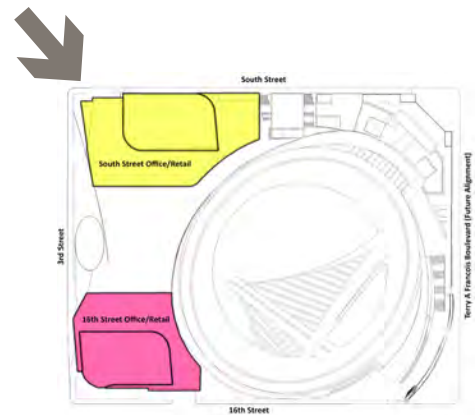
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
AERIAL VIEW

05.1





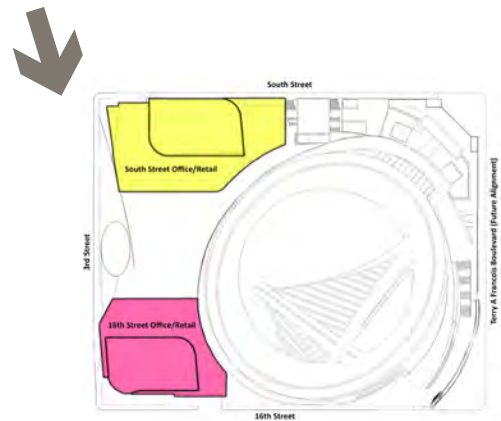
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
VIEW FROM 3RD AT
SOUTH STREET

05.2

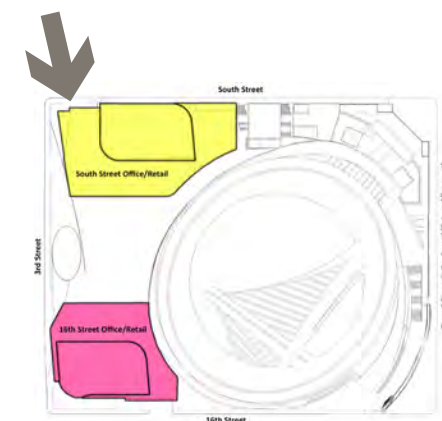




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THIRD STREET OFFICE / RETAIL
VIEW FROM 3RD AT
SOUTH STREET

05.3



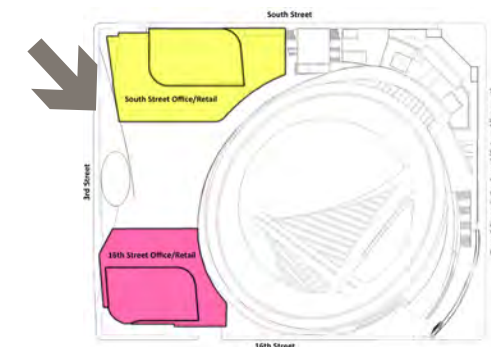
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THIRD STREET OFFICE / RETAIL
NORTH TOWER 3RD
STREET APPROACH



05.4



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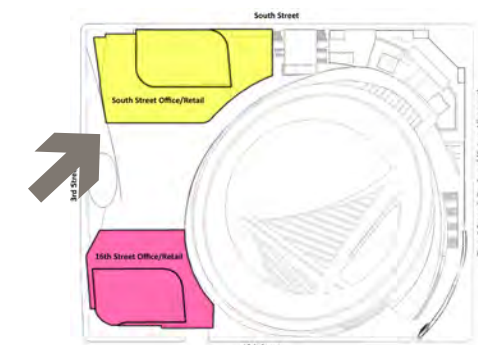
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THIRD STREET OFFICE / RETAIL
PLAZA ENTRY FROM
3RD STREET

05.5

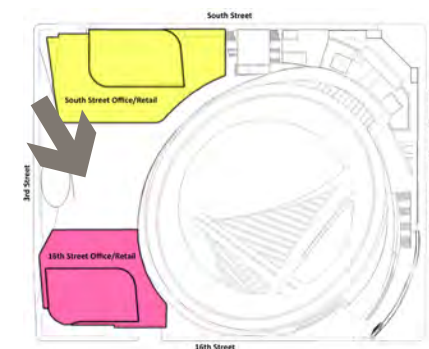




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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MAIN PLAZA LOOKING
EAST

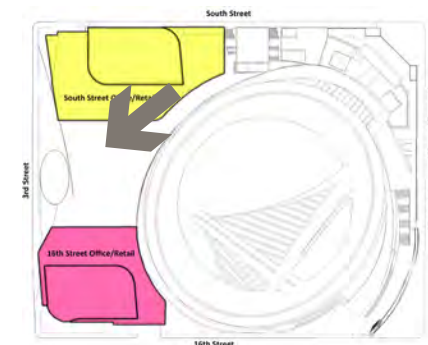
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MAIN PLAZA LOOKING
WEST

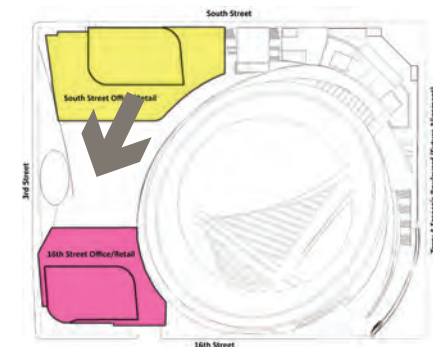
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MAIN PLAZA LOOKING
SOUTH

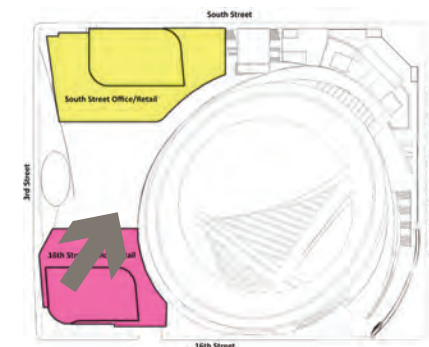
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MAIN PLAZA LOOKING
NORTH

05.9



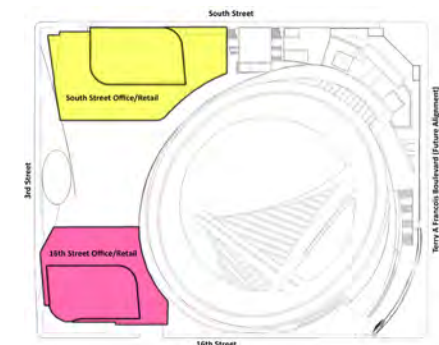
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
VIEW FROM 3RD AND
16TH STREETS

05.10



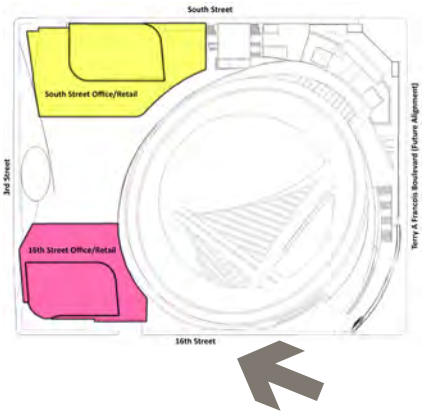


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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
AERIAL VIEW OF ILLINOIS
STREET GARAGE ENTRY

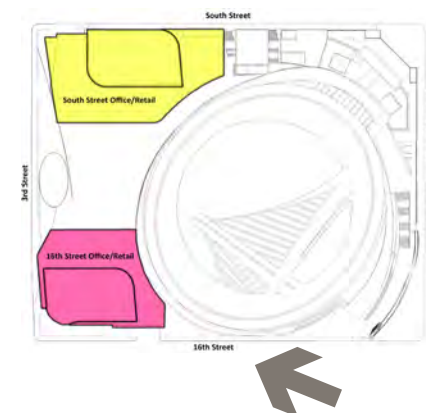




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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
VIEW WEST FROM
16TH STREET

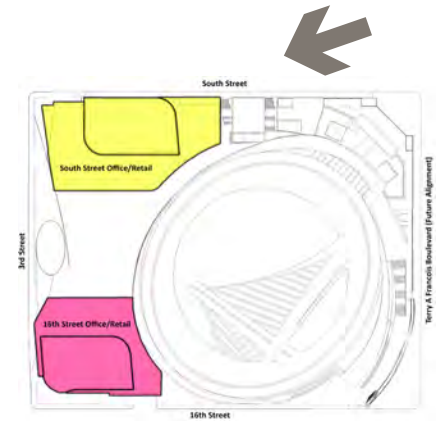
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
**VIEW FROM SOUTH
STREET**

05.13



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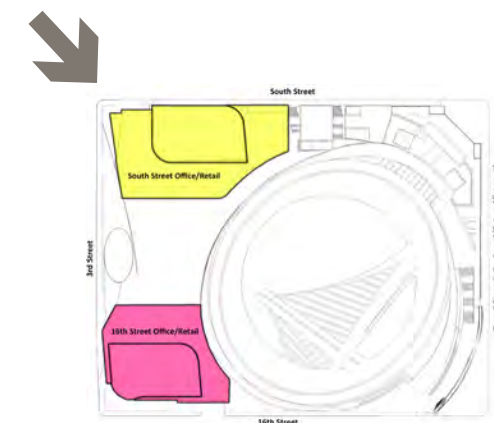
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
OFFICE ENTRY FROM
SOUTH STREET

05.14



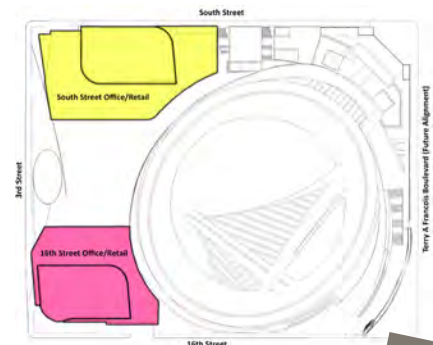


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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
AERIAL VIEW



GARAGE PLAN



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
LOWER LEVEL 2 PLAN

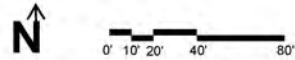
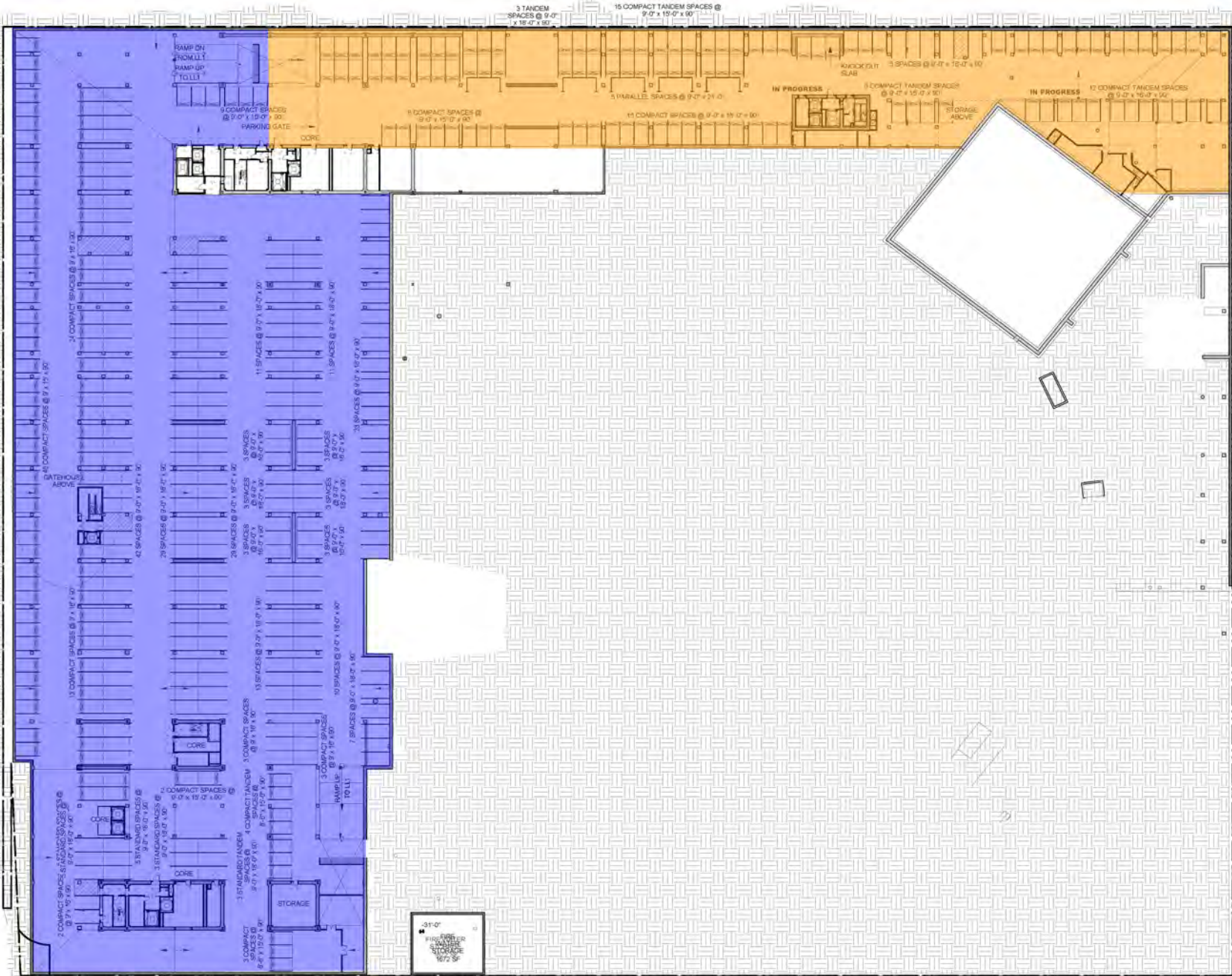
06.1

SOUTH STREET

3RD STREET

TERRY FRANCOIS BOULEVARD (FUTURE ALIGNMENT)

16TH STREET



LEVEL B100
405 Parking Spaces

- 93 Retail/ Restaurant Spaces
- 312 Office Spaces

Note: Plans include 546 total spaces allocated to the office space in the North and South Towers. 12 additional spaces are denoted "office" spaces here because they serve ancillary commercial/ industrial uses in other buildings on-site.

LOWER LEVEL 2 PLAN (-20')

GARAGE PLAN



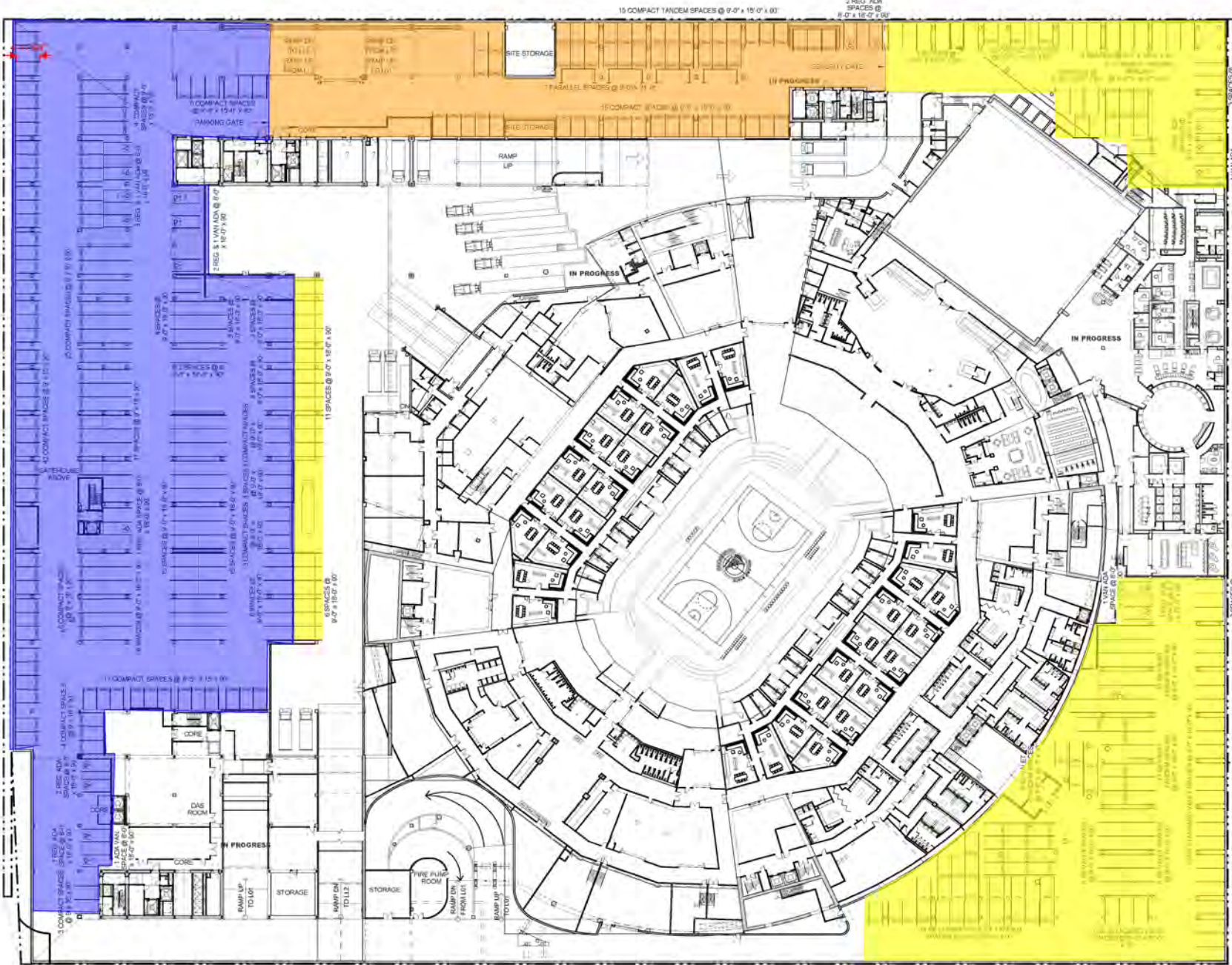
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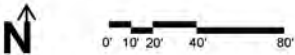
3RD STREET

SOUTH STREET



16TH STREET

TERRY FRANCOIS BOULEVARD (FUTURE ALIGNMENT)



LEVEL 050
444 Parking Spaces

- 60 Retail/ Restaurant Spaces
- 154 Office Spaces
- 230 Event Spaces

Note: Plans include 546 total spaces allocated to the office space in the North and South Towers. 12 additional spaces are denoted "office" spaces here because they serve ancillary commercial/industrial uses in other buildings on-site.

LOWER LEVEL 1 PLAN (-10')

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
LOWER LEVEL 1 PLAN

GARAGE PLAN



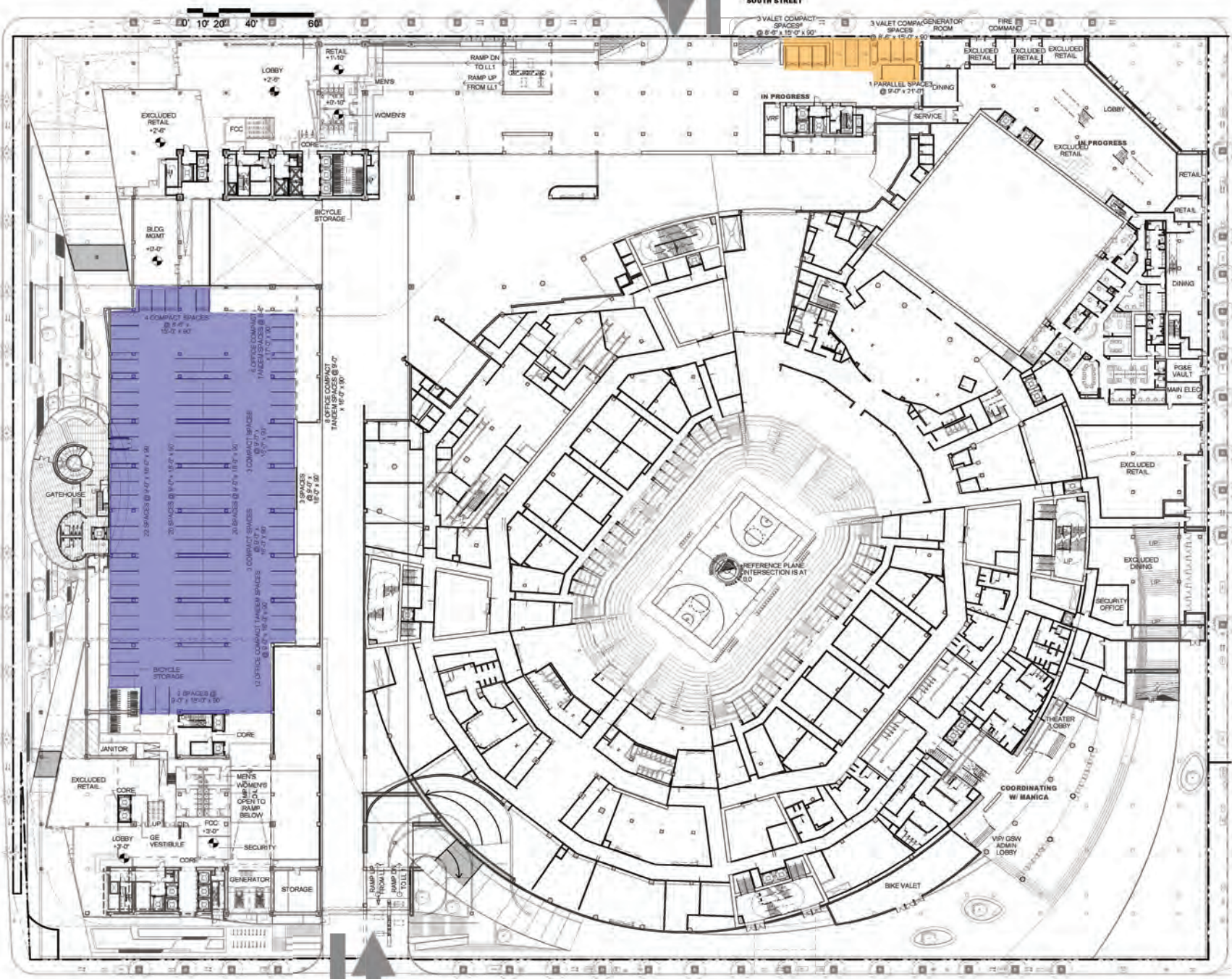
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3RD STREET

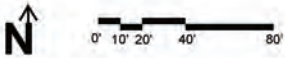
SOUTH STREET



16TH STREET

TERRY FRANCOIS BOULEVARD (FUTURE ALIGNMENT)

TOTAL GARAGE
950 Spaces



LEVEL 000
101 Parking Spaces

- 9 Retail Restaurant Spaces
- 92 Office Spaces

Note: Plans include 546 total spaces allocated to the office space in the North and South Towers. 12 additional spaces are denoted "office" spaces here because they serve ancillary commercial/ industrial uses in other buildings on-site.

LEVEL 050 PLAN

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
LEVEL 050 PLAN

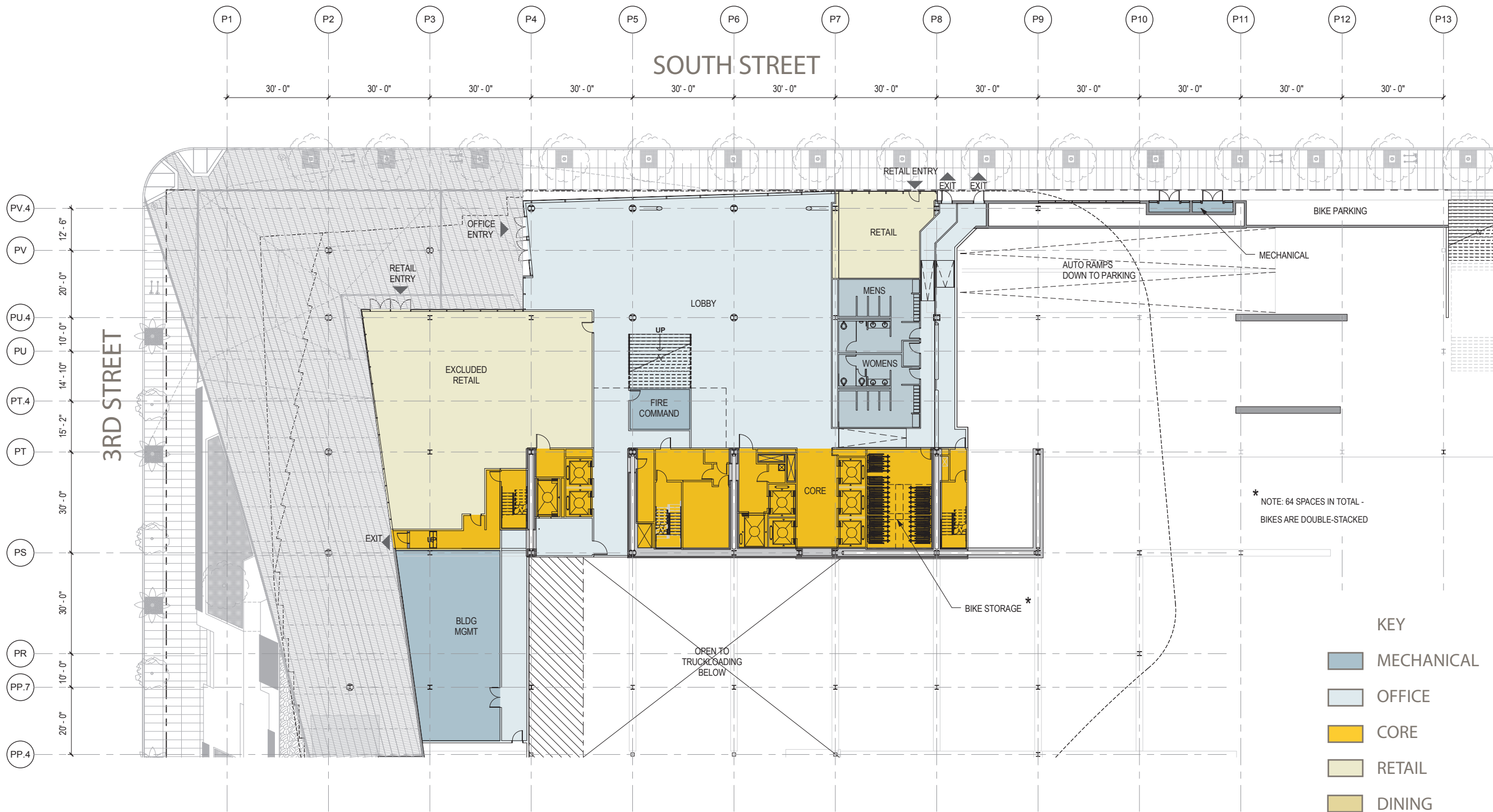
NORTH TOWER PLAN



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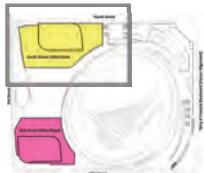
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* NOTE: 64 SPACES IN TOTAL -
BIKES ARE DOUBLE-STACKED

- KEY
- MECHANICAL
 - OFFICE
 - CORE
 - RETAIL
 - DINING

GRADE LEVEL PLAN
1/32" = 1' - 0"



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)

GRADE LEVEL PLAN

06.4

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NORTH TOWER PLAN



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THIRD STREET OFFICE / RETAIL (North)

PLAZA LEVEL PLAN

06.5

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NORTH TOWER PLAN



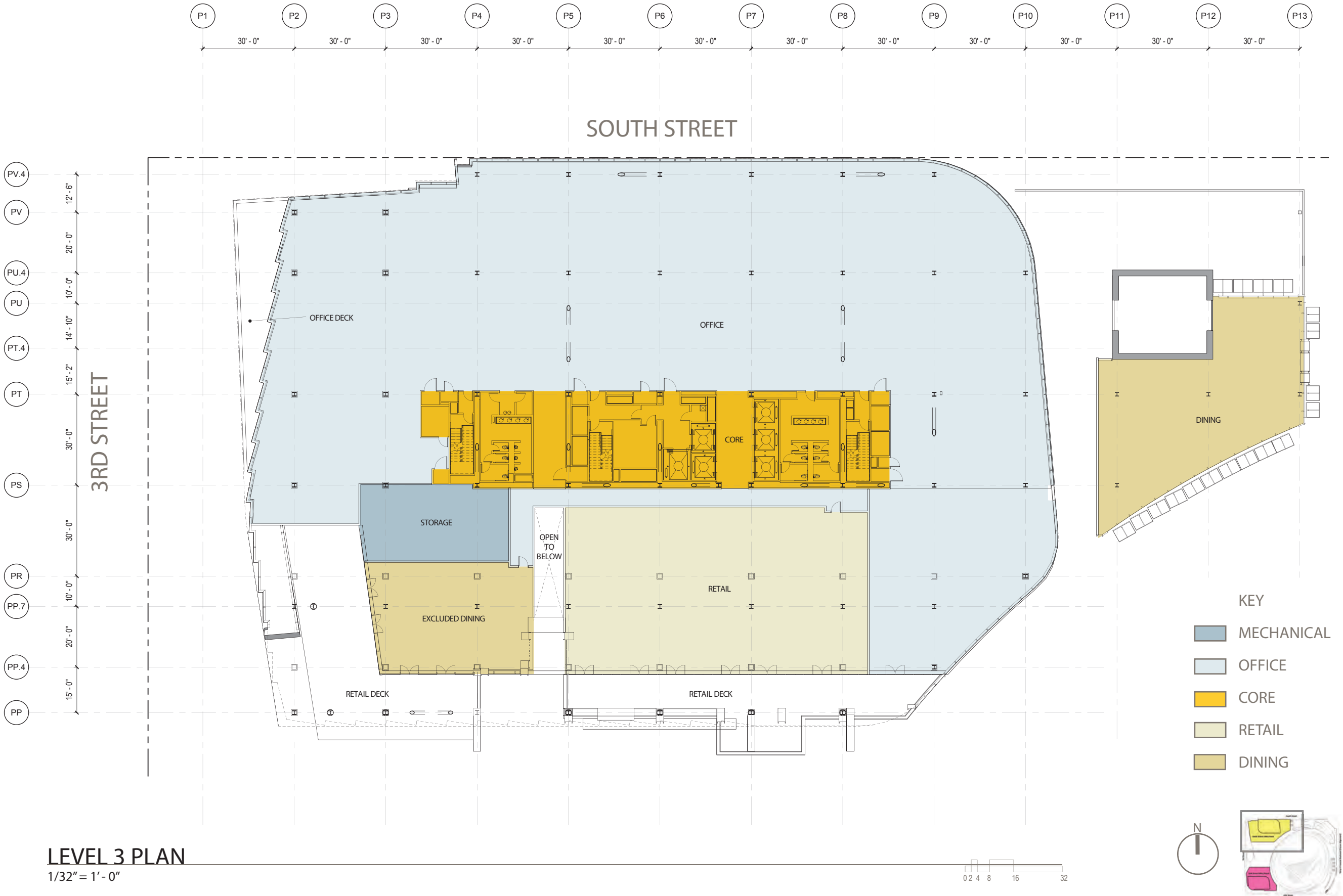
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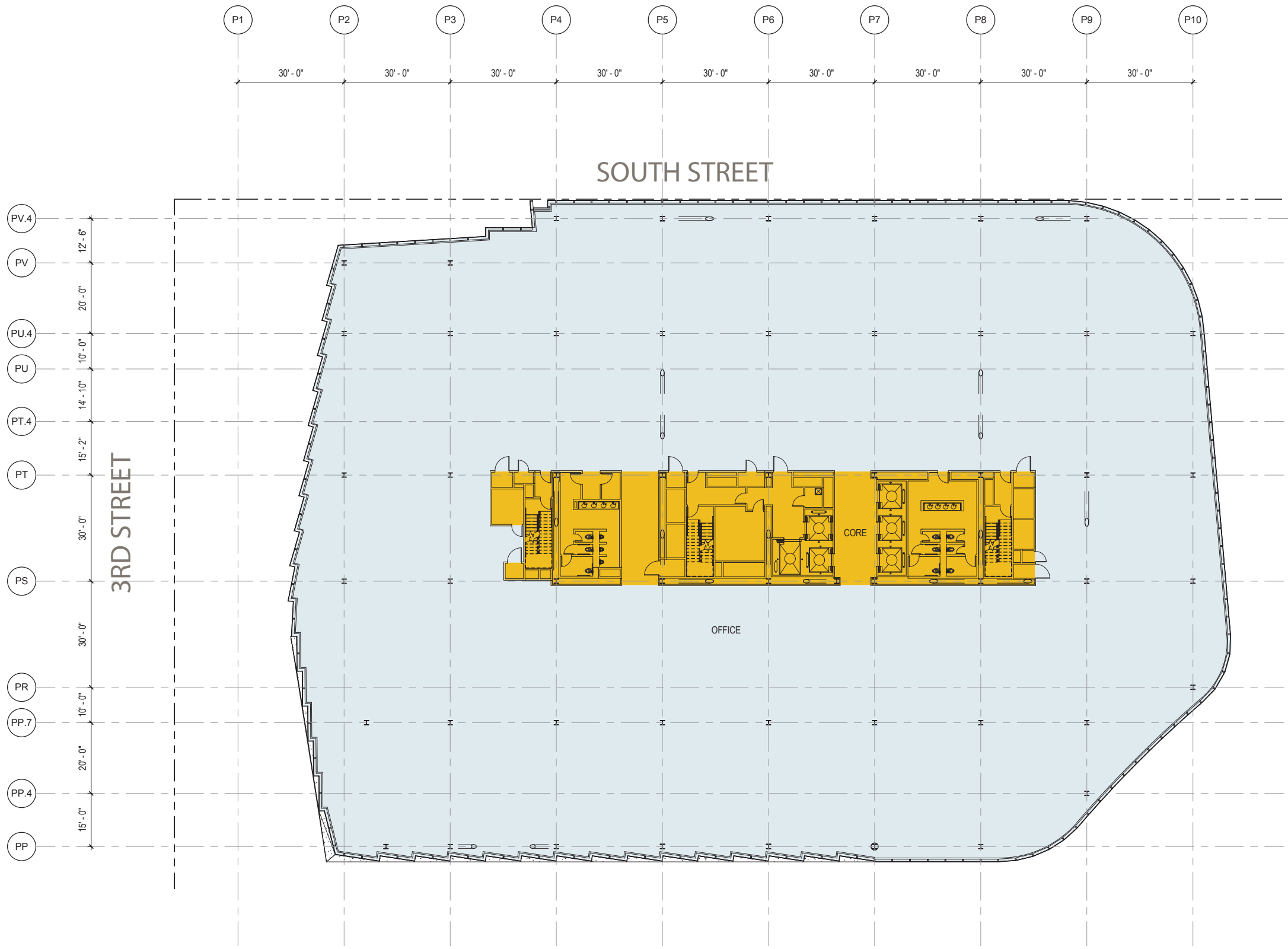
MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)
LEVEL 3 PLAN

06.6



LEVEL 3 PLAN
1/32" = 1' - 0"

NORTH TOWER PLAN



TYPICAL PODIUM PLAN (LEVELS 4-6)

1/32" = 1' - 0"



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- KEY
- MECHANICAL
 - OFFICE
 - CORE
 - RETAIL
 - DINING



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)
TYPICAL PODIUM PLAN

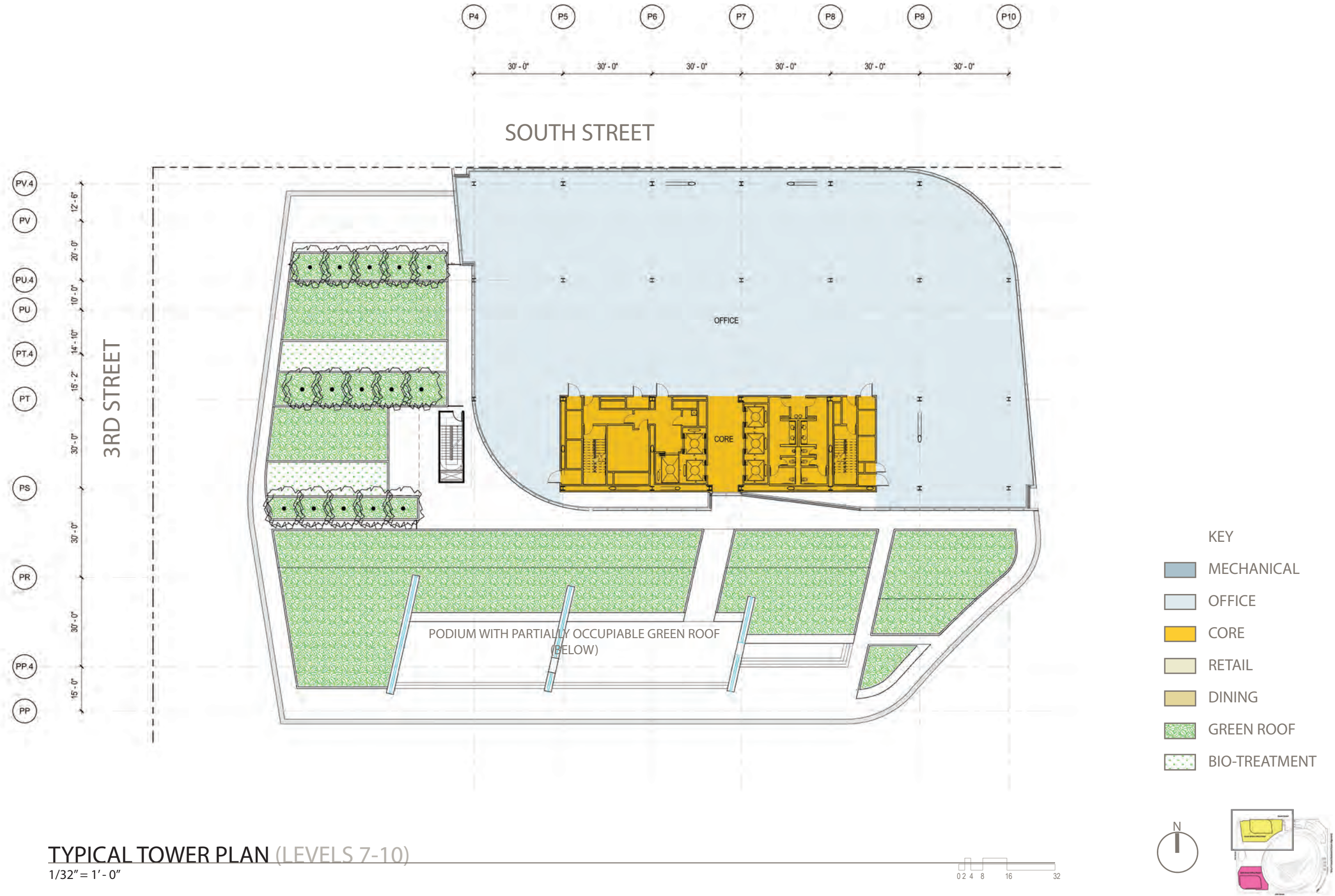
NORTH TOWER PLAN



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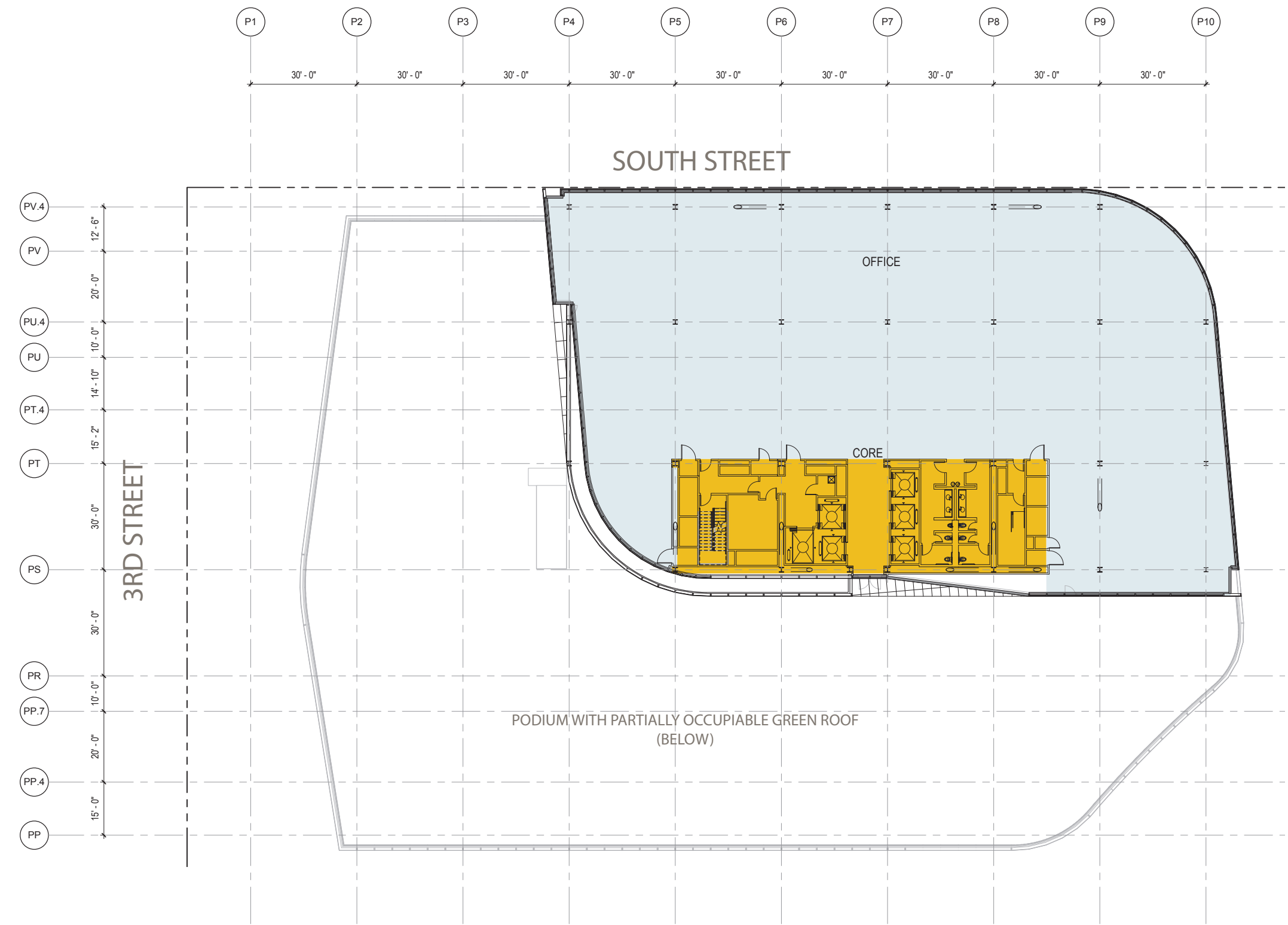
TYPICAL TOWER PLAN (LEVELS 7-10)
1/32" = 1' - 0"

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)
TYPICAL TOWER PLAN

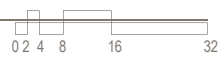
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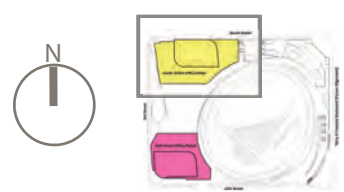
NORTH TOWER PLAN



LEVEL 11 PLAN
1/32" = 1' - 0"



- KEY
- MECHANICAL
 - OFFICE
 - CORE
 - RETAIL
 - DINING



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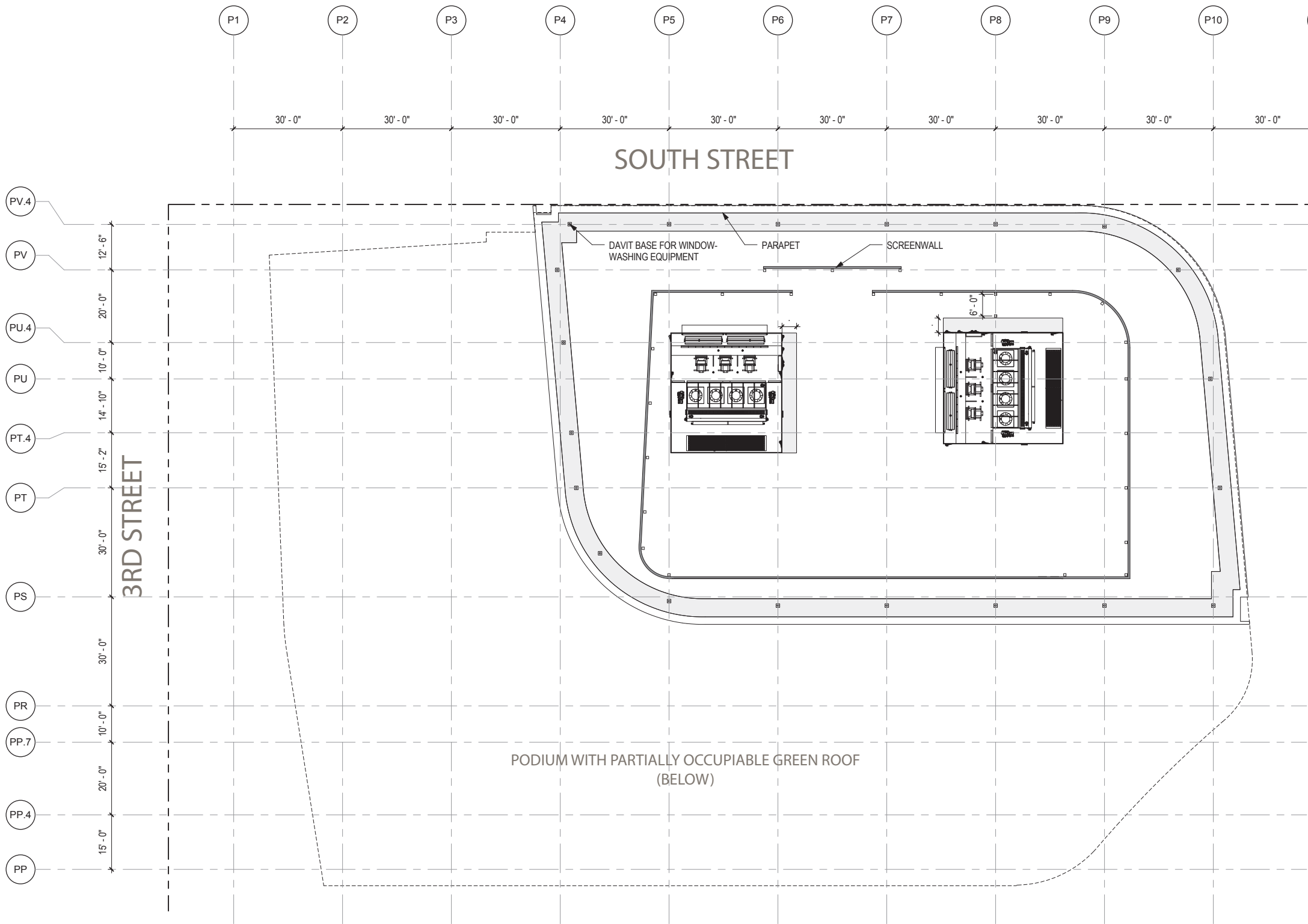
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THIRD STREET OFFICE / RETAIL (North)
LEVEL 11 PLAN

06.9

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NORTH TOWER PLAN



ROOF PLAN

1/32" = 1' - 0"



- KEY
- MECHANICAL
 - OFFICE
 - CORE
 - RETAIL
 - DINING



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)
ROOF PLAN

06.10

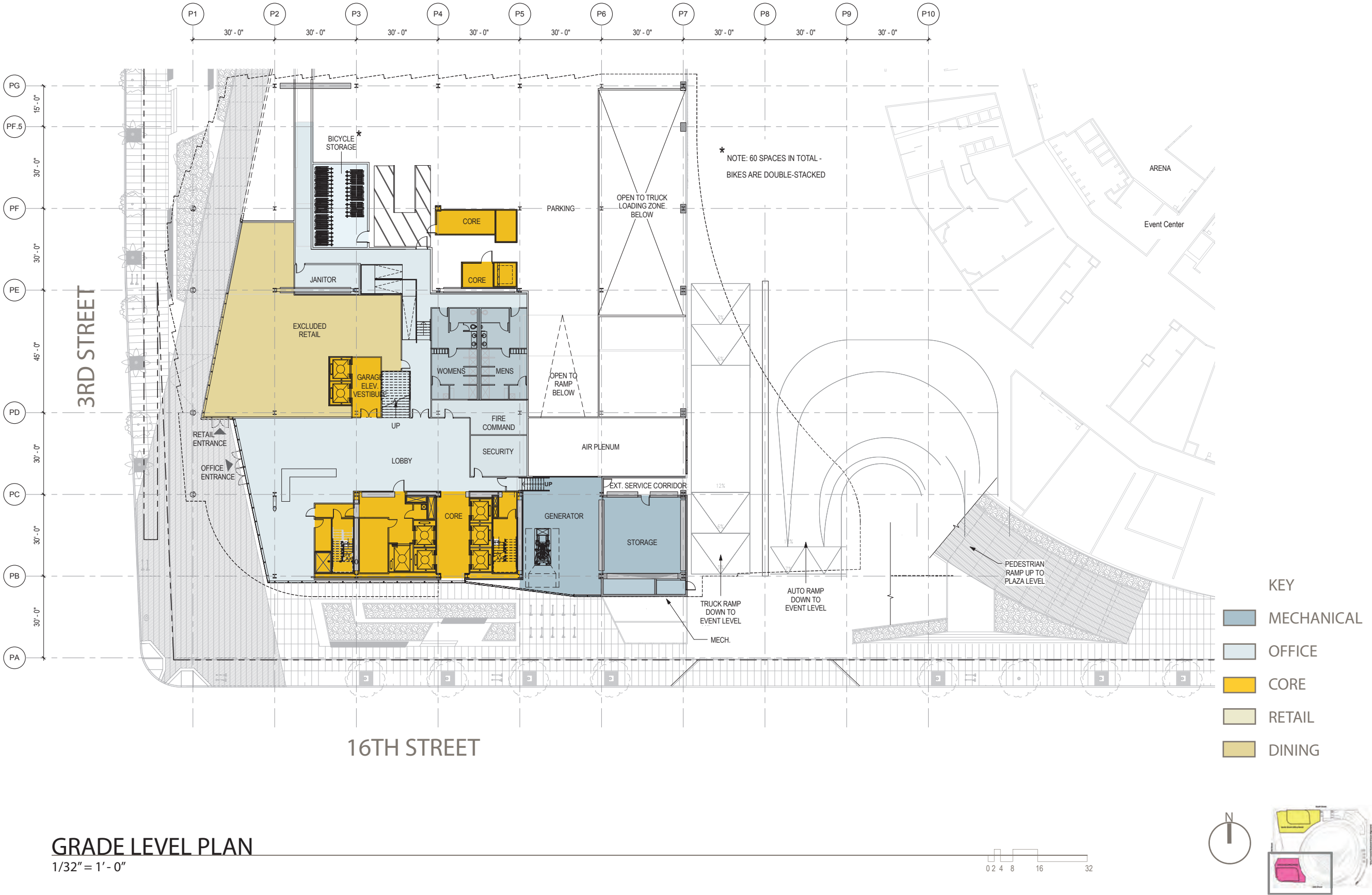
SOUTH TOWER PLAN



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MISSION BAY BLOCKS 29-32

THIRD STREET OFFICE / RETAIL (South)

GRADE LEVEL PLAN

06.11

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SOUTH TOWER PLAN



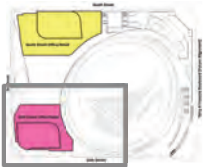
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- KEY
- MECHANICAL
 - OFFICE
 - CORE
 - RETAIL
 - DINING



PLAZA LEVEL PLAN

1/32" = 1'-0"

0 2 4 8 16 32

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)
PLAZA LEVEL PLAN

06.11

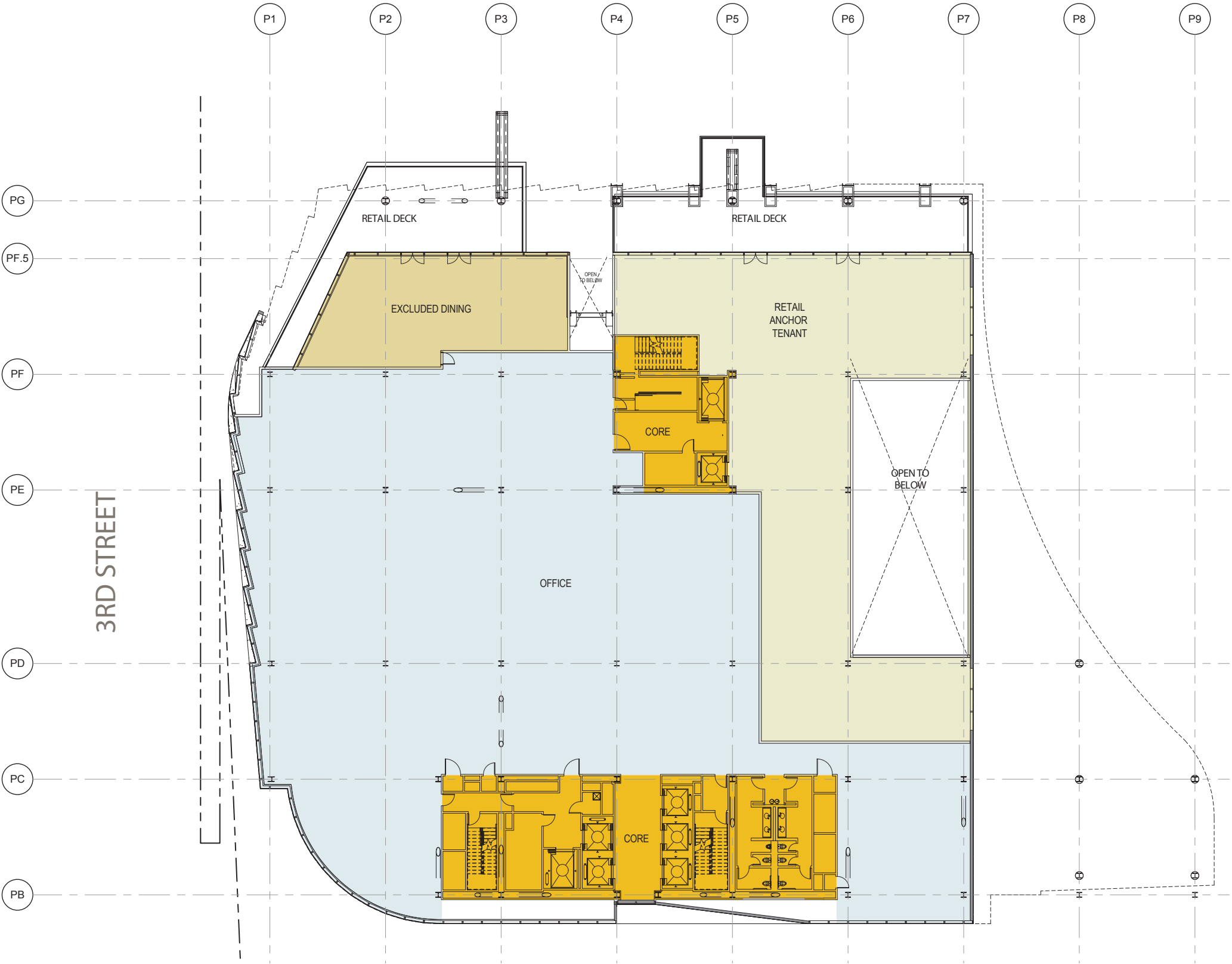
SOUTH TOWER PLAN



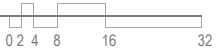
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LEVEL 3 PLAN
1/32" = 1'-0"



KEY

- MECHANICAL
- OFFICE
- CORE
- RETAIL
- DINING

N

MISSION BAY BLOCKS 29-32

THIRD STREET OFFICE / RETAIL (South)

LEVEL 3 PLAN

06.12

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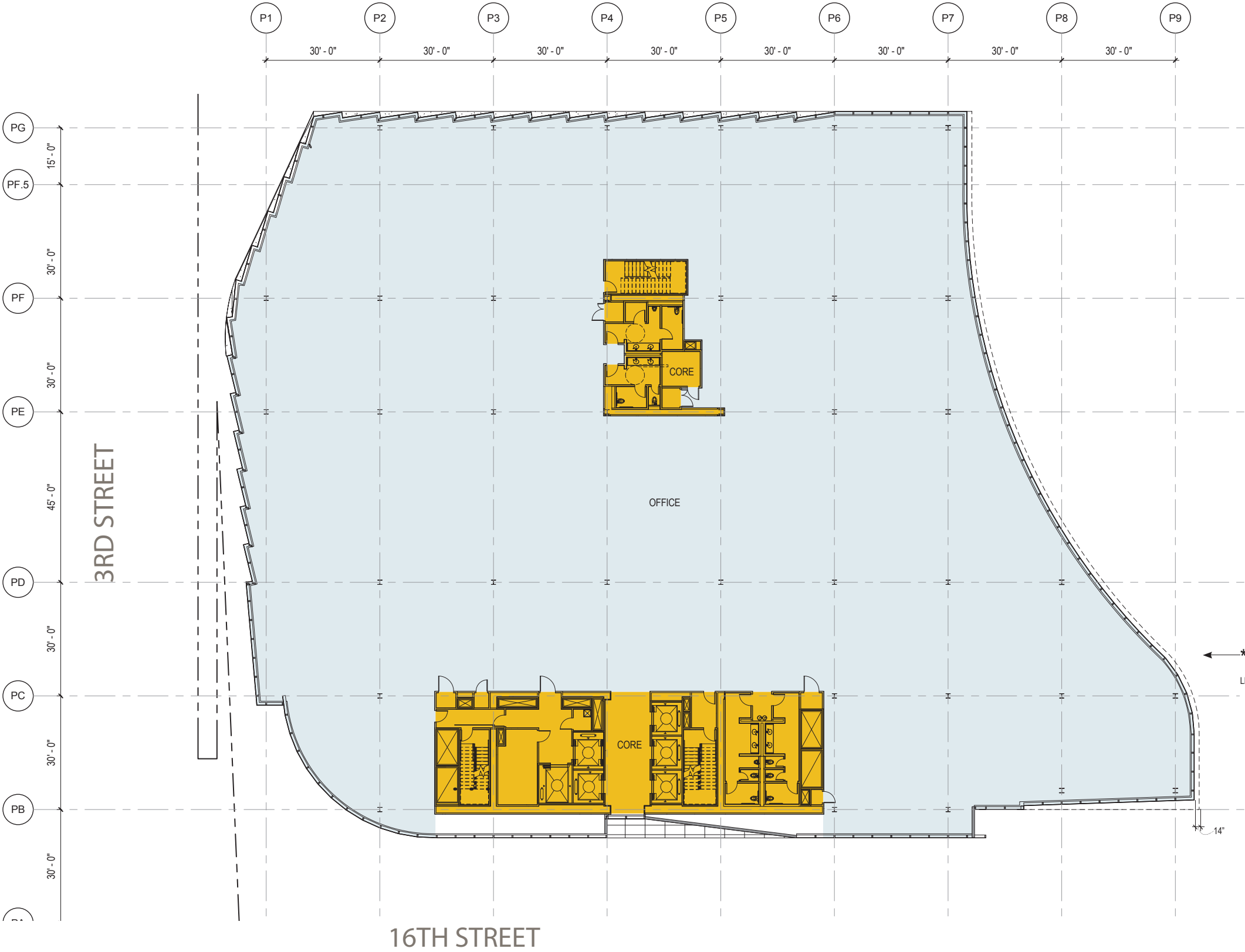
SOUTH TOWER PLAN



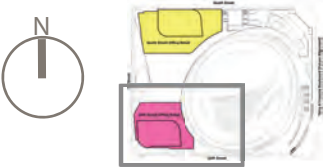
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- KEY
- MECHANICAL
 - OFFICE
 - CORE
 - RETAIL
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TYPICAL PODIUM PLAN (LEVELS 4-6*)

1/32" = 1'-0"

MISSION BAY BLOCKS 29-32

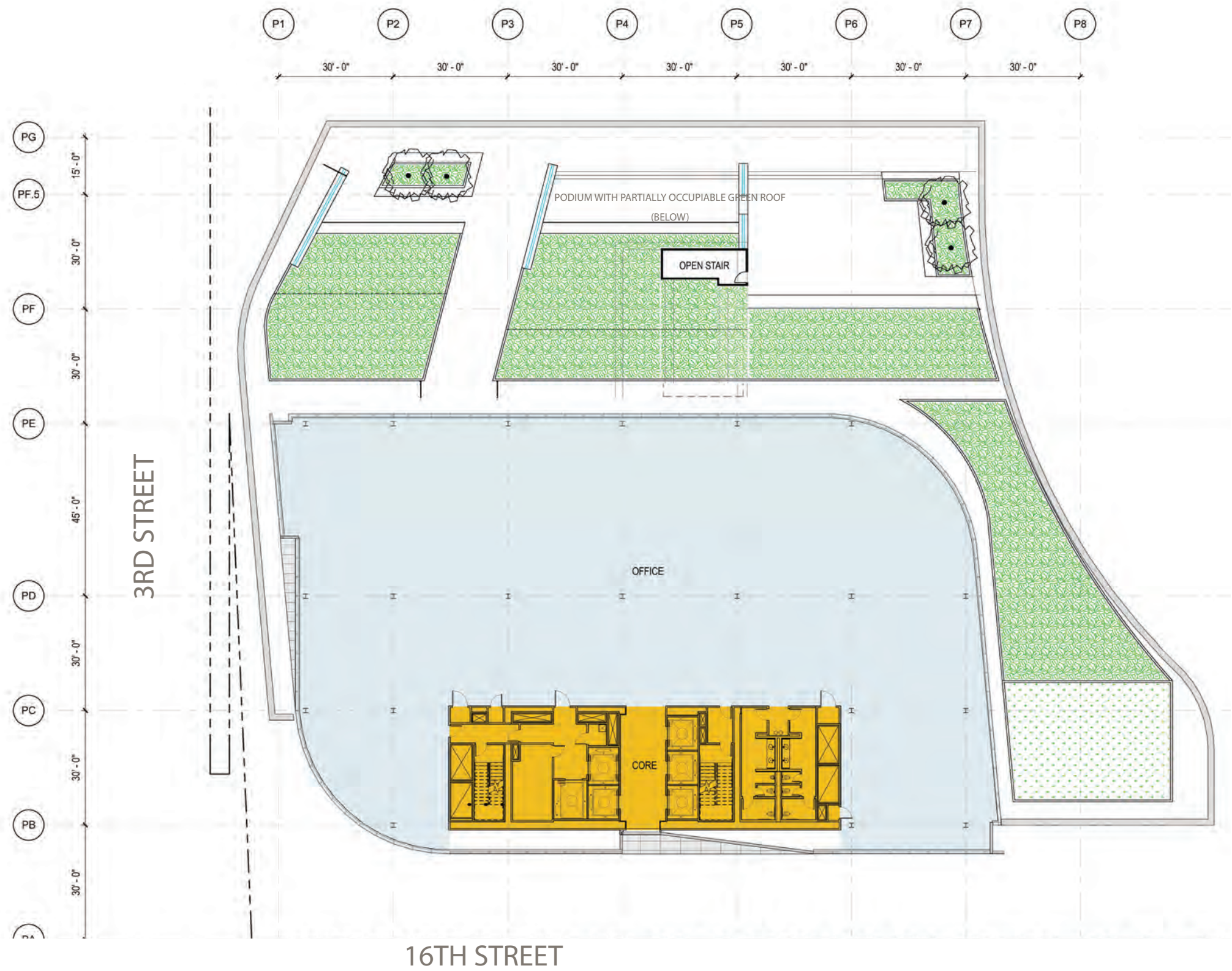
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TYPICAL PODIUM PLAN

06.13

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SOUTH TOWER PLAN



- KEY
- MECHANICAL
 - OFFICE
 - CORE
 - RETAIL
 - DINING
 - GREEN ROOF
 - BIO-TREATMENT



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TYPICAL TOWER PLAN

06.14

TYPICAL TOWER PLAN (LEVELS 7-10)
1/32" = 1'-0"



SOUTH TOWER PLAN



LEVEL 11 PLAN

1/32" = 1'-0"

KEY

- MECHANICAL
- OFFICE
- CORE
- RETAIL
- DINING

N



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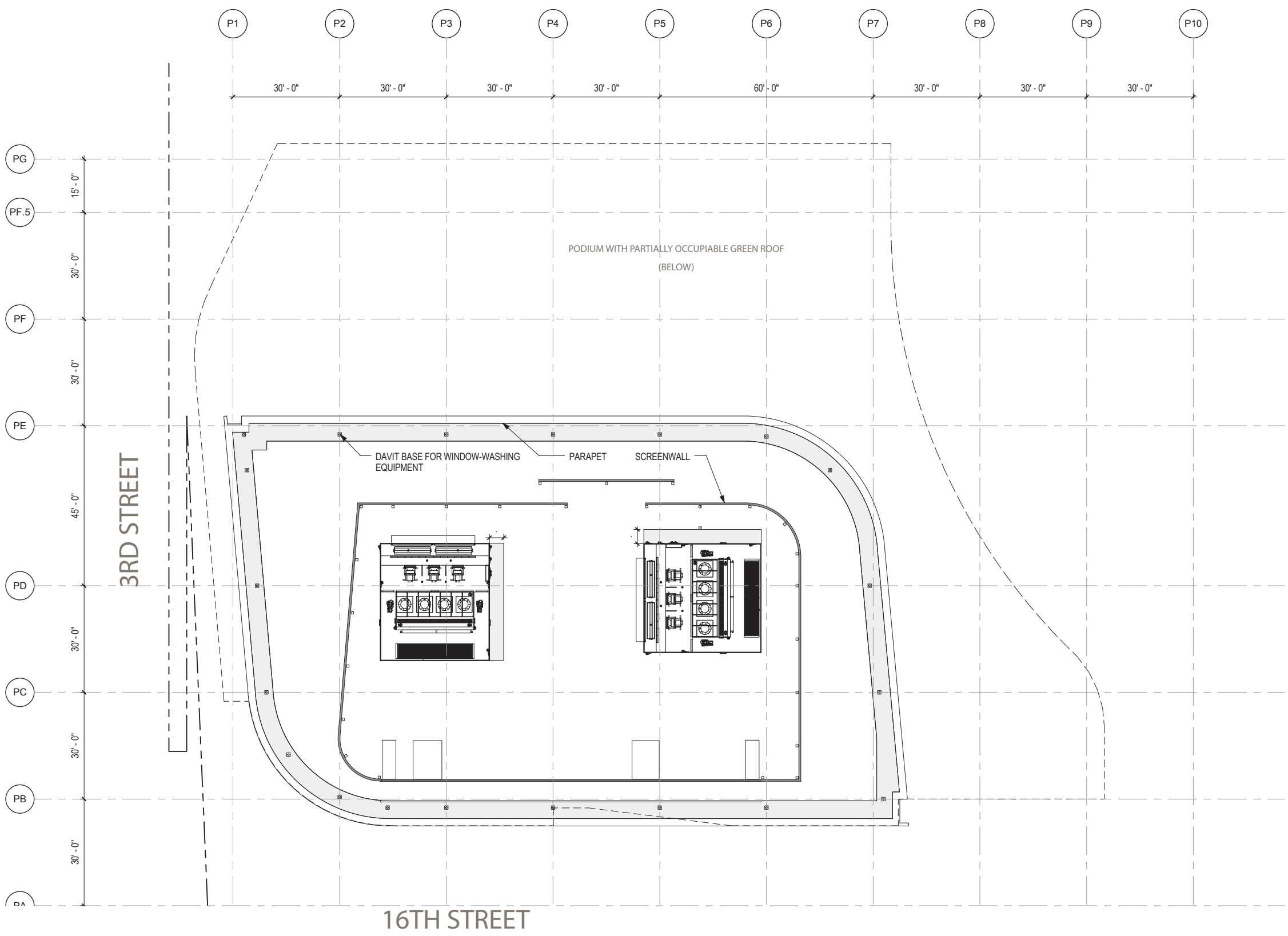
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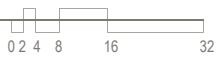
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THIRD STREET OFFICE / RETAIL (South)
LEVEL 11 PLAN

06.15

SOUTH TOWER PLAN



ROOF PLAN
1/32" = 1'-0"



KEY

MECHANICAL

OFFICE

CORE

RETAIL

DINING



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ROOF PLAN

06.16

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NORTH TOWER ELEVATION



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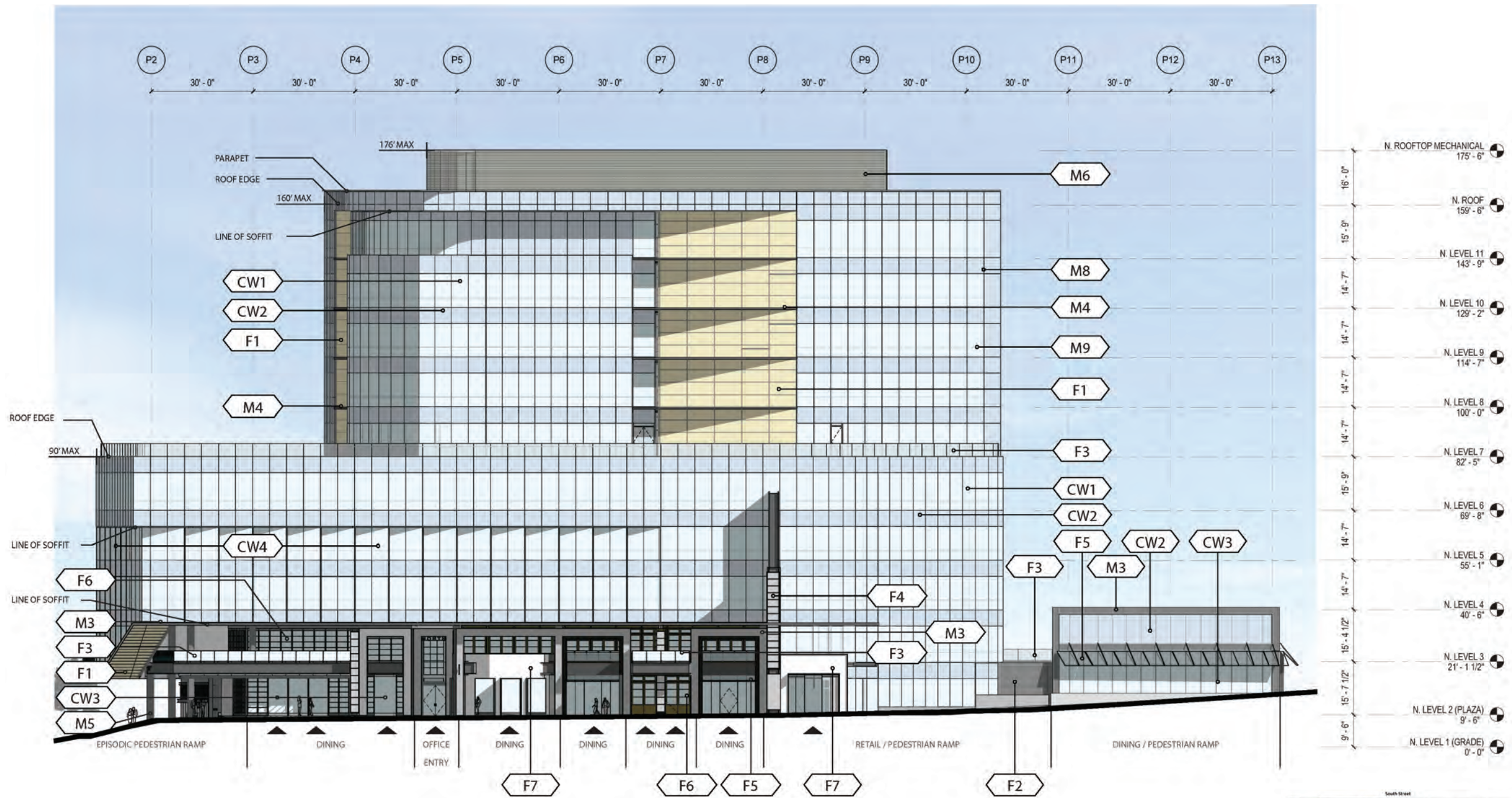
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THIRD STREET OFFICE / RETAIL (North)
SOUTH ELEVATION

07.1

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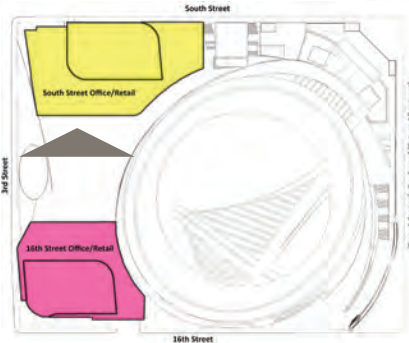
SOUTH ELEVATION

1/32" = 1' - 0"

CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING
CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS
CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING
CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL

F1 - RESIN-COATED WOOD PANEL
F2 - GLASS FIBER REINFORCED CONCRETE
F3 - GLASS GUARDRAIL
F4 - RETAIL LIGHT BOX
F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)
F6 - ARTICULATED METAL AND GLASS STOREFRONT
F7 - STONE (LIGHT COLOR)

M2 - PAINTED METAL CANOPY (M1 - NOT USED)
M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
M4 - PAINTED ALUMINUM FINIS
M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
M7 - DECORATIVE METAL LOUVERS
M8 - BUTT-GLAZED ALUMINUM MULLIONS
M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



