

MEMORANDUM

May 18, 2017

TO: MEMBERS, PORT COMMISSION
Hon. Willie Adams, President
Hon. Kimberly Brandon, Vice President
Hon. Leslie Katz
Hon. Doreen Woo Ho

FROM: Elaine Forbes
Executive Director

SUBJECT: Informational presentation regarding the Pier 70 Special Use District Transportation Plan, Streetscape Master Plan, Infrastructure Plan and Sustainability Plan for the 28-Acre Site, located between 20th, Michigan, and 22nd Streets and San Francisco Bay (Assessor's Block 4052/Lot 001 and Lot 002 and Block 4111/Lot 003 and Lot 004) and the "20th/Illinois Parcel" along Illinois Street at 20th Street (Assessor's Block 4110/Lot 001) and Pacific Gas and Electric Company-owned parcel subject to a City option to purchase called the "Hoedown Yard," at Illinois and 22nd Streets (Assessor's Block 4120/Lot 002 and Block 4110/Lot 008A)

DIRECTOR'S RECOMMENDATION: Information Only; No Action Required

EXECUTIVE SUMMARY

On May 9, 2017, Port staff presented the proposed transaction structure for Forest City Development California, Inc.'s ("Forest City" or "Developer") development of the 28-Acre Site (or the "Project") and the potential third party development of the "Illinois Street Parcels" comprised of the Port-owned parcel at Illinois & 20th Streets and the PG&E-owned Hoedown Yard, which is subject to a City option to purchase ("Option"), each as shown on Exhibit A. The 28-Acre Site and Illinois Street Parcels are being rezoned as part of the Pier 70 Special Use District ("Pier 70 SUD"). Exhibit B contains web links to this staff report and all prior staff reports related to the Pier 70 SUD.

On March 14, 2017, Forest City presented an overview of the Pier 70 SUD Design for Development including standards and guidelines for new and rehabilitated buildings and a waterfront parks design concept for the Pier 70 SUD. This staff report describes the

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other Pier 70 SUD master plan documents that will guide future development of the 28-Acre Site and the Illinois Street Parcels, including the Transportation Plan, Streetscape Master Plan, Infrastructure Plan, and Sustainability Plan. Forest City prepared drafts of these plans in consultation with City staff from multiple City departments and City staff has reviewed and edited these documents in accordance with adopted City policies. Port and Office of Economic and Workforce Development staff are grateful to staff at the San Francisco Planning Department (“Planning”), San Francisco Public Works (“SFPW”), San Francisco Municipal Transportation Agency (“SFMTA”), San Francisco Public Utilities Commission (“SFPUC”) and San Francisco Fire Department (“SFFD”) for their efforts in support of the Port and Forest City in developing these plans.

PIER 70 SUD TRANSPORTION PLAN

The primary goal of the Transportation Plan is to create safe and efficient access to the Pier 70 SUD area for all modes of transportation, emphasizing the plan emphasizes pedestrian, bicycle and transit access. The Transportation Plan sets forth a framework for achieving these goals through:

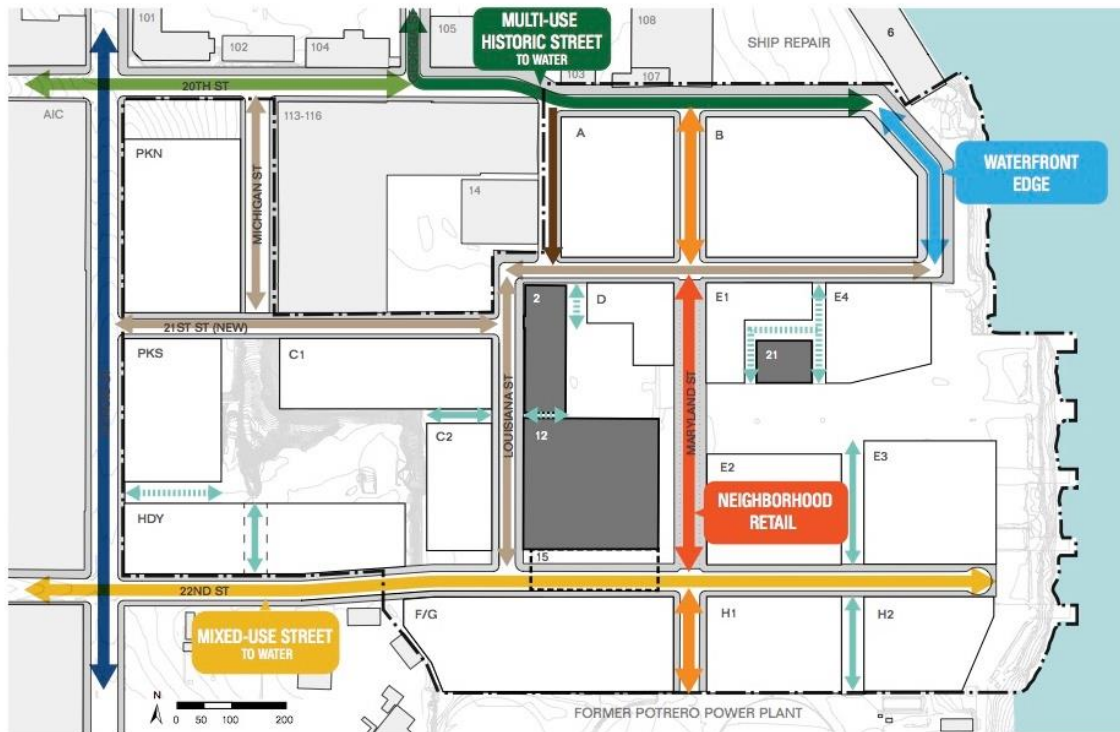
1. site design,
2. neighborhood-wide transit, pedestrian, and bicycle facilities, and
3. Transportation Demand Management (TDM) programs to reduce the number of automobile trips.

Each of these is summarized below.

1. Site Design

Proposed Roadway Network. The Project will be accessible by Illinois Street, at 20th Street, a new 21st Street connection, and 22nd Street. It will also include a new Maryland Street running north-south, and improvements to Louisiana and Michigan Streets. The area from the Project’s historic core through Maryland Street to the waterfront will be designed as a priority pedestrian zone, with limited automobile access and, in some cases, raised streets. Figure 1 below shows the proposed street types in the Project.

Figure 1: Pier 70 SUD Street Network



- Industrial/Service Connection
- Industrial/Working History
- Neighborhood Mixed-Use
- Neighborhood Retail
- Waterfront Edge
- Mixed-Use Street to Water
- Multi-Use Historic Street to Water
- Alleys for Vehicular & Loading Circulation
- Service Alley & Light Industrial
- Mid-Block Passage
- Vehicular Access Permitted
- Mid-Block Passage
- No Vehicular Access Permitted

Automobile Parking. Metered on-street parking is generally proposed for segments of Maryland Street, 21st Street, and 22nd Street. While some off-street parking will generally be provided in each building, the Project also includes one development parcel on 21st Street that may be built as structured district parking if demand warrants.

