

[Term Sheet Endorsement - Forest City Development - Development of Pier 70 Waterfront Site - Fiscal Feasibility]

**Resolution finding the proposed development of the Pier 70 Waterfront Site, an approximately 28-acre site located in the southeast corner of Pier 70, fiscally feasible under Administrative Code, Chapter 29, and endorsing the Term Sheet between Forest City Development California, Inc., a California corporation and the Port Commission.**

WHEREAS, The San Francisco Port Commission (the "Port" or "Port Commission") has jurisdiction over Pier 70, a 69-acre historic shipyard property situated along San Francisco's Central Waterfront, just south of Mission Bay, generally bounded by Mariposa Street to the north, Illinois Street to the west, 22nd Street to the south, and San Francisco Bay to the east; and

WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at Pier 70 and built a public consensus for Pier 70's future that nested within the policies established for the Eastern Neighborhoods-Central Waterfront and resulted in a strong policy framework that also set forth strategies for Port development offerings and implementation initiatives; and

WHEREAS, On May 11, 2010, by Resolution 10-27, the Port Commission endorsed the Pier 70 Master Plan which contains goals that complement and expand on policies contained in the San Francisco Planning Department's Central Waterfront Area Plan, part of the City's Eastern Neighborhoods Plan; and

WHEREAS, The Port offered an approximately 28-acre site located in the southeastern corner of Pier 70, known as the "Waterfront Site" (a map of which is on file with the Clerk of the Board of Supervisors in File No. 130495) for development through a public solicitation process in August 2010; and

1           WHEREAS, The Port Commission in April 2011 awarded the development opportunity  
2 to Forest City Development California, Inc., a California corporation (“Developer” and “Forest  
3 City”), and authorized exclusive negotiations for a proposed mixed-use development project at  
4 the Site (the “Project”); and

5           WHEREAS, On July 12, 2011, by Resolution No. 11-49, the Port Commission  
6 authorized the Port’s Executive Director or her designee to execute an Exclusive Negotiating  
7 Agreement (the “ENA”) between the Port and Developer for the Project; and

8           WHEREAS, The ENA anticipated a first phase of project planning that would culminate  
9 in a term sheet between Forest City and the Port that outlined the proposed development  
10 program, land use plan and a summary of general terms for negotiating the final Project  
11 approval documents (the “Term Sheet”); and

12          WHEREAS, Forest City has engaged in an extensive community outreach process that  
13 has included more than 1,000 persons and organizations in community workshops, focus  
14 groups, art events, formal and informal presentations, open houses and site tours to develop  
15 the proposed concept plan that is included as part of the Term Sheet; and

16          WHEREAS, Forest City has conducted extensive due diligence on site conditions,  
17 infrastructure requirements, real estate market conditions and other key factors that have  
18 guided the development of the proposed concept plan; and

19          WHEREAS, The proposed Project would provide significant public benefits to the City  
20 and Port including a new mixed-use waterfront district on the Central Waterfront, rehabilitation  
21 of Buildings 2, 12, and 21 consistent with the Secretary of the Interior’s Standards for the  
22 Treatment of Historic Properties, new infrastructure that will remove the liability of aging and  
23 unfunded infrastructure and buildings from the Port’s 10 Year Capital Plan, a major waterfront  
24 open space network, thousands of construction and permanent jobs, including a robust  
25 commitment to a local hiring; hundreds of affordable housing units and significant long-term

1 revenue streams to the Port's Harbor Fund consistent with the purposes of AB 418 (Chapter  
2 477 of the statutes of 2011); and

3 WHEREAS, On May 28, 2013, by Resolution No. 13-20, the Port Commission  
4 endorsed a term sheet that describes the fundamental deal terms for the Project (the "Term  
5 Sheet") and directed Port staff to present the Term Sheet to the Board of Supervisors for  
6 endorsement and to submit a request that the Board of Supervisors review the proposed  
7 Project under San Francisco Administrative Code Chapter 29 and determine whether the  
8 Project is fiscally feasible and responsible; and

