

1 [Planning Code, Zoning Map - Pier 70 Special Use District]

2

3 **Ordinance amending the Planning Code and the Zoning Map to add the Pier 70 Special**  
 4 **Use District; making findings under the California Environmental Quality Act, and**  
 5 **making findings of consistency with the General Plan, the eight priority policies of**  
 6 **Planning Code, Section 101.1, and Planning Code, Section 302.**

7 NOTE: **Unchanged Code text and uncodified text** are in plain Arial font.  
 8 **Additions to Codes** are in *single-underline italics Times New Roman font*.  
 9 **Deletions to Codes** are in *strikethrough italics Times New Roman font*.  
 10 **Board amendment additions** are in double-underlined Arial font.  
 11 **Board amendment deletions** are in ~~strikethrough Arial font~~.  
 12 **Asterisks (\* \* \* \*)** indicate the omission of unchanged Code  
 13 subsections or parts of tables.

11

12 Be it ordained by the People of the City and County of San Francisco:

13

14 Section 1. Planning and Environmental Findings.

15 (a) California Environmental Quality Act.

16 (1) At its hearing on August 24, 2017, and prior to recommending the proposed  
 17 Planning Code amendments for approval, by Motion No. 19976, the Planning Commission  
 18 certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use District Project  
 19 (Project) pursuant to the California Environmental Quality Act (CEQA) (California Public  
 20 Resources Code Section 21000 et seq.), the CEQA Guidelines (14 Cal. Code Reg. Section  
 21 15000 et seq.), and Chapter 31 of the Administrative Code. A copy of said Motion is in Board  
 22 of Supervisors File No. 170864, and is incorporated herein by reference. In accordance with  
 23 the actions contemplated herein, this Board has reviewed the FEIR, concurs with its  
 24 conclusions, affirms the Planning Commission's certification of the FEIR, and finds that the  
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25

1 actions contemplated herein are within the scope of the Project described and analyzed in the  
2 FEIR.

3 (2) In recommending the proposed Planning Code Amendments for approval by  
4 this Board at its hearing on August 24, 2017, by Motion No. 19977, the Planning Commission  
5 also adopted findings under CEQA, including a statement of overriding consideration, and a  
6 Mitigation Monitoring and Reporting Program (MMRP). A copy of said Motion and MMRP are  
7 in Board of Supervisors File No. 170864, and is incorporated herein by reference. The Board  
8 hereby adopts and incorporates by reference as though fully set forth herein the Planning  
9 Commission's CEQA approval findings, including the statement of overriding considerations.  
10 The Board also adopts and incorporates by reference as though fully set forth herein the  
11 Project's MMRP.

12 (b) At the same hearing on August 24, 2017, the Planning Commission, in Resolution  
13 No. 19978, adopted findings that the actions contemplated in this ordinance are consistent, on  
14 balance, with the City's General Plan and eight priority policies of Planning Code Section  
15 101.1. The Board adopts these findings as its own. A copy of said Resolution is in Board of  
16 Supervisors File No. 170864, and is incorporated herein by reference.

17 (c) Pursuant to Planning Code Section 302, this Board finds that this Planning Code  
18 Amendment will serve the public necessity, convenience, and welfare for the reasons set forth  
19 in Planning Commission Resolution No. 19978, and the Board incorporates such reasons  
20 herein by reference.

21  
22 Section 2. The Planning Code is hereby amended by adding Section 249.79, to read  
23 as follows:

24 **SEC. 249.79. PIER 70 SPECIAL USE DISTRICT.**

1           (a) Purpose and Boundaries. To facilitate the City’s long-term goal of redevelopment and  
2 revitalization of a portion of Pier 70, a Special Use District entitled the “Pier 70 Special Use District”  
3 (SUD) is hereby established. The boundaries of the SUD are shown on Sectional Map SU08 of the  
4 Zoning Map. The purpose of this SUD is to give effect to the Development Agreement (DA) and  
5 Disposition and Development Agreement (DDA) for the Pier 70 Mixed-Use Project (Project), as  
6 approved by the Board of Supervisors by Ordinance No. \_\_\_\_\_ . The Project will provide  
7 several benefits to the City, such as a significant amount of affordable housing, increased public access  
8 and open space, facilities for small-scale manufacturing, extensive infrastructure improvements, and  
9 replacement space for Noonan Building tenants, while creating jobs, housing, and a vibrant community  
10 as contemplated under California Assembly Bill 418 (AB 418) (Stats. 2011, ch. 477), which made Pier  
11 70-specific amendments to the Burton Act (Stats. 1969, ch. 1333).