Commercial Truck Access. The Project is generally designed for parcel delivery trucks and other similarly-sized delivery vehicles. To allow for continued commercial uses at the historic core, large (50-foot wheelbase) trucks will be allowed to access the Project by 20th and Louisiana Streets, and exit by 22nd Street.

2. Neighborhood-wide Transit, Pedestrian and Bicycle Facilities

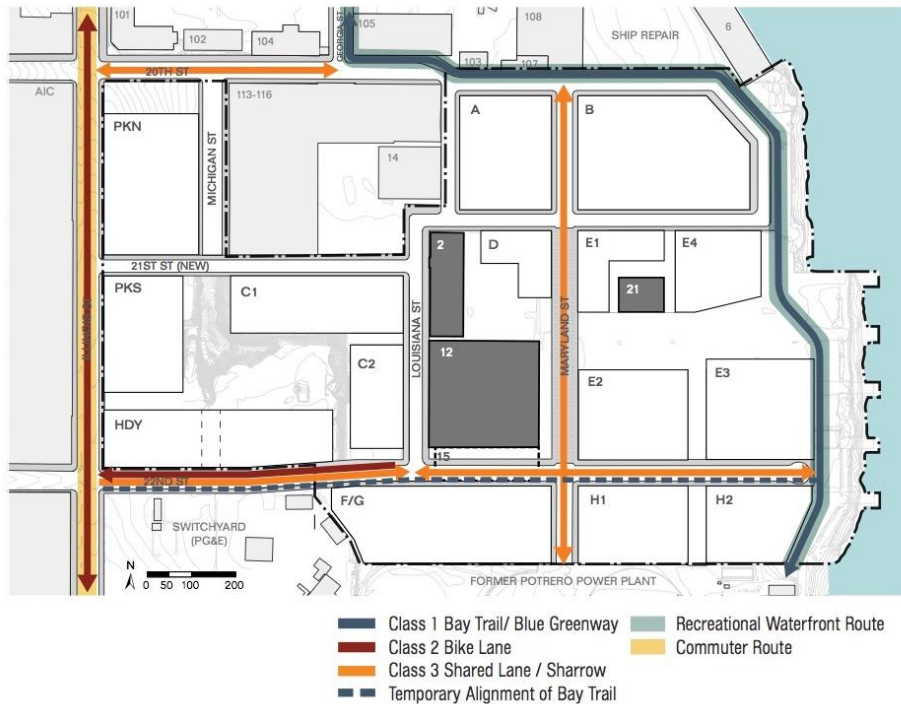
Transit Facilities Serving the Project. The Transportation Plan describes the existing transit facilities that serve Pier 70 SUD. Many of these facilities are undergoing significant changes that will improve access to the Project, most notably:

- **Muni T Third Street Line.** The Central Subway, including a turnaround loop to 19th Street, will further increase headways to downtown, and is scheduled to open to riders in 2019.
- **Caltrain Electrification.** Electrification of the Caltrain Corridor, including increased service of up to six Caltrain trains per peak hour, is underway, and planned to be complete by 2020, although delays to federal funding may delay delivery and timeline.
- **Mission Bay Street Ferry Landing.** The Port is in the design and permitting stages for a ferry terminal in Mission Bay, approximately one-half mile from the Project at the terminus of 16th Street in the new Bayfront park.
- **MUNI bus lines.** MUNI plans for neighborhood service include east-west and north-south connections that serve Pier 70 including the 10, and 11, a proposed new route connecting Pier 70 and the former Potrero Power Plant site along 16th Street to the Mission neighborhood and potentially further west, and the 48.

Bicycle Improvements. As shown in Figure 2 below, the Project will include a complete bicycle network, extending the Bay Trail and Blue Greenway along the shoreline and including designated Class II and sharrows (Class III) bicycle routes for internal circulation. Commercial office buildings will provide bicycle parking and showers, and the Project will include one or more bikeshare stations, to build upon the network's planned expansion to the neighborhood occurring in late 2017.

Pedestrian Improvements. The Project's street designs will encourage pedestrian travel throughout the site and its open spaces will also include a network of pathways to further encourage walking. The Project will connect to the surrounding neighborhoods, with new traffic signals on Illinois Street at 20th Street, 21st Street and 22nd Street to facilitate access to the T Third Street and Caltrain's 22nd Street Station.

Figure 2: Bicycle Network



3. Transportation Demand Management

The Project will implement TDM measures designed to discourage the use of private automobiles, particularly single-occupancy vehicles, among residents, employees, and visitors. Key TDM measures include:

- Clipper Card vending or add-value machines onsite,
- Transit passes for residents,
- Bicycle maintenance services and a bicycle repair station,
- Unbundled parking,
- Individualized transportation plans for any specific events,
- A local shuttle service to local/regional transit hubs (Muni, BART, and Caltrain), provided during the extended weekday commute, and
- A Transportation Management Agency to administer and maintain the Project's TDM program, including an onsite coordinator ("Transportation Coordinator").

Achieving TDM Targets. The Disposition and Development Agreement between the Port and Developer (the “DDA”), and the Development Agreement between the City and Developer will require implementation of the Transportation Plan.

The DDA, Development Agreement, and the Mitigation, Monitoring, and Reporting Program that the Port Commission and the Board of Supervisors will be asked to adopt in connection with approval of the 28-Acre Site (the “MMRP”), will require Developer to implement TDM measures to reduce one-way vehicle trips by 20 percent below anticipated levels. The Transportation Coordinator will prepare annual monitoring reports citing progress towards this goal for review and approval by the Planning Department. If monitoring results demonstrate that TDM measures are not achieving the target reductions, TDM adjustments will be made in consultation with the Planning Department. The City may impose additional measures on development and operation of the Project including reduced parking, capital or operational improvements until the TDM Measures achieve the reduction goal.

The Transportation Plan will apply to the 28 Acre-Site and the Illinois Parcels.

PIER 70 SUD STREETSCAPE MASTER PLAN

The Pier 70 SUD Streetscape Master Plan is a concept-level design for streets in the Pier 70 SUD, including traffic lanes, bike lanes, sidewalks and “raised” streets, designed in accordance with the City’s Better Streets policies¹, Americans with Disabilities Act policies, City standards and truck access based on a design vehicle and turning radius analysis to facilitate truck deliveries.

The Streetscape Master Plan advances the Pier 70 SUD Design for Development and contains more specific design standards and guidelines that will guide the implementation of streetscapes in the Pier 70 SUD. It also provides a cohesive vision, describing the intent and goals of the overall streetscape network. The Streetscape Master Plan establishes a conceptual design for all aspects of the streetscape including street trees, planting, paving, lighting, furnishings, parking, loading zones, and utility coordination, recognizing the importance of the streetscape as a key component of a vibrant and high-functioning landscape and public realm.