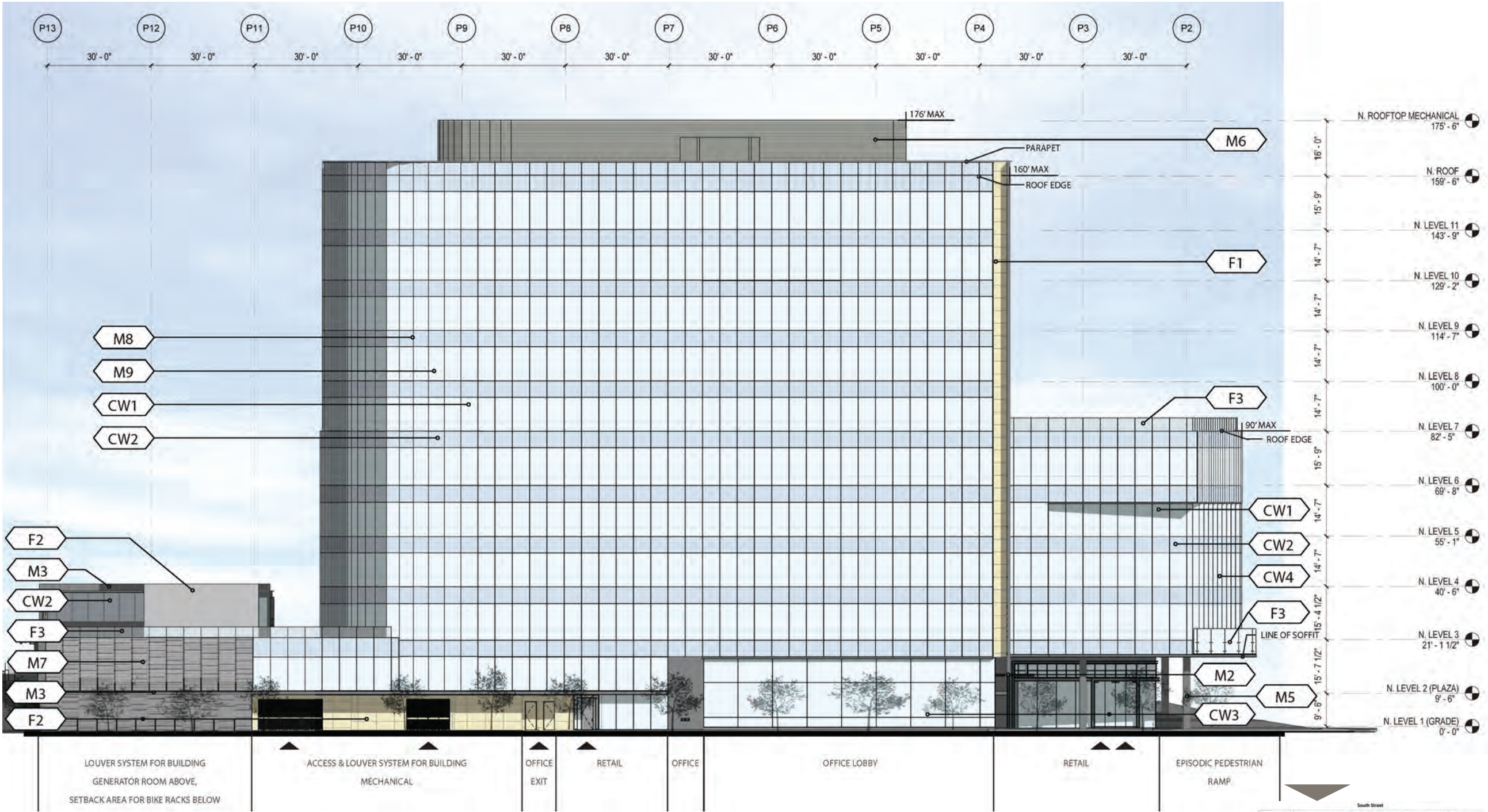
NORTH TOWER ELEVATION



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NORTH ELEVATION

1/32" = 1'-0"

- CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING

CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS

CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING

CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL
- F1 - RESIN-COATED WOOD PANEL

F2 - GLASS FIBER REINFORCED CONCRETE

F3 - GLASS GUARDRAIL

F4 - RETAIL LIGHT BOX

F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)

F6 - ARTICULATED METAL AND GLASS STOREFONT

F7 - STONE (LIGHT COLOR)
- M2 - PAINTED METAL CANOPY (M1 - NOT USED)

M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL

M4 - PAINTED ALUMINUM FINS

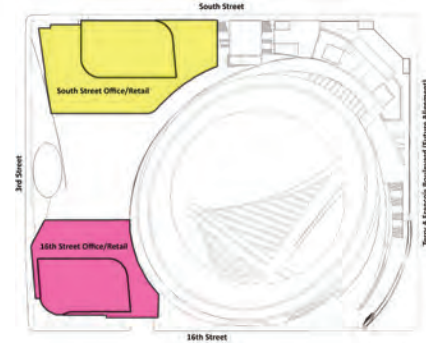
M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH

M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN

M7 - DECORATIVE METAL LOUVERS

M8 - BUTT-GLAZED ALUMINUM MULLIONS

M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



MISSION BAY BLOCKS 29-32
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NORTH ELEVATION

07.2

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NORTH TOWER ELEVATION



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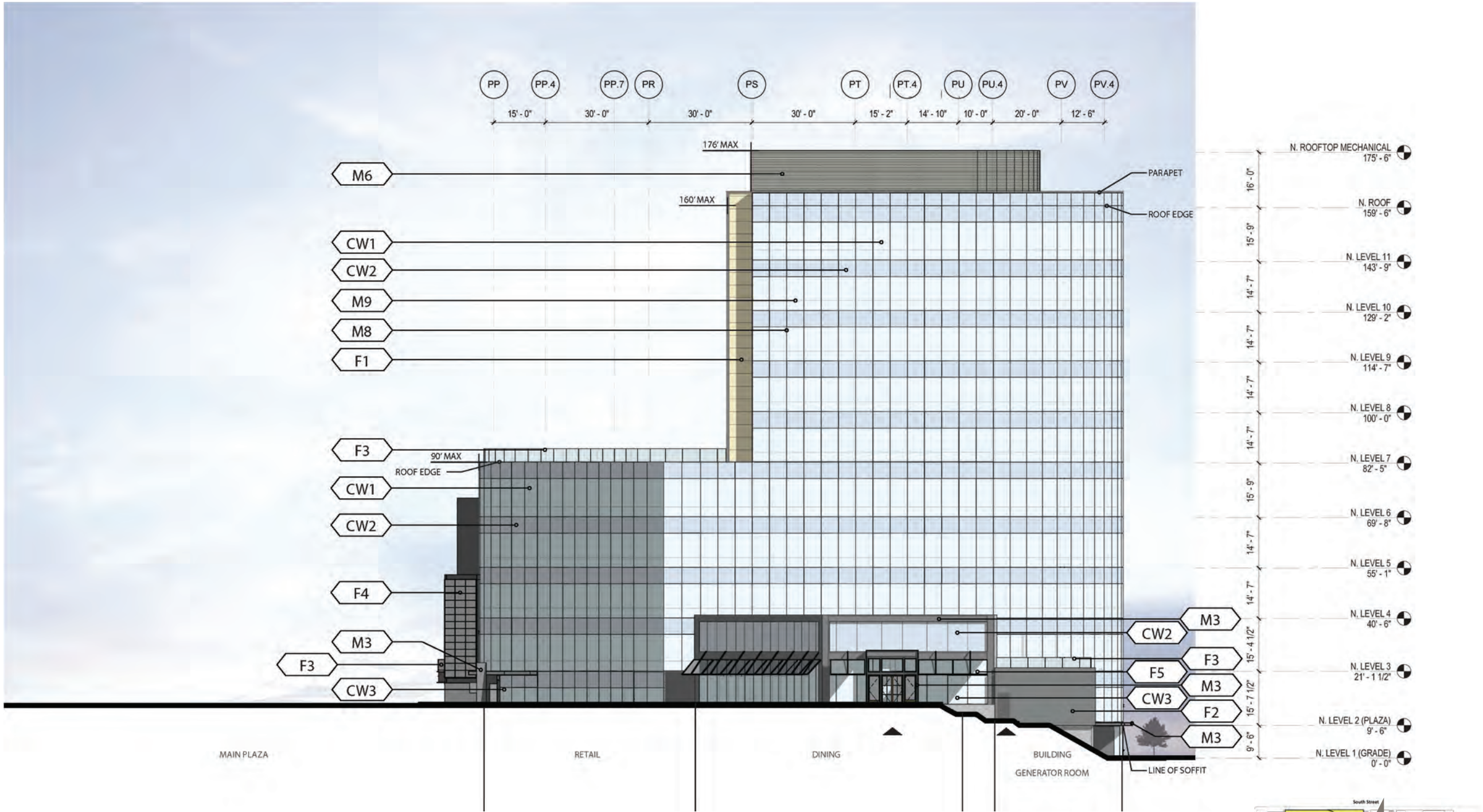
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MISSION BAY BLOCKS 29-32
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EAST ELEVATION

07.3

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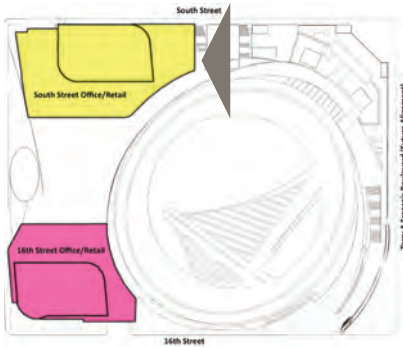
EAST ELEVATION

1/32" = 1' - 0"

CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING
CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS
CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING
CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL

F1 - RESIN-COATED WOOD PANEL
F2 - GLASS FIBER REINFORCED CONCRETE
F3 - GLASS GUARDRAIL
F4 - RETAIL LIGHT BOX
F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)
F6 - ARTICULATED METAL AND GLASS STOREFONT
F7 - STONE (LIGHT COLOR)

M2 - PAINTED METAL CANOPY (M1 - NOT USED)
M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
M4 - PAINTED ALUMINUM FINIS
M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
M7 - DECORATIVE METAL LOUVERS
M8 - BUTT-GLAZED ALUMINUM MULLIONS
M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



NORTH TOWER ELEVATION



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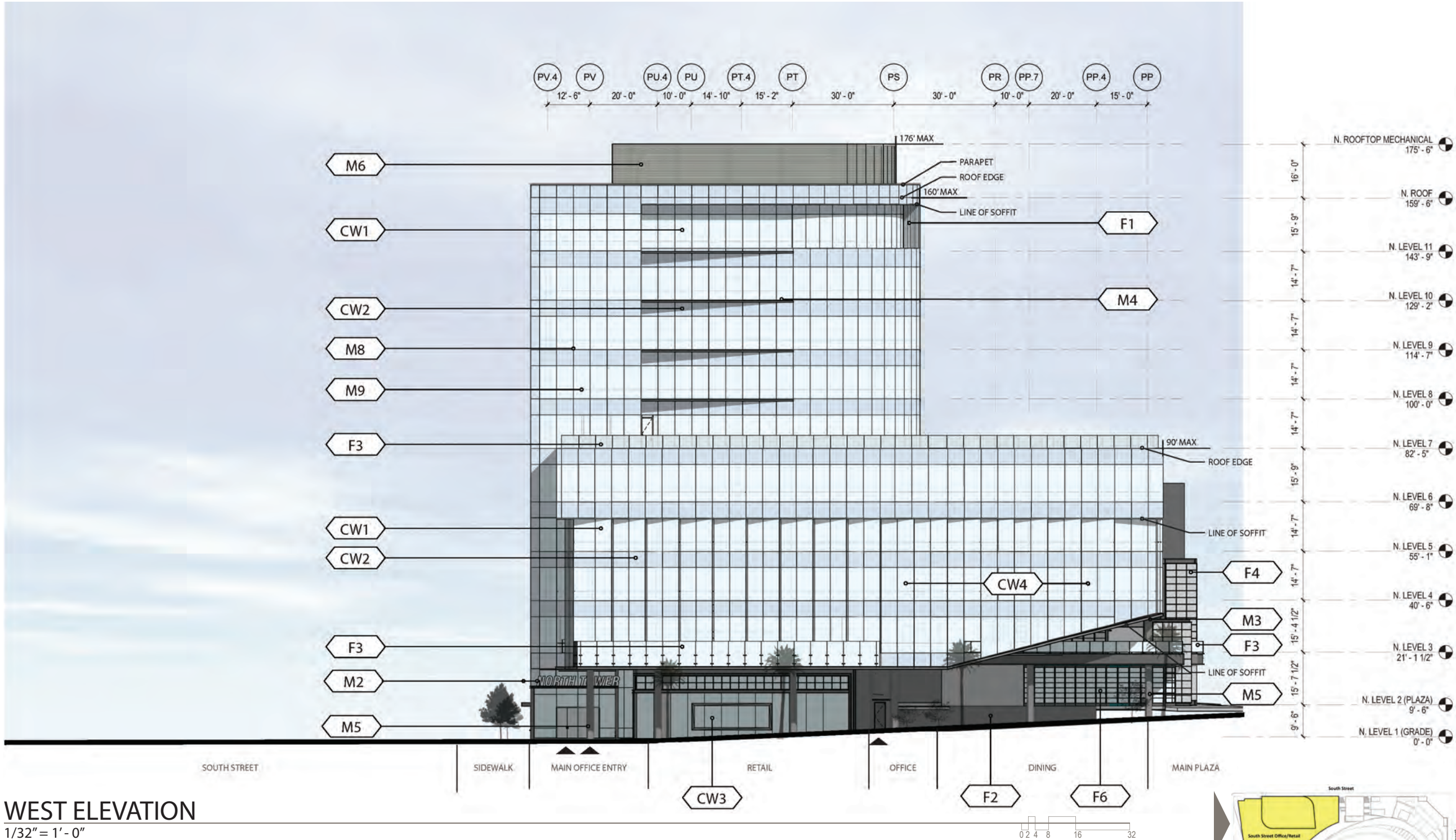
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WEST ELEVATION

07.4

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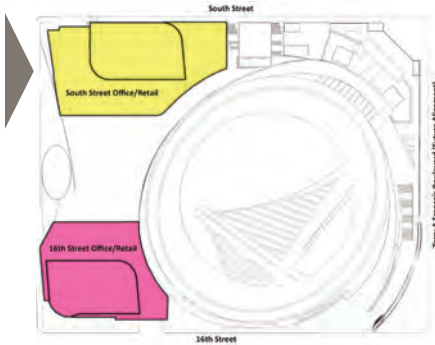
WEST ELEVATION

1/32" = 1'-0"

CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING
CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS
CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING
CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL

F1 - RESIN-COATED WOOD PANEL
F2 - GLASS FIBER REINFORCED CONCRETE
F3 - GLASS GUARDRAIL
F4 - RETAIL LIGHT BOX
F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)
F6 - ARTICULATED METAL AND GLASS STOREFRONT
F7 - STONE (LIGHT COLOR)

M2 - PAINTED METAL CANOPY (M1 - NOT USED)
M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
M4 - PAINTED ALUMINUM FINIS
M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
M7 - DECORATIVE METAL LOUVERS
M8 - BUTT-GLAZED ALUMINUM MULLIONS
M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



SOUTH TOWER ELEVATION



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PROJECT TEAM

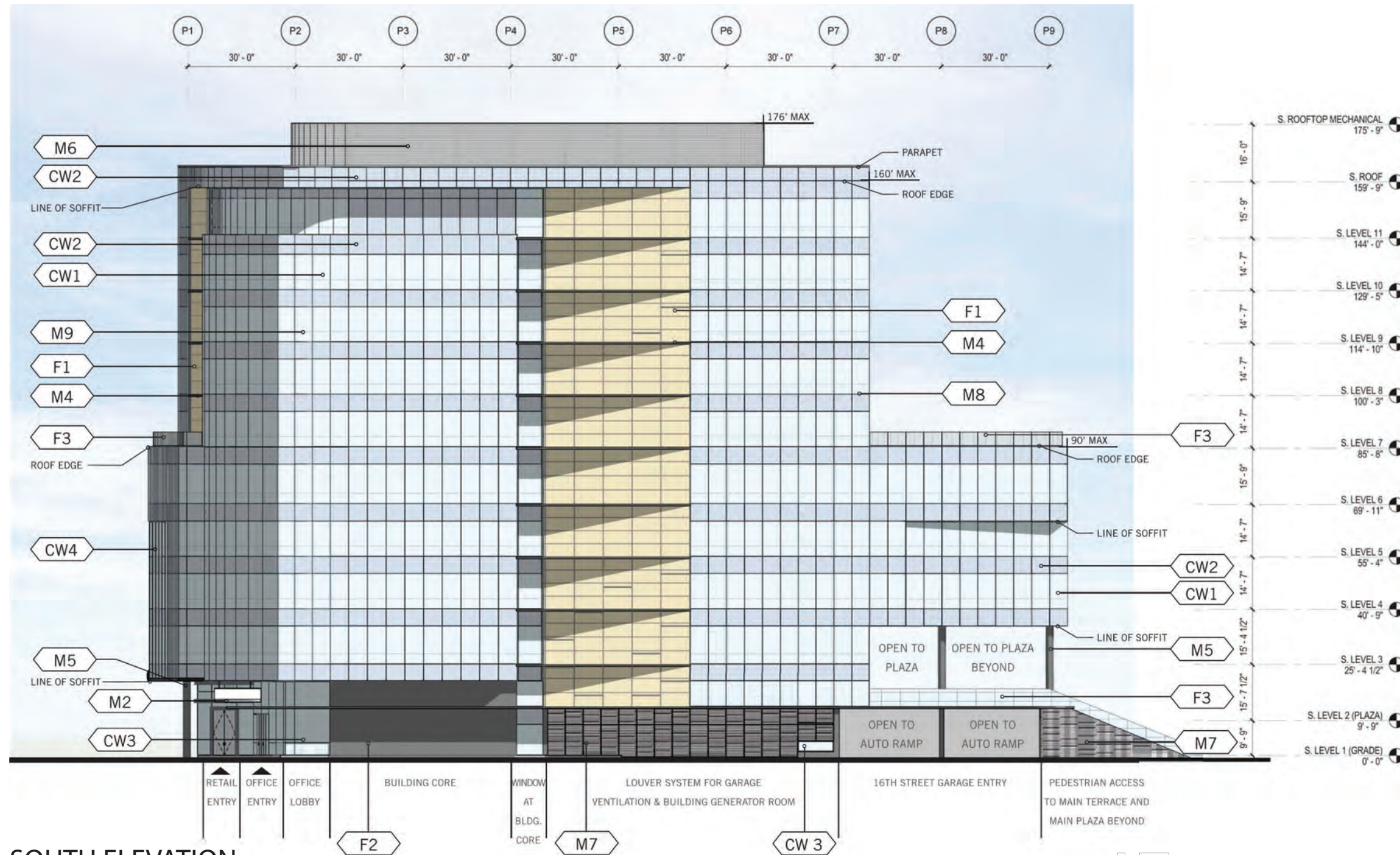
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THIRD STREET OFFICE / RETAIL (South)
SOUTH ELEVATION

07.5

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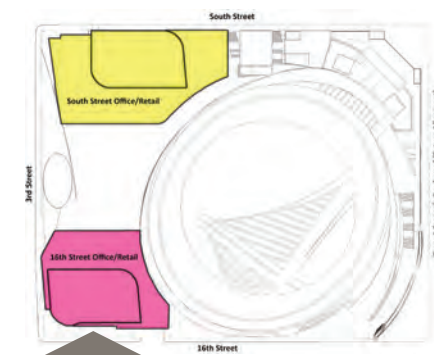
SOUTH ELEVATION

$$1/32'' = 1' - 0''$$

CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING
CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS
CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING
CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL

F1 - RESIN-COATED WOOD PANEL
F2 - GLASS FIBER REINFORCED CONCRETE
F3 - GLASS GUARDRAIL
F4 - RETAIL LIGHT BOX
F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)
F6 - ARTICULATED METAL AND GLASS STOREFRONT

F7 - STONE (LIGHT COLOR)
M2 - PAINTED METAL CANOPY (M1 - NOT USED)
M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
M4 - PAINTED ALUMINUM FINIS
M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
M7 - DECORATIVE METAL LOUVERS
M8 - BUTT-GLAZED ALUMINUM MULLIONS
M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



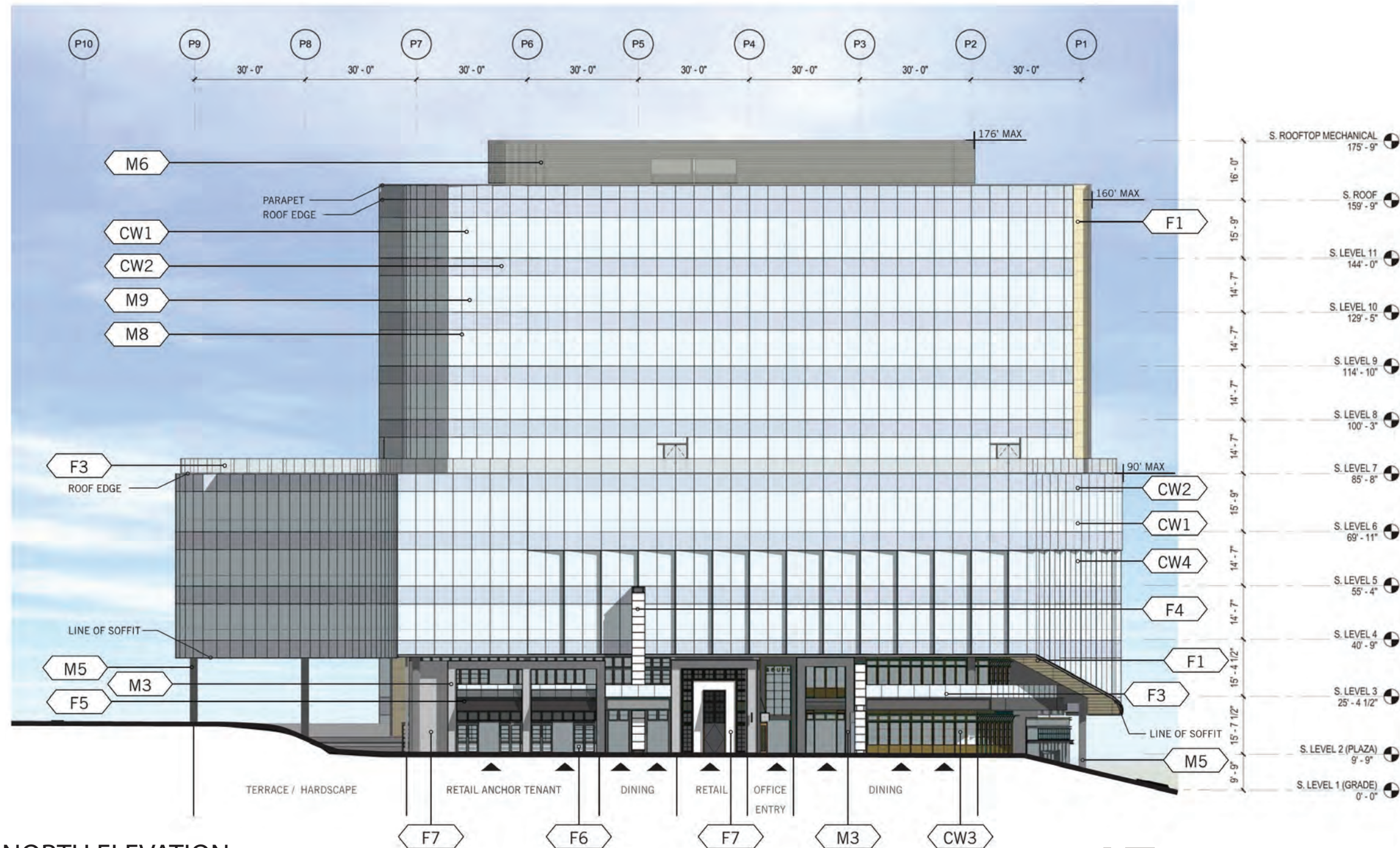
SOUTH TOWER ELEVATION



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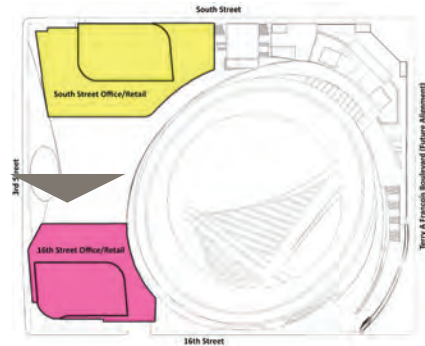
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NORTH ELEVATION

1/32" = 1'-0"

CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING	F1 - RESIN-COATED WOOD PANEL	F7 - STONE (LIGHT COLOR)
CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS	F2 - GLASS FIBER REINFORCED CONCRETE	M2 - PAINTED METAL CANOPY (M1 - NOT USED)
CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING	F3 - GLASS GUARDRAIL	M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL	F4 - RETAIL LIGHT BOX	M4 - PAINTED ALUMINUM FINIS
	F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)	M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
	F6 - ARTICULATED METAL AND GLASS STOREFRONT	M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
		M7 - DECORATIVE METAL LOUVERS
		M8 - BUTT-GLAZED ALUMINUM MULLIONS
		M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)
NORTH ELEVATION

07.6

SOUTH TOWER ELEVATION



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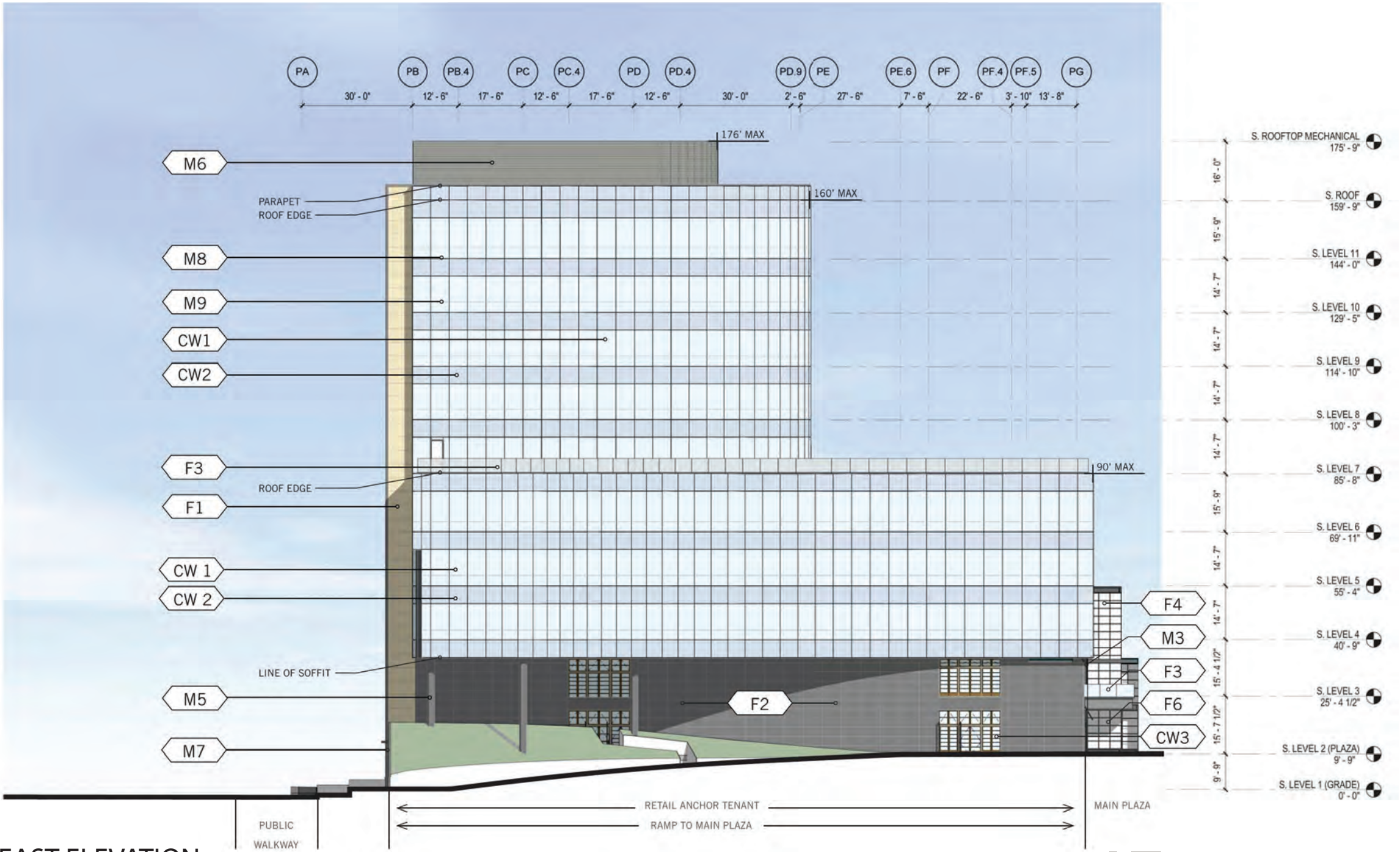
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EAST ELEVATION

07.7

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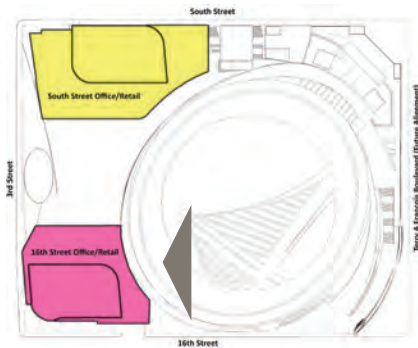
EAST ELEVATION

1/32" = 1' - 0"

CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING
CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS
CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING
CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL

F1 - RESIN-COATED WOOD PANEL
F2 - GLASS FIBER REINFORCED CONCRETE
F3 - GLASS GUARDRAIL
F4 - RETAIL LIGHT BOX
F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)
F6 - ARTICULATED METAL AND GLASS STOREFONT

F7 - STONE (LIGHT COLOR)
M2 - PAINTED METAL CANOPY (M1 - NOT USED)
M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
M4 - PAINTED ALUMINUM FINIS
M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
M7 - DECORATIVE METAL LOUVERS
M8 - BUTT-GLAZED ALUMINUM MULLIONS
M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



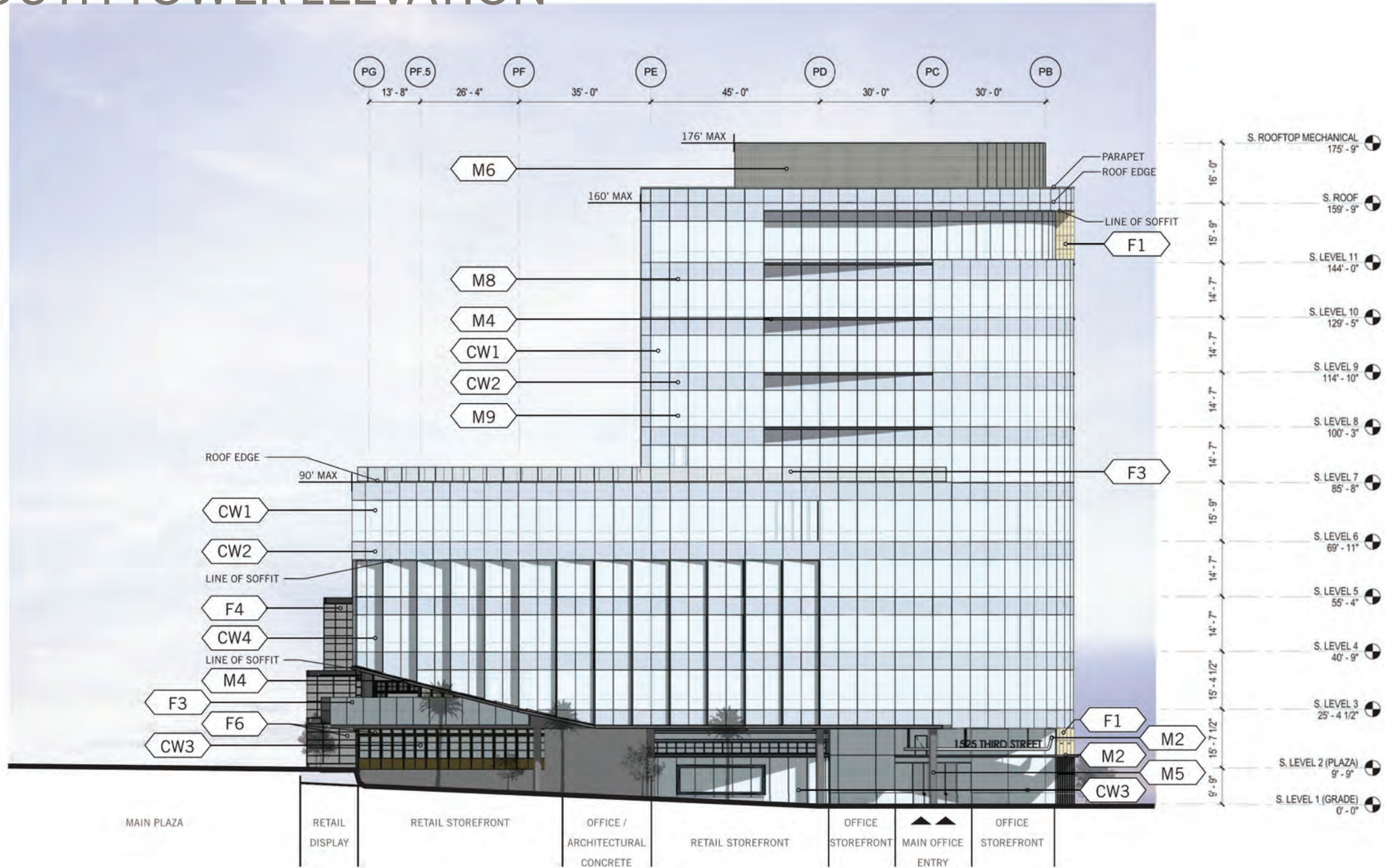
SOUTH TOWER ELEVATION



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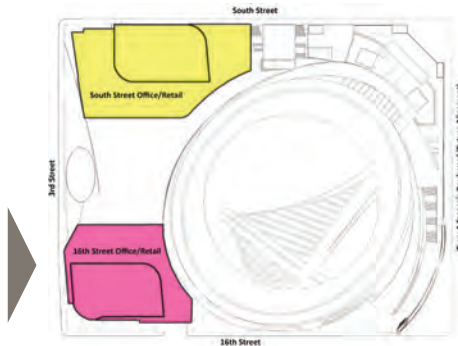
WEST ELEVATION

1/32" = 1'-0"

CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING
CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS
CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING
CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL

F1 - RESIN-COATED WOOD PANEL
F2 - GLASS FIBER REINFORCED CONCRETE
F3 - GLASS GUARDRAIL
F4 - RETAIL LIGHT BOX
F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)
F6 - ARTICULATED METAL AND GLASS STOREFRONT

F7 - STONE (LIGHT COLOR)
M2 - PAINTED METAL CANOPY (M1 - NOT USED)
M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
M4 - PAINTED ALUMINUM FINIS
M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
M7 - DECORATIVE METAL LOUVERS
M8 - BUTT-GLAZED ALUMINUM MULLIONS
M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)
WEST ELEVATION

07.8

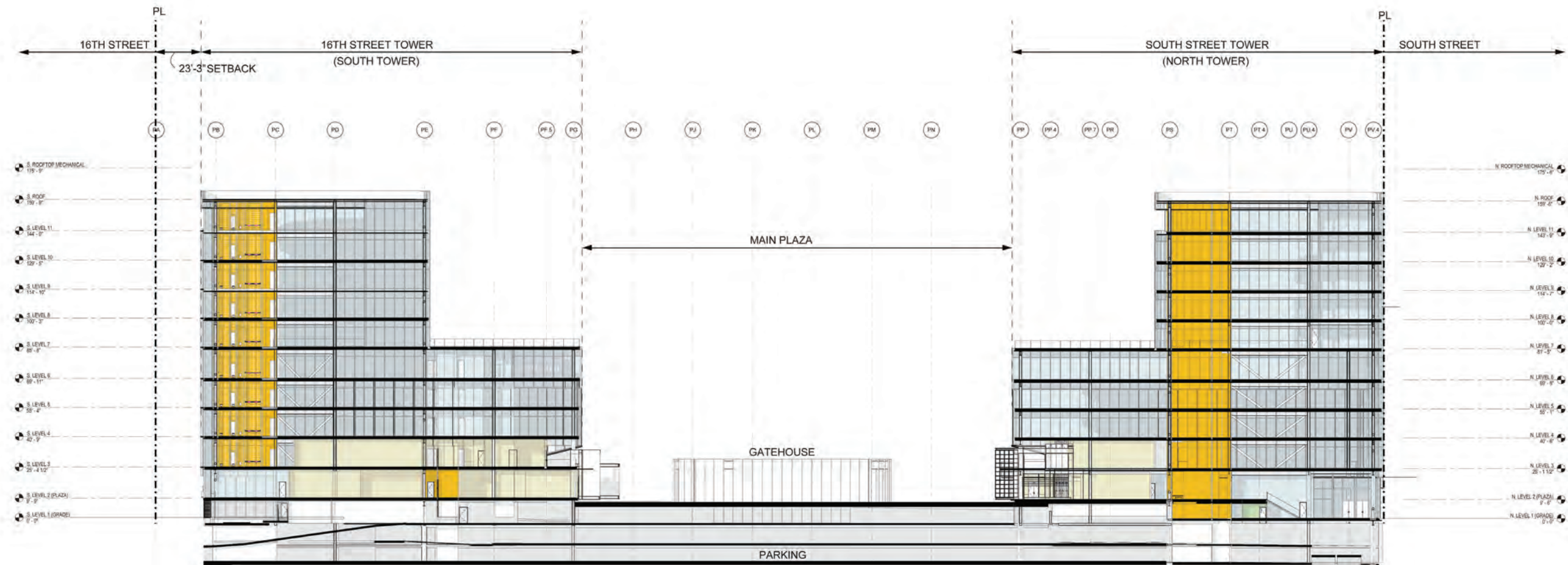
SITE SECTION



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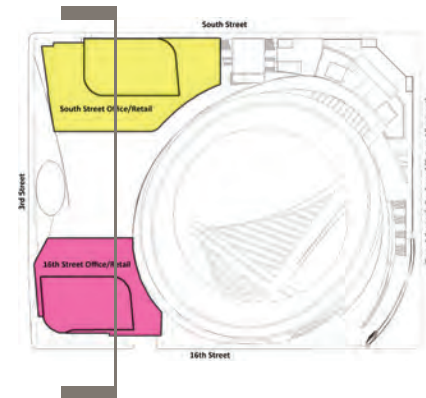
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KEY

	MECHANICAL		CORE		DINING
	OFFICE		RETAIL		

SITE SECTION
1/64" = 1'-0"



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
SITE SECTION

NORTH TOWER SECTION



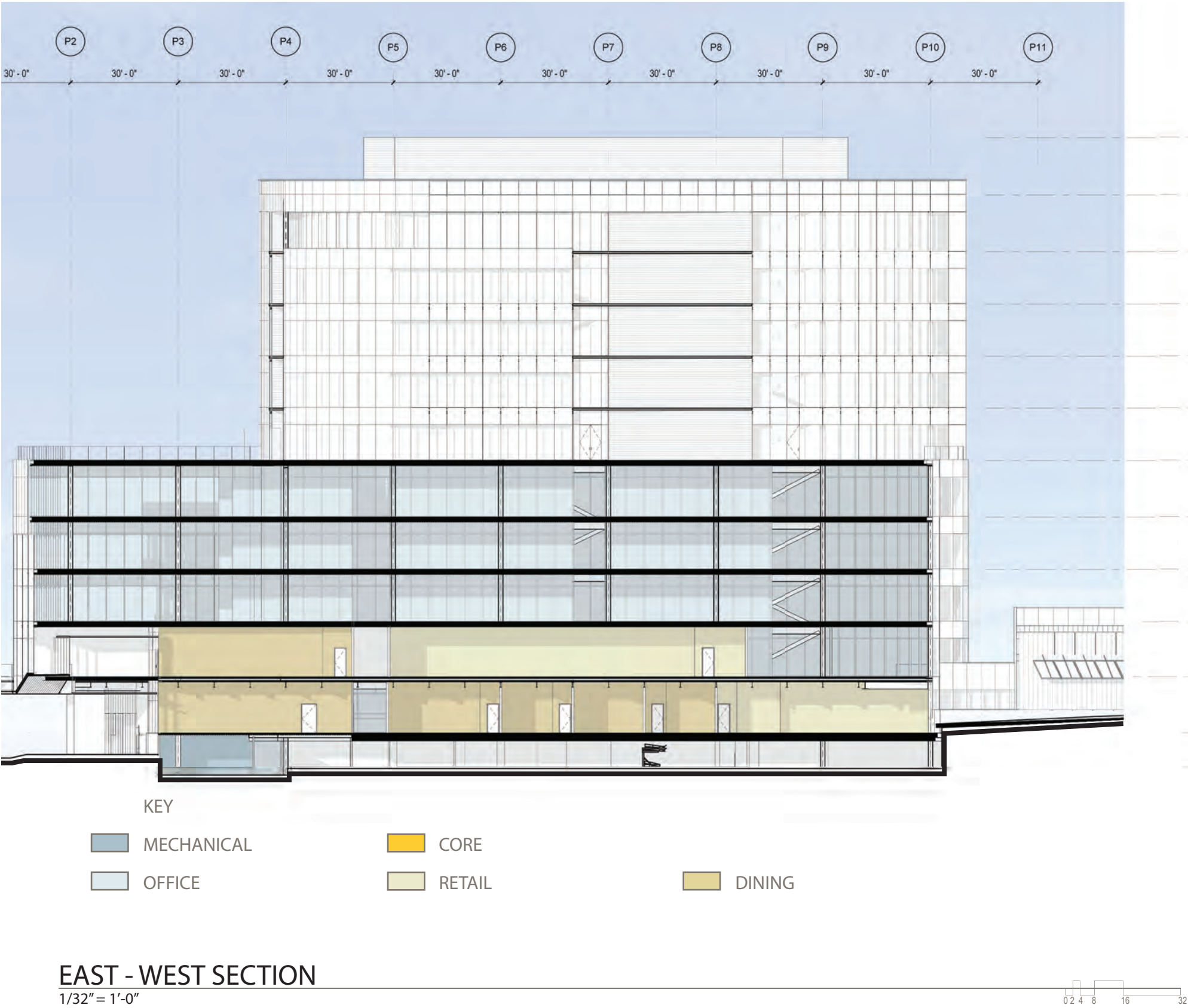
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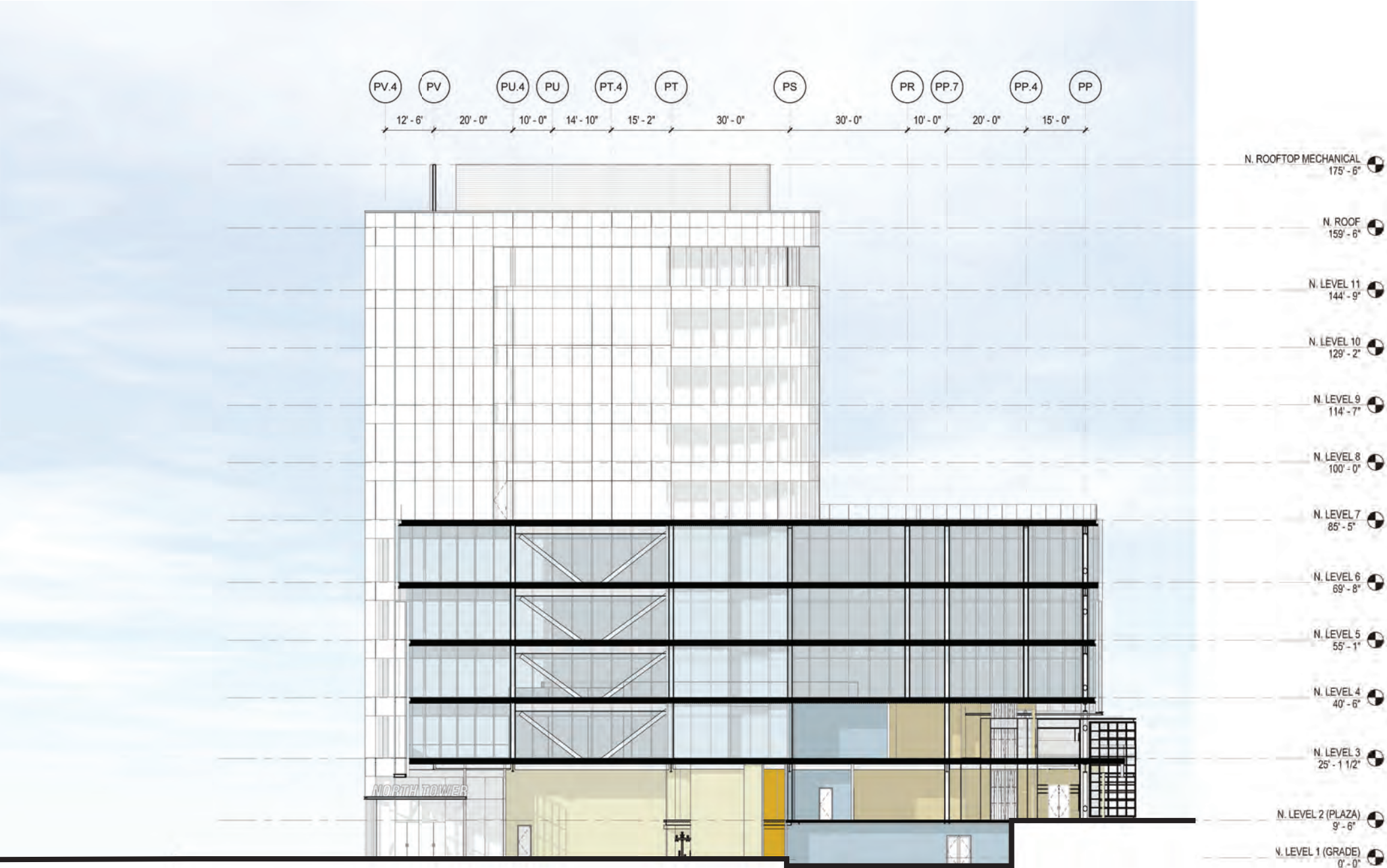
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)
EAST-WEST SECTION

08.2



NORTH TOWER SECTION



KEY

MECHANICAL

OFFICE

CORE

RETAIL

DINING

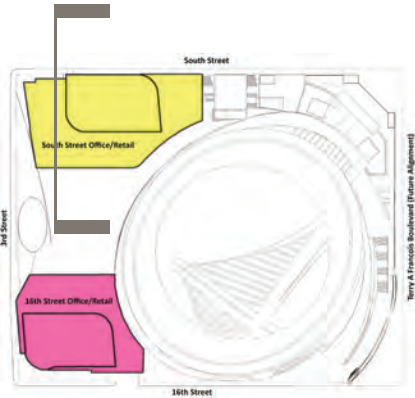
NORTH - SOUTH SECTION
1/32" = 1'-0"



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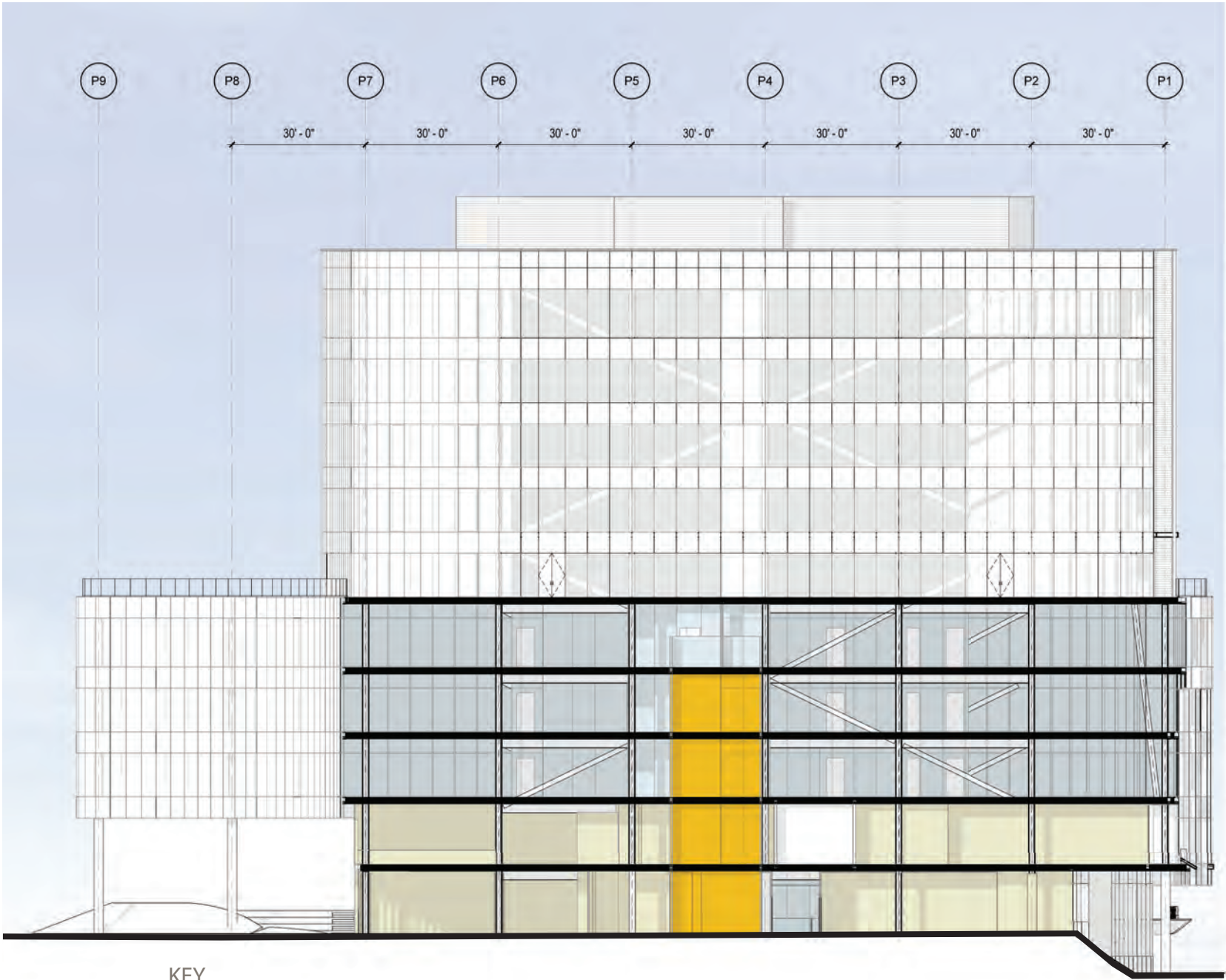
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (North)
NORTH-SOUTH SECTION

SOUTH TOWER SECTION



KEY

- MECHANICAL
- OFFICE
- CORE
- RETAIL
- DINING

- S. ROOFTOP MECHANICAL
175' - 9"
- S. ROOF
159' - 9"
- S. LEVEL 11
144' - 0"
- S. LEVEL 10
129' - 5"
- S. LEVEL 9
114' - 10"
- S. LEVEL 8
100' - 3"
- S. LEVEL 7
85' - 8"
- S. LEVEL 6
69' - 11"
- S. LEVEL 5
55' - 4"
- S. LEVEL 4
40' - 9"
- S. LEVEL 3
25' - 4 1/2"
- S. LEVEL 2 (PLAZA)
9' - 9"
- S. LEVEL 1 (GRADE)
0' - 0"

EAST - WEST SECTION

1/32" = 1'-0"



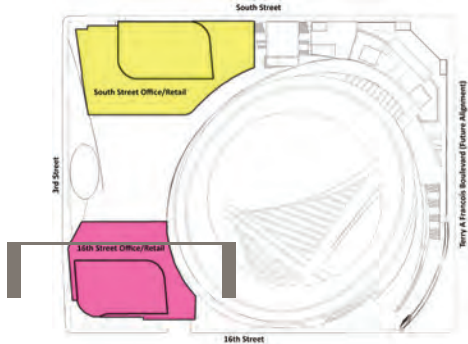
CLIENT
Golden State Warriors

PROJECT TEAM
Pfau Long Architecture &
AE3 Partners - Tower Design
Richyworks - Retail Design
SWA Group & Merrill Morris
Partners - Landscape Design
Kendall/Heaton Associates -
Architect of Record

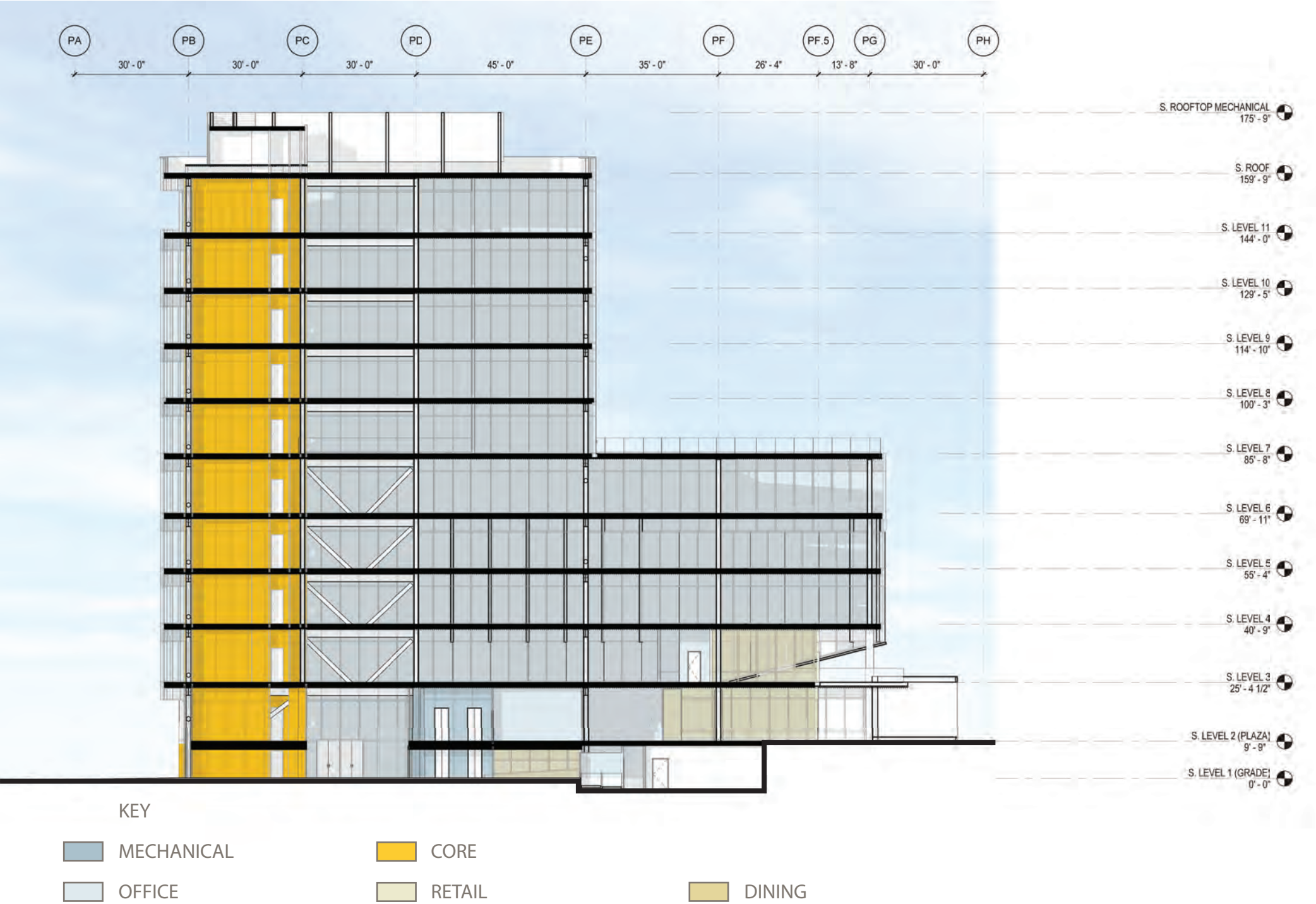
ISSUE DATE
November 5, 2015

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)
EAST-WEST SECTION

08.4



SOUTH TOWER SECTION



NORTH - SOUTH SECTION
1/32" = 1'-0"



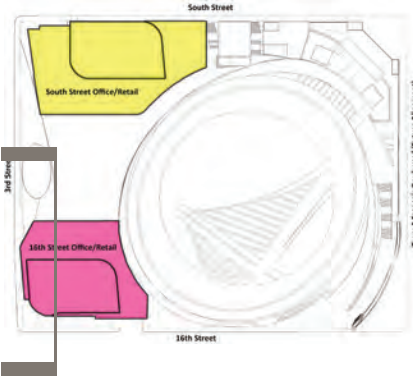
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SWA Group & Merrill Morris
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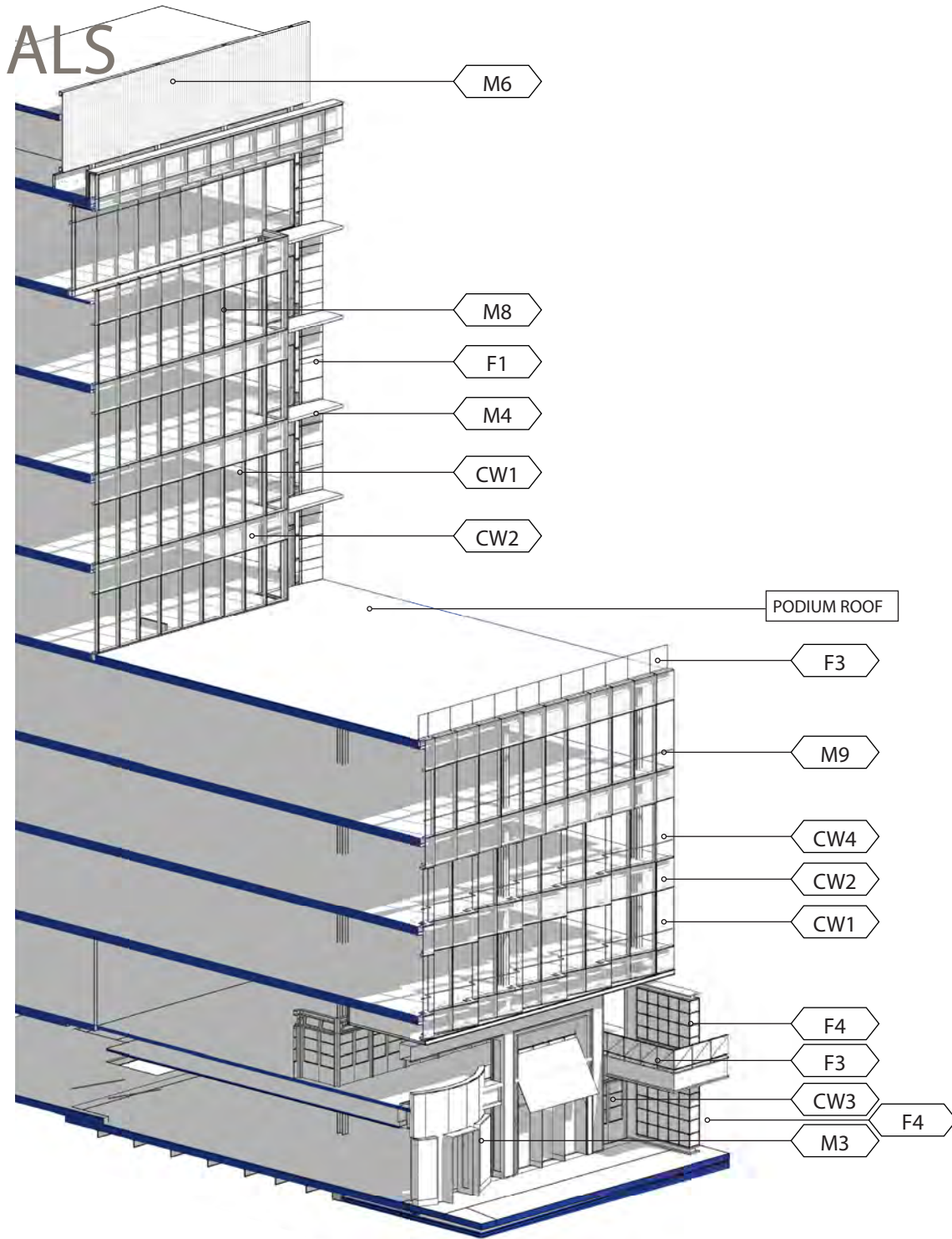
ISSUE DATE
November 5, 2015

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL (South)
NORTH-SOUTH SECTION

08.5



MATERIALS

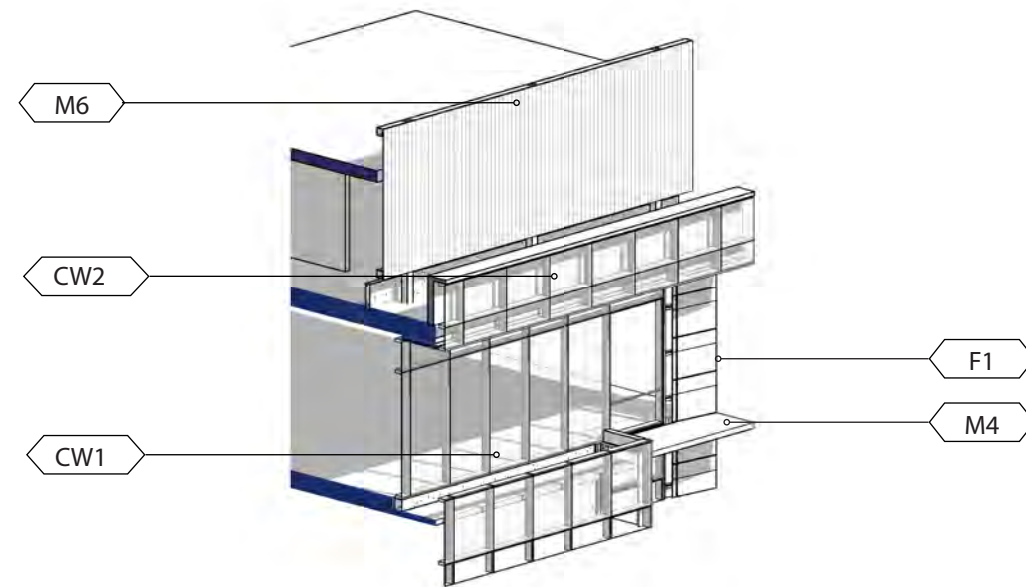


TYPICAL CURTAIN WALL ARTICULATION

N.T.S.

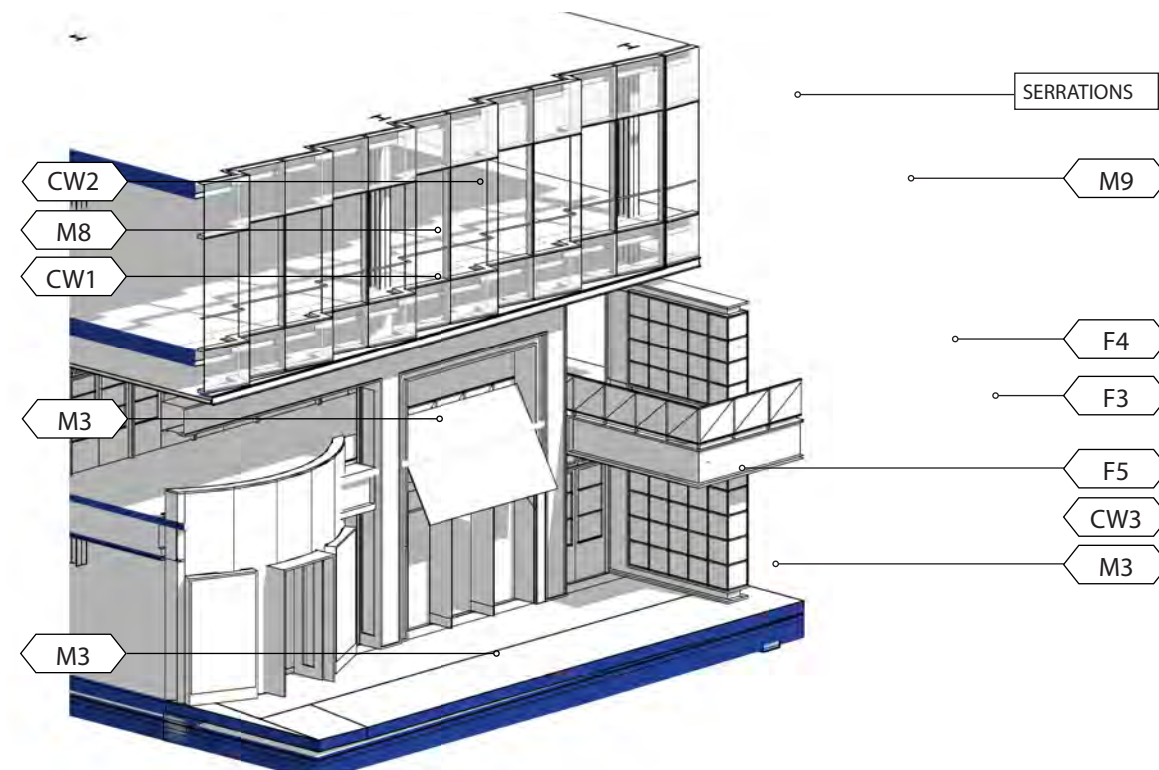
CW1 - STRUCTURAL GLAZED CURTAINWALL - LOW E GLAZING
 CW2 - STRUCTURAL GLAZED CURTAINWALL - FRITTED SPANDREL GLASS
 CW3 - STRUCTURAL GLAZED CURTAINWALL - LOW IRON GLAZING
 CW4 - STRUCTURAL GLAZED CURTAINWALL - SERRATED CURTAINWALL

F1 - RESIN-COATED WOOD PANEL
 F2 - GLASS FIBER REINFORCED CONCRETE
 F3 - GLASS GUARDRAIL
 F4 - RETAIL LIGHT BOX
 F5 - RETAIL AWNINGS (SHOWN TRANSLUCENT)
 F6 - ARTICULATED METAL AND GLASS STOREFONT
 F7 - STONE (LIGHT COLOR)



TYPICAL ROOF ARTICULATION

N.T.S.



TYPICAL RETAIL ARTICULATION

N.T.S.

M2 - PAINTED METAL CANOPY (M1 - NOT USED)
 M3 - PROJECTING METAL FRAME - RETAIL ENTRY PORTAL
 M4 - PAINTED ALUMINUM FINIS
 M5 - METAL COLUMN COVERS - MATTE CHARCOAL FINISH
 M6 - CORRUGATED/PERFORATED METAL MECHANICAL SCREEN
 M7 - DECORATIVE METAL LOUVERS
 M8 - BUTT-GLAZED ALUMINUM MULLIONS
 M9 - ALUMINUM CHAIR RAIL BEYOND GLASS



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MISSION BAY BLOCKS 29-32
 THIRD STREET OFFICE / RETAIL
 MATERIAL APPROACH -
 AXONOMETRIC SECTIONS

09.1

MATERIALS



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CLEAR GLASS

Towers will be clad with vision
glazing treated to reflect solar heat
gain and prevent bird strikes.



TRANSLUCENT PRIVACY FILM



MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

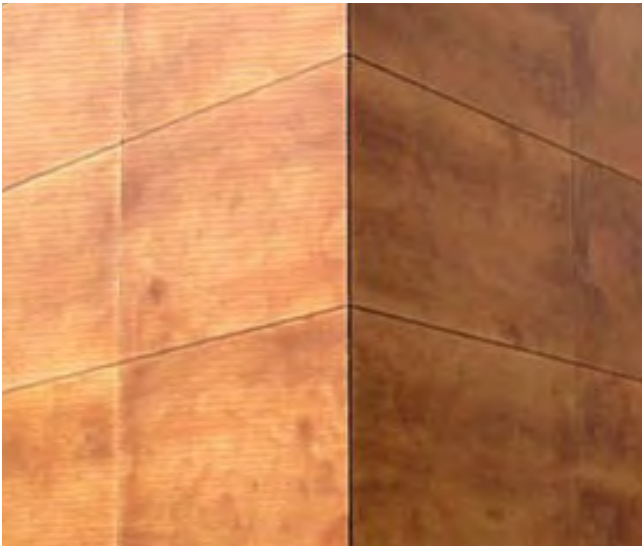
MATERIAL APPROACH

10.1



RESIN-COATED WOOD

Prodema, Trespa, or SwissPearl
(core and soffit cladding)



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MATERIAL APPROACH



EXTERIOR BUILDING FINISHES

Accent materials highlight building design features



CORRUGATED METAL MECHANICAL SCREEN



LOUVERED MECHANICAL SCREEN



ARCHITECTURAL CONCRETE



GLASS GUARDRAIL [PODIUM ROOF]



ALUMINUM FINS



METAL CANOPY

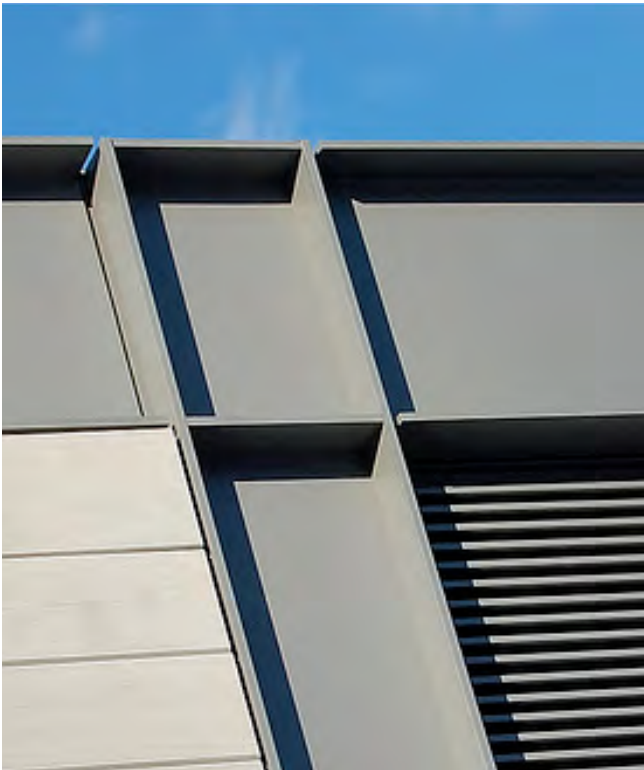
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MATERIAL APPROACH

MATERIALS



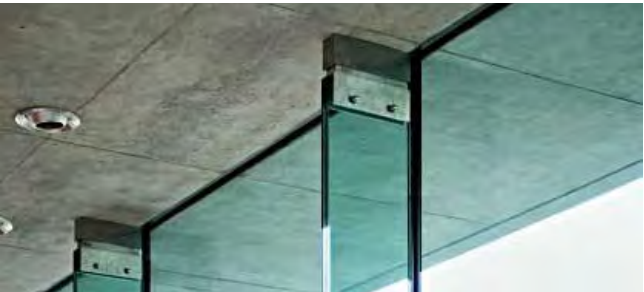
PROJECTING METAL FRAME - RETAIL ENTRY



RETAIL / DINING CANOPIES

RETAIL MATERIAL PALATE

Retail materials include metal, wood, concrete, stone, glazing and illuminated glass. This vocabulary of materials will be consistent, however, tenants will be encouraged to use nuanced versions of these materials to create a more dynamic and variegated environment.



FRAMELESS STOREFRONT SYSTEM



METAL-FRAME STOREFRONT SYSTEM



WOOD-CLAD STOREFRONT SYSTEM



RETAIL LIGHT BOX

NOTE: FOR ADDITIONAL INFORMATION ABOUT MATERIALS, SEE RELATED SUBMITTAL FOR RETAIL

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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MATERIAL APPROACH



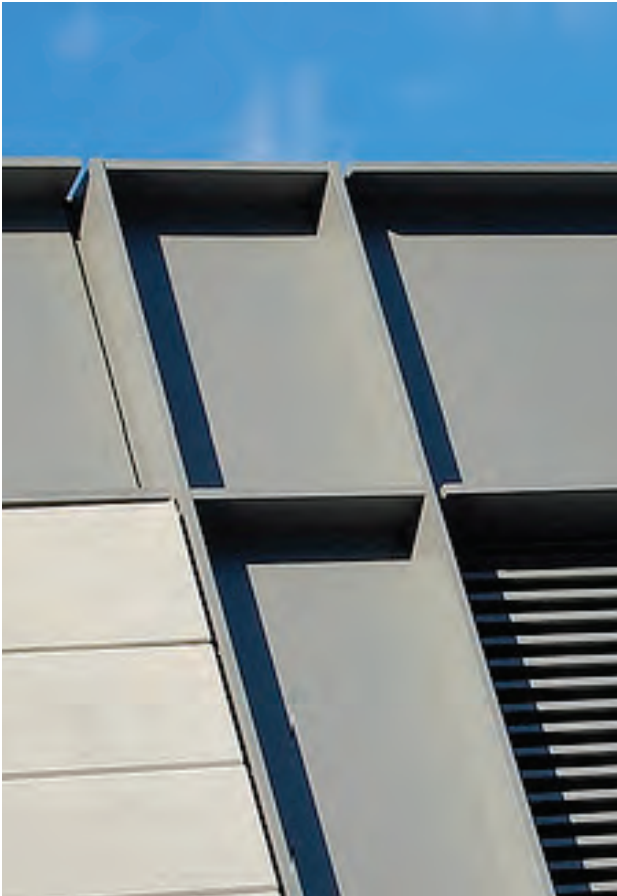
RETAIL FRAME INFILL MATERIAL OPTIONS

Retail materials include metal, wood, concrete, stone, glazing and illuminated glass. This vocabulary of materials will be consistent, however, tenants will be encouraged to used nuanced versions of these materials to create a more dynamic and variegated environment.