12           (b) Role of Port Commission. The majority of the property within the SUD is under the  
13 jurisdiction of the Port Commission, and Port lands are subject to land use controls additional to this  
14 Municipal Code. As authorized under AB 418, the Port may hold, use, conduct, operate, maintain,  
15 manage, administer, regulate, improve, sell, lease, encumber, and control nontrust lands and  
16 improvements within the SUD for any purpose on conditions specified in AB 418. In the event of a  
17 conflict between this Code and the Burton Act, AB 418, or the McAteer-Petris Act (Cal. Gov’t Code §§  
18 66600 et seq.), state law shall prevail.

19           (c) Relationship to Design for Development. The Pier 70 Design for Development (Design for  
20 Development), adopted by the Planning Commission and Port Commission and as may be periodically  
21 amended, sets forth Standards and Guidelines applicable within the SUD and is incorporated here by  
22 reference. Any term used in this Section 249.79 and not otherwise defined in this Code shall have the  
23 meaning ascribed to it in the Design for Development. The Port shall have exclusive jurisdiction and  
24 approval rights over amendments to the Design for Development that affect only open space and right-  
25 of-way development within the SUD, which include Design for Development, Chapter 3 (Open Space

1 Network); Chapter 4 (Streets and Streetscapes); Section 7.2 (Street Lighting); Section 7.3 (Open Space  
2 Lighting); Section 7.6 (Wayfinding Signage); and Section 7.8 (Public Art). Other than as specified  
3 above, the Port Commission and the Planning Commission may amend the Design for Development  
4 upon initiation by either body or upon application by an owner or ground lessee of property within the  
5 SUD, to the extent that such amendment is consistent with this Section, the General Plan, and the DA.  
6 Both the Port Commission and Planning Commission shall approve any such amendment to the Design  
7 for Development that does not exclusively affect the open space and right-of-way Chapters and  
8 Sections of the Design for Development identified in this subsection (c) as being within the exclusive  
9 jurisdiction of the Port Commission.

10 (d) **Relationship to Other Planning Code Provisions.** Applicable provisions of the Planning  
11 Code shall control except as otherwise provided in this Section 249.79, the Design for Development,  
12 and the DA (so long as the DA is in effect). In the event of a conflict between other provisions of the  
13 Planning Code and the Design for Development or this Section 249.79 (and further subject to  
14 subsection (e) below), this Section 249.79 and the Design for Development shall control.

15 (e) **Development Controls.** Development and uses of property within the SUD shall be  
16 regulated by the controls contained in this Section 249.79 and in the Design for Development,  
17 provided, however, that if there is any inconsistency between this Section and the Design for  
18 Development, this Section shall control.

19 (f) **Definitions.** If not explicitly superseded by definitions established in this Section 249.79 or  
20 the Design for Development, the definitions in this Code shall apply. Later amendments to the  
21 definitions in this Code shall apply where not in conflict with this Section 249.79, the Design for  
22 Development, or the DA. In addition to the specific definitions set forth elsewhere in this Section  
23 249.79, the following definitions shall govern interpretation of this Section:

24 "Applicant" means the ground lessee, owner, or authorized agent of the owner or ground lessee  
25 of a development parcel.

1 “Building Standards” means the standards applicable to Buildings and any associated  
2 privately-owned open spaces within the SUD, consisting of the standards specified in subsection (h)  
3 and the standards identified as such in the Design for Development.

4 “Executive Director” means the Executive Director of the Port of San Francisco.

5 “Historic Building” means one of the existing structures commonly known as Historic Building  
6 2, Historic Building 12, or Historic Building 21, which are part of the Union Iron Works Historic  
7 District (listed on the National Register of Historic Places).

8 “Horizontal Development” means construction of Public Facilities.

9 “Major Modification” means a deviation of 10 percent or more from any dimensional or  
10 numerical standard in this SUD or in the Design for Development, except as explicitly prohibited per  
11 subsection (i).

12 “Minor Modification” means a deviation of less than 10 percent from any dimensional or  
13 numerical standard in this SUD or in the Design for Development, except as explicitly prohibited per  
14 subsection (i), or from any non-numerical standard in the Design for Development.

15 “Proposition F” means the Union Iron Works Historic District Housing, Waterfront Parks,  
16 Jobs and Preservation Initiative adopted by the voters on November 4, 2015.

17 “Public Facilities” include completed utility infrastructure; recreational, open space, and  
18 public access areas; public rights-of-way; and other improvements in the public realm that will be  
19 under City and Port jurisdiction when accepted.

20 “Vertical DDA” means a Vertical Disposition and Development Agreement between the Port  
21 and an Applicant that sets forth contractual terms and conditions governing the Applicant’s  
22 development of Vertical Improvements.