The Streetscape Master Plan includes design standards for new streets and rights of ways (“ROWS”), including:

1. roadway travel lanes (vehicular and bicycle), including design vehicles for safe and efficient access for all travel modes and permitted paving materials,
2. curb zones, including on-street parking, loading areas, and fire access, and

¹ The City’s Better Streets policies can be found here:

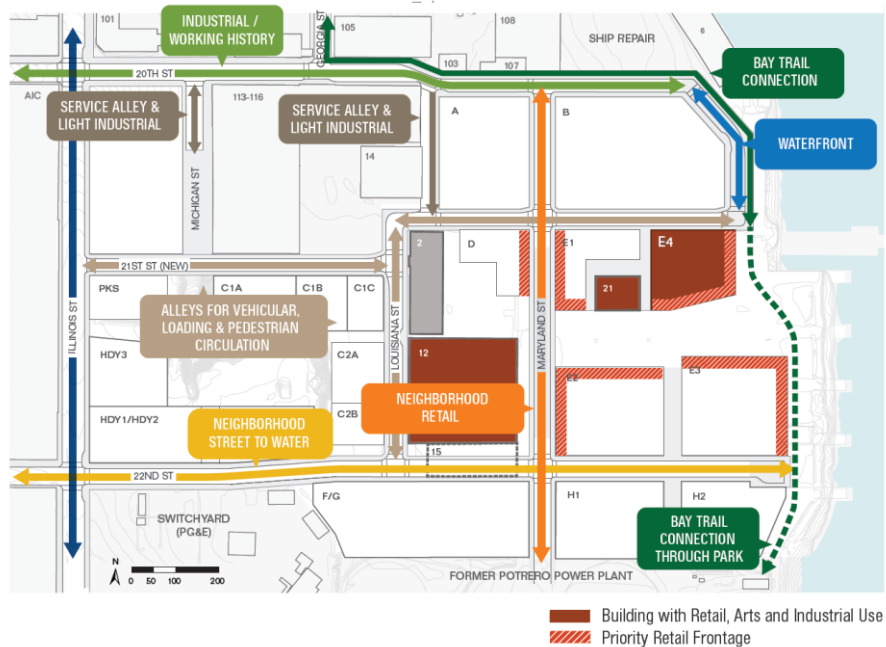
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3. sidewalks, including landscaping and lighting.

Street Type and Design Vehicle. The Streetscape Master Plan has identified five different street types, as illustrated in Figure 3 below, including:

1. Industrial Working Street (20th Street) - to provide access to the ship yard operations, the Historic Core and the commercial properties within the SUD;
2. Service Alley & Light Industrial (21st, Michigan, Louisiana Streets);
3. Neighborhood Street (22nd Street), serving the primary east west connection from Dogpatch to Pier 70;
4. Neighborhood Retail Street (Maryland Street), serving the commercial core of the site and being the primary north south Street, this will eventually connect to Pier 70 to the former Potrero Power Plant site development project to the south; and
5. Waterfront Street (connecting 20th to 21st), providing access to the waterfront.

Figure 3: Pier 70 SUD Street Types



The variety of street types and widths is largely due to the site conditions and historical evolution of the site. Table 1 below identifies for each street type the ROW width, including travel lane width (10-13'), sidewalk ("SW") width (10-14'), parking lane ("P") width (usually 8'), and bicycle lane ("B") width (6', 16-20' for the Bay Trail, and 11' sharrows, shared with cars).

Table 1: Widths of Streets, Sidewalks, Parking Lanes and Bicycle Lanes

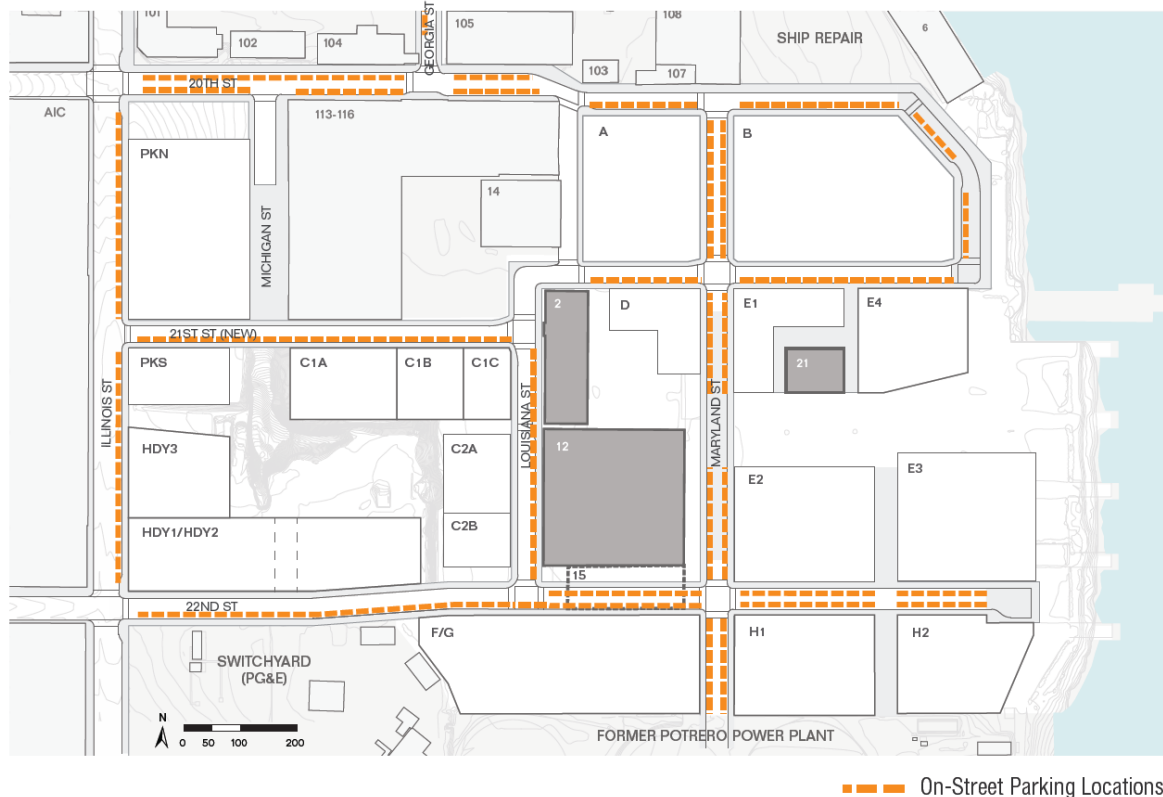
STREET	ROW WIDTH	STREET ELEMENTS
20 th Street West 1 (Illinois Street to Georgia Street)	66'	14'SW/ 8'P/ 11'S/ 11'S/ 8'P/14'SW* *Sidewalk width may vary due to irregular historic building frontages
20 th Street West 2 (Georgia Street to Louisiana Street)	66'	17'BT*/ 8'P/ 11'/ 11'/ 8'P/ 11'SW* *Sidewalk width may vary due to irregular historic building frontages
20 th Street East (Louisiana Street to the Waterfront)	57'	16'BT/ 11'/ 10'/ 8'P/ 12'SW
20 th Street, at the Waterfront – Raised Street	67'	15'SW/ 8'P/ 12'/ 12'/ 20'BT
21 st Street West (Illinois Street to Louisiana Street)	49'	10'SW/ 11'/ 10'/ 8'P/ 10'SW
21 st Street East (Louisiana Street to the Waterfront)	49'	10'SW/ 11'/ 10'/ 8'P/ 10'SW
22 nd Street West (Illinois Street to Louisiana Street)	60'	12'SW/ 6'B/ 11'/ 11'S/ 8'P/12'SW
22 nd Street Center (Louisiana Street to Maryland Street)	62'	12'SW/ 8'P/ 11'S/ 11'S/ 8'P/ 12'SW
22 nd Street East (Maryland Street to the Waterfront)	60'	12'SW/ 8'P/ 10'S/ 10'S/ 8'P/ 12'SW
Louisiana Street North (20 th Street to 21 st Street)	30'	20'/ 10'SW
Louisiana Street South (21 st Street to 22 nd Street)	54'	12'SW/ 11'/ 11'/ 8'P/ 12'SW
Maryland Street North (20 th Street to 21 st Street)	60'	12'SW/ 8'P/ 10'S/ 10'S/ 8'P/ 12'SW
Maryland Street Center (21 st Street to 22 nd Street) – Raised Street	60'	12'SW/ 8'P/ 10'S/ 10'S/ 8'P/ 12'SW
Maryland Street South (22 nd Street to southern site boundary)	62'	12'SW/ 8'P/ 11'S/ 11'S/ 8'P/ 12'SW
Michigan Street	54.5'	10'SW/ 13'/ 13'/ 18.5' L