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NO INFILL



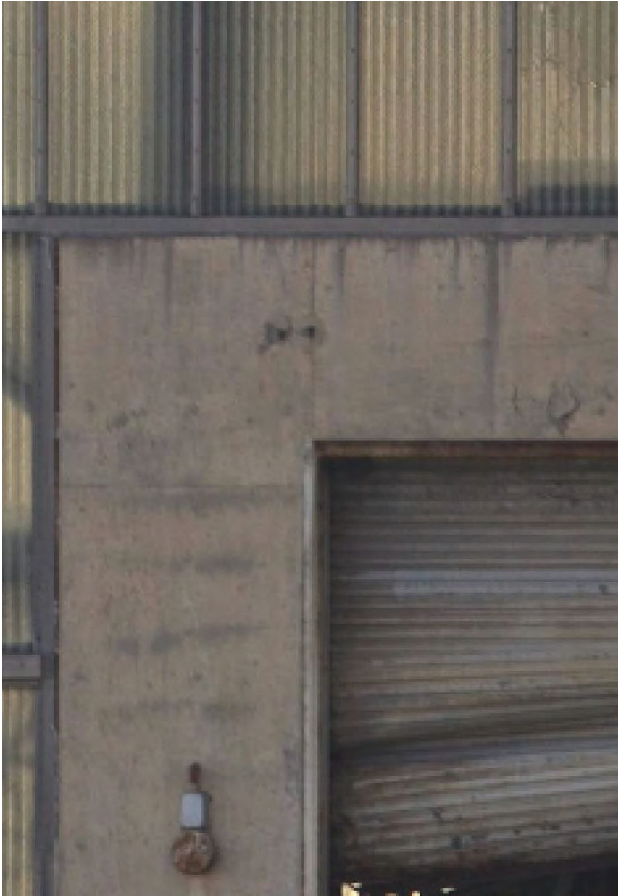
PROPOSED ELEVATION -
NO INFILL



WOOD INFILL



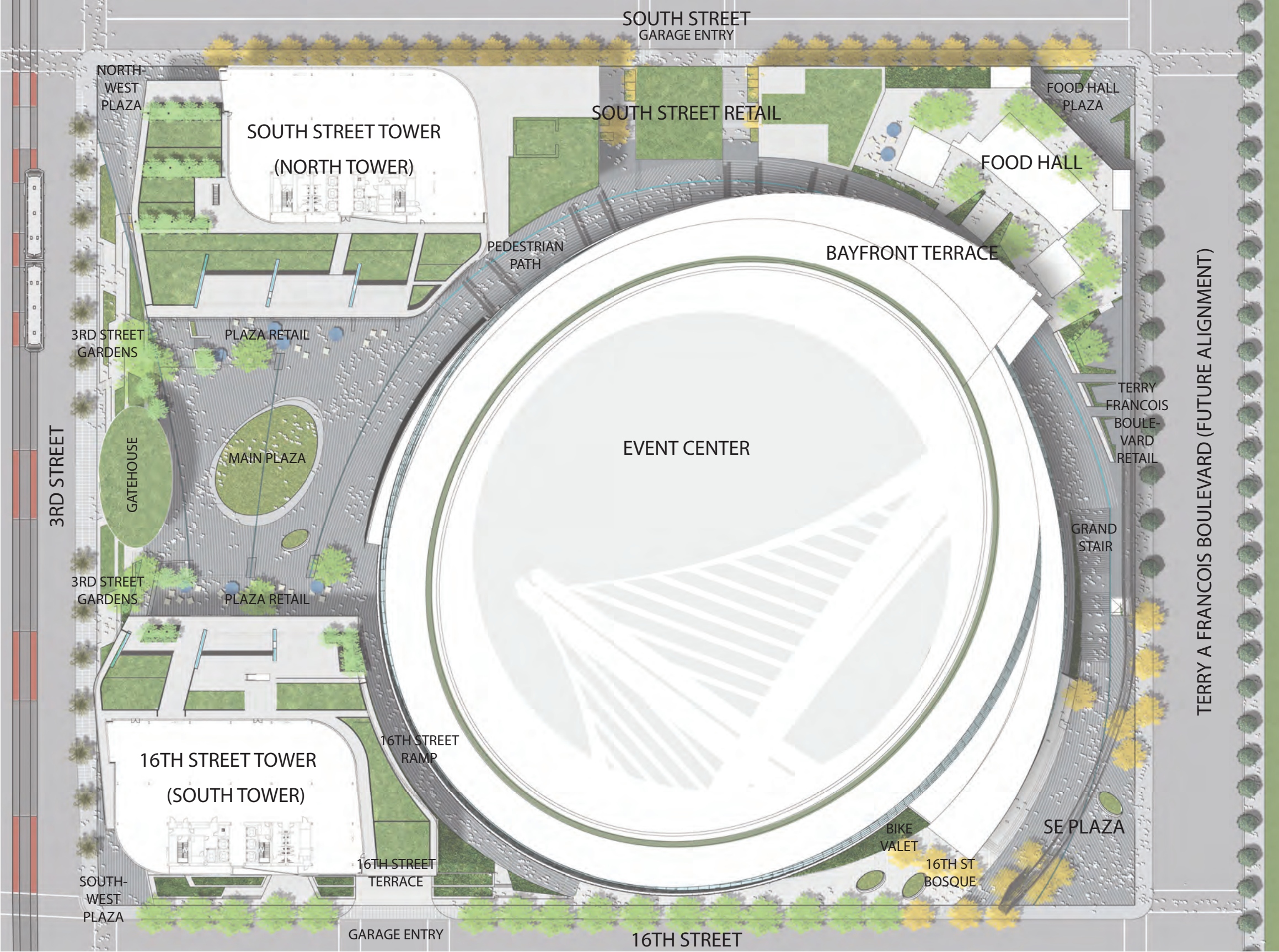
PROPOSED ELEVATION -
MASONRY INFILL



CONCRETE OR MASONRY INFILL

MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
MATERIAL APPROACH

LANDSCAPE OVERVIEW



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL

LANDSCAPE APPROACH

LANDSCAPE OVERVIEW



3RD STREET GARDENS



View at Northwest Plaza looking south to Main Plaza



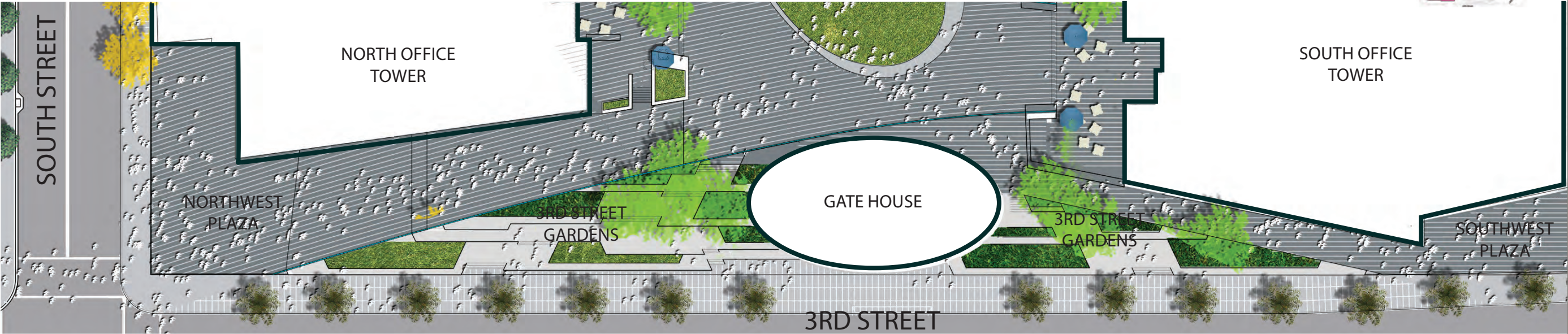
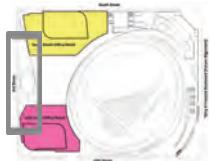
View west across 3rd Street looking at Northwest Plaza



View of 3rd Street Gardens and Gatehouse



View of 3rd Street Gardens and North Office Tower



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Partners - Landscape Design
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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
LANDSCAPE DETAIL

11.1

3RD STREET GARDENS



TREES



Mexican Fan Palm
Washingtonia robusta

Sweet Shade
Hymenoporum flavum

Strawberry Tree
Arbutus marina

PLANTING



White Hydrangea: *Cistus hebe*



California Rush: *Juncus patens*

MATERIALS



[P1] Concrete Unit Pavers



[P3] Cast-in-Place Concrete Sidewalk Paving



[E1] Pre-Cast Concrete Stairs



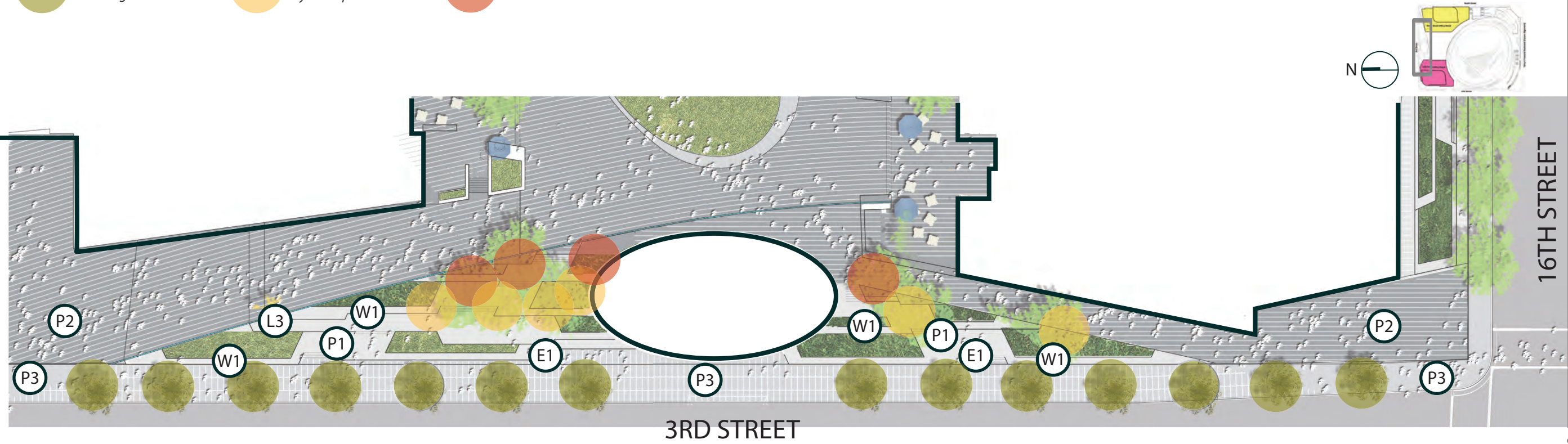
[W1] Cast-in-Place Concrete Seat Wall

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THIRD STREET OFFICE / RETAIL
LANDSCAPE DETAIL



MAIN PLAZA



View at Plaza Retail Level 3 looking north to Main Plaza Event Space



View at Main Plaza looking west to Gatehouse



View at Main Plaza looking east to Event Center



View at Main Plaza looking south to Plaza Retail



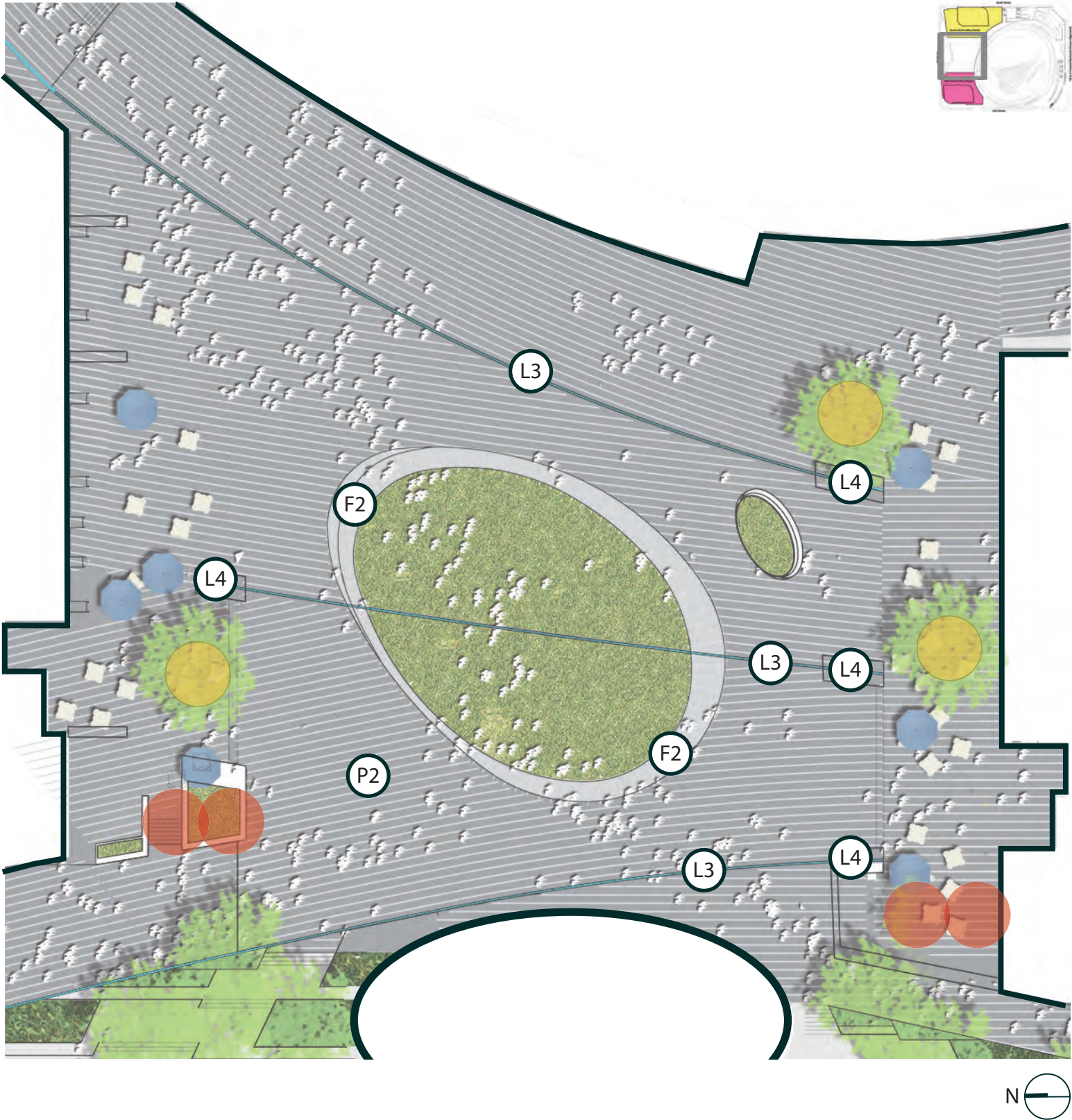
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THIRD STREET OFFICE / RETAIL
LANDSCAPE DETAIL

MAIN PLAZA



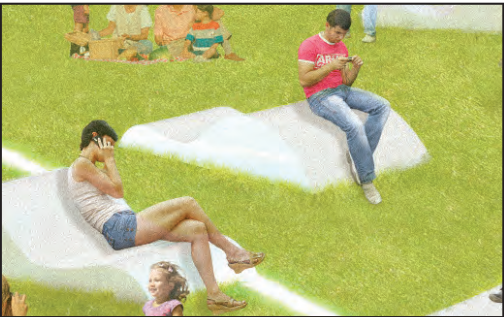
MATERIALS



[P2] Concrete Unit Pavers



[L3] Linear lighting in paving



[F2] Modular Light-Weight Custom Furnishings, Disassembled



[L4] Seating plinth

PLANTING



No - mow fescue blend

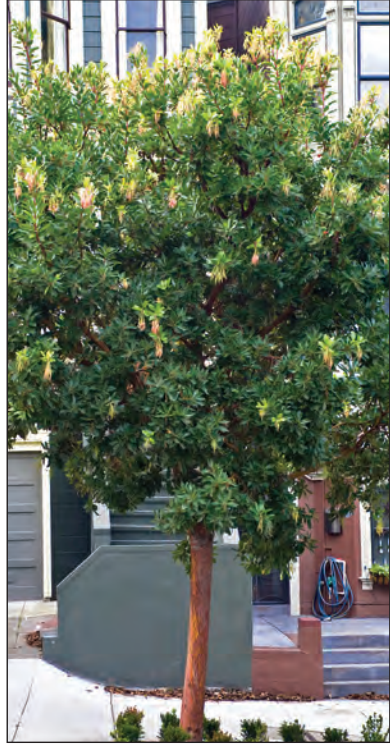


African Iris: *Dietes irridoides*

TREE



Sweet Shade
Hymenosporum flavum



Strawberry Tree
Arbutus marina



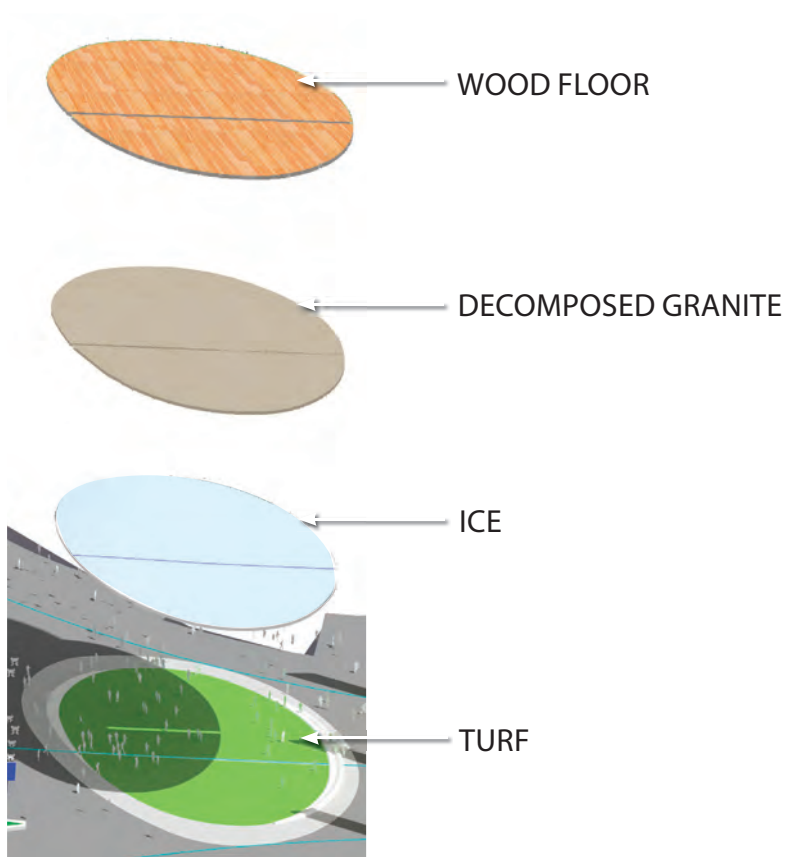
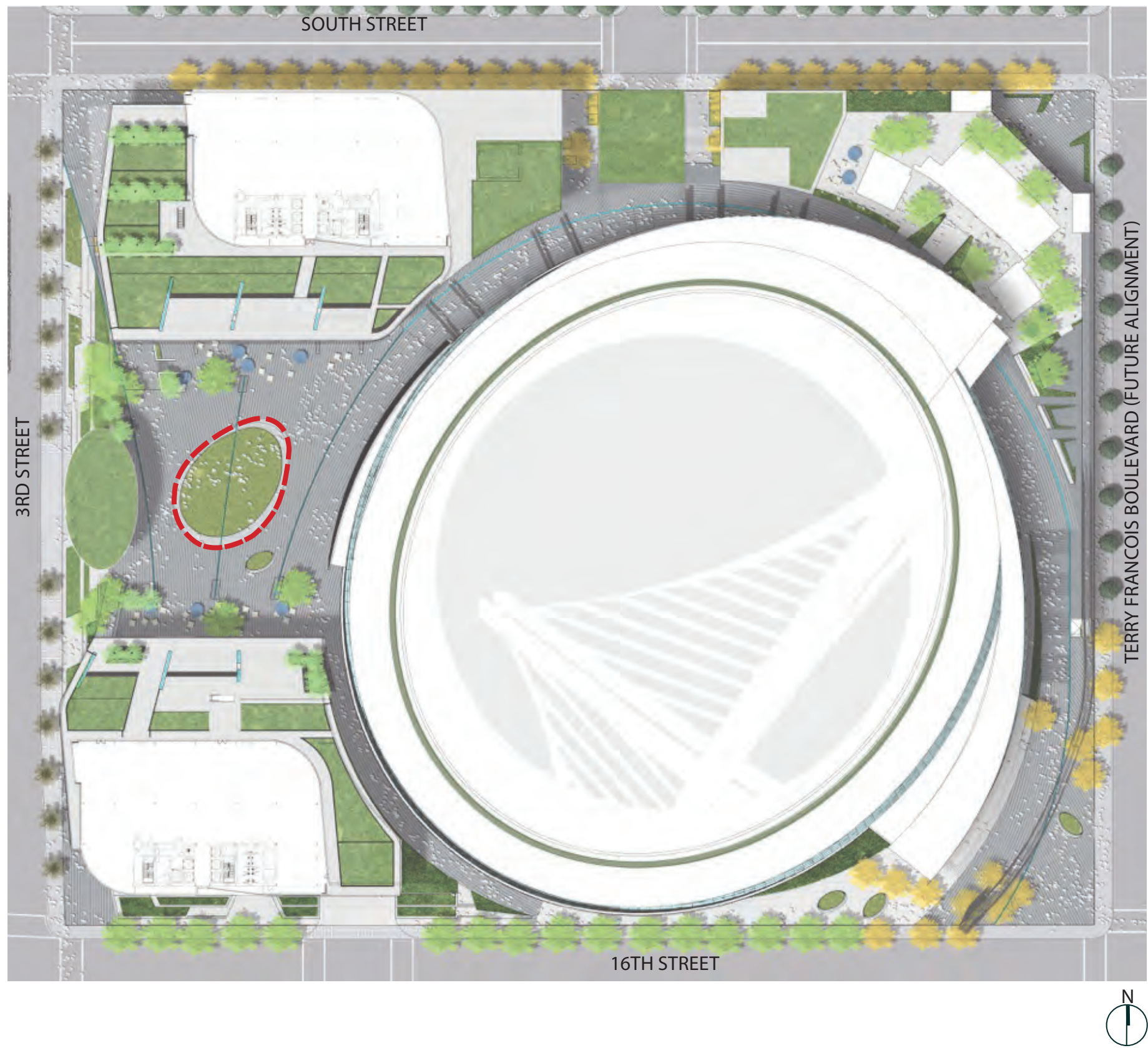
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Golden State Warriors

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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
LANDSCAPE DETAIL

MAIN PLAZA - EVENT SPACE FLEXIBILITY



Main Plaza Event Space

Note: Flexible seating elements and large mobile planters complement the Main Plaza's flexible surface material.



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MISSION BAY BLOCKS 29-32
THIRD STREET OFFICE / RETAIL
LANDSCAPE DETAIL

[END OF DOCUMENT]

ENCLOSURE 2

Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development

CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS: FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES, DISCUSSION OF ALTERNATIVES, AND A STATEMENT OF OVERRIDING CONSIDERATIONS

SAN FRANCISCO MUNICIPAL TRANSPORTATION AGENCY BOARD OF DIRECTORS

I. INTRODUCTION

These findings of fact, decisions regarding mitigation measures and alternatives, and statement of overriding considerations are made and adopted by the San Francisco Municipal Transportation Agency Board of Directors (“SFMTA” or “SFMTA Board”) in its capacity as a responsible agency pursuant to the California Environmental Quality Act, California Public Resources Code section 21000 et seq., (“CEQA”) with respect to the Subsequent Environmental Impact Report (“SEIR”) for the Mission Bay Blocks 29-32 – Event Center and Mixed Use Development Project (“Project”) prepared by the San Francisco Office of Community Investment and Infrastructure’s (“OCII”) for adoption by OCII’s Commission on Community Investment and Infrastructure (“OCII Commission”) in its capacity as lead agency. The OCII Commission, in its capacity as lead agency, has scheduled a hearing for November 3, 2015, to, among other actions, hear and consider Resolution No. XX-2015, to adopt proposed environmental review findings under CEQA and the CEQA Guidelines, including the adoption of a mitigation monitoring and reporting program (“MMRP”) and a statement of overriding considerations in connection with the Project (collectively, “OCII CEQA Findings”). SFMTA has reviewed these OCII CEQA Findings and, as discussed herein, agrees with the evidence and analysis included therein. These SFMTA findings are made in light of substantial evidence in the record of Project proceedings, including but not limited to the Project’s Final Subsequent Environmental Impact Report (“FSEIR”).

The document is organized as follows:

Section II provides a description of the Project and its objectives, describes the environmental review process undertaken by OCII, and identifies the location of the records.

Section III describes the actions to be taken by the SFMTA in its capacity as a responsible agency.

Section IV provides an overview of SFMTA’s findings about significant environmental impacts and mitigation measures, and identifies the mitigation measures that SFMTA is responsible for implementing to mitigate the Project’s significant environmental effects. **Exhibit 1** contains the Mitigation Monitoring and Reporting Program and **Exhibit 2** specifically lists the Mitigation

Measures and Improvement Measures that are within the responsibility and jurisdiction of SFMTA to implement.

Section V identifies the impacts found not to be significant and do not require mitigation.

Sections VI and VIIA identify potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describe the disposition of the mitigation measures proposed in the FSEIR that will mitigate significant environmental effects.

Sections VII and VIIA identify significant impacts that cannot be avoided or reduced to less-than-significant levels and describe any applicable mitigation measures proposed in the FSEIR as well as the disposition of the mitigation measures.

Section VIII provides a description of the alternatives included in the FSEIR. In its consideration of the Project, the OCII CEQA Findings present evidence demonstrating that all of the alternatives are infeasible or undesirable. This article summarizes the OCII CEQA Findings concerning the alternatives.

Section IX contains a Statement of Overriding Considerations, setting forth specific reasons in support of SFMTA's approval actions for the Project in light of the significant unavoidable impacts discussed in Sections VII and VIIA.

The MMRP is attached with these findings as **Exhibit 1** and **Exhibit 2** specifically lists the Mitigation Measures and Improvement Measures that are within the responsibility and jurisdiction of SFMTA to implement. The MMRP is required by CEQA Section 21081.6, subdivision (a)(1), and CEQA Guidelines Sections 15091, subdivision (d), and 15097. **Exhibit 1** provides a table setting forth each mitigation measure listed in the FSEIR that is required to reduce or avoid a significant adverse impact. **Exhibit 1** also specifies the agency responsible for implementation of each measure. Where the Project Sponsor, GSW Arena LLC ("GSW" or "Project Sponsor"), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association ("NBA") team, is required to participate in the implementation of a mitigation measure, **Exhibit 1** also states this requirement. **Exhibit 1** also sets forth agency monitoring actions and a monitoring schedule for each mitigation measure. Where particular mitigation measures must be adopted and/or implemented by particular responsible agencies such as the City and County of San Francisco or one of its departments or commissions, the MMRP clearly identifies the agencies involved and the actions they must take. The full text of each mitigation measure summarized or cited in these findings is set forth in **Exhibit 1**. As explained further in the MMRP, in addition to listing mitigation measures, for the purposes of public disclosure and to assist in implementation and enforcement, the MMRP also lists "improvement measures," "applicable regulations," and the Project Transportation Management Plan ("TMP").

These findings are based upon substantial evidence in the entire record before SFMTA, including the FSEIR prepared by OCII in its capacity as the lead agency responsible for environmental review. The references set forth in these findings to certain pages or sections of the Draft Subsequent Environmental Impact Report (“GSW DSEIR”) or the Comments and Responses document (“RTC”), which together constitute the FSEIR, are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. A full explanation of the substantial evidence supporting these findings can be found in the GSW DSEIR and/or FSEIR, and these findings hereby incorporate by reference the discussion and analysis in those documents supporting the FSEIR’s determinations regarding the Project’s impacts and mitigation measures designed to address those impacts. Reference to the GSW SEIR is intended as a general reference to information that may be found in either or both the GSW DSEIR or RTC.

II. PROJECT DESCRIPTION AND CEQA PROCESS

A. Project Description

The OCII Commission has scheduled a hearing for November 3, 2015, as lead agency responsible for environmental review, in which it will consider taking action to implement substantially the Project identified in Chapter 3 of the FSEIR as modified by Chapter 14 of the FSEIR and the Muni University of California at San Francisco (“UCSF”)/Mission Bay Station Variant as described in Chapter 12 of the FSEIR with the option of the Third Street Plaza Variant. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking on an approximately 11-acre site on Blocks 29-32 within the Mission Bay South Redevelopment Plan Area of San Francisco. By this action, the SFMTA, as a responsible agency, takes action to adopt Mitigation Measures and Improvement Measures to address transportation and circulation impacts related to proposed Project activities.

The Project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east. The proposed event center would host the Golden State Warriors basketball team during the NBA season, and provide a year-round venue for a variety of other assembly and entertainment uses, including concerts, family shows, other sporting events, cultural events, conferences, and conventions.

The proposed roughly circular-shaped event center building would be located in the central-east portion of the site. The event center building would be approximately 135 feet at its roof peak, and would include multiple levels of varying elevations. The event center would be approximately 775,000 gross square feet (“gsf”) and would be programmed with a capacity of 18,064 seats for basketball games, but could be reconfigured for concerts for a maximum

capacity of about 18,500. The performance and seating areas could also be reconfigured in a cut-down configuration to create a smaller venue space.

Two office and retail buildings would be located on the west side of the Project site. Specifically, one would be located at the northwest corner of site at Third and South Streets (“South Street office and retail building”). The other would be located at the southwest corner of the site at Third and 16th Streets (“16th Street office and retail building”). The South Street office and retail building would be approximately 345,000 gsf, and the 16th Street office and retail building would be approximately 300,000 gsf. Both buildings would be 11 stories (160 feet tall at building rooftop); each office and retail building would consist of a podium ground level plus 5 podium levels (90 feet tall), with a 5-story (70-foot tall) tower (with smaller floorplate than the podium) above. These buildings could serve a variety of office and/or research and development uses, with retail uses on the lower floor(s).

Additional retail uses would front on South Street and Terry A. Francois Boulevard, including an approximately 32,000 gsf 3-story, 41-foot high “food hall” located at the corner of Terry A. Francois Boulevard and South Street. An approximately 11,550 gsf 2-story, 38-foot high “gatehouse” building would be located mid-point along Third Street and would provide retail uses and house elevators/escalators connecting to parking facilities on lower floors.

Approximately 3.2 acres of open space would be designed within the site, including a proposed Third Street Plaza (elevated at approximately 8 to 12 feet above Third Street) on the west side of the Project site between the event center and Third Street, and a proposed ground-level Southeast Plaza in the southeastern corner of the site.

Three levels of enclosed onsite parking (two below grade: Lower Parking Levels 1 and 2, and one at street level: Upper Parking Level) would be located below the office and retail buildings and plaza areas. A total of 950 vehicle parking spaces are proposed on-site, including spaces for Fuel Efficient Vehicles (“FEV”) and carpool vehicles. The Project also includes use of 132 existing off-site parking spaces in the 450 South Street parking garage, primarily accessed from South Street directly north of the Project site, to provide additional parking to serve the Project employees. The Project would also have 30 commercial loading spaces serving the Project uses, including 13 on-site below grade loading spaces and 17 on-street commercial loading spaces provided on South Street (8 spaces), Terry A. Francois Boulevard south of South Street (8 spaces), and 16th Street (1 space).

1. Muni UCSF/Mission Bay Station Variant

The Project incorporates the Muni UCSF/Mission Bay Station Variant, which is a minor variation of the Project in which, rather than extending the northbound platform only, the existing high-level northbound and southbound passenger platforms at the UCSF/Mission Bay

light rail stop would be removed and replaced with a single high-level center platform to accommodate both northbound and southbound light rail service passengers. The new center platform would be located between the northbound and southbound light rail tracks in the general location of the existing UCSF/Mission Bay Station southbound platform. The platform would be approximately 320 feet long by 17 feet wide (the existing side platforms are about 160 feet long by 9 feet wide) and would allow for two two-car light rail trains to simultaneously board or alight passengers along the platform.

2. Third Street Plaza Variant

The Third Street Plaza variant is a minor variation of the Project. Under this variant, the area of the proposed Third Street Plaza would be modified to be consistent with the design standards of the UCSF view easement on the Project site. Consequently, the “gatehouse” building, located mid-block along Third Street under the Project, would be relocated and the elevated main plaza would be replaced with an at-grade “event space” with no above-grade structural development. As a result, the variant would not require approval by UCSF for termination of their view easement that extends east from Third Street onto the Project site. This variant may be implemented at the election of the developer. The Project impacts and mitigation discussed below would not be affected by this election.

B. Project Area

1. Mission Bay

The approximate 300-acre Mission Bay Redevelopment Plan Area is located along San Francisco's central Bay waterfront, straddling Mission Creek Channel. In general, the Plan Area is bounded by Townsend Street to the north, Interstate 280 and Seventh Street to the west, Mariposa Street to the south, and San Francisco Bay to the east.

Before 1998, Mission Bay was characterized by low-intensity industrial development and vacant land. Since adoption of the North and South Plans in 1998, Mission Bay has undergone redevelopment into a mixture of residential, commercial (light industrial, research and development, labs and offices), retail, and educational/institutional uses and open space. As of 2014, 4,067 housing units (including 822 affordable units) of the planned 6,400 housing units within Mission Bay (roughly 64 percent) were complete, with another 900 (including 150 affordable units) under construction. Regarding office and laboratory space, approximately 1.7 million square feet of the 4.4 million square feet in the Mission Bay Plan Area (approximately 39 percent) was complete.

Approximately 82 percent of the previously-approved 2.65 million-square-foot UCSF North Campus has been developed, including six research buildings, an academic/office building, a campus community center, and a university housing development. The first phase of the UCSF Mission Bay Medical Center opened in early 2015. In addition, in November 2014, UCSF

approved the Final UCSF 2014 Long Range Development Plan, which provides for additional planned development on the UCSF campus at Mission Bay through 2035. The City's new Public Safety Building at Third and Mission Rock Streets also became operational in April 2015. More than 15 acres of new non-UCSF parks and open space within Mission Bay have also been completed.

2. Project Site

No buildings are currently located on the site. Portions of the site are unutilized, including a depressed area (measuring approximately 320 feet by 280 feet) created by an excavation and backfill associated with a prior environmental cleanup on the site. Other portions of the site are currently used for surface parking. Specifically, paved surface metered parking facilities are located in the west and north portions of the site. The existing surface parking facilities are accessed from 16th Street and South Street and include a total of 605 parking spaces. Chain link fencing is installed on the perimeter of the Project site.

3. Surrounding Uses

The UCSF Mission Bay campus is located west, northwest, southwest, and partially south of the Project site. Fronting on Third Street directly west of the Project site is an eight-story UCSF parking structure ("Third Street Garage"), and the UCSF Global Health and Clinical Sciences Building ("Mission Hall"). To the northwest of the Project site fronting along Third Street is UCSF Hearst Tower, a 14-story building containing student housing; and to the north of that is the UCSF Helen Diller Family Cancer Research building. To the southwest of the Project site fronting along Third Street is a complex containing the UCSF Energy Center, Betty Irene Moore Women's Hospital, Bakar Cancer Hospital, and Benioff Children's Hospital, which opened in February 2015. The UCSF Benioff Children's Hospital helipad, located atop the roof of the UCSF Ron Conway Gateway Medical Building at 1825 4th Street, also began operating in February 2015. Directly south of the Project site across 16th Street, between Third Street and Illinois Street, is a vacant lot recently acquired by UCSF (Blocks 33 and 34), which is planned for office space and possible outpatient clinical use development starting in 2016.

Directly south of the Project site across 16th Street, between Illinois Street and Terry A. Francois Boulevard, is a recently-constructed six-story office building (409 Illinois Street) housing FibroGen Life Science and other biotech/high tech companies, and south of that is another recently-constructed six-story office building (499 Illinois Street) with biotech and UCSF clinical uses.

Directly north of the Project site across and fronting on South Street are (from west to east) a vacant lot (recently acquired by Uber Technologies and Alexandria Real Estate Equities) and planned for development of office space, a six-story parking garage (450 South Street), and a six-story office building housing the Old Navy corporate headquarters.

Immediately east of the Project site and west of Terry A. Francois Boulevard are City-owned parcels containing covered stockpiled materials. The planned Bayfront Park is located on Mission Bay Plan parcels P21 through P24, located northeast, east, and partially south of the Project site. The north portion of the park (“P21”), located east of Terry A. Francois Boulevard, between Mission Bay Boulevard South and just south of Pierpoint Lane) is complete, and includes a landscaped parking lot and boat launch. The currently undeveloped central portion of the Bayfront Park is located east of the Project site across Terry A. Francois Boulevard (on P22, from just south of Pierpoint Lane to just south of 16th Street). This portion of the park presently includes a paved trail (which constitutes a segment of the Bay Trail), surface parking lot, and unimproved open space. Construction of the south portion of Bayfront Park (on P23 and P24), located west of Terry A. Francois Boulevard between 16th Street and Mariposa Street, is currently underway in 2015 and scheduled for completion in 2016.

C. Project Objectives

Consistent with Section 103 of the Mission Bay South Redevelopment Plan and as presented in the *Mission Bay Final Subsequent Environmental Impact Report* (“Mission Bay FSEIR”), certified in September 1998, the primary objectives of the Mission Bay Redevelopment Plan are:

- Eliminating blighting influences and the correction of environmental deficiencies in the Project Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities, and utilities.
- Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco, which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000-gross sq. ft. program analyzed in the UCSF 1996 Long Range Development Plan (“LRDP”).
- Assembling of land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Project Area.
- Replanning, redesigning, and developing of undeveloped and underdeveloped areas which are improperly utilized.
- Providing flexibility in the development of the Project Area to respond readily and appropriately to market conditions.
- Providing opportunities for participation by owners in the redevelopment of their properties.
- Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through the installation of needed site improvements and expansion

and improvement of the housing supply by the construction of approximately 6,090 market-rate units, including 1,700 units of very low-, low- and moderate-income housing.

- Strengthening the economic base of the Project Area and the community by strengthening retail and other commercial functions in the Project Area through the addition of approximately 1.5 million gross sq. ft. of retail space, a major hotel, and about 5,557,000 gross sq. ft. of mixed office, research and development, and light manufacturing uses.
- Facilitating emerging commercial-industrial sectors, including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, biotechnical research, telecommunications, business service, multi-media services, and related light industrial through improvement of transportation access to commercial and industrial areas, improvement of safety within the Project Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
- Facilitating public transit opportunities to and within the Project Area to the extent feasible.
- Providing land in an amount of approximately 47 acres for a variety of open spaces.
- Achieving the objectives described above in the most expeditious manner feasible.

Consistent with the overall objectives of the Mission Bay Redevelopment Plan, GSW's objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are to:

- Construct a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.
- Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.
- Develop a project that meets high-quality urban design and high-level sustainability standards.
- Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.

- Provide adequate parking and vehicular access that meets NBA and Project Sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.
- Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.
- Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act ("AB 900"),¹ as amended.

D. Environmental Review

1. Preparation of the FSEIR

As noted above, the EIR prepared for the Project is an SEIR, tiered from the certified *Mission Bay Final Subsequent Environmental Impact Report* ("Mission Bay FSEIR"), which provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the Mission Bay North Redevelopment Plan and Mission Bay South Redevelopment Plan). The Mission Bay FSEIR evaluated the potential environmental effects of the overall development of the approximately 300-acre Mission Bay Plan Area.

The Project at Blocks 29-32 is a subsequent activity allowed under, and consistent with, the Mission Bay South Redevelopment Plan. Consistent with the major redevelopment objectives in the Mission Bay South Redevelopment Plan, the Project would further diversify the economic base of the Mission Bay South Redevelopment Plan Area and add retail and entertainment amenities to the area. The Project would also provide Mission Bay employees and residents with additional opportunities to engage in recreational activities near their homes and jobs. The Project also promotes the Plan Bay Area's objective to create "neighborhoods where transit, jobs, schools, services and recreation are conveniently located near people's homes." (See Association of Bay Area Governments ("ABAG") / Metropolitan Transportation Commission ("MTC") Plan Bay Area, p. 42.)

On November 19, 2014, OCII, as lead agency responsible for administering the environmental review for private projects in the Mission Bay North and South Redevelopment Plan Area of San

¹ AB 900, effective January 1, 2012, provides streamlining benefits under CEQA for privately-financed projects located on an infill site that has been determined to generate thousands of jobs and include state-of-the-art pollution reductions.

Francisco, issued a Notice of Preparation (“NOP”) to notify and inform agencies and interested parties about the Project and to initiate the CEQA environmental review process for the Project. The NOP included an Initial Study, which described and analyzed environmental resource areas that would not be significantly affected by the Project and included mitigation measures to reduce certain impacts to less than significant levels. The Initial Study determined that the following topics were adequately analyzed in the Mission Bay FSEIR such that the Project would have no new significant impacts or no substantially more severe impacts previously found significant on these resources: Land Use; Population and Housing; Cultural and Paleontological Resources; Recreation; Air Quality (odors); Utilities and Services Systems (water supply and solid waste); Public Services (schools, parks, and other services); Biological Resources; Geology and Soils; Hydrology and Water Quality (groundwater, drainage, flooding, and inundation); Hazards and Hazardous Materials; Mineral and Energy Resources; and Agricultural and Forest Resources. As discussed further in the Initial Study and the RTC in the FSEIR, the Project as mitigated in the Initial Study will result in a less than significant impacts with respect to each of the above-listed topics.

During a 30-day public scoping period that ended on December 19, 2014, OCII accepted comments from agencies and interested parties identifying environmental issues that should be addressed in the GSW DSEIR. In addition, a public scoping meeting was held on December 9, 2014, to receive oral comments on the scope of the GSW DSEIR. As explained in the OCII CEQA Findings, OCII considered the comments made by the public and agencies in preparing the GSW DSEIR on the Project.

The GSW DSEIR for the Project was published on June 5, 2015, and circulated to local, state, and federal agencies and to interested organizations and individuals for review from June 5, 2015, through July 27, 2015, for a total public comment period of 52 days. Paper copies of the GSW DSEIR were made available for public review at the following locations: (1) OCII, at 1 South Van Ness Avenue, 5th Floor, San Francisco, California; (2) San Francisco Planning Department, 1660 Mission Street, 1st Floor, Planning Information Counter, San Francisco, California; (3) San Francisco Main Library, 100 Larkin Street, San Francisco, California; and (4) San Francisco Library, Mission Bay Branch, 960 4th Street, San Francisco, California.² On June 5, 2015, the Planning Department also distributed notices of availability of the GSW DSEIR, published notification of its availability in a newspaper of general circulation in San Francisco, and posted notices at the Project site.

² Electronic copies of the GSW DSEIR and the administrative record could be accessed through the internet on the OCII website, Mission Bay webpage starting on June 5, 2015 at the following address: <http://www.sfocii.org/index.aspx?page=61>, and on the Planning Department website, Environmental Impacts and Negative Declarations webpage at the following address: <http://www.sf-planning.org/index.aspx?page=1828>.

During the public review period, OCII conducted a public hearing to receive oral comments on the GSW DSEIR. The public hearing was held before the OCII Commission on June 30, 2015, at San Francisco City Hall. A court reporter present at the public hearing transcribed the oral comments verbatim and prepared a written transcript. During the GSW DSEIR public review period, OCII received comments from approximately nine public agencies, 11 non-governmental organizations, and 155 individuals. See Chapter 11 of the FSEIR for a complete list of persons commenting on the GSW DSEIR.

The GSW DSEIR addressed environmental resource areas upon which the Project could result in potentially significant, physical environmental impacts as well as identified and analyzed alternatives to the Project. Specifically, the GSW DSEIR analyzed impacts to the following resources: Transportation and Circulation; Noise and Vibration; Air Quality; Greenhouse Gas Emissions; Wind and Shadow; Utilities and Service Systems (wastewater and stormwater); Public Services (police and fire services); and Hydrology and Water Quality (wastewater, stormwater, and flood hazards).

On October 23, 2015, OCII published the FSEIR, consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the RTC in fulfillment of requirements of CEQA and consistent with CEQA Guidelines Section 15132.

2. CEQA Streamlining

In addition to tiering from the Mission Bay FSEIR and focusing the environmental analysis on potentially significant impacts of the Project as identified in the Initial Study (see, e.g., GSW DSEIR, pp. 2-2 to 2-8; RTC, pp. 13.3-22 to 13.3-31), the SEIR utilizes CEQA streamlining provisions set forth in Public Resources Code section 21099.

Public Resources Code Section 21099(d), effective January 1, 2014, provides that, “aesthetics and parking impacts of a [1] residential, mixed- use residential, or employment center project on an [2] infill site [3] located within a transit priority area shall not be considered significant impacts on the environment.” The Project meets all three of the criteria set forth in Public Resources Code Section 21099(d). The Project qualifies as an employment center project because the Project site is designated Commercial Industrial / Retail within the Mission Bay South Redevelopment Plan and the Project includes a floor area ratio that exceeds 0.75. (Pub. Resources Code, § 21099, subd. (a)(1).) The Project site constitutes an infill site because, among other reasons, the site is located in an urban area within the City of San Francisco and was previously developed with industrial and commercial uses. (Pub. Resources Code, § 21099, subd. (a)(2).) Finally, the Project is located within a transit priority area because, among other reasons, the Project site is located within one-half mile of several transit routes, including SFMTA Muni Metro stops connecting 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. (Pub.

Resources Code, §§ 21064.3, 21099, subd. (a)(7).) Thus, CEQA does not require the SEIR to consider either aesthetics or the adequacy of parking in determining the significance of Project impacts.

Public Resources Code Section 21099(d) states that a Lead Agency maintains the authority to consider aesthetic impacts pursuant to local design review ordinances or other discretionary powers. Consistent with OCII's normal procedures, the design review process considers relevant design and aesthetic issues. Furthermore, for informational purposes, Chapter 3 of the GSW DSEIR, Project Description, includes graphic depictions of the Project and Chapter 5, Section 5.2, of the GSW DSEIR, Transportation and Circulation, presents a parking demand analysis and considers any secondary physical impacts associated with constrained supply (e.g., queuing by drivers waiting for scarce onsite parking spaces that affects the public right-of-way) as applicable in the transportation analysis.

3. Recirculation

Under section 15088.5 of the CEQA Guidelines, recirculation of an EIR is required when “significant new information” is added to the EIR after public notice is given of the availability of the Draft EIR for public review but prior to certification of the Final EIR. The term “information” can include changes in the project or environmental setting, as well as additional data or other information. New information added to an EIR is not “significant” unless the EIR is changed in a way that deprives the public of a meaningful opportunity to comment upon a substantial adverse environmental effect of the project or a feasible way to mitigate or avoid such an effect (including a feasible project alternative) that the project's proponents have declined to implement. “Significant new information” requiring recirculation includes, for example, a disclosure showing that:

- (1) A new significant environmental impact would result from the project or from a new mitigation measure proposed to be implemented.
- (2) A substantial increase in the severity of an environmental impact would result unless mitigation measures are adopted that reduce the impact to a level of insignificance.
- (3) A feasible project alternative or mitigation measure considerably different from others previously analyzed would clearly lessen the significant environmental impacts of the project, but the project's proponents decline to adopt it.
- (4) The DEIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

(CEQA Guidelines, § 15088.5, subd. (a).)

Recirculation is not required where the new information added to the EIR merely clarifies or amplifies or makes insignificant modifications in an adequate EIR. The above standard is “not intend[ed] to promote endless rounds of revision and recirculation of EIRs.” (*Laurel Heights Improvement Assn. v. Regents of the Univ. of Cal.* (1993) 6 Cal.4th 1112, 1132 (*Laurel Heights*)). “Recirculation was intended to be an exception, rather than the general rule.” (*Ibid.*)

SFMTA recognizes that minor changes have been made to the Project and additional evidence has been developed after publication of the GSW DSEIR. Specifically, as discussed in the RTC, after publication of the GSW DSEIR, the Project Sponsor proposed Project refinements that are described in Chapter 12 of the FSEIR. The Project refinements constitute minor Project changes (generator relocation, Project design to reduce wind hazards, transportation improvements, revised construction tower crane plan, modification of certain construction techniques, and modification of sources of electricity during construction). As described in the FSEIR, these refinements would result in either no changes or a reduction in the severity of the impact conclusions presented in the GSW DSEIR.

Chapter 12 of the FSEIR also includes an additional Project variant. Like the Project refinements, the variant constitutes a minor change to the Project. The variant would generally have the same impacts as those identified for the Project in the GSW DSEIR and all impact significance determinations would be the same.

Finally, the FSEIR includes supplemental data and information that was developed after publication of the GSW DSEIR to further support the information presented in the GSW DSEIR. None of this supplemental information affects the conclusions or results in substantive changes to the information presented in the GSW DSEIR or to the significance of impacts as disclosed in the GSW DSEIR. SFMTA concurs with the analysis included in the OCII CEQA Findings,, and SFMTA finds that none of the changes and revisions in the FSEIR substantially affects the analysis or conclusions presented in the GSW DSEIR; therefore, as explained further in the OCII CEQA Findings, recirculation of the GSW DSEIR for additional public comments was not required by OCII.

CEQA case law emphasizes that “[t]he CEQA reporting process is not designed to freeze the ultimate proposal in the precise mold of the initial project; indeed, new and unforeseen insights may emerge during investigation, evoking revision of the original proposal.” (*Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 736-737; see also *River Valley Preservation Project v. Metropolitan Transit Development Bd.* (1995) 37 Cal.App.4th 154, 168, fn. 11.) “CEQA compels an interactive process of assessment of environmental impacts and responsive project modification which must be genuine. It must be open to the public, premised upon a full and meaningful disclosure of the scope, purposes, and effect of a consistently described project, with flexibility to respond to unforeseen insights that emerge from the

process.’ [Citation.] In short, a project must be open for public discussion and subject to agency modification during the CEQA process.” (*Concerned Citizens of Costa Mesa, Inc. v. 33rd Dist. Agricultural Assn.* (1986) 42 Cal.3d 929, 936.) Similarly, additional studies included in a Final EIR that result in minor modifications or additions to analysis concerning significant impacts disclosed in a Draft EIR does not constitute “significant new information” requiring recirculation of an EIR. (See *Mount Shasta Bioregional Ecology Center v. County of Siskiyou* (2012) 210 Cal.App.4th 184, 221 [incorporation of technical studies in a Final EIR disclosing additional locations affected by a significant noise impact identified in the Draft EIR did not require recirculation].) Here, the changes made to the Project and the additional evidence relied on in the FSEIR are exactly the kind of information and revisions that the case law recognizes as legitimate and proper and does not trigger the need to recirculate the GSW DSEIR. IN fact, OCII requested many of the Project refinements and the performance of additional analysis based on comments received from the Mission Bay Citizens Advisory Committee, the UCSF Chancellor’s Office, neighborhood organizations in the vicinity of the Event Center, and other community stakeholders.

E. AB 900

The Project Sponsor applied to the Governor of California for certification of the Project as a leadership project under AB 900, and the application was subject to public review from March 2, 2015, through April 1, 2015. On March 21, 2015, the California Air Resources Board (“CARB”) issued Executive Order G-15-022, determining that the Project would not result in any net additional greenhouse gases (“GHGs”) for purposes of certification under AB 900. On April 30, 2015, Governor Edmund G. Brown Jr. certified the Project as an eligible project under AB 900, and the Governor’s Office of Planning and Research (“OPR”) forwarded the Governor’s determination to the Joint Legislative Budget Committee. OPR prepared an independent evaluation of the transportation efficiency analysis. On May 22, 2015, the State Legislative Analyst’s Office indicated that the Project aligns with the intent of AB 900, and recommended to the Joint Legislative Budget Committee that it concur with the Governor’s determination. On May 27, 2015, the Joint Legislative Budget Committee concurred with the Governor’s determination that the Project is an eligible project under AB 900.

The process of certifying a project as an environmental leadership project pursuant to AB 900, including quantification of GHG emissions, is a separate process from the preparation of an EIR under CEQA, with separate and distinct review and approval requirements. The Governor’s findings and certification of the Project as an environmental leadership development project are final and are not subject to judicial review. (Pub. Resources Code, § 21184, subd. (b)(1).) Because the Project is an environmental leadership development project, SFMTA, has complied with procedures set forth in Public Resources sections 21186 and 21187 as part of the administrative review process for the Project. In the event of litigation challenging approval of the Project by SFMTA, the environmental leadership development project is subject to Rules of

Court specifically designed to ensure the actions or proceedings challenging the adequacy of an EIR adopted for an environmental leadership development project or the granting of project approvals for such a project, including any potential appeals therefrom, are resolved, within 270 days of certification of the record of proceedings. (Pub. Resources Code, § 21185.)

F. Consistency with the Mission Bay South Redevelopment Plan

The Mission Bay South Redevelopment Plan designates land uses for specific parcels within the Plan Area. Proposed land uses to be permitted for Blocks 29-32 are designated as Commercial Industrial / Retail, and the plan provides for either principal or secondary uses at this site. Primary uses are permitted in accordance with the Plan's provisions, and secondary uses are permitted, provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan. As the GSW DSEIR explains on page 4-2, "[o]n September 17, 1998, by Resolution No. 14702, the Planning Commission determined that the Mission Bay South Redevelopment Plan provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan. Therefore, the project's consistency with the Mission Bay South Redevelopment Plan ... would ensure that the project would not obviously or substantially conflict with General Plan goals, policies, or objectives."

A project is consistent with a general plan "if, considering all its aspects, it will further the objectives and policies of the general plan and not obstruct their attainment." (*Corona-Norco Unified School Dist. v. City of Corona* (1993) 17 Cal.App.4th 985, 994.) A 100% match with each policy is not required. (*Clover Valley Foundation v. City of Rocklin* (2011) 197 Cal.App.4th 200, 238.) Rather, a lead agency must consider whether a project is "compatible with 'the objectives, policies, general land uses and programs specified in the general plan.'" (*Ibid.*) A project will only be considered inconsistent if it "conflicts with a general plan policy that is fundamental, mandatory, and clear." (*Endangered Habitats League, Inc. v. County of Orange* (2005) 131 Cal.App.4th 777, 782.)

The Mission Bay South Redevelopment Plan identifies the following principal uses under the Commercial Industrial/Retail land use designation applicable to Blocks 29-32: manufacturing; institutions; retail sales and services; arts activities; art spaces; office use; home and business services; animal care; wholesaling; automotive; and other uses (e.g., greenhouse, nursery, open recreation and activity areas, parking and certain telecommunications-related facilities). The following secondary uses are also identified: institutions, assembly and entertainment, and other uses (including public structures or uses of a nonindustrial character).

Additionally, the Mission Bay South Redevelopment Plan describes general controls and limitations for development, and sets limits on leasable square footages of various uses within defined zones within the Plan Area, including the Project site. The Plan sets a maximum floor area ratio of 2.9 to 1 for the commercial industrial/ retail uses at the Project site, and the

maximum building height within the entire plan area is 160 feet. The plan further indicates that within the limits, restrictions, and controls established in the plan, OCII is authorized to establish height limits of buildings, land coverage, density, setback requirements, design and sign criteria, traffic circulation and access standards and other development and design controls in the Design for Development.

As discussed further in the Initial Study, FSEIR, OCII CEQA Findings, OCII Secondary Use Findings, and supporting evidence in the record, the Project does not conflict with any land use plans or policies that provide guidance for development proposed within the region, including the Mission Bay South Redevelopment Plan, the San Francisco General Plan, San Francisco Planning Code, Plan Bay Area, the 2010 Clean Air Plan, San Francisco Bay Plan, and the San Francisco Basin Plan.

G. Contents and Location of Record

The record upon which all findings and determinations related to the Project consists of those items listed in Public Resources Code section 21167.6, subdivision (e), including but not limited to the following documents, which are incorporated by reference and made part of the record supporting these findings:

- The NOP and all other public notices issued by OCII in conjunction with the Project.
- The FSEIR and all documents referenced in or relied upon by the FSEIR. (The references in these findings to the FSEIR include the GSW DSEIR, the RTC, and the Initial Study.)
- The MMRP for the Project.
- All findings and resolutions adopted by OCII in connection with the Project, and all documents cited or referred to therein.
- All information including written evidence and testimony provided by City and OCII staff to the OCII Commission relating to the FSEIR, the Project, and the alternatives set forth in the FSEIR or these CEQA findings.
- All information provided by the public, including the proceedings of the public hearings on the adequacy of the GSW DSEIR and the transcripts of the hearings, including the OCII Commission hearing on June 30, 2015, and written correspondence received by OCII staff during the public comment period of the GSW DSEIR.
- All information and documents included on the website prepared for the Project pursuant AB 900, which are available at the following link: <http://www.gsweventcenter.com/>

SFMTA has relied on all the documents listed above in reaching its decision on the Project, even if not every document was formally presented to it. Without exception, any documents set forth

above not found in the Project files fall into one of two categories. In the first category, many of them reflect prior planning or legislative decisions of which the SFMTA was familiar with when approving the Project. (See *City of Santa Cruz v. Local Agency Formation Com.* (1978) 76 Cal.App.3d 381, 391-392; *Dominey v. Dept. of Personnel Admin.* (1988) 205 Cal.App.3d 729, 738, fn. 6.) In the second category, documents that influenced the expert advice provided to SFMTA staff form part of the underlying factual basis for SFMTA's decisions relating to approval of the Project and properly constitute part of the administrative record. (See Pub. Resources Code, § 21167.6, subd. (e)(10); *Browning-Ferris Industries v. City Council of City of San Jose* (1986) 181 Cal.App.3d 852, 866; *Stanislaus Audubon Society, Inc. v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 153, 155.)

The public hearing transcript, a copy of all letters regarding the GSW DSEIR received during the public review period, the administrative record, and background documentation for the FSEIR, as well as additional materials concerning approval of the Project and adoption of these findings are contained in the Project files which are available by contacting Claudia Guerra, OCII Commission Secretary, the Custodian of Records for OCII, at the Office of Community Investment and Infrastructure, 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103, or the Custodian of Records for SFMTA, Roberta Boomer, SFMTA Board Secretary, at 1 South Van Ness, 7th Floor, San Francisco, CA 94103. All files have been available to the OCII Commission and the public for review in considering these findings and whether to approve the Project.

III. APPROVAL ACTIONS

The SFMTA is a responsible agency under CEQA, and is taking the following actions and approvals to implement the Project:

- Adoption of CEQA Findings, a mitigation monitoring and reporting program, and the adoption of a statement of overriding considerations with respect to the effects of those activities involved in the Project which SFMTA is required to carry out or approve.

OCII and the OCII Commission, as lead agency, has taken or will be taking various actions to approve and implement the Project, including:

- Certification of the FSEIR by the OCII Commission;
- Adoption of CEQA Findings, a mitigation monitoring and reporting program, and the adoption of a statement of overriding considerations by the OCII Commission;
- Approval of Secondary Use Findings by the OCII Executive Director;
- Approval by the OCII Commission of a new Major Phase for Blocks 29-32, and related conditions of approval;

- Approval by the OCII Commission of Combined Basic Concept and Schematic Designs (“Schematic Designs”) for the Project;
- Approval by OCII Executive Director (in addition to approval by the Mayor and Department of Public Works Executive Director) for non-material changes to Mission Bay South Infrastructure Plan; and
- Approval by the OCII Commission (and any other City Departments as required under the Mission Bay South Plan, Owner Participation Agreement, Interagency Corporation Agreement, and associated documents) of: amendments to the Mission Bay South Design for Development, and modifications to the Mission Bay South Signage Master Plan and Mission Bay South Streetscape Plan, and conditions of approval.

Project implementation will also involve consultation with, or require approvals by, state and local regulatory agencies, including:

- Mayor of the City of San Francisco
- Port of San Francisco
- San Francisco Department of Public Works
- San Francisco Entertainment Commission
- San Francisco Planning Commission
- San Francisco Department of Public Works
- San Francisco Board of Supervisors
- San Francisco Public Utilities Commission
- San Francisco Department of Building Inspection
- Bay Area Air Quality Management District (“BAAQMD”)
- University of California, San Francisco

IV. Findings About Significant Environmental Impacts and Mitigation Measures

The following Sections –V, VI, VII – set forth SFMTA’s findings about the FSEIR’s determinations regarding significant environmental impacts and the mitigation measures proposed to address them.

As further described below in section VI, as a responsible agency, SFMTA is responsible for analyzing only the environmental effects of those parts of the Project that it is required to implement. (Pub. Resources Code, § 21002.1, subd. (d).) Accordingly, SFMTA hereby adopts

Mitigation Measures M-TR-2a, M-TR-2b, M-TR-6, M-TR-11a, M-TR-11c, and M-TR-13, which will mitigate the impacts to transportation and circulation. The SFMTA Board of Directors finds SFMTA has funds available at its sole discretion that will be used to pay for implementing Mitigation Measures M-TR-6 and M-TR-13 in order to reduce the impacts identified in the FSEIR, the MMRP, and as set forth below to a less than significant level as mitigated. However, for the other listed measures under the SFMTA jurisdiction, the SFMTA Board adopts these measures but only to the extent that funding is available to pay for such mitigation. Because funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations, such funding cannot be guaranteed, and therefore, as explained in the FSEIR, the MMRP, and as set forth below, the impacts associated with these mitigation measures are significant and unavoidable. The remaining mitigation measures, with the exception of M-HZ-1b, are the primary responsibility of OCII in conjunction with OCII's approval actions associated with the construction and operation of the Project.³

In addition, although CEQA does not require mitigation measures to be adopted to address impacts that are determined to be less than significant (*Cal. Oak Foundation v. Regents of U. of Cal.* (2010) 188 Cal.App.4th 227, 282), SFMTA has exercised its discretion to require "improvement measures" to further reduce or avoid impacts that the FSEIR determined to be less than significant without mitigation. Accordingly, SFMTA hereby adopts Improvement Measures I-TR-4, I-TR-8, and I-TR-10b. The SFMTA Board of Directors finds SFMTA has funds available at its sole discretion that will be used to pay for implementing Improvement Measures I-TR-8. For the other listed Implementation Measures under the SFMTA jurisdiction, the SFMTA Board adopts these measures but only to the extent that funding is available to pay for such mitigation. Because funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations, such funding cannot be guaranteed.

In making these findings, SFMTA has considered the opinions of staff and experts, other agencies and members of the public. SFMTA finds that the determination of significance thresholds is generally a decision requiring judgment within the discretion of the OCII Commission as the lead agency; the significance thresholds used in the FSEIR are supported by substantial evidence in the record, including the expert opinion of the FSEIR preparers and OCII staff; and the significance thresholds used in the FSEIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project. Thus, although as a legal matter, SFMTA is not bound by the significance determinations in the FSEIR (see Pub. Resources Code, § 21082.2, subd. (e)), SFMTA finds them persuasive and hereby adopts them as its own.

³ M-HAZ-1b is the primary responsibility of the Bay Area Air Quality Management District, which will be responsible for adopting and implementing the measure pursuant to Section 21002.1, subdivision (d) of the Public Resources Code.

To avoid duplication and redundancy, and because the SFMTA agrees with, and hereby adopts, the conclusions in the FSEIR, these findings will not repeat the analysis and conclusions in the FSEIR, but instead incorporates them by reference in these findings and relies upon them as substantial evidence supporting these findings. The full text of all mitigation measures is contained in the FSEIR and in the MMRP, **Exhibit 1** to these findings. SFMTA finds that the implementation of the mitigation measures within the responsibility and jurisdiction of OCII as lead agency, in conjunction with SFMTA's adoption of Mitigation Measures M-TR-2a, M-TR-2b, M-TR-6, M-TR-11a, M-TR-11c, and M-TR-13, with the limitations discussed above, and BAAQMD's adoption of Mitigation Measure M-HAZ-1b as responsible agencies, will mitigate the associated impacts identified in the FSEIR as described further in Sections IV, VI, VII below.

V. IMPACTS FOUND TO BE LESS THAN SIGNIFICANT AND THUS REQUIRING NO MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant. (Pub. Resources Code, § 21002; CEQA Guidelines, §§ 15126.4, subd. (a)(3), 15091.) Based on substantial evidence in the whole record of this proceeding, the SFMTA agrees that implementation of the Project will not result in any significant impacts in the following areas and that these impact areas, therefore, do not require mitigation. In some instances, the Project would have no impact in a particular area; these instances are denoted below by "NI" for no impact.

A. Land Use and Land Use Planning

- 1. Impact LU-1**, Impacts on an established community from physical division of the area. (GSW DSEIR Appendix NOP-IS p. 29; RTC, Response LU-1; Response PP-1; Response PD-1.)
- 2. Impact LU-2**, Consistency with plans, policies and regulations. (GSW DSEIR Appendix NOP-IS p. 30; RTC, Response LU-1; Response LU-2; Response PP-1; Response PD-1.)
- 3. Impact LU-3**, Effects on existing land use character. (GSW DSEIR Appendix NOP-IS p. 32; RTC, Response LU-1; Response PP-1; Response PD-1.)
- 4. Impact C-LU-1**, Significant cumulative impacts to land use (GSW DSEIR Appendix NOP-IS p. 34; RTC, Response LU-1; Response PD-1.)

B. Population and Housing

- 1. Impact PH-1**, Effects of construction activities on population growth. (GSW DSEIR Appendix NOP-IS p. 39.)
- 2. Impact PH-2**, Effects of construction on existing housing units and housing demand. (GSW DSEIR Appendix NOP-IS p. 40.)

3. **Impact PH-3**, Effects of construction on existing housing units or residents from displacement. (GSW DSEIR Appendix NOP-IS p. 40.)
4. **Impact PH-4**, Effects of operations on population growth. (GSW DSEIR Appendix NOP-IS p. 41; RTC, Response PD-4.)
5. **Impact PH-5**, Effects of operations on housing displacement or housing demand (GSW DSEIR Appendix NOP-IS p. 43.)
6. **Impact PH-6 (NI)**, Effects of operations on displacement of people (GSW DSEIR Appendix NOP-IS p. 43.)
7. **Impact C-PH-1**, Significant cumulative effects on population and housing (GSW DSEIR Appendix NOP-IS p. 43.)

C. Cultural and Paleontological Resources

1. **Impact CP-1**, Substantial adverse change to historical resources. (GSW DSEIR Appendix NOP-IS p. 47.)
2. **Impact CP-3**, Destruction of paleontological or geologic features (GSW DSEIR Appendix NOP-IS p. 55.)
3. **Impact CP-4**, Disturbance of human remains (GSW DSEIR Appendix NOP-IS p. 56.)

D. Transportation and Circulation

1. **Impact TR-1**, Construction-related ground transportation impacts (GSW DSEIR p. 5.2-111; RTC, Response TR-10; Response TR-11.)
2. **Impact TR-4**, Effects on transit demand without SF Giants game. (GSW DSEIR p. 5.2-135; RTC, Response TR-2; Response TR-5; Response TR-12.)
3. **Impact TR-7**, Effects on bicycle safety and accessibility without SF Giants game. (GSW DSEIR p. 5.2-157; RTC, Response TR-2; Response TR-7.)
4. **Impact TR-8**, Effects of loading on hazardous conditions or delays for traffic, transit, bikes or pedestrians. (GSW DSEIR p. 5.2-161; RTC, Response TR-2; Response TR-8.)
5. **Impact TR-9b**, Effects of construction lighting on UCSF helipad flight operations. (GSW DSEIR p. 5.2-266.)
6. **Impact TR-9c**, Obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-267.)

7. **Impact TR-10**, Effects on emergency vehicle access without SF Giants game. (GSW DSEIR p. 5.2-166; RTC, Response TR-9; Response TR-11.)
8. **Impact TR-16**, Effects on bicycle safety and accessibility with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
9. **Impact TR-17**, Effects on emergency vehicle access with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
10. **Impact TR-23**, Effects on bicycle safety and accessibility without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-206; RTC, Response TR-2.)
11. **Impact TR-24**, Effects on loading without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-207; RTC, Response TR-2.)
12. **Impact TR-25**, Effects on emergency vehicle access without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-208; RTC, Response TR-2.)
13. **Impact C-TR-1**, Cumulative construction-related ground transportation impacts. (GSW DSEIR p. 5.2-210; RTC, Response TR-10; Response TR-11.)
14. **Impact C-TR-7**, Cumulative adverse bicycle impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)
15. **Impact C-TR-8**, Cumulative adverse loading impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)
16. **Impact C-TR-10**, Cumulative adverse emergency vehicle access impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

E. Noise and Vibration

1. **Impact NO-1**, Effects of construction on ambient noise levels in the Project vicinity above levels existing without the Project. (GSW DSEIR p. 5.3-20; FSEIR, Chapter 12, Sections 12.2.3 and 12.3.2; Response NOI-2; Response NOI-3; Response NOI-4.)
2. **Impact NO-2**, Construction noise in excess of standards in general plan, noise ordinance of other applicable standards. (GSW DSEIR p. 5.3-24; RTC, Response NOI-2; Response NOI-4.)
3. **Impact NO-3**, Effects of construction on groundborne vibration levels. (GSW DSEIR p. 5.3-24; FSEIR, Chapter 12, Section 12.3.2; Response NOI-3b; Response NOI-5.)

4. **Impact C-NO-3**, Noise impacts of UCSF helipad operations on Project occupants (GSW DSEIR p. 5.3-44.)

F. Air Quality

1. **Impact AQ 3: Toxic Air Contaminants from Construction Activities.** (GSW DSEIR p. 5.4-43; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-4; Response AQ-5; Response AQ-6.)

2. **Impact C-AQ-2: Contribution to Cumulative Toxic Air Contamination and Diesel Particulate Matter Emissions** (GSW DSEIR 5.4-56; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-5.)

G. Greenhouse Gas Emissions

1. **Impact C-GG-1**, Effect of greenhouse gas emissions or conflict with existing greenhouse gas regulations (GSW DSEIR p. 5.5-10; RTC, Response AB-1; Response GHG-2.)

H. Wind and Shadow

1. **Impact C-WS-1**, Cumulative impacts of development on wind in a manner that would substantially affect off-site public areas. (GSW DSEIR p. 5.6-19; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.)

2. **Impact C-WS-2**, Cumulative shadow impacts on publically accessible open space or public areas within Mission Bay South Plan Area (GSW DSEIR p. 5.6-21; RTC, Response WS-2.)

3. **Impact C-WS-3**, Cumulative shadow impacts on publically accessible open space or public areas outside Mission Bay South Plan Area (GSW DSEIR p. 5.6-23; RTC, Response WS-2.)

I. Recreation

1. **Impact RE-1**, Effects on existing parks and recreational facilities. (GSW DSEIR Appendix NOP-IS p. 62; RTC, Response REC-1; Response REC-2.)

2. **Impact RE-2**, Project requires construction or expansion of recreational facilities. (GSW DSEIR Appendix NOP-IS p. 63; RTC, Response REC-1; Response REC-2.)

3. **Impact C-RE-1**, Cumulative recreational impacts. (GSW DSEIR Appendix NOP-IS p. 64.)

J. Utilities and Service Systems

1. **Impact UT-1**, Effects on water supply facilities or entitlements. (GSW DSEIR Appendix NOP-IS p. 66; RTC, Response UTIL-1; Response UTIL-2.)
2. **Impact UT-2**, Construction of new or expanded water treatment facilities. (GSW DSEIR Appendix NOP-IS p. 68; RTC, Response UTIL-1)
3. **Impact UT-3**, Sufficient permitted landfill capacity for Project's waste disposal needs. (GSW DSEIR Appendix NOP-IS p. 69.)
4. **Impact UT-4**, Project complies with federal, state and local statutes and regulations related to solid waste. (GSW DSEIR Appendix NOP-IS p. 71.)
5. **Impact UT-5**, Project in itself would require the construction of new, or expansion of existing, wastewater treatment facilities. (GSW DSEIR p. 5.7-11; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-6.)
6. **Impact C-UT-1**, Cumulative utilities and service system impacts (GSW DSEIR Appendix NOP-IS p. 72.)
7. **Impact C-UT-3**, Cumulative impact on demand for new stormwater drainage facilities or expansion of existing facilities (GSW DSEIR p. 5.8-18; RTC, Response UTIL-7; Response UTIL-8.)

K. Public Services

1. **Impact PS-1**, Effects of Project on need for new or altered governmental facilities for schools or other services. (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
2. **Impact PS-2**, Effects of Project construction on fire protection, emergency medical services and law enforcement. (GSW DSEIR p. 5.8-11; RTC, Response PS-1; Response PS-2.)
3. **Impact PS-3**, Effects of Project operation on fire protection or emergency medical services. (GSW DSEIR p. 5.8-12; RTC, Response PS-1; Response PS-2.)
4. **Impact PS-4**, Effects of Project operation on law enforcement. (GSW DSEIR p. 5.8-14; RTC, Response PS-1; Response PS-2.)
5. **Impact C-PS-1**, Cumulative impacts on schools or other services (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
6. **Impact C-PS-2**, Cumulative impacts on fire protection, emergency medical services and law enforcement (GSW DSEIR p. 5.8-16; RTC, Response PS-1; Response PS-2.)

L. Biological Resources

1. **Impact BI-1**, Effects of Project on special status species. (GSW DSEIR Appendix NOP-IS p. 77; RTC, Response BIO-1; Response BIO-2; Response BIO-3.)
2. **Impact BI-2 (NI)**, Effects of Project on riparian habitat or sensitive natural community. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-4.)
3. **Impact BI-3**, Effects of Project on wetlands or navigable waters. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-2; Response BIO-5.)
4. **Impact BI-5**, Project complies with local policies or ordinances protecting biological resources (GSW DSEIR Appendix NOP-IS p. 83.)
5. **Impact C-BI-1**, Cumulative impacts on biological resources (GSW DSEIR Appendix NOP-IS p. 84; RTC, Response BIO-1; Response BIO-2; Response BIO-3; Response BIO-4; Response BIO-5; Response BIO-6.)

M. Geology and Soils

1. **Impact GE-1**, Exposure of people to rupture of earthquake fault, seismic groundshaking, ground failure or landslides. (GSW DSEIR Appendix NOP-IS p. 86; RTC, Response GEO-1; Response GEO-2; Response GEO-3; Response GEO-4.)
2. **Impact GE-2**, Erosion or loss of top soil. (GSW DSEIR Appendix NOP-IS p. 87.)
3. **Impact GE-3**, Location of Project on unstable soils, or creation of unstable soils by Project. (GSW DSEIR Appendix NOP-IS p. 88; RTC, Response GEO-5.)
4. **Impact GE-4**, Location of Project on expansive or problematic soils. (GSW DSEIR Appendix NOP-IS p. 91; RTC, Response GEO-6.)
5. **Impact GE-5**, Effect of Project on topography or unique geologic features (GSW DSEIR Appendix NOP-IS p. 92.)
6. **Impact C-GE-1**, Cumulative impacts related to geologic hazards (GSW DSEIR Appendix NOP-IS p. 92.)

N. Hydrology and Water Quality

1. **Impact HY-1**, Violation of water quality standards or degradation of water quality from construction-related activities (GSW DSEIR Appendix NOP-IS p. 99; RTC, Response HYD-2.)

2. **Impact HY-1a**, Violation of water quality standards or degradation of water quality from construction-related dewatering. (GSW DSEIR p. 5.9-31; RTC, Response HYD-1.)
3. **Impact HY-2**, Effects of Project operation on groundwater supplies and groundwater recharge. (GSW DSEIR Appendix NOP-IS p. 101.)
4. **Impact HY-3**, Effects of Project on existing drainage patterns and rates and amounts of surface runoff. (GSW DSEIR Appendix NOP-IS p. 102.)
5. **Impact HY-4**, Effects of Project on flood risk exposure and flood flows. (GSW DSEIR Appendix NOP-IS p. 102; RTC, Response HYD-6.)
6. **Impact HY-5**, Effects of Project on exposure to seiche or tsunami inundation. (GSW DSEIR Appendix NOP-IS p. 103; RTC, Response HYD-8.)
7. **Impact HY-7**, Effect of Project on exposure to flooding. (GSW DSEIR p. 5.9-41; RTC, Response HYD-6; Response HYD-7.)
8. **Impact C-HY-1**, Cumulative effects on hydrology and water. (GSW DSEIR Appendix NOP-IS p. 105; RTC, Response HYD-1; Response HYD-6; Response HYD-7; Response HYD-8.)
9. **Impact C-HY-2**, Cumulative impacts on compliance with National Pollutant Discharge Elimination System (“NPDES”) permit requirements, water quality standards or waste water requirements related to changes in wastewater and stormwater discharges; on the Mission Bay separate stormwater system; or on polluted runoff. Cumulative wet weather flows would not contribute to an increase in combined sewer discharges. (GSW DSEIR p. 5.9-44; RTC, Response HYD-3; Response HYD-5.)
10. **Impact C-HY-3**, Cumulative impacts on flood risk (GSW DSEIR p. 5.9-48; RTC, Response HYD-6; Response HYD-7.)

O. Hazards and Hazardous Materials

1. **Impact HZ-3**, Effects on adopted emergency response and evacuation plans, and fire exposure risk. (GSW DSEIR Appendix NOP-IS p. 119; RTC, Response HAZ-8.)
2. **Impact C-HZ-1**, Cumulative impacts related to hazardous materials. (GSW DSEIR Appendix NOP-IS p. 121.)

P. Mineral and Energy Resources

1. **Impact ME-1**, Project utilization of large amounts of fuel, water or energy (GSW DSEIR Appendix NOP-IS p. 123; FSEIR, Chapter 12, Section 12.3.2; Response EN-1; Response PD-4.)

2. **Impact C-ME-1**, Cumulative impacts on energy resources (GSW DSEIR Appendix NOP-IS p. 125.)

VI. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

Public Resources Code section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[.]” The same statute provides that the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.”