9 WHEREAS, The Term Sheet is on file with the Clerk of the Board of Supervisors in File  
10 No. 130495, which is hereby declared to be a part of this resolution as if set forth fully herein;  
11 and

12 WHEREAS, The construction cost of the Project will exceed \$25 million and more than  
13 \$1 million in public funds will be used for construction of the Project, thus triggering review by  
14 the Board of Supervisors to determine the fiscal feasibility of the Project under Administrative  
15 Code Section 29.1; and

16 WHEREAS, Pursuant to Administrative Code Section 29.3, Port and Developer have  
17 submitted to the Board of Supervisors a general description of the Project, the general  
18 purpose of the Project, and a fiscal plan, copies of which are file with the Clerk of the Board of  
19 Supervisors in File No. 130495; and

20 WHEREAS, Pursuant to Administrative Code Section 29.2, prior to submittal to the  
21 Planning Department of an environmental evaluation application ("Environmental Application")  
22 required under Administrative Code Chapter 31 and the California Environmental Quality Act  
23 ("CEQA") related to the Project, it is necessary for the Port to procure from the Board of  
24 Supervisors a determination that the plan to undertake and implement the Project is fiscally  
25 feasible and responsible; and

Mayor Lee; Supervisor Cohen  
**BOARD OF SUPERVISORS**

1           WHEREAS, The Board of Supervisors has reviewed and considered the general  
2 description of the Project, the general purpose of the Project, the fiscal plan and other  
3 information submitted to it, and has considered the direct and indirect financial benefits of the  
4 Project to the City of San Francisco, the cost of construction, the available funding for the  
5 Project, the long-term operating and maintenance costs of the Project, and the public debt for  
6 the Project; and

7           WHEREAS, The Board of Supervisors has reviewed and considered the proposed  
8 terms for the Project as set forth in the Term Sheet; and

9           WHEREAS, The Term Sheet is not itself a binding agreement that commits the City,  
10 including the Port, or Developer to proceed with the approval or implementation of the Project;  
11 rather, the Project will first satisfy environmental review requirements under CEQA and will be  
12 subject to public review in accordance with the processes of the City and other government  
13 agencies with approval rights over the Project before any binding agreements, entitlements or  
14 other regulatory approvals required for the Project will be considered; now, therefore, be it

15           RESOLVED, That the Board of Supervisors finds that the plan to undertake and  
16 implement the Project is fiscally feasible and responsible as set forth in San Francisco  
17 Administrative Code Chapter 29 ("Fiscal Feasibility Finding"); and, be it

18           FURTHER RESOLVED, That pursuant to San Francisco Administrative Code  
19 Chapter 29, the Environmental Application may now be filed with the Planning Department  
20 and the Planning Department may now undertake environmental review of the Project as  
21 required by Administrative Code Chapter 31 and CEQA; and, be it

22           FURTHER RESOLVED, That the Board of Supervisors endorses the Term Sheet and  
23 urges the Port:

1                         (1) with the assistance of the Office of Economic and Workforce Development, the City  
2 Attorney's Office, and other City officials as appropriate, to make evaluation and further  
3 negotiation of the proposed Project among its highest priorities;

4                         (2) to include in the Project transaction documents, including ground leases, the  
5 development and disposition agreement ("DDA"), and the Pier 70 financing plan, if submitted,  
6 the following:

7                             (a) the only third-party parcels eligible for inclusion in the proposed Project  
8 would be the parcels designated in the Term Sheet as the 20th/Illinois Parcel and the Hoe  
9 Down Yard;

10                         (b) when transfer fees are payable to the Port upon the transfer of condominium  
11 parcels, the fees would be 1.5 percent of the gross sales price, net of costs of sale only;

12                         (c) Forest City's return on equity would be calculated only on outstanding  
13 developer capital;

14                         (d) project generated public financing proceeds would be the sole source of  
15 public funds that the Port would contribute to Forest City' costs of historic rehabilitation of  
16 Buildings 12 and 21 and would only be used to fill the feasibility gap necessary for Forest City  
17 to achieve a 10 percent profit;