- SW – Sidewalk
- B – Bicycle Lane
- P – Parking Lane
- BT – Bay Trail
- S – Sharrow
- L – Loading

The Streetscape Master Plan has been developed so that the Pier 70 SUD area can accommodate the expected types of vehicles that will travel through the site. The Master Plan allows for a 30' delivery truck to travel through the site with ease, and accommodates a 50' tractor trailer truck through the 20th Street historic core area including 20th Street and Louisiana Street. The streets have been designed to accommodate commuter shuttles, with the primary shuttle route being 20th, Maryland, and 22nd Streets. Anticipating that future SFMTA service may be extended to the site, 22nd Street and Maryland Street south of 22nd Street have been designed to accommodate a Muni bus. All streets have been designed to meet the San Francisco Fire Department's response standards for emergency access.

Curb Zone Management – Parking and Loading. Figure 4 below illustrates the Pier 70 street curb management plan for on street parking (including ADA spaces) in the Pier 70 SUD, which will include designated areas for both passenger and commercial loading. The Streetscape Master Plan identifies where off street loading may occur to avoid vehicular and pedestrian conflicts.

Figure 4: On-Street Parking Zones



Streetscape - Landscape, Paving and Furnishings. Together, the Pier 70 Streetscape Master Plan and Pier 70 Design for Development will define the sense of place and identity for Pier 70. Street furniture, landscaping and special paving celebrate the historical significance of the Union Iron Works Historic District and create a unique new waterfront neighborhood.

The landscape plan for the streets in the Pier 70 SUD include street trees and street planter areas. The street tree plan is unique and varies from San Francisco Public Works’ street tree standards due to the requirements of the historic district. The Port’s Union Iron Works Historic District application identified the lack of landscaping as a character- defining feature of the historic district. Port and City staff worked with the Developer and its design team to develop a landscape plan that allows the introduction of landscape material to the Pier 70 SUD, but in a way that appears additive and different from the surrounding neighborhood, recognizing Pier 70’s industrial history.

The Pier 70 SUD includes three unique streets, further described below, that are planned to have special paving, including 20th Street from Illinois to Louisiana, Maryland Street from 21st to 22nd Streets, and Waterfront Street. Portions of both Maryland Street and Waterfront Street will be curbsless, “raised streets” with bollards, landscaping and street furniture defining separation between vehicle traffic and pedestrians.

- **20th Street.** 20th Street has historically been the front door of Pier 70 and includes the most significant historic resources in the Union Iron Works Historic District. The street has original granite cobbles under the existing asphalt. Port staff recommend restoring the cobbles in the reconstructed street. Crosswalks will be paved in asphalt to accommodate universal access.
- **Maryland Street.** Maryland Street will be a vital commercial and neighborhood retail street and a key north-south connector. This street will experience a high volume of pedestrian activity and features unit pavers – a special tactile treatment that serves as a traffic-calming strategy. The middle portion of Maryland Street between 21st Street and 22nd Street includes a section of raised (curbless) street that connects the two most active open spaces of the site – Market Square and Slipways Commons.
- **Waterfront Street.** Waterfront Street will be a park edge street that is designed to accommodate high levels of pedestrian and bicycle activity and connects the Bay Trail to the site shoreline. This street will provide vehicular drop-off and parking along the west side of the street, while encouraging low vehicular speeds through design measures, including the use of raised streets, special paving, and signage. A special paving pattern across the mid-block is designed to accentuate the ‘Street-to-Waterfront’ connection, as well as to introduce additional traffic calming.
- **Building 15 Structural Frame.** The entry to the Project on 22nd Street will be a unique experience of the street running underneath the retained structural frame of Building 15. This requires special street section design.

The Streetscape Master Plan identifies appropriate streetscape furnishings including benches, bicycle racks, bollards and trash receptacles along with street and pedestrian lighting. These features will improve the street experience and make it a safer and more comfortable place to travel and visit. Materials were selected to reinforce and distinguish the Union Iron Works Historic District.

The Streetscape Master Plan will guide design of streets serving both the 28-Acre Site and the Illinois Street Parcels.

PIER 70 SUD INFRASTRUCTURE PLAN

The Pier 70 Infrastructure Plan is a concept-level design for roadways, parks and open space, site grading, shoreline improvements, dry utility infrastructure, including “joint trench” (electricity, natural gas, and telecommunications), and wet utility infrastructure including water, wastewater, and stormwater management facilities. The Developer created the plan through studies and site investigations of existing conditions and supplemental studies, in consultation with the Port and SFPUC.