The mandate and principles announced in Public Resources Code section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. For each significant environmental effect identified in an EIR for a project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. (CEQA Guidelines, § 15091.) The first such finding is that changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effect as identified in the final EIR. (CEQA Guidelines, § 15091, subd. (a)(1).) The second permissible finding is that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the agency making the finding, and such changes have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).) The third potential conclusion is that specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the Final EIR. (CEQA Guidelines, § 15091, subd. (a)(3).) Public Resources Code, section 21061.1 defines “feasible” to mean “capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors.” CEQA Guidelines section 15364 adds another factor: “legal” considerations. (See also *Citizens of Goleta Valley v. Bd. of Supervisors* (1990) 52 Cal.3d 553, 565 (“*Goleta II*”).)

The concept of “feasibility” also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417 (*City of Del Mar*); *Sierra Club v. County of Napa* (2004) 121 Cal.App.4th 1490, 1506-1509 [court upholds CEQA findings rejecting alternatives in reliance on applicant’s project objectives]; see also *California Native Plant*

Society v. City of Santa Cruz (2009) 177 Cal.App.4th 957, 1001 (CNPS) [“an alternative ‘may be found infeasible on the ground it is inconsistent with the project objectives as long as the finding is supported by substantial evidence in the record’”] (quoting 1 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act* [Cont.Ed.Bar 2d ed. 2009], § 17.30, p. 825); *In re Bay-Delta Programmatic Environmental Impact Report Coordinated Proceedings* (2008) 43 Cal.4th 1143, 1165, 1166 [“[i]n the CALFED program, feasibility is strongly linked to achievement of each of the primary program objectives”; “a lead agency may structure its EIR alternative analysis around a reasonable definition of underlying purpose and need not study alternatives that cannot achieve that basic goal”].) Moreover, “‘feasibility’ under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.” (*City of Del Mar, supra*, 133 Cal.App.3d at p. 417; see also *CNPS, supra*, 177 Cal.App.4th at p. 1001 [“an alternative that ‘is impractical or undesirable from a policy standpoint’ may be rejected as infeasible”] [quoting 2 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act, supra*, § 17.29, p. 824]; *San Diego Citizenry Group v. County of San Diego* (2013) 219 Cal.App.4th 1, 17.)

The findings in this Section VI and Section VIA and in Section VII and Section VIIA concern mitigation measures set forth in the FSEIR. These findings discuss mitigation measures as proposed in the FSEIR. The full explanation of the potentially significant environmental impacts is set forth in the GSW DSEIR (including the Initial Study which OCII made part of the GSW DSEIR through its inclusion in GSW DSEIR Volume 3 – Appendix NOP-IS) and in some cases is further explained in the RTC. As indicated in the MMRP, in most cases, mitigation measures will be implemented by OCII or the Project Sponsor.

As described above in Section IV, in the case of other mitigation measures, SFMTA or another City agency or a non-City agency, has responsibility for implementation of mitigation measures. The entity that will be responsible for implementation of each mitigation measure is identified in the MMRP for the Project (**Exhibit 1**) and **Exhibit 2** specifically lists the Mitigation Measures that are within the responsibility and jurisdiction of SFMTA to implement. Generally, the MMRP designated the agencies to implement mitigation measures as part of their existing permitting or program responsibilities, such as the San Francisco Department of Building Inspection (“DBI”) or San Francisco Department of Public Works (“SFPW”) through their permit responsibilities, or the SFPUC through its operation of the City sanitary sewer system, or the SFMTA as part of its operation and maintenance of traffic and transit systems. For each of the mitigation measures that are not within the responsibility and jurisdiction of SFMTA, SFMTA finds that the changes or alterations are within the responsibility and jurisdiction of the public agency identified in the MMRP and that the measures have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).)

The mitigation measures proposed for adoption in Sections VI, VIA, VII and VIIA are the same as the mitigation measures identified in the FSEIR for the Project. The full text of all of the mitigation measures is contained in **Exhibit 1**, the MMRP.

SFMTA adopts all of the mitigation measures proposed for the Project that are within the jurisdiction and control of SFMTA (mitigation measures M-TR-2a, M-TR-2b, M-TR-6, M-TR-11a, M-TR-11c, and M-TR-13). The SFMTA Board of Directors finds SFMTA has funds available at its sole discretion that will be used to pay for implementing Mitigation Measures M-TR-6 and M-TR-13 in order to reduce the impacts identified in the FSEIR, the MMRP, and as set forth below to a less than significant level as mitigated. However, for the other listed measures under the SFMTA jurisdiction, the SFMTA Board adopts these measures but only to the extent that funding is available to pay for such mitigation. Because funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations, such funding cannot be guaranteed, and therefore, as explained in the FSEIR, the MMRP, and as set forth below, the impacts associated with these mitigation measures are significant and unavoidable.

For those mitigation measures that are the responsibility agencies other than SFMTA, SFMTA finds that those measures can and should be implemented by the other agencies as part of part of their existing permitting or program responsibilities. Based on the analysis contained in the GSW DSEIR and FSEIR, other considerations in the record, and the standards of significance, the SFMTA finds that for impacts discussed in this Section VI and Section VIA, implementation of the proposed mitigation measures within its responsibility and jurisdiction, in conjunction with the mitigation measures within the jurisdiction and control of OCII and other responsible agencies, including the City and County of San Francisco and its other departments and commissions, will reduce potentially significant impacts to a less-than-significant level.

A. Cultural and Paleontological Resources

1. Impact CP-2: Adverse change in the significance of an archaeological resource. (GSW DSEIR Appendix NOP-IS p. 48; RTC, Section 13.10.2, Response CULT-1.) The Project could cause a substantial adverse change in the significance of an archaeological resource pursuant to CEQA Guidelines § 15064.5. Specifically, there is a reasonable presumption that archaeological resources may be present within the Project site that could be disturbed during subsurface construction. However, the impact can be reduced to a less-than-significant level through Mitigation Measure M-CP-2a and Mitigation Measure M-CP-2b. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archaeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archaeological monitoring and/or data recovery program. If an archaeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor

the archaeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an “ALERT” sheet to the Project prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archaeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken.

MM M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Plan

MM M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact TR-6: Pedestrian impacts without an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-147; RTC, Response, TR-2; Response TR-6.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions without an overlapping SF Giants evening game. Overall, the Project would implement numerous improvements that would enhance pedestrian conditions and safety in the Project vicinity. The existing and proposed pedestrian facilities would be adequate to meet the pedestrian demand associated with the Project uses. The exception would be the crosswalks at the intersection of Third/South, which would operate at LOS E or LOS F conditions during the weekday evening and late evening, and Saturday evening conditions for sell-out events (i.e., the Basketball Game scenario). Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South and the Project’s TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections and would mitigate pedestrian impacts to less-than-significant levels. At all other locations and Project conditions, the addition of Project-generated pedestrian trips would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians or otherwise interfere with pedestrian accessibility to the site and adjoining areas.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

2. Impact TR-9a: Temporary obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-262; FSEIR, Chapter 12, Section 12.3.1; Response TR-12.) Placement and usage of cranes during construction could temporarily obstruct helipad airspace surfaces. The GSW DSEIR determined that, based on the preliminary Project construction plan for the Project construction cranes, one of the Project construction cranes would have the potential to result in a temporary penetration of a Part 77 Transitional Surface associated with the helipad, which would be considered a potentially

significant impact. After publication of the GSW DSEIR, the Project Sponsor refined its construction crane plan with the goal to further reduce potential Project effects on the UCSF helipad during construction. Based on the analysis of the refined construction crane plan, none of the proposed tower construction cranes would penetrate the Part 77 Approach or Transitional Surfaces associated with the UCSF helipad. Furthermore, adequate clearance for the construction cranes would be provided for the South Street alternate flight path. However, if the refined construction crane plan details were to change with respect to proposed tower crane size, location or other factors, then the Project would have the potential to result in greater and/or less effects. Mitigation Measure M-TR-9a, Crane Safety Plan for Project Construction, identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period to less than significant. The objective of the crane safety plan is to ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Therefore, with implementation of Mitigation Measure M-TR-9a, this impact would be less than significant with mitigation.

MM M-TR-9a: Crane Safety Plan for Project Construction

3. Impact TR-9d: Lighting impacts on UCSF helipad flight operations (GSW DSEIR p. 5.2-270; FSEIR, Chapter 12, Section 12.3.1; Response TR-12; Response TR-PD-1.) Routine and specialized exterior lighting could impact flight operations. The use of certain specialized lighting systems would have the potential to adversely affect a pilot's vision and execution of a visual night time approach or departure to/from the UCSF helipad. Lights that adversely affect the night vision of pilots and interfere with the execution of a visual nighttime approach to the helipad would endanger the pilot, passengers, and people on the ground. Therefore, the possible use of these specialized lighting systems would be considered a potentially significant impact. Mitigation Measure M TR-9d: Event Center Exterior Lighting Plan identifies feasible measures that would reduce potential impacts associated with potential specialized lighting systems to less than significant.

MM M-TR-9d: Event Center Exterior Lighting Plan

4. Impact TR-13: Local transit impacts with overlapping evening SF Giants game. (GSW DSEIR p. 5.2-183; RTC, Response TR-2; Response TR-5; Response TR-2; Response TR-5; Response TR-12.) Implementation of the Project could result in substantial increase in transit demand that could not be accommodated by adjacent Muni transit capacity with an overlapping evening SF Giants game. Overall, on days with overlapping evening events at the Project site and at AT&T Park, transit demand would exceed the capacity prior to and following the events, and the Project would result in significant transit impacts. Implementation of Mitigation Measure M-TR-13: Enhanced

Muni Transit Service during Overlapping Events would minimize transit impacts. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project's transit impacts would be less than significant with mitigation.

MM M-TR-13: Enhanced Muni Transit Service during Overlapping Events

5. Impact TR-15: Pedestrian impacts with an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-185; RTC, Response TR-2.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions with an overlapping SF Giants game. Overall, on days with overlapping evening events at the Project site and at AT&T Park, pedestrian conditions would become more crowded prior to and following the events; however, with the TMP transportation management strategies and implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, the impact of the Project on pedestrians during overlapping evening events would be less than significant with mitigation.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

6. Impact TR-22, Pedestrian impacts without Muni Special Event Transit Service Plan (GSW DSEIR p. 5.2-203; RTC, Response TR-2). Without the implementation of the Muni Special Event Transit Service Plan, the number of attendees arriving by transit would decrease while the number of attendees arriving by automobiles would increase. Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring would ensure that the pedestrian impacts would remain the same as those identified in Impact TR-6 for pedestrian conditions without an overlapping SF Giants evening game and in Impact TR-15 for pedestrian conditions with an overlapping SF Giants evening game irrespective of whether SFMTA Parking Control Officers ("PCOs") were available during various events, and would not result in secondary transportation impacts. With implementation of Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities, Project-generated pedestrian demand during large events would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas. Therefore, without implementation of the Muni Special Event Transit Service Plan, the Project's impact on pedestrians would be less than significant with mitigation.

**MM M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and
Parking Facilities and Monitoring**

C. Noise and Vibration

1. Impact NO-4: Noise in excess of General Plan and Noise Ordinance standards during operations. (GSW DSEIR p. 5.3-27; FSEIR, Chapter 12, Section 12.2.1; Response NOI-2; Response PD-1.) Operation of the event center would introduce new stationary noise sources to the Project area. Operation of the Project would introduce new stationary noise sources that would be subject to the requirements of the San Francisco Noise Ordinance. These new sources include generators and mechanical equipment, as well as the potential for amplified sound within the Third Street plaza. As explained in the GSW DSEIR and the RTC Document, predicted noise levels from new stationary sources would not meaningfully contribute to the existing monitored ambient noise levels in the Project area, and the Project would therefore be consistent with the restrictions of the noise ordinance.

The Project would also introduce new land uses, and these new uses would be exposed to noise levels of up to 75 DNL. However, modern building techniques and materials, as well as inclusion of non-operable windows and ventilation systems, would be sufficient to ensure that the Project would comply with land use compatibility requirements of the San Francisco General Plan, and this impact would be less than significant.

With respect to amplified sound, either interior to the event center or in open-air plazas on the Project site, the predicted sound levels and hours of occurrence would be consistent with the noise ordinance. However, due to uncertainties as to the nature and extent of future outside events at the Third Street Plaza, implementation of Mitigation Measure M-NO-4a: Noise Control Plan for Outdoor Amplified Sound would ensure that noise levels from amplified sound exterior to the event center would comply with the noise ordinance. In addition, implementation of Mitigation Measure M-NO-4b: Noise Control Plan for Place of Entertainment Permit would ensure that noise levels from concerts, basketball games, and other events would comply with the noise ordinance, regardless of current unknowns as to the nature of future events within the arena. Therefore, this impact would be less than significant with mitigation.

MM M-NO-4a: Noise Control Plan for Outdoor Amplified Sound

MM M-NO-4b: Noise Control Plan for Place of Entertainment Permit

D. Air Quality

1. Impact AQ-4: Potential conflicts with BAAQMD's 2010 Clean Air Plan. (GSW DSEIR p. 5.4-51; RTC, Response AQ-1a; Response AQ-2; Response AQ-3; Response AQ-4c; Response AQ-6; ; Response AQ-7.) Without mitigation measures or the adoption of control measures, emissions associated with the Project could conflict with the *2010 Clean Air Plan* ("CAP"). The Project would be consistent with the 2010 CAP, however, with implementation of mitigation measures, which include offsetting emissions to below significance thresholds in addition to Project-specific measures to reduce pollutant emissions. Additionally, the Project would be consistent with the 2010 CAP by virtue of incorporation of control measures of the CAP, including land use/local impact measures and energy/climate measures as well as the transportation demand management measures incorporated in the Project. The Project would also not hinder implementation of the 2010 CAP. Therefore, the Project would not conflict with, or obstruct implementation of the 2010 Clean Air Plan, and this impact would be less than significant with mitigation.

MM M-AQ-1: Construction Emissions Minimization

MM M-AQ-2a: Reduce Operational Emissions

MM M-AQ-2b: Emissions Offsets

E. Wind and Shadow

1. Impact WS-1: Wind effects on off-site public spaces (GSW DSEIR p. 5.6-10; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.) The GSW DSEIR indicated that the Project could result in a net increase in the total duration of the wind hazard exceedance at off-site public walkways in the Project vicinity and proposed Mitigation Measure M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards, which describes potential design measures that would serve to reduce or avoid Project wind hazards. Although preliminary evaluation by the Project Sponsor of certain potential on-site design modifications indicated such modifications would be effective in reducing the Project wind hazard impact to a less than significant, the impact was conservatively identified as significant and unavoidable with mitigation because Project design was not yet finalized. After publication of the GSW DSEIR, the Project Sponsor pursued design measures as required by Mitigation Measure M-WS-1, and identified an on-site design modification that would reduce the Project wind hazard impact to less than significant as verified by wind tunnel testing. Because design modifications have been identified, the impact will be reduced to a level of less than significant through Mitigation Measure M-WS-1.

Under the Third Street Plaza Variant, the Project would not alter wind in a manner that would substantially affect off-site public areas, and, accordingly, the impact would be less than significant and no mitigation would be required.

MM M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards

F. Biological Resources

1. Impact BI-4: Effects on the movement of wildlife or established migratory corridors or nurseries (GSW DSEIR Appendix NOP-IS p. 81; RTC, Response BIO-1; Response BIO-6; PD-1.) The Project could interfere substantially with the movement of native resident or migratory wildlife species resident or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. Specifically, migratory and resident birds which breed locally in San Francisco have the potential to nest in shrub vegetation observed within the Project site and could be adversely affected by Project construction. Implementation of Mitigation Measure M-BI-4a: Preconstruction Surveys for Nesting Birds would avoid disrupting or destroying active nests which could occur within the Project site during bird breeding season, and would reduce this impact to less than significant. Migratory birds may also be affected by increased risk of collisions with the proposed structures and due to the Project's artificial night lighting. This impact will be reduced due to a level of less than significant through Mitigation Measure M-BI-4b: Bird Safe Building Practices, which requires bird safe practices in the proposed building and lighting design that are consistent with the City's *Standards for Bird-Safe Buildings*.

MM M-BI-4a: Preconstruction Surveys for Nesting Birds

MM M-BI-4b: Bird Safe Building Practices

G. Hydrology and Water Quality

1. Impact HY-6: Operational effects on water quality (GSW DSEIR p. 5.9-33; RTC, Response HYD-2; Response HYD-3; Response HYD-4; Response HYD-5.) Operation of the Project could affect the quality of effluent discharges from the Southeast Water Pollution Control Plant if future uses at the project site were to discharge unusual chemicals or pollutants not typically associated with most other San Francisco discharges, such as radioactive or biohazardous materials. National Pollutant Discharge Elimination System Mitigation Measure M-HY 6: Wastewater Sampling Ports will reduce the impacts to a level of less-than-significant by installing sampling points as part of the Project design to facilitate sampling to monitor discharge quality and by participating in the City's existing Water Pollution Prevention Program.

MM M-HY-6: Wastewater Sampling Ports

H. Hazards and Hazardous Materials

1. Impact HZ-1: Routine transport, use and disposal of hazardous materials. (GSW DSEIR Appendix NOP-IS p. 115; RTC, Response HAZ-1; Response HAZ-2; Response HAZ-3; Response HAZ-7.) The Project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Construction activities associated with the Project could expose construction workers, the public, or the environment to hazardous materials. A Risk Management Plan (“RMP”) was prepared subsequent to and as required by the Mission Bay FSEIR, and remedial action consistent with the RMP have been completed. Compliance with the RMP, as required by the deed restriction, would ensure that human health and environmental risks during and after development of the Project would be within acceptable levels and no new or different mitigation would be required. However, the Mission Bay FSEIR determined that further risk evaluation would be required, if future uses at the project site were to include a public school or child care facility. Thus, in the event that child care facilities were to occur under the Project, implementation of Mitigation Measure M-HZ-2: RMP Provisions for Child Care Facilities, would reduce this impact to less than significant.

MM M-HZ-1a: Guidelines for Handling Biohazardous Materials

MM M-HZ-1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos

2. Impact HZ-2: Exposure to Contaminants during Construction. (GSW DSEIR Appendix NOP-115; RTC, Response HAZ-1; Response HAZ-2; Response HAZ-3; Response HAZ-7.) The Project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Construction activities associated with the Project could expose construction workers, the public, or the environment to hazardous materials. A Risk Management Plan (“RMP”) was prepared subsequent to and as required by the Mission Bay FSEIR, and remedial actions consistent with the RMP have been completed. Compliance with the RMP, as required by the deed restriction, would ensure that human health and environmental risks during and after development of the Project would be within acceptable levels and no new or different mitigation would be required. Furthermore, in the event that child care facilities were to occur under the Project, implementation of Mitigation Measure M-HZ-2 would reduce this impact to less than significant.

MM M-HZ-2: RMP Provisions for Child Care Facilities

VIA. FINDINGS FOR POTENTIALLY SIGNIFICANT CUMULATIVE IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Cultural and Paleontological Resources

1. Impact C-CP-1: Contribution to Cumulative Impacts on Cultural Resources (GSW DSEIR Appendix NOP-IS p. 57.) Implementation of the Project, along with cumulative projects in the Mission Bay area, could have a significant impact on recorded and unrecorded archeological resource. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measures M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program and M-CP-2b: Accidental Discovery of Archaeological Resources. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archaeological monitoring and/or data recovery program. If an archaeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archaeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an "ALERT" sheet to the Project prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken. Consequently, with implementation of these mitigation measures, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program

Mitigation Measure M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact C-TR-4: Contribution to Cumulative Impacts on Muni (GSW DSEIR p. 5.2-222; RTC, Response TR-2; Response TR-12.) 2040 cumulative conditions could have significant impacts on Muni service and could contribute transit impacts at Muni screenlines. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional

capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project's transit impacts would be less than cumulatively considerable (i.e., less than significant) with mitigation.

Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events

2. Impact C-TR-6: Contribution to Cumulative Impacts on Pedestrians (GSW DSEIR p. 5.2-227; RTC, Response TR-2.) Pedestrian volumes would increase between implementation of the Project and 2040 cumulative conditions due to buildout of planned Mission Bay developments in the Project vicinity. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South and the Project's TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South

3. Impact C-TR-9: Contribution to Cumulative Impacts on UCSF Helipad Operations (GSW DSEIR p. 5.2-231; FSEIR, Chapter 12, Section 12.3.1.) Under cumulative conditions, development in the immediate Project vicinity would have the potential to result in cumulative impacts to the UCSF helipad. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction, which identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period and ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction

C. Noise and Vibration

1. Impact C-NO-1: Contribution to Cumulative Construction Noise Impacts (GSW DSEIR p. 5.3-39; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response NOI-2.) Cumulative construction noise in the Project area could cause a substantial temporary or periodic increase in ambient noise levels during Project construction. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure C-NO-1: Construction Noise Control Measures, which requires site-specific noise attenuation measures during construction to reduce the generation of construction noise. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-C-NO-1: Construction Noise Control Measures

VII. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS THAN SIGNIFICANT LEVEL

Based on substantial evidence in the whole record of these proceedings, SFMTA finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts listed below as identified in the GSW FSEIR. SFMTA agrees that the mitigation measures in the FSEIR and described below are appropriate, and that changes have been required in, or incorporated into, the Project that, to use the language of Public Resources Code section 21002 and CEQA Guidelines section 15091, may substantially lessen, but do not avoid (i.e., reduce to less than significant levels), the potentially significant or significant environmental effects associated with implementation of the Project.

SFMTA adopts all of the mitigation measures it is responsible for adopting and implementing as proposed in the FSEIR that are relevant to the Project and set forth in the MMRP, attached hereto as **Exhibit 1**, and also set forth in **Exhibit 2**, which includes the Mitigation Measures that are within the responsibility and jurisdiction of SFMTA to implement. With respect to Mitigation Measures M-TR-2a, M-TR-2b, M-TR-11a, and M-TR-11c, SFMTA Board of Directors anticipates funding will be available for it to implement and maintain each of these mitigation measures. However, the SFMTA Board of Directors cannot ensure funding for these mitigation measures will be available in perpetuity given that, for example, funding is subject to the discretion of future Boards of Supervisors and SFMTA Boards as well as other budgetary factors and considerations. For this and other reasons discussed further in the FSEIR and OCII CEQA Findings, SFMTA agrees that for the impacts listed below, no feasible mitigation is currently available to render the effects less than significant. The effects therefore remain significant and unavoidable. Based on the analysis contained within the FSEIR, other considerations in the record and stated herein, and the standards of significance, the SFMTA agrees that because some aspects of the Project would cause potentially significant impacts for which feasible mitigation

measures are not available to reduce the impact to a less-than-significant level, the impacts are significant and unavoidable.

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project's "benefits" rendered "acceptable" its "unavoidable adverse environmental effects." (CEQA Guidelines, §§ 15093, 15043, subd. (b); see also Pub. Resources Code, § 21081, subd. (b).) The California Supreme Court has stated, "[t]he wisdom of approving . . . any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law requires that those decisions be informed, and therefore balanced." (*Goleta II, supra*, 52 Cal.3d at p. 576.) SFMTA agrees that the following significant impacts on the environment, as reflected in the GSW FSEIR, are unavoidable, but under Public Resources Code Section 21081, subdivisions (a)(3) and (b), and CEQA Guidelines 15091, subdivision (a)(3), 15092, subdivision (b)(2)(B), and 15093, SFMTA determines that the impacts are acceptable due to the overriding considerations described in Section IX below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation and Circulation

1. Impact TR-2: Effects on Vehicle Traffic on Multiple Intersections without SF Giants game. (GSW DSEIR p. 5.2-117; FSEIR, Chapter 12; Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at seven intersections that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. These include the intersections of King/Fourth Streets, Fifth/Harrison Streets/I-280 westbound off-ramp, Fifth/Bryant Streets/I-280 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, and Seventh/Mississippi/16th Streets. Mitigation Measure M-TR-2a: Additional PCOs during Events would reduce the Project's impacts related to event-related traffic conditions, and would not result in secondary transportation-related impacts, but would not reduce impacts to less-than-significant levels. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would require the Project Sponsor to work with the City to pursue and implement commercially reasonable strategies to reduce transportation impacts. The measures identified above would reduce traffic congestion in the Project vicinity and would not result in secondary transportation impacts. However, even with implementation of these measures, the arrival and departure peak of vehicle trips to and from the event center through these intersections would continue to occur, and therefore, the Project's significant traffic impacts would remain significant and unavoidable with mitigation.

The Project would result in significant and unavoidable impacts at intersections not previously identified in the Mission Bay FSEIR due to event-related vehicles that would result in exceedance of the intersection LOS threshold. Mission Bay FSEIR Mitigation Measures 47a - 47c, and 47e – 47i would minimize traffic impacts but would not reduce them to less-than-significant levels, and traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during Events

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mission Bay FSEIR Mitigation Measure E.47: Transportation System Management Plan

2. Impact TR-3: Effect of Project on Traffic Volumes at Freeway Ramps without SF Giants game. (GSW DSEIR p. 5.2-132; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at the I-80 eastbound on-ramp at Fifth/Bryant Streets that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. MM TR-2b: Additional Strategies to Reduce Transportation Impacts would help reduce the Project traffic increase on regional freeway mainline and ramps. However, the reduction in Project-generated vehicle trips would not reduce impacts to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts.

3. Impact TR-5: Effect of Project Regional Transit Service Demand without SF Giants game. (GSW DSEIR p. 5.2.144, RTC, Response TR-2; Response TR-5; Response TR-12.) The Project would result in a substantial increase in transit demand that could not be accommodated by regional transit capacity such that significant adverse impacts to regional transit service would occur under Existing plus Project conditions without a SF Giants game at AT&T Park. Implementation of Mitigation Measures M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus would help reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay and North Bay service is uncertain and full funding for the service has not yet been identified, the Project's significant impacts remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus Service

4. Impact TR-11: Effect of Project Traffic at Multiple Intersections with SF Giants game.

(GSW DSEIR p. 5.2-171; RTC, Response TR-2; Response TR-4; Response TR-12.) On days with overlapping evening events at the project site and at AT&T Park, intersections in the Project vicinity would become more congested prior to and following the events, and the Project would result in significant traffic impacts at the following ten study intersections: King/Fifth/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/South Streets, Seventh Street/Mission Bay Drive, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, and Mariposa Street/I-280 northbound off-ramp.

Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs during Overlapping Events, and Mitigation Measure M-TR-11b: Participation in the Ballpark/Mission Bay Transportation Coordinating Committee would minimize the severity of traffic impacts at these intersections and would not result in secondary transportation impacts, but would not improve intersection LOS to LOS D or better. Thus, traffic impacts at the ten study intersections would remain significant and unavoidable with mitigation.

In addition to the mitigation measures described above, Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would require the Project Sponsor to continue to work with the City to pursue and implement additional strategies to reduce transportation impacts. One potential strategy involves using off-site parking lot(s) south of the event center and providing shuttles to the event center if the location of off-site parking is not within walking distance to the event center; but regardless, secondary traffic impacts associated with Mitigation Measure M-TR-11c, involving the use of one or more off-site parking lot(s) would contribute to the same significant and unavoidable impact (with mitigation) that would be caused by the Project-generated traffic described in the first paragraph in this impact statement above. With implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, the significant traffic impacts identified above at the intersections of Fourth/16th Streets and Mariposa Street/I-280 northbound off-ramp would not occur, and instead a significant and unavoidable traffic impact would occur at the intersection of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp. Thus, with implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, significant traffic impacts would occur at nine rather than ten intersections; however, impacts in the Project vicinity during overlapping evening events

at the project site and at AT&T Park would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Regular Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

5. Impact TR-12: Effect of Project Traffic at Freeway Ramps with SF Giants game. (GSW DSEIR p. 5.2-180; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project, under the Basketball Game scenario with an overlapping SF Giants evening game at AT&T Park, would result in a significant impact at the I-80 westbound off-ramp at Fifth/Harrison Streets during the weekday evening and Saturday evening peak hours (i.e., attendees driving to San Francisco from the East Bay), and at the I-280 northbound off-ramp at Mariposa Street during the weekday evening peak hour (i.e., attendees driving to the event center and AT&T Park from the south of the Project site). The Project would also result in a significant impact at the I-80 eastbound on-ramp at Fifth/Bryant Streets during the weekday late evening peak hour (i.e., attendees returning to the East Bay). As discussed in Impact TR-3 for conditions without an overlapping SF Giants evening game, no feasible mitigation measures are available for the freeway ramp impacts because there is insufficient physical space for additional capacity without redesign of the I-80 and I-280 ramps and mainline structures, which may require acquisition of additional right-of-way; and other potential measures would not adequately address the short-term peak travel patterns associated with special events. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project traffic increase on regional freeway mainline and ramps. However, the mitigation measures would not reduce impacts related to freeway ramp operations to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

6. Impact TR-14: Effect of Project on Regional Transit Demand with SF Giants game. (GSW DSEIR p. 5.2-184, RTC, Response TR-2; Response TR-4; Response TR-12.) Under existing plus Project conditions with an overlapping SF Giants evening game at AT&T Park, the Project would result in significant Project-specific transit impacts to East Bay, North Bay, and South Bay transit service. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay, North Bay and BART service is uncertain and full funding for the service has not yet been identified, the mitigation measures would not reduce the impact to a less-than-significant level. Accordingly, the Project's significant impacts to regional transit demand would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service during Events

Mitigation Measure M-TR-5b: Additional North Bay Bus and Ferry Service during Events

Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events

7. Impact TR-18. Effect of Project on Traffic Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-191, RTC, Response TR-2.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following additional study intersections, or analysis periods: Third/Channel Streets (weekday late evening), Fourth/Channel Streets (Saturday evening), Seventh Street/Mission Bay Drive (weekday late evening), Illinois/Mariposa Streets (weekday evening, Saturday evening), and Owens/16th Streets (weekday late evening). Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

8. Impact TR-19: Effect of Project Traffic on Freeway Ramps Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-197.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following three additional freeway ramp locations: I-80 eastbound on-ramp at Fifth/Bryant Streets (weekday late evening), I-80 westbound off-ramp at Fifth/Harrison Streets (Saturday evening), I-280 northbound off-ramp at Mariposa Street (weekday evening). Mitigation Measure M-TR-2b: Auto Mode Share Performance Standard and Monitoring, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's impacts related to freeway ramp operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

9. Impact TR-20: Effect of Project Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-99; RTC, Response TR-2; Response TR-5.) Under existing plus Project conditions without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts, as follows: T Third during the weekday evening, weekday late evening, and Saturday evening peak hours; 22 Fillmore during the weekday late evening; and Saturday evening peak hours. Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of this mitigation measure, however, the Project's impacts related to transit operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

10. Impact TR-21: Effect of Project Regional Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-202, RTC, Response TR-2.) Under existing plus Project conditions without a SF Giants game at AT&T Park and

without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts on Water Emergency Transportation Authority and Golden Gate Transit service during the weekday late evening peak hours. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service would reduce or minimize the severity of the impact, but not to a less than significant level. Accordingly, the Project's significant impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

B. Noise

1. Impact NO-5: Noise Impacts from Project Traffic and Crowd Noise. (GSW DSEIR p. 5.3-32; RTC, Response NOI-2b; Response NOI-3a; Response NOI-6.) Noise levels generated by crowds prior to, during, and after events could result in a substantial increase in noise levels at the receptor adjacent to the northbound Muni T-Line transit platform, particularly during nighttime egress hours of 9 p.m. to 11 p.m., and this impact would be significant and unavoidable. Operation of the Project would introduce new mobile noise sources that would contribute to ambient noise levels in the Project vicinity. Increases in roadway traffic noise would be significant and unavoidable during events either with or without implementation of the Muni Special Event Transit Service Plan, even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, the Project's effect on crowd and traffic noise remains significant and unavoidable with mitigation.

Mitigation Measure M-TR-2c: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact AQ-1: Impacts of Criteria Air Pollutants from Construction Activities. (GSW DSEIR p. 5.4-28; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response PD-3.) Construction of the Project would generate emissions of fugitive dust and criteria air pollutants. The Project Sponsor, through its contractors, would be required to implement dust control measures in compliance with the requirements of the

Construction Dust Control Ordinance, which would ensure that the construction-related impacts due to fugitive dust would be less than significant.

Estimated emissions of criteria air pollutants indicate that average daily construction emissions of PM10 and PM2.5 would be below the applicable thresholds. Emissions of ROG and NOx, however, would exceed the applicable significance thresholds. Implementation of Mitigation Measure M-AQ-1 (Construction Emissions Minimization) would reduce ROG and NOx emissions, but additional implementation of Mitigation Measure M-AQ-2b (Emission Offsets) would be further required to reduce NOx emissions to below the applicable threshold. However, because implementation of emissions offsets is dependent in part on the actions of a third party and a specific emission offset project has not yet been identified, this measure is not fully within the control of the Project Sponsor. As such, the impact related to regional emissions of criteria pollutants during construction is conservatively considered significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

2. Impact AQ-2: Impacts of Criteria Air Pollutants from Project Operations. (GSW DSEIR p. 5.4-37, FSEIR, Chapter 12, Section 12.2.1; Response AQ-1; Response AQ-4; Response AQ-6; Response AQ-7.) Operation of the Project would include a variety of sources that would contribute to long term emissions of criteria air pollutants (ROG, NOx, PM10, and PM2.5). These sources would include new vehicle trips, maintenance and operation of standby diesel generators, boilers, and area sources such as landscape equipment and use of consumer products. Calculations of average daily and maximum annual emissions indicate that the Project without mitigation would result in levels of ROG and NOx that would exceed significance thresholds; this would be a significant impact. Mitigation Measures M-AQ-2a (Reduce Operational Emissions), and Mitigation Measure M-AQ-2b (Emission Offsets) would reduce the severity of the impact. However, this impact is conservatively considered significant and unavoidable with mitigation because implementation of an emissions offset Project is dependent in part on the actions of a third party and a specific emission offset project has not yet been identified, beyond the control of the Project Sponsor.

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

VIIA. SIGNIFICANT CUMULATIVE IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Transportation and Circulation

1. Impact C-TR-2: Project Traffic Contribution to Cumulative Impacts at Multiple Intersections.

(GSW DSEIR p. 5.2-212; RTC, Response TR-2.) Overall, combined for all analysis peak hours, the Project would result in cumulative impacts, or contribute to 2040 cumulative impacts at the following 16 study intersections: King/Third Streets, King/Fourth Streets, King/Fifth Streets/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, Third/South Streets, Third/16th Streets, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, Mariposa Street/I-280 northbound off-ramp, and Third/Cesar Chavez Streets. As noted above, the Project would result in Project-specific impacts or contribute considerably to cumulative impacts at nine intersections during the weekday p.m. peak hour, and at the eight intersections during the Saturday evening peak hour. Implementation of Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events, Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee, and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions; however, these impacts would remain significant and unavoidable with mitigation.

With implementation of the off-site parking facilities as part of Mitigation Measure M-TR-11c, the Project would also result in cumulative impacts, or contribute to 2040 cumulative impacts at 16 study intersections; however, significant traffic impacts would not occur at the intersections of Fourth/16th Streets or Mariposa Street/I-280 northbound off-ramp, and instead would occur at the intersections of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp and Pennsylvania Street/I-280 southbound off-ramp. Therefore, the Project's contribution to this 2040 cumulative impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

**Mitigation Measure M-TR-2b: Additional Strategies to Reduce
Transportation Impacts**

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

2. Impact C-TR-3: Project Traffic Contribution to Cumulative Impacts at Freeway Ramps. (GSW DSEIR p. 5.2-220; RTC, Response TR-2.) The Project, in combination with past, present, and reasonably foreseeable development in San Francisco, would contribute considerably to cumulative traffic impacts at three freeway ramps (i.e., I-80 eastbound on-ramp at Fifth/Bryant Streets, I-80 westbound off-ramp at Fifth/Harrison Streets, and I-280 southbound on-ramp at Mariposa Street). Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions but would not mitigate the contribution to less-than-significant levels. Therefore, the Project's contribution to cumulative impacts at the ramp locations is considered significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

3. Impact C-TR-5: Project Traffic Contribution to Cumulative Impacts to Regional Transit. (GSW DSEIR p. 5.2-226; RTC, Response TR-2.) The Project would result in significant cumulative transit impacts to regional transit. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, although not to less than significant levels. Accordingly, the Project's cumulative impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

Mitigation Measure M-TR-14: Additional BART Service to the East Bay During Overlapping Events

B. Noise

1. Impact C-NO-2: Project Contribution to Cumulative Impacts on Crowd and Traffic Noise. (GSW DSEIR p. 5.3-42; RTC, Response NOI-2b.) Operation of the Project would contribute to ambient noise levels in the Project vicinity. Cumulative increases in roadway traffic noise would be significant and unavoidable during events even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts. (GSW DSEIR p. 5.4-55; FSEIR, Chapter 12, Sections 12.2.1, 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4c; Response AQ-6; Response AQ-7.) The analysis of construction-related and operational criteria pollutant impacts (Impact AQ-1 and Impact AQ-2, respectively) assesses whether the Project would be considered to result in a cumulatively considerable contribution to regional and localized air quality impacts. Mitigation Measure M-AQ-1: Construction Emissions Minimization, Mitigation Measure M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the Project's contribution to the cumulative impact, although it cannot be certain that Project's contribution would be reduced to less than cumulatively considerable. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

D. Utilities and Service Systems

1. Impact C-UT-2: Wastewater Treatment Capacity (GSW DSEIR p. 5.7-16; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-5; Response UTIL-6.) The

SFPUC has determined that the Project in combination with full build out of Mission Bay South would result in wastewater flows that could exceed the capacity of the Mariposa Pump Station and associated force mains and conveyance piping. Therefore, improvements to the Mariposa Pump Station and associated facilities would be required to accommodate the cumulative wastewater flows. While temporary or interim measures to accommodate the flows would not result in significant environmental effects because they would be operational or internal to the pump stations, construction of the permanent improvements could potentially result in significant environmental effects. Because specific plans and design for permanent pump station improvements and associated force mains and conveyance piping have not been finalized and CEQA environmental review has not been completed, it is not possible at this time to conclude whether impacts resulting from these improvements could be mitigated to a less than significant level. Furthermore, implementation of any improvements to the City's pump stations and force mains is outside of the Project Sponsor's control and there is uncertainty in timing as to when the SFPUC will be able to complete the necessary capacity improvements. Therefore, this would be a significant and unavoidable impact related to requiring construction of new wastewater facilities or the expansion of existing wastewater facilities in the Mariposa sub-basin the construction of which could cause significant environmental impacts, with no feasible mitigation available to the Project Sponsor.

Cumulative wastewater flows could also exceed the capacity of the Mission Bay Sanitary Pump Station, resulting in a significant impact related to construction and/or expansion of related wastewater facilities. However, the Project's contribution would not be cumulatively considerable (i.e., it would be less than significant) because the Mission Bay Sanitary Pump Station was designed to accommodate 0.29 mgd of wastewater flows from the Project site, and the Project would discharge only 0.182 mgd to the pump station which would be within the remaining capacity at the pump station. Even so, for the reasons mentioned in the first paragraph above, impacts relating to the construction of expanded wastewater treatment capacity would be significant and unavoidable.

2. Impact C-UT-4: Wastewater Demand (GSW DSEIR p. 5.7-19; RTC, Response UTIL-5.) The SFPUC has determined that there is currently inadequate capacity to serve the Project's wastewater demand in combination with anticipated increased wastewater flows from other projects (including UCSF's demand and other reasonably foreseeable development). The impact analysis determined that the Project's contribution to this impact would be cumulatively considerable, and therefore, this cumulative impact on the wastewater system was determined to be significant and unavoidable with mitigation. Implementation of Mitigation Measure M-C-UT-4, Fair Share Contribution for Pump Station Upgrades, would offset the Project's contribution to this impact. The measure would require the Project Sponsor to contribute its fair share to the SFPUC for the required improvements to the Mariposa Pump Stations and associated wastewater

facilities. However, because the necessary improvements have not been completely defined and implementation of the improvements to the City's wastewater system is outside of the Project Sponsor's control, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-C-UT-4: Fair Share Contribution for Mariposa Pump Station Upgrades

VIII. EVALUATION OF ALTERNATIVES

This section describes the Project, Project objectives, as well as the Project alternatives (the "Alternatives"). When a public agency acts as a responsible agency for a project, the agency has more limited authority than a lead agency. The responsible agency may require changes in a project to lessen or avoid only the effects, either direct or indirect, of that part of the project which the agency will be called on to carry out or approve. (CEQA Guidelines, § 15041, subd. (a).) Therefore, the scope of the alternatives analysis set forth in the FSEIR and discussed in the OCII CEQA Findings exceeds the scope of SFMTA's obligations as a responsible agency pursuant to CEQA. Nevertheless, SFMTA has independently reviewed and considered the information on alternatives provided in the FSEIR and in the administrative record. Additionally, SFMTA has considered and agrees that the evidence and analysis included in the OCII CEQA Findings demonstrates that all of the alternatives discussed therein are either infeasible or undesirable in comparison to the Project.

CEQA mandates that an EIR evaluate a reasonable range of potentially feasible alternatives to a proposed project or the project location that would meet most of the project objectives while reducing or avoiding any of the significant environmental impacts of the proposed project. CEQA requires that every EIR also evaluate a "No Project" alternative. Alternatives provide a basis of comparison to the Project in terms of their significant impacts and their effectiveness in meeting Project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing the significant environmental impacts of the Project.

After an extensive alternative screening and selection process, OCII selected three alternatives, in addition to the Project, to carry forward for detailed analysis in the GSW FSEIR:

- Alternative A: No Project Alternative
- Alternative B: Reduced Intensity Alternative
- Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

These alternatives adequately represent a range of potentially feasible alternatives to the Project as required under CEQA.

The GSW FSEIR also analyzed two Project variants:

- Third Street Plaza Variant

- Muni UCSF/Mission Bay Station Variant

The GSW DSEIR noted that the Third Street Plaza Variant also served as an alternative to the Project because it would meet all of the Project objectives and would lessen or avoid a significant environmental impact of the Project. Specifically, the Third Street Plaza Variant would lessen or avoid the Project's potential wind impacts, which the GSW DSEIR conservatively identified as significant and unavoidable with mitigation. After publication of the GSW DSEIR, the Project Sponsor identified minor refinements that have been incorporated into the Project that will reduce the Project's wind impacts to less than significant with mitigation. Therefore, because the Third Street Plaza Variant no longer lessens or avoids a significant environmental impact of the Project, it is now properly treated as a Project variant, and not a true alternative to the Project. As explained above, the environmental impacts of the Project and the Third Street Plaza Variant would be the same and the same mitigation measures would apply, except that no mitigation would be required to reduce wind impacts of the Third Street Plaza Variant to a less than significant level.

The GSW FSEIR noted that the Muni UCSF/Mission Bay Station Variant would result in an incremental noise reduction at Hearst Tower, and therefore, an incremental reduction in the crowd noise impact identified in the GSW DSEIR as significant and unavoidable. Even with the incremental reduction, however, the Project could still result in a substantial increase in noise levels and the incremental reduction would not be sufficient to reduce the impact to a less-than-significant level.

A. Reasons for Selection of the Project

The Project will meet all of the Project Objectives identified above in Section IIC, and will provide numerous public benefits as explained in greater detail in Section IX.

1. *Construct a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.*

The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other

family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

2. *Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.*

The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood. The Project is also financially feasible for the Project Sponsor and will provide substantial tax revenue available for OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

3. *Develop a project that meets high-quality urban design and high-level sustainability standards.*

The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to Leadership in Energy and Environmental Design ("LEED®") Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.

4. *Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.*

The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including Caltrain, Bay Area Rapid Transit, AC Transit, Golden Gate Transit, other regional carriers. The Project will also implement a number of off-site roadway network and curb regulations, and transit network, pedestrian and bicycle network improvements in the Project site vicinity, including roadway

restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements.

Further, as part of the Project, the Project Sponsor prepared and will implement a Transportation Management Plan (“TMP”). The TMP is a management and operating plan to facilitate multimodal access at the event center during Project operation. The TMP includes various management strategies designed to reduce use of single-occupant vehicles and to increase the use of rideshare, transit, bicycle, and walking for trips to and from the Project site.

5. *Provide adequate parking and vehicular access that meets NBA and project sponsor’s reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.*

The Project provides adequate parking and vehicular access that meets NBA and the Project Sponsor’s reasonable needs for the event center and serves the needs of Project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.

6. *Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.*

The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the limited availability of such world class facilities. The City is currently unable to attract or accommodate certain events because there are no venues in the city with the flexibility for such small or large seating capacities that can accommodate such events. With the event center, the City will be able to accommodate such events, for which there is a high demand in the City.

7. *Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.*

The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of AB 900, as amended.

The Project also meets the major redevelopment objectives of the Mission Bay South Redevelopment Plan. These major redevelopment objectives are also the primary objectives of the Mission Bay South Redevelopment Plan as set forth in the Mission Bay FSEIR. (GSW DSEIR, p. 3-4.)

1. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.
2. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco (“UCSF”), which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan.
3. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Area.
4. Replanning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.
5. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.
6. Providing opportunities for participation by owners in the redevelopment of their properties.
7. Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by the construction of up to approximately 3,440 very low-, low- and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.
8. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of up to approximately 335,000 Leasable square feet of retail space and a hotel of up to 500 rooms and associated uses, depending on the amount of residential uses constructed in the

Hotel land use district, and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

9. Facilitating emerging commercial-industrial sectors including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
10. Facilitating public transit opportunities to and within the Plan Area to the extent feasible.
11. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.
12. Achieving the objectives described above in the most expeditious manner feasible.

The Project is consistent with all of the above major redevelopment Project objectives. The successful completion of the Plan Area is dependent on economically feasible land uses, such as the Project, that will provide the revenues to repay the bonded indebtedness used to build the public infrastructure for the area. The Project will improve underutilized blocks within the Plan Area and will provide substantial economic benefits within the Plan Area.

The area surrounding the Project has already been substantially built out with commercial, industrial and other uses. Construction of the Project would develop one of the few remaining vacant and under-utilized parcels in this area. In doing so, the Project would secure the Property, increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail, restaurant, and entertainment uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay's street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus.

Furthermore, the Project includes implementation of several improvements to the existing public transit network and open space near the Property. For example, the Project will provide expanded Mission Bay Transportation Management Association ("TMA") shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay South. These shuttle service improvements would be an integrated part of the Mission Bay TMA network and would continue to be free of charge for all residents and employees in Mission Bay,

regardless of their origin or destination. The Project would enhance Plan Area open space through the creation of a substantial public plaza and creation of enhanced public views, including the elevated view terrace located on the Bayfront Terrace and overlooking the Bayfront Park and the Bay beyond. The Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space.

B. Environmentally Superior Alternative

CEQA Guidelines section 15126.6 requires that each EIR identify the “environmentally superior alternative” among those considered. If the No Project Alternative is identified as environmentally superior, then the EIR must also identify the environmentally superior alternative among the other alternatives. (CEQA Guidelines, § 15126.6, subd. (e)(2).)

As discussed in the SEIR, Alternative A, the No Project, would result in substantially less severe environmental impacts than the Project. However, per CEQA Guidelines Section 15126.6, if the environmentally superior alternative is the “no project” alternative, an EIR shall also identify an environmentally superior alternative among the other alternatives. The three remaining alternatives consist of the Reduced Intensity Alternative, the Off -site Alternative at Piers 30-32 and Seawall Lot 330, and the Third Street Plaza Variant. As discussed more fully below, *infra* Section VC, the Reduced Intensity Alternatives would result in somewhat less severe environmental impacts than the Project, including transportation, noise, air quality, and wastewater demand; however, this alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would more effectively avoid and substantially reduce the severity of a number of significant impacts related to noise, air quality, and utilities that were identified for the Project; however, this alternative would result in substantially more severe significant impacts related to noise, vibration, and air quality, and also introduce new significant and unavoidable adverse impacts related to transportation and biological resources that would not occur under the Project. The Third Street Plaza Variant would have all of the same significant impacts as the Project.

Therefore, overall, the Reduced Intensity Alternative is considered the environmentally superior alternative, because it would reduce the severity of adverse environmental effects across a broad range of environmental resources and would not result in any new significant environmental impacts. (See also GSW DSEIR, pp. 7-99 – 7-109, 8-1 – 8-14.)

C. Alternatives Rejected and Reasons for Rejection

The OCII CEQA Findings present evidence supporting the conclusion that the Alternatives set forth in the FSEIR, and listed below, should be rejected because substantial evidence, including

evidence of economic, legal, social, technological, and other considerations described in this section and elsewhere in the record on these proceedings under CEQA Guidelines section 15091, subdivision (a)(3), make the Alternatives infeasible. As explained in the OCII CEQA Findings, CEQA defines “feasibility” to mean “capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors.” (Pub. Resources Code, § 21061.1; see also *Goleta II*, *supra*, 52 Cal.3d at p. 565.) Furthermore, under CEQA case law the concept of “feasibility” encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of the 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. (See, e.g., *City of Del Mar*, *supra*, 133 Cal.App.3d at p. 417; *Sequoiah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715; *CNPS*, *supra*, 177 Cal.App.4th at p. 1001.)

1. Alternative A: No Project Alternative

Under the No Project Alternative, the Golden State Warriors organization would not relocate to San Francisco, and Blocks 29-32 in the Mission Bay South Plan Area would not be developed with the event center and mixed-use development described in Section II. Instead, it is assumed that in the short term, the Warriors organization would exercise its option to stay in Oakland, and accordingly, the team would continue to play its home games at Oracle Arena and lease their management offices and practice facility at the Oakland Convention Center in Oakland. Oracle Arena, built in 1966 and remodeled in 1996, is the oldest facility still in use by the NBA. Therefore, under this alternative, it is likely that the Warriors organization would either build a new arena at its current location or relocate and build a new facility in the long term in the Bay Area or elsewhere.

Currently, there are no other development proposals pending at Blocks 29-32, but given its prime location, existing entitlement, and ongoing development on similar sites adjacent to or near to Blocks 29-32, it is reasonable to expect that development at Blocks 29-32 would occur in the foreseeable future. Thus, the No Project Alternative does not assume that the Project site at Blocks 29-32 would remain under their current vacant conditions, but rather that the site would be developed. Consistent with CEQA Guidelines Section 15126.6, subdivision (e)(2), this scenario represents what is reasonably expected to occur in the foreseeable future if the Project were not approved, based on current plans, available infrastructure, and community services. Specifically, the No Project Alternative assumes that Blocks 29-32 would be developed with another mixed-use development project consistent with the restrictions and controls established in the Mission Bay South Redevelopment Plan and the South Design for Development.

For the purposes of the GSW DSEIR, a hypothetical development scenario was developed that conforms to the Mission Bay South Redevelopment Plan and associated Design for Development, which allows all building to be a maximum of 90 feet in height, except for one

160-foot high tower on Block 29. The No Project Alternative assumes that approximately 1,056,000 gross square feet (“gsf”) of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. There would be no event center. The commercial/industrial uses would presumably consist of office and research/development uses, with a 13-story, 160-foot tall office tower located on Block 29 along Third Street and varying heights of office mid-rise buildings, all less than 90 feet in height, throughout Blocks 29, 30, 31, and 32. One- to two-story retail uses would be located at the corner of Third and South Streets on Block 29 and along the re-aligned Terry A. Francois Boulevard on Block 30. There would be two, above-grade, five- to five-and-a-half-story parking structures, one on South Street and one on 16th Street, with 1,050 parking stalls on-site, plus 132 spaces off-site at the South Street garage, for a total of 1,182 spaces. It is assumed that publicly accessible open spaces would be provided amidst the office buildings. Possible future uses for this hypothetical development scenario could include biotech uses, UCSF-related uses, or a wide variety of private or public uses that are allowed as principle uses under the Mission Bay South Redevelopment Plan.

This scenario assumes that no further CEQA environmental review would be required beyond the Mission Bay FSEIR and that no amendments to the Mission Bay South Redevelopment Plan or Design for Development would be needed, although OCII would make a final determination as to the need for supplemental CEQA environmental review or minor changes to Mission Bay planning documents on a project-specific basis.

(a) Environmental Impacts: The No Project Alternative would result in similar impacts to those disclosed in the Mission Bay FSEIR and would be subject to all mitigation measures identified in the Mission Bay FSEIR applicable to Blocks 29-32. Many impacts of the No Project Alternative would also be similar to those of the Project. This is because many of the impacts would result from the conversion of a vacant parcel at this same location to a fully developed City block, regardless of the type of the development, and the same or similar mitigation or improvement measures identified for the Project would apply to the No Project Alternative. As explained in the GSW DSEIR, however, the No Project Alternative would reduce or avoid numerous significant impacts of the Project. (GSW DSEIR, pp. 7-32 to 7-46.) Overall, the No Project Alternative would result in substantially less severe environmental impacts than the Project but would fail to meet the basic objectives of the Project, as explained below.

(b) Project Objectives: This alternative would not meet, or would substantially reduce the ability to meet, the Project objectives identified in the GSW DSEIR. The No Project Alternative would fail to achieve the primary objective of the Project Sponsor of constructing a new multi-purpose event center and home court for the Golden State Warriors NBA basketball team that can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500 and expands opportunities for the City’s tourist, hotel and convention business. Further, this alternative would not optimize or provide public transit, pedestrian, parking, and vehicular and bicycle access to an event center, nor would it provide the City with a 3,000 to 4,000 seat performing arts venue. Lastly, because

the No Project Alternative would substantially reduce the scale of development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.” As explained below, the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The No Project Alternative includes a substantially reduced amount of development compared to the Project, which would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Specifically, the No Project Alternative assumes that approximately 1,056,000 gsf of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. The Project, by comparison, includes a total of 1,955,000 gsf of development. The property tax base, and therefore the tax increment bonding capacity, is driven directly by the construction costs associated with each project, as well as assumptions about whether those buildings are sold at market value, or remain on the tax rolls at construction value. As explained in greater detail below, the OCII CEQA Findings present evidence supporting the conclusion that reducing the intensity of development at the site to the levels proposed under the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII. The No Project Alternative includes even less development than the Reduced Intensity Alternative (1,087,700 total gsf for the No Project Alternative compared to 1,548,000 total gsf under the Reduced Intensity Alternative). Therefore, the OCII CEQA Findings demonstrate that the No Project Alternative would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. OCII CEQA Findings explain further that this is an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

The OCII CEQA Findings support rejecting the No Project Alternative on each of these grounds independently. SFMTA agrees that each of these reasons discussed in the OCII CEQA Findings provides sufficient independent grounds for rejecting the No Project Alternative as infeasible.

2. Alternative B: Reduced Intensity Alternative

The Reduced Intensity Alternative was designed to reduce transportation and construction-related impacts that were identified for the Project. This alternative is identical to the Project with respect to the event center's design and siting on Blocks 29-32, but the mixed use development of commercial-industrial-retail uses throughout the rest of the site would be reduced in scale by 40 percent. The office uses would be reduced from 580,000 to 373,000 gsf, retail uses would be reduced from 125,000 to 75,000 gsf, and on-site, subgrade parking reduced from 950 to 750 stalls. The total development would be reduced from 1,955,000 to 1,673,000 gsf, or a reduction of 282,000 gsf. Reducing the size of the event center was considered, but was determined not to be potentially feasible due to the current standards of the NBA for professional basketball games, the current market demand for season tickets, and the likelihood that reducing the size or scale of the event center would not avoid or lessen the significant and unavoidable transportation-related impacts.

In addition, there would be only one instead of two 160-foot-tall office towers; the tower at Third and 16th Streets would be lowered by seven floors, such that the height of this structure would be 55 feet instead of 160 feet. Retail uses would be reduced across the Project site, with 5,000 gsf less at the South Street podium, 5,000 gsf less at the Gatehouse, 11,000 gsf less at the 16th Street podium, and 29,000 gsf less at the food hall complex at South Street and Terry A. Francois Boulevard. Like the Project, the same gatehouse would be located mid-block along Third Street, and vehicle access would be from South and 16th Streets. The area of open space would be the same as that for the Project (i.e. 3.2 acres).

Operations under the Reduced Intensity Alternative would be essentially the same as that for the Project. The event center operations would be identical, as described in the GSW DSEIR, Chapter 3, Table 3-3. Operations of the office and retail uses would be expected to be the same as for the Project, though reduced in scale commensurate with the reduced gross square footage of uses. For the purposes of this alternatives analysis, it is assumed that the Reduced Intensity Alternative would incorporate the same design standards, infrastructure improvements, and transportation management planning assumptions as those under the Project.

(a) Environmental Impacts:

Impacts of the Reduced Intensity Alternative would be similar to those of the Project with respect to nearly all resource areas. This is because many of the impacts would result from the development of a vacant parcel with an event center and mixed-use development, regardless of the size of the mixed-use development. And in all cases, the same mitigation or improvement measures identified for the Project would apply to the Reduced Intensity Alternative.

The Reduced Intensity Alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. Nor would the Reduced Intensity Alternative result in any changes to the significance determinations identified for the Project, and

all mitigation measures would apply to this alternative. However, the Reduced Intensity Alternative would have similar but slightly less severe significant impacts than the Project (i.e., the significance determination would be the same but the severity, magnitude and/or frequency of the impact would be notably less) with respect several resource areas, as explained in the GSW DSEIR. (GSW DSEIR, pp. 7-66 to 7-67.) Overall, the Reduced Intensity Alternative would not provide substantial environmental benefits in comparison to the Project.

(b) Project Objectives:

This alternative would not meet, or would substantially reduce the ability to meet, the Project objectives identified in the GSW DSEIR. Because the Reduced Intensity Alternative would include an event center identical to the Project, this alternative would meet the Project objectives related to providing a venue for sporting events, entertainment, and convention purposes. However, because the Reduced Intensity Alternative would substantially reduce the scale of office development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.” As explained below, the reduction in office space would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The Reduced Intensity Alternative would substantially jeopardize the economic feasibility of the Project and would reduce the economic benefits the Project will provide for the Mission Bay area, as well as the entire City. The components of the Project other than the event center, such as the office buildings and retail component, are critical to the Project’s overall economic model. The Reduced Intensity Alternative would reduce the overall size of the Project by reducing the non-event center components; the retail component of the Project would be reduced from 125,000 square feet to 75,000 and the non-GSW office component from 580,000 to 373,000, for a total reduction of 282,000 square feet. In addition, the on-site parking garage would be reduced from 950 to 750 spaces. The retail programming for the Project is necessary to provide an active and lively visitor-serving destination, and a sufficiently sized amount of retail is necessary to ensure the attractiveness of the event center to prospective patrons. However, supporting the retail tenants on non-event days is an important factor in attracting and maintaining a vibrant retail tenant base. As a result, the office components of the Project will afford the retail proprietors the benefit of an on-site population of potential customers, even on days when the Event Center is not active. Thus, the significant reduction in the office

component under the Reduced Intensity Alternative would necessarily result in a reduced potential customer base, thereby increasing the potential risk of any prospective retail tenant.⁴ Consequently, the Reduced Intensity Alternative would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Furthermore, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Compared with the Project, the Reduced Intensity Alternative would lead to a reduction over the next 25 years of approximately \$45 million (\$11.7 million to the normal taxing entities, \$9 million to affordable housing, and \$24.3 million to parks and open space and infrastructure).⁵

It is anticipated that, because of immediate needs and contractual obligations, OCII will issue bonds against certain of these revenues to provide immediately available funds to advance goals around affordable housing and infrastructure, especially important in a growing community like Mission Bay. The potential financial consequences of going forward with the Reduced Density Alternative can be determined through a series of typical bonding assumptions (i.e., a 5% interest rate, 25 year amortization, full utilization of all revenue for debt service because debt service coverage is provided by AB1290 subordination, and reserves and issuance costs of approximately 8%). Applying these assumptions to the revenue from Reduced Intensity Alternative results in net proceeds from tax increment bonds sales being lowered by approximately \$13.49 million (\$3.64 million for affordable housing and \$9.85 million for parks and open space and infrastructure) compared with what would occur under the Project. In addition, due to the 2% annual growth (which is not used for debt service), another approximately \$7.3 million of direct increment (\$2 million for affordable housing and \$5.3 million for parks and open space and infrastructure) would also be lost compared with what would occur under the Project. These amounts of money foregone under the Reduced Intensity Alternative represents a conservative assessment and the actual amount of lost revenue would

⁴ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed Project and a lower density alternative, October 13, 2015.

likely be much greater.⁶ Thus, the OCII CEQA Findings explain that, compared to the Project, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space and critical utility, water quality and transportation infrastructure in the Mission Bay area. The OCII CEQA Findings explain further that this would be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Further, the Reduced Intensity Alternative would reduce the ability to meet the long-term planning objectives for the Mission Bay area. As explained above, the Project will increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail and restaurant uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay’s street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus. The retail and office uses included in the Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space. Compared to the Project, the Reduced Intensity Alternative would reduce the ability to meet these redevelopment objectives of the Mission Bay South Redevelopment Plan.

The OCII CEQA Findings support rejecting the Reduced Intensity Alternative on each of these grounds independently. SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting the Reduced Intensity Alternative as infeasible.

3. Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

The Project Sponsor previously proposed to construct a multi-purpose event center, event hall, public open space, maritime uses, fire station, a parking facility, and visitor-serving retail and restaurant uses on Piers 30-32 along the San Francisco waterfront, south of the Bay Bridge, in conjunction with a residential and hotel mixed-use development across The Embarcadero on Seawall Lot 330. As described in the GSW DSEIR, this alternative would be essentially the same

⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed Project and a lower density alternative, October 13, 2015.

as that previous proposal, although without the formerly proposed fire station, since the San Francisco Fire Department has proceeded with a different plan for upgrading its waterfront facilities.

Site Description

Piers 30-32 and Seawall Lot 330 are located along The Embarcadero, between Bryant Street and Brannan Street, just south of the Bay Bridge, and within the jurisdictional boundary of the Port of San Francisco (“Port”). Piers 30-32 is an approximately 12.7-acre rectangular-shaped concrete pier structure that extends east from the bulkhead wharf into the San Francisco Bay. With the exception of Red’s Java House, located on the northwest corner of the piers, Piers 30-32 have no existing on-deck structures and are used for surface parking and an occasional berthing location for cruise ships and other large vessels. Substantial areas of Piers 30-32 are in poor structural condition and can no longer safely support heavy loads such as trucks or large crowds. Seawall Lot 330 is an approximately 2.3-acre paved inland site, located directly across The Embarcadero from Piers 30-32, and currently operates as a surface parking lot. The site is within the City’s Rincon Point-South Beach neighborhood adjacent to several existing residential uses. Piers 30-32 are within an area subject to the San Francisco Bay Conservation and Development Commission (“BCDC”) San Francisco Waterfront Special Area Plan. In addition, Piers 30-32 are within the purview of the State Lands Commission as part of its stewardship of state-owned lands, waterways, and resources and subject to public trust considerations under the Burton Act.

Alternative Description

This alternative assumes the same design and programming as the Project Sponsor’s previously-proposed project at this location, with the only exception being the removal of the fire house and associated San Francisco Fire Department facilities. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would have an event center on Piers 30-32 with the same basketball seating capacity as the Project (18,064 seats), totaling 694,944 gsf (including the GSW offices), plus an event hall covering 25,946 gsf. Also located on Piers 30-32, this off-site alternative would include about 90,000 gsf of retail/restaurant uses, 13,172 gsf for services, about 252,554 gsf for parking and loading, and 1,820 gsf for Red’s Java House, for a total building area of about 1,078,436 gsf. The height of the event center would be 128 feet high, with seven arena levels, height of the retail buildings 32 to 58 feet, with 1 to 3 levels, and the parking would be 31 feet high, with 3 levels. Red's Java House would be relocated from its current location in the northwest corner of Piers 30-32 to near the southwest corner, and relocation would be conducted consistent with the Port of San Francisco Building Code requirements and the Secretary of the Interior’s Standards for the Treatment of Historic Properties. Other proposed facilities on Piers 30-32 would include a water taxi dock, a “dolphin” berthing structure, and over seven acres of public open space on Piers 30-32. There would be 500 parking spaces at Piers 30-32. Vehicular access would be at one midblock access point on The Embarcadero, between Bryant and

Brannan Streets. Maritime uses include a water taxi dock on the north side and berthing for deep water vessels on the east side.

Seawall Lot 330 would be developed with a combination of residential, hotel, and retail uses (including restaurants and parking) and would be designed to architecturally connect to the development at Piers 30-32. A total of 534,890 gsf of building development is proposed at Seawall Lot 330, consisting of 208,844 gsf of residential, 178,406 gsf of hotel, 29,854 gsf of retail, 106,339 gsf parking, and 11,447 gsf of shared support areas. The development would include a four-story building (ground level plus three podium levels containing a combination of retail, residential, hotel and parking uses) above which a 13-story residential tower would be developed in the south portion of the site (i.e., 17 stories total) and a 7-story hotel tower in the north portion of the site. The tallest structure on Seawall Lot 330 would be the proposed residential tower, which would measure approximately 175 feet at its building rooftop. The hotel would consist of two building wings connected by a multi-level glass bridge, approximately 105 feet in height. The podium building would vary in height, ranging from 20 to 50 feet depending on location, and would incorporate rooftop open space areas. The Seawall Lot 330 development would contain multiple ground-level vehicular and pedestrian/bicycle access points to the site, and a pedestrian/bicycle pathway through the development connecting Main Street and The Embarcadero. A total of 259 vehicle parking spaces are proposed on Seawall Lot 330.

Operations under this alternative are assumed to be essentially the same as those of the Project at Mission Bay, with the same year-round schedule and types of events at the event center, and typical operational schedules for the hotel, residential, and retail uses.

Construction of the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would require approximately 32 months for the entire development, about 6 months longer than the construction schedule for the Project. Unlike the Project, extensive in-water construction activities would be required in the vicinity of Piers 30-32 due to the seismic and structural upgrades to the pier structure that would be required. At or in the vicinity of Piers 30-32, construction activities would include: demolition of portions of the existing Piers 30-32 pier deck; removal and/or disconnection of existing pier piles; installation of new pier piles and reconstruction of the pier deck; dredging within a portion of the Pier 28-30 open water area; strengthening of the seawall and sections of the bulkhead wharf adjacent to Piers 30-32 along The Embarcadero promenade; construction of all above-deck Piers 30-32 development, including foundations, event center structure, retail buildings, parking and loading structure, and open space features; installation of associated on-site utilities; interior finishing, exterior hardscaping and landscaping improvements; installation of floating dock facilities along the north side of Piers 30-32; and installation of frontage improvements along The Embarcadero.

At Seawall Lot 330, construction activities would include: site demolition, clearing and excavation; pile installation and foundation construction; construction of all proposed Seawall Lot 330 development, including podium structure and residential and hotel towers; installation of

associated on-site utilities; interior finishing; exterior hardscaping and landscaping improvements; and installation of frontage improvements along The Embarcadero and Bryant and Beale Streets.

This alternative would require numerous federal and state permits and approvals, including approvals from the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Services, National Marine Fisheries Service, California State Lands Commission, San Francisco Bay Conservation and Development Commission, and California Department of Fish and Wildlife. Local approvals would be required from the San Francisco Planning Commission, San Francisco Port Commission, and the San Francisco Board of Supervisors as well as the San Francisco voters.

It should be noted that this alternative includes a mix of uses different than that of the Project, including new residential and hotel uses and substantially fewer office uses. Because of these differences, this alternative would result in impacts that would not occur for the Project, particularly due to the residential uses. However, the program for this alternative is based on the previous proposal by the Project Sponsor for this site, and was determined to be the most viable mix of uses for this site at the time it was under active consideration.

Under the Off-site Alternative, development at Blocks 29-32 at Mission Bay would not be precluded. Development of the Off-site Alternative could occur concurrently with development of Blocks 29-32 per the Mission Bay Plan, potentially contributing to localized impacts at both sites.

(a) Environmental Impacts:

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid or lessen some of the impacts of the Project identified in the GSW DSEIR, but it would also result in different significant impacts — including significant and unavoidable impacts — that would not occur under the Project.

The Off-site Alternative would have slightly more severe impacts than were identified for the Project (i.e., impact determination would change from LS to LSM and would require implementation of additional mitigation measures not required for the Project) with respect to:

- Construction water quality impacts (Impact would change from LS to LSM. There would be greater potential for adverse effects on water quality to occur, as well as more complex mitigation requirements.)
- Water quality impacts associated with trash and littering (Impact would change from LS to LSM.)

The Off-site Alternative would have substantially more severe significant impacts than were identified for the Project (i.e., impact determination would change from LS or LSM to SU or

SUM and would require implementation of additional and/or different mitigation measures not required for the Project) with respect to:

- Construction noise levels substantially higher than ambient levels, exceeding Federal Transit Administration (“FTA”) criterion for residential exposure to construction. (Impact would change from LS to SUM.)
- Construction vibration impacts exceeding thresholds for human annoyance at nearby sensitive receptors. (Impact would change from LS to SUM.)
- Cumulatively considerable contribution to construction noise and vibration impacts, assuming other construction activities in the vicinity were to overlap with the construction activities. (Impact would change from LSM to SUM.)
- Exposure of sensitive receptors to increased PM_{2.5} concentrations and cancer risk from toxic air contaminant concentrations during construction and operation and associated contribution to cumulative impacts. (Impact would change from LSM to SUM.)

The Off-site Alternative would have different significant and unavoidable impacts that were not identified for the Project (i.e., new SU or SUM impact and would require implementation of different mitigation measures not required for the Project) with respect to:

- Traffic impacts at different intersections than those identified for the Project. The number of intersections with significant traffic impacts would increase, and these impacts would occur under a greater number of scenarios. Even though the Off-site Alternative would generate fewer vehicle trips than the Project, traffic impacts would be substantially greater due to its more central and congested location closer to downtown. (Impact would be SUM.)
- Construction noise impacts on special-status fish and marine mammals (Impact would be SUM.)

Overall, the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid and lessen several of the environmental impact identified for Project, but it would also result in new and different significant environmental impacts that would not occur under the Project.

(b) Project Objectives:

As described in the GSW DSEIR, the objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are intended to be consistent with the overall objectives of the Mission Bay Redevelopment Plan. (GSW DSEIR, pp. 3-4 – 3-5.)

Development at Piers 30-32 and Seawall Lot 330 as proposed in the Off-Site Alternative would not achieve any of the redevelopment objectives identified for the Mission Bay South

Redevelopment Plan, which are described above in Section VIII. However, since it is assumed that an alternative development would occur at Blocks 29-32, it is assumed such development would achieve at least some of the redevelopment objectives identified for the Mission Bay South Redevelopment Plan. As discussed in the context of the No Project Alternative above, it is also reasonable to assume that such an alternative development on Blocks 29-32 would substantially reduce the scale of development at the site as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. For these reasons, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that this alternative would substantially reduce the ability to meet the project objectives within the context of the overall objectives of the Mission Bay Redevelopment Plan.

(c) Other Feasibility and Policy Considerations:

There are numerous uncertainties with regard to the acquisition of all the necessary permits and approvals required for the Piers 30-32 and Seawall Lot 330 site, including permits from the U.S. Army Corps of Engineers, State Lands Commission, San Francisco Bay Conservation and Development Commission (“BCDC”), Port of San Francisco, and voter approval under Proposition B.

Piers 30-32 and SWL Lot 330 are both under the jurisdiction of the Port of San Francisco. The current height limits (which are unchanged from 2012) for those sites are 40 feet and 65-105, respectively. Proposition B, passed by the voters in 2012, requires that any height increase on property within the Port’s jurisdiction from the height limit that existed in June of 2012 must go to the San Francisco voters for approval. Consequently, in order for the proposed Project to proceed at those locations, the first step in the entitlement process would be to seek and obtain a height reclassification of the sites at the ballot. Taking a height reclassification to the ballot requires the Project Sponsor wait until the next election, and in advance of that expend significant sums to draft the ballot measure, collect signatures to place it on the ballot, and campaign for its approval.⁷

After completing the height reclassification process (if successful), the Project would then commence seeking Project approvals, which would require analysis under the California Environmental Quality Act as well as the National Environmental Policy Act (“NEPA”) because the Army Corps of Engineers (a federal agency) has certain permitting authority over the piers. The work required to retrofit the existing piers, which are in poor condition, would be extremely expensive, costing over an estimated \$120 million, and would entail in-water work requiring

⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

certain mitigation measures to protect biological resources. Under the Burton Act, a state law that governs the Port's authority, the Port could not enter into a lease of more than 66 years in length; thus, the maximum term the arena could be leased would be 66 years. As a consequence, the extremely high costs of retrofitting the Piers in order to allow arena construction could only be amortized over a relatively short period of time, making the recovery of the capital costs of the Project financially infeasible for the Project Sponsor. In addition, the mitigation measures required to protect biological resources would likely include limiting the months in which construction can occur, particularly in-water work in order to protect the resources. These mitigations serve to increase the construction times and risk.⁸

Finally, the time entailed in pursuing the required two-part entitlement process would take significantly longer than at a site not under the jurisdiction of the Port or subject to federal permitting for in-water construction. Piers 30-32 are also regulated by other state and regional agencies, in addition to the Army Corps of Engineers. The Project Sponsor's lease at its current location at Oracle Arena expires in 2017 and the Project Sponsor must make a definitive decision about the long-term venue for the team as quickly as possible as a result.⁹ Presumably, the Project Sponsor initially anticipated all of the above-described challenges could potentially be overcome and the Event Center at the Piers 30-32 and Seawall Lot 330 site could have been developed in a successful manner within a reasonable period of time. (*Uphold Our Heritage v. Town of Woodside* (2007) 147 Cal.App.4th 587, 600 ["No proponent, whether wealthy or not, is likely to proceed with a project that will not be economically successful."].) However, as of today, in consideration of the circumstances surrounding the Project, including the Project Sponsor's goal of constructing a new NBA Arena in time for the 2018-2019 NBA season, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that these uncertainties, combined with other factors, make the alternative infeasible.

Furthermore, development must occur within the Plan Area to further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Piers 30-32 and Seawall Lot 330 are not located within the Plan Area. Therefore, the Off-Site Alternative does not further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Even if, as noted above, an alternative mixed use development project was assumed to be proposed and ultimately developed on the project site in the future if the Off-Site Alternative was selected, OCII's CEQA Findings indicate that such an alternative development on the project site would likely be substantially smaller in scale as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and

⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

transportation infrastructure. Additionally, one of the major Mission Bay South Redevelopment Plan redevelopment objectives is to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Approving the Off-Site Alternative and assuming an alternative development project would be proposed on the project site in the immediate future would not further the goal to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Therefore, the SFMTA concurs with the OCII Commission’s CEQA Findings that approval of the Off-site Alternative would not further the Mission Bay South Redevelopment Plan redevelopment objectives.

The OCII CEQA Findings support rejecting the Off-site Alternative at Piers 30-32 and Seawall Lot 330 on each of these grounds both collectively and independently. SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting the Off-site Alternative at Piers 30-32 and Seawall Lot 330 as infeasible.

C. Alternatives Considered but Rejected from Further Consideration

Alternative Locations

The FSEIR explains that eleven additional alternative locations for the Project were considered but rejected because they either would not achieve most of the basic Project objectives, would not reduce or avoid significant environmental Project impacts, and/or do not represent potentially feasible alternatives for other economic, social, or environmental reasons. (GSW DSEIR, section 7.5, pp., 713 through 7-14 and 7-110 through 7-116.) SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting these alternative locations as infeasible.

