[Memorandum of Understanding Regarding Interagency Cooperation - Mission Rock Project]

Resolution approving a Memorandum of Understanding between the Port and other City Agencies regarding Interagency Cooperation for the proposed Mission Rock Project; adopting findings under the California Environmental Quality Act; and adopting findings of consistency with the General Plan, and the eight priority policies of Planning Code, Section 101.1(b).

WHEREAS, California Statutes of 1968, Chapter 1333 (“Burton Act”) and Charter Sections 4.114 and B3.581 empower the City and County of San Francisco, acting through the San Francisco Port Commission (“Port”), with the power and duty to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and

WHEREAS, The Port owns approximately 28 acres of real property along San Francisco’s Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and

WHEREAS, From 2007-2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at the Site and built a public consensus for its future that nested within the policies established for the South Beach/China Basin Waterfront in the Port’s Waterfront Land Use Plan; and

WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development

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of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the
marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development (collectively,
the "Project"); and

WHEREAS, Developer is a wholly-owned subsidiary of Giants Development Services,
LLC, which in turn is a wholly-owned subsidiary of San Francisco Baseball Associates, LLC,
the Major League Baseball franchise holder of the San Francisco Giants; and

WHEREAS, On March 8, 2013, by Resolution No. 13-10, the Port Commission
endorsed the Term Sheet for the Project; and

WHEREAS, In May 2013, by Resolution No. 142-13, the Board of Supervisors found
the Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term
Sheet for the Project, which is now known as "Mission Rock"; and

WHEREAS, Port and City staff and Developer have negotiated the terms of the
Disposition and Development Agreement ("DDA"), a copy of which is in Board File
No. 180092 and incorporated in this resolution by reference, and related transaction
documents that are incorporated into the DDA and provide the overall road map for
development of the Project, including a Financing Plan, an Infrastructure Plan, a Housing
Plan, a Transportation Plan and a Transportation Demand Management Plan, a Workforce
Development Plan, an LBE Utilization Program, and forms of an interim Master Lease, a
Vertical Disposition and Development Agreement and a Parcel Lease; and

WHEREAS, Under the DDA and other transaction documents, at full build-out, the
Project will include: (1) 1.1 million to 1.6 million gross square feet ("gsf") of new residential
uses (an estimated 1,000 to 1,950 new residential units), at least 40% of which will be on-site
housing affordable to a range of low- to moderate-income households as described in the
Housing Plan in the DDA; (2) 972,000 to 1.4 million gsf of new commercial and office space;
(3) 241,000 to 244,800 gsf of active retail and production uses on 11 proposed development
blocks on Seawall Lot 337 in buildings that would range in height from 90 to 240 feet, consistent with Section 5 of the Mission Rock Affordable Housing, Parks, Jobs and Historic Preservation Initiative (Proposition D, November 2015); (4) the rehabilitation and reuse of Pier 48, a significant contributing resource to the Port of San Francisco Embarcadero Historic District; (5) up to approximately 1.1 million gsf of above- and below-grade parking in one or two garages; (6) transportation demand management on-site and payment of impact fees that the Municipal Transportation Agency will use to improve transportation service in the area; (7) approximately 5.4 acres of net new open space for a total of approximately 8 acres of new and expanded open space, including an expansion of China Basin Park, a new central Mission Rock Square, and waterfront access along the shoreline; (8) public access areas, assembly areas, and an internal grid of public streets, shared streets, and utilities infrastructure; and (9) on-site strategies to protect against sea level rise; and

WHEREAS, On July 11, 2017, Port staff presented to the Port Commission the proposed Transportation Plan, Infrastructure Plan and Sustainability Strategy providing the vision, intent, and guidelines for infrastructure and public facilities, known as horizontal improvements, that will serve and physically transform the Mission Rock Special Use District ("Mission Rock SUD") over the Site into a new, vibrant neighborhood; and