The Infrastructure Plan describes the horizontal improvements the Developer will be obligated to construct, including associated off-site improvements to serve and support

the Project. The Infrastructure Plan will govern the Developer's obligations with respect to maintaining service to the Historic Core, the Pier 70 Shipyard, and Crane Cove Park, while completely re-building new utility systems, roadways, streetscapes, and parks in the Project. The Developer's obligations will include streets and infrastructure to support development of the Project, including reconstructed 20th and 22nd Streets and a new 21st Street. The Port's and City's third party developers will retain certain infrastructure obligations related to the Illinois Street Parcels, including the 20th Street Plaza, Michigan Street, and Irish Hill Park.

Based on these studies and site inspections, the Developer also developed Master Utility Plans – the next level of detail beyond the Infrastructure Plan – to form the engineering basis of design for utility infrastructure, to be implemented through the construction documentation process for each phase of the Project. Forest City's investment in this level of infrastructure planning before project approval, unlike other infrastructure projects in the City, has positioned the first phase of the Project 28-Acre Site to start construction as early as 2018, depending on market conditions.

Phasing and Existing Conditions. The cost to deliver the new horizontal improvements in the Project financial pro-forma is estimated at approximately \$200 Million. The DDA, which includes a Financing Plan and a form of Acquisition Agreement, describes the process by which Developer will initially finance and be repaid for construction of horizontal improvements, and City agencies will inspect and approve the horizontal improvements.

The Developer will be required to maintain access and utility services to the Shipyard, Historic Core, and Crane Cove Park until services are replaced by new systems. The Infrastructure Plan requires the Developer to conduct a thorough investigation to determine the condition of existing public facilities at Pier 70, including the capacity of the combined sewer pump station, overhead electrical distribution systems and underground gas lines.

The Developer has proposed that the Project will be completed in several Phases subject to the approval process outlined in the DDA. Each Phase will include development parcels and associated infrastructure to serve the incremental build-out of the 28-Acre Site. Phase infrastructure will be defined in improvement plans for each Phase to be approved by the City and Port before the Developer will be permitted to file final subdivision maps for each Phase, which is necessary for construction of buildings to begin. Certain site preparation measures described in the Infrastructure Plan, such as abatement, demolition, environmental management, grading, and geotechnical improvements, may be required at an earlier stage of development.

Codes, Regulations and Standards. The Infrastructure Plan relies on the Subdivision Code and underlying regulations as the basis for design standards, criteria, and specifications for the infrastructure. Where specific provisions of the Infrastructure Plan differ from the Subdivision Regulations, the Developer will request a design modification from the Port and the agency (typically the SFPUC) that will accept the infrastructure and have it approved before relying upon such provisions.

As a condition to the Developer’s performance under the Infrastructure Plan, the Developer will obtain approvals of final infrastructure design in accordance with the DDA and Interagency Cooperation Agreement (“ICA”), which describes how City agencies will review infrastructure design and inspect and accept infrastructure.

Table 2 below describes the governing code and agency with oversight of the respective infrastructure elements.

Table 2: Infrastructure Governing Standards & Agency Oversight

Infrastructure Element	Governing Standards	Agency Oversight
Subdividing land; creating easements; defining parcels	California Subdivision Map Act; San Francisco Subdivision Code; Subdivision Regulations	Public Works; County Surveyor
Gas and telecommunications facilities	Calif. PUC general orders; PG&E requirements;	PG&E; telecommunications companies
Electrical distribution facilities	Calif. PUC general orders; SFPUC requirements	SFPUC
Roadways	San Francisco Subdivision Regulations	Public Works or Port
Water, storm drainage, sewerage systems	San Francisco Subdivision Regulations	SFPUC
Demolition and grading	Port Building Code; SF Public Health	Port
Abatement of hazardous materials management	Risk Management Plan	Port and Public Health
Sewer and Stormwater Pump Station	Subdivision Regulations; PUC requirements	SFPUC
Street Lights	SFPUC requirements	SFPUC
Retaining walls	Port Building Code	Port
Traffic and transit facilities	Subdivision Regulations; SFMTA standards	SFMTA
Trees and landscaping	Public Works Code	Public Works or Port

Conceptual Planning and Infrastructure Design. The Developer has engineered the infrastructure elements described in Table 3 below to a conceptual level of design. The Master Utility Plans will guide future schematic and final designs of utility systems and streets. The City will approve the final street and utility designs as a condition to the Chief Harbor Engineer’s issuance of street and utility construction permits.

Table 3: Description of Infrastructure Elements

Infrastructure Plan Element	Summary Description of Element
Environmental Management	Environmental management of soils under the Port's adopted Risk Management Plan.
Demolition and Abatement	Demolition and abatement of unusable and dilapidated structures; demolition or abandonment of utility infrastructure; re-use of recycled materials on-site where feasible.
Geotechnical Improvements	Geotechnical improvements to improve seismic stability.
Site Grading and Drainage, including Sea Level Rise	Grading plans designed to remove new development areas from existing FEMA flood plain designation and provide future flood protection from sea level rise, including raising the elevation of historic structures.
Street and Transportation Systems	Efficient site layout provides a dense, transit-oriented development that encourages bicycling and walking.
Low Pressure Water System	New reliable and efficient potable water system based upon reduced demands due to water conservation measures.
Non-Potable Recycled Water System	<p><u>Option 1:</u> Newly constructed buildings will collect graywater and rainwater as required to be reused for toilet and urinal flushing, irrigation, and cooling tower makeup.</p> <p><u>Option 2:</u> A District-Scale Water Treatment and Recycling System (WTRS) will treat blackwater to a non-potable standard and deliver recycled water to development parcels via a new non-potable water distribution system.</p>
Combined Sewer System	Replacement of 20th Street Pump Station to accommodate existing and proposed flows from all of Pier 70. A new wastewater collection system and new stormwater management features to replace the existing combined sewer system.
Auxiliary Water Supply System ("AWSS")	<p><u>Option 1:</u> baseline scenario consists of a loop of 12-inch high-pressure pipes with four new hydrants, connecting to the existing AWSS distribution system in 3rd Street.</p> <p><u>Option 2:</u> AWSS in 3rd Street at 20th Street at the northern boundary of the Project and at 23rd Street at the southern end of the former Potrero Power Plant Site.</p>
Dry Utility Systems	Replace overhead electrical distribution with a joint trench distribution system following the roadways. New power, gas and communication systems to serve the development.

Subdividing the Land and Creating Parcels. The mapping, street vacations, property acquisition, dedication and acceptance of streets and other infrastructure improvements will occur through the subdivision map process in accordance with the San Francisco Subdivision Code and Subdivision Regulations. Except as otherwise noted, infrastructure described in this Infrastructure Plan will be constructed within the public right-of-way or dedicated easements within public open space areas to provide for access and maintenance of infrastructure.