Alternative Locations Proposed After Publication of the GSW DSEIR

Subsequent to publication of the GSW DSEIR and after the end of the public comment period on the GSW DSEIR, a potential alternative site for the Project – near Pier 80 – proposed by a group called the Mission Bay Alliance (“MBA”), was brought to light through local media (“MBA Alternative Site”). MBA subsequently presented the MBA Alternative Site to OCII in a comment letter on October 13, 2015, which was more than two and one half months after the public comment period on the GSW DSEIR had closed. The MBA Alternative Site is an approximately 21-acre site bounded by Cesar Chavez Street, Islais Creek Channel, and Interstate 280. Although this potential site was not presented to OCII until late in the environmental review process, it was thoroughly vetted and as set forth in the OCII CEQA Findings is not considered a feasible option.

First, it should be noted that a similar site is described in the GSW DSEIR. Among the alternative locations that were considered for inclusion in the GSW DSEIR but ultimately rejected was the so-called Pier 80 or India Basin Area, located very close to the newly proposed MBA Alternative Site. SFMTA agrees that each of the reasons provided in the FSEIR for

rejecting the Pier 80 or India Basin Site provides sufficient independent grounds for also rejecting the MBA Alternative Site as infeasible.

In any event, SFMTA finds that the OCII CEQA Findings includes substantial evidence demonstrating that the MBA Alternative Site is not a feasible option, as discussed further below.

The MBA Alternative Site consists of approximately 12 separate lots located across the street from Pier 80 in San Francisco. About half of the parcels appear to be held by 3-4 different private parties; the other, larger lots are controlled by the City and the Port of San Francisco.¹⁰ The SFMTA currently operates a bus acceptance facility at the Port property located at 1399 Marin Street. The SFMTA owns the property at 1301 Cesar Chavez Street, where it operates and is currently expanding its Islais Creek Motor Coach Facility. This facility has been in the planning and acquisition stages since 1990 and once completed, will be among the SFMTA's largest facilities. Furthermore, SFMTA also recently began construction on a maintenance and operations building at the southeast corner of the site, which once completed, will be used to store and service buses and include administrative offices and a community meeting space. SFMTA considers these properties to be "critical" to its mission. The Project Sponsor does not control or own the publicly or privately owned sites and no evidence suggests it would be feasible for the Project Sponsor to acquire such rights.

The parcels located across from Pier 80 are zoned PDR-2 and have heights ranging from 40 feet to 68 feet. The PDR-2 zoning would not allow the office buildings. In contrast to the allowed heights, the proposed Event Center would be 135 feet in height and the office and retail buildings would be 160 feet in height. Thus, the development would not be permitted without approval of ordinances rezoning the permitted uses and height limits in the Planning Code and the Height Maps in order to accommodate the proposed Event Center and office buildings. In the case of the Port property, any increase in height limit would require voter approval due to the passage of Proposition B by the voters in 2014, which requires voter approval for any height increase on Port property.

The MBA Alternative Site would not avoid significant impacts of the Project, and would have more severe transportation, air quality, hydrology and water quality impacts.

Access to this location would require a greater proportion of event attendees to travel by auto, as local and regional transit service in the site's vicinity is limited, and the site is located further from locations accessible via bicycle and walk modes. The T Third light rail line is the primary Muni light rail route that would serve the site. The 19 Polk Muni bus route, with a connection at Evans/Connecticut Streets, runs north to Market Street and connects with the Civic Center BART station, but has limited service during the weekday and Saturday evening and late evening peak periods. The closest BART station is at 24th Street and Mission Street, approximately two

¹⁰ Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

miles to the west. The closest Caltrain station is at 22nd Street, under the I-280 freeway, approximately two-thirds of a mile to the north. It offers less train service (fewer trains stop there) than the Caltrain station at Fourth/King Streets, as it is an intermediate station, as opposed to the line terminal at Fourth/King Streets. Due to its remote location, this site would not meet the project objectives to locate the Event Center within walking distance to local and regional transit hubs.

Unlike the project site, the MBA Alternative Site is located in an Air Pollution Exposure Zone. Consequently, this site would likely result in substantially more severe air quality health risk impacts than the Project. The MBA Alternative Site is located directly adjacent to the Islais Creek Channel, and thus would have a greater potential to result in adverse impacts on water quality and aquatic resources due to stormwater runoff into the Bay during both project construction and operation. The MBA Alternative Site is also located within the 100-year flood zone, and accordingly, locating the project here would expose people and structures to a greater risk of loss, injury or death due to flooding than the proposed location outside of the 100-year flood zone. Moreover, because it is directly adjacent to the Islais Creek Channel and is at a low elevation relative to sea level, the MBA Alternative Site would be more vulnerable to flooding in the future due to sea level rise and is more vulnerable to tsunami risk than the project site.¹¹

In consideration of SFMTA's active and expanding use and development on a portion of the MBA Alternative Site, the number of private lots included as part of the site (none of which are owned or in the control of the Project Proponent), and the other considerations discussed above, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that the MBA Alternative Site could not be assembled in a successful manner within a reasonable period of time taking into account existing development on the site as well as economic, legal, and environmental factors. SFMTA agrees that each of these reasons provides sufficient independent grounds for rejecting this alternative location.

Alternative Concepts, Designs, and Strategies

In developing the alternatives selected for detailed analysis in the GSW DSEIR, and throughout the environmental review process, OCII, with the assistance of the Planning Department, considered additional alternative concepts, designs, and strategies that could potentially avoid or lessen the Project's environmental impacts. In some cases, the alternative concepts were incorporated into the Reduced Intensity Alternative analyzed in the GSW DSEIR or into the mitigation measures proposed for the Project. In other cases, however, alternative concepts were determined to either be infeasible or to result in the same or more severe environmental impacts compared to those of the Project, and therefore were not included in the range of alternatives

¹¹ Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

carried forward for full analysis. The reasons the alternative concepts, designs, and strategies are rejected are described below.

Alternative Strategy to Reduce Size/Scale of the Event Center

The size and scale of the event center is currently designed to meet the primary objective of meeting the NBA requirements for sports facilities, and specifically for use as the home court for the Golden State Warriors basketball team. The capacity of 18,064 seats is over 1,000 fewer seats than the average capacity of all current NBA facilities. The 18,064-seat capacity is also well below the capacity of the Warriors' current home court at the Oracle Arena in Oakland.¹² However, while the event center is designed to meet the specific needs for NBA basketball games, it is also designed on balance to achieve the overall Project objectives of providing a year-round venue for a variety of sporting events, entertainment, and convention purposes that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, and job creation.

The 18,064-seat capacity will be the fifth lowest capacity in the NBA, despite the high current market demand for season tickets. Currently, the Warriors have 14,500 season ticket holders and there are over 17,000 people on the waiting list for season tickets. Therefore, the Project Sponsor has indicated that reducing the capacity of the event center below 18,064 is not feasible due to its already small size relative to other NBA facilities and the overwhelming market demand for season tickets.¹³

A reduced size event center would also not meet the Project objective of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

The viability of attracting top entertainment events, including large touring shows, is influenced primarily by the buildings' gross potential and secondarily by the venues' ability to support large event requirements/logistics such as rigging, space requirements, power, data, lighting and sound. Today's concerts typically tour with 12 to 24 tractor-trailers of equipment, requiring a venue that not only has the infrastructure to mount a 200,000 lb. show but is able to compete economically with other markets to attract these type of events to the market. The business model for these events is impacted dramatically by potential attendance, and therefore, most large-scale entertainment events could not occur at the event center if the capacity is reduced below 18,500. Therefore, reducing the capacity of the event center below 18,500 would deprive

¹² GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹³ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

City residents the opportunity to attend these types of events in the City and would substantially reduce opportunities for the City's tourist, hotel and convention business.¹⁴

Moreover, the City of San Francisco currently lacks a public venue that can compete for "arena" type entertainment attractions. The lack of a state-of-the-art arena venue in the City prevents top domestic and international music tours, political conventions, major award shows, athletic tournaments, family shows and a variety of other entertainment and sporting events from taking place in San Francisco. The existing venues in San Francisco cannot support these needs and, as a result, over a hundred of the top tours and attractions are currently unable to perform in the City. And there is currently a high market demand for these types of events in the City. The market demand for such attractions in San Francisco is demonstrated by the high demand for similar venues on the Peninsula, such as Levi's stadium, the Shoreline Amphitheatre and HP Pavilion, as well as the existing Oracle Arena.¹⁵

Furthermore, as described above, most of the event center-related impacts could be mitigated with the adopted mitigation measures, and it is unlikely that reducing the size/scale of the event center could effectively or substantially lessen the Project's significant transportation-related impacts.

Detailed traffic modeling of a smaller event center has not been performed. For this reason, it is not possible to determine exactly how small the event center would need to be in order to avoid some or all of the Project's significant and unavoidable traffic impacts. Based on the modeling that has been performed, however, a smaller event center could potentially result in significant impacts at fewer intersections; but, as indicated by the modeling conducted for the No Event scenario, even a substantially smaller Event Center would result in significant and unavoidable traffic impacts including at the intersection of 16th/Seventh/Mississippi. Thus, even a substantially smaller event center than the 18,500-seat event center would still have significant and unavoidable impacts, would not meet NBA standards for an arena, and would not meet the basic Project objectives. As a result, this alternative strategy would not effectively avoid or substantially lessen transportation-related impacts. Thus, reducing the size and scale of the event center was screened from further consideration for detailed alternatives analysis. It should be noted, however, that reducing the size of Project features other than the event center were included under the Reduced Intensity Alternative, which is analyzed in the GSW DSEIR.

¹⁴ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

SFMTA agrees that each of these reasons set forth in the OCII CEQA Findings provides sufficient independent grounds for rejecting this alternative strategy.

Alternative Strategy to Reduce Number of Events at the Event Center that Would Overlap with SF Giants Games at AT&T Park.

As explained in the GSW DSEIR, it is estimated that there would be a potential for about 32 overlapping events per year, but in rare circumstances there could be as many as 40 events (with varying combined total attendance) in one year. These estimates are based on the following assumptions, which are conservative because they rely on current scheduling information and do not account for any advanced coordination between the SF Giants and the Golden State Warriors, or internal schedule coordination at the event center:

- Overlap with Golden State Warriors games. The regular NBA (late October through mid-April) and regular baseball seasons (April through September) overlap slightly in the first half of April, and for both teams, only half of the games are home games. Conservatively, about 2 games per year could overlap during the regular season. If either or both of the Warriors and SF Giants were to move on to the post season, there would be increased likelihood of overlapping events, with up to approximately five additional overlapping events if both teams were to advance to their respective championship final series in the same year.
- Overlap with concerts. As indicated in Chapter 3, Project Description, Table 3-3, the major concert season is fall, winter, and early spring. Thus, of the 45 yearly concerts, about 20 could overlap with the regular baseball season, but at most, only half of these (10) are estimated to occur on the same day as a SF Giants home game.
- Overlap with family shows. As indicated in Chapter 3, Project Description, Table 3-3, the approximate 55 family shows would be distributed throughout the year on Wednesday through Sunday. Since the SF Giants play for six months of the year during the regular season, it is assumed that half of the family shows (27) would occur during the baseball season (April through September), but the SF Giants only play home games at AT&T Park for half of that time, leaving 14 days of possible overlap. However, the SF Giants also play games on Monday and Tuesday when there would be no family shows. So about 10 of the family shows are estimated to occur on the same day as a SF Giants home game.
- Overlap with other non-Golden State Warriors sporting events. Of the approximate 30 other non-Golden State Warriors sporting events that would be held at the event center, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games, or about 7 events.

- Overlap with conventions/corporate events. Of the approximate 31 conventions or corporate events, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games. However, these events would almost exclusively be during the day, and only about 35 percent of the SF Giants games are day games; this indicates the potential for an estimated 3 overlapping events.

Based on league schedules and concert scheduling as described in the GSW DSEIR, it is anticipated that in a regular year, on average, there is a possibility of about nine large events (about 12,500 or more attendees) at the event center overlapping with a SF Giants evening game at AT&T Park (i.e., two basketball games and seven concerts) annually. If either or both teams make it to their respective championships, the number of large events overlapping could moderately increase; however, it is unlikely that this scenario would occur on a regular basis.

The OCII CEQA Findings include a detailed discussion concerning whether there are feasible strategies to further reduce the number of events at the event center that would overlap with SF Giants games at AT&T Park in an effort to reduce potential environmental impacts. For the following reasons, however, OCII CEQA Findings demonstrate that it is not feasible to reduce the number of overlapping events.

First, the NBA schedule, and therefore, the Warriors schedule is beyond the Project Sponsor's and SFMTA's, the City's, or OCII's control. Similarly, the Major League Baseball schedule, and therefore, the SF Giants schedule is also beyond the Project Sponsor's and the SFMTA's, the City's, or OCII's control. In other words, because neither the lead agency or responsible agencies nor the Project Sponsor has any control over MLB or NBA schedules, it is not possible to reduce the number of Warriors basketball games that overlap with SF Giants baseball games at AT&T Park.

Second, there is no feasible strategy to reduce the number of concerts, family shows, or conventions/corporate events at the event center that would overlap with SF Giants Games at AT&T Park. The financial model of most venues, such as the event center, is predicated on programming the venue for a variety of shows and events over the course of the year. The costs of developing and constructing a new event venue, or even the more limited costs of rehabilitating an existing venue, demand that the venue be utilized throughout the year in order to most effectively amortize the costs of the facility. In other words, the event center must host year-round events because the business model (particularly where the venue is privately financed) demands year-round revenue to be economically successful.¹⁶ Therefore, it is not feasible to prohibit events at the event center during the SF Giants baseball season. Moreover,

¹⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

prohibiting events during the SF Giants baseball season would be inconsistent with the overall Project purpose of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes.

Third, shifting of event start times for most entertainment attractions can be difficult or impossible, particularly without sufficient advance notice of the need to make such a request. The difficulty in doing such is driven primarily by the requirements of the client (tour management), which falls outside the control of the promoter or the venue operator. Most arena events are routed months and sometimes more than a year in advance. The event is designed in almost all circumstances to be able to play the venue in a single day (load-in, show, load-out). The tour maintains an extremely regimented schedule for all venues played across the country and internationally in order to efficiently and effectively move the show from venue to venue, which can include dozens of tractor trailers, tour buses, and support vehicles. It is very common for the show to load-out in one city and travel a significant distance, in some cases hundreds of miles, in order to load-in in another city the next morning. The artists' travel arrangements, as well as the logistics to move the show from city to city, are carefully choreographed, which makes it extremely difficult to alter any schedules, including show start times. Similar circumstances apply to moving a show date. The tours are routed as much as a year in advance.¹⁷

Any requirements that would necessitate that shows move to alternate dates would in almost all circumstances result in an event cancellation as the tour and artists' schedule and logistics could not absorb such a move due to the ongoing commitments of the tour. As a consequence, while some staggering of start times may at times be possible with sufficient advance notice, there are practical, industry-driven limits on how often one could successfully negotiate staggered start times. In short, there is an inherent degree of temporal inflexibility built into the industry model for road shows. Thus, to be able to attract and accommodate the type of events that are both desirable and financially necessary for the Project, it is not possible to prohibit events from occurring at the event center during times that might overlap with an SF Giants game at AT&T Park.¹⁸

Additionally, reducing the number of events that might overlap with an SF Giants game at AT&T Park would not decrease magnitude of the Project's traffic impacts on days when overlapping events occur. Therefore, a reduction in overlapping events would not effectively

¹⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

avoid or substantially lessen the magnitude of the Project's transportation-related impacts identified in the FSEIR. Furthermore, SFMTA agrees with the conclusion set forth in the OCII CEQA Findings that a limit on overlapping events is infeasible from an economic and policy perspective because a restriction, such as an overlapping event restriction, that results in a reduction in the number of events held at the Event Center annually would directly impact the public revenues generated by events held at the Event Center that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

SFMTA agrees that each of these reasons included in the OCII CEQA Findings provides sufficient independent grounds for rejecting this alternative strategy.

IX. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to CEQA section 21081, subdivision (b), and CEQA Guideline 15093, SFMTA hereby finds, after consideration of the FSEIR and all other 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 of the Project and is an overriding consideration warranting its approval including implementation of mitigation measures within the responsibility and jurisdiction SFMTA and other responsible agencies. 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, SFMTA will stand by its determination that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the preceding findings, which are incorporated by reference into this Section, and in the documents found in the Record of Proceedings, as defined in Section IIG.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, SFMTA finds that there are significant benefits of the Project to support approval of the Project, including implementation of mitigation measures within the responsibility and jurisdiction SFMTA and other responsible agencies, in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. SFMTA further finds 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, and to the extent, feasible. All mitigation measures proposed in the FSEIR that are within SFMTA's enforcement authority and applicable to the Project are adopted as part of this approval action. Furthermore, SFMTA has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

The Project has the following benefits:

- The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities and can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will benefit City residents and expand opportunities for the City's tourist, hotel and convention business.
- The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood.
- The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to LEED® Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.
- The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including train and ferry and therefore will promote public transit and further the City's Transit First Policy. The Project will also implement a number of off-site roadway network and curb regulations, transit network, pedestrian and bicycle network improvements in the Project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements, that will substantially benefit the community.
- The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the current lack of a world class facility in the City. The City is currently unable to attract or

accommodate certain events because there are no venues in the city that can accommodate such events. With the event center, however, the City will be able to accommodate such events, for which there is a high demand in the City.

- The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of AB 900, as amended.
- The Project will provide substantial tax revenue available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.
- The Project will generate thousands of jobs for residents of Mission Bay and the City of San Francisco area during both construction and operation.

Having considered these benefits, SFMTA finds that the benefits of the Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.

Mitigation Monitoring and Reporting Program

SECTION 1: AUTHORITY

This Mitigation Monitoring and Reporting Program (MMRP) has been prepared pursuant to Section 21081.6 of the *California Environmental Quality Act*, known as CEQA (Public Resources Code Section 21000 et seq.), to provide for the monitoring of mitigation measures required for the Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 (Project), as set forth in the Final Subsequent Environmental Impact Report (Final SEIR) prepared for the Project. This report will be kept on file at the Office of Community Investment and Infrastructure (OCII), One South Van Ness Avenue, Fifth Floor, San Francisco, CA, 94103 and at the City Planning Department (City), 1650 Mission Street, Fourth Floor, San Francisco, CA, 94103.

As described in Section 15097 of the *CEQA Guidelines*, “[r]eporting’ generally consists of a written compliance review that is presented to a decision-making body or authorized staff person. A report may be required at various stages during project implementation or upon completion of the mitigation measure. ‘Monitoring’ is generally an ongoing or periodic process of project oversight.” This MMRP includes both reporting and monitoring elements, as appropriate for implementation of each mitigation or improvement measure.

SECTION 2: CONTENT OF MMRP MATRIX

The MMRP matrix consists of four separate tables:

- Table A, Mitigation Measures
- Table B, Improvement Measures
- Table C, Applicable Regulations
- Table D, Summary of Transportation Management Plan

Table A, Mitigation Measures, and Table B, Improvement Measures, identify the environmental issue areas for which actions/measures are identified; the required actions/measures; the timeframe for implementing, monitoring, and reporting on these measures; the responsible implementing, monitoring and reporting parties; and action needed to verify compliance/completion of the measures. Table C lists applicable regulations that were identified in the Initial Study and the Final SEIR that were relied upon to reduce or avoid significant impacts and the associated environmental issue areas. Table D summarizes the Transportation Management Plan (TMP) that is included as part of the proposed project, but will be monitored as part of the MMRP, and includes the same types of information as Tables A and B.

SECTION 3: IMPLEMENTATION AND ENFORCEMENT OF MEASURES

This MMRP includes all mitigation measures that are applicable to the project. The intent of the MMRP is to ensure the effective implementation and enforcement of adopted mitigation measures. In addition to listing mitigation measures, for the purposes of public disclosure and to assist in

implementation and enforcement, the MMRP also lists “improvement measures”, “applicable regulations”, and the Project TMP.

Mitigation measures are contained in **Table A**. As discussed in the Initial Study and the Final SEIR, the mitigation measures included in the MMRP are measures required to avoid or lessen significant impacts of the project.

Improvement measures are contained in **Table B**. CEQA does not require mitigation measures to be adopted to address impacts that are determined to be less than significant. (*Cal. Oak Foundation v. Regents of U. of Cal.* (2010) 188 Cal.App.4th 227, 282.) Nevertheless, OCII has exercised its discretion to require implementation of various “improvement measures” to further reduce or avoid impacts that the Final SEIR determined to be less than significant without mitigation.

Applicable regulations are contained in **Table C**. A lead agency may rely on compliance with applicable laws and regulations in determining that a proposed project will result in a less-than-significant impact. (See *San Francisco Tomorrow v. City and County of San Francisco* (2014) 229 Cal.App.4th 49, 525 [holding the city properly relied on compliance with building codes and related regulations in determining the proposed project would not result in potential safety hazards].) Applicable regulations are legally binding and enforceable laws or adopted regulations that OCII has determined are legally applicable to the project and will ensure an impact is less than significant.

A summary of the project’s Transportation Management Plan (TMP) is included as **Table D**, and the full TMP is included as Attachment 1. The TMP is a management and operating plan included as part of the project to facilitate multimodal access to the project site. The TMP includes various management strategies to reduce use of single-occupant vehicles and to increase the use of ridershare, transit, bicycle, and walk modes for trips to and from the project site. The TMP program was developed by the project sponsor in consultation with the San Francisco Municipal Transportation Agency (SFMTA), OCII, and the Planning Department. The TMP outlines the process to monitor and refine the strategies in the TMP in conjunction with the City throughout the life of the project. Thus, the TMP is a working document that will be adjusted and refined over time by the project sponsor and City agencies involved in implementing the plan. Monitoring methods include field surveys of operations of the event center during the first four years, and an annual survey and reporting program for the life of the project. Under the annual survey and reporting program, the project sponsor shall conduct annual surveys of: (1) event center employee, (2) event center attendees, (3) UCSF employees and patients, (4) emergency service providers, and (5) visitors of Mission Bay neighborhoods to evaluate the effectiveness of the management strategies. The TMP includes annual reporting of the TMP measures to OCII, referred to in this MMRP as the TMP monitoring surveys and reports. The TMP monitoring surveys and reports may be included as part of the MMRP Annual Report described in Section 4 below.

The MMRP matrix identifies the mitigation schedule and the parties responsible for implementing, monitoring and reporting on the implementation of the measures listed in Tables A, B, and D. As the CEQA lead agency for the Project, OCII is principally responsible for MMRP monitoring and enforcement. In addition, as provided in CEQA Guidelines Section 15097(a), OCII may delegate MMRP monitoring responsibilities to other public agencies, either working with City or other local

governments through their permitting or regulatory authorities, or through memoranda of understanding that OCII enters into with other entities. Accordingly, the MMRP identifies other public agencies, including SFMTA, the San Francisco Public Utilities Commission (SFPUC), the San Francisco Department of Building Inspection (DBI), the San Francisco Department of Public Works (DPW), the San Francisco Planning Department, the San Francisco Entertainment Commission, the San Francisco Bay Regional Water Quality Control Board (RWQCB) and the Bay Area Air Quality Management District (BAAQMD) where such delegation is known or anticipated.

If any mitigation and improvement measures are not implemented as required, OCII may, in conjunction with other entities listed above, pursue corrective actions including, but not limited to, the following: (1) a written notification and request for compliance; (2) withholding of permits; (3) administrative fines; (4) a stop-work order; (5) criminal prosecution and/or administrative fines; (6) forfeiture of security bonds or other guarantees; and (7) revocation of permits or other entitlements.

SECTION 4: MMRP ANNUAL REPORT

The project sponsor shall submit a MMRP Annual Report to OCII for the life of the project. The first MMRP Annual Report shall be due one year following commencement of project construction. The MMRP Annual Report shall summarize the current implementation and compliance status at the time of the report for all mitigation, improvement, and TMP measures for which the project sponsor has been assigned some or all reporting responsibility; for measures that another entity is responsible for implementing, the project sponsor shall report on readily available information about the implementation and compliance status of such measures but such reporting responsibility does not transfer responsibility for implementation of such measures to the project sponsor. The MMRP matrix identifies the monitoring and reporting actions included in the annual report unless another monitoring or reporting action is specified for individual mitigation measures.

SECTION 5: CHANGES TO MITIGATION MEASURES

Any substantive change in the MMRP made by OCII staff shall be reported in writing to the Executive Director of OCII. Reference to such changes shall be made in the MMRP Annual Report. OCII staff may modify or substitute mitigation measures subject to one of the following findings, documented by substantial evidence:

- a. The mitigation measure included in the Final SEIR and the MMRP is no longer required because the significant environmental impact identified in the Final SEIR has been found not to exist, or to occur at a level which makes the impact less than significant as a result of changes in the project, changes in conditions of the environment, or other factors.

OR

- b. The modified or substitute mitigation measure either provides corrections to text without any substantive change in the intention or meaning of the original mitigation measure, or provides a level of environmental protection equal to or greater than that afforded by the mitigation measure included in the Final SEIR and the MMRP; and

The modified or substitute mitigation measures do not have significant adverse effects on the environment in addition to or greater than those which were considered by the relevant agencies in their decisions on the Final SEIR and the proposed project; and

The modified or substitute mitigation measures are feasible, and OCII, through measures included in the MMRP or other City procedures, can ensure their implementation.

Documentation supporting the findings involving modifications to mitigation measures shall be maintained in the project file with the MMRP and shall be made available to the public upon request.

LIST OF ABBREVIATIONS

BAAQMD	Bay Area Air Quality Management District
B/MBTCC	Ballpark/Mission Bay Transportation Coordination Committee
DBI	San Francisco Department of Building Inspection
DPW	San Francisco Department of Public Works
FAA	Federal Aviation Administration
MMRP	Mitigation Monitoring and Reporting Program
OCII	Office of Community Investment and Infrastructure
Port	Port of San Francisco
RWQCB	San Francisco Bay Regional Water Quality Control Board
SFFD	San Francisco Fire Department
SFMTA	San Francisco Municipal Transportation Agency
SFPUC	San Francisco Public Utilities Commission
TMA	Mission Bay Transportation Management Association
TMP	Transportation Management Plan
PCO	Parking Control Officer
WETA	San Francisco Bay Area Water Emergency Transportation Authority

MITIGATION MONITORING & REPORTING PROGRAM

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2				
M-TR-2a: Additional PCOs during Events As a mitigation measure to manage traffic flows and minimize congestion associated with events at the project site, the proposed project's TMP shall be modified to include four additional PCOs (i.e., in addition to the 17 PCOs included in the project TMP) that shall be deployed to intersections where the proposed project would result in significant impacts, as conditions warrant during events. These could include the intersections of King/Fourth, Fifth/Harrison/I-80 westbound off-ramp, Fifth/Bryant/I-80 eastbound on-ramp, Seventh/Mission Bay Drive, and Seventh/Mississippi/16th. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event.	SFMTA	Ongoing; All events with more than 12,500 attendees	SFMTA	Ongoing; Visual verification at time of event by PCO Supervisor
M-TR-2b: Additional Strategies to Reduce Transportation Impacts The project sponsor shall work with the City to pursue and implement commercially reasonable additional strategies (i.e., in addition to those included in the project TMP) to reduce transportation impacts. In addition, the City shall pursue and implement additional strategies to be implemented by the City or other public agency (e.g., Caltrans). These strategies shall include one or more of the following:				
Strategies to Reduce Traffic Congestion <ul style="list-style-type: none"> The City to request that Caltrans install changeable message signs on I-280 upstream of key entry points onto the local street network. 	SFMTA	Within one year of project approval	OCII	Include in MMRP Annual Report; Complete when request made
<ul style="list-style-type: none"> The City to provide coordinated outreach efforts to surrounding neighborhoods to explore the need/desire for new on-street parking management strategies, which could include implementation of time limits and Residential Parking Permit program areas. 	SFMTA	Ongoing	OCII	Include in MMRP Annual Report; Ongoing outreach efforts as needed

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> The project sponsor to offer for pre-purchase substantially all available on-site parking spaces not otherwise committed to office tenants, retail customers or season ticket holders, and to cooperate with neighboring private garage operators to pre-sell parking spaces, as well as notify patrons in advance that nearby parking resources are limited and travel by non-auto modes is encouraged. 	Project Sponsor	Before first event at Event Center, and ongoing thereafter	OCII	Include in MMRP Annual Report
<ul style="list-style-type: none"> The project sponsor to create a smart phone application, or integrate into an existing smart phone application, transportation information that promotes transit first, allows for pre-purchase of parking and designates suggested paths of travel that best avoid congested areas or residential streets such as Bridgeview north of Mission Bay Boulevard and Fourth Street. 	Project Sponsor	Before first event at Event Center, and ongoing thereafter	OCII	Include in MMRP Annual Report; Complete upon launch of application
<ul style="list-style-type: none"> The City and the project sponsor to work to identify off-site parking lot(s) in the vicinity of the event center, if available, where livery and TNC vehicles could stage prior to the end of an event. 	Project Sponsor; City	Before opening of Event Center, and as needed thereafter for up to 4 years	OCII	Include in MMRP Annual Report; Complete at expiration of 4-year period
<ul style="list-style-type: none"> The City to include on-street parking spaces within Mission Bay in the expansion and permanent implementation of SFpark, including dynamic pricing, and smart phone application providing real-time parking availability and cost. 	SFMTA	Within 4 years of expansion of SFpark into Mission Bay	OCII; SFMTA	Include in MMRP Annual Report; Ongoing as needed;
<ul style="list-style-type: none"> The City shall work to include the publicly accessible off-street facilities into the permanent implementation of SFpark, and incorporate data into a smart phone application and permanent dynamic message signs. 	SFMTA	Within 4 years of expansion of SFpark into Mission Bay	OCII; SFMTA	Include in MMRP Annual Report; Ongoing as needed;
<ul style="list-style-type: none"> If necessary to support achievement of non-auto mode shares for the project, the project sponsor shall cooperate with future City efforts to manage and price the off-site parking supply in the project vicinity to reduce travel by automobile, thus improving traffic conditions. 	Project Sponsor	First year of event center operation, and annually thereafter	OCII; SFMTA	Include in MMRP Annual Report
<ul style="list-style-type: none"> The project sponsor to seek partnerships with car-sharing services. 	Project Sponsor	Prior to issuance of occupancy permit for the event center	OCII	Include in MMRP Annual Report

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<i>Strategy to Enhance Non-auto Modes</i> <ul style="list-style-type: none"> The project sponsor to provide a promotional incentive (e.g., show Clipper card or bike valet ticket for concession savings, chance to win merchandise or experience, etc.) for public transit use and/or bicycle valet use at the event center. 	Project Sponsor	First year of event center operation, and annually thereafter	OCII	Include in MMRP Annual Report
<i>Strategies to Enhance Transportation Conditions in Mission Bay and Nearby Neighborhoods</i> <ul style="list-style-type: none"> The project sponsor to participate as a member of the Ballpark/Mission Bay Transportation Coordination Committee (B/MBTCC) and to notify at least one month prior to the start of any non-GSW event with at least 12,500 expected attendees. If commercially reasonable circumstances prevent such advance notification, the GSW shall notify the B/MBTCC within 72 hours of booking. 	Project Sponsor	Following project approval; ongoing	OCII; SFMTA	Include in MMRP Annual Report; OCII and/or SFMTA to attend B/MBTCC meetings
<ul style="list-style-type: none"> The City and the project sponsor to meet to discuss transportation and scheduling logistics following signing any marquee events (national tournaments or championships, political conventions, or tenants interested in additional season runs: NCAA, etc.). 	Project Sponsor	In advance of marquee events	OCII; SFMTA	Include in MMRP Annual Report; OCII, SFMTA to participate in meetings
<i>Strategies to Increase Transit Access</i> <ul style="list-style-type: none"> The City to consult with regional providers to encourage increased special event service, particularly longer BART and Caltrain trains, and increased ferry and bus service. 	SFMTA	Regularly as part of the B/MBTCC meetings	SFMTA	Include in MMRP Annual Report; SFMTA to participate in meetings
<ul style="list-style-type: none"> The City to work in good faith with the Water Emergency Transportation Agency, the project sponsor, UCSF, and other interested parties to explore the possibility of construction of a ferry landing at the terminus of 16th Street, and provision of ferry service during events. 	SFMTA; Port	Regularly as part of the B/MBTCC meetings	SFMTA; Port	Include in MMRP Annual Report; SFMTA, Port to participate in meetings
M-TR-5a: Additional Caltrain Service As a mitigation measure to accommodate transit demand to and from the South Bay for weekday and weekend evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee to consult with	Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC	First year of event center operation, and reviewed and revised annually thereafter	OCII; Project Sponsor through participation in the B/MBTCC	TMP monitoring surveys and reports; OCII to attend meetings

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
Caltrain to provide additional Caltrain service to and from San Francisco on weekdays and weekends. The need for additional service shall be based on surveys of event center attendees conducted as part of the TMP.				
M-TR-5b: Additional North Bay Ferry and/or Bus Service As a mitigation measure to accommodate transit demand to the North Bay following weekday and weekend evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee to consult with Golden Gate Transit and WETA to provide additional ferry and/or bus service from San Francisco following weekday and weekend evening events. The need for additional service shall be based on surveys of event center attendees conducted as part of the TMP.	Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC	First year of event center operation, and reviewed and revised annually thereafter	OCII	TMP monitoring surveys and reports; OCII to attend meetings
M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South As a mitigation measure to accommodate pedestrians traveling to and from the event center through the intersection of Third/South, PCOs stationed at this location shall implement strategies to allow pedestrians to cross the street safely. The strategies and level of active management shall be tailored to the event size, and could include extending the green time for pedestrians crossing the street, manually overriding the traffic signal and directing pedestrians to cross, erecting temporary pedestrian crossing barriers, allowing use of the closed Third Street as a pedestrian access route, providing a defined passenger waiting area within the closed Third Street, shielding passengers waiting to board light rail from adjacent pedestrian traffic, and deploying additional PCOs to this intersection.	SFMTA	Ongoing; all events with more than 12,500 attendees	OCII	Ongoing; Visual verification at time of event by PCO Supervisor
M-TR-9a: Crane Safety Plan for Project Construction Prior to construction, the project construction contractor shall develop a crane safety plan for the project construction cranes that would be implemented during the construction period. The crane safety plan shall identify appropriate measures to avoid potential conflicts that may be associated with the operation of the project construction cranes in the vicinity of the UCSF	Project Sponsor	Prior to Issuance of Construction Permits	OCII	Include in MMRP Annual Report; Complete upon submittal of final Crane Safety Plan

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>Benioff Children's Hospital helipad airspace. These safety protocols shall be developed in consultation with OCII (or its designated representative) and UCSF, and the crane safety plan shall be subject to approval by OCII or its designated representative. The crane safety plan shall include, but is not limited to the following measures:</p> <ul style="list-style-type: none"> • Convey project crane activity schedule to UCSF and OCII • If other projects on adjacent properties are under construction concurrent with the proposed project and are using tower cranes, the project sponsor shall participate in joint consultation with those project sponsors and OCII or its designated representative to ensure any potential cumulative construction crane effects on the UCSF helipad would be minimized. • Use appropriate markings, flags, and/or obstruction lighting on all project construction cranes working in proximity to the helipad's airspace surfaces. • Light all construction crane structures at night (e.g., towers, arms, and suspension rods) to enhance a pilot's ability to discern the location and height of the cranes. • Inform crane operators of the location and elevation of the hospital helipad's Part 77 airspace surfaces and the need to avoid penetrations to the surfaces. • Issue a Notice to Airmen (NOTAM) to advise pilots in the area of the presence of construction cranes at the project site. 				
<p>M-TR-9d: Event Center Exterior Lighting Plan</p> <p>The project sponsor shall develop an exterior lighting plan that incorporates measures to ensure specialized exterior lighting systems would not result in a substantial air safety risk and/or create a safety hazard relating to helipad operations. Feasible measures shall be developed in consultation with SFO staff knowledgeable of the effects of lighting on pilots and safe air navigation, and OCII (or its designated representative), and the exterior lighting plan shall be subject to approval by OCII or its</p>	Project Sponsor	Before opening of Event Center	OCII	Include in MMRP Annual Report; Complete upon submittal of plan

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>designated representative. Measures may include, but are not limited to, the following:</p> <ul style="list-style-type: none"> Prohibit the use of high-intensity lights that are directed towards the UCSF helipad Prohibit the use of high-intensity outdoor flashing lights or strobe lights in proximity to the hospital helipad's three approaches Prohibit the use of outdoor lasers directed upward, and laser light shows that have not been subject to prior review by OCII in consultation with SFO staff knowledgeable of the effects of lighting on pilots and safe air navigation and, if necessary the FAA Avoid outdoor fireworks proximate to flight paths unless (1) the SFFD approves the proposed use of fireworks, and (2) notice of the event is provided to UCSF Avoid the use of light configurations similar to those associated with the UCSF helipad landing area, locate primary outdoor lighted displays and television/lighted screens away from the project property line at 16th Street, South Street, or Third Street, where feasible Notify in advance and consult with OCII and UCSF representatives regarding planned special event lighting Develop exterior specialized lighting guidelines and ensure event organizers are informed of the hospital helipad, its approaches, and safety concerns related to outdoor nuisance lighting Identify appropriate management policies and procedures to respond to the use of handheld laser pointers by the public on the project site which may pose a hazard to pilots Identify appropriate management policies regarding the use of drones on the project site and procedures to respond to aerial drone activity that may pose a hazard to pilots 				

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
M-TR-11a: As a mitigation measure to manage traffic flows and minimize congestion associated with overlapping events, the proposed project's TMP shall be expanded to include two additional PCOs that shall be deployed to the following intersections where the proposed project would result in significant traffic impacts, as conditions warrant during events: King/Fifth/I-280 ramps, and Fourth/16th, where PCOs would not be located as part of the project TMP or Mitigation Measure M-TR-2a: Additional PCOs during Events. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event. This measure shall be implemented in coordination with Mitigation Measure M-TR-2a: Additional PCOs during Events, and these two additional PCOs during overlapping events shall be in addition to the four additional PCOs that shall be provided as part of Mitigation Measure M-TR-2a: Additional PCOs during Events.	SFMTA	Ongoing; all events with more than 12,500 attendees that overlap with SF Giants events at AT&T Park	SFMTA	Ongoing; Visual verification at time of event by PCO Supervisor
M-TR-11b: Participation in the Ballpark/Mission Bay Transportation Coordinating Committee As a mitigation measure to optimize effectiveness of the transportation management strategies for day-to-day operations and events in the Mission Bay area, at AT&T Park, UCSF Mission Bay campus, and the proposed project, the project sponsor shall actively participate as a member of the Ballpark/Mission Bay Transportation Coordinating Committee in order to evaluate and plan for operations of all three facilities (i.e., AT&T Park, UCSF Mission Bay Campus, and the proposed event center). This committee would, among other roles, serve as a single point for coordination of transportation management strategies. The Transportation Coordinating Committee shall consult on changes to and expansion of transit services, and for developing and implementing strategies within their purview that address transportation issues and conflicts as they arise. In addition, the committee shall serve as a liaison for operation of the facilities, monitoring conditions, and addressing community issues related to events and the project sponsor shall make good faith efforts to notify the committee regarding events.	Project Sponsor through participation in B/MBTCC	Following project approval and as scheduled thereafter	OCII	Include in MMRP Annual Report; OCII, SFMTA to attend B/MBTCC meetings

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events The project sponsor shall work with the City to pursue and implement additional strategies to reduce transportation impacts associated with overlapping events at AT&T Park and the proposed event center. These strategies shall include one or more of the following:				
<ul style="list-style-type: none"> The project sponsor shall exercise commercially reasonable efforts to avoid scheduling non-Golden State Warriors events of 12,500 or more event center attendees that start within 60 minutes of the start of events at AT&T Park. 	Project Sponsor	Ongoing; all events with more than 12,500 attendees that overlap with SF Giants events at AT&T Park	OCII	Include in MMRP Annual Report
<ul style="list-style-type: none"> When overlapping non-Golden State Warriors events of 12,500 or more event center attendees and evening SF Giants games, the project sponsor shall exercise commercially reasonable efforts to negotiate with the event promoter to stagger start times such that the event headliner starts no earlier than 8:30 p.m. 	Project Sponsor	Ongoing; all events with more than 12,500 attendees that overlap with SF Giants events at AT&T Park	OCII	Include in MMRP Annual Report
<ul style="list-style-type: none"> The City has identified two off-site parking lots on Port of San Francisco lands to the south of the event center (19th Street and Western Pacific sites) that can accommodate approximately 250 additional parking spaces for all events and up to approximately 800 additional parking spaces for use during dual events of 12,500 or more event center attendees (for a total of approximately 1,050 additional off-site parking spaces). As long as the Port of San Francisco takes all necessary actions to make the land available for public parking, the project sponsor shall: (1) make commercially reasonable efforts to negotiate with the Port of San Francisco or its designee to acquire sufficient rights for the use of such parking lot(s) through lease, purchase, or other means as necessary; and (2) (if such negotiations are successful) provide free shuttles to the event center from such off-site parking lot(s) that are more than ½-mile from the event center on a maximum 10-minute headway before and after events. 	Port; Project Sponsor; parking lot operator(s)	Within one year after Port takes all necessary actions to make land available for public parking.	OCII	Include in MMRP Annual Report; Complete before opening of Event Center

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> In the event that the off-site parking lots at 19th Street and the Western Pacific site are implemented, the SFMTA shall consult with Caltrans in assessing the feasibility of signalizing the intersection of Pennsylvania/I-280 southbound off-ramp. If determined feasible by the SFMTA and Caltrans, the SFMTA and Caltrans shall establish the level of traffic volumes that would trigger the need for a signal, and the project sponsor shall fund its fair share cost of the design and implementation of the new signal, based on project contributions to annual average weekday traffic volumes at this intersection. 	SFMTA	When traffic signal warrants are met	OCII	Include in MMRP Annual Report; SFMTA to track cumulative development in area
<ul style="list-style-type: none"> In addition, as part of monitoring of traffic conditions during overlapping events, the SFMTA shall consult with Caltrans regarding the need to deploy an SFMTA PCO or CHP officer to expedite traffic exiting I-280 southbound (i.e., waving vehicles exiting I-280 southbound and turning left onto southbound Pennsylvania Street through the existing stop sign) during overlapping events when the Western Pacific parking lot is used for project event parking. The PCO or CHP officer would be deployed during those events prior to installation of a traffic signal or if signalization of this intersection is determined not to be feasible. 	SFMTA	During all events with more than 12,500 attendees, that overlap with SF Giants events at AT&T Park	SFMTA	SFMTA by stationing PCO or CHP at off-ramp as needed
<ul style="list-style-type: none"> To manage traffic flows and minimize congestion associated with non-Golden State Warriors events overlapping with events at AT&T Park, and to incentivize event attendees and UCSF employees to use alternatives to the private automobile, the City and the project sponsor shall pursue and implement additional transportation management actions during the pre-event period during overlapping events. This measure shall be implemented in coordination with and in addition to Mitigation Measure M-TR-11a: Additional PCOs during Events and Mitigation Measure M-TR-11b: Additional Strategies to Reduce Transportation Impacts. Strategies shall include one or more of the following: 	Project Sponsor; SFMTA	First year of event center operation, and annually thereafter	OCII	TMP monitoring surveys and reports

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p><i>Strategies to Increase Use of Non-auto Modes</i></p> <ul style="list-style-type: none"> - Encouraging coordinated parking pricing strategies among nearby facilities designed to discourage driving for event attendees and employees. - Marketing “No drive” events. - Installing Clipper Card add-value machines on-site at the event center to facilitate purchase and value-adding, and to minimize impacts on transit “dwell times” of paying cash fares. - Exploring implementation of congestion pricing tools to charge event-related fees for driving and parking in the immediate area. - Establishing event-sponsored promotions to encourage additional use of transit, such as event-branded Clipper Cards, bundled discounts and subsidies for transit ticket purchases, or automatic prize/raffle entries/merchandise discounts for event attendees taking transit. - Exploring implementation of priority access or fast-track security clearance to the event center for attendees arriving by transit or bicycling to the event center. - Promoting the above strategies through event tickets and ticketholder emails, website transit information, and real-time updates. - Consulting with local TMAs targeting employees who might drive during the peak pre-event period to provide increased shuttle service, alternative travel mode promotions, and advertising the use of real-time information and technology applications. - Sponsoring use of taxis, TNCs, or pedicabs by event sponsor to facilitate the connection between the regional transit hubs and the event center, as well as between the regional transit hubs and AT&T Park. 				

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p><i>Strategies to Increase Transit, Capacity of Alternative Modes, and Enhance Pedestrian Safety</i></p> <ul style="list-style-type: none"> - Providing additional PCOs to manage and direct local traffic, and to favor circulation of pedestrians, cyclists, and persons arriving or departing by transit. - Expanding the network of PCO-controlled intersections during the peak pre-event period beyond those identified in the Local/Hospital Access Plan. - Exploring implementation of a program to require employees driving in the vicinity during the peak pre-event period to produce vehicle badges (e.g., rearview hanger, sticker) by employer for access to local employment sites, and coordinating with SFMTA and SFPD to honor said badges. - Using the Western Pacific site for off-site parking for all events, not only large overlapping events. - Increasing transit or High Occupancy Vehicle (HOV) capacity by operating additional SFMTA buses and/or additional private shuttle buses. - Supporting WETA analysis of the feasibility and operational benefits of a ferry/water taxi landing near 16th Street. - Increasing capacity and use of alternative modes, such as secure or valet bicycle parking, bicycle sharing, or bicycle infrastructure along the east-west corridors. - Expanding the SFMTA's Vision Zero treatments to nearby intersections to improve the physical pedestrian environment to enhance pedestrian safety. 				
<p>M-TR-13: Enhanced Muni Transit Service during Overlapping Events</p> <p>As a mitigation measure to accommodate Muni transit demand to and from the project site and AT&T Park on the T Third light rail line during overlapping evening events, the project sponsor shall work with the SFMTA and the Ballpark/Mission Bay Transportation Coordinating Committee to provide enhanced</p>	Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC	First year of event center operation, and reviewed and revised annually thereafter	OCII; SFMTA	Include in MMRP Annual Report

MITIGATION MONITORING & REPORTING PROGRAM

TABLE A - MITIGATION MEASURES

MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
Muni light rail service and/or shuttle buses between key Market Street locations and the project. Examples of the enhanced service include Muni bus shuttles between Union Square and/or Powell Street BART/Muni station and the project site. The need for enhanced Muni service shall be based on characteristics of the overlapping events (e.g., projected attendance levels, and anticipated start and end times).				
M-TR-14: Additional BART Service to the East Bay during Overlapping Events As a mitigation measure to accommodate transit demand to the East Bay following weekday and weekend evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee to consult with BART to provide additional service from San Francisco following weekday and weekend evening events. The additional East Bay BART service could be provided by operating longer trains. The need for additional BART service shall be based on characteristics of the overlapping events (e.g., event type, projected attendance levels, and anticipated start and end times).	Ballpark/Mission Bay Transportation Coordinating Committee; Project Sponsor through participation in the B/MBTCC	First year of event center operation and reviewed and revised annually thereafter	OCII	Include in MMRP Annual Report; SFMTA through participation in the B/MBTCC
M-TR-18: Auto Mode Share Performance Standard and Monitoring (Required only without implementation of Muni Special Event Transit Service Plan) <i>Performance Standards and Strategies for Achieving Them</i> The project sponsor shall be responsible for implementing TDM measures intended to reach an auto mode share performance standard for different types of events. Specifically, the project sponsor shall work to achieve the following performance standards: 1. For weekday events that have 12,500 or more attendees, the project shall not exceed an arrival auto mode share of 53 percent. 2. For weekend events that have 12,500 or more attendees, the project shall not exceed an arrival auto mode share of 59 percent.	Project Sponsor	All events with more than 12,500 attendees	OCII; SFMTA	Include in MMRP Annual Report in the event that Muni Special Event Transit Service Plan is not implemented

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>The performance standards shall be achieved by the middle of the Golden State Warriors' third season at the event center, and for every Golden State Warriors season thereafter.</p> <p>The project sponsor may implement any combination of TDM strategies, including those identified in the proposed project's TMP, to achieve the above performance standards. Potential strategies include, but are not limited to:</p> <ul style="list-style-type: none"> • Providing shuttle bus service between major transportation hubs such as Transbay Transit Terminal, BART stations, Caltrain stations and the event center. • Providing bus shuttles between park & ride lots, remote parking facilities, or other facilities or locations within San Francisco, and the event center. • Facilitating charter bus packages through the event sales department to encourage large groups to travel to and from the event center on charter buses. • Reducing the project parking demand through a variety of mechanisms, including pricing. • Offering high occupancy vehicle parking at more convenient locations than parking for the general public and/or at reduced rates. • Undertaking media campaigns, including in social media, that promote walking and/or bicycling to the event center. • Conducting cross-marketing strategies with event center businesses (e.g., discount on merchandise/food if patrons arrive by transit and/or bike or on foot). • Carrying out public education campaigns. • Offering special event ferry service to the closest ferry station to the project site (similar to the existing service provided between AT&T Park and Alameda and Marin Counties by Golden Gate Transit, Alameda/Oakland and Vallejo ferry service). • Providing incentive for arrivals by bike. • Providing transit fare incentives to event ticket holders. 				

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>Monitoring and Reporting</p> <p>The project sponsor shall retain a qualified transportation professional¹ to conduct travel surveys, as outlined below, and to document the results in a <i>Transportation Demand Management Report</i>. Prior to beginning the travel survey, the transportation professional shall develop the data collection methodology in consultation with and approved by OCII (or its designated representative, such as the Planning Department's Environmental Review Officer (ERO)) and in consultation with SFMTA. It is anticipated that data collection would occur at least during four days for two different types of events, for a total of eight days annually. Specifically, data collection shall be conducted during at least two weekday and two weekend NBA basketball games with 12,500 or more attendees, and two weekday and two weekend non-basketball events with attendance of 12,500 or more attendees.</p> <p>The schedule of the travel surveys shall be as follows:</p> <ul style="list-style-type: none"> • Comprehensive travel surveys of basketball game attendees shall be conducted between December and April of every season. • Comprehensive travel surveys of non-basketball event attendees (conventions events, concerts, family shows, etc.) could be collected any time during the year. <p>The following data of event attendees shall be collected as part of the travel surveys:</p> <ul style="list-style-type: none"> • Origin/destination of the trip (city, zip code, home/work/other) • Mode of travel to/from event center <ul style="list-style-type: none"> – If by transit, list mode and name of transit operator (AC Transit, BART, Caltrain, Muni, etc.) – If by rail or ferry, name of station trip started and ended 				

¹ The Transportation Demand Management Report shall be performed by a qualified transportation professional from the Planning Department's *Transportation Consultant Pool*.

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> – If by auto, number of people in the vehicle – If by auto, parking location and approximate walking time to event center – If by auto, ask if following trips would continue as auto, or if anticipate a mode shift. – If by bicycle or walking, name the origin of the trip. If a transfer from regional transit, name the origin and operator. <ul style="list-style-type: none"> • If by bike share, name the origin (i.e., the pick up location) of the trip. Note if trip is a “last mile” connection from regional transit, and include the origin and operator. • Arrival and departure times at the event center <p>The travel survey shall employ whatever methodology necessary, as approved by the OCII (or its designee) in consultation with SFMTA, to collect the above described data including but not limited to: manual or automatic (e.g., video or tubes) traffic volume counts, intercept surveys, smart phone application-based surveys, and on-line surveys.</p> <p>The <i>Transportation Demand Management Report(s)</i> shall be submitted to OCII, or its designee, for review within 30 days of completion of the data collection. If OCII, or its designee, finds that the project exceeds the stated mode share performance standard, the project sponsor shall revise the proposed project’s Transportation Management Plan (TMP) to incorporate a set of measures that would lower the auto mode share. OCII, or its designee, shall review and approve the revised TMP. For basketball events, the TMP shall be revised by no later than August 15th of the calendar year to ensure adequate lead time to implement TDM measures prior to the start of the following basketball season. For non-basketball events, the proposed project’s TMP shall be revised within 90 days of submittal of the <i>Transportation Demand Management Report</i> to incorporate a set of measure that would lower the auto mode share.</p> <p>If the project does not meet the stated performance standard, the project sponsor shall implement TDM measures and collect data on a semi-annual basis (i.e., twice during a calendar year) to</p>				

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TABLE A - MITIGATION MEASURES

MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>assess their effectiveness for basketball games and other events. The implementation of TDM measures shall be intensified until the auto mode split performance standard is achieved. Upon achievement of the performance standard, the project sponsor may resume travel survey data collection for basketball and non-basketball events on an annual basis. If the sponsor demonstrates three consecutive years of meeting the auto mode share performance standard, the comprehensive data collection effort may occur every two years.</p> <p>The data collection plan described above may be modified by OCII, or its designee, in consultation with SFMTA if field observations and/or other circumstances require data collection at different times and/or for different events than specified above. The modification of the data collection plan, however, shall not change the performance standards set forth in this mitigation measure.</p>				
<p>M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring (Required only without implementation of Muni Special Event Transit Service Plan)</p> <p>During events with 3,000 or more attendees, the project sponsor shall be responsible for providing trained personnel (e.g., off-duty SFPD staff) to control pedestrian, bicycle and vehicular flows to and from the event center at the intersections immediately adjacent to the project site and to ensure that Muni platforms serving the site are not over capacity. The trained personnel shall be provided during pre- and post-event periods. The project sponsor shall ensure that conflicts between various modes are reduced to the maximum extent possible through adequate staffing of trained personnel as well as other measures, as appropriate.</p> <p>Other pedestrian management measures that could be implemented include but are not limited to: installation of barricades, proper signage and announcements to disperse patrons to other streets around the project site, such as to Terry A. Francois Boulevard, and cross-marketing incentives such as discounts at the restaurant and retail establishments to extend the</p>	Project Sponsor	All events with more than 3,000 attendees	OCII; SFMTA	Include in MMRP Annual Report in the event that Muni Special Event Transit Service Plan is not implemented

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>peak departure period. Through the implementation of various strategies, the project sponsor shall ensure that pedestrian conflicts with other modes are minimized by separating vehicles, bicycles, transit and pedestrian flows to the greatest extent possible, including ensuring that various modes are adequately instructed about when it is their turn to proceed. The project sponsor shall also ensure that Muni platforms are not overcrowded by staging event attendees on the adjacent sidewalks until there is sufficient space on the Muni platforms, which are proposed to be expanded as part of the project.</p> <p>At the intersection of Third/South, the trained personnel shall implement strategies to allow pedestrians to cross the street safely. The strategies could include allowing authorized personnel to manually override the traffic signal and direct pedestrians to cross, erecting temporary pedestrian crossing barriers, allowing use of the closed Third Street as a pedestrian access route, providing a defined passenger waiting area within the closed Third Street, and shielding passengers waiting to board light rail from adjacent pedestrian traffic.</p> <p>Monitoring and Reporting</p> <p>The project sponsor shall retain a qualified transportation professional² to conduct field observations of pedestrian hazards and safety conditions along Third Street adjacent to the project site, as outlined below, and to document the results in a <i>Pedestrian Access Report</i>. City staff shall verify the field data collection results. Prior to beginning field observations, the transportation professional shall develop the data collection methodology in consultation with and approved by OCII, or its designee, in coordination with SFMTA. The data collection methodology shall be reviewed and revised annually, if appropriate. Field observations shall be conducted during the following event types and attendance levels:</p>				

² The Transportation Demand Management Report shall be performed by a qualified transportation professional from the San Francisco Planning Department's *Transportation Consultant Pool*. Available online at <http://www.sf-planning.org/index.aspx?page=1886>. Accessed May 28, 2015.

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> at least two weekday NBA basketball games with 12,500 or more attendees; at least two weekend NBA basketball games with 12,500 or more attendees; at least two weekday non-basketball game events with 12,500 or more attendees; at least two weekend non-basketball game events with 12,500 or more attendees; at least two weekday non-basketball game events with 3,000 to 9,000 attendees; and, at least two weekend non-basketball game events with 3,000 to 9,000 attendees; and at least two weekday convention events of 9,000 or more attendees. <p>The pedestrian hazard and safety conditions field observations shall occur on an annual basis. The <i>Pedestrian Access Report</i> shall be submitted to SFMTA, OCII and Planning Department for review within 30 days of completion of the data collection. If OCII finds that the project does not meet the performance standard outlined below, the Transportation Management Plan (TMP) shall be revised to incorporate techniques to minimize conflicts between pedestrians and other modes. The TMP shall be revised within 90 days of submittal of the <i>Pedestrian Access Report</i>. When the project is not meeting the stated performance standard, the project sponsor shall collect data on a semi-annual basis (i.e., twice during a calendar year) to assess the effectiveness of various measures incorporated into the revised TMP. The implementation of various measures shall be intensified until pedestrian access to and from the site occurs in a safe manner, as determined by OCII, or its designee.</p> <p>The performance standard for safe pedestrian operations consists of the following: substantial numbers of pedestrians are not spilling onto the Muni right-of-way area, are not illegally crossing Third Street midblock, are not overcrowding the Muni platforms, and are not crossing intersections against the signal. Upon achievement of the performance standard, the project sponsor</p>				

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
may resume field observations for basketball, non-basketball and convention events on an annual basis. If the sponsor demonstrates three consecutive years of meeting the performance standard, the comprehensive data collection effort may occur every two years. Further, in reviewing the <i>Pedestrian Access Report</i> , OCII, or its designee, may adjust the size of the events for which this measure is applicable. For example, if small scale events (e.g., those with 5,000 attendees) do not result in crosswalk and/or Muni platform overcrowding or other similar pedestrian safety conditions, OCII, or its designee, may revise this mitigation measure to apply to events of 5,001 or more attendees.				
Mission Bay FSEIR Mitigation Measure E.47: Transportation System Management Plan³ Prepare a TSM Plan, which could include the following:				
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.a:</i> Shuttle Bus - Operate shuttle bus service between Mission Bay and regional transit stops in San Francisco (e.g., BART, Caltrain, Ferry Terminal, Transbay Transit Terminal), and specific gathering points in major San Francisco neighborhoods (e.g., Richmond and Mission Districts). 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; SFMTA	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.b:</i> Transit Pass Sales - Sell transit passes in neighborhood retail stores and commercial buildings in the Project Area. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; SFMTA;	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.c:</i> Employee Transit Subsidies - Provide a system of employee transportation subsidies for major employers. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; SFMTA	Include in Mission Bay TMA annual report

³ The Mission Bay South Transportation Management Plan incorporates the Mission Bay FSEIR Mitigation Measures 47a – 47c, and 47e – 47i, and it is part of the Mission Bay South Owners Participation Agreement for development within Mission Bay. Because the project sponsor would be subject to the Owner Participation Agreement, these mitigation measures were assumed to be part of the proposed project, and are summarized here for informational purposes. The Mission Bay Transportation Management Association (Mission Bay TMA) is the non-profit organization that was formed to meet the requirements of the Mission Bay FSEIR Mitigation Measure E.46: Transportation Management Organization, and implement, as appropriate, the Transportation System Management measures included in Mission Bay FSEIR Mitigation Measures E.47: Transportation System Management Plan. The Mission Bay TMA submits an Annual Report to OCII on the Transportation Management Plan activities, including the Mission Bay TMA shuttle service and ridership, travel surveys, Transportation Demand Management marketing efforts, and other transportation planning coordination with SFMTA.

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.e:</i> Secure Bicycle Parking - Provide secure bicycle parking area in parking garages of residential buildings, office buildings, and research and development facilities. Provide secure bicycle parking areas by 1) constructing secure bicycle parking at a ratio of 1 bicycle parking space for each 20 automobile parking spaces, and 2) carry out an annual survey program during project development to establish trends in bicycle use and to estimate actual demand for secure bicycle parking and for sidewalk bicycle racks, increasing the number of secure bicycle parking spaces or racks either in new buildings or in existing automobile parking facilities to meet the estimated demand. Provide secure bicycle racks throughout Mission Bay for the use of visitors. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.f:</i> Appropriate Street Lighting - Ensure that streets and sidewalks in Mission Bay are sufficiently lit to provide pedestrians and bicyclists with a greater sense of safety, and thereby encourage Mission Bay employees, visitors and residents to walk and bicycle to and from Mission Bay. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.g:</i> Transit and Pedestrian and Bicycle Route Information - Provide maps of the local and citywide pedestrian and bicycle routes with transit maps and information on kiosks throughout the Project Area to promote multi-modal travel. 	SFMTA to provide in connection with transit shelters and other transit signage; Project Sponsor through participation in the TMA	In conjunction with transit shelter and signage plans	OCII; SFMTA	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.h:</i> Parking Management Strategies - Establish parking management guidelines for the private operators of parking facilities in the Project Area. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.47.i:</i> Flexible Work Hours/Telecommuting - Where feasible, offer employees in the Project Area the opportunity to work on flexible schedules and/or telecommute so they could avoid peak hour traffic conditions. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As warranted by development; ongoing review with OCII	OCII	Include in Mission Bay TMA annual report

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<ul style="list-style-type: none"> <i>FSEIR Mitigation Measure E.49:</i> Ferry Service - Make a good faith effort to assist the Port of San Francisco and others in ongoing studies of the feasibility of expanding regional ferry service. Make good faith efforts to assist in implementing feasible study recommendations. 	Mission Bay TMA; Project Sponsor through participation in the TMA	As identified by Mission Bay TMA; ongoing review with OCII	OCII; Port	Include in Mission Bay TMA annual report
Noise and Vibration, SEIR Section 5.3				
M-NO-4a: Noise Control Plan for Outdoor Amplified Sound The project sponsor shall develop and implement a Noise Control Plan for operations at the proposed entertainment venues to reduce the potential for noise impacts from public address and/or amplified music. This Noise Control Plan shall contain the following elements: <ul style="list-style-type: none"> The project sponsor shall comply with noise controls and restrictions in applicable entertainment permit requirements for outdoor concerts. Speaker systems shall be directed away from the nearest sensitive receptors to the degree feasible. Outdoor speaker systems shall be operated consistent with the restrictions of Section 2909 of the San Francisco Police Code, and conform to a performance standard of 8 dBA and dBC over existing ambient L90 noise levels at the nearest residential use. 	Project Sponsor	Submission of noise control plan prior to applicable outdoor events or as required to obtain necessary permits	San Francisco Entertainment Commission	Include in MMRP Annual Report; Ongoing for each applicable event or as required to obtain necessary permits
M-NO-4b: Noise Control Plan for Place of Entertainment Permit As part of the Place of Entertainment Permit process, the project sponsor shall develop and implement a Noise Control Plan for operations at the proposed entertainment venue to reduce the potential for noise impacts from interior event noise. This Noise Control Plan shall, at a minimum, contain the following elements: <ul style="list-style-type: none"> The project sponsor shall comply with noise controls and restrictions in applicable entertainment permit requirements. The establishment shall provide adequate ventilation within the structures such that doors and/or windows are not left open for such purposes resulting in noise emission from the premises. 	Project Sponsor	Submission of noise control plan as required by Place of Entertainment Permit	San Francisco Entertainment Commission	Include in MMRP Annual Report; Complete upon permit approval

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Noise and Vibration, SEIR Section 5.3 (cont.)				
<ul style="list-style-type: none"> There shall be no noise audible outside the establishment during the daytime or nighttime hours that violates the San Francisco Municipal Code Section 49 or 2900 et. seq. Further, no sound from the establishment shall be audible inside any surrounding residences or businesses that violates San Francisco Police Code section 2900 et. seq. Permit holder shall take all reasonable measures to ensure the sidewalks adjacent to the premises are not blocked or unnecessarily affected by patrons or employees due to the operations of the premises and shall provide security whenever patrons gather outdoors. Permit holder shall provide a cell phone number to all interested neighbors that will be answered at all times by a manager or other responsible person who has the authority to adjust volume and respond to other complaints whenever entertainment is provided. 				
<p>M-C-NO-1: Construction Noise Control Measures</p> <p>Contractors shall employ site-specific noise attenuation measures during construction to reduce the generation of construction noise. These measures shall be included in a Noise Control Plan that shall be submitted for review and approval by the OCII or its designated representative to ensure that construction noise is reduced to the degree feasible. Measures specified in the Noise Control Plan and implemented during project construction shall include, at a minimum, the following noise control strategies:</p> <ul style="list-style-type: none"> Equipment and trucks used for construction shall use the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures, and acoustically attenuating shields or shrouds). Construction equipment with lower noise emission ratings shall be used whenever possible, particularly for air compressors. 	Project Sponsor and Construction Contractor	Submit plan prior to issuance of construction site permit; implementation of plan ongoing during construction	OCII; DBI	Include in MMRP Annual Report; Periodic during construction

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Noise and Vibration, SEIR Section 5.3 (cont.)				
<ul style="list-style-type: none"> Sound-control devices no less effective than those provided by the manufacturer shall be provided on all construction equipment. Impact tools (e.g., jack hammers, pavement breakers, and rock drills) used for construction shall be hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used; this muffler can lower noise levels from the exhaust by up to about 10 dBA. External jackets on the tools themselves shall be used where feasible; this could achieve a reduction of 5 dBA. Quieter procedures, such as use of drills rather than impact tools, shall be used where feasible. Stationary noise sources such as material stockpiles and vehicle staging areas shall be located as far from adjacent receptors as possible. Enclosures and mufflers for stationary equipment shall be provided, impact tools shall be shrouded or shielded, and barriers shall be installed around particularly noisy activities at the construction sites so that the line of sight between the construction activities and nearby sensitive receptor locations is blocked to the extent feasible. Unnecessary idling of internal combustion engines shall be prohibited. Construction-related vehicles and equipment shall be required to use designated truck routes to travel to and from the project sites as determined in consultation with the SFMTA as part of the permit process prior to construction (see Improvement Measure I-TR-1: Construction Management Plan and Public Updates). The project sponsor shall designate a point of contact to respond to noise complaints. The point of contact must have the authority to modify construction noise-generating activities to ensure compliance with the measures above and with the San Francisco Noise Ordinance. 				

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE												
Air Quality, SEIR Section 5.4																
<p>M-AQ-1: Construction Emissions Minimization</p> <p>A. <i>Construction Emissions Minimization Plan.</i> Prior to issuance of a construction permit, the project sponsor shall submit a Construction Emissions Minimization Plan (Plan) to the OCII or its designated representative for review and approval by an Air Quality Specialist. The Plan shall detail project compliance with the following requirements:</p> <p>1. All off-road equipment greater than 25 horsepower (hp) and operating for more than 20 total hours over the entire duration of construction activities shall meet the following requirements:</p> <p>a) Where access to alternative sources of power are reasonably available, portable diesel engines shall be prohibited. Where portable diesel engines are required because alternative sources of power are not reasonably available, the diesel engine shall meet the equipment compliance step-down schedule in Table M-AQ-1-1.</p> <p style="text-align: center;">TABLE M-AQ-1-1 OFF-ROAD EQUIPMENT COMPLIANCE STEP-DOWN SCHEDULE</p> <table><tr><th>Compliance Alternative</th><th>Engine Emission Standard</th><th>Emissions Control</th></tr><tr><td>1</td><td>Tier 4 Interim</td><td>ARB NOx VDECS (40%)⁴</td></tr><tr><td>2</td><td>Tier 3</td><td>ARB NOx VDECS (40%)</td></tr><tr><td>3</td><td>Tier 2</td><td>ARB NOx VDECS (40%)</td></tr></table> <p>How to use the table: If the requirements of (A)(1)(b) cannot be met, then the project sponsor would need to meet Compliance Alternative 1. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 1, then Compliance Alternative 2 would need to be met. Should the project sponsor not be able to supply off-road equipment meeting Compliance Alternative 2, then Compliance Alternative 3 would need to be met.</p>	Compliance Alternative	Engine Emission Standard	Emissions Control	1	Tier 4 Interim	ARB NOx VDECS (40%) ⁴	2	Tier 3	ARB NOx VDECS (40%)	3	Tier 2	ARB NOx VDECS (40%)	Project Sponsor and Construction Contractor	Submit plan prior to issuance of construction site permit and implementation of plan ongoing during construction; Final plan within six months of the completion of construction.	Project sponsor to submit a Construction Emissions Minimization Plan to the OCII or its designated representative for review and approval by an Air Quality Specialist	As specified in the measure
Compliance Alternative	Engine Emission Standard	Emissions Control														
1	Tier 4 Interim	ARB NOx VDECS (40%) ⁴														
2	Tier 3	ARB NOx VDECS (40%)														
3	Tier 2	ARB NOx VDECS (40%)														

⁴ <http://www.arb.ca.gov/diesel/verdev/vt/cvt.htm>

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Air Quality, SEIR Section 5.4 (cont.)				
<p>b) All off-road equipment shall have engines that meet either U.S. Environmental Protection Agency (USEPA) or California Air Resources Board (CARB) Tier 4 off-road emission standards. If engines that comply with Tier 4 off-road emission standards are not commercially available, then the project sponsor shall provide the next cleanest piece of off-road equipment as provided by the step down schedules in Table M-AQ-1-1.</p> <p>i. For purposes of this mitigation measure, “commercially available” shall mean the availability of Tier 4 equipment taking into consideration factors such as: (i) critical path timing of construction; (ii) geographic proximity to the Project site of equipment; and (iii) geographic proximity of access to off haul deposit sites.</p> <p>ii. The project sponsor shall maintain records concerning its efforts to comply with this requirement.</p> <p>2. The project sponsor shall require the idling time for off-road and on-road equipment be limited to no more than two minutes, except as provided in exceptions to the applicable state regulations regarding idling for off-road and on-road equipment. Legible and visible signs shall be posted in multiple languages (English, Spanish, and Chinese) in designated queuing areas and at the construction site to remind operators of the two minute idling limit.</p> <p>3. The project sponsor shall require that construction operators properly maintain and tune equipment in accordance with manufacturer specifications.</p> <p>4. The Plan shall include estimates of the construction timeline by phase with a description of each piece of off-road equipment required for every construction phase. Off-road equipment descriptions and information may include, but are not limited to: equipment type, equipment manufacturer, equipment identification</p>				

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Air Quality, SEIR Section 5.4 (cont.)				
<p>number, engine model year, engine certification (Tier rating), horsepower, engine serial number, and expected fuel usage and hours of operation. For VDECS installed: technology type, serial number, make, model, manufacturer, CARB verification number level, and installation date and hour meter reading on installation date. For off-road equipment using alternative fuels, reporting shall indicate the type of alternative fuel being used. Renewable diesel shall be considered as an alternative fuel if it can be demonstrated to OCII or the City's air quality specialists that it is compatible with tiered engines and that emissions of ROG and NOx from transport of fuel to the project site will not offset its NOx reduction potential. The plan shall also include estimates of ROG and NOx emissions.</p> <p>5. The project sponsor shall keep the Plan available for public review on site during working hours. The project sponsor shall post at the perimeter of the project site a legible and visible sign summarizing the requirements of the Plan. The sign shall also state that the public may ask to inspect the Plan at any time during working hours, and shall explain how to request inspection of the Plan. Signs shall be posted on all sides of the construction site that face a public right-of-way. The project sponsor shall provide copies of the Plan to members of the public as requested.</p> <p>B. Reporting. Quarterly reports shall be submitted to the OCII or its designated representative indicating the construction phase and off-road equipment information used during each phase including the information required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.</p> <p>Within six months of the completion of construction activities, the project sponsor shall submit to the OCII or its designated representative a final report summarizing construction activities. The final report shall indicate the start and end dates and duration of each construction phase. For each phase, the report shall include detailed information</p>				

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Air Quality, SEIR Section 5.4 (cont.)				
<p>required in A(4). In addition, for off-road equipment using alternative fuels, reporting shall include the actual amount of alternative fuel used.</p> <p>C. <i>Certification Statement and On-site Requirements.</i> Prior to the commencement of construction activities, the project sponsor must certify (1) compliance with the Plan, and (2) all applicable requirements of the Plan have been incorporated into contract specifications.</p>				
<p>M-AQ-2a: Reduce Operational Emissions</p> <p>The project sponsor shall implement the following measures:</p> <ul style="list-style-type: none"> • Provision of outlets for electrically powered landscape equipment • Use of renewable diesel to power back-up diesel generators if it can be demonstrated to OCII or the City's air quality specialists that it is compatible with tiered engines and that emissions of ROG and NOx from transport of fuel to the project site will not offset its NOx reduction potential. • Mitigation Measure M-TR-2c: Additional Strategies to Reduce Transportation Impacts (see Section 5.2, Transportation and Circulation, Impact TR-2) • Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events (see Section 5.2, Transportation and Circulation, Impact TR-11) 	Project Sponsor	Prior to completion of construction, and prior to issuance of certificate of occupancy	OCII	<p>Include in MMRP Annual Report; Provide outlets upon completion of final design</p> <p>Use of renewable diesel to be conducted as available; See above for Mitigation Measure M-TR-2c and TR-11c</p>
<p>M-AQ-2b: Emission Offsets</p> <p>Upon completion of construction, and prior to issuance of certificate of occupancy, the project sponsor, with the oversight of OCII or its designated representative, shall either:</p> <p>1) Pay a mitigation offset fee to the Bay Area Air Quality Management District's (BAAQMD) Strategic Incentives Division in an amount not to exceed \$18,030 per weighted ton of ozone precursors per year requiring emissions offsets plus a 5 percent administrative fee to fund one or more emissions reduction projects within the San Francisco Bay Area Air Basin (SFBAAB). This fee is intended to fund</p>	Project Sponsor	Upon completion of construction, and prior to issuance of certificate of occupancy	OCII	<p>Include in MMRP Annual Report; Complete upon acceptance of fee by BAAQMD</p>

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Air Quality, SEIR Section 5.4 (cont.)				
<p>emissions reduction projects to achieve reductions of 17 tons of ozone precursors per year, the estimated tonnage of operational and construction-related emissions offsets required. Documentation of payment shall be provided to OCII or its designated representative.</p> <p>The project sponsor shall provide calculations to the satisfaction of OCII or its designated representative of the final amount of emissions from construction activities based on the reporting requirements of Mitigation Measure M-AQ-1, which shall consider the final destination of off-hauled soil and construction waste materials by on-road trucks, contributions from Electrical Power Distribution System Expansion, and the degree of compliance with off-road equipment engine types that were commercially available. If the calculated construction emissions of ozone precursors require offsets in excess of 17 tons per year, then the applicant shall provide the additional offset amount commensurate with the calculated ozone precursor emissions exceeding 17 tons per year.</p> <p>Acceptance of this fee by the BAAQMD shall serve as an acknowledgment and commitment by the BAAQMD to: (1) implement an emissions reduction project(s) within one year of receipt of the mitigation fee to achieve the emission reduction objectives specified above; and (2) provide documentation to OCII or its designated representative and to the project sponsor describing the project(s) funded by the mitigation fee, including the amount of emissions of ROG and NO_x reduced (tons per year) within the SFBAAB from the emissions reduction project(s). If there is any remaining unspent portion of the mitigation offset fee following implementation of the emission reduction project(s), the project sponsor shall be entitled to a refund in that amount from the BAAQMD. To qualify under this mitigation measure, the specific emissions retrofit project must result in emission reductions within the SFBAAB that would not otherwise be achieved through compliance with existing regulatory requirements; or</p>				

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Air Quality, SEIR Section 5.4 (cont.)				
M-AQ-2b: Emission Offsets, Option 2 2) Directly implement a specific offset project to achieve reductions of 17 tons per year of ozone precursors (or greater as described in item 1 above). To qualify under this mitigation measure, the specific emissions retrofit project must result in emission reductions within the SFBAAB that would not otherwise be achieved through compliance with existing regulatory requirements. Prior to implementation of the offset project, the project sponsor must obtain OCII's approval of the proposed offset project by providing documentation of the estimated amount of emissions of ROG and NOx to be reduced (tons per year) within the SFBAAB from the emissions reduction project(s). The project sponsor shall notify OCII within six months of completion of the offset project for OCII verification.	Project Sponsor	Upon completion of construction, and prior to issuance of certificate of occupancy	OCII	Include in MMRP Annual Report; Complete upon completion of project and OCII's verification
Wind and Shadow, SEIR Section 5.6				
M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards The project sponsor shall develop and implement design measures to reduce the identified project off-site wind hazards. The project sponsor has selected a specific on-site design modification (installation of a solid canopy with a porous vertical standoff at the ground level of the southwest corner of the proposed 16th Street office building) that is demonstrated to be effective in reducing the project wind hazard impact to a less-than-significant level. Other measures may include additional on-site project design modifications or additions, additional on-site landscaping; and the implementation of potential additional off-site streetscape landscaping or other off-site wind-reducing features. Potential on- and/or off-site project site wind-reduction design measures developed by the sponsor would be coordinated with, and subject to review and approval, by OCII.	Project Sponsor	Prior to issuance of building permit.	OCII	Include in MMRP Annual Report; Complete upon completion of final design

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Utilities and Service Systems, SEIR Section 5.7				
M-C-UT-4: Fair Share Contribution for Mariposa Pump Station Upgrades Upon determination by the SFPUC of the nature and cost of needed improvements, the project sponsor shall pay its fair share for improvements to the Mariposa Pump Station and associated wastewater facilities required to provide adequate sewer capacity within the project area and serve the project as determined by the SFPUC. The contribution shall be in proportion to the wastewater flows from the proposed project relative to the total design capacity of the upgraded pump station(s). The project sponsor shall not be responsible for any share of costs to address pre-existing pump station deficiencies.	Project Sponsor	As determined by the SFPUC	OCII; SFPUC	Include in MMRP Annual Report; Complete upon acceptance of fee by SFPUC
Hydrology and Water Quality, Initial Study Section E15 and SEIR Section 5.9				
M-HY-6. Wastewater Sampling Ports <i>Mission Bay FSEIR Mitigation Measures K.2.</i> Participate in the City's existing Water Pollution Prevention Program. Facilitate implementation of the City's Water Pollution Prevention Program by providing and installing wastewater sampling ports in any building anticipated to have a potentially significant discharge of pollutants to the sanitary sewer, as determined by the Water Pollution Prevention Program of the San Francisco Public Utilities Commission's Bureau of Environmental Regulation and Management, and in locations as determined by the Water Pollution Prevention Program.	Project Sponsor	Prior to issuance of building permit	OCII; SFPUC	Include in MMRP Annual Report; Complete upon completion of final design
Cultural and Paleontological Resources, Initial Study Section E4				
M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program Based on a reasonable presumption that archaeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of an archaeological consultant approved by OCII or its designated representative such as those from the	Project Sponsor	Prior to construction	OCII	Include in MMRP Annual Report; Complete upon completion and approval of report

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>rotational Department Qualified Archaeological Consultants List (QACL) maintained by the Planning Department archaeologist. The project sponsor shall contact the Department archaeologist to obtain the names and contact information for the next three archaeological consultants on the QACL. The archaeological consultant shall undertake an archaeological testing program as specified herein. In addition, the consultant shall be available to conduct an archaeological monitoring and/or data recovery program if required pursuant to this measure. The archaeological consultant's work shall be conducted in accordance with this measure at the direction of OCII or its designated representative. All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to OCII or its designated representative for review and comment, and shall be considered draft reports subject to revision until final approval by OCII or its designated representative. Archaeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the OCII or its designated representative, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archaeological resource as defined in CEQA Guidelines Sect. 15064.5 (a)(c).</p> <p>Consultation with Descendant Communities: On discovery of an archaeological site⁵ associated with descendant Native Americans, the Overseas Chinese, or other descendant group an appropriate representative⁶ of the descendant group and OCII or its designated representative shall be contacted. The representative of the descendant group shall be given the</p>				

⁵ The term "archaeological site" is intended here to include, at a minimum, any archaeological deposit, feature, burial, or evidence of burial.

