

[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

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

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

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

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

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

20 WHEREAS, Under the DDA and other transaction documents, at full build-out, the
21 Project will include: (1) 1.1 million to 1.6 million gross square feet ("gsf") of new residential
22 uses (an estimated 1,000 to 1,950 new residential units), at least 40% of which will be on-site
23 housing affordable to a range of low- to moderate-income households as described in the
24 Housing Plan in the DDA; (2) 972,000 to 1.4 million gsf of new commercial and office space;
25 (3) 241,000 to 244,800 gsf of active retail and production uses on 11 proposed development

1 blocks on Seawall Lot 337 in buildings that would range in height from 90 to 240 feet,
2 consistent with Section 5 of the Mission Rock Affordable Housing, Parks, Jobs and Historic
3 Preservation Initiative (Proposition D, November 2015); (4) the rehabilitation and reuse of
4 Pier 48, a significant contributing resource to the Port of San Francisco Embarcadero Historic
5 District; (5) up to approximately 1.1 million gsf of above- and below-grade parking in one or
6 two garages; (6) transportation demand management on-site and payment of impact fees that
7 the Municipal Transportation Agency will use to improve transportation service in the area;
8 (7) approximately 5.4 acres of net new open space for a total of approximately 8 acres of new
9 and expanded open space, including an expansion of China Basin Park, a new central
10 Mission Rock Square, and waterfront access along the shoreline; (8) public access areas,
11 assembly areas, and an internal grid of public streets, shared streets, and utilities
12 infrastructure; and (9) on-site strategies to protect against sea level rise; and

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

18 WHEREAS, In order to promote development in accordance with the objectives and
19 purposes of the DDA, it is contemplated that the City will undertake and complete certain
20 proceedings and actions necessary to be carried out by the City to assist in the
21 implementation of the DDA, including entering into a Memorandum of Understanding between
22 the Port and other City agencies regarding Interagency Cooperation (the "ICA"), a copy of
23 which is in Board File No. 180094, that sets out cooperative procedures for administering
24 horizontal improvement plans submitted in accordance with the Subdivision Code and design,
25 development, construction, and inspection of horizontal improvements; and

1 WHEREAS, The ICA also establishes procedures relating to approvals by the San
2 Francisco Fire Department, San Francisco Public Utilities Commission, San Francisco Public
3 Works, and San Francisco Municipal Transportation Agency; and

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

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

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

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

23 WHEREAS, On January 23, 2018, by Resolution No. 18-0094, the San Francisco
24 Public Utilities Commission consented to the ICA; and

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

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

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

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

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

19 FURTHER RESOLVED, That the Board of Supervisors authorizes and delegates to the
20 Executive Director of the Port, the Chief of the San Francisco Fire Department, the General
21 Manager of the San Francisco Public Utilities Commission, the Director of San Francisco
22 Public Works, and the Director of Transportation of the San Francisco Municipal
23 Transportation Agency, or their designees, the authority to make changes to the ICA and take
24 any and all steps, including but not limited to, the attachment of exhibits and the making of
25 corrections, as they determine, in consultation with the City Attorney, are necessary or

1 appropriate to consummate the ICA in accordance with this Resolution, including entering into
2 subsequent interagency memoranda of understanding regarding permitting, maintenance,
3 liability, and ownership responsibilities for the streets and other infrastructure and public
4 facilities in the Mission Rock SUD; provided, however, that such changes and steps do not
5 materially decrease the benefits to or materially increase the obligations or liabilities of the
6 City, and are in compliance with all applicable laws.



City and County of San Francisco
Tails
Resolution

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

File Number: 180094

Date Passed: February 13, 2018

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

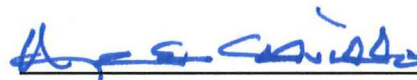
February 07, 2018 Government Audit and Oversight Committee - RECOMMENDED AS
AMENDED

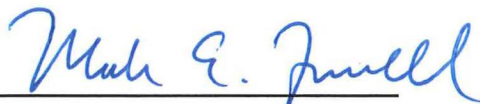
February 13, 2018 Board of Supervisors - ADOPTED

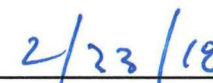
Ayes: 9 - Breed, Fewer, Kim, Peskin, Ronen, Sheehy, Stefani, Tang and Yee
Excused: 2 - Cohen and Safai

File No. 180094

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


Date Approved