Generally, the subdivision process includes the Developer's submittal of a tentative subdivision map application to the City describing proposed development parcels, street

alignments (consistent with the Streetscape Master Plan), and infrastructure plans (consistent with the Infrastructure Plan and Master Utility Plans for each infrastructure system). City staff will review proposed tentative maps and impose conditions of approval on the map. The tentative map will allow the Developer to submit Phased Final Maps that will allow for conveyancing, financing and development of development parcels. The Developer will be permitted to commence its infrastructure construction under an approved tentative map, including site grading, subject to posting performance and payment bonds securing its infrastructure obligations (under both the Subdivision Regulations and the Disposition and Development Agreement). Prior to conveyance of a development parcel to vertical developers, Developer will obtain approval of a final map for each block, which requires the approval of City agencies and the Board of Supervisors in order to secure rights to develop parcels and associated infrastructure.

Certain public utilities will be installed in accordance with applicable City regulations for public acquisition and acceptance within dedicated public service easement areas, including provisions for maintenance access. Certain portions of Phase infrastructure may rely upon existing infrastructure that is required to be replaced in a subsequent Phase provided the existing infrastructure adequately serves the present Phase demands.

City Acceptance of Improvements. The City will accept full, complete and functional improvements designed to serve the needs of development for purposes of City maintenance and liability. Within the public right of way, complete and functional streets will include the aerial, surface, and subsurface public improvements necessary to safely operate the public street. The City will accept these streets in segments (such as blocks).

After the City accepts streets and associated infrastructure, City departments will be responsible for maintenance. The Project will include a community facilities district special tax to fund maintenance of parks, streets, and other public facilities.

The Infrastructure Plan will guide infrastructure improvements serving the 28-Acre Site. The Illinois Street Parcels will require additional infrastructure, including a new Michigan Street, that is not address in the Infrastructure Plan.

PIER 70 SUSTAINABILITY PLAN

The Pier 70 Sustainability Plan summarizes how the Project will attain high levels of performance in social, economic, and environmental sustainability, with a focus on equity, resilience and climate protection. The Sustainability Plan assumes that sustainability is not an isolated feature of the Project, but rather a way of thinking, designing, and implementing the Project that will be integrated into many elements of its neighborhood, from the way homes are designed to how water is used, from the provision of multi-modal transportation choices to landscape design.

These approaches are integrated throughout the Project's key planning documents, including the Pier 70 SUD Design for Development, Pier 70 SUD Transportation Plan,

and Pier 70 SUD Infrastructure Plan and Master Utility Plans. The Sustainability Plan acts as a reference document which consolidates and summarizes all of the sustainability elements into one place.

- **Livability.** To optimize livability within the Project, the Project aims to bring people together through a series of built spaces, including a balanced mix of retail and services, including grocery, restaurants, laundry, childcare, and space for artists and makers, and 9 acres of open space; and through events such as open air markets, farmer's markets and other special events.
- **Prosperity.** The Project aims to support employment and innovation onsite over the long-term. It sets targets of up to 10,000 permanent jobs and up to 11,000 construction jobs, with at least 30% of the construction jobs utilizing our local workforce. It also targets at least 1,000,000 square feet of commercial office, and at least 200,000 square feet of retail and arts uses, and at least 50,000 square feet of light industrial/PDR space at full build-out.
- **Health & Wellness.** The Project aims to support active lifestyles for all ages through walking, bicycling, and active recreation opportunities; as well as access to healthy, affordable fresh food. The Project will include parks and open space within 1/8 mile of all workers and residents, 1/2 acre of playground-oriented recreation space, and reach at least 20% daily trips by bicycle by 2020. It will also include at least one community/resident produce garden, and possibly an onsite grocery store.
- **Ecosystems Stewardship.** The Project aims to improve and enhance the extent and quality of ecosystem services, habitat connectivity and biodiversity present on the site. Strategies such as low impact design ("LID"), green roofs, and use of rainwater, in addition to the Project's proposed greywater or blackwater system, will manage stormwater and reduce water usage onsite. Expanded street trees and greenery on streets, in parks and on rooftops, will improve air quality, provide expanded habitat area, and provide opportunities for residents and visitors to connect with nature.
- **Climate Protection & Energy Efficiency.** Objectives of the Sustainability Plan are the construction of buildings and infrastructure that achieve top performing energy efficiency ratings; greenhouse gas emission reductions from energy use on-site; reduction of urban heat island effects through low hardscape green and cool roofs and light colored pavement; and use of locally-manufactured, renewable, and recycled products and materials. Developer will also explore the use of a site-wide district energy system appropriate for San Francisco's mild climate, such as a thermal distribution network where building heating and cooling systems of each building would be linked together via a single, site-wide shared heat loop.
- **Solid Waste Management.** To achieve a target of zero waste to landfills by 2020, the Developer will explore a range of strategies, including a demonstration composting site.

Achieving Sustainability Targets. As a reference document, the Sustainability Plan will not be formally adopted by any City commission or board. As noted above, every aspect required under the Sustainability Plan will also be included in another regulatory document that is being formally adopted, including the DDA, Infrastructure Plan, and Design for Development. The targets in the Sustainability Plan will form the basis for regular monitoring; as part of each phase submittal to the Port, Developer will submit a report of performance against the Sustainability Plan’s metrics. Those reports will be reviewed by Port and Planning Department staff, and made available to the public. Additionally, each individual building design will be evaluated for consistency with both the Pier 70 SUD and the Pier 70 Design for Development. Progress towards LEED certification for the buildings will be a key part of this process.

NEXT STEPS & ANTICIPATED PROJECT SCHEDULE

Port staff recommends the following schedule of Port Commission informational hearings leading up to Port Commission consideration of the Pier 70 transaction documents, as described in this report. Port staff will provide a similar series of briefings to the Central Waterfront Advisory Group, after presentations are made to the Port Commission.

- June 13, 2017 Presentation regarding Pier 70 Financing Plan & Public Finance Strategy
- July 11, 2017 Presentation regarding Forest City’s Phase 1 Project
- July 11, 2017 Presentation regarding Staff Analysis of the Pier 70 Transaction
- July 20, 2017 San Francisco Planning Commission, Certification of the Pier 70 Mixed-Use District Project Final EIR and Consideration of Entitlements
- August 8, 2017 San Francisco Port Commission Consideration of the Pier 70 Transaction
- Sept/Oct, 2017 Board of Supervisors Consideration of the Pier 70 Transaction and Entitlements (subject to its consideration of any appeals as to the adequacy of the Final EIR under CEQA)

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Exhibit A: Pier 70 Special Use District, 28-Acre Site and Illinois Street Parcels

Exhibit B: Web Addresses for Prior Pier 70 Staff Reports, Prior Board of Supervisors
Actions Related to the Pier 70 Special Use District & Pier 70-Related State Legislation

Exhibit A: Pier 70 Special Use District, 28-Acre Site and Illinois Street Parcels