⁶ An "appropriate representative" of the descendant group is here defined to mean, in the case of Native Americans, any individual listed in the current Native American Contact List for the City and County of San Francisco maintained by the California Native American Heritage Commission and in the case of the Overseas Chinese, the Chinese Historical Society of America. An appropriate representative of other descendant groups should be determined in consultation with the Department archaeologist.

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
opportunity to monitor archaeological field investigations of the site and to consult with OCII or its designated representative regarding appropriate archaeological treatment of the site, of recovered data from the site, and, if applicable, any interpretative treatment of the associated archeological site. A copy of the Final Archaeological Resources Report shall be provided to the representative of the descendant group.				
<p>Archaeological Testing Program. The archaeological consultant shall prepare and submit to OCII or its designated representative for review and approval an archaeological testing plan (ATP). The archaeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archaeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archaeological testing program will be to determine to the extent possible the presence or absence of archaeological resources and to identify and to evaluate whether any archaeological resource encountered on the site constitutes an historical resource under CEQA.</p> <p>At the completion of the archaeological testing program, the archaeological consultant shall submit a written report of the findings to OCII or its designated representative. If based on the archaeological testing program the archaeological consultant finds that significant archaeological resources may be present, OCII or its designated representative in consultation with the archaeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archaeological testing, archaeological monitoring, and/or an archaeological data recovery program. No archaeological data recovery shall be undertaken without the prior approval of OCII or its designated representative. If OCII or its designated representative determines that a significant archaeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p>	Project Sponsor	<p>Testing Plan: Completed prior to issuance of any permit authorizing soils disturbance</p> <p>Testing program: Completed prior to commencement of any soils disturbing construction activity</p> <p>Testing Report: Completed prior to commencement of any soils disturbing activity</p>	OCII	Include in MMRP Annual Report; Complete upon OCII approval of testing program and written report;

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>A. The proposed project shall be re-designed so as to avoid any adverse effect on the significant archaeological resource; or</p> <p>B. A data recovery program shall be implemented, unless OCII or its designated representative determines that the archaeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</p>				
<p>Archaeological Monitoring Program. If OCII or its designated representative in consultation with the archaeological consultant determines that an archaeological monitoring program shall be implemented the archaeological monitoring program shall minimally include the following provisions:</p> <ul style="list-style-type: none"> The archaeological consultant, project sponsor, and OCII or its designated representative shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. OCII or its designated representative in consultation with the archaeological consultant shall determine what project activities shall be archaeologically monitored. In most cases, any soils-disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archaeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context; The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archaeological resource; The archaeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archaeological consultant and OCII or its designated representative until OCII or its designated representative has, in consultation with project archaeological consultant, determined that project construction activities could have no effects on significant archaeological deposits; 	Project Sponsor	<p>Monitoring Program: Development of program work scope prior to commencement of soils disturbing construction activity; monitoring activity to occur during site excavation and construction, as per monitoring program</p> <p>Monitoring Report: Report submitted to OCII upon completion of monitoring Program</p>	OCII	Include in MMRP Annual Report; Complete upon OCII approval of program

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<ul style="list-style-type: none"> The archaeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; If an intact archaeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archaeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archaeological monitor has cause to believe that the pile driving activity may affect an archaeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with OCII or its designated representative. The archaeological consultant shall immediately notify the OCII or its designated representative of the encountered archaeological deposit. The archaeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archaeological deposit, and present the findings of this assessment to OCII or its designated representative. <p>Whether or not significant archaeological resources are encountered, the archaeological consultant shall submit a written report of the findings of the monitoring program to the OCII or its designated representative.</p>				
<p>Archaeological Data Recovery Program. The archaeological data recovery program shall be conducted in accord with an archaeological data recovery plan (ADRP). The archaeological consultant, project sponsor, and OCII or its designated representative shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archaeological consultant shall submit a draft ADRP to OCII or its designated representative. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archaeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the</p>	Project Sponsor	Data Recovery Plan: Development of Program work scope, in conjunction with work scope for Archeological Monitoring Program prior to commencement of soils disturbance construction activity. More specific or detailed subsequent work scope may be required by OCII upon completion of	OCII	Include in MMRP Annual Report; Complete upon OCII approval of program

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archaeological resources if nondestructive methods are practical.</p> <p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> • <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. • <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. • <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. • <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archaeological data recovery program. • <i>Security Measures.</i> Recommended security measures to protect the archaeological resource from vandalism, looting, and non-intentionally damaging activities. • <i>Final Report.</i> Description of proposed report format and distribution of results. • <i>Curation.</i> Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities. 		<p>Archeological Monitoring Program and Report</p> <p>Data Recovery program: Activity to occur during and subsequent to construction activity, as per Data Recovery Program</p>		
<p>Human Remains and Associated or Unassociated Funerary Objects. The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains</p>	Project Sponsor	Upon discovery, if applicable	Coroner; OCII	Include in MMRP Annual Report; Complete upon Applicant notification to OCII, Coroner, and, if applicable, California State Native American Heritage Commission

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archaeological consultant, project sponsor, OCII or its designated representative, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.				
<p>Final Archaeological Resources Report. The archeological consultant shall submit a Draft Final Archaeological Resources Report (FARR) to OCII or its designated representative that evaluates the historical significance of any discovered archaeological resource and describes the archaeological and historical research methods employed in the archaeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archaeological resource shall be provided in a separate removable insert within the final report.</p> <p>Once approved by OCII or its designated representative, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and OCII or its designated representative shall receive a copy of the transmittal of the FARR to the NWIC. As requested by OCII, the Environmental Planning division of the Planning Department shall receive one bound, one unbound and one unlocked, searchable PDF copy on CD of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, OCII or its designated representative may require a different final report content, format, and distribution than that presented above.</p>	Project Sponsor	Upon completion of testing, monitoring and data recovery programs: For Horizontal Developer – prior to determination of substantial completion of infrastructure at each sub-phase; For Vertical Developer – Prior to issuance of Certificate of Temporary or Final Occupancy, whichever occurs first	OCII	Include in MMRP Annual Report; Complete upon applicant submittal of final approved report as specified in measure

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>M-CP-2b: Accidental Discovery of Archaeological Resources</p> <p>The following mitigation measure is required to avoid any potential adverse effect from the proposed project on accidentally discovered buried or submerged historical resources as defined in <i>CEQA Guidelines</i> Section 15064.5(a)(c). The project sponsor shall distribute the Planning Department archaeological resource “ALERT” sheet to the project prime contractor; to any project subcontractor (including demolition, excavation, grading, foundation, pile driving, etc. firms); or utilities firm involved in soils disturbing activities within the project site. Prior to any soils disturbing activities being undertaken each contractor is responsible for ensuring that the “ALERT” sheet is circulated to all field personnel, including machine operators, field crew, pile drivers, supervisory personnel, etc. The project sponsor shall provide OCII officer or its designated representative with a signed affidavit from the responsible parties (prime contractor, subcontractor(s), and utilities firm) confirming that all field personnel have received copies of the Alert Sheet.</p> <p>Should any indication of an archaeological resource be encountered during any soils disturbing activity of the project, the project Head Foreman and/or project sponsor shall immediately notify OCII officer or its designated representative and shall immediately suspend any soils disturbing activities in the vicinity of the discovery until OCII officer or its designated representative has determined what additional measures should be undertaken.</p> <p>If OCII officer or its designated representative determines that an archaeological resource may be present within the project site, the project sponsor shall retain the services of an archaeological consultant from the pool of qualified archaeological consultants maintained by the Planning Department archaeologist. The archaeological consultant shall advise OCII officer or its designated representative as to whether the discovery is an archaeological resource, retains sufficient integrity, and is of potential scientific/historical/cultural significance. If an archaeological resource is present, the archaeological consultant shall identify and evaluate the archaeological resource. The archaeological consultant shall make a recommendation as to what action, if any, is warranted. Based on this information, OCII</p>	Project sponsor	Throughout the demolition and excavation period	OCII	Include in MMRP Annual Report; Ongoing as specified in the measure

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Cultural and Paleontological Resources, Initial Study Section E4 (cont.)				
<p>officer or its designated representative may require, if warranted, specific additional measures to be implemented by the project sponsor.</p> <p>Measures might include: preservation in situ of the archaeological resource; an archaeological monitoring program; or an archaeological testing program. If an archaeological monitoring program or archaeological testing program is required, it shall be consistent with the Environmental Planning (EP) division guidelines for such programs. OCII officer or its designated representative may also require that the project sponsor immediately implement a site security program if the archaeological resource is at risk from vandalism, looting, or other damaging actions.</p> <p>The project archaeological consultant shall submit a Final Archaeological Resources Report (FARR) to OCII officer or its designated representative that evaluates the historical significance of any discovered archaeological resource and describing the archaeological and historical research methods employed in the archaeological monitoring/data recovery program(s) undertaken. Information that may put at risk any archaeological resource shall be provided in a separate removable insert within the final report.</p> <p>Copies of the Draft FARR shall be sent to OCII officer or its designated representative for review and approval. Once approved by OCII officer or its designated representative, copies of the FARR shall be distributed as follows: California Archaeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and OCII officer or its designated representative shall receive a copy of the transmittal of the FARR to the NWIC. OCII and the Environmental Planning division of the Planning Department shall each receive one bound copy, one unbound copy and one unlocked, searchable PDF copy on CD three copies of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest or interpretive value, OCII officer or its designated representative may require a different final report content, format, and distribution than that presented above.</p>				

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MITIGATION MEASURE	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Biological Resources, Initial Study Section E13				
<p>M-BI-4a: Preconstruction Surveys for Nesting Birds</p> <p>To the extent practicable, vegetation removal and grading of the site in advance of new site construction shall be performed between September 1 and January 31 in order to avoid breeding and nesting season for birds. If these activities cannot be performed during this period, a preconstruction survey of onsite vegetation for nesting birds shall be conducted by a qualified biologist.</p> <p>In coordination with the OCII or its designated representative, pre-construction surveys of onsite vegetation shall be performed during bird breeding season (February 1 – August 31) no more than 14 days prior to vegetation removal, grading, or initiation of construction in order to locate any active passerine nests within 250 feet of the project site and any active raptor nests within 500 feet of the project site. Surveys shall be performed in accessible areas within 500 feet of the project site and include suitable habitat within line of sight as access is available. If active nests are found on either the project site or within the 500-foot survey buffer surrounding the project site, no-work buffer zones shall be established around the nests. Buffer distances will consider physical and visual barriers between the active nest and project activities, existing noise sources and disturbance, as well as sensitivity of the bird species to disturbance. Modification of standard buffer distances, 250 feet for active passerine nests and 500 feet for active raptor nests, will be determined by a qualified biologist in consultation with the California Department of Fish and Wildlife (CDFW). No vegetation removal or ground-disturbing activities including grading or new construction shall occur within a buffer zone until young have fledged or the nest is otherwise abandoned as determined by the qualified biologist.</p> <p>If construction work during the nesting season stops for 14 days or more and then resumes, then nesting bird surveys shall be repeated, to ensure that no new birds have begun nesting in the area.</p>	Project Sponsor	Not more than 15 days prior to vegetation removal and grading activities that occur between February 1 and August 31	OCII	Include in MMRP Annual Report; Complete upon completion of preconstruction nesting bird surveys or completion of vegetation removal and grading activities outside of the bird breeding season

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Biological Resources, Initial Study Section E13				
Mitigation Measure M-BI-4b: Bird Safe Building Practices The project sponsor shall design and implement the project consistent with the San Francisco Standards for Bird-Safe Buildings and Planning Code Section 139, as approved by OCII. OCII shall consult with the Planning Department and the Zoning Administrator concerning project consistency with Planning Code Section 139.	Project Sponsor	Prior to issuance of architectural addendum to building permit	OCII	Include in MMRP Annual Report; Complete upon construction in accordance with final approved plans
Hazards and Hazardous Materials, Initial Study Section E16				
M-HZ-1a: Guidelines for Handling Biohazardous Materials <i>Mission Bay FSEIR Mitigation Measure I.1.</i> Require businesses that handle biohazardous materials and do not receive federal funding to certify that they follow the guidelines published by the National Research Council and the United States Department of Health and Human Services Public Health Service, National Institutes of Health, and Centers for Disease Control, as set forth in Biosafety in Microbiological and Biomedical Laboratories, Guidelines for Research Involving Recombinant DNA Molecules (NIH Guidelines), and Guide for the Care and Use of Laboratory Animals, or their successors, as applicable.	Project Sponsor	As part of building permit process; provide annual certification thereafter	OCII	Include in MMRP Annual Report
<i>Mission Bay FSEIR Mitigation Measure I.2.</i> Require businesses handling biohazardous materials to certify that they use high efficiency particulate air (HEPA) filters or substantially equivalent devices on all exhaust from Biosafety Level 3 laboratories unless they demonstrate that exhaust from their Biosafety Level 3 laboratories would not pose substantial health or safety hazards to the public or the environment. Require such businesses to certify that they inspect or monitor the filters regularly to ensure proper functioning.	Project Sponsor	As part of building permit process; provide annual certification thereafter	OCII	Include in MMRP Annual Report
<i>Mission Bay FSEIR Mitigation Measure I.3.</i> Require businesses handling biohazardous materials to certify that they do not handle or use biohazardous materials requiring Biosafety Level 4 containment (i.e., dangerous or exotic materials that pose high risks of life-threatening diseases or aerosol-transmitted infections, or unknown risks of transmission) in the Project Area.	Project Sponsor	As part of building permit process; provide annual certification thereafter	OCII	Include in MMRP Annual Report

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Hazards and Hazardous Materials, Initial Study Section E16 (cont.)				
<p>M-HZ-1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos</p> <p>The project sponsor shall conduct a geologic investigation in accordance with the guidelines of the California Geologic Survey to determine the naturally occurring asbestos content of fill materials to be excavated at the project site. If the investigation determines that the naturally occurring asbestos content of the fill materials is 0.25 percent or greater, the project sponsor or its construction contractor shall submit the appropriate notification forms and prepare an asbestos dust mitigation plan in accordance with the Asbestos ATCM. The plan shall specify measures that will be taken to ensure that no visible dust crosses the property boundary during construction. The plan must specify the following measures:</p> <ul style="list-style-type: none"> • Prevent and control visible track-out from the property • Ensure adequate wetting or covering of active storage piles • Control disturbed surface areas and storage piles that would remain inactive for 7 days Control traffic on on-site unpaved roads, parking lots, and staging areas, including a maximum vehicle speed of 15 miles per hour • Control earthmoving activities • Control offsite transport of dust emissions that contain naturally-occurring asbestos-containing materials • Stabilize disturbed areas following construction <p>The asbestos dust mitigation plan shall be submitted to and approved by the Bay Area Air Quality Management District (BAAQMD) prior to the beginning of construction, and the site operator must ensure the implementation of all specified dust mitigation measures throughout the construction project. In addition, if required by the BAAQMD, the project sponsor or a qualified third party consultant shall conduct air monitoring for offsite migration of asbestos dust during construction activities and shall modify the dust mitigation plan on the basis of the air monitoring results if necessary.</p>	Project Applicant	Prior to obtaining a grading, excavation, site, building or other permit from the City that includes soil disturbance activities. Ongoing throughout construction activity	BAAQMD	Include in MMRP Annual Report; Complete upon approval by BAAQMD

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Hazards and Hazardous Materials, Initial Study Section E16 (cont.)				
M-HZ-2: RMP Provisions for Child Care Facilities <i>Mission Bay FSEIR Mitigation Measure J.2.</i> Carry out a site-specific risk evaluation for each site in a non-residential area proposed to be used for a public school or child care facility; submit to RWQCB for review and approval. If cancer risks exceed 1×10^{-5} and/or noncancer risk exceeds a Hazard Index of 1, carry out remediation designed to reduce risks to meet these standards or select another site that is shown to meet these standards.	Project Sponsor	Prior to OCII approval of a child care facility	OCII	Include in MMRP Annual Report; Complete upon RWQCB approval

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Transportation and Circulation, SEIR Section 5.2				
<p>I-TR-1: Construction Management Plan and Public Updates</p> <p>Construction Coordination – To reduce potential conflicts between construction activities and pedestrians, bicyclists, transit and vehicles at the project site, the project sponsor shall require that the contractor prepare a Construction Management Plan for the project construction period. The preparation of a Construction Management Plan could be a requirement included in the construction bid package. Prior to finalizing the Plan, the project sponsor/construction contractor(s) shall meet with DPW, SFMTA, the Fire Department, Muni Operations and other City agencies to coordinate feasible measures to include in the Construction Management Plan to reduce traffic congestion, including temporary transit stop relocations and other measures to reduce potential traffic, bicycle, and transit disruption and pedestrian circulation effects during construction of the proposed project. This review shall consider other ongoing construction in the project vicinity, such as construction of the nearby UCSF LRDP projects and construction on Blocks 26 and 27.</p> <p>Carpool, Bicycle, Walk and Transit Access for Construction Workers – To minimize parking demand and vehicle trips associated with construction workers, the construction contractor shall include as part of the Construction Management Plan methods to encourage carpooling, bicycle, walk and transit access to the project site by construction workers (such as providing transit subsidies to construction workers, providing secure bicycle parking spaces, participating in free-to-employee ride matching program from www.511.org, participating in emergency ride home program through the City of San Francisco (www.sferh.org), and providing transit information to construction workers.</p> <p>Construction Worker Parking Plan – As part of the Construction Management Plan that would be developed by the construction contractor, the location of construction worker parking shall be identified as well as the person(s) responsible for monitoring the implementation of the proposed parking plan. The use of on-street parking to accommodate construction worker parking shall</p>	Project Sponsor	Prior to issuance of construction site permit	OCII; SFMTA; DBI; DPW	Include in MMRP Annual Report prior to the start of construction until temporary certificate of occupancy

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>be discouraged. All construction bid documents shall include a requirement for the construction contractor to identify the proposed location of construction worker parking. If on-site, the location, number of parking spaces, and area where vehicles would enter and exit the site should be required. If off-site parking is proposed to accommodate construction workers, the location of the off-site facility, number of parking spaces retained, and description of how workers would travel between off-site facility and project site should be required.</p> <p>Project Construction Updates for Adjacent Businesses and Residents – To minimize construction impacts on access to nearby institutions and businesses, the project sponsor shall provide nearby residences and adjacent businesses with regularly-updated information regarding project construction, including construction activities, peak construction vehicle activities (e.g., concrete pours), travel lane closures, and parking lane and sidewalk closures. A regular email notice shall be distributed by the project sponsor that would provide current construction information of interest to neighbors, as well as contact information for specific construction inquiries or concerns.</p>				
<p>I-TR-4: Operational Study of the Southbound Platform at the T Third UCSF/Mission Bay Station (Required only if Muni Platform Variant is not implemented.)</p> <p>As an improvement measure to enhance T Third operations at the UCSF/Mission Bay station for pre-event arrivals, the project sponsor shall fund a study of the effects of pedestrian flows on Muni's safety and operations prior to an event as well as the feasibility and efficacy of enlarging the southbound platform by extending it south towards 16th Street. The study shall include an assessment of exiting pedestrian flows from a fully occupied two-car light rail train on the platform and ramp to the crosswalk at South Street across Third Street, also taking into consideration the presence of non-event transit riders waiting to board the train, service frequency, and current traffic signal operations. The study shall be performed by a qualified transportation professional approved by SFMTA.</p>	Project Sponsor	Commence study within one year of project approval	OCII; SFMTA	Include in MMRP Annual Report; Complete upon completion of study

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
<p>I-TR-8: Truck and Service Vehicle Loading Operations Plan</p> <p>As an improvement measure to reduce potential conflicts between driveway operations, including loading activities, and pedestrians, bicycles and vehicles on South Street, Terry A. Francois Boulevard, and 16th Street, the project sponsor shall prepare a Loading Operations Plan, and submit the plan for review and approval by the OCII, or its designee, and the SFMTA. As appropriate, the Loading Operations Plan shall be periodically reviewed by the sponsor, the OCII or its designee, and SFMTA and revised if required to more appropriately respond to changes in street or circulation conditions.</p> <p>The Loading Operations Plan shall include a set of guideline related to the operation of the on-site and on-street loading facilities, as well as large truck curbside access guidelines; it shall also specify driveway attendant responsibilities to minimize truck queuing and/or substantial conflicts between project-generated loading/unloading activities and pedestrians, bicyclists, transit and autos. Elements of the Loading Operations Plan shall include:</p> <ul style="list-style-type: none"> • Commercial loading activities within on-street commercial loading spaces on South Street, Terry A. Francois Boulevard, and 16th Street shall comply with all posted time limits and all other posted restrictions. • Double parking or any form of illegal parking or truck loading/unloading shall not be permitted on any streets adjacent to the project site, and particularly on 16th Street which would include a bicycle lane. Working with the SFMTA Parking Control Officers, building management shall ensure that no truck loading/unloading activities occur within the bicycle lanes on 16th Street. • All move-in and move-out activities for commercial office uses shall be coordinated by building management, and, in the event that moving trucks cannot be accommodated within the below-grade loading area, building management shall obtain a reserved curbside permit from the SFMTA in advance of move-in or move-out activities. 	Project Sponsor	Prior to issuance of occupancy permit	OCII; SFMTA	Include in MMRP Annual Report; Complete upon completion of Loading Operations Plan

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Transportation and Circulation, SEIR Section 5.2 (cont.)				
I-TR-10a: UCSF Emergency Vehicle Access and Garage Signage Plan As an improvement measure to enhance access for emergency vehicles and other visitors to the UCSF Children's Hospital emergency room and parking facilities at the UCSF Medical Center, the project sponsor shall work with UCSF, SFMTA, Caltrans, and DPW to develop and implement a UCSF emergency vehicle access and garage signage plan for I-280 and Mariposa, Owens, and 16th Streets to reflect desirable access routes for UCSF and event center access.	Project Sponsor	Prior to issuance of occupancy permit	OCII	Include in MMRP Annual Report; Complete upon completion of Vehicle Access and Garage Signage Plan
I-TR-10b: Mariposa Street Restriping Study In connection with the Mission Bay Plan improvements to the I-280 on- and off-ramps at Mariposa Street and the Owens Street extension, the SFMTA will be reevaluating the travel lane striping plan for Mariposa Street between Pennsylvania Avenue and Fourth Street. As part of this evaluation, the SFMTA will assess the feasibility of lengthening the dedicated left turn lane from eastbound Mariposa Street onto northbound Fourth Street. The evaluation is anticipated to take place in 2016, two years prior to the opening of the proposed event center. A re-evaluation may be needed following the opening of the event center. Therefore, as an improvement measure to enhance access to the UCSF Medical Center Children's Hospital, subsequent to the opening of the event center, the project sponsor shall retain a qualified transportation professional approved by SFMTA to conduct a traffic engineering study to evaluate potential changes to the travel lane configuration and related signage on Mariposa Street between the I-280 ramps and Fourth Street. The study, to be conducted in consultation with UCSF and SFMTA, would be used to determine if the dedicated eastbound left turn lane into Fourth Street/UCSF passenger loading/unloading and emergency vehicle entrance to the UCSF Children's Hospital should be extended west from its existing length of about 150 feet to provide for a longer queuing area separated from event-related traffic flow. If the study recommends restriping, the project sponsor shall fund SFMTA's cost of the design and implementation of the restriping.	Project Sponsor; SFMTA	Prior to second year of operation of the event center	OCII; SFMTA	Include in MMRP Annual Report; Complete upon completion of Restriping Study; Restriping of Mariposa Street if recommended

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Noise and Vibration, SEIR Section 5.3				
I-NO-1: Mission Bay Good Neighbor Construction Noise Policy The project sponsor shall comply with the Mission Bay Good Neighbor Policy and limit all extreme noise-generating construction activities to 8:00 a.m. to 5:00 p.m., Monday through Friday. No pile driving or other extreme noise generating activity is permitted on Saturdays, Sundays, and holidays.	Project Sponsor	Ongoing during construction	OCII	Include in MMRP Annual Report; Complete upon completion of construction
Greenhouse Gas Emissions, SEIR Section 5.5				
I-C-GG-1: Purchase Voluntary Carbon Credits <i>Construction Emissions:</i> No later than six (6) months after the issuance of a Temporary Certificate of Occupancy for the project, the project sponsor shall provide to the Office of Community Investment and Infrastructure (OCII), a calculation of the net additional emissions resulting from the construction of the project, to be calculated in accordance with the methodology agreed upon by the California Air Resources Board (CARB) in connection with the AB 900 certification of the project. The project sponsor shall provide courtesy copies of the calculations to CARB and the Governor's office promptly following transmittal of the calculations to OCII. The project sponsor shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the construction emissions. The project sponsor shall provide courtesy copies of any such contracts to the ARB and the Governor's office promptly following the execution of such contracts.	Project Sponsor	No later than six months after the issuance of a Temporary Certificate of Occupancy for the project	OCII	Include in MMRP Annual Report; Complete upon OCII receipt of supporting documentation
<i>Operational Emissions:</i> No later than six (6) months after project stabilization, to be defined as the date following project completion when the project is 90 percent leased and occupied (and with respect to the arena component, 90 percent of the available booking dates are utilized), the project sponsor shall submit to OCII a projection of operational emissions arising from the project, based on data accumulated to that date and reasonable projections of operational emissions for the useful life of the project (30 years), to be calculated in accordance with the methodology agreed upon by CARB in connection with the AB 900 certification of the project. The project sponsor shall provide	Project Sponsor	No later than six months after project stabilization, to be defined as the date following project completion when the project is 90 percent leased and occupied (and with respect to the arena component, 90 percent of the available booking dates are utilized)	OCII	Include in MMRP Annual Report; Complete upon OCII receipt of supporting documentation

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Greenhouse Gas Emissions, SEIR Section 5.5 (cont.)				
courtesy copies of the calculations to CARB and the Governor's office promptly following transmittal of the calculations to OCII. The project sponsor shall enter into one or more contracts to purchase voluntary carbon credits from a qualified greenhouse gas emissions broker in an amount sufficient to offset the operational emissions, on a net present value basis in light of the fact that the project sponsor is proposing to acquire such credits in advance of any creation of the emissions subject to the offset. The project sponsor shall provide courtesy copies of any such contracts to CARB and the Governor's office promptly following the execution of such contracts.				

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TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Transportation and Circulation, SEIR Section 5.2		
Impact TR-1: The proposed project would not result in construction-related ground transportation impacts because of their temporary and limited duration.	LS	<ul style="list-style-type: none"> San Francisco Municipal Transportation Agency Parking and Traffic Regulations for Working in San Francisco Streets (The Blue Book), 8th Edition
Impact C-TR-1: The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative construction-related ground transportation impacts.	LS	<ul style="list-style-type: none"> San Francisco Municipal Transportation Agency Parking and Traffic Regulations for Working in San Francisco Streets (The Blue Book), 8th Edition
Noise and Vibration, SEIR Section 5.3		
Impact NO-2: Construction of the proposed project would not expose people to or generate noise levels in excess of standards established in the local general plan, noise ordinance, or applicable standards of other agencies.	LS	<ul style="list-style-type: none"> San Francisco Police Code Article 29 (Regulation of Noise).
Impact NO-4: Operation of the proposed project could result in exposure of persons to or generation of noise levels in excess of standards established in the <i>San Francisco General Plan</i> or San Francisco Noise Ordinance.	LSM	<ul style="list-style-type: none"> San Francisco Police Code Article 29 (Regulation of Noise).
Air Quality, SEIR Section 5.4		
Impact NO-2: Construction of the proposed project would not expose people to or generate noise levels in excess of standards established in the local general plan, noise ordinance, or applicable standards of other agencies.	LS	<ul style="list-style-type: none"> San Francisco Police Code Article 29 (Regulation of Noise).
Impact AQ-1: Construction of the proposed 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, or result in a cumulatively considerable net increase in criteria air pollutants.	SUM	<ul style="list-style-type: none"> San Francisco Health Code Article 22B and San Francisco Building Code Section 106.A.3.2.6 (Construction Dust Control Ordinance)
Greenhouse Gas Emissions, SEIR Section 5.5		
Impact C-GG-1: The proposed project would generate greenhouse gas 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 greenhouse gas emissions.	LS	<ul style="list-style-type: none"> San Francisco Environment Code Section 427 (Commuter Benefits Ordinance) San Francisco Environment Code Section 427(d) (Emergency Ride Home Program) Mission Bay South Transportation Management Program (established by 1998 Mission Bay FSEIR Mitigation Measure E.47 and contains provisions equivalent to San Francisco Planning Code Section 163) San Francisco Planning Code Section 411 (Transit Impact Development Fee)

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IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Greenhouse Gas Emissions, SEIR Section 5.5 (cont.)		
Impact C-GG-1 (cont.)		<ul style="list-style-type: none"> • Mission Bay South Redevelopment Plan and Mission Bay South Owner Participation Agreement, affordable housing requirements (contains provisions equivalent to San Francisco Planning Code Section 413 Jobs Housing Linkage Program) • San Francisco Green Building Code Section 5.103.1.10 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Section 5.106.5 (Fuel Efficient Vehicle and Carpool Parking) • San Francisco Green Building Code Section 5.201.1.1 (Energy Efficiency) • San Francisco Green Building Code Section 5.103.1.4 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Sections 5.410 (Commissioning of Building Energy Systems) • San Francisco Public Works Code Article 4.2, Section 147 (Storm Water Management) • San Francisco Green Building Code Section 5.103.1.2 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Section 5.303.2 (Reduction of Water Use) • San Francisco Administrative Code, Chapter 63 (Water Efficient Irrigation Ordinance) • San Francisco Green Building Code Section 5.103.1.5 (Renewable Energy) • San Francisco Environment Code, Chapter 19 and Title 24 of the California Administrative Code, Part 11, California Green Building Code, Section 5.410.1 (Mandatory Recycling and Composting) • San Francisco Environment Code, Chapter 14, San Francisco Building Code Chapter 13B, San Francisco Health Code Section 288 (Construction and Demolition Debris Recovery Ordinance) • San Francisco Green Building Code Section 5.103.1.3 (Construction and Demolition Debris Recycling) • Mission Bay Street Tree Master Plan, tree planting requirements (contains provisions equivalent to San Francisco Planning Code Section 138.1) • California Green Building Code, Section 5.106.8 (Light Pollution Reduction) • San Francisco Public Works Code Article 4.2, Section 146 (Construction Site Runoff Control) • California Green Building Code, Sections 5.508.1.2 and 5.508.2 (Enhanced Refrigerant Management) • California Green Building Code, Section 5.504.4 (Finish Material Pollutant Control: Low-emitting Adhesives, Sealants, Caulks, Paints, Coatings, Composite wood, and Flooring) • San Francisco Building Code Section 3111.3; California Green Building Code, Section 5.503.1 (Wood Burning Fireplace Ordinance) • San Francisco Health Code, Article 30 (Regulation of Diesel Backup Generators)

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IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Utilities and Service Systems, Initial Study Section E11 and SEIR Section 5.7		
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.	LS	<ul style="list-style-type: none"> Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures (Water Efficiency) San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Water Efficiency)
Impact UT-3: The proposed project would be served by landfills with sufficient permitted capacity to accommodate the project's solid waste disposal needs.	LS	<ul style="list-style-type: none"> San Francisco Zero Waste Goal (75 Percent Waste Diversion from Landfills) San Francisco Construction and Demolition Waste Ordinance No. 27-06 (Recycling of Construction and Demolition Debris) San Francisco Food Service Waste Reduction Ordinance (Ban on Polystyrene Containers; Requires Recyclable Containers) San Francisco Mandatory Recycling and Composting Ordinance No. 100-09 (Separation of Waste Types) San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Diversion of Demolition Debris)
Impact UT-4: The proposed project would comply with federal, state, and local statutes and regulations related to solid waste.	LS	<ul style="list-style-type: none"> California Integrated Waste Management Act of 1989 (Diversion of Wastes from Landfills) San Francisco Construction and Demolition Waste Ordinance No. 27-06 (Recycling of Construction and Demolition Debris) San Francisco Mandatory Recycling and Composting Ordinance No. 100-09 (Separation of Waste Types) San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Diversion of Demolition Debris)
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 (water supply and solid waste).	LS	<ul style="list-style-type: none"> Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures (Water Efficiency) San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements (Water Efficiency and Diversion of Demolition Debris) California Integrated Waste Management Act of 1989 (Diversion of Wastes from Landfills) San Francisco Construction and Demolition Waste Ordinance No. 27-06 (Recycling of Construction and Demolition Debris) San Francisco Mandatory Recycling and Composting Ordinance No. 100-09 (Separation of Waste Types)

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TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Hydrology and Water Quality, Initial Study Section E15 and SEIR Section 5.9		
Impacts HY-1: The project would not violate water quality standards or otherwise substantially degrade water quality with respect to construction activities, including construction dewatering.	LS	<ul style="list-style-type: none"> General NPDES Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ (Erosion) San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges)
Impact HY-1a: The project would not violate water quality standards or otherwise substantially degrade water quality with respect to construction-related dewatering.	LS	<ul style="list-style-type: none"> San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges) VOC and Fuel General NPDES permit, Order Number R2-2012-0012 (Groundwater Discharges)
Impact HY-3: The project would not alter the existing drainage pattern of the area in a manner that would result in substantial erosion, siltation, or flooding on- or off-site, and the project would not substantially increase the rate or amount of surface runoff that would result in flooding on- or off-site.	LS	<ul style="list-style-type: none"> San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) San Francisco Storm Water Design Guidelines (Storm Water Discharges)
Impact HY-5: The project would not expose people or structures to a significant risk of loss, injury or death involving inundation by seiche or tsunami.	LS	<ul style="list-style-type: none"> Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 16 – Structural Design San Francisco Building Inspection Commission Code, Building Code, Chapter 16 - Structural Design
Impact HY-6: Operation of the proposed project could exceed the wastewater treatment requirements of the NPDES permit for the SEWPCP, violate water quality standards or waste discharge requirements, otherwise substantially degrade water quality as a result of changes in wastewater and storm water discharges to the Bay, or exceed the capacity of the separate storm water system constructed in Mission Bay, or provide a substantial source of polluted runoff. Operation of the proposed project would not contribute to a substantial increase in combined sewer discharges.	LSM	<ul style="list-style-type: none"> NPDES Permit No. CA0037664, Order No.R2-2013-0029, for City and County of San Francisco Southeast Water Pollution Control Plant, North Point Wet Weather Facility, Bayside Wet Weather Facilities and Wastewater Collection System (Contribution to Combined Sewer Discharges and Effluent Discharges from SEWPCP) San Francisco Public Works Code, Article 4.1 (Effluent Discharges from SEWPCP) General NPDES Permit for the Discharge of Storm Water from Small Municipal Separate Storm Sewer System (MS4s), SWRCB Order No. 2003-0005-DWQ (Storm Water Discharges) San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) San Francisco Storm Water Design Guidelines (Storm Water Discharges) San Francisco Health Code, Article 6, Garbage and Refuse (Litter)
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 with respect to construction activities, dewatering, groundwater supplies, drainage pattern, flooding, seiche or tsunami.	LS	<ul style="list-style-type: none"> General NPDES Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ (Erosion) San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges) VOC and Fuel General NPDES permit, Order Number R2-2012-0012 (Groundwater Discharges) (Per Impact HY-1a)

MITIGATION MONITORING & REPORTING PROGRAM

TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Hydrology and Water Quality, Initial Study Section E15 and SEIR Section 5.9 (cont.)		
Impact C-HY-1 (cont.)		<ul style="list-style-type: none"> San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) San Francisco Storm water Design Guidelines (Storm Water Discharges) Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 16 – Structural Design (Tsunami) San Francisco Building Inspection Commission Code, Building Code, Chapter 16 - Structural Design (Tsunami)
Impact C-HY-2: The proposed project, in combination with past, present, and reasonably foreseeable future projects in the site vicinity, would not exceed the wastewater treatment requirements of the NPDES permit for the SEWPCP; violate water quality standards or waste discharge requirements, or otherwise substantially degrade water quality as a result of changes in wastewater and storm water discharges to the Bay; or exceed the capacity of the separate storm water system constructed in Mission Bay, or provide a substantial source of polluted runoff. Cumulative wet weather flows would not contribute to an increase in combined sewer discharges.	LS	<ul style="list-style-type: none"> NPDES Permit No. CA0037664, Order No.R2-2013-0029, for City and County of San Francisco Southeast Water Pollution Control Plant, North Point Wet Weather Facility, Bayside Wet Weather Facilities and Wastewater Collection System (Contribution to Combined Sewer Discharges and Effluent Discharges from SEWPCP) San Francisco Public Works Code, Article 4.1, as supplemented by Order No. 158170 (Groundwater Discharges) General NPDES Permit for the Discharge of Storm Water from Small Municipal Separate Storm Sewer System (MS4s), SWRCB Order No. 2003-0005-DWQ (Storm Water Discharges) San Francisco Public Works Code, Article 4.2, Section 147 (Storm Water Discharges) San Francisco Storm Water Design Guidelines (Storm Water Discharges) San Francisco Health Code, Article 6, Garbage and Refuse (Litter)
Cultural and Paleontological Resources, Initial Study Section E4		
Impact CP-4: The proposed project would not disturb any human remains, including those interred outside of formal cemeteries.	LS	<ul style="list-style-type: none"> California Public Resources Code Section 5097.98; California Administrative Code, Title 14, Section 15064.5(d) and (3). (Proper Notification and Internment of Human Remains)
Geology and Soils, Initial Study Section E14		
Impact GE-1: The proposed project would not expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving rupture of a known earthquake fault, seismic ground shaking, seismically-induced ground failure, or landslides.	LS	<ul style="list-style-type: none"> Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 16 – Structural Design and Chapter 18 – Soils and Foundations San Francisco Building Inspection Commission Code, Building Code, Chapter 16 - Structural Design Seismic Hazards Mapping Act of 1990 (Assessment and Mitigation of Liquefaction Hazards)
Impact GE-2: The project would not result in substantial erosion or loss of top soil.	LS	<ul style="list-style-type: none"> General NPDES Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ
Impact GE-3: The project would not be located on a geologic unit or soil that is unstable, or that could become unstable as a result of the project.	LS	<ul style="list-style-type: none"> Title 24 of the California Administration Code, Part 2, California Building Code (Chapter 18 – Soils and Foundations) San Francisco Health Code, Article 12B (Installation of Geotechnical Borings)

MITIGATION MONITORING & REPORTING PROGRAM

TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Geology and Soils, Initial Study Section E14 (cont.)		
Impact GE-4: The project would not create substantial risks to life or property as a result of location on expansive soils or other problematic soils.	LS	<ul style="list-style-type: none"> Title 24 of the California Administration Code, Part 2, California Building Code, Chapter 18 – Soils and Foundations
Impact C-GE-1: The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts related to geologic hazards.	LS	<ul style="list-style-type: none"> Title 24 of the California Administration Code, Part 2, California Building Code (Chapter 16 – Structural Design, Chapter 18 – Soils and Foundations) San Francisco Building Inspection Commission Code, Building Code (Chapter 16, Structural Design) Seismic Hazards Mapping Act of 1990 (Assessment and Mitigation of Liquefaction Hazards) General Permit for Storm Water Discharges Associated with Construction and Land Disturbance Activities, Order No. 2009-0009-DWQ
Hazards and Hazardous Materials, Initial Study Section E16		
Impact HZ-1: The project could create a significant hazard through routine transport, use, or disposal of hazardous materials or result in a substantial risk of upset involving the release of hazardous materials.	LSM	<ul style="list-style-type: none"> San Francisco Health Code, Article 21, Hazardous Materials San Francisco Health Code, Article 21a, Risk Management Program (Regulated Substances) San Francisco Health Code, Article 22, Hazardous Waste Management Asbestos Airborne Toxic Control Measure (Asbestos ATCM) for Construction, Grading, Quarrying, and Surface Mining Operations (Equivalent to FSEIR Mitigation Measure M-HZ-1b)
Impact HZ-2: The project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Excavation could also require the handling of potentially contaminated soil and groundwater, potentially exposing workers and the public to hazardous materials, or resulting in a release into the environment during construction.	LSM	<ul style="list-style-type: none"> Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Risk Management Plan, Mission Bay Area, San Francisco, California. May 11, 1999. Environ Corporation Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Revised Risk Management Plan, Former Petroleum Terminals and Related Pipelines Located at Pier 64 and Vicinity, City and County of San Francisco, California. August 2006, BBL Environmental Services, Inc. San Francisco Health Code, Article 22a, Analyzing Soils for Hazardous Waste
Impact HZ-3: The project would not impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan or expose people or structures to a significant risk of loss, injury or death involving fires.	LS	<ul style="list-style-type: none"> San Francisco Fire Code, Section 12.202(e)(1) (Fire and Emergency Procedures)
Impact C-HZ-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 related to hazardous materials.	LS	<ul style="list-style-type: none"> San Francisco Health Code, Article 21, Hazardous Materials San Francisco Health Code, Article 21a, Risk Management Program (Regulated Substances) San Francisco Health Code, Article 22, Hazardous Waste Management San Francisco Health Code, Article 22a, Analyzing Soils for Hazardous Waste

MITIGATION MONITORING & REPORTING PROGRAM

TABLE C – APPLICABLE REGULATIONS

IMPACT	SIGNIFICANCE DETERMINATION	APPLICABLE REGULATIONS
Hazards and Hazardous Materials, Initial Study Section E16 (cont.)		
Impact C-HZ-1 (cont.)		<ul style="list-style-type: none"> Asbestos Airborne Toxic Control Measure (Asbestos ATCM) for Construction, Grading, Quarrying, and Surface Mining Operations Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Risk Management Plan, Mission Bay Area, San Francisco, California. May 11, 1999. Environ Corporation Covenant and Environmental Restriction on Property, Regional Water Quality Control Board, February 2000 and incorporated Revised Risk Management Plan, Former Petroleum Terminals and Related Pipelines Located at Pier 64 and Vicinity, City and County of San Francisco, California. August 2006, BBL Environmental Services, Inc.
Minerals and Energy Resources, Initial Study Section E17		
Impact ME-1: The project would not result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner.	LS	<ul style="list-style-type: none"> Title 24 of the California Administrative Code, Part 6, Building Energy Efficiency Standards (Operational Electricity and Natural Gas Use) Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements
Impact C-ME-1: The project, in combination with other past, present, and reasonably foreseeable future projects, would not result in significant adverse cumulative impacts on energy resources.	LS	<ul style="list-style-type: none"> Title 24 of the California Administrative Code, Part 6, Building Energy Efficiency Standards (Operational Electricity and Natural Gas Use) Title 24 of the California Administrative Code, Part 11, California Green Building Code, Chapter 5, Non-residential Mandatory Measures San Francisco Building Inspection Commission Code, Green Building Code, Chapter 5, Non-residential Requirements

MITIGATION MONITORING & REPORTING PROGRAM

TABLE D – TRANSPORTATION MANAGEMENT PLAN MONITORING AND REPORTING PROGRAM SUMMARY

MANAGEMENT MEASURE	RESPONSIBILITY FOR IMPLEMENTATION	MANAGEMENT MEASURE SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
Transportation Management Plan (TMP) and updates (See Attachment 1, May 2015)	Project Sponsor; SFMTA	Various	OCII	Periodic TMP Updates Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor
Travel Demand Management Plan (TMP Chapter 4, Sections 4.1, 4.2, and 4.3)	Project Sponsor	First year of event center operation, and reviewed and revised annually thereafter	OCII	Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor
Local/Hospital Access Plan A Local/Hospital Access Plan (L/HAP) to facilitate movements in and out to residents and employees in the UCSF and Mission Bay Area would be implemented for the pre-event period for all large weekday evening events at the event center (i.e., those events with more than 12,500 attendees that start between 6:00 and 8:00 p.m.). The L/HAP would be configured to discourage event attendees arriving by car from using portions of Fourth Street, Owens Street, UCSF campus internal roads such as Nelson Rising Lane, Campus Lane, Fifth Street, and local residential streets. As part of the L/HAP, special temporary and permanent signage would be positioned at appropriate locations to direct event traffic towards designated routes in order to access off-street parking facilities serving the event center and away from streets within the Local/Hospital Access Plan network. In addition, three PCOs would be stationed at key intersections (i.e., Fourth/16th, Owens/Mission Bay Traffic Circle, and Fourth/Nelson Rising Lane) before the start of an event to facilitate local driver access to their destinations. These three additional PCOs would also be available after the event to be positioned at the most effective locations to direct outbound pedestrians, bicyclists, and vehicles, as determined by the PCO Supervisor.	SFMTA	Pre event period for any weekday project event that starts between 6:00 and 8:00 p.m. with more than 12,500 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Muni Special Event Transit Service Plan (TMP Chapter 4, Section 4.4)	SFMTA	All project events; different Transit Service Plan levels depending on attendance	OCII; SFMTA	Review of conditions during events by Muni Service Planning Supervisor

MITIGATION MONITORING & REPORTING PROGRAM

TABLE D – TRANSPORTATION MANAGEMENT PLAN MONITORING AND REPORTING PROGRAM SUMMARY

MANAGEMENT MEASURE	RESPONSIBILITY FOR IMPLEMENTATION	MANAGEMENT MEASURE SCHEDULE	MONITORING AND REPORTING RESPONSIBILITY	MONITORING ACTIONS/SCHEDULE AND VERIFICATION OF COMPLIANCE
No Event Transportation Management Condition (TMP Chapter 6, Section 6.1)	SFMTA	On days without events at the event center,	OCII; SFMTA	PCOs during regular rounds
Small to Medium (Convention) Event Transportation Management Condition (TMP Chapter 6, Section 6.2)	Project Sponsor; SFMTA	Any daytime convention event or small daytime or evening event with less than 12,500 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Medium to Large (Concert) Event Transportation Management Condition (TMP Chapter 6, Section 6.3)	Project Sponsor; SFMTA	Any evening event with between 12,500 and 16,000 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Peak Event Transportation Management Condition (TMP Chapter 6, Section 6.4)	Project Sponsor; SFMTA	Any evening event with more than 16,000 attendees	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Overlapping Events Transportation Management Plan (TMP Chapter 6, Section 6.5 and Section 2.2.5)	Project Sponsor; SFMTA	Any event with more than 12,500 attendees overlapping with an event at AT&T Park with more than 40,000 attendees. For daytime or evening overlaps.	OCII; SFMTA	Review of conditions during events by PCO Supervisor
Communication (TMP Chapter 9)	Project Sponsor; SFMTA; DPW	Prior to project opening, and periodic review annually	OCII; SFMTA	TMP monitoring by SFMTA Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor
Monitoring, Refinement, and Performance Standards (TMP Chapter 10)	Project Sponsor	First year of event center operation, and reviewed and revised annually thereafter	OCII; SFMTA	TMP monitoring by SFMTA Annual TMP Monitoring Surveys and Reports prepared by Project Sponsor

LIST OF MITIGATION AND IMPROVEMENT MEASURES FOR SFMTA BOARD ADOPTION¹

SFMTA Board Action	Mitigation Measure or Improvement Measure
MITIGATION MEASURES	
Adopt subject to funding availability	<p>Mitigation Measure M-TR-2a: Additional PCOs during Events</p> <p>As a mitigation measure to manage traffic flows and minimize congestion associated with events at the project site, the proposed project's TMP shall be modified to include four additional PCOs (i.e., in addition to the 17 PCOs included in the project TMP) that shall be deployed to intersections where the proposed project would result in significant impacts, as conditions warrant during events. These could include the intersections of King/Fourth, Fifth/Harrison/I-80 westbound off-ramp, Fifth/Bryant/I-80 eastbound on-ramp, Seventh/Mission Bay Drive, and Seventh/Mississippi/16th. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event.</p>
Adopt subject to funding availability	<p>Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts</p> <p>The project sponsor shall work with the City to pursue and implement commercially reasonable additional strategies (i.e., in addition to those included in the project TMP) to reduce transportation impacts. In addition, the City shall pursue and implement, additional strategies to be implemented by the City or other public agency (e.g., Caltrans). These strategies shall include one or more of the following:</p> <p><i>Strategies to Reduce Traffic Congestion</i></p> <ul style="list-style-type: none"> • The City to request that Caltrans install changeable message signs on I-280 upstream of key entry points onto the local street network. • The City to provide coordinated outreach efforts to surrounding neighborhoods to explore the need/desire for new on-street parking management strategies, which could include implementation of time limits and Residential Parking Permit program areas. • The City and the project sponsor to work to identify off-site parking lot(s) in the vicinity of the event center, if available, where livery and TNC vehicles could stage prior to the end of an event. • The City to include on-street parking spaces within Mission Bay in the expansion and permanent implementation of SFpark, including dynamic pricing, and smart phone application providing real-time parking availability and cost. • The City shall work to include the publicly accessible off-street facilities into the permanent implementation of SFpark, and incorporate data into a smart phone application and permanent dynamic message signs. <p><i>Strategies to Enhance Transportation Conditions in Mission Bay and Nearby Neighborhoods</i></p> <ul style="list-style-type: none"> • The City and the project sponsor to meet to discuss transportation and scheduling logistics following signing any marquee events (national tournaments or championships, political conventions, or tenants interested in additional season runs: NCAA, etc.). <p><i>Strategies to Increase Transit Access</i></p> <ul style="list-style-type: none"> • The City to consult with regional providers to encourage increased special event service, particularly longer BART and Caltrain trains, and increased ferry and bus service. • The City to work in good faith with the Water Emergency Transportation Agency, the project sponsor, UCSF, and other interested parties to explore the possibility of construction of a ferry landing at the terminus of 16th Street, and provision of

¹ The full list of mitigation and improvement measures is included in the Mitigation Monitoring and Reporting Plan that is part of Enclosure 2. This document lists a subset of the mitigation and improvement measures over which SFMTA has jurisdictional control.

SFMTA Board Action	Mitigation Measure or Improvement Measure
	ferry service during events.
Adopt	<p>Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South</p> <p>As a mitigation measure to accommodate pedestrians traveling to and from the event center through the intersection of Third/South, PCOs stationed at this location shall implement strategies to allow pedestrians to cross the street safely. The strategies and level of active management shall be tailored to the event size, and could include extending the green time for pedestrians crossing the street, manually overriding the traffic signal and directing pedestrians to cross, erecting temporary pedestrian crossing barriers, allowing use of the closed Third Street as a pedestrian access route, providing a defined passenger waiting area within the closed Third Street, shielding passengers waiting to board light rail from adjacent pedestrian traffic, and deploying additional PCOs to this intersection.</p>
Adopt subject to funding	<p>Mitigation Measure M-TR-11a: Additional PCOs during Overlapping Events</p> <p>As a mitigation measure to manage traffic flows and minimize congestion associated with overlapping events, the proposed project's TMP shall be expanded to include two additional PCOs that shall be deployed to the following intersections where the proposed project would result in significant traffic impacts, as conditions warrant during events: King/Fifth/I-280 ramps, and Fourth/16th, where PCOs would not be located as part of the project TMP or Mitigation Measure M-TR-2a: Additional PCOs during Events. The PCO Supervisor shall make the determination where the additional PCOs would be located, based on field conditions during an event. This measure shall be implemented in coordination with Mitigation Measure M-TR-2a: Additional PCOs during Events, and these two additional PCOs during overlapping events shall be in addition to the four additional PCOs that shall be provided as part of Mitigation Measure M-TR-2a: Additional PCOs during Events.</p>
Adopt subject to funding	<p>Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events</p> <p>The project sponsor shall work with the City to pursue and implement additional strategies to reduce transportation impacts associated with overlapping events at AT&T Park and the proposed event center. These strategies shall include one or more of the following:</p> <ul style="list-style-type: none"> • In the event that the off-site parking lots at 19th Street and the Western Pacific site are implemented, the SFMTA shall consult with Caltrans in assessing the feasibility of signalizing the intersection of Pennsylvania/I-280 southbound off-ramp. If determined feasible by the SFMTA and Caltrans, the SFMTA and Caltrans shall establish the level of traffic volumes that would trigger the need for a signal, and the project sponsor shall fund its fair share cost of the design and implementation of the new signal, based on project contributions to annual average weekday traffic volumes at this intersection. <p>In addition, as part of monitoring of traffic conditions during overlapping events, the SFMTA shall consult with Caltrans regarding the need to deploy an SFMTA PCO or CHP officer to expedite traffic exiting I-280 southbound (i.e., waving vehicles exiting I-280 southbound and turning left onto southbound Pennsylvania Street through the existing stop sign) during overlapping events when the Western Pacific parking lot is used for project event parking. The PCO or CHP officer would be deployed during those events prior to installation of a traffic signal or if signalization of this intersection is determined not to be feasible.</p> <ul style="list-style-type: none"> • To manage traffic flows and minimize congestion associated with non-Golden State Warriors events overlapping with events at AT&T Park, and to incentivize event attendees and UCSF employees to use alternatives to the private automobile, the City and the project sponsor shall pursue and implement additional transportation management actions during the pre-event period during overlapping events. This measure shall be implemented in coordination with and in addition to Mitigation Measure M-TR-11a: Additional PCOs during Events and Mitigation Measure M-TR-11b: Additional Strategies to Reduce Transportation Impacts. Strategies shall include one or more of the following: <p><i>Strategies to Increase Use of Non-auto Modes</i></p>

SFMTA Board Action	Mitigation Measure or Improvement Measure
	<ul style="list-style-type: none"> - Encouraging coordinated parking pricing strategies among nearby facilities designed to discourage driving for event attendees and employees. - Marketing “No drive” events. - Installing Clipper Card add-value machines on-site at the event center to facilitate purchase and value-adding, and to minimize impacts on transit “dwell times” of paying cash fares. - Exploring implementation of congestion pricing tools to charge event-related fees for driving and parking in the immediate area. <p><i>Strategies to Increase Transit, Capacity of Alternative Modes, and Enhance Pedestrian Safety</i></p> <ul style="list-style-type: none"> - Providing additional PCOs to manage and direct local traffic, and to favor circulation of pedestrians, cyclists, and persons arriving or departing by transit. - Expanding the network of PCO-controlled intersections during the peak pre-event period beyond those identified in the Local/Hospital Access Plan. - Exploring implementation of a program to require employees driving in the vicinity during the peak pre-event period to produce vehicle badges (e.g., rearview hanger, sticker) by employer for access to local employment sites, and coordinating with SFMTA and SFPD to honor said badges. - Increasing transit or High Occupancy Vehicle (HOV) capacity by operating additional SFMTA buses. - Supporting WETA analysis of the feasibility and operational benefits of a ferry/water taxi landing near 16th Street. - Increasing capacity and use of alternative modes, such as secure or valet bicycle parking, bicycle sharing, or bicycle infrastructure along the east-west corridors. - Expanding the SFMTA’s Vision Zero treatments to nearby intersections to improve the physical pedestrian environment to enhance pedestrian safety.
Adopt	<p>Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events</p> <p>As a mitigation measure to accommodate Muni transit demand to and from the project site and AT&T Park on the T Third light rail line during overlapping evening events, the project sponsor shall work with the Ballpark/Mission Bay Transportation Coordinating Committee and SFMTA to provide enhanced Muni light rail service and/or shuttle buses between key Market Street locations and the project. Examples of the enhanced service include Muni bus shuttles between Union Square and/or Powell Street BART/Muni station and the project site. The need for enhanced Muni service shall be based on characteristics of the overlapping events (e.g., projected attendance levels, and anticipated start and end times).</p>
IMPROVEMENT MEASURES	
Adopt subject to funding availability	<p>Improvement Measure I-TR-4: Operational Study of the Southbound Platform at the T Third UCSF/Mission Bay Station</p> <p>As an improvement measure to enhance T Third operations at the UCSF/Mission Bay station for pre-event arrivals, the project sponsor shall fund a study of the effects of pedestrian flows on Muni’s safety and operations prior to an event as well as the feasibility and efficacy of enlarging the southbound platform by extending it south towards 16th Street. The study shall include an assessment of exiting pedestrian flows from a fully occupied two-car light rail train on the platform and ramp to the crosswalk at</p>

SFMTA Board Action	Mitigation Measure or Improvement Measure
	<p>South Street across Third Street, also taking into consideration the presence of non-event transit riders waiting to board the train, service frequency, and current traffic signal operations. The study shall be performed by a qualified transportation professional approved by SFMTA.</p>
<p>Adopt</p>	<p>Improvement Measure I-TR-8: Truck and Service Vehicle Loading Operations Plan</p> <p>As an improvement measure to reduce potential conflicts between driveway operations, including loading activities, and pedestrians, bicycles and vehicles on South Street, Terry A. Francois Boulevard, and 16th Street, the project sponsor shall prepare a Loading Operations Plan, and submit the plan for review and approval by the OCII, or its designee, and the SFMTA. As appropriate, the Loading Operations Plan shall be periodically reviewed by the sponsor, the OCII or its designee, and SFMTA and revised if required to more appropriately respond to changes in street or circulation conditions.</p> <p>The Loading Operations Plan shall include a set of guideline related to the operation of the on-site and on-street loading facilities, as well as large truck curbside access guidelines; it shall also specify driveway attendant responsibilities to minimize truck queuing and/or substantial conflicts between project-generated loading/unloading activities and pedestrians, bicyclists, transit and autos. Elements of the Loading Operations Plan shall include:</p> <ul style="list-style-type: none"> • Commercial loading activities within on-street commercial loading spaces on South Street, Terry A. Francois Boulevard, and 16th Street shall comply with all posted time limits and all other posted restrictions. • Double parking or any form of illegal parking or truck loading/unloading shall not be permitted on any streets adjacent to the project site, and particularly on 16th Street which would include a bicycle lane. Working with the SFMTA Parking Control Officers, building management shall ensure that no truck loading/unloading activities occur within the bicycle lanes on 16th Street. • All move-in and move-out activities for commercial office uses shall be coordinated by building management, and, in the event that moving trucks cannot be accommodated within the below-grade loading area, building management shall obtain a reserved curbside permit from the SFMTA in advance of move-in or move-out activities.
<p>Adopt subject to funding</p>	<p>Improvement Measure I-TR-10b: Mariposa Street Restriping Study</p> <p>In connection with the Mission Bay Plan improvements to the I-280 on- and off-ramps at Mariposa Street and the Owens Street extension, the SFMTA will be reevaluating the travel lane striping plan for Mariposa Street between Pennsylvania Avenue and Fourth Street. As part of this evaluation, the SFMTA will assess the feasibility of lengthening the dedicated left turn lane from eastbound Mariposa Street onto northbound Fourth Street. The evaluation is anticipated to take place in 2016, two years prior to the opening of the proposed event center. A re-evaluation may be needed following the opening of the event center. Therefore, as an improvement measure to enhance access to the UCSF Medical Center Children’s Hospital, subsequent to the opening of the event center, the project sponsor shall retain a qualified transportation professional approved by SFMTA to conduct a traffic engineering study to evaluate potential changes to the travel lane configuration and related signage on Mariposa Street between the I-280 ramps and Fourth Street. The study, to be conducted in consultation with UCSF and SFMTA, would be used to determine if the dedicated eastbound left turn lane into Fourth Street/UCSF passenger loading/unloading and emergency vehicle entrance to the UCSF Children’s Hospital should be extended west from its existing length of about 150 feet to provide for a longer queuing area separated from event-related traffic flow. If the study recommends restriping, the project sponsor shall fund SFMTA’s cost of the design and implementation of the restriping.</p>

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 69-2015

CERTIFYING THE FINAL SUBSEQUENT ENVIRONMENTAL IMPACT REPORT FOR THE GOLDEN STATE WARRIORS EVENT CENTER AND MIXED-USE DEVELOPMENT ON BLOCKS 29-32 IN MISSION BAY SOUTH UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (“CEQA”) AND THE CEQA GUIDELINES; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

- WHEREAS, The Commission on Community Investment and Infrastructure, (“Commission”), the successor agency to the San Francisco Redevelopment Agency (“Successor Agency”), takes the following certification action in compliance with the California Environmental Quality Act (“CEQA”), the California Public Resources Code Sections 21000 et seq., and the CEQA Guidelines, 14 Cal. Code Reg. Sections 15000 et seq. (“CEQA Guidelines”) and acting in its capacity as lead agency under CEQA Section 21067; and,
- WHEREAS, On September 17, 1998, the Commission of the former Redevelopment Agency of the City and County of San Francisco (“Redevelopment Commission”) by Resolution No. 182-98, and the San Francisco Planning Commission, by Resolution No. 14696, together acting as co-lead agencies for conducting environmental review for the Redevelopment Plans for the Mission Bay North Redevelopment Project Area and the Mission Bay South Redevelopment Project Area (the “Plans”), the Mission Bay North Owner Participation Agreement (“North OPA”) and the Mission Bay South Owner Participation Agreement (“South OPA”), and other permits, approvals and related and collateral actions (the “Mission Bay Project”), certified the Final Subsequent Environmental Impact Report (“Mission Bay FSEIR”) (State Clearinghouse Number 97092068), as a program EIR for Mission Bay North and South pursuant to CEQA and CEQA Guidelines Sections 15168 (Program EIR) and 15180 (Redevelopment Plan EIR). The Mission Bay FSEIR document provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the approximately 300-acre Mission Bay North and South Redevelopment Plan Areas); and,
- WHEREAS, On the same day, the Redevelopment Commission adopted Resolution No. 183-98, which adopted environmental findings, including a mitigation monitoring and reporting program (“MMRP”) and a statement of overriding considerations, in connection with the approval of the Plans and other Mission Bay Project approvals, and adopted Resolution No. 190-98, approving the Redevelopment Plan for the Mission Bay South Redevelopment Project Area (“Plan”) and Resolution No. 193-98 authorizing execution of the South OPA and related documents between the Redevelopment Agency and the Mission Bay Master Developer (originally Catellus Development Corporation and now FOCIL-MB, LLC, the successor to Catellus Development Corporation); and,
- WHEREAS, On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the Mission Bay FSEIR by the Planning Commission

and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings, including an MMRP and a statement of overriding considerations, for the Mission Bay Project. On November 2, 1998, the San Francisco Board of Supervisors (“Board of Supervisors”), by Ordinance No. 335-98, adopted the Plans; and,

WHEREAS, On February 1, 2012, state law dissolved the Former Redevelopment Agency and required the transfer of certain of its assets and obligations to the Successor Agency, and on June 27, 2012, state law clarified that successor agencies are separate public entities, Cal. Health & Safety Code §34170 et seq. (“Redevelopment Dissolution Law”); and,

WHEREAS, Redevelopment Dissolution Law required creation of an oversight board to the successor agency and provided that with approval from its oversight board and the State Department of Finance (“DOF”), a successor agency may continue to implement “enforceable obligations” such as existing contracts, bonds and leases, that were executed prior to the suspension of redevelopment agencies’ activities. On January 24, 2014, DOF finally and conclusively determined that the Mission Bay North and South Owner Participation Agreements and Mission Bay Tax Increment Allocation Pledge Agreements are enforceable obligations pursuant to Health and Safety Code Section 34177.5(i); and,

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

WHEREAS, The Board of Supervisors’ delegation to this Commission includes the authority to act as the lead agency that administers environmental review for private projects in Mission Bay North and South Redevelopment Plan Areas in compliance with the requirements of CEQA and the CEQA Guidelines, including CEQA Section 21067; and,

WHEREAS, The proposed project is the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32, with the MUNI UCSF/Mission

Bay Station Variant and the Third Street Plaza variant, and related actions (“Event Center Project” or “Project”), as described in Chapter 3 of the Final Subsequent Environmental Impact Report (“FSEIR”). The Project Sponsor is GSW Arena LLC (“GSW”), an affiliate of the Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association team. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space, and structured parking on an approximately 11-acre site on Bocks 29-32. The Project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east; and

WHEREAS, In compliance with CEQA and the CEQA Guidelines, OCII determined that the Project required preparation of a Subsequent Environmental Impact Report and OCII provided public notice of that determination to governmental agencies and organizations and persons interested in the proposed project on November 19, 2014, initiating a 30-day public scoping period, which ended on December 19, 2014 and included a public scoping meeting on December 9, 2014.

WHEREAS, On June 5, 2015, OCII published and circulated the Draft Subsequent Environmental Impact Report (hereinafter “GSW DSEIR”) to local, state, and federal agencies and to interested organizations and individuals. In addition, electronic copies of the GSW DSEIR were made available for public review on the OCII website and paper copies of the GSW DSEIR were made available for public review at OCII (1 South Van Ness Avenue, 5th Floor), the San Francisco Planning Department (1660 Mission Street, 1st Floor, Planning Information Counter), the San Francisco Main Library (100 Larkin Street) and San Francisco Library, Mission Bay Branch (960 4th Street).

WHEREAS, Notices of availability of the GSW DSEIR and of the date and time of the public hearing were posted near the project site and published in a newspaper of general circulation in San Francisco on June 5, 2015.

WHEREAS, On October 23, 2015, OCII published the Final Subsequent Environmental Impact Report (“FSEIR”) for the Event Center Project consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the Responses to Comments document, all as required by law, copies of which are available through the Secretary of the Commission and at www.gsweventcenter.com, and are incorporated herein by reference; and,

WHEREAS, The administrative record that contains the GSW DSEIR, the FSEIR and all documents related to, or relied on in the preparation thereof has been prepared by OCII in accordance with the Jobs and Economic Improvement through Environmental Leadership Act (AB 900). Governor Jerry Brown certified the proposed project as an environmental leadership development project under this Act on April 30, 2015, and on May 27, 2015, the Joint Legislative Budget Committee concurred with this certification. Therefore, this project is eligible for streamlined judicial review. Project EIR files have been made available for review

by the Commission and the public. These files are available for public review at OCII at 1 South Van Ness Avenue, 5th Floor, can be found at www.gsweventcenter.com and are part of the record before the Commission; now therefore be it,

RESOLVED, The Commission hereby certifies the Final Environmental Impact Report identified as OCII Case No. ER-2014-919-97 (also identified as Planning Department Case No. 2014.1441E and State Clearinghouse No. 2014112045), Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 (hereinafter “Project”), based upon the following findings:

1. The Commission has reviewed and considered the FSEIR and hereby does find that the contents of said report and the procedures through which the FSEIR was prepared, publicized, and reviewed comply with the provisions of CEQA and the CEQA Guidelines.
2. The Commission hereby does find that the FSEIR concerning Case No. ER-2014-919-97, Event Center and Mixed-Use Development at Mission Bay Blocks 29-32, reflects its independent judgment and analysis, is adequate, accurate and objective, and that the Comments and Responses document contains no significant revisions to the GSW DSEIR, and hereby does certify the completion of said FSEIR in compliance with CEQA and the CEQA Guidelines.
3. The Commission, in certifying the completion of said FSEIR, hereby does find that the Project:
 - A. Will have a significant and unavoidable project-specific effect on the environment in the following areas:
 - 1) On days without a SF Giants game at AT&T Park:
 - a) Increased traffic congestion and traffic impacts at seven intersections that would operate at LOS E or LOS F.
 - b) Increased traffic congestion and traffic impacts at one freeway ramp location that would operate at LOS E or LOS F.
 - c) A substantial increase in transit demand that could not be accommodated by regional transit capacity that would result in a significant impact to North Bay and South Bay regional transit service (Caltrain, Golden Gate Transit and Water Emergency Transportation Authority (WETA)).
 - 2) On days with overlapping evening events at the project site and at AT&T Park:

- a) Increased traffic and traffic impacts at ten additional intersections that would operate at LOS E or LOS F.
 - b) Increased traffic and traffic impacts at three freeway ramp locations that would operate at LOS E or LOS F.
 - c) A substantial increase in transit demand that could not be accommodated by regional transit capacity would result in a significant impact to East Bay, North Bay and South Bay regional transit service (Bay Area Rapid Transit, Caltrain, Golden Gate transit and WETA).
 - 3) Without implementation of the Muni Special Event Transit Service Plan:
 - a) Increased traffic congestion and traffic impacts at nine intersections that would operate at LOS E or LOS F.
 - b) Increased traffic congestion and traffic impacts at three freeway ramp locations that would operate at LOS E or LOS F.
 - c) Transit service operation impacts on the Muni T Third light rail line and the 22 Fillmore bus route.
 - d) Capacity utilization standard exceedances for Caltrain, Golden Gate Transit and WETA.
 - 4) Increased ambient noise levels due to increased vehicular traffic along local roadways in the project vicinity and to crowd noise associated with events at the event center.
 - 5) Construction-related emissions of criteria air pollutants (reactive organic gases and nitrogen oxides) that would exceed applicable significance thresholds.
 - 6) Long-term operational emissions of criteria air pollutants (ROG and NOx) that would exceed applicable significance thresholds in connection with project operations, from sources including new vehicle trips, maintenance and operation of standby diesel generators, boilers and area sources such as landscape equipment and use of consumer products.
- B. Will result in unavoidable cumulatively considerable contributions to the following significant cumulative effects on the environment:
- 1) During peak hours, cumulative increased traffic congestion and traffic impacts at 16 intersections that would operate at LOS E or

LOS F.

- 2) Cumulative increased traffic congestion and traffic impacts at three freeway ramp locations that would operate at LOS E or LOS F.
 - 3) Cumulative capacity utilization exceedances for BART, Caltrain, Golden Gate Transit and WETA.
 - 4) Increased cumulative roadway traffic noise in the project vicinity.
 - 5) Increased cumulative construction-related and operational emissions of criteria air pollutants that would exceed applicable significance thresholds.
 - 6) Cumulative wastewater flows that could exceed the capacity of the Mariposa Pump Station and associated force mains and conveyance piping, and construction impacts resulting from future construction of improvements to the Mariposa Pump Station and associated facilities to expand wastewater treatment capacity.
4. The Commission has reviewed and considered the information contained in the FSEIR prior to approving the Project.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of November 3, 2015.