18                         (e) the Port would reimburse Forest City for the costs to construct any new  
19 buildings at Parcels E-1A and E-1B solely from project-generated financing proceeds of an  
20 infrastructure financing district ("IFD") or community facilities district ("CFD"), contingent on  
21 those buildings containing placemaking or other public uses that are eligible for  
22 reimbursement with IFD or CFD financing proceeds; and

23                         (f) if the Port submits a proposed Pier 70 financing plan based on projected  
24 revenues from payroll and hotel tax increment to provide financing under Charter  
25 section B7.310, the Port would use all funds allocated under any approved Pier 70 financing

1 plan solely for improvements to Pier 70 areas outside of the Waterfront Site except to the  
2 extent authorized (if at all) in the approved Pier 70 financing plan; and

3 (3) to report back to the Board of Supervisors on:

4 (a) proposed financing plans for the parking facilities, the placemaking parcels,  
5 and Buildings 12 and 21 as soon as Forest City and the Port have agreed on the financing  
6 approach; and

7 (b) how the recommendations in this resolution have been included in the  
8 Project transaction documents at the Board of Supervisors hearing on approval of the Project;  
9 and, be it

10 FURTHER RESOLVED, That Board of Supervisors' endorsement of the Term Sheet  
11 and its Fiscal Feasibility Finding do not commit the Board of Supervisors, the Port or any other  
12 public agency with jurisdiction over any part of the Project to approve the terms of final leases  
13 or other transactions or grant any entitlements to Developer, nor does either the Term Sheet  
14 endorsement or Fiscal Feasibility Finding foreclose the possibility of considering alternatives  
15 to the Project or mitigation measures to reduce or avoid significant environmental impacts or  
16 preclude the City, after conducting appropriate environmental review under CEQA, from  
17 deciding not to grant entitlements or approve or implement the Project, and while the Term  
18 Sheet identifies certain essential terms of a proposed transaction with the City through the  
19 Port Commission, it does not set forth all of the final, material terms and conditions of the  
20 transaction documents for the Project; and, be it

21 FURTHER RESOLVED, That the Board of Supervisors will not take any discretionary  
22 actions committing the City to implement the Project, and the provisions of the Term Sheet  
23 are not intended to and will not become contractually binding on the City, unless and until:  
24 (1) the Planning Department has reviewed and considered environmental documentation  
25 prepared in compliance with Administrative Code Chapter 31 and CEQA for the Project and

1 has determined that the environmental documentation complies with Administrative Code  
2 Chapter 31 and CEQA; (2) the Port Commission has adopted appropriate CEQA findings in  
3 compliance with CEQA and has approved the terms of the final transaction documents for the  
4 Project consistent with the Term Sheet provisions; and (3) the Board of Supervisors has  
5 adopted appropriate CEQA findings in compliance with CEQA and approved a development  
6 agreement and the terms of the final leases and any other property transfers for the Project  
7 consistent with the Term Sheet.

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**City and County of San Francisco  
Tails  
Resolution**

City Hall  
1 Dr. Carlton B. Goodlett Place  
San Francisco, CA 94102-4689

**File Number:** 130495

**Date Passed:** June 11, 2013

Resolution finding the proposed development of the Pier 70 Waterfront Site, an approximately 28-acre site located in the southeast corner of Pier 70, fiscally feasible under Administrative Code, Chapter 29, and endorsing the Term Sheet between Forest City Development California, Inc., a California corporation, and the Port Commission.

June 05, 2013 Budget and Finance Sub-Committee - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

June 05, 2013 Budget and Finance Sub-Committee - RECOMMENDED AS AMENDED

June 11, 2013 Board of Supervisors - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

June 11, 2013 Board of Supervisors - ADOPTED AS AMENDED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

File No. 130495

I hereby certify that the foregoing Resolution was ADOPTED AS AMENDED on 6/11/2013 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo  
Clerk of the Board

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Mayor

\_\_\_\_\_  
6/24/13

Date Approved