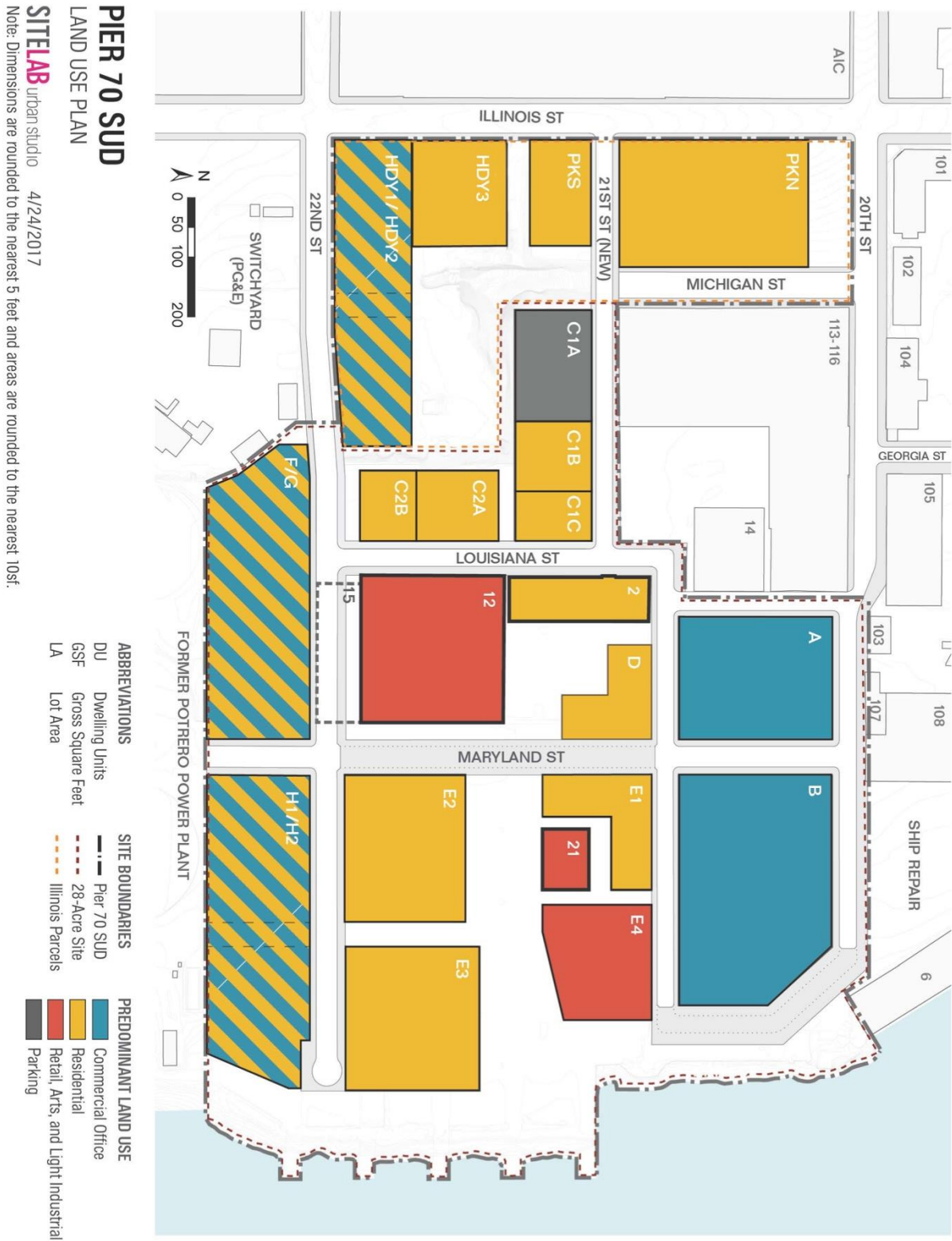


Exhibit B: Web Addresses for Prior Pier 70 Staff Reports, Prior Board of Supervisors Actions Related to the Pier 70 Special Use District & Pier 70-Related State Legislation

Table 4 below contains a list of previous Port Commission staff reports related to Pier 70. Following Table 4, there is a list of Board of Supervisors actions related to Pier 70 and state legislation obtained by the Port to further development of the site.

Table 4: Previous Port Commission Staff Reports Related to Pier 70

Port Commission Staff Report	Meeting Date	Web Address
Informational presentation on the comments received and proposed revisions to complete the Pier 70 Preferred Master Plan and on the Pier 70 Development Solicitation Process	March 9, 2010	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/ftp/uploadedfiles/meetings/supporting/2010/Item%2011A%20Pier%2070%20Preferred%20Master%20Plan_Solicitation-fulldraftv6.pdf
Informational Presentation Regarding Environmental Investigation in the Pier 70 Master Plan Area, located east of Illinois Street between Mariposa and 22nd Streets	March 23, 2010	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx?page=1410.html
Request to authorize real estate developer solicitations to implement the April 2010 Preferred Master Plan for the Pier 70 project area	May 11, 2010	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx?page=1412.html
Request approval to award the Pier 70 Waterfront Site development opportunity to Forest City Development California, Inc. and to enter into exclusive negotiations for a lease and development agreement of 25 acres to achieve the objectives specified in the Port's August 30, 2010 development solicitation for the site	April 12, 2011	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx?page=1774.html
Informational Presentation on the Progress from Plans to Projects for the 69-acre Pier 70 site, located near the intersection of 20th and Illinois Streets	September 25, 2012	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx?page=2128.html
Informational presentation of the Term Sheet between the Port and Forest City Development California, Inc. for the mixed-use development of the Pier 70 Waterfront Site, bordered generally by 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay	May 14, 2013	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/modules/Item%2010B%20Pier%2070%20Staff%20Report%20051013%20FINAL-documentid=6146.pdf
Request endorsement of the Term Sheet between the Port and Forest City Development California, Inc. for the mixed-use development of the Pier 70 Waterfront Site, bordered generally by 20 th Street, Michigan Street, 22 nd Street and the San Francisco Bay. (Resolution No. 13-20)	May 28, 2013	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx?page=2295.html