Commission Secretary

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 70-2015

ADOPTING ENVIRONMENTAL REVIEW FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT (“CEQA”) AND THE CEQA GUIDELINES, INCLUDING THE ADOPTION OF A MITIGATION MONITORING AND REPORTING PROGRAM AND A STATEMENT OF OVERRIDING CONSIDERATION IN CONNECTION WITH THE DEVELOPMENT OF THE GOLDEN STATE WARRIORS EVENT CENTER AND MIXED-USE DEVELOPMENT AT MISSION BAY SOUTH BLOCKS 29-32; MISSION BAY SOUTH REDEVELOPMENT AREA

WHEREAS, The Commission on Community Investment and Infrastructure, (“Commission”), the successor agency to the San Francisco Redevelopment Agency (“Successor Agency”), makes the following findings in compliance with the California Environmental Quality Act (“CEQA”), the California Public Resources Code Sections 21000 et seq., and the CEQA Guidelines, 14 Cal. Code Reg. Sections 15000 et seq. (“CEQA Guidelines”) and acting in its capacity as lead agency under CEQA Section 21067; and,

WHEREAS, On September 17, 1998, the Commission of the former Redevelopment Agency of the City and County of San Francisco (“Redevelopment Commission”) by Resolution No. 182-98, and the San Francisco Planning Commission, by Resolution No. 14696, together acting as co-lead agencies for conducting environmental review for the Redevelopment Plans for the Mission Bay North Redevelopment Project Area and the Mission Bay South Redevelopment Project Area (the “Plans”), the Mission Bay North Owner Participation Agreement (“North OPA”) and the Mission Bay South Owner Participation Agreement (“South OPA”), and other permits, approvals and related and collateral actions (the “Mission Bay Project”), certified the Final Subsequent Environmental Impact Report (“Mission Bay FSEIR”) (State Clearinghouse Number 97092068), as a program EIR for Mission Bay North and South pursuant to CEQA and CEQA Guidelines Sections 15168 (Program EIR) and 15180 (Redevelopment Plan EIR). The Mission Bay FSEIR document provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the approximately 300-acre Mission Bay North and South Redevelopment Plan Areas); and,

WHEREAS, On the same day, the Redevelopment Commission adopted Resolution No. 183-98, which adopted environmental findings, including a mitigation monitoring and reporting program (“MMRP”) and a statement of overriding considerations, in connection with the approval of the Plans and other Mission Bay Project approvals, and adopted Resolution No. 190-98, approving the Redevelopment Plan for the Mission Bay South Redevelopment Project Area (“Plan”) and Resolution No. 193-98 authorizing execution of the South OPA and related documents between the Redevelopment Agency and the Mission Bay Master

Developer (originally Catellus Development Corporation and now FOCIL-MB, LLC, the successor to Catellus Development Corporation); and,

WHEREAS, On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the Mission Bay FSEIR by the Planning Commission and the Redevelopment Agency, and Resolution No. 854-98 adopting environmental findings, including an MMRP and a statement of overriding considerations, for the Mission Bay Project. On November 2, 1998, the San Francisco Board of Supervisors (“Board of Supervisors”), by Ordinance No. 335-98, adopted the Plans; and,

WHEREAS, On February 1, 2012, state law dissolved the Former Redevelopment Agency and required the transfer of certain of its assets and obligations to the Successor Agency, and on June 27, 2012, state law clarified that successor agencies are separate public entities, Cal. Health & Safety Code §34170 et seq. (“Redevelopment Dissolution Law”); and,

WHEREAS, Redevelopment Dissolution Law required creation of an oversight board to the successor agency and provided that with approval from its oversight board and the State Department of Finance (“DOF”), a successor agency may continue to implement “enforceable obligations” such as existing contracts, bonds and leases, that were executed prior to the suspension of redevelopment agencies’ activities. On January 24, 2014, DOF finally and conclusively determined that the Mission Bay North and South OPAs and Mission Bay Tax Increment Allocation Pledge Agreements are enforceable obligations pursuant to Health and Safety Code Section 34177.5(i); and,

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

WHEREAS, The Board of Supervisors’ delegation to this Commission includes the authority to act as the lead agency that administers environmental review for projects in Mission Bay North and South Redevelopment Plan Areas in compliance with the

requirements of CEQA and the CEQA Guidelines, including CEQA Section 21067; and,

- WHEREAS, The proposed project is the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32, with the MUNI UCSF/Mission Bay Station Variant and the Third Street Plaza variant, and related actions (“Event Center Project” or “Project”), as described in Chapter 3 of the Final Subsequent Environmental Impact Report (“FSEIR”). The Project Sponsor is GSW Arena LLC (“GSW”), an affiliate of the Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association team. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space, and structured parking on an approximately 11-acre site on Bocks 29-32. The Project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east; and
- WHEREAS, To implement the project, the Commission must take several actions including the approval of a new Major Phase, Basic Concept Design, and Schematic Design for Blocks 29-32; and amendments to the Mission Bay South Design for Development, Streetscape Plan and Signage Master Plan; and,
- WHEREAS, The Executive Director also must take approval actions related to the project, including, without limitation, the approval of secondary use determination, approval of minor infrastructure plan amendments, and finding the subdivision map and irrevocable offer/easement vacations are consistent with the Mission Bay South Plan; and,
- WHEREAS, OCII issued a Notice of Preparation, including an Initial Study on November 19, 2014; and,
- WHEREAS, On June 5, 2015, OCII released for public review and comment the Draft Subsequent Environmental Impact Report for the Project, (OCII Case No. ER 2014-919-97, Planning Department Case No. 2014.1441E, State Clearinghouse No. 2014112045, the “GSW DSEIR”), which tiers from the Mission Bay FSEIR as provided by CEQA Guidelines Section 15168(c); and
- WHEREAS, The Commission held a public hearing on the GSW DSEIR on June 30, 2015, and received written public comments until 5:00 pm on July 27, 2015, for a total of 52 days of public review; and
- WHEREAS, On October 23, 2015, OCII published the FSEIR for the Event Center Project consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the Draft Summary of Comments and Responses, all as required by law, copies of which are available through the Secretary of the Commission and at www.gsweventcenter, and are incorporated herein by reference; and,

WHEREAS, The administrative record that contains the GSW DSEIR, the FSEIR and all documents related to, or relied on in the preparation thereof has been prepared by OCII in accordance with the Jobs and Economic Improvement through Environmental Leadership Act (AB 900). Governor Jerry Brown certified the proposed project as an environmental leadership development project under this Act on April 30, 2015, and on May 27, 2015, the Joint Legislative Budget Committee concurred with this certification. Therefore, this project is eligible for streamlined judicial review. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at OCII at 1 South Van Ness Avenue, 5th Floor, can be found at www.gsweventcenter.com and are part of the record before the Commission, and are incorporated in this resolution by this reference; and

WHEREAS, On November 3, 2015, the Commission reviewed and considered the FSEIR and, by Resolution No. 69-2015, which is incorporated in this resolution by this reference, found that the FSEIR was prepared, publicized and reviewed in compliance with CEQA and the CEQA Guidelines, reflects its independent judgment and analysis, is adequate, accurate and objective, and the Comments and Responses document contains no significant revisions to the DSEIR; and certified the FSEIR in compliance with CEQA; and,

WHEREAS, OCII has prepared proposed Findings, as required by CEQA, regarding the alternatives, mitigation measures and significant environmental impacts analyzed in the FSEIR, overriding consideration for approving the Project, denoted as Exhibit A, and a proposed mitigation monitoring and reporting program denoted as Exhibit B, on file with the OCII Secretary and the San Francisco Planning Department under Case No. 2014.1441E, attached and incorporated in this resolution by this reference; now therefore be it

RESOLVED, That the Commission has reviewed and considered the FSEIR in relation to the Project actions associated with the Event Center Project that are before it and hereby adopts the Project CEQA Findings attached hereto as Exhibit A, including a statement of overriding considerations and the rejection of infeasible alternatives, and including as Exhibit B, the Mitigation Monitoring and Reporting Program; and

RESOLVED, That the Executive Director is authorized to take any and all actions necessary to implement the Mitigation Monitoring and Reporting Program, attached hereto as Exhibit B, including, but not limited to, entering into agreements with the City and County of San Francisco to provide services assisting OCII with implementation duties.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of November 3, 2015.

Commission Secretary

Exhibit A: Environmental Review Findings

Exhibit B: Mitigation Monitoring and Review Program

EXHIBIT A

Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development

CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS: FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS

COMMISSION ON THE COMMUNITY INVESTMENT AND INFRASTRUCTURE

In determining to approve the Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development Project (“Project”), the San Francisco Office of Community Investment and Infrastructure’s (“OCII”) Commission on Community Investment and Infrastructure (“OCII Commission”) makes and adopts the following findings of fact and decisions regarding mitigation measures and alternatives, and adopts the statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act (“CEQA”), California Public Resources Code Sections 21000 et seq., particularly Sections 21081 and 21081.5, the Guidelines for Implementation of CEQA (“CEQA Guidelines”), 14 California Code of Regulations Sections 15000 et seq., particularly Sections 15091 through 15093, and Agency adopted CEQA Guidelines.

This document is organized as follows:

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

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

Sections III and IIIA identify potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describe the disposition of the mitigation measures;

Sections IV and IVA identify significant impacts that cannot be avoided or reduced to less-than-significant levels and describe any applicable mitigation measures as well as the disposition of the mitigation measures;

Section V evaluates the different Project alternatives and the economic, legal, social, technological, and other considerations that support approval of the Project and the rejection of the alternatives, or elements thereof, analyzed; and

Section VI presents a statement of overriding considerations setting forth specific reasons in support of the OCII Commission’s actions and its rejection 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 **Exhibit B**. The MMRP is required by CEQA Section 21081.6, subdivision (a)(1), and CEQA Guidelines Sections 15091, subdivision (d), and 15097. **Exhibit B** provides a table setting forth each mitigation measure listed in the Final Subsequent Environmental Impact Report for the Project (“FSEIR”) that is required to reduce or avoid a significant adverse impact. **Exhibit B** also specifies the agency responsible for implementation of each measure. Where the Project Sponsor, GSW Arena LLC (“GSW” or “Project Sponsor”), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association (“NBA”) team, is required to participate in the implementation of a mitigation measure, **Exhibit B** also states this requirement. **Exhibit B** also sets forth agency monitoring actions and a monitoring schedule for each mitigation measure. Where particular mitigation measures must be adopted and/or implemented by particular responsible agencies such as the City and County of San Francisco or one of its departments or commissions, the MMRP clearly identifies the agencies involved and the actions they must take. All of OCII’s specific obligations are also clear. The full text of each mitigation measure summarized or cited in these findings is set forth in **Exhibit B**. As explained further in the MMRP, in addition to listing mitigation measures, for the purposes of public disclosure and to assist in implementation and enforcement, the MMRP also lists “improvement measures,” “applicable regulations,” and the Project Transportation Management Plan (“TMP”).

These findings are based upon substantial evidence in the entire record before the OCII Commission. The references set forth in these findings to certain pages or sections of the Draft Subsequent Environmental Impact Report (“GSW DSEIR”) or the Responses to Comments document (“RTC”), which together constitute the FSEIR, are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. A full explanation of the substantial evidence supporting these findings can be found in the FSEIR, and these findings hereby incorporate by reference the discussion and analysis in those documents supporting the FSEIR’s determinations regarding the Project’s impacts and mitigation measures designed to address those impacts. Reference to the GSW SEIR is intended as a general reference to information that may be found in either or both the GSW DSEIR or RTC.

I. APPROVAL OF THE PROJECT

A. Project Description

By this action, the OCII Commission adopts and takes action to implement substantially the Project identified in Chapter 3 of the FSEIR as modified by Chapter 14 of the FSEIR and the Muni University of California at San Francisco (“UCSF”)/Mission Bay Station Variant as described in Chapter 12 of the FSEIR with the option of the Third Street Plaza Variant. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking on an approximately 11-acre site on Blocks 29-32 within the Mission Bay South Redevelopment Plan Area of San Francisco.

The project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east. The proposed event center would host the Golden State Warriors basketball team during the NBA season, and provide a year-round venue for a variety of other assembly and entertainment uses, including concerts, family shows, other sporting events, cultural events, conferences, and conventions.

The proposed roughly circular-shaped event center building would be located in the central-east portion of the site. The event center building would be approximately 135 feet at its roof peak, and would include multiple levels of varying elevations. The event center would be approximately 775,000 gross square feet (“gsf”) and would be programmed with a capacity of 18,064 seats for basketball games, but could be reconfigured for concerts for a maximum capacity of about 18,500. The performance and seating areas could also be reconfigured in a cut-down configuration to create a smaller venue space.

Two office and retail buildings would be located on the west side of the project site. Specifically, one would be located at the northwest corner of site at Third and South Streets (“South Street office and retail building”). The other would be located at the southwest corner of the site at Third and 16th Streets (“16th Street office and retail building”). The South Street office and retail building would be approximately 345,000 gsf, and the 16th Street office and retail building would be approximately 300,000 gsf. Both buildings would be 11 stories (160 feet tall at building rooftop); each office and retail building would consist of a podium ground level plus 5 podium levels (90 feet tall), with a 5-story (70-foot tall) tower (with smaller floorplate than the podium) above. These buildings could serve a variety of office and/or research and development uses, with retail uses on the lower floor(s).

Additional retail uses would front on South Street and Terry A. Francois Boulevard, including an approximately 32,000 gsf 3-story, 41-foot high “food hall” located at the corner of Terry A. Francois Boulevard and South Street. An approximately 11,550 gsf 2-story, 38-foot high “gatehouse” building would be located mid-point along Third Street and would provide retail uses and house elevators/escalators connecting to parking facilities on lower floors.

Approximately 3.2 acres of open space would be designed within the site, including a proposed Third Street Plaza (elevated at approximately 8 to 12 feet above Third Street) on the west side of the project site between the event center and Third Street, and a proposed ground-level Southeast Plaza in the southeastern corner of the site.

Three levels of enclosed onsite parking (two below grade: Lower Parking Levels 1 and 2, and one at street level: Upper Parking Level) would be located below the office and retail buildings

and plaza areas. A total of 950 vehicle parking spaces are proposed on-site, including spaces for Fuel Efficient Vehicles (“FEV”) and carpool vehicles. The Project also includes use of 132 existing off-site parking spaces in the 450 South Street parking garage, primarily accessed from South Street directly north of the project site, to provide additional parking to serve the Project employees. The Project would also have 30 commercial loading spaces serving the Project uses, including 13 on-site below grade loading spaces and 17 on-street commercial loading spaces provided on South Street (8 spaces), Terry A. Francois Boulevard south of South Street (8 spaces), and 16th Street (1 space).

1. Muni UCSF/Mission Bay Station Variant

The Project incorporates the Muni UCSF/Mission Bay Station Variant, which is a minor variation of the Project in which, rather than extending the northbound platform only, the existing high-level northbound and southbound passenger platforms at the UCSF/Mission Bay light rail stop would be removed and replaced with a single high-level center platform to accommodate both northbound and southbound light rail service passengers. The new center platform would be located between the northbound and southbound light rail tracks in the general location of the existing UCSF/Mission Bay Station southbound platform. The platform would be approximately 320 feet long by 17 feet wide (the existing side platforms are about 160 feet long by 9 feet wide) and would allow for two two-car light rail trains to simultaneously board or alight passengers along the platform.

2. Third Street Plaza Variant

The Third Street Plaza variant is a minor variation of the Project. Under this variant, the area of the proposed Third Street Plaza would be modified to be consistent with the design standards of the UCSF view easement on the project site. Consequently, the “gatehouse” building, located mid-block along Third Street under the Project, would be relocated and the elevated main plaza would be replaced with an at-grade “event space” with no above-grade structural development. As a result, the variant would not require approval by UCSF for termination of their view easement that extends east from Third Street onto the project site. This variant may be implemented at the election of the developer. The Project impacts and mitigation discussed below would not be affected by this election.

B. Project Area

1. Mission Bay

The approximate 300-acre Mission Bay Redevelopment Plan Area is located along San Francisco's central Bay waterfront, straddling Mission Creek Channel. In general, the Plan Area is bounded by Townsend Street to the north, Interstate 280 and Seventh Street to the west, Mariposa Street to the south, and San Francisco Bay to the east.

Before 1998, Mission Bay was characterized by low-intensity industrial development and vacant land. Since adoption of the North and South Plans in 1998, Mission Bay has undergone redevelopment into a mixture of residential, commercial (light industrial, research and development, labs and offices), retail, and educational/institutional uses and open space. As of 2014, 4,067 housing units (including 822 affordable units) of the planned 6,400 housing units within Mission Bay (roughly 64 percent) were complete, with another 900 (including 150 affordable units) under construction. Regarding office and laboratory space, approximately 1.7 million square feet of the 4.4 million square feet in the Mission Bay Plan Area (approximately 39 percent) was complete.

Approximately 82 percent of the previously-approved 2.65 million-square-foot UCSF North Campus has been developed, including six research buildings, an academic/office building, a campus community center, and a university housing development. The first phase of the UCSF Mission Bay Medical Center opened in early 2015. In addition, in November 2014, UCSF approved the Final UCSF 2014 Long Range Development Plan, which provides for additional planned development on the UCSF campus at Mission Bay through 2035. The City's new Public Safety Building at Third and Mission Rock Streets also became operational in April 2015. More than 15 acres of new non-UCSF parks and open space within Mission Bay have also been completed.

2. Project Site

No buildings are currently located on the site. Portions of the site are unutilized, including a depressed area (measuring approximately 320 feet by 280 feet) created by an excavation and backfill associated with a prior environmental cleanup on the site. Other portions of the site are currently used for surface parking. Specifically, paved surface metered parking facilities are located in the west and north portions of the site. The existing surface parking facilities are accessed from 16th Street and South Street and include a total of 605 parking spaces. Chain link fencing is installed on the perimeter of the project site.

3. Surrounding Uses

The UCSF Mission Bay campus is located west, northwest, southwest, and partially south of the project site. Fronting on Third Street directly west of the project site is an eight-story UCSF parking structure ("Third Street Garage"), and the UCSF Global Health and Clinical Sciences Building ("Mission Hall"). To the northwest of the project site fronting along Third Street is UCSF Hearst Tower, a 14-story building containing student housing; and to the north of that is the UCSF Helen Diller Family Cancer Research building. To the southwest of the project site fronting along Third Street is a complex containing the UCSF Energy Center, Betty Irene Moore Women's Hospital, Bakar Cancer Hospital, and Benioff Children's Hospital, which opened in February 2015. The UCSF Benioff Children's Hospital helipad, located atop the roof of the UCSF Ron Conway Gateway Medical Building at 1825 4th Street, also began operating in

February 2015. Directly south of the project site across 16th Street, between Third Street and Illinois Street, is a vacant lot recently acquired by UCSF (Blocks 33 and 34), which is planned for office space and possible outpatient clinical use development starting in 2016.

Directly south of the project site across 16th Street, between Illinois Street and Terry A. Francois Boulevard, is a recently-constructed six-story office building (409 Illinois Street) housing FibroGen Life Science and other biotech/high tech companies, and south of that is another recently-constructed six-story office building (499 Illinois Street) with biotech and UCSF clinical uses.

Directly north of the project site across and fronting on South Street are (from west to east) a vacant lot (recently acquired by Uber Technologies and Alexandria Real Estate Equities) and planned for development of office space, a six-story parking garage (450 South Street), and a six-story office building housing the Old Navy corporate headquarters.

Immediately east of the project site and west of Terry A. Francois Boulevard are City-owned parcels containing covered stockpiled materials. The planned Bayfront Park is located on Mission Bay Plan parcels P21 through P24, located northeast, east, and partially south of the project site. The north portion of the park (P21, located east of Terry A. Francois Boulevard, between Mission Bay Boulevard South and just south of Pierpoint Lane) is complete, and includes a landscaped parking lot and boat launch. The currently undeveloped central portion of the Bayfront Park is located east of the project site across Terry A. Francois Boulevard (on P22, from just south of Pierpoint Lane to just south of 16th Street). This portion of the park presently includes a paved trail (which constitutes a segment of the Bay Trail), surface parking lot, and unimproved open space. Construction of the south portion of Bayfront Park (on P23 and P24), located west of Terry A. Francois Boulevard between 16th Street and Mariposa Street, is currently underway in 2015 and scheduled for completion in 2016.

C. Project Objectives

Consistent with Section 103 of the Mission Bay South Redevelopment Plan and as presented in the *Mission Bay Final Subsequent Environmental Impact Report* (“Mission Bay FSEIR”), certified in September 1998, the primary objectives of the Mission Bay Redevelopment Plan are:

- Eliminating blighting influences and the correction of environmental deficiencies in the Project Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities, and utilities.
- Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco, which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can

accommodate the 2,650,000-gross sq. ft. program analyzed in the UCSF 1996 Long Range Development Plan (“LRDP”).

- Assembling of land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Project Area.
- Replanning, redesigning, and developing of undeveloped and underdeveloped areas which are improperly utilized.
- Providing flexibility in the development of the Project Area to respond readily and appropriately to market conditions.
- Providing opportunities for participation by owners in the redevelopment of their properties.
- Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through the installation of needed site improvements and expansion and improvement of the housing supply by the construction of approximately 6,090 market-rate units, including 1,700 units of very low-, low- and moderate-income housing.
- Strengthening the economic base of the Project Area and the community by strengthening retail and other commercial functions in the Project Area through the addition of approximately 1.5 million gross sq. ft. of retail space, a major hotel, and about 5,557,000 gross sq. ft. of mixed office, research and development, and light manufacturing uses.
- Facilitating emerging commercial-industrial sectors, including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, biotechnical research, telecommunications, business service, multi-media services, and related light industrial through improvement of transportation access to commercial and industrial areas, improvement of safety within the Project Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
- Facilitating public transit opportunities to and within the Project Area to the extent feasible.
- Providing land in an amount of approximately 47 acres for a variety of open spaces.
- Achieving the objectives described above in the most expeditious manner feasible.

Consistent with the overall objectives of the Mission Bay Redevelopment Plan, GSW’s objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are to:

- Construct a state-of-the-art multi-purpose event center in San Francisco that meets National Basketball Association (NBA) requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events

ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

- Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.
- Develop a project that meets high-quality urban design and high-level sustainability standards.
- Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.
- Provide adequate parking and vehicular access that meets NBA and project sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.
- Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.
- Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900),¹ as amended.

D. Environmental Review

1. Preparation of the FSEIR

As noted above, the EIR prepared for the Project is a Subsequent EIR ("SEIR"), tiered from the certified *Mission Bay Final Subsequent Environmental Impact Report* ("Mission Bay FSEIR"), which provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the Mission Bay North Redevelopment Plan and Mission Bay South Redevelopment Plan). The Mission Bay FSEIR evaluated the potential environmental effects of the overall development of the approximately 300-acre Mission Bay Plan Area.

¹ AB 900, effective January 1, 2012, provides streamlining benefits under CEQA for privately-financed projects located on an infill site that has been determined to generate thousands of jobs and include state-of-the-art pollution reductions.

The Project at Blocks 29-32 is a subsequent activity allowed under, and consistent with, the Mission Bay South Redevelopment Plan. Consistent with the major redevelopment objectives in the Mission Bay South Redevelopment Plan, the Project would further diversify the economic base of the Mission Bay South Redevelopment Plan Area and add retail and entertainment amenities to the area. The Project would also provide Mission Bay employees and residents with additional opportunities to engage in recreational activities near their homes and jobs. The Project also promotes the Plan Bay Area's objective to create "neighborhoods where transit, jobs, schools, services and recreation are conveniently located near people's homes." (See Association of Bay Area Governments ("ABAG") / Metropolitan Transportation Commission ("MTC") Plan Bay Area, p. 42.)

On November 19, 2014, OCII, as lead agency responsible for administering the environmental review for private projects in the Mission Bay North and South Redevelopment Plan Area of San Francisco, issued a Notice of Preparation ("NOP") to notify and inform agencies and interested parties about the Project and to initiate the CEQA environmental review process for the Project. The NOP included an Initial Study, which described and analyzed environmental resource areas that would not be significantly affected by the Project and included mitigation measures to reduce certain impacts to less than significant levels. The Initial Study determined that the following topics were adequately analyzed in the Mission Bay FSEIR such that the Project would have no new significant impacts or no substantially more severe impacts previously found significant on these resources: Land Use; Population and Housing; Cultural and Paleontological Resources; Recreation; Air Quality (odors); Utilities and Services Systems (water supply and solid waste); Public Services (schools, parks, and other services); Biological Resources; Geology and Soils; Hydrology and Water Quality (groundwater, drainage, flooding, and inundation); Hazards and Hazardous Materials; Mineral and Energy Resources; and Agricultural and Forest Resources. As discussed further in the Initial Study and the RTC in the FSEIR, the Project as mitigated in the Initial Study will result in a less than significant impacts with respect to each of the above-listed topics.

During a 30-day public scoping period that ended on December 19, 2014, OCII accepted comments from agencies and interested parties identifying environmental issues that should be addressed in the SEIR. In addition, a public scoping meeting was held on December 9, 2014, to receive oral comments on the scope of the SEIR. OCII has considered the comments made by the public and agencies in preparing the SEIR on the Project.

The GSW DSEIR for the Project was published on June 5, 2015, and circulated to local, state, and federal agencies and to interested organizations and individuals for review from June 5, 2015, through July 27, 2015, for a total public comment period of 52 days. Paper copies of the GSW DSEIR were made available for public review at the following locations: (1) OCII, at 1 South Van Ness Avenue 5th Floor, San Francisco, California; (2) San Francisco Planning Department, 1660 Mission Street, 1st Floor, Planning Information Counter, San Francisco, California; (3) San Francisco Main Library, 100 Larkin Street, San Francisco, California; and

(4) San Francisco Library, Mission Bay Branch, 960 4th Street, San Francisco, California.² On June 5, 2015, the Planning Department also distributed notices of availability of the GSW DSEIR, published notification of its availability in a newspaper of general circulation in San Francisco, and posted notices at the project site.

During the public review period, OCII conducted a public hearing to receive oral comments on the GSW DSEIR. The public hearing was held before the OCII Commission on June 30, 2015, at San Francisco City Hall. A court reporter present at the public hearing transcribed the oral comments verbatim and prepared a written transcript. During the GSW DSEIR public review period, OCII received comments from approximately nine public agencies, 11 non-governmental organizations, and 155 individuals. See Chapter 11 of the FSEIR for a complete list of persons commenting on the GSW DSEIR.

The GSW DSEIR addressed environmental resource areas upon which the Project could result in potentially significant, physical environmental impacts as well as identified and analyzed alternatives to the Project. Specifically, the GSW DSEIR analyzed impacts to the following resources: Transportation and Circulation; Noise and Vibration; Air Quality; Greenhouse Gas Emissions; Wind and Shadow; Utilities and Service Systems (wastewater and stormwater); Public Services (police and fire services); and Hydrology and Water Quality (wastewater, stormwater, and flood hazards).

On October 23, 2015, OCII published the FSEIR, consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the RTC in fulfillment of requirements of CEQA and consistent with CEQA Guidelines Section 15132.

2. CEQA Streamlining

In addition to tiering from the Mission Bay FSEIR and focusing the environmental analysis on potentially significant impacts of the Project as identified in the Initial Study (see, e.g., GSW DSEIR, pp. 2-2 to 2-8; RTC, pp. 13.3-22 to 13.3-31), the GSW SEIR utilizes CEQA streamlining provisions set forth in Public Resources Code section 21099.

Public Resources Code Section 21099(d), effective January 1, 2014, provides that, “aesthetics and parking impacts of a [1] residential, mixed- use residential, or employment center project on an [2] infill site [3] located within a transit priority area shall not be considered significant impacts on the environment.” The Project meets all three of the criteria set forth in Public

² Electronic copies of the GSW SEIR and the administrative record could be accessed through the internet on the OCII website, Mission Bay webpage starting on June 5, 2015 at the following address: <http://www.sfocii.org/index.aspx?page=61>, and on the Planning Department website, Environmental Impacts and Negative Declarations webpage at the following address: <http://www.sf-planning.org/index.aspx?page=1828>.

Resources Code Section 21099(d). The Project qualifies as an employment center project because the project site is designated Commercial Industrial / Retail within the Mission Bay South Redevelopment Plan and the Project includes a floor area ratio that exceeds 0.75. (Pub. Resources Code, § 21099, subd. (a)(1).) The project site constitutes an infill site because, among other reasons, the site is located in an urban area within the City of San Francisco and was previously developed with industrial and commercial uses. (Pub. Resources Code, § 21099, subd. (a)(2).) Finally, the Project is located within a transit priority area because, among other reasons, the project site is located within one-half mile of several transit routes, including San Francisco Municipal Transportation Agency (SFMTA) Muni Metro stops connecting 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. (Pub. Resources Code, §§ 21064.3, 21099, subd. (a)(7).) Thus, CEQA does not require the GSW SEIR to consider either aesthetics or the adequacy of parking in determining the significance of Project impacts.

Public Resources Code Section 21099(d) states that a Lead Agency maintains the authority to consider aesthetic impacts pursuant to local design review ordinances or other discretionary powers. Consistent with OCII's normal procedures, the design review process considers relevant design and aesthetic issues. Furthermore, for informational purposes, Chapter 3 of the GSW DSEIR, Project Description, includes graphic depictions of the Project and Chapter 5, Section 5.2, of the GSW DSEIR, Transportation and Circulation, presents a parking demand analysis and considers any secondary physical impacts associated with constrained supply (e.g., queuing by drivers waiting for scarce onsite parking spaces that affects the public right-of-way) as applicable in the transportation analysis.

3. Recirculation

Under section 15088.5 of the CEQA Guidelines, recirculation of an EIR is required when “significant new information” is added to the EIR after public notice is given of the availability of the Draft EIR for public review but prior to certification of the Final EIR. The term “information” can include changes in the project or environmental setting, as well as additional data or other information. New information added to an EIR is not “significant” unless the EIR is changed in a way that deprives the public of a meaningful opportunity to comment upon a substantial adverse environmental effect of the project or a feasible way to mitigate or avoid such an effect (including a feasible project alternative) that the project's proponents have declined to implement. “Significant new information” requiring recirculation includes, for example, a disclosure showing that:

- (1) A new significant environmental impact would result from the project or from a new mitigation measure proposed to be implemented.
- (2) A substantial increase in the severity of an environmental impact would result unless mitigation measures are adopted that reduce the impact to a level of insignificance.

(3) A feasible project alternative or mitigation measure considerably different from others previously analyzed would clearly lessen the significant environmental impacts of the project, but the project's proponents decline to adopt it.

(4) The DEIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

(CEQA Guidelines, § 15088.5, subd. (a).)

Recirculation is not required where the new information added to the EIR merely clarifies or amplifies or makes insignificant modifications in an adequate EIR. The above standard is “not intend[ed] to promote endless rounds of revision and recirculation of EIRs.” (*Laurel Heights Improvement Assn. v. Regents of the Univ. of Cal.* (1993) 6 Cal.4th 1112, 1132 (*Laurel Heights*).) “Recirculation was intended to be an exception, rather than the general rule.” (*Ibid.*)

OCII recognizes that minor changes have been made to the Project and additional evidence has been developed after publication of the GSW DSEIR. Specifically, as discussed in the RTC, after publication of the GSW DSEIR, the Project Sponsor proposed Project refinements that are described in Chapter 12 of the FSEIR. The Project refinements constitute minor Project changes (generator relocation, project design to reduce wind hazards, transportation improvements, revised construction tower crane plan, modification of certain construction techniques, and modification of sources of electricity during construction). As described in the FSEIR, these refinements would result in either no changes to the impact conclusions or a reduction in the severity of the impact presented in the GSW DSEIR.

Chapter 12 of the FSEIR also includes an additional Project variant. Like the Project refinements, the variant constitutes a minor change to the Project. The variant would generally have the same impacts as those identified for the Project in the GSW DSEIR and all impact significance determinations would be the same.

Finally, the FSEIR includes supplemental data and information that was developed after publication of the GSW DSEIR to further support the information presented in the GSW DSEIR. None of this supplemental information affects the conclusions or results in substantive changes to the information presented in the GSW DSEIR or to the significance of impacts as disclosed in the GSW DSEIR. The OCII Commission finds that none of the changes and revisions in the FSEIR substantially affects the analysis or conclusions presented in the GSW DSEIR; therefore, recirculation of the GSW DSEIR for additional public comments is not required.

CEQA case law emphasizes that “[t]he CEQA reporting process is not designed to freeze the ultimate proposal in the precise mold of the initial project; indeed, new and unforeseen insights may emerge during investigation, evoking revision of the original proposal.” (*Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 736-737; see also *River Valley Preservation Project v. Metropolitan Transit Development Bd.* (1995) 37 Cal.App.4th 154, 168, fn. 11.) “CEQA compels an interactive process of assessment of environmental impacts and responsive project modification which must be genuine. It must be open to the public, premised upon a full and meaningful disclosure of the scope, purposes, and effect of a consistently described project, with flexibility to respond to unforeseen insights that emerge from the process.” [Citation.] In short, a project must be open for public discussion and subject to agency modification during the CEQA process.” (*Concerned Citizens of Costa Mesa, Inc. v. 33rd Dist. Agricultural Assn.* (1986) 42 Cal.3d 929, 936.) Similarly, additional studies included in a Final EIR that result in minor modifications or additions to analysis concerning significant impacts disclosed in a Draft EIR does not constitute “significant new information” requiring recirculation of an EIR. (See *Mount Shasta Bioregional Ecology Center v. County of Siskiyou* (2012) 210 Cal.App.4th 184, 221 [incorporation of technical studies in a Final EIR disclosing additional locations affected by a significant noise impact identified in the Draft EIR did not require recirculation].) Here, the changes made to the Project and the additional evidence relied on in the FSEIR are exactly the kind of information and revisions that the case law recognizes as legitimate and proper and does not trigger the need to recirculate the GSW DSEIR. In fact, OCII requested many of the Project refinements and the performance of additional analysis based on comments received from the Mission Bay Citizens Advisory Committee, the UCSF Chancellor’s Office, neighborhood organizations in the vicinity of the Event Center, and other community stakeholders.

E. AB 900

The Project Sponsor applied to the Governor of California for certification of the Project as a leadership project under AB 900, and the application was subject to public review from March 2, 2015, through April 1, 2015. On March 21, 2015, the California Air Resources Board (CARB) issued Executive Order G-15-022, determining that the Project would not result in any net additional greenhouse gases (GHGs) for purposes of certification under AB 900. On April 30, 2015, Governor Edmund G. Brown Jr. certified the Project as an eligible project under AB 900, and the Governor’s Office of Planning and Research (OPR) forwarded the Governor’s determination to the Joint Legislative Budget Committee. OPR prepared an independent evaluation of the transportation efficiency analysis. On May 22, 2015, the State Legislative Analyst’s Office indicated that the Project aligns with the intent of AB 900, and recommended to the Joint Legislative Budget Committee that it concur with the Governor’s determination. On May 27, 2015, the Joint Legislative Budget Committee concurred with the Governor’s determination that the Project is an eligible project under AB 900.

The process of certifying a project as an environmental leadership project pursuant to AB 900, including quantification of GHG emissions, is a separate process from the preparation of an EIR under CEQA, with separate and distinct review and approval requirements. The Governor's findings and certification of the Project as an environmental leadership development project are final and are not subject to judicial review. (Pub. Resources Code, § 21184, subd. (b)(1).) Because the Project is an environmental leadership development project, OCII has complied with procedures set forth in Public Resources sections 21186 and 21187 as part of the administrative review process for the Project. In the event of litigation challenging approval of the Project by the OCII Commission (or by the Board of Supervisors after an administrative appeal), the environmental leadership development project is subject to Rules of Court specifically designed to ensure the actions or proceedings challenging the adequacy of an EIR adopted for an environmental leadership development project or the granting of project approvals for such a project, including any potential appeals therefrom, are resolved, within 270 days of certification of the record of proceedings. (Pub. Resources Code, § 21185.) The same is true of any state court litigation over any other project approvals needed by other state, regional, or local agencies for the Project. (*Id.*)

F. Consistency with the Mission Bay South Redevelopment Plan

The Mission Bay South Redevelopment Plan designates land uses for specific parcels within the Plan Area. Proposed land uses to be permitted for Blocks 29-32 are designated as Commercial Industrial/Retail, and the plan provides for either principal or secondary uses at this site. Primary uses are permitted in accordance with the Plan's provisions, and secondary uses are permitted, provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan. As the GSW DSEIR explains on page 4-2, "[o]n September 17, 1998, by Resolution No. 14702, the Planning Commission determined that the Mission Bay South Redevelopment Plan provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan. Therefore, the project's consistency with the Mission Bay South Redevelopment Plan ... would ensure that the project would not obviously or substantially conflict with General Plan goals, policies, or objectives."

A project is consistent with a general plan "if, considering all its aspects, it will further the objectives and policies of the general plan and not obstruct their attainment." (*Corona-Norco Unified School Dist. v. City of Corona* (1993) 17 Cal.App.4th 985, 994.) A 100% match with each policy is not required. (*Clover Valley Foundation v. City of Rocklin* (2011) 197 Cal.App.4th 200, 238.) Rather, a lead agency must consider whether a project is "compatible with 'the objectives, policies, general land uses and programs specified in the general plan.'" (*Ibid.*) A project will only be considered inconsistent if it "conflicts with a general plan policy that is fundamental, mandatory, and clear." (*Endangered Habitats League, Inc. v. County of Orange* (2005) 131 Cal.App.4th 777, 782.)

The Mission Bay South Redevelopment Plan identifies the following principal uses under the Commercial Industrial/Retail land use designation applicable to Blocks 29-32: manufacturing; institutions; retail sales and services; arts activities; art spaces; office use; home and business services; animal care; wholesaling; automotive; and other uses (e.g., greenhouse, nursery, open recreation and activity areas, parking and certain telecommunications-related facilities). The following secondary uses are also identified: institutions, assembly and entertainment, and other uses (including public structures or uses of a nonindustrial character).

Additionally, the Mission Bay South Redevelopment Plan describes general controls and limitations for development, and sets limits on leasable square footages of various uses within defined zones within the Plan Area, including the project site. The Plan sets a maximum floor area ratio of 2.9 to 1 for the commercial industrial/ retail uses at the project site, and the maximum building height within the entire Plan Area is 160 feet. The plan further indicates that within the limits, restrictions, and controls established in the plan, OCII is authorized to establish height limits of buildings, land coverage, density, setback requirements, design and sign criteria, traffic circulation and access standards and other development and design controls in the Design for Development.

The OCII Commission finds that the Project does not conflict with any land use plans or policies that provide guidance for development proposed within the region, including the Mission Bay South Redevelopment Plan, the San Francisco General Plan, San Francisco Planning Code, Plan Bay Area, the 2010 Clean Air Plan, San Francisco Bay Plan, and the San Francisco Basin Plan.

G. Approval Actions

The OCII Commission, as the lead agency under CEQA for the Project, is responsible for certifying the FSEIR. Thereafter, local agencies and possibly one state agency will rely on the FSEIR for the approval actions listed below and in doing so will adopt CEQA findings, including a statement of overriding considerations and a mitigation monitoring and reporting program. With the exception of OCII and the OCII Commission, which together make up the Lead Agency, all other agencies approving the Project, including the City and County of San Francisco and its departments and commissions, will be acting as Responsible Agencies.³

The following approvals or permits are required for the Project to be implemented:

³ By Resolution 33-2015, to increase public participation in the CEQA process, the OCII Commission voluntarily requested that the Board of Supervisors consider any appeal filed of the OCII's certification of the GSW FSEIR. If such an appeal were filed, the Board would affirm or reverse that certification. If reversed, the Board would adopt findings and remand the FSEIR to the OCII for further action consistent with its findings. However, consistent with Ordinance No. 215-12, by which the Board of Supervisors, acting as the Successor Agency to the former San Francisco Redevelopment Agency, delegated final land use decisionmaking authority over the project area to the OCII Commission, the Board of Supervisors has no decision-making authority over the project except in its capacity as a responsible agency under CEQA.

- Approval by the OCII Executive Director of secondary use findings of consistency for the proposed event center
- Approval by the OCII Commission of a new Major Phase for Blocks 29-32, and related conditions of approval
- Approval by the OCII Commission of Combined Basic Concept and Schematic Designs (Schematic Designs) for the Project
- Approval by the OCII Commission (and any other City Departments as required under the Mission Bay South Plan, OPA, Interagency Corporation Agreement, and associated documents) of: amendments to the Mission Bay South Design for Development, and modifications to the Mission Bay South Signage Master Plan and Mission Bay South Streetscape Plan, and conditions of approval.
- Approval by Mayor, Department of Public Works Executive Director, and OCII Executive Director of any non-material changes to Mission Bay South Infrastructure Plan
- Entertainment Commission approval of applicable entertainment permits, including, but not limited to, a Place of Entertainment permit
- Planning Commission approval of office building Schematic Designs related to Proposition M allocation
- Port of San Francisco staff approval of changes to waterfront infrastructure, including roadway striping
- San Francisco MTA/Department of Public Works approval for reconfiguration of adjacent streets
- San Francisco Department of Public Works and Board of Supervisors approval of subdivision maps, including street vacations, acceptance of public improvements and right-of-way dedications, and encroachment permits to the extent required
- Termination or relocation of existing City-reserved easements by applicable City departments, including the San Francisco Public Utilities Commission, to the extent required
- San Francisco Department of Building Inspection approval of a building/site permit, and related approvals from other City departments including the San Francisco Public Utilities Commission (SFPUC) for utility connections
- Approval from the University of California (UCSF) to terminate and/or modify a view easement extending 100 feet within the project site along the Campus Way axis or consent to implementation of the Project if it encroaches into the view easement area (not required under the Third Street Plaza Project Variant)

H. Contents and Location of Record

The record upon which all findings and determinations related to the Project consists of those items listed in Public Resources Code section 21167.6, subdivision (e), including but not limited to the following documents, which are incorporated by reference and made part of the record supporting these findings:

- The NOP and all other public notices issued by OCII in conjunction with the Project.
- The GSW DSEIR and all documents referenced in or relied upon by the FSEIR. (The references in these findings to the FSEIR include the GSW DSEIR, the RTC, and the Initial Study.)
- The MMRP for the Project.
- All findings and resolutions adopted by OCII in connection with the Project, and all documents cited or referred to therein.
- All information including written evidence and testimony provided by City and OCII staff to the OCII Commission relating to the SEIR, the Project, and the alternatives set forth in the GSW SEIR or these CEQA findings.
- All information provided by the public, including the proceedings of the public hearings on the adequacy of the GSW DSEIR and the transcripts of the hearings, including the OCII Commission hearing on June 30, 2015, and written correspondence received by OCII staff during the public comment period of the GSW DSEIR.
- All information and documents included on the website prepared for the Project pursuant AB 900, which are available at the following link: <http://www.gsweventcenter.com/>

The OCII Commission has relied on all of the documents listed above in reaching its decision on the Project, even if not every document was formally presented to the Commission. Without exception, any documents set forth above not found in the Project files fall into one of two categories. In the first category, many of the documents reflect prior planning or legislative decisions of which the OCII Commission was familiar with when approving the Project. (See *City of Santa Cruz v. Local Agency Formation Com.* (1978) 76 Cal.App.3d 381, 391-392; *Dominey v. Dept. of Personnel Admin.* (1988) 205 Cal.App.3d 729, 738, fn. 6.) In the second category, documents that influenced the expert advice provided to OCII staff or consultants, who then provided advice to the OCII Commission as final decisionmakers, form part of the underlying factual basis for the OCII Commission's decisions relating to approval of the Project and properly constitute part of the administrative record. (See Pub. Resources Code, § 21167.6, subd. (e)(10); *Browning-Ferris Industries v. City Council of City of San Jose* (1986) 181

Cal.App.3d 852, 866; *Stanislaus Audubon Society, Inc. v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 153, 155.)

The public hearing transcript, a copy of all letters regarding the GSW DSEIR received during the public review period, the administrative record, and background documentation for the FSEIR, as well as additional materials concerning approval of the Project and adoption of these findings are contained in the Project files. Project files are available by contacting Claudia Guerra, OCII Commission Secretary, the Custodian of Records for OCII, at the Office of Community Investment and Infrastructure, 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103. All files have been available to the OCII Commission and the public for review in considering these findings and whether to approve the Project.

I. Findings About Significant Environmental Impacts and Mitigation Measures

The following Sections – II, III and IV – set forth the OCII Commission’s findings about the FSEIR’s determinations regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the OCII Commission regarding the environmental impacts of the Project and the mitigation measures included as part of the FSEIR and adopted by the OCII Commission as part of the Project. To avoid duplication and redundancy, and because the OCII Commission agrees with, and hereby adopts, the conclusions in the FSEIR, these findings will not repeat the analysis and conclusions in the FSEIR, but instead incorporates them by reference in these findings and relies upon them as substantial evidence supporting these findings.

In making these findings, the OCII Commission has considered the opinions of staff and experts, other agencies, and members of the public. The OCII Commission finds that the determination of significance thresholds is generally a decision requiring judgment within the discretion of OCII; the significance thresholds used in the FSEIR are supported by substantial evidence in the record, including the expert opinion of the FSEIR preparers and OCII staff; and the significance thresholds used in the FSEIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project. Thus, although as a legal matter, the OCII Commission is not bound by the significance determinations in the FSEIR (see Pub. Resources Code, § 21082.2, subd. (e)), the OCII Commission finds them persuasive and hereby adopts them as its own.

These findings do not attempt to describe the full analysis of each environmental impact contained in the FSEIR. Instead, a full explanation of these environmental findings and conclusions can be found in the FSEIR, and these findings hereby incorporate by reference the discussion and analysis in the FSEIR supporting the FSEIR’s determination regarding the Project’s impacts and mitigation measures designed to address those impacts. In making these findings, the OCII Commission ratifies, adopts and incorporates in these findings, the determinations and conclusions of the FSEIR relating to environmental impacts and mitigation

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

As set forth below, the OCII Commission adopts and incorporates all of the mitigation measures within its authority and jurisdiction as lead agency, as set forth in the FSEIR and presented in the attached MMRP (**Exhibit B**), in order to substantially lessen or avoid the potentially significant and significant impacts of the Project. The MMRP will remain available for public review during the compliance period. In adopting mitigation measures from the FSEIR, the OCII Commission intends to adopt each of the mitigation measures proposed in the FSEIR for the Project for adoption by OCII. The OCII Commission also intends that the MMRP should include each and every mitigation measure included in the FSEIR, including those assigned to responsible agencies. Accordingly, in the event a mitigation measure recommended in the FSEIR has inadvertently been omitted in these findings or the MMRP, any such mitigation measure is hereby adopted and/or 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 measures in the FSEIR due to a clerical error, the language of the policies and implementation measures as set forth in the FSEIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the impact and mitigation measure numbers used in the FSEIR.

In the section II, III and IV below, the same statutory 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 is the OCII Commission rejecting the conclusions of the FSEIR or the mitigation measures recommended in the FSEIR for the Project.

II. IMPACTS FOUND TO BE LESS THAN SIGNIFICANT AND THUS REQUIRING NO MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant. (Pub. Resources Code, § 21002; CEQA Guidelines, §§ 15126.4, subd. (a)(3), 15091.) Based on substantial evidence in the whole record of this proceeding, the OCII Commission finds that implementation of the Project will not result in any significant impacts in the following areas and that these impact areas, therefore, do not require mitigation. In some instances, the Project would have no impact in a particular area; these instances are denoted below by "NI" for no impact.

A. Land Use and Land Use Planning

- 1. Impact LU-1**, Impacts on an established community from physical division of the area. (GSW DSEIR Appendix NOP-IS p. 29; RTC, Response LU-1; Response PP-1; Response PD-1.)

2. **Impact LU-2**, Consistency with plans, policies and regulations. (GSW DSEIR Appendix NOP-IS p. 30; RTC, Response LU-1; Response LU-2; Response PP-1; Response PD-1.)

3. **Impact LU-3**, Effects on existing land use character. (GSW DSEIR Appendix NOP-IS p. 32; RTC, Response LU-1; Response PP-1; Response PD-1.)

4. **Impact C-LU-1**, Significant cumulative impacts to land use (GSW DSEIR Appendix NOP-IS p. 34; RTC, Response LU-1; Response PD-1.)

B. Population and Housing

1. **Impact PH-1**, Effects of construction activities on population growth. (GSW DSEIR Appendix NOP-IS p. 39.)

2. **Impact PH-2**, Effects of construction on existing housing units and housing demand. (GSW DSEIR Appendix NOP-IS p. 40.)

3. **Impact PH-3**, Effects of construction on existing housing units or residents from displacement. (GSW DSEIR Appendix NOP-IS p. 40.)

4. **Impact PH-4**, Effects of operations on population growth. (GSW DSEIR Appendix NOP-IS p. 41; RTC, Response PD-4.)

5. **Impact PH-5**, Effects of operations on housing displacement or housing demand (GSW DSEIR Appendix NOP-IS p. 43.)

6. **Impact PH-6 (NI)**, Effects of operations on displacement of people (GSW DSEIR Appendix NOP-IS p. 43.)

7. **Impact C-PH-1**, Significant cumulative effects on population and housing (GSW DSEIR Appendix NOP-IS p. 43.)

C. Cultural and Paleontological Resources

1. **Impact CP-1**, Substantial adverse change to historical resources. (GSW DSEIR Appendix NOP-IS p. 47.)

2. **Impact CP-3**, Destruction of paleontological or geologic features (GSW DSEIR Appendix NOP-IS p. 55.)

3. **Impact CP-4**, Disturbance of human remains (GSW DSEIR Appendix NOP-IS p. 56.)

D. Transportation and Circulation

1. **Impact TR-1**, Construction-related ground transportation impacts (GSW DSEIR p. 5.2-111; RTC, Response TR-10; Response TR-11.)
2. **Impact TR-4**, Effects on transit demand without SF Giants game. (GSW DSEIR p. 5.2-135; RTC, Response TR-2; Response TR-5; Response TR-12.)
3. **Impact TR-7**, Effects on bicycle safety and accessibility without SF Giants game. (GSW DSEIR p. 5.2-157; RTC, Response TR-2; Response TR-7.)
4. **Impact TR-8**, Effects of loading on hazardous conditions or delays for traffic, transit, bikes or pedestrians. (GSW DSEIR p. 5.2-161; RTC, Response TR-2; Response TR-8.)
5. **Impact TR-9b**, Effects of construction lighting on UCSF helipad flight operations. (GSW DSEIR p. 5.2-266.)
6. **Impact TR-9c**, Obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-267.)
7. **Impact TR-10**, Effects on emergency vehicle access without SF Giants game. (GSW DSEIR p. 5.2-166; RTC, Response TR-9; Response TR-11.)
8. **Impact TR-16**, Effects on bicycle safety and accessibility with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
9. **Impact TR-17**, Effects on emergency vehicle access with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
10. **Impact TR-23**, Effects on bicycle safety and accessibility without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-206; RTC, Response TR-2.)
11. **Impact TR-24**, Effects on loading without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-207; RTC, Response TR-2.)
12. **Impact TR-25**, Effects on emergency vehicle access without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-208; RTC, Response TR-2.)
13. **Impact C-TR-1**, Cumulative construction-related ground transportation impacts. (GSW DSEIR p. 5.2-210; RTC, Response TR-10; Response TR-11.)
14. **Impact C-TR-7**, Cumulative adverse bicycle impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)
15. **Impact C-TR-8**, Cumulative adverse loading impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

16. Impact C-TR-10, Cumulative adverse emergency vehicle access impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

E. Noise and Vibration

1. Impact NO-1, Effects of construction on ambient noise levels in the Project vicinity above levels existing without the Project. (GSW DSEIR p. 5.3-20; FSEIR, Chapter 12, Sections 12.2.3 and 12.3.2; Response NOI-2; Response NOI-3; Response NOI-4.)

2. Impact NO-2, Construction noise in excess of standards in general plan, noise ordinance of other applicable standards. (GSW DSEIR p. 5.3-24; RTC, Response NOI-2; Response NOI-4.)

3. Impact NO-3, Effects of construction on groundborne vibration levels. (GSW DSEIR p. 5.3-24; FSEIR, Chapter 12, Section 12.3.2; Response NOI-3b; Response NOI-5.)

4. Impact C-NO-3, Noise impacts of UCSF helipad operations on Project occupants (GSW DSEIR p. 5.3-44.)

F. Air Quality

1. Impact AQ 3: Toxic Air Contaminants from Construction Activities. (GSW DSEIR p. 5.4-43; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-4; Response AQ-5; Response AQ-6.)

2. Impact C-AQ-2: Contribution to Cumulative Toxic Air Contamination and Diesel Particulate Matter Emissions (GSW DSEIR 5.4-56; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-5.)

G. Greenhouse Gas Emissions

1. Impact C-GG-1, Effect of greenhouse gas emissions or conflict with existing greenhouse gas regulations (GSW DSEIR p. 5.5-10; RTC, Response AB-1; Response GHG-2.)

H. Wind and Shadow

1. Impact C-WS-1, Cumulative impacts of development on wind in a manner that would substantially affect off-site public areas. (GSW DSEIR p. 5.6-19; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.)

2. Impact C-WS-2, Cumulative shadow impacts on publically accessible open space or public areas within Mission Bay South Plan Area (GSW DSEIR p. 5.6-21; RTC, Response WS-2.)

3. Impact C-WS-3, Cumulative shadow impacts on publically accessible open space or public areas outside Mission Bay South Plan Area (GSW DSEIR p. 5.6-23; RTC, Response WS-2.)

I. Recreation

1. Impact RE-1, Effects on existing parks and recreational facilities. (GSW DSEIR Appendix NOP-IS p. 62; RTC, Response REC-1; Response REC-2.)

2. Impact RE-2, Project requires construction or expansion of recreational facilities. (GSW DSEIR Appendix NOP-IS p. 63; RTC, Response REC-1; Response REC-2.)

3. Impact C-RE-1, Cumulative recreational impacts. (GSW DSEIR Appendix NOP-IS p. 64.)

J. Utilities and Service Systems

1. Impact UT-1, Effects on water supply facilities or entitlements. (GSW DSEIR Appendix NOP-IS p. 66; RTC, Response UTIL-1; Response UTIL-2.)

2. Impact UT-2, Construction of new or expanded water treatment facilities. (GSW DSEIR Appendix NOP-IS p. 68; RTC, Response UTIL-1)

3. Impact UT-3, Sufficient permitted landfill capacity for Project's waste disposal needs. (GSW DSEIR Appendix NOP-IS p. 69.)

4. Impact UT-4, Project complies with federal, state and local statutes and regulations related to solid waste. (GSW DSEIR Appendix NOP-IS p. 71.)

5. Impact UT-5, Project in itself would require the construction of new, or expansion of existing, wastewater treatment facilities. (GSW DSEIR p. 5.7-11; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-6.)

6. Impact C-UT-1, Cumulative utilities and service system impacts (GSW DSEIR Appendix NOP-IS p. 72.)

7. Impact C-UT-3, Cumulative impact on demand for new stormwater drainage facilities or expansion of existing facilities (GSW DSEIR p. 5.8-18; RTC, Response UTIL-7; Response UTIL-8.)

K. Public Services

1. **Impact PS-1**, Effects of Project on need for new or altered governmental facilities for schools or other services. (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
2. **Impact PS-2**, Effects of Project construction on fire protection, emergency medical services and law enforcement. (GSW DSEIR p. 5.8-11; RTC, Response PS-1; Response PS-2.)
3. **Impact PS-3**, Effects of Project operation on fire protection or emergency medical services. (GSW DSEIR p. 5.8-12; RTC, Response PS-1; Response PS-2.)
4. **Impact PS-4**, Effects of Project operation on law enforcement. (GSW DSEIR p. 5.8-14; RTC, Response PS-1; Response PS-2.)
5. **Impact C-PS-1**, Cumulative impacts on schools or other services (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
6. **Impact C-PS-2**, Cumulative impacts on fire protection, emergency medical services and law enforcement (GSW DSEIR p. 5.8-16; RTC, Response PS-1; Response PS-2.)

L. Biological Resources

1. **Impact BI-1**, Effects of Project on special status species. (GSW DSEIR Appendix NOP-IS p. 77; RTC, Response BIO-1; Response BIO-2; Response BIO-3.)
2. **Impact BI-2 (NI)**, Effects of Project on riparian habitat or sensitive natural community. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-4.)
3. **Impact BI-3**, Effects of Project on wetlands or navigable waters. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-2; Response BIO-5.)
4. **Impact BI-5**, Project complies with local policies or ordinances protecting biological resources (GSW DSEIR Appendix NOP-IS p. 83.)
5. **Impact C-BI-1**, Cumulative impacts on biological resources (GSW DSEIR Appendix NOP-IS p. 84; RTC, Response BIO-1; Response BIO-2; Response BIO-3; Response BIO-4; Response BIO-5; Response BIO-6.)

M. Geology and Soils

1. **Impact GE-1**, Exposure of people to rupture of earthquake fault, seismic groundshaking, ground failure or landslides. (GSW DSEIR Appendix NOP-IS p. 86; RTC, Response GEO-1; Response GEO-2; Response GEO-3; Response GEO-4.)

2. **Impact GE-2**, Erosion or loss of top soil. (GSW DSEIR Appendix NOP-IS p. 87.)
3. **Impact GE-3**, Location of Project on unstable soils, or creation of unstable soils by Project. (GSW DSEIR Appendix NOP-IS p. 88; RTC, Response GEO-5.)
4. **Impact GE-4**, Location of Project on expansive or problematic soils. (GSW DSEIR Appendix NOP-IS p. 91; RTC, Response GEO-6.)
5. **Impact GE-5**, Effect of Project on topography or unique geologic features (GSW DSEIR Appendix NOP-IS p. 92.)
6. **Impact C-GE-1**, Cumulative impacts related to geologic hazards (GSW DSEIR Appendix NOP-IS p. 92.)

N. Hydrology and Water Quality

1. **Impact HY-1**, Violation of water quality standards or degradation of water quality from construction-related activities (GSW DSEIR Appendix NOP-IS p. 99; RTC, Response HYD-2.)
2. **Impact HY-1a**, Violation of water quality standards or degradation of water quality from construction-related dewatering. (GSW DSEIR p. 5.9-31; RTC, Response HYD-1.)
3. **Impact HY-2**, Effects of Project operation on groundwater supplies and groundwater recharge. (GSW DSEIR Appendix NOP-IS p. 101.)
4. **Impact HY-3**, Effects of Project on existing drainage patterns and rates and amounts of surface runoff. (GSW DSEIR Appendix NOP-IS p. 102.)
5. **Impact HY-4**, Effects of Project on flood risk exposure and flood flows. (GSW DSEIR Appendix NOP-IS p. 102; RTC, Response HYD-6.)
6. **Impact HY-5**, Effects of Project on exposure to seiche or tsunami inundation. (GSW DSEIR Appendix NOP-IS p. 103; RTC, Response HYD-8.)
7. **Impact HY-7**, Effect of Project on exposure to flooding. (GSW DSEIR p. 5.9-41; RTC, Response HYD-6; Response HYD-7.)
8. **Impact C-HY-1**, Cumulative effects on hydrology and water. (GSW DSEIR Appendix NOP-IS p. 105; RTC, Response HYD-1; Response HYD-6; Response HYD-7; Response HYD-8.)
9. **Impact C-HY-2**, Cumulative impacts on compliance with National Pollutant Discharge Elimination System (“NPDES”) permit requirements, water quality standards

or waste water requirements related to changes in wastewater and stormwater discharges; on the Mission Bay separate stormwater system; or on polluted runoff. Cumulative wet weather flows would not contribute to an increase in combined sewer discharges. (GSW DSEIR p. 5.9-44; RTC, Response HYD-3; Response HYD-5.)

10. Impact C-HY-3, Cumulative impacts on flood risk (GSW DSEIR p. 5.9-48; RTC, Response HYD-6; Response HYD-7.)

O. Hazards and Hazardous Materials

1. Impact HZ-3, Effects on adopted emergency response and evacuation plans, and fire exposure risk. (GSW DSEIR Appendix NOP-IS p. 119; RTC, Response HAZ-8.)

2. Impact C-HZ-1, Cumulative impacts related to hazardous materials. (GSW DSEIR Appendix NOP-IS p. 121.)

P. Mineral and Energy Resources

1. Impact ME-1, Project utilization of large amounts of fuel, water or energy (GSW DSEIR Appendix NOP-IS p. 123; FSEIR, Chapter 12, Section 12.3.2; Response EN-1; Response PD-4.)

2. Impact C-ME-1, Cumulative impacts on energy resources (GSW DSEIR Appendix NOP-IS p. 125.)

III. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

Public Resources Code section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[.]” The same statute provides that the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.”

The mandate and principles announced in Public Resources Code section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. For each significant environmental effect identified in an EIR for a project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. (CEQA Guidelines, § 15091.) The first such finding is that changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effect as identified in the final EIR. (CEQA Guidelines, § 15091, subd. (a)(1).) The second permissible finding is that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the

agency making the finding, and such changes have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).) The third potential conclusion is that specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the Final EIR. (CEQA Guidelines, § 15091, subd. (a)(3).) Public Resources Code, section 21061.1 defines “feasible” to mean “capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors.” CEQA Guidelines section 15364 adds another factor: “legal” considerations. (See also *Citizens of Goleta Valley v. Bd. of Supervisors* (1990) 52 Cal.3d 553, 565 (“*Goleta II*”).)

The concept of “feasibility” also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417 (*City of Del Mar*); *Sierra Club v. County of Napa* (2004) 121 Cal.App.4th 1490, 1506-1509 [court upholds CEQA findings rejecting alternatives in reliance on applicant’s project objectives]; see also *California Native Plant Society v. City of Santa Cruz* (2009) 177 Cal.App.4th 957, 1001 (*CNPS*) [“an alternative ‘may be found infeasible on the ground it is inconsistent with the project objectives as long as the finding is supported by substantial evidence in the record’”] (quoting 1 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act* [Cont.Ed.Bar 2d ed. 2009], § 17.30, p. 825); *In re Bay-Delta Programmatic Environmental Impact Report Coordinated Proceedings* (2008) 43 Cal.4th 1143, 1165, 1166 [“[i]n the CALFED program, feasibility is strongly linked to achievement of each of the primary program objectives”; “a lead agency may structure its EIR alternative analysis around a reasonable definition of underlying purpose and need not study alternatives that cannot achieve that basic goal”].) Moreover, “‘feasibility’ under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.” (*City of Del Mar, supra*, 133 Cal.App.3d at p. 417; see also *CNPS, supra*, 177 Cal.App.4th at p. 1001 [“an alternative that ‘is impractical or undesirable from a policy standpoint’ may be rejected as infeasible”] [quoting 2 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act, supra*, § 17.29, p. 824]; *San Diego Citizenry Group v. County of San Diego* (2013) 219 Cal.App.4th 1, 17.)

The findings in this Section III and Section IIIA and in Section IV and Section IVA concern mitigation measures set forth in the FSEIR. These findings discuss mitigation measures as proposed in the FSEIR and as recommended for adoption by the OCII Commission. The full explanation of the potentially significant environmental impacts is set forth in the GSW DSEIR (including the Initial Study which OCII made part of the GSW DSEIR through its inclusion in GSW DSEIR Volume 3 – Appendix NOP-IS) and in some cases is further explained in the RTC. As indicated in the MMRP, in most cases, mitigation measures will be implemented by OCII or the Project Sponsor. In these cases, implementation of mitigation measures will be made

conditions of project approval. For each of these mitigation measures and the impacts they address, the OCII Commission finds that changes or alterations have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the GSW FSEIR. (CEQA Guidelines, § 15091, subd. (a)(1).)

In the case of all other mitigation measures, an agency other than OCII (either another City agency or a non-City agency) will have responsibility for implementation or assisting in the implementation or monitoring of mitigation measures. This is because certain mitigation measures are partly or wholly within the responsibility and jurisdiction of another public agency (other than OCII). In such instances, the entity that will be responsible for implementation is identified in the MMRP for the Project (**Exhibit B**). Generally, OCII has designated the agencies to implement mitigation measures as part of their existing permitting or program responsibilities. Based on past experience and ongoing relationships and communications with these agencies, OCII has reason to believe that they can and will implement the mitigation measures assigned to them. These agencies include, for example, the San Francisco Municipal Transportation Agency ("SFMTA"), which operates and maintains local traffic and transit systems, Port, which manages Port property, and other agencies, which will participate in mitigation measure implementation through their normal program operations, such as the Ballpark/Mission Bay Transportation Coordinating Committee. In the case of SFMTA, to the extent that mitigation measures identify new SFMTA responsibilities, SFMTA has indicated to OCII that it generally finds that it will be feasible to implement the mitigation measures.⁴

The OCII also will be assisted in monitoring implementation of mitigation measures by other agencies, as indicated in the MMRP in **Exhibit B**, such as the San Francisco Entertainment Commission, the San Francisco Department of Building Inspection ("DBI"), the San Francisco Department of Public Works ("SFPW") through their permit responsibilities, the San Francisco Public Utilities Commission ("SFPUC") through its operation of the City's combined sewer system, or the SFMTA as part of its operation and maintenance of traffic and transit systems. For each of these mitigation measures and the impacts they address, the OCII Commission finds that the changes or alterations are in whole or in part within the responsibility and jurisdiction of a public agency other than OCII and that the changes have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).)

The mitigation measures proposed for adoption in Sections III, IIIA, IV and IVA are the same as the mitigation measures identified in the FSEIR for the Project as proposed. The full text of all of the mitigation measures as proposed for adoption is contained in **Exhibit B**, the MMRP.

⁴ Letter from SFMTA Director of Transportation Edward D. Reiskin to Tiffany Bohee, OCII Executive Director, dated May 15, 2015 and Letter from SFMTA Director of Transportation Edward D. Reiskin to Tiffany Bohee, OCII Executive Director, dated October 20, 2015.

The OCII Commission adopts all of the mitigation measures proposed for the Project that are within the jurisdiction and control of OCII. For those mitigation measures that are the responsibility of agencies other than OCII (e.g., the City and County of San Francisco and its subsidiary agencies), the OCII Commission finds that those measures can and should be implemented by the other agencies as part of their existing permitting or program responsibilities. Based on the analysis contained in the GSW DSEIR and FSEIR, other considerations in the record, and the standards of significance, the OCII Commission finds that implementation of all of the proposed mitigation measures discussed in this Section III and Section IIIA will reduce potentially significant impacts to a less-than-significant level.

A. Cultural and Paleontological Resources

1. Impact CP-2: Adverse change in the significance of an archaeological resource. (GSW DSEIR Appendix NOP-IS p. 48; RTC, Section 13.10.2, Response CULT-1.) The Project could cause a substantial adverse change in the significance of an archaeological resource pursuant to CEQA Guidelines § 15064.5. Specifically, there is a reasonable presumption that archaeological resources may be present within the project site that could be disturbed during subsurface construction. However, the impact can be reduced to a less-than-significant level through Mitigation Measure M-CP-2a and Mitigation Measure M-CP-2b. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archaeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archaeological monitoring and/or data recovery program. If an archaeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archaeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an “ALERT” sheet to the Project prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archaeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken.

MM M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Plan

MM M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact TR-6: Pedestrian impacts without an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-147; RTC, Response, TR-2; Response TR-6.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions

without an overlapping SF Giants evening game. Overall, the Project would implement numerous improvements that would enhance pedestrian conditions and safety in the Project vicinity. The existing and proposed pedestrian facilities would be adequate to meet the pedestrian demand associated with the Project uses. The exception would be the crosswalks at the intersection of Third/South, which would operate at LOS E or LOS F conditions during the weekday evening and late evening, and Saturday evening conditions for sell-out events (i.e., the Basketball Game scenario). Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South and the Project's TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections and would mitigate pedestrian impacts to less-than-significant levels. At all other locations and Project conditions, the addition of Project-generated pedestrian trips would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

2. Impact TR-9a: Temporary obstruction of UCSF helipad airspace surfaces.

(GSW DSEIR p. 5.2-262; FSEIR, Chapter 12, Section 12.3.1; Response TR-12.)

Placement and usage of cranes during construction could temporarily obstruct helipad airspace surfaces. The GSW DSEIR determined that, based on the preliminary Project construction plan for the Project construction cranes, one of the Project construction cranes would have the potential to result in a temporary penetration of a Part 77 Transitional Surface associated with the helipad, which would be considered a potentially significant impact. After publication of the GSW DSEIR, the Project Sponsor refined its construction crane plan with the goal to further reduce potential Project effects on the UCSF helipad during construction. Based on the analysis of the refined construction crane plan, none of the proposed tower construction cranes would penetrate the Part 77 Approach or Transitional Surfaces associated with the UCSF helipad. Furthermore, adequate clearance for the construction cranes would be provided for the South Street alternate flight path. However, if the refined construction crane plan details were to change with respect to proposed tower crane size, location or other factors, then the Project would have the potential to result in greater and/or less effects. Mitigation Measure M-TR-9a, Crane Safety Plan for Project Construction, identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period to less than significant. The objective of the crane safety plan is to ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Therefore, with implementation of Mitigation Measure M-TR-9a, this impact would be less than significant with mitigation.

MM M-TR-9a: Crane Safety Plan for Project Construction

3. Impact TR-9d: Lighting impacts on UCSF helipad flight operations (GSW DSEIR p. 5.2-270; FSEIR, Chapter 12, Section 12.3.1; Response TR-12; Response TR-PD-1.) Routine and specialized exterior lighting could impact flight operations. The use of certain specialized lighting systems would have the potential to adversely affect a pilot's vision and execution of a visual night time approach or departure to/from the UCSF helipad. Lights that adversely affect the night vision of pilots and interfere with the execution of a visual nighttime approach to the helipad would endanger the pilot, passengers, and people on the ground. Therefore, the possible use of these specialized lighting systems would be considered a potentially significant impact. Mitigation Measure M TR-9d: Event Center Exterior Lighting Plan identifies feasible measures that would reduce potential impacts associated with potential specialized lighting systems to less than significant.

MM M-TR-9d: Event Center Exterior Lighting Plan

4. Impact TR-13: Local transit impacts with overlapping evening SF Giants game. (GSW DSEIR p. 5.2-183; RTC, Response TR-2; Response TR-5; Response TR-2; Response TR-5; Response TR-12.) Implementation of the Project could result in substantial increase in transit demand that could not be accommodated by adjacent Muni transit capacity with an overlapping evening SF Giants game. Overall, on days with overlapping evening events at the project site and at AT&T Park, transit demand would exceed the capacity prior to and following the events, and the Project would result in significant transit impacts. Implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events would minimize transit impacts. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project's transit impacts would be less than significant with mitigation.

MM M-TR-13: Enhanced Muni Transit Service during Overlapping Events

5. Impact TR-15: Pedestrian impacts with an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-185; RTC, Response TR-2.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions with an overlapping SF Giants game. Overall, on days with overlapping evening events at the project site and at AT&T Park, pedestrian conditions would become more crowded prior to and following the events; however, with the TMP transportation management

strategies and implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, the impact of the Project on pedestrians during overlapping evening events would be less than significant with mitigation.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

6. Impact TR-22, Pedestrian impacts without Muni Special Event Transit Service Plan (GSW DSEIR p. 5.2-203; RTC, Response TR-2). Without the implementation of the Muni Special Event Transit Service Plan, the number of attendees arriving by transit would decrease while the number of attendees arriving by automobiles would increase. Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring would ensure that the pedestrian impacts would remain the same as those identified in Impact TR-6 for pedestrian conditions without an overlapping SF Giants evening game and in Impact TR-15 for pedestrian conditions with an overlapping SF Giants evening game irrespective of whether SFMTA Parking Control Officers (“PCOs”) were available during various events, and would not result in secondary transportation impacts. With implementation of Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities, Project-generated pedestrian demand during large events would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas. Therefore, without implementation of the Muni Special Event Transit Service Plan, the Project’s impact on pedestrians would be less than significant with mitigation.

MM M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring

C. Noise and Vibration

1. Impact NO-4: Noise in excess of General Plan and Noise Ordinance standards during operations. (GSW DSEIR p. 5.3-27; FSEIR, Chapter 12, Section 12.2.1; Response NOI-2; Response PD-1.) Operation of the event center would introduce new stationary noise sources to the Project area. Operation of the Project would introduce new stationary noise sources that would be subject to the requirements of the San Francisco Noise Ordinance. These new sources include generators and mechanical equipment, as well as the potential for amplified sound within the Third Street plaza. As explained in the GSW DSEIR and the RTC Document, predicted noise levels from new stationary sources would not meaningfully contribute to the existing monitored ambient noise levels in the Project area, and the Project would therefore be consistent with the restrictions of the noise ordinance.

The Project would also introduce new land uses, and these new uses would be exposed to noise levels of up to 75 DNL. However, modern building techniques and materials, as well as inclusion of non-operable windows and ventilation systems, would be sufficient to ensure that the Project would comply with land use compatibility requirements of the San Francisco General Plan, and this impact would be less than significant.

With respect to amplified sound, either interior to the event center or in open-air plazas on the project site, the predicted sound levels and hours of occurrence would be consistent with the noise ordinance. However, due to uncertainties as to the nature and extent of future outside events at the Third Street Plaza, implementation of Mitigation Measure M-NO-4a: Noise Control Plan for Outdoor Amplified Sound would ensure that noise levels from amplified sound exterior to the event center would comply with the noise ordinance. In addition, implementation of Mitigation Measure M-NO-4b: Noise Control Plan for Place of Entertainment Permit would ensure that noise levels from concerts, basketball games, and other events would comply with the noise ordinance, regardless of current unknowns as to the nature of future events within the arena. Therefore, this impact would be less than significant with mitigation.

MM M-NO-4a: Noise Control Plan for Outdoor Amplified Sound

MM M-NO-4b: Noise Control Plan for Place of Entertainment Permit

D. Air Quality

1. Impact AQ-4: Potential conflicts with BAAQMD's 2010 Clean Air Plan. (GSW DSEIR p. 5.4-51; RTC, Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response AQ-7.) Without mitigation measures or the adoption of control measures, emissions associated with the Project could conflict with the 2010 Clean Air Plan ("CAP"). The Project would be consistent with the 2010 CAP, however, with implementation of mitigation measures, which include offsetting emissions to below significance thresholds in addition to Project-specific measures to reduce pollutant emissions. Additionally, the Project would be consistent with the 2010 CAP by virtue of incorporation of control measures of the CAP, including land use/local impact measures and energy/climate measures as well as the transportation demand management measures incorporated in the Project. The Project would also not hinder implementation of the 2010 CAP. Therefore, the Project would not conflict with, or obstruct implementation of the 2010 Clean Air Plan, and this impact would be less than significant with mitigation.

MM M-AQ-1: Construction Emissions Minimization

MM M-AQ-2a: Reduce Operational Emissions

MM M-AQ-2b: Emissions Offsets

E. Wind and Shadow

1. Impact WS-1: Wind effects on off-site public spaces. (GSW DSEIR p. 5.6-10; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.) The GSW DSEIR indicated that the Project could result in a net increase in the total duration of the wind hazard exceedance at off-site public walkways in the Project vicinity and proposed Mitigation Measure M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards, which describes potential design measures that would serve to reduce or avoid Project wind hazards. Although preliminary evaluation by the Project Sponsor of certain potential on-site design modifications indicated such modifications would be effective in reducing the Project wind hazard impact to a less than significant, the impact was conservatively identified as significant and unavoidable with mitigation because Project design was not yet finalized. After publication of the GSW DSEIR, the Project Sponsor pursued design measures as required by Mitigation Measure M-WS-1, and identified an on-site design modification that would reduce the Project wind hazard impact to less than significant as verified by wind tunnel testing. Because design modifications have been identified, the impact will be reduced to a level of less than significant through Mitigation Measure M-WS-1.

Under the Third Street Plaza Variant, the Project would not alter wind in a manner that would substantially affect off-site public areas, and, accordingly, the impact would be less than significant and no mitigation would be required.

MM M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards

F. Biological Resources

1. Impact BI-4: Effects on the movement of wildlife or established migratory corridors or nurseries (GSW DSEIR Appendix NOP-IS p. 81; RTC, Response BIO-1; Response BIO-6; PD-1.) The Project could interfere substantially with the movement of native resident or migratory wildlife species resident or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. Specifically, migratory and resident birds which breed locally in San Francisco have the potential to nest in shrub vegetation observed within the project site and could be adversely affected by Project construction. Implementation of Mitigation Measure M-BI-4a: Preconstruction Surveys for Nesting Birds would avoid disrupting or destroying active nests which could occur within the Project site during bird breeding season, and would reduce this impact to less than significant. Migratory birds may also be affected by increased risk of collisions with the proposed structures and due to the Project's artificial night lighting. This impact will be reduced due to a level of less than

significant through Mitigation Measure M-BI-4b: Bird Safe Building Practices, which requires bird safe practices in the proposed building and lighting design that are consistent with the City's *Standards for Bird-Safe Buildings*.