WHEREAS, In order to promote development in accordance with the objectives and purposes of the DDA, it is contemplated that the City will undertake and complete certain proceedings and actions necessary to be carried out by the City to assist in the implementation of the DDA, including entering into a Memorandum of Understanding between the Port and other City agencies regarding Interagency Cooperation (the "ICA"), a copy of which is in Board File No. 180094, that sets out cooperative procedures for administering horizontal improvement plans submitted in accordance with the Subdivision Code and design, development, construction, and inspection of horizontal improvements; and
WHEREAS, The ICA also establishes procedures relating to approvals by the San Francisco Fire Department, San Francisco Public Utilities Commission, San Francisco Public Works, and San Francisco Municipal Transportation Agency; and

WHEREAS, As authorized under the ICA, staff intends to negotiate a memorandum of understanding among City departments setting out maintenance, liability, and ownership responsibilities for the streets and other infrastructure and public facilities in the Mission Rock SUD; and

WHEREAS, Under Charter Section B7.320, the Mayor may submit to the Board of Supervisors a memorandum of understanding between the Port Commission and another department of the City, approved by the Port Commission by resolution; and

WHEREAS, The actions contemplated in this resolution are within the scope of the project for which the Board adopted the resolution in Board File No. 171286, affirming the Planning Commission’s certification of the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) and making findings in accordance with the California Environmental Quality Act (California Public Resources Code section 21000 et seq.) and Administrative Code Chapter 31, which resolution is incorporated herein by reference; and

WHEREAS, On October 5, 2017, the Planning Commission, in Resolution No. 20019, a copy of which is in Board File No. 180094, adopted findings that the actions contemplated in this resolution are consistent, on balance, with the City’s General Plan and eight priority policies of Planning Code Section 101.1 (“Mission Rock General Plan Consistency Findings”), which resolution is incorporated herein by reference; and

WHEREAS, On January 23, 2018, by Resolution No. 18-0094, the San Francisco Public Utilities Commission consented to the ICA; and
WHEREAS, On January 30, 2018, by Resolution No. 18-07, the San Francisco Port Commission approved and authorized the Executive Director of the Port, or her designee, to execute the ICA and recommended its approval to the other consenting City departments; and

WHEREAS, On February 6, 2018, by Resolution No. 180206-025, the Board of Directors of the San Francisco Municipal Transportation Agency consented to the ICA; now, therefore, be it

RESOLVED, That the Board of Supervisors adopts the Mission Rock General Plan Consistency Findings as its own; and, be it

FURTHER RESOLVED, That the Board of Supervisors determines that the Project is furthered by the ICA, is in the best interests of the Port, the City, and the health, safety, morals and welfare of its residents, and is in accordance with the public purposes and provisions of applicable federal, state and local laws and requirements; and, be it

FURTHER RESOLVED, That the Board of Supervisors approves the ICA under Charter Section B7.320 and authorizes the Executive Director of the Port, the Chief of the San Francisco Fire Department, the General Manager of the San Francisco Public Utilities Commission, the Director of San Francisco Public Works, and the Director of Transportation of the San Francisco Municipal Transportation Agency, or their designees, to execute and implement the ICA; and, be it

FURTHER RESOLVED, That the Board of Supervisors authorizes and delegates to the Executive Director of the Port, the Chief of the San Francisco Fire Department, the General Manager of the San Francisco Public Utilities Commission, the Director of San Francisco Public Works, and the Director of Transportation of the San Francisco Municipal Transportation Agency, or their designees, the authority to make changes to the ICA and take any and all steps, including but not limited to, the attachment of exhibits and the making of corrections, as they determine, in consultation with the City Attorney, are necessary or
appropriate to consummate the ICA in accordance with this Resolution, including entering into
subsequent interagency memoranda of understanding regarding permitting, maintenance,
liability, and ownership responsibilities for the streets and other infrastructure and public
facilities in the Mission Rock SUD; provided, however, that such changes and steps do not
materially decrease the benefits to or materially increase the obligations or liabilities of the
City, and are in compliance with all applicable laws.

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February 07, 2018 Government Audit and Oversight Committee - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

February 07, 2018 Government Audit and Oversight Committee - RECOMMENDED AS AMENDED

February 13, 2018 Board of Supervisors - ADOPTED

Ayes: 9 - Breed, Fewer, Kim, Peskin, Ronen, Sheehy, Stefani, Tang and Yee
Excused: 2 - Cohen and Safai

I hereby certify that the foregoing Resolution was ADOPTED on 2/13/2018 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mark E. Farrell
Mayor