Table 4: Previous Port Commission Staff Reports Related to Pier 70

Port Commission Staff Report	Meeting Date	Web Address
Request approval of the First Amendment to the Exclusive Negotiation Agreement between the Port and Forest City Development California, Inc. ("Forest City") for the Pier 70 Waterfront Site, bordered generally by 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay	January 14, 2014	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx-page=2379.html
Request approval of a Revocable License Agreement for Special Events with Forest City Development California, Inc. for approximately 97,202 square feet of unimproved shed space located at Buildings 12/15/16 and 32 and approximately 170,305 square feet of paved land at the Pier 70 Waterfront Site. (Resolution No. 14-21)	March 25, 2014	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx-page=2403.html
Informational presentation regarding Forest City Development California, Inc.'s Waterfront Parks Concept Design for the Pier 70 Waterfront Site	March 25, 2104	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/modules/Item%2013C%20Forest%20City%20Building%2012%20Waterfront%20Parks%20Design%20Concept-documentid=7841.pdf
Request approval of License 15762 with Pacific, Gas and Electric Company for the ZA-1 Embarcadero-Potrero 230kV Transmission Project for approximately (i) 435,600 square feet of submerged land between Pier 28½ and the foot of 23rd Street, (ii) 52,272 square feet of underground access for horizontal directional drilling and (iii) 21,120 square feet of land along 23rd Street for a 40 year term, with a 26 year option, subject to approval by the Board of Supervisors. (Resolution No. 14-43) <i>Note: Includes description of City's Hoedown Yard Option.</i>	June 10, 2014	http://sfport.com/ftp/meetingarchive/commission/38.106.4.220/index.aspx-page=2453.html
Informational presentation regarding the revised Forest City mixed-use development plan for the Pier 70 Waterfront Site, bordered generally by 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay, and proposal for a Pier 70 Special Use District	March 10, 2015	http://sfport.com/sites/default/files/FileCenter/Documents/9536-Item%2012A%20Pier%2070%20Waterfront%20Site%20Development%20Plan%20and%20Pier%2070%20Special%20Use%20District%20%282%29.pdf
Request approval of the Second Amendment to the Exclusive Negotiation Agreement ("ENA") between the Port and Forest City Development California, Inc. ("Forest City") for the Pier 70 Waterfront Site, bordered generally by 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay. (Resolution No. 15-16)	April 28, 2015	http://sfport.com/meeting/san-francisco-port-commission-april-28-2015-supporting-documents

Table 4: Previous Port Commission Staff Reports Related to Pier 70

Port Commission Staff Report	Meeting Date	Web Address
Informational presentation on the proposed Infrastructure Financing Plan for Pier 70 Subarea G-1 encompassing the Pier 70 - Historic Core and approval of the Port-Controller Memorandum of Understanding to implement the Pier 70 - Historic Core Infrastructure Financing Plan. (Resolution No. 15-43)	November 10, 2015	http://sfport.com/meeting/san-francisco-port-commission-november-10-2015-supporting-documents
Informational presentation by the City of San Francisco's Office of Economic and Workforce Development (OEWD) on the Southern Bayfront (Mission Bay, Central Waterfront, Bayview Hunters Point, Candlestick areas) interagency coordination to guide community and citywide investment	May 10, 2016	http://sfport.com/meeting/san-francisco-port-commission-may-10-2016-supporting-documents
Informational presentation regarding the mixed-use development plan for the Forest City Pier 70 Waterfront Site, bordered generally by 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay, and the proposal for a Pier 70 Special Use District	October 11, 2016	http://sfport.com/file/16762
Informational presentation regarding the Forest City proposed Pier 70 Special Use District Design for Development for the area bordered generally by 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay	March 4, 2017	http://sfport.com/file/19844
Informational presentation regarding the Forest City proposed Pier 70 Special Use District Design for Development for the area bordered generally by 20th Street, Michigan Street, 22nd Street, and the San Francisco Bay	March 14, 2017	http://sfport.com/meeting/san-francisco-port-commission-march-14-2017-supporting-documents
Informational presentation regarding the Pier 70 Special Use District proposed by Forest City Development California, Inc. and associated public benefits	March 28, 2017	http://sfport.com/file/20120
Informational presentation regarding the Pier 70 Special Use District Transaction Structure between: (1) the Port and Forest City Development California, Inc. for the 28-Acre Site, located between 20th, Michigan, and 22nd Streets and San Francisco Bay (Assessor's Block 4052/Lot 001 and Lot 002 and Block 4111/Lot 003 and Lot 004); (2) the Port and Third Parties for the "20th/Illinois Parcel" along Illinois Street at 20th Street (Assessor's Block 4110/Lot 001); and (3) the City and a Third Party for Pacific Gas and Electric Company-owned parcel subject to a City option to purchase called the "Hoedown Yard," at Illinois and 22nd Streets (Assessor's Block 4120/Lot 002 and Block 4110/Lot 008A)	May 9, 2017	http://sfport.com/meeting/san-francisco-port-commission-may-9-2017-supporting-documents

Prior Board of Supervisors Actions Related to Pier 70

Enacted Title

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- 110-12 Resolution of Intention to establish Infrastructure Financing District No. 2 for the City and County of San Francisco at the Port of San Francisco (Mayor Edwin Lee, Supervisor David Chiu – April 5, 2012).
- 227-12 Resolution amending Resolution of Intention to establish Infrastructure Financing District No. 2 (File No. 120128) for the City and County of San Francisco at the Port of San Francisco (Port Commission – June 20, 2012).
- 123-13 Resolution adopting Guidelines for the Establishment and Use of an Infrastructure Financing District with Project Areas on Land Under the Jurisdiction of the San Francisco Port Commission (Mayor Edwin Lee, Supervisor Jane Kim – April 20, 2013).
- 201-13 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 (Mayor Edwin Lee, Supervisor Malia Cohen – June 21, 2013).
- 421-15 Resolution further amending Resolutions of Intention to establish Infrastructure Financing District No. 2 (Resolution Nos. 110-12 and 227-12) for the City and County of 5 San Francisco at the Port of San Francisco (Mayor Edwin Lee, Supervisor Malia Cohen – November 25, 2015).
- 027-16 Ordinance establishing an Infrastructure Financing District (IFD) (including Sub-Project Area G-1 (Pier 70 - Historic Core) and adopting an Infrastructure Financing Plan (IFP) (including Appendix G-1) for City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco); approving a Tax Administration Agreement; affirming the Planning Department's determination under the California Environmental Quality Act; and approving other matters in connection with the IFD and IFP, as defined herein (Mayor Edwin Lee, Supervisor Malia Cohen – March 11, 2016).
- 059-16 Resolution approving a Memorandum of Understanding (MOU) relating to Sub-Project Area G-1 (Pier 70 - Historic Core) of City and County of San Francisco Infrastructure District No. 2 (Port of San Francisco); and approving other matters in connection with the MOU, as defined herein (Mayor Edwin Lee, Supervisor Malia Cohen – March 4, 2016).

Pier 70-Related State Legislation

- AB 1199 Chapter 664 of the Statutes of 2009. Assemblymember Tom Ammiano. Infrastructure financing districts: City and County of San Francisco. Authorizing the City and County of San Francisco to create infrastructure financing districts that include specified waterfront property, modifying the procedures for San Francisco to adopt an infrastructure financing plan, and allocating projected increases in ad valorem property taxes to specified annual apportionments.
- AB 418 Chapter 477 of the Statutes of 2011. Assemblymember Tom Ammiano. Tidelands and submerged lands: City and County of San Francisco: Pier 70. Authorizing the State Lands Commission to approve an exchange of trust lands within the Pier 70 area.