MM M-BI-4a: Preconstruction Surveys for Nesting Birds

MM M-BI-4b: Bird Safe Building Practices

G. Hydrology and Water Quality

1. Impact HY-6: Operational effects on water quality (GSW DSEIR p. 5.9-33; RTC, Response HYD-2; Response HYD-3; Response HYD-4; Response HYD-5.)

Operation of the Project could affect the quality of effluent discharges from the Southeast Water Pollution Control Plant if future uses at the project site were to discharge unusual chemicals or pollutants not typically associated with most other San Francisco discharges, such as radioactive or biohazardous materials. National Pollutant Discharge Elimination System Mitigation Measure M-HY 6: Wastewater Sampling Ports will reduce the impacts to a level of less-than-significant by installing sampling ports as part of the Project design to facilitate sampling to monitor discharge quality and by participating in the City's existing Water Pollution Prevention Program.

MM M-HY-6: Wastewater Sampling Ports

H. Hazards and Hazardous Materials

1. Impact HZ-1: Routine transport, use and disposal of hazardous materials. (GSW DSEIR Appendix NOP-IS p. 111; RTC, Response HAZ-4; Response REC-1.)

During operation, the proposed event center and other development would use common types of hazardous materials, such as cleaners, disinfectants and chemical agents, as well as diesel fuel for generators. This impact will be reduced to a level below significance by implementation of Mitigation Measure M-HZ 1a: Guidelines for Handling Biohazardous Materials, which requires that any businesses that handle biohazardous materials to certify that they follow the safety guidelines, use high efficiency particulate air filters or substantially equivalent devices, do not handle or use biohazardous materials requiring Biosafety Level 4 containment. In addition, during construction, there is the potential to encounter serpentinite, which could contain naturally occurring asbestos. This impact will be further reduced to less than significant by implementation of Mitigation Measure M-HZ 1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos, which will limit any potential exposure to naturally occurring asbestos. Together, these mitigation measures will reduce this impact to a level that is less than significant.

MM M-HZ-1a: Guidelines for Handling Biohazardous Materials

MM M-HZ-1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos

2. Impact HZ-2: Exposure to Contaminants during Construction. (GSW DSEIR Appendix NOP-IS p. 115; RTC, Response HAZ-1; Response HAZ-2; Response HAZ-3; Response HAZ-7.) The Project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Construction activities associated with the Project could expose construction workers, the public, or the environment to hazardous materials. A Risk Management Plan (“RMP”) was prepared subsequent to and as required by the Mission Bay FSEIR, and remedial actions consistent with the RMP have been completed. Compliance with the RMP, as required by the deed restriction, would ensure that human health and environmental risks during and after development of the Project would be within acceptable levels and no new or different mitigation would be required. However, the Mission Bay FSEIR determined that further risk evaluation would be required, if future uses at the project site were to include a public school or child care facility. Thus, in the event that child care facilities were to occur under the Project, implementation of Mitigation Measure M-HZ-2: RMP Provisions for Child Care Facilities, would reduce this impact to less than significant.

MM M-HZ-2: RMP Provisions for Child Care Facilities

IIIA. FINDINGS FOR POTENTIALLY SIGNIFICANT CUMULATIVE IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Cultural and Paleontological Resources

1. Impact C-CP-1: Contribution to Cumulative Impacts on Cultural Resources (GSW DSEIR Appendix NOP-IS p. 57.) Implementation of the Project, along with cumulative projects in the Mission Bay area, could have a significant impact on recorded and unrecorded archeological resource. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measures M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program and M-CP-2b: Accidental Discovery of Archaeological Resources. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archeological monitoring and/or data recovery program. If an archeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an

“ALERT” sheet to the Project’s prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken. Consequently, with implementation of these mitigation measures, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program

Mitigation Measure M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact C-TR-4: Contribution to Cumulative Impacts on Muni (GSW DSEIR p. 5.2-222; RTC, Response TR-2; Response TR-12.) 2040 cumulative conditions could have significant impacts on Muni service and could contribute transit impacts at Muni screenlines. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project’s transit impacts would be less than cumulatively considerable (i.e., less than significant) with mitigation.

Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events

2. Impact C-TR-6: Contribution to Cumulative Impacts on Pedestrians (GSW DSEIR p. 5.2-227; RTC, Response TR-2.) Pedestrian volumes would increase between implementation of the Project and 2040 cumulative conditions due to buildout of planned Mission Bay developments in the Project vicinity. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, and the Project’s TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections. Consequently, with implementation of

this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South

3. Impact C-TR-9: Contribution to Cumulative Construction Impacts on UCSF Helipad Operations (GSW DSEIR p. 5.2-231; FSEIR, Chapter 12, Section 12.3.1.) Under cumulative conditions, development in the immediate Project vicinity would have the potential to result in cumulative impacts to the UCSF helipad. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction, which identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period and ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction

C. Noise and Vibration

1. Impact C-NO-1: Contribution to Cumulative Construction Noise Impacts (GSW DSEIR p. 5.3-39; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response NOI-2.) Cumulative construction noise in the Project area could cause a substantial temporary or periodic increase in ambient noise levels during Project construction. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure C-NO-1: Construction Noise Control Measures, which requires site-specific noise attenuation measures during construction to reduce the generation of construction noise. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-C-NO-1: Construction Noise Control Measures

IV. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS THAN SIGNIFICANT LEVEL

Based on substantial evidence in the whole record of these proceedings, the OCII Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts listed below as identified in the FSEIR.

The OCII Commission finds that the mitigation measures in the FSEIR and described below are appropriate, and that changes have been required in, or incorporated into, the Project that, to use the language of Public Resources Code section 21002 and CEQA Guidelines section 15091, may substantially lessen, but do not avoid (i.e., reduce to less-than-significant levels), the potentially significant or significant environmental effects associated with implementation of the Project as described in Sections III and IV.

The OCII Commission adopts all of the mitigation measures proposed in the FSEIR that are relevant to the Project and set forth in the MMRP, attached hereto as **Exhibit B**. The OCII Commission further finds, however, for the impacts listed below, that no feasible mitigation is currently available to render the effects less than significant. The effects therefore remain significant and unavoidable. Based on the analysis contained within the FSEIR, other considerations in the record and stated herein, and the standards of significance, the OCII Commission finds that because some aspects of the Project would cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, the impacts are significant and unavoidable.

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project's "benefits" rendered "acceptable" its "unavoidable adverse environmental effects." (CEQA Guidelines, §§ 15093, 15043, subd. (b); see also Pub. Resources Code, § 21081, subd. (b).) The California Supreme Court has stated, "[t]he wisdom of approving . . . any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law requires that those decisions be informed, and therefore balanced." (*Goleta II, supra*, 52 Cal.3d at p. 576.) The OCII Commission determines that the following significant impacts on the environment, as reflected in the FSEIR, are unavoidable, but under Public Resources Code Section 21081, subdivisions (a)(3) and (b), and CEQA Guidelines 15091, subdivision (a)(3), 15092, subdivision (b)(2)(B), and 15093, the OCII Commission determines that the impacts are acceptable due to the overriding considerations described in Section VI below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation and Circulation

1. Impact TR-2: Effects on Vehicle Traffic on Multiple Intersections without SF Giants game. (GSW DSEIR p. 5.2-117; FSEIR, Chapter 12; Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at seven intersections that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. These include the intersections of King/Fourth Streets, Fifth/Harrison Streets/I-280 westbound off-ramp, Fifth/Bryant

Streets/I-280 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, and Seventh/Mississippi/16th Streets. Mitigation Measure M-TR-2a: Additional PCOs during Events would reduce the Project's impacts related to event-related traffic conditions, and would not result in secondary transportation-related impacts, but would not reduce impacts to less-than-significant levels. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would require the Project Sponsor to work with the City to pursue and implement commercially reasonable strategies to reduce transportation impacts. The measures identified above would reduce traffic congestion in the Project vicinity and would not result in secondary transportation impacts. However, even with implementation of these measures, the arrival and departure peak of vehicle trips to and from the event center through these intersections would continue to occur, and therefore, the Project's significant traffic impacts would remain significant and unavoidable with mitigation.

The Project would result in significant and unavoidable impacts at intersections not previously identified in the Mission Bay FSEIR due to event-related vehicles that would result in exceedance of the intersection LOS threshold. Mission Bay FSEIR Mitigation Measures 47a - 47c, and 47e - 47i would minimize traffic impacts but would not reduce them to less-than-significant levels, and traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during Events

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mission Bay FSEIR Mitigation Measure E.47: Transportation System Management Plan

2. Impact TR-3: Effect of Project on Traffic Volumes at Freeway Ramps without SF Giants game. (GSW DSEIR p. 5.2-132; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at the I-80 eastbound on-ramp at Fifth/Bryant Streets that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would help reduce the Project traffic increase on regional freeway mainline and ramps. However, the reduction in Project-generated vehicle trips would not reduce impacts to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts.

3. Impact TR-5: Effect of Project Regional Transit Service Demand without SF Giants game. (GSW DSEIR p. 5.2.144, RTC, Response TR-2; Response TR-5; Response TR-12.) The Project would result in a substantial increase in transit demand that could not be accommodated by regional transit capacity such that significant adverse impacts to regional transit service would occur under Existing plus Project conditions without a SF Giants game at AT&T Park. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus would help reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay and North Bay service is uncertain and full funding for the service has not yet been identified, the Project's significant impacts remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus Service

4. Impact TR-11: Effect of Project Traffic at Multiple Intersections with SF Giants game. (GSW DSEIR p. 5.2-171; RTC, Response TR-2; Response TR-4; Response TR-12.) On days with overlapping evening events at the project site and at AT&T Park, intersections in the Project vicinity would become more congested prior to and following the events, and the Project would result in significant traffic impacts at the following ten study intersections: King/Fifth/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/South Streets, Seventh Street/Mission Bay Drive, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, and Mariposa Street/I-280 northbound off-ramp. Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs during Overlapping Events, and Mitigation Measure M-TR-11b: Participation in the Ballpark/Mission Bay Transportation Coordinating Committee would minimize the severity of traffic impacts at these intersections and would not result in secondary transportation impacts, but would not improve intersection LOS to LOS D or better. Thus, traffic impacts at the ten study intersections would remain significant and unavoidable with mitigation.

In addition to the mitigation measures described above, Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would require the Project Sponsor to continue to work with the City to pursue and implement additional strategies to reduce transportation impacts. One potential strategy involves using off-site parking lot(s) south of the event center and providing shuttles to the event center if the location of off-site parking is not within walking distance to the event center;

but regardless, secondary traffic impacts associated with Mitigation Measure M-TR-11c, involving the use of one or more off-site parking lot(s) would contribute to the same significant and unavoidable impact (with mitigation) that would be caused by the Project-generated traffic described in the first paragraph in this impact statement above. With implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, the significant traffic impacts identified above at the intersections of Fourth/16th Streets and Mariposa Street/I-280 northbound off-ramp would not occur, and instead a significant and unavoidable traffic impact would occur at the intersection of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp. Thus, with implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, significant traffic impacts would occur at nine rather than ten intersections; however, impacts in the Project vicinity during overlapping evening events at the project site and at AT&T Park would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Regular Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

5. Impact TR-12: Effect of Project Traffic at Freeway Ramps with SF Giants game. (GSW DSEIR p. 5.2-180; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project, under the Basketball Game scenario with an overlapping SF Giants evening game at AT&T Park, would result in a significant impact at the I-80 westbound off-ramp at Fifth/Harrison Streets during the weekday evening and Saturday evening peak hours (i.e., attendees driving to San Francisco from the East Bay), and at the I-280 northbound off-ramp at Mariposa Street during the weekday evening peak hour (i.e., attendees driving to the event center and AT&T Park from the south of the project site). The Project would also result in a significant impact at the I-80 eastbound on-ramp at Fifth/Bryant Streets during the weekday late evening peak hour (i.e., attendees returning to the East Bay). As discussed in Impact TR-3 for conditions without an overlapping SF Giants evening game, no feasible mitigation measures are available for the freeway ramp impacts because there is insufficient physical space for additional capacity without redesign of the I-80 and I-280 ramps and mainline structures, which may require acquisition of additional right-of-way; and other potential measures would not adequately

address the short-term peak travel patterns associated with special events. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project traffic increase on regional freeway mainline and ramps. However, the mitigation measures would not reduce impacts related to freeway ramp operations to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

6. Impact TR-14: Effect of Project on Regional Transit Demand with SF Giants game. (GSW DSEIR p. 5.2-184, RTC, Response TR-2; Response TR-4; Response TR-12.) Under existing plus Project conditions with an overlapping SF Giants evening game at AT&T Park, the Project would result in significant Project-specific transit impacts to East Bay, North Bay and South Bay transit service. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay, North Bay and BART service is uncertain and full funding for the service has not yet been identified, the mitigation measures would not reduce the impact to a less-than-significant level. Accordingly, the Project's significant impacts to regional transit demand would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service during Events

Mitigation Measure M-TR-5b: Additional North Bay Bus and Ferry Service during Events

Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events

7. Impact TR-18. Effect of Project on Traffic Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-191, RTC, Response TR-2.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following additional study intersections, or analysis

periods: Third/Channel Streets (weekday late evening), Fourth/Channel Streets (Saturday evening), Seventh Street/Mission Bay Drive (weekday late evening), Illinois/Mariposa Streets (weekday evening, Saturday evening), and Owens/16th Streets (weekday late evening). Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

8. Impact TR-19: Effect of Project Traffic on Freeway Ramps Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-197.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following three additional freeway ramp locations: I-80 eastbound on-ramp at Fifth/Bryant Streets (weekday late evening), I-80 westbound off-ramp at Fifth/Harrison Streets (Saturday evening), I-280 northbound off-ramp at Mariposa Street (weekday evening). Mitigation Measure M-TR-2b: Auto Mode Share Performance Standard and Monitoring, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's impacts related to freeway ramp operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

9. Impact TR-20: Effect of Project Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-199; RTC, Response TR-2; Response TR-5.) Under existing plus Project conditions without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts, as follows: T Third during the weekday evening, weekday late evening, and Saturday evening peak hours; 22 Fillmore during the weekday late evening; and Saturday evening

peak hours. Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of this mitigation measure, however, the Project's impacts related to transit operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

10. Impact TR-21: Effect of Project Regional Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-202, RTC, Response TR-2.) Under existing plus Project conditions without a SF Giants game at AT&T Park and without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts on WETA and Golden Gate Transit service during the weekday late evening peak hours. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service would reduce or minimize the severity of the impact, but not to a less than significant level. Accordingly, the Project's significant impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

B. Noise

1. Impact NO-5: Noise Impacts from Project Traffic and Crowd Noise. (GSW DSEIR p. 5.3-32; RTC, Response NOI-2; Response NOI-3; Response NOI-6.) Noise levels generated by crowds prior to, during, and after events could result in a substantial increase in noise levels at the receptor adjacent to the northbound Muni T-Line transit platform, particularly during nighttime egress hours of 9 p.m. to 11 p.m., and this impact would be significant and unavoidable. Operation of the Project would introduce new mobile noise sources that would contribute to ambient noise levels in the Project vicinity. Increases in roadway traffic noise would be significant and unavoidable during events either with or without implementation of the Muni Special Event Transit Service Plan, even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, the Project's effect on crowd and traffic noise remains significant and unavoidable with mitigation.

Mitigation Measure M-TR-2c: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact AQ-1: Impacts of Criteria Air Pollutants from Construction

Activities. (GSW DSEIR p. 5.4-28; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response PD-3.) Construction of the Project would generate emissions of fugitive dust and criteria air pollutants. The Project Sponsor, through its contractors, would be required to implement dust control measures in compliance with the requirements of the Construction Dust Control Ordinance, which would ensure that the construction-related impacts due to fugitive dust would be less than significant.

Estimated emissions of criteria air pollutants indicate that average daily construction emissions of PM₁₀ and PM_{2.5} would be below the applicable thresholds. Emissions of ROG and NO_x, however, would exceed the applicable significance thresholds. Implementation of Mitigation Measure M-AQ-1: Construction Emissions Minimization would reduce ROG and NO_x emissions, but additional implementation of Mitigation Measure M-AQ-2b: Emission Offsets would be further required to reduce NO_x emissions to below the applicable threshold. However, because implementation of emissions offsets is dependent in part on the actions of a third party and a specific emission offset project has not yet been identified, this measure is not fully within the control of the Project Sponsor. As such, the impact related to regional emissions of criteria pollutants during construction is conservatively considered significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

2. Impact AQ-2: Impacts of Criteria Air Pollutants from Project Operations.

(GSW DSEIR p. 5.4-37, FSEIR, Chapter 12, Section 12.2.1; Response AQ-1; Response AQ-4; Response AQ-6; Response AQ-7.) Operation of the Project would include a variety of sources that would contribute to long term emissions of criteria air pollutants (ROG, NO_x, PM₁₀, and PM_{2.5}). These sources would include new vehicle trips, maintenance and operation of standby diesel generators, boilers, and area sources such as landscape equipment and use of consumer products. Calculations of average daily and maximum annual emissions indicate that the Project without mitigation would result in levels of ROG and NO_x that would exceed significance thresholds; this would be a significant impact. Mitigation Measures M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the severity of the impact. However, this impact is conservatively considered significant and unavoidable with mitigation because implementation of an emissions offset project is dependent in part on

the actions of a third party and a specific emission offset project has not yet been identified, beyond the control of the Project Sponsor.

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

IVA. SIGNIFICANT CUMULATIVE IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Transportation and Circulation

1. Impact C-TR-2: Project Traffic Contribution to Cumulative Impacts at Multiple Intersections. (GSW DSEIR p. 5.2-212; RTC, Response TR-2.) Overall, combined for all analysis peak hours, the Project would result in cumulative impacts, or contribute to 2040 cumulative impacts at the following 16 study intersections: King/Third Streets, King/Fourth Streets, King/Fifth Streets/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, Third/South Streets, Third/16th Streets, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, Mariposa Street/I-280 northbound off-ramp, and Third/Cesar Chavez Streets. As noted above, the Project would result in Project-specific impacts or contribute considerably to cumulative impacts at nine intersections during the weekday p.m. peak hour, and at the eight intersections during the Saturday evening peak hour. Implementation of Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events, Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee, and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions; however, these impacts would remain significant and unavoidable with mitigation.

With implementation of the off-site parking facilities as part of Mitigation Measure M-TR-11c, the Project would also result in cumulative impacts, or contribute to 2040 cumulative impacts at 16 study intersections; however, significant traffic impacts would not occur at the intersections of Fourth/16th Streets or Mariposa Street/I-280 northbound off-ramp, and

instead would occur at the intersections of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp and Pennsylvania Street/I-280 southbound off-ramp. Therefore, the Project's contribution to this 2040 cumulative impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

2. Impact C-TR-3: Project Traffic Contribution to Cumulative Impacts at Freeway Ramps. (GSW DSEIR p. 5.2-220; RTC, Response TR-2.) The Project, in combination with past, present, and reasonably foreseeable development in San Francisco, would contribute considerably to cumulative traffic impacts at three freeway ramps (i.e., I-80 eastbound on-ramp at Fifth/Bryant Streets, I-80 westbound off-ramp at Fifth/Harrison Streets, and I-280 southbound on-ramp at Mariposa Street). Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions but would not mitigate the contribution to less-than-significant levels. Therefore, the Project's contribution to cumulative impacts at the ramp locations is considered significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

3. Impact C-TR-5: Project Traffic Contribution to Cumulative Impacts to Regional Transit. (GSW DSEIR p. 5.2-226; RTC, Response TR-2.) The Project would result in significant cumulative transit impacts to regional transit. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14:

Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, although not to less than significant levels. Accordingly, the Project's cumulative impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

Mitigation Measure M-TR-14: Additional BART Service to the East Bay During Overlapping Events

B. Noise

1. Impact C-NO-2: Project Contribution to Cumulative Impacts on Crowd and Traffic Noise. (GSW DSEIR p. 5.3-42; RTC, Response NOI-2b.) Operation of the Project would contribute to ambient noise levels in the Project vicinity. Cumulative increases in roadway traffic noise would be significant and unavoidable during events even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts. (GSW DSEIR p. 5.4-55; FSEIR, Chapter 12, Sections 12.2.1, 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response AQ-7.) The analysis of construction-related and operational criteria pollutant impacts (Impact AQ-1 and Impact AQ-2, respectively) assesses whether the Project would be considered to result in a cumulatively considerable contribution to regional and localized air quality impacts. Mitigation Measure M-AQ-1: Construction Emissions Minimization, Mitigation Measure M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the Project's contribution to the cumulative impact, although it cannot be certain that Project's contribution would be reduced to less than cumulatively considerable. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

D. Utilities and Service Systems

1. Impact C-UT-2: Wastewater Treatment Capacity (GSW DSEIR p. 5.7-16; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-5; Response UTIL-6.) The SFPUC has determined that the Project in combination with full build out of Mission Bay South would result in wastewater flows that could exceed the capacity of the Mariposa Pump Station and associated force mains and conveyance piping. Therefore, improvements to the Mariposa Pump Station and associated facilities would be required to accommodate the cumulative wastewater flows. While temporary or interim measures to accommodate the flows would not result in significant environmental effects because they would be operational or internal to the pump stations, construction of the permanent improvements could potentially result in significant environmental effects. Because specific plans and design for permanent pump station improvements and associated force mains and conveyance piping have not been finalized and CEQA environmental review has not been completed, it is not possible at this time to conclude whether impacts resulting from these improvements could be mitigated to a less than significant level. Furthermore, implementation of any improvements to the City's pump stations and force mains is outside of the Project Sponsor's control and there is uncertainty in timing as to when the SFPUC will be able to complete the necessary capacity improvements. Therefore, this would be a significant and unavoidable impact related to requiring construction of new wastewater facilities or the expansion of existing wastewater facilities in the Mariposa sub-basin the construction of which could cause significant environmental impacts, with no feasible mitigation available to the Project Sponsor.

Cumulative wastewater flows could also exceed the capacity of the Mission Bay Sanitary Pump Station, resulting in a significant impact related to construction and/or expansion of related wastewater facilities. However, the Project's contribution would not be cumulatively considerable (i.e., it would be less than significant) because the Mission Bay Sanitary Pump Station was designed to accommodate 0.29 mgd of wastewater flows from the project site, and the Project would discharge only 0.182 mgd to the pump station which would be within the remaining capacity at the pump station. Even so, for the reasons mentioned in the first paragraph above, impacts relating to the construction of expanded wastewater treatment capacity would be significant and unavoidable.

2. Impact C-UT-4: Wastewater Demand (GSW DSEIR p. 5.7-19; RTC, Response UTIL-5.) The SFPUC has determined that there is currently inadequate capacity to serve the Project's wastewater demand in combination with anticipated increased wastewater

flows from other projects (including UCSF's demand and other reasonably foreseeable development). The impact analysis determined that the Project's contribution to this impact would be cumulatively considerable, and therefore, this cumulative impact on the wastewater system was determined to be significant and unavoidable with mitigation. Implementation of Mitigation Measure M-C-UT-4, Fair Share Contribution for Pump Station Upgrades, would offset the Project's contribution to this impact. The measure would require the Project Sponsor to contribute its fair share to the SFPUC for the required improvements to the Mariposa Pump Stations and associated wastewater facilities. However, because the necessary improvements have not been completely defined and implementation of the improvements to the City's wastewater system is outside of the Project Sponsor's control, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-C-UT-4: Fair Share Contribution for Mariposa Pump Station Upgrades

V. EVALUATION OF ALTERNATIVES

This section describes the Project as well as the Project alternatives (the “Alternatives”) and the reasons for approving the Project and for rejecting the Alternatives. This section also outlines the project objectives and provides a context for understanding the reasons for selecting or rejecting alternatives.

CEQA mandates that an EIR evaluate a reasonable range of potentially feasible alternatives to a proposed Project or the Project location that would meet most of the project objectives while reducing or avoiding any of the significant environmental impacts of the proposed Project. CEQA requires that every EIR also evaluate a “No Project” alternative. Alternatives provide a basis of comparison to the Project in terms of their significant impacts and their effectiveness in meeting project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing the significant environmental impacts of the Project.

After an extensive alternative screening and selection process, OCII selected three alternatives, in addition to the Project, to carry forward for detailed analysis in the GSW SEIR:

- Alternative A: No Project Alternative
- Alternative B: Reduced Intensity Alternative
- Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

These alternatives adequately represent a range of potentially feasible alternatives to the Project as required under CEQA.

The GSW SEIR also analyzed two Project variants:

- Third Street Plaza Variant

- Muni UCSF/Mission Bay Station Variant

The GSW DSEIR noted that the Third Street Plaza Variant also served as an alternative to the Project because it would meet all of the project objectives and would lessen or avoid a significant environmental impact of the Project. Specifically, the Third Street Plaza Variant would lessen or avoid the Project's potential wind impacts, which the GSW DSEIR conservatively identified as significant and unavoidable with mitigation. After publication of the GSW DSEIR, the Project Sponsor identified minor refinements that have been incorporated into the Project that will reduce the Project's wind impacts to less than significant with mitigation. Therefore, because the Third Street Plaza Variant no longer lessens or avoids a significant environmental impact of the Project, it is now properly treated as a Project variant, and not a true alternative to the Project. As explained above, the environmental impacts of the Project and the Third Street Plaza Variant would be the same and the same mitigation measures would apply, except that no mitigation would be required to reduce wind impacts of the Third Street Plaza Variant to a less than significant level. As further explained above, OCII is approving the Project so either the Project or the Third Street Plaza Variant may be implemented by the Project Sponsor, at the sponsor's election.

The GSW FSEIR noted that the Muni UCSF/Mission Bay Station Variant would result in an incremental noise reduction at Hearst Tower, and therefore, an incremental reduction in the crowd noise impact identified in the GSW DSEIR as significant and unavoidable. Even with the incremental reduction, however, the Project could still result in a substantial increase in noise levels and the incremental reduction would not be sufficient to reduce the impact to a less-than-significant level. In any event, as explained above, the Muni UCSF/Mission Bay Station Variant has been incorporated into the Project approved by OCII and thus need not be discussed in this section.

A. Reasons for Selection of the Project

The Project will meet all of the Project Objectives identified above in Section IC, and will provide numerous public benefits as explained in greater detail in Section VI.

1. *Construct a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.*

The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by

NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

2. *Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.*

The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood. The Project is also financially feasible for the Project Sponsor and will provide substantial tax revenue available for OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

3. *Develop a project that meets high-quality urban design and high-level sustainability standards.*

The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to Leadership in Energy and Environmental Design ("LEED®") Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.

4. *Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.*

The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including Caltrain, Bay Area

Rapid Transit, AC Transit, Golden Gate Transit, other regional carriers. The Project will also implement a number of off-site roadway network and curb regulations, and transit network, pedestrian and bicycle network improvements in the project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements.

Further, as part of the Project, the Project Sponsor prepared and will implement a TMP. The TMP is a management and operating plan to facilitate multimodal access at the event center during Project operation. The TMP includes various management strategies designed to reduce use of single-occupant vehicles and to increase the use of rideshare, transit, bicycle, and walking for trips to and from the project site.

5. *Provide adequate parking and vehicular access that meets NBA and project sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.*

The Project provides adequate parking and vehicular access that meets NBA and the Project Sponsor's reasonable needs for the event center and serves the needs of Project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.

6. *Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.*

The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the limited availability of such world class facilities. The City is currently unable to attract or accommodate certain events because there are no venues in the city with the flexibility for such small or large seating capacities that can accommodate such events. With the event center, the City will be able to accommodate such events, for which there is a high demand in the City.

7. *Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.*

The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the

objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.

The Project also meets the major redevelopment objectives of the Mission Bay South Redevelopment Plan. These major redevelopment objectives are also the primary objectives of the Mission Bay South Redevelopment Plan as set forth in the Mission Bay FSEIR. (GSW DSEIR, p. 3-4.)

1. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.
2. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco (“UCSF”), which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan.
3. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Area.
4. Replanning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.
5. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.
6. Providing opportunities for participation by owners in the redevelopment of their properties.
7. Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by the construction of up to approximately 3,440 very low-, low- and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.
8. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of up to

approximately 335,000 Leasable square feet of retail space and a hotel of up to 500 rooms and associated uses, depending on the amount of residential uses constructed in the Hotel land use district, and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

9. Facilitating emerging commercial-industrial sectors including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
10. Facilitating public transit opportunities to and within the Plan Area to the extent feasible.
11. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.
12. Achieving the objectives described above in the most expeditious manner feasible.

The Project is consistent with all of the above major redevelopment project objectives. The successful completion of the Plan Area is dependent on economically feasible land uses, such as the Project, that will provide the revenues to repay the bonded indebtedness used to build the public infrastructure for the area. The Project will improve underutilized blocks within the Plan Area and will provide substantial economic benefits within the Plan Area.

The area surrounding the Project has already been substantially built out with commercial, industrial and other uses. Construction of the Project would develop one of the few remaining vacant and under-utilized parcels in this area. In doing so, the Project would secure the Property, increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail, restaurant, and entertainment uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay's street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus.

Furthermore, the Project includes implementation of several improvements to the existing public transit network and open space near the Property. For example, the Project will provide expanded Mission Bay Transportation Management Association ("TMA") shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay

South. These shuttle service improvements would be an integrated part of the Mission Bay TMA network and would continue to be free of charge for all residents and employees in Mission Bay, regardless of their origin or destination. The Project would enhance Plan Area open space through the creation of a substantial public plaza and creation of enhanced public views, including the elevated view terrace located on the Bayfront Terrace and overlooking the Bayfront Park and the Bay beyond. The Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space.

B. Environmentally Superior Alternative

CEQA Guidelines section 15126.6 requires that each EIR identify the “environmentally superior alternative” among those considered. If the No Project Alternative is identified as environmentally superior, then the EIR must also identify the environmentally superior alternative among the other alternatives. (CEQA Guidelines, § 15126.6, subd. (e)(2).)

As discussed in the SEIR, Alternative A, the No Project, would result in substantially less severe environmental impacts than the Project. However, per CEQA Guidelines Section 15126.6, if the environmentally superior alternative is the “no project” alternative, an EIR shall also identify an environmentally superior alternative among the other alternatives. The three remaining alternatives consist of the Reduced Intensity Alternative, the Off-site Alternative at Piers 30-32 and Seawall Lot 330, and the Third Street Plaza Variant. As discussed more fully below, *infra* Section VC, the Reduced Intensity Alternatives would result in somewhat less severe environmental impacts than the Project, including transportation, noise, air quality, and wastewater demand; however, this alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would more effectively avoid and substantially reduce the severity of a number of significant impacts related to noise, air quality, and utilities that were identified for the Project; however, this alternative would result in substantially more severe significant impacts related to noise, vibration, and air quality, and also introduce new significant and unavoidable adverse impacts related to transportation and biological resources that would not occur under the Project. The Third Street Plaza Variant would have all of the same significant impacts as the Project.

Therefore, overall, the Reduced Intensity Alternative is considered the environmentally superior alternative, because it would reduce the severity of adverse environmental effects across a broad range of environmental resources and would not result in any new significant environmental impacts. (See also GSW DSEIR, pp. 7-99 – 7-109, 8-1 – 8-14.)

C. SEIR Alternatives Rejected and Reasons for Rejection

The OCII Commission rejects the Alternatives set forth in the FSEIR, and listed below, because the OCII Commission finds that there is substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this section and elsewhere in the record on these proceedings under CEQA Guidelines section 15091, subdivision (a)(3), that make the Alternatives infeasible. In making these determinations, OCII is aware 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, social, legal, and technological factors.” (Pub. Resources Code, § 21061.1; see also *Goleta II*, *supra*, 52 Cal.3d at p. 565.) OCII is also aware that under CEQA case law the concept of “feasibility” encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of the 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. (See, e.g., *City of Del Mar*, *supra*, 133 Cal.App.3d at p. 417; *Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715; *CNPS*, *supra*, 177 Cal.App.4th at p. 1001.)

1. Alternative A: No Project Alternative

Under the No Project Alternative, the Golden State Warriors organization would not relocate to San Francisco, and Blocks 29-32 in the Mission Bay South Plan Area would not be developed with the event center and mixed-use development described in Section I. Instead, it is assumed that in the short term, the Warriors organization would exercise its option to stay in Oakland, and accordingly, the team would continue to play its home games at Oracle Arena and lease their management offices and practice facility at the Oakland Convention Center in Oakland. Oracle Arena, built in 1966 and remodeled in 1996, is the oldest facility still in use by the NBA. Therefore, under this alternative, it is likely that the Warriors organization would either build a new arena at its current location or relocate and build a new facility in the long term in the Bay Area or elsewhere.

Currently, there are no other development proposals pending at Blocks 29-32, but given its prime location, existing entitlement, and ongoing development on similar sites adjacent to or near to Blocks 29-32, it is reasonable to expect that development at Blocks 29-32 would occur in the foreseeable future. Thus, the No Project Alternative does not assume that the project site at Blocks 29-32 would remain under its current vacant conditions, but rather that the site would be developed. Consistent with CEQA Guidelines Section 15126.6, subdivision (e)(2), this scenario represents what is reasonably expected to occur in the foreseeable future if the Project were not approved, based on current plans, available infrastructure, and community services. Specifically, the No Project Alternative assumes that Blocks 29-32 would be developed with another mixed-use development project consistent with the restrictions and controls established in the Mission Bay South Redevelopment Plan and the South Design for Development.

For the purposes of the GSW DSEIR, a hypothetical development scenario was developed that conforms to the Mission Bay South Redevelopment Plan and associated Design for Development, which allows all building to be a maximum of 90 feet in height, except for one 160-foot high tower on Block 29. The No Project Alternative assumes that approximately 1,056,000 gross square feet (“gsf”) of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. There would be no event center. The commercial/industrial uses would presumably consist of office and research/development uses, with a 13-story, 160-foot tall office tower located on Block 29 along Third Street and varying heights of office mid-rise buildings, all less than 90 feet in height, throughout Blocks 29, 30, 31, and 32. One- to two-story retail uses would be located at the corner of Third and South Streets on Block 29 and along the re-aligned Terry A. Francois Boulevard on Block 30. There would be two, above-grade, five- to five-and-a-half-story parking structures, one on South Street and one on 16th Street, with 1,050 parking stalls on-site, plus 132 spaces off-site at the South Street garage, for a total of 1,182 spaces. It is assumed that publicly accessible open spaces would be provided amidst the office buildings. Possible future uses for this hypothetical development scenario could include biotech uses, UCSF-related uses, or a wide variety of private or public uses that are allowed as principle uses under the Mission Bay South Redevelopment Plan.

This scenario assumes that no further CEQA environmental review would be required beyond the Mission Bay FSEIR and that no amendments to the Mission Bay South Redevelopment Plan or Design for Development would be needed, although OCII would make a final determination as to the need for supplemental CEQA environmental review or minor changes to Mission Bay planning documents on a project-specific basis.

The No Project Alternative is rejected as infeasible for the following reasons:

(a) Environmental Impacts: The No Project Alternative would result in similar impacts to those disclosed in the Mission Bay FSEIR and would be subject to all mitigation measures identified in the Mission Bay FSEIR applicable to Blocks 29-32. Many impacts of the No Project Alternative would also be similar to those of the Project. This is because many of the impacts would result from the conversion of a vacant parcel at this same location to a fully developed City block, regardless of the type of the development, and the same or similar mitigation or improvement measures identified for the Project would apply to the No Project Alternative. As explained in the GSW DSEIR, however, the No Project Alternative would reduce or avoid numerous significant impacts of the Project. (GSW DSEIR, pp. 7-32 to 7-46.) Overall, the No Project Alternative would result in substantially less severe environmental impacts than the Project but would fail to meet the basic objectives of the Project, as explained below.

(b) Project Objectives: This alternative would not meet, or would substantially reduce the ability to meet, the project objectives identified in the GSW FSEIR. The No Project Alternative would fail to achieve the primary objective of the Project Sponsor of constructing a new multi-purpose event center and home court for the Golden State Warriors NBA basketball team that

can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500 and expands opportunities for the City's tourist, hotel and convention business. Further, this alternative would not optimize or provide public transit, pedestrian, parking, and vehicular and bicycle access to an event center, nor would it provide the City with a 3,000 to 4,000 seat performing arts venue. Lastly, because the No Project Alternative would substantially reduce the scale of development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to "[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project." As explained below, the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The No Project Alternative includes a substantially reduced amount of development compared to the Project, which would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Specifically, the No Project Alternative assumes that approximately 1,056,000 gsf of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. The Project, by comparison, includes a total of 1,955,000 gsf of development. The property tax base, and therefore the tax increment bonding capacity, is driven directly by the construction costs associated with each project, as well as assumptions about whether those buildings are sold at market value, or remain on the tax rolls at construction value. As explained in greater detail below, the OCII Commission finds that reducing the intensity of development at the site to the levels proposed under the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII. The No Project Alternative includes even less development than the Reduced Intensity Alternative (1,087,700 total gsf for the No Project Alternative compared to 1,548,000 total gsf under the Reduced Intensity Alternative). Therefore, the OCII Commission finds that the No Project Alternative would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. OCII considers this to be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to "[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project."

The OCII Commission rejects the No Project Alternative on each of these grounds independently. The OCII Commission finds each of these reasons to be sufficient independent grounds for rejecting the No Project Alternative as infeasible.

2. Alternative B: Reduced Intensity Alternative

The Reduced Intensity Alternative was designed to reduce transportation and construction-related impacts that were identified for the Project. This alternative is identical to the Project with respect to the event center's design and siting on Blocks 29-32, but the mixed use development of commercial-industrial-retail uses throughout the rest of the site would be reduced in scale by 40 percent. The office uses would be reduced from 580,000 to 373,000 gsf, retail uses would be reduced from 125,000 to 75,000 gsf, and on-site, subgrade parking reduced from 950 to 750 stalls. The total development would be reduced from 1,955,000 to 1,673,000 gsf, or a reduction of 282,000 gsf. Reducing the size of the event center was considered, but was determined not to be potentially feasible due to the current standards of the NBA for professional basketball games, the current market demand for season tickets, and the likelihood that reducing the size or scale of the event center would not avoid or lessen the significant and unavoidable transportation-related impacts.

In addition, there would be only one instead of two 160-foot-tall office towers; the tower at Third and 16th Streets would be lowered by seven floors, such that the height of this structure would be 55 feet instead of 160 feet. Retail uses would be reduced across the project site, with 5,000 gsf less at the South Street podium, 5,000 gsf less at the Gatehouse, 11,000 gsf less at the 16th Street podium, and 29,000 gsf less at the food hall complex at South Street and Terry A. Francois Boulevard. Like the Project, the same gatehouse would be located mid-block along Third Street, and vehicle access would be from South and 16th Streets. The area of open space would be the same as that for the Project (i.e. 3.2 acres).

Operations under the Reduced Intensity Alternative would be essentially the same as that for the Project. The event center operations would be identical, as described in the GSW DSEIR, Chapter 3, Table 3-3. Operations of the office and retail uses would be expected to be the same as for the Project, though reduced in scale commensurate with the reduced gross square footage of uses. For the purposes of this alternatives analysis, it is assumed that the Reduced Intensity Alternative would incorporate the same design standards, infrastructure improvements, and transportation management planning assumptions as those under the Project.

The Reduced Intensity Alternative is rejected as infeasible for the following reasons:

(a) Environmental Impacts:

Impacts of the Reduced Intensity Alternative would be similar to those of the Project with respect to nearly all resource areas. This is because many of the impacts would result from the development of a vacant parcel with an event center and mixed-use development, regardless of

the size of the mixed-use development. And in all cases, the same mitigation or improvement measures identified for the Project would apply to the Reduced Intensity Alternative.

The Reduced Intensity Alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. Nor would the Reduced Intensity Alternative result in any changes to the significance determinations identified for the Project, and all mitigation measures would apply to this alternative. However, the Reduced Intensity Alternative would have similar but slightly less severe significant impacts than the Project (i.e., the significance determination would be the same but the severity, magnitude and/or frequency of the impact would be notably less) with respect several resource areas, as explained in the GSW DSEIR. (GSW DSEIR, pp. 7-66 to 7-67.) Overall, the Reduced Intensity Alternative would not provide substantial environmental benefits in comparison to the Project.

(b) Project Objectives:

This alternative would not meet, or would substantially reduce the ability to meet, the project objectives identified in the GSW SEIR. Because the Reduced Intensity Alternative would include an event center identical to the Project, this alternative would meet the project objectives related to providing a venue for sporting events, entertainment, and convention purposes. However, because the Reduced Intensity Alternative would substantially reduce the scale of office development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.” As explained below, the reduction in office space would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The Reduced Intensity Alternative would substantially jeopardize the economic feasibility of the Project and would reduce the economic benefits the Project will provide for the Mission Bay area, as well as the entire City. The components of the Project other than the event center, such as the office buildings and retail component, are critical to the Project’s overall economic model. The Reduced Intensity Alternative would reduce the overall size of the Project by reducing the non-event center components; the retail component of the Project would be reduced from 125,000 square feet to 75,000 and the non-GSW office component from 580,000 to 373,000, for a total reduction of 282,000 square feet. In addition, the on-site parking garage would be reduced from 950 to 750 spaces. The retail programming for the Project is necessary to provide an active and lively visitor-serving destination, and a sufficiently sized amount of retail is

necessary to ensure the attractiveness of the event center to prospective patrons. However, supporting the retail tenants on non-event days is an important factor in attracting and maintaining a vibrant retail tenant base. As a result, the office components of the Project will afford the retail proprietors the benefit of an on-site population of potential customers, even on days when the Event Center is not active. Thus, the significant reduction in the office component under the Reduced Intensity Alternative would necessarily result in a reduced potential customer base, thereby increasing the potential risk of any prospective retail tenant.⁵ Consequently, the Reduced Intensity Alternative would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Furthermore, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Compared with the Project, the Reduced Intensity Alternative would lead to a reduction over the next 25 years of approximately \$45 million (\$11.7 million to the normal taxing entities, \$9 million to affordable housing, and \$24.3 million to parks and open space and infrastructure).⁶

It is anticipated that, because of immediate needs and contractual obligations, OCII will issue bonds against certain of these revenues to provide immediately available funds to advance goals around affordable housing and infrastructure, especially important in a growing community like Mission Bay. The potential financial consequences of going forward with the Reduced Density Alternative can be determined through a series of typical bonding assumptions (i.e., a 5% interest rate, 25 year amortization, full utilization of all revenue for debt service because debt service coverage is provided by AB1290 subordination, and reserves and issuance costs of approximately 8%). Applying these assumptions to the revenue from Reduced Intensity Alternative results in net proceeds from tax increment bonds sales being lowered by approximately \$13.49 million (\$3.64 million for affordable housing and \$9.85 million for parks and open space and infrastructure) compared with what would occur under the Project. In addition, due to the 2% annual growth (which is not used for debt service), another

⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed project and a lower density alternative, October 13, 2015.

approximately \$7.3 million of direct increment (\$2 million for affordable housing and \$5.3 million for parks and open space and infrastructure) would also be lost compared with what would occur under the Project. These amounts of money foregone under the Reduced Intensity Alternative represents a conservative assessment and the actual amount of lost revenue would likely be much greater.⁷ Thus, the OCII Commission finds that, compared to the Project, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space and critical utility, water quality and transportation infrastructure in the Mission Bay area. OCII considers this to be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Further, the Reduced Intensity Alternative would reduce the ability to meet the long-term planning objectives for the Mission Bay area. As explained above, the Project will increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail and restaurant uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay’s street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus. The retail and office uses included in the Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space. Compared to the Project, the Reduced Intensity Alternative would reduce the ability to meet these redevelopment objectives of the Mission Bay South Redevelopment Plan.

The OCII Commission rejects the Reduced Intensity Alternative on each of these grounds independently. The OCII Commission finds each of these reasons to be sufficient independent grounds for rejecting the Reduced Intensity Alternative as infeasible.

3. Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

The Project Sponsor previously proposed to construct a multi-purpose event center, event hall, public open space, maritime uses, fire station, a parking facility, and visitor-serving retail and restaurant uses on Piers 30-32 along the San Francisco waterfront, south of the Bay Bridge, in

⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed project and a lower density alternative, October 13, 2015.

conjunction with a residential and hotel mixed-use development across The Embarcadero on Seawall Lot 330. As described in the GSW DSEIR, this alternative would be essentially the same as that previous proposal, although without the formerly proposed fire station, since the San Francisco Fire Department has proceeded with a different plan for upgrading its waterfront facilities.

Site Description

Piers 30-32 and Seawall Lot 330 are located along The Embarcadero, between Bryant Street and Brannan Street, just south of the Bay Bridge, and within the jurisdictional boundary of the Port of San Francisco (“Port”). Piers 30-32 is an approximately 12.7-acre rectangular-shaped concrete pier structure that extends east from the bulkhead wharf into the San Francisco Bay. With the exception of Red’s Java House, located on the northwest corner of the piers, Piers 30-32 have no existing on-deck structures and are used for surface parking and an occasional berthing location for cruise ships and other large vessels. Substantial areas of Piers 30-32 are in poor structural condition and can no longer safely support heavy loads such as trucks or large crowds. Seawall Lot 330 is an approximately 2.3-acre paved inland site, located directly across The Embarcadero from Piers 30-32, and currently operates as a surface parking lot. The site is within the City’s Rincon Point-South Beach neighborhood adjacent to several existing residential uses. Piers 30-32 are within an area subject to the San Francisco Bay Conservation and Development Commission (“BCDC”) San Francisco Waterfront Special Area Plan. In addition, Piers 30-32 are within the purview of the State Lands Commission as part of its stewardship of state-owned lands, waterways, and resources and subject to public trust considerations under the Burton Act.

Alternative Description

This alternative assumes the same design and programming as the Project Sponsor’s previously-proposed project at this location, with the only exception being the removal of the fire house and associated San Francisco Fire Department facilities. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would have an event center on Piers 30-32 with the same basketball seating capacity as the Project (18,064 seats), totaling 694,944 gsf (including the GSW offices), plus an event hall covering 25,946 gsf. Also located on Piers 30-32, this off-site alternative would include about 90,000 gsf of retail/restaurant uses, 13,172 gsf for services, about 252,554 gsf for parking and loading, and 1,820 gsf for Red’s Java House, for a total building area of about 1,078,436 gsf. The height of the event center would be 128 feet high, with seven arena levels, height of the retail buildings 32 to 58 feet, with 1 to 3 levels, and the parking would be 31 feet high, with 3 levels. Red’s Java House would be relocated from its current location in the northwest corner of Piers 30-32 to near the southwest corner, and relocation would be conducted consistent with the Port of San Francisco Building Code requirements and the Secretary of the Interior’s Standards for the Treatment of Historic Properties. Other proposed facilities on Piers 30-32 would include a water taxi dock, a “dolphin” berthing structure, and over seven acres of public open space on Piers 30-32. There would be 500 parking spaces at Piers 30-32. Vehicular

access would be at one midblock access point on The Embarcadero, between Bryant and Brannan Streets. Maritime uses include a water taxi dock on the north side and berthing for deep water vessels on the east side.

Seawall Lot 330 would be developed with a combination of residential, hotel, and retail uses (including restaurants and parking) and would be designed to architecturally connect to the development at Piers 30-32. A total of 534,890 gsf of building development is proposed at Seawall Lot 330, consisting of 208,844 gsf of residential, 178,406 gsf of hotel, 29,854 gsf of retail, 106,339 gsf parking, and 11,447 gsf of shared support areas. The development would include a four-story building (ground level plus three podium levels containing a combination of retail, residential, hotel and parking uses) above which a 13-story residential tower would be developed in the south portion of the site (i.e., 17 stories total) and a 7-story hotel tower in the north portion of the site. The tallest structure on Seawall Lot 330 would be the proposed residential tower, which would measure approximately 175 feet at its building rooftop. The hotel would consist of two building wings connected by a multi-level glass bridge, approximately 105 feet in height. The podium building would vary in height, ranging from 20 to 50 feet depending on location, and would incorporate rooftop open space areas. The Seawall Lot 330 development would contain multiple ground-level vehicular and pedestrian/bicycle access points to the site, and a pedestrian/bicycle pathway through the development connecting Main Street and The Embarcadero. A total of 259 vehicle parking spaces are proposed on Seawall Lot 330.

Operations under this alternative are assumed to be essentially the same as those of the Project at Mission Bay, with the same year-round schedule and types of events at the event center, and typical operational schedules for the hotel, residential, and retail uses.

Construction of the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would require approximately 32 months for the entire development, about 6 months longer than the construction schedule for the Project. Unlike the Project, extensive in-water construction activities would be required in the vicinity of Piers 30-32 due to the seismic and structural upgrades to the pier structure that would be required. At or in the vicinity of Piers 30-32, construction activities would include: demolition of portions of the existing Piers 30-32 pier deck; removal and/or disconnection of existing pier piles; installation of new pier piles and reconstruction of the pier deck; dredging within a portion of the Pier 28-30 open water area; strengthening of the seawall and sections of the bulkhead wharf adjacent to Piers 30-32 along The Embarcadero promenade; construction of all above-deck Piers 30-32 development, including foundations, event center structure, retail buildings, parking and loading structure, and open space features; installation of associated on-site utilities; interior finishing, exterior hardscaping and landscaping improvements; installation of floating dock facilities along the north side of Piers 30-32; and installation of frontage improvements along The Embarcadero.

At Seawall Lot 330, construction activities would include: site demolition, clearing and excavation; pile installation and foundation construction; construction of all proposed Seawall

Lot 330 development, including podium structure and residential and hotel towers; installation of associated on-site utilities; interior finishing; exterior hardscaping and landscaping improvements; and installation of frontage improvements along The Embarcadero and Bryant and Beale Streets.

This alternative would require numerous federal and state permits and approvals, including approvals from the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Services, National Marine Fisheries Service, California State Lands Commission, San Francisco Bay Conservation and Development Commission, and California Department of Fish and Wildlife. Local approvals would be required from the San Francisco Planning Commission, San Francisco Port Commission, and the San Francisco Board of Supervisors as well as the San Francisco voters.

It should be noted that this alternative includes a mix of uses different than that of the Project, including new residential and hotel uses and substantially fewer office uses. Because of these differences, this alternative would result in impacts that would not occur for the Project, particularly due to the residential uses. However, the program for this alternative is based on the previous proposal by the Project Sponsor for this site, and was determined to be the most viable mix of uses for this site at the time it was under active consideration.

Under the Off-site Alternative, development at Blocks 29-32 at Mission Bay would not be precluded. Development of the Off-site Alternative could occur concurrently with development of Blocks 29-32 per the Mission Bay Plan, potentially contributing to localized impacts at both sites.

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 is rejected for the following reasons:

(a) Environmental Impacts:

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid or lessen some of the impacts of the Project identified in the GSW FSEIR, but it would also result in different significant impacts — including significant and unavoidable impacts — that would not occur under the Project.

The Off-site Alternative would have slightly more severe impacts than were identified for the Project (i.e., impact determination would change from LS to LSM and would require implementation of additional mitigation measures not required for the Project) with respect to:

- Construction water quality impacts (Impact would change from LS to LSM. There would be greater potential for adverse effects on water quality to occur, as well as more complex mitigation requirements.)
- Water quality impacts associated with trash and littering (Impact would change from LS to LSM.)

The Off-site Alternative would have substantially more severe significant impacts than were identified for the Project (i.e., impact determination would change from LS or LSM to SU or SUM and would require implementation of additional and/or different mitigation measures not required for the Project) with respect to:

- Construction noise levels substantially higher than ambient levels, exceeding Federal Transit Administration (“FTA”) criterion for residential exposure to construction. (Impact would change from LS to SUM.)
- Construction vibration impacts exceeding thresholds for human annoyance at nearby sensitive receptors. (Impact would change from LS to SUM.)
- Cumulatively considerable contribution to construction noise and vibration impacts, assuming other construction activities in the vicinity were to overlap with the construction activities. (Impact would change from LSM to SUM.)
- Exposure of sensitive receptors to increased PM_{2.5} concentrations and cancer risk from toxic air contaminant concentrations during construction and operation and associated contribution to cumulative impacts. (Impact would change from LSM to SUM.)

The Off-site Alternative would have different significant and unavoidable impacts that were not identified for the Project (i.e., new SU or SUM impact and would require implementation of different mitigation measures not required for the Project) with respect to:

- Traffic impacts at different intersections than those identified for the Project. The number of intersections with significant traffic impacts would increase, and these impacts would occur under a greater number of scenarios. Even though the Off-site Alternative would generate fewer vehicle trips than the Project, traffic impacts would be substantially greater due to its more central and congested location closer to downtown. (Impact would be SUM.)
- Construction noise impacts on special-status fish and marine mammals (Impact would be SUM.)

Overall, the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid and lessen several of the environmental impact identified for Project, but it would also result in new and different significant environmental impacts that would not occur under the Project.

(b) Project Objectives:

As described in the GSW DSEIR, the objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are intended to be consistent with the overall objectives of the Mission Bay Redevelopment Plan. (GSW DSEIR, pp. 3-4 – 3-5.) Development at Piers 30-32 and Seawall Lot 330 as proposed in the Off-Site Alternative would not achieve any of the

redevelopment objectives identified for the Mission Bay South Redevelopment Plan, which are described above in Section V.A. However, since it is assumed that an alternative development would occur at Blocks 29-32, it is assumed such development would achieve at least some of the redevelopment objectives identified for the Mission Bay South Redevelopment Plan. As discussed in the context of the No Project Alternative above, it is also reasonable to assume that such an alternative development on Blocks 29-32 would substantially reduce the scale of development at the site as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Therefore, the OCII Commission finds that this alternative would substantially reduce the ability to meet the project objectives within the context of the overall objectives of the Mission Bay Redevelopment Plan.

(c) Other Feasibility and Policy Considerations:

There are numerous uncertainties with regard to the acquisition of all the necessary permits and approvals required for the Piers 30-32 and Seawall Lot 330 site, including permits from the U.S. Army Corps of Engineers, State Lands Commission, San Francisco Bay Conservation and Development Commission (“BCDC”), Port of San Francisco, and voter approval under Proposition B.

Piers 30-32 and SWL Lot 330 are both under the jurisdiction of the Port of San Francisco. The current height limits (which are unchanged from 2012) for those sites are 40 feet and 65-105, respectively. Proposition B, passed by the voters in 2014, requires that any height increase on property within the Port’s jurisdiction from the height limit that existed in June of 2014 must go to the San Francisco voters for approval. Consequently, in order for the proposed project to proceed at those locations, the first step in the entitlement process would be to seek and obtain a height reclassification of the sites at the ballot. Taking a height reclassification to the ballot requires the Project Sponsor wait until the next election, and in advance of that expend significant sums to draft the ballot measure, collect signatures to place it on the ballot, and campaign for its approval.⁸

After completing the height reclassification process (if successful), the project would then commence seeking project approvals, which would require analysis under the California Environmental Quality Act as well as the National Environmental Policy Act (“NEPA”) because the Army Corps of Engineers (a federal agency) has certain permitting authority over the piers. The work required to retrofit the existing piers, which are in poor condition, would be extremely expensive, costing over an estimated \$120 million, and would entail in-water work requiring

⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

certain mitigation measures to protect biological resources. Under the Burton Act, a state law that governs the Port's authority, the Port could not enter into a lease of more than 66 years in length; thus, the maximum term the arena could be leased would be 66 years. As a consequence, the extremely high costs of retrofitting the Piers in order to allow arena construction could only be amortized over a relatively short period of time, making the recovery of the capital costs of the project financially infeasible for the Project Sponsor. In addition, the mitigation measures required to protect biological resources would likely include limiting the months in which construction can occur, particularly in-water work in order to protect the resources. These mitigations serve to increase the construction times and risk.⁹

Finally, the time entailed in pursuing the required two-part entitlement process would take significantly longer than at a site not under the jurisdiction of the Port or subject to federal permitting for in-water construction. Piers 30-32 are also regulated by other state and regional agencies, in addition to the U.S. Army Corps of Engineers. The Project Sponsor's lease at its current location at Oracle Arena expires in 2017 and the Project Sponsor must make a definitive decision about the long-term venue for the team as quickly as possible as a result.¹⁰ Presumably, the Project Sponsor initially anticipated all of the above-described challenges could potentially be overcome and the Event Center at the Piers 30-32 and Seawall Lot 330 site could have been developed in a successful manner within a reasonable period of time. (*Uphold Our Heritage v. Town of Woodside* (2007) 147 Cal.App.4th 587, 600 ["No proponent, whether wealthy or not, is likely to proceed with a project that will not be economically successful."].) However, as of today, in consideration of the circumstances surrounding the Project, including the Project Sponsor's goal of constructing a new NBA Arena in time for the 2018-2019 NBA season, the OCII Commission finds that these uncertainties, combined with other factors, make the alternative infeasible.

Furthermore, development must occur within the Plan Area to further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Piers 30-32 and Seawall Lot 330 are not located within the Plan Area. Therefore, the Off-Site Alternative does not further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Even if, as noted above, an alternative mixed use development project was assumed to be proposed and ultimately developed on the project site in the future if the Off-Site Alternative was selected, OCII finds that such an alternative development on the project site would likely be substantially smaller in scale as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation

⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁰ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

infrastructure. Additionally, one of the major Mission Bay South Redevelopment Plan redevelopment objectives is to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Approving the Off-Site Alternative and assuming an alternative development project would be proposed on the project site in the immediate future would not further the goal to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Therefore, the OCII Commission finds that approval of the Off-site Alternative would not further the Mission Bay South Redevelopment Plan redevelopment objectives. The OCII Commission rejects the Off-site Alternative at Piers 30-32 and Seawall Lot 330 on each of these grounds both collectively and independently. The OCII Commission finds each of these reasons sufficient independent grounds for rejecting the Off-site Alternative at Piers 30-32 and Seawall Lot 330 as infeasible.

D. Alternatives Considered but Rejected from Further Consideration

Alternative Locations

The DSEIR explains that eleven additional alternative locations for the Project were considered but rejected because they either would not achieve most of the basic project objectives, would not reduce or avoid significant environmental Project impacts, and/or do not represent potentially feasible alternatives for other economic, social, or environmental reasons. (GSW DSEIR, section 7.5, pp., 713 through 7-14 and 7-110 through 7-116.) The OCII Commission finds each of these reasons sufficient independent grounds for rejecting these alternative locations as infeasible.

Alternative Locations Proposed After Publication of the GSW DSEIR

Subsequent to publication of the GSW DSEIR and after the end of the public comment period on the GSW DSEIR, a potential alternative site for the Project – near Pier 80 – proposed by a group called the Mission Bay Alliance (“MBA”), was brought to light through local media (“MBA Alternative Site”). MBA subsequently presented the MBA Alternative Site to OCII in a comment letter on October 13, 2015, which was more than two and one half months after the public comment period on the GSW DSEIR had closed. The MBA Alternative Site is an approximately 21-acre site bounded by Cesar Chavez Street, Islais Creek Channel, and Interstate 280. Although this potential site was not presented to OCII until late in the environmental review process, it has been thoroughly vetted and is not considered a feasible option.

First, it should be noted that a similar site is described in the GSW DSEIR. Among the alternative locations that were considered for inclusion in the GSW DSEIR but ultimately rejected was the so-called Pier 80 or India Basin Area, located very close to the newly proposed MBA Alternative Site. The OCII Commission finds each of the reasons provided in the FSEIR for rejecting the Pier 80 or India Basin Site provides sufficient independent grounds for also rejecting the MBA Alternative Site as infeasible.

In any event, the OCII Commission finds that the MBA Alternative Site is not a feasible option for the following additional reasons.

The MBA Alternative Site consists of approximately 12 separate lots located across the street from Pier 80 in San Francisco. About half of the parcels appear to be held by 3-4 different private parties; the other, larger lots are controlled by the City and the Port of San Francisco.¹¹ The SFMTA currently operates a bus acceptance facility at the Port property located at 1399 Marin Street. The SFMTA owns the property at 1301 Cesar Chavez Street, where it operates and is currently expanding its Islais Creek Motor Coach Facility. This facility has been in the planning and acquisition stages since 1990 and once completed, will be among the SFMTA's largest facilities. Furthermore, SFMTA also recently began construction on a maintenance and operations building at the southeast corner of the site, which once completed, will be used to store and service buses and include administrative offices and a community meeting space. SFMTA considers these properties to be "critical" to its mission. The Project Sponsor does not control or own the publicly or privately owned sites and no evidence suggests it would be feasible for the Project Sponsor to acquire such rights.

The parcels located across from Pier 80 are zoned PDR-2 and have heights ranging from 40 feet to 68 feet. The PDR-2 zoning would not allow the office buildings. In contrast to the allowed heights, the proposed Event Center would be 135 feet in height and the office and retail buildings would be 160 feet in height. Thus, the development would not be permitted without approval of ordinances rezoning the permitted uses and height limits in the Planning Code and the Height Maps in order to accommodate the proposed Event Center and office buildings. In the case of the Port property, any increase in height limit would require voter approval due to the passage of Proposition B by the voters in 2014, which requires voter approval for any height increase on Port property.

The MBA Alternative Site would not avoid significant impacts of the Project, and would have more severe transportation, air quality, hydrology and water quality impacts.

Access to this location would require a greater proportion of event attendees to travel by auto, as local and regional transit service in the site's vicinity is limited, and the site is located further from locations accessible via bicycle and walk modes. The T Third light rail line is the primary Muni light rail route that would serve the site. The 19 Polk Muni bus route, with a connection at Evans/Connecticut Streets, runs north to Market Street and connects with the Civic Center BART station, but has limited service during the weekday and Saturday evening and late evening peak periods. The closest BART station is at 24th Street and Mission Street, approximately two miles to the west. The closest Caltrain station is at 22nd Street, under the I-280 freeway, approximately two-thirds of a mile to the north. It offers less train service (fewer trains stop there) than the Caltrain station at Fourth/King Streets, as it is an intermediate station, as opposed to the line terminal at Fourth/King Streets. Due to its remote location, this site would not meet

¹¹ Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

the project objectives to locate the Event Center within walking distance to local and regional transit hubs.

Unlike the project site, the MBA Alternative Site is located in an Air Pollution Exposure Zone. Consequently, this site would likely result in substantially more severe air quality health risk impacts than the Project. The MBA Alternative Site is located directly adjacent to the Islais Creek Channel, and thus would have a greater potential to result in adverse impacts on water quality and aquatic resources due to stormwater runoff into the Bay during both project construction and operation. The MBA Alternative Site is also located within the 100-year flood zone, and accordingly, locating the project here would expose people and structures to a greater risk of loss, injury or death due to flooding than the proposed location outside of the 100-year flood zone. Moreover, because it is directly adjacent to the Islais Creek Channel and is at a low elevation relative to sea level, the MBA Alternative Site would be more vulnerable to flooding in the future due to sea level rise and is more vulnerable to tsunami risk than the project site.¹²

In consideration of SFMTA's active and expanding use and development on a portion of the MBA Alternative Site, the number of private lots included as part of the site (none of which are owned or in the control of the Project Proponent), and the other considerations discussed above, the OCII Commission finds that the MBA Alternative Site could not be assembled in a successful manner within a reasonable period of time taking into account existing development on the site as well as economic, legal, and environmental factors. The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative location.

Alternative Concepts, Designs, and Strategies

In developing the alternatives selected for detailed analysis in the GSW DSEIR, and throughout the environmental review process, OCII, with the assistance of the Planning Department, considered additional alternative concepts, designs, and strategies that could potentially avoid or lessen the Project's environmental impacts. In some cases, the alternative concepts were incorporated into the Reduced Intensity Alternative analyzed in the GSW DSEIR or into the mitigation measures proposed for the Project. In other cases, however, alternative concepts were determined to either be infeasible or to result in the same or more severe environmental impacts compared to those of the Project, and therefore were not included in the range of alternatives carried forward for full analysis. The reasons the alternative concepts, designs, and strategies are rejected are described below.

Alternative Strategy to Reduce Size/Scale of the Event Center

The size and scale of the event center is currently designed to meet the primary objective of meeting the NBA requirements for sports facilities, and specifically for use as the home court for the Golden State Warriors basketball team. The capacity of 18,064 seats is over 1,000 fewer

¹² Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

seats than the average capacity of all current NBA facilities. The 18,064-seat capacity is also well below the capacity of the Warriors' current home court at the Oracle Arena in Oakland.¹³ However, while the event center is designed to meet the specific needs for NBA basketball games, it is also designed on balance to achieve the overall project objectives of providing a year-round venue for a variety of sporting events, entertainment, and convention purposes that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, and job creation.

The 18,064-seat capacity will be the fifth lowest capacity in the NBA, despite the high current market demand for season tickets. Currently, the Warriors have 14,500 season ticket holders and there are over 17,000 people on the waiting list for season tickets. Therefore, the Project Sponsor has indicated that reducing the capacity of the event center below 18,064 is not feasible due to its already small size relative to other NBA facilities and the overwhelming market demand for season tickets.¹⁴

A reduced size event center would also not meet the project objective of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

The viability of attracting top entertainment events, including large touring shows, is influenced primarily by the buildings' gross potential and secondarily by the venues' ability to support large event requirements/logistics such as rigging, space requirements, power, data, lighting and sound. Today's concerts typically tour with 12 to 24 tractor-trailers of equipment, requiring a venue that not only has the infrastructure to mount a 200,000 lb show but is able to compete economically with other markets to attract these type of events to the market. The business model for these events is impacted dramatically by potential attendance, and therefore, most large-scale entertainment events could not occur at the event center if the capacity is reduced below 18,500. Therefore, reducing the capacity of the event center below 18,500 would deprive City residents the opportunity to attend these types of events in the City and would substantially reduce opportunities for the City's tourist, hotel and convention business.¹⁵

Moreover, the City of San Francisco currently lacks a public venue that can compete for "arena" type entertainment attractions. The lack of a state-of-the-art arena venue in the City prevents top

¹³ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹⁴ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

domestic and international music tours, political conventions, major award shows, athletic tournaments, family shows and a variety of other entertainment and sporting events from taking place in San Francisco. The existing venues in San Francisco cannot support these needs and, as a result, over a hundred of the top tours and attractions are currently unable to perform in the City. And there is currently a high market demand for these types of events in the City. The market demand for such attractions in San Francisco is demonstrated by the high demand for similar venues on the Peninsula, such as Levi's stadium, the Shoreline Amphitheatre and HP Pavilion, as well as the existing Oracle Arena.¹⁶

Furthermore, as described above, most of the event center-related impacts could be mitigated with the adopted mitigation measures, and it is unlikely that reducing the size/scale of the event center could effectively or substantially lessen the Project's significant transportation-related impacts.

Detailed traffic modeling of a smaller event center has not been performed. For this reason, it is not possible to determine exactly how small the event center would need to be in order to avoid some or all of the Project's significant and unavoidable traffic impacts. Based on the modeling that has been performed, however, a smaller event center could potentially result in significant impacts at fewer intersections; but, as indicated by the modeling conducted for the No Event scenario, even a substantially smaller Event Center would result in significant and unavoidable traffic impacts including at the intersection of 16th/Seventh/Mississippi Streets. Thus, even a substantially smaller event center than the 18,500-seat event center would still have significant and unavoidable traffic impacts, would not meet NBA standards for an arena, and would not meet the basic project objectives. As a result, this alternative strategy would not effectively avoid or substantially lessen transportation-related impacts. Thus, reducing the size and scale of the event center was screened from further consideration for detailed alternatives analysis. It should be noted, however, that reducing the size of Project features other than the event center were included under the Reduced Intensity Alternative, which is analyzed in the GSW DSEIR.

The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative strategy.

Alternative Strategy to Reduce Number of Events at the Event Center that Would Overlap with SF Giants Games at AT&T Park.

As explained in the GSW FSEIR, it is estimated that there would be a potential for about 32 overlapping events per year, but in rare circumstances there could be as many as 40 events (with varying combined total attendance) in one year. These estimates are based on the following

¹⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

assumptions, which are conservative because they rely on current scheduling information and do not account for any advanced coordination between the SF Giants and the Golden State Warriors, or internal schedule coordination at the event center:

- Overlap with Golden State Warriors games. The regular NBA (late October through mid-April) and regular baseball seasons (April through September) overlap slightly in the first half of April, and for both teams, only half of the games are home games. Conservatively, about 2 games per year could overlap during the regular season. If either or both of the Warriors and SF Giants were to move on to the post season, there would be increased likelihood of overlapping events, with up to approximately five additional overlapping events if both teams were to advance to their respective championship final series in the same year.
- Overlap with concerts. As indicated in Chapter 3, Project Description, Table 3-3, the major concert season is fall, winter, and early spring. Thus, of the 45 yearly concerts, about 20 could overlap with the regular baseball season, but at most, only half of these (10) are estimated to occur on the same day as a SF Giants home game.
- Overlap with family shows. As indicated in Chapter 3, Project Description, Table 3-3, the approximate 55 family shows would be distributed throughout the year on Wednesday through Sunday. Since the SF Giants play for six months of the year during the regular season, it is assumed that half of the family shows (27) would occur during the baseball season (April through September), but the SF Giants only play home games at AT&T Park for half of that time, leaving 14 days of possible overlap. However, the SF Giants also play games on Monday and Tuesday when there would be no family shows. So about 10 of the family shows are estimated to occur on the same day as a SF Giants home game.
- Overlap with other non-Golden State Warriors sporting events. Of the approximate 30 other non-Golden State Warriors sporting events that would be held at the event center, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games, or about 7 events.
- Overlap with conventions/corporate events. Of the approximate 31 conventions or corporate events, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games. However, these events would almost exclusively be during the day, and only about 35 percent of the SF Giants games are day games; this indicates the potential for an estimated 3 overlapping events.

Based on league schedules and concert scheduling as described in the GSW FSEIR, it is anticipated that in a regular year, on average, there is a possibility of about nine large events

(about 12,500 or more attendees) at the event center overlapping with a SF Giants evening game at AT&T Park (i.e., two basketball games and seven concerts) annually. If either or both teams make it to their respective championships, the number of large events overlapping could moderately increase; however, it is unlikely that this scenario would occur on a regular basis.

The OCII Commission has considered whether there are feasible strategies to further reduce the number of events at the event center that would overlap with SF Giants games at AT&T Park in an effort to reduce potential environmental impacts. For the following reasons, however, the OCII Commission finds that it is not feasible to reduce the number of overlapping events.

First, the NBA schedule, and therefore, the Warriors schedule is beyond the Project Sponsor's and OCII's control. Similarly, the Major League Baseball ("MLB") schedule, and therefore, the SF Giants schedule is also beyond the Project Sponsor's and OCII's control. In other words, because neither the lead agency or responsible agencies nor the Project Sponsor has any control over MLB or NBA schedules, it is not possible to reduce the number of Warriors basketball games that overlap with SF Giants baseball games at AT&T Park.

Second, there is no feasible strategy to reduce the number of concerts, family shows, or conventions/corporate events at the event center that would overlap with SF Giants Games at AT&T Park. The financial model of most venues, such as the event center, is predicated on programming the venue for a variety of shows and events over the course of the year. The costs of developing and constructing a new event venue, or even the more limited costs of rehabilitating an existing venue, demand that the venue be utilized throughout the year in order to most effectively amortize the costs of the facility. In other words, the event center must host year-round events because the business model (particularly where the venue is privately financed) demands year-round revenue to be economically successful.¹⁷ Therefore, it is not feasible to prohibit events at the event center during the SF Giants baseball season. Moreover, prohibiting events during the SF Giants baseball season would be inconsistent with the overall Project purpose of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes.

Third, shifting of event start times for most entertainment attractions can be difficult or impossible, particularly without sufficient advance notice of the need to make such a request. The difficulty in doing such is driven primarily by the requirements of the client (tour management), which falls outside the control of the promoter or the venue operator. Most arena events are routed months and sometimes more than a year in advance. The event is designed in almost all circumstances to be able to play the venue in a single day (load-in, show, load-out). The tour maintains an extremely regimented schedule for all venues played across the country

¹⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

and internationally in order to efficiently and effectively move the show from venue to venue, which can include dozens of tractor trailers, tour buses, and support vehicles. It is very common for the show to load-out in one city and travel a significant distance, in some cases hundreds of miles, in order to load-in in another city the next morning. The artists' travel arrangements, as well as the logistics to move the show from city to city, are carefully choreographed, which makes it extremely difficult to alter any schedules, including show start times. Similar circumstances apply to moving a show date. The tours are routed as much as a year in advance.¹⁸

Any requirements that would necessitate that shows move to alternate dates would in almost all circumstances result in an event cancellation as the tour and artists' schedule and logistics could not absorb such a move due to the ongoing commitments of the tour. As a consequence, while some staggering of start times may at times be possible with sufficient advance notice, there are practical, industry-driven limits on how often one could successfully negotiate staggered start times. In short, there is an inherent degree of temporal inflexibility built into the industry model for road shows. Thus, to be able to attract and accommodate the type of events that are both desirable and financially necessary for the Project, it is not possible to prohibit events from occurring at the event center during times that might overlap with an SF Giants game at AT&T Park.¹⁹

Additionally, reducing the number of events that might overlap with an SF Giants game at AT&T Park would not decrease magnitude of the Project's traffic impacts on days when overlapping events occur. Therefore, a reduction in overlapping events would not effectively avoid or substantially lessen the magnitude of the Project's transportation-related impacts identified in the FSEIR. Furthermore, the OCII Commission finds that a limit on overlapping events is infeasible from an economic and policy perspective because a restriction, such as an overlapping event restriction, that results in a reduction in the number of events held at the Event Center annually would directly impact the public revenues generated by events held at the Event Center that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative strategy.

¹⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

VI. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to CEQA section 21081, subdivision (b), and CEQA Guideline 15093, the OCII Commission hereby finds, after consideration of the FSEIR and all other 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 of the Project 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, the OCII Commission will stand by its determination that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the preceding findings, which are incorporated by reference into this Section, and in the documents found in the Record of Proceedings, as defined in Section I.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, the OCII Commission specifically finds that there are significant benefits of the Project to support approval of the Project in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. The OCII Commission further finds 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, and to the extent, feasible. All mitigation measures proposed in the FSEIR that are applicable to the Project are adopted as part of this approval action. Furthermore, the OCII Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

The Project has the following benefits:

- The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities and can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will

benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

- The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood.
- The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to LEED® Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.
- The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including train and ferry and therefore will promote public transit and further the City's Transit First Policy. The Project will also implement a number of off-site roadway network and curb regulations, transit network, pedestrian and bicycle network improvements in the project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements, that will substantially benefit the community.
- The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the current lack of a world class facility in the City. The City is currently unable to attract or accommodate certain events because there are no venues in the city that can accommodate such events. With the event center, however, the City will be able to accommodate such events, for which there is a high demand in the City.
- The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.
- The Project will provide substantial tax revenue available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

- The Project will generate thousands of jobs for residents of Mission Bay and the City of San Francisco area during both construction and operation.

In summary, the development and revitalization of the Mission Bay area and the betterment of the quality of life for the residents of this community is one of OCII's highest priorities. Having considered these benefits, the OCII Commission finds that the benefits of the Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.

**COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE
RESOLUTION NO. 70-2015**

Exhibit B – Mitigation Monitoring and Reporting Program

For the Mitigation Monitoring and Reporting Program, please see Enclosure 2 of the SFMTA Calendar Item.