23 “Vertical Improvements” means new construction of a Building and any later expansion or  
24 major alteration of or addition to a previously approved Building within the SUD.

25 (g) Uses.

1 (1) Permitted Uses. The following uses set forth in Table 249.79(g)(1) below shall be  
 2 permitted as indicated within the SUD, where P means Permitted Use and NP means Non-permitted  
 3 Use.

4

5 **Table 249.79(g)(1)**

6 **Land Uses**

7 <u>Pier 70</u> <u>SUD</u> <u>Parcels</u> <u>(as</u> <u>shown</u> <u>in</u> <u>Figures</u> <u>1 and 2)</u>	<u>Residen-</u> <u>tial Uses</u>	<u>Institution-</u> <u>al Uses</u>	<u>Retail</u> <u>Uses</u>	<u>Office</u> <u>Uses</u>	<u>Entertain-</u> <u>ment,</u> <u>Arts, and</u> <u>Recreat-</u> <u>ion Uses</u>	<u>Industrial</u> <u>Uses</u>	<u>PDR</u> <u>Uses</u>	<u>Parking</u> <u>Lot</u>	<u>Parking</u> <u>Garage</u>
11 <u>2</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u> <u>(12)</u>	<u>NP(13)</u>	<u>NP(14)</u>
13 <u>12</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P(3)(4)</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
14 <u>2I</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>NP</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
15 <u>A</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
16 <u>B</u>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
17 <u>C1</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u> <u>(12)</u>	<u>NP(13)</u>	<u>P</u>
19 <u>C2</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u> <u>(12)</u>	<u>NP(13)</u>	<u>P</u>
21 <u>D</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u> <u>(12)</u>	<u>NP(13)</u>	<u>NP(14)</u>
23 <u>E1</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u> <u>(12)</u>	<u>NP(13)</u>	<u>NP(14)</u>
25 <u>E2</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>

							<u>(12)</u>		
<b><u>E3</u></b>	<u>P</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<b><u>E4</u></b>	<u>NP</u>	<u>P</u>	<u>P(2)</u>	<u>P(3)(4)</u>	<u>P(6)(8)</u>	<u>P(9)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
<b><u>F/G</u></b>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<b><u>H1</u></b>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<b><u>H2</u></b>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<b><u>PKN</u></b>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<b><u>PKS</u></b>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<b><u>HDY3</u></b>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>NP(5)</u>	<u>P(7)(8)</u>	<u>P(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		
<b><u>HDY1/2</u></b>	<u>P(1)</u>	<u>P</u>	<u>P</u>	<u>P</u>	<u>P(6)(8)</u>	<u>P(9)(10)</u>	<u>P(11)</u>	<u>NP(13)</u>	<u>NP(14)</u>
							<u>(12)</u>		

Notes:

(1) Ground Floor Residential on Illinois Street is NP.

(2) Tourist Hotel is NP.

(3) Service, Medical is NP.

(4) Office Use is NP on Ground Floor.

(5) Office Use is P on Ground Floor only.

(6) Movie Theater is P if no more than three screens.

1 (7) Movie Theater is NP.

2 (8) Livery Stables are NP.

3 (9) Automobile Assembly, Food Fiber and Beverage Processing 1, Light Manufacturing, Metal  
4 Working are P. Other Industrial Uses are NP.

5 (10) Food Fiber and Beverage Processing 1, Light Manufacturing are P on Ground Floor only  
6 if Building contains Residential.

7 (11) PDR Automotive Services Station, Storage, Stable, and Utility Yard are NP. PDR  
8 Automotive Service Station are P if Predominant Use is District Garage.

9 (12) PDR Uses not already restricted as NP herein are P on the Ground Floor only if Building  
10 contains Residential

11 (13) Parking Lots are NP (except as provided for in Section 249.79(g)(3) as an interim use).

12 (14) Accessory Parking is P.

13 (2) **Temporary Uses.** The Executive Director may approve without a public hearing  
14 any of the following uses (“Temporary Uses”) for a period not to exceed 90 days, or for such longer  
15 period of time as may be approved by the Executive Director under any Port lease or license: booths  
16 for charitable, patriotic, or welfare purposes; markets; exhibitions, festivals, circuses, musical and  
17 theatrical performances and other forms of live entertainment including setup/load-in and  
18 demobilization/load-out; athletic events; open-air sales of agriculturally-produced seasonal  
19 decorations such as Christmas trees and Halloween pumpkins; meeting rooms and event staging;  
20 mobile food and temporary retail establishments; and automobile and truck parking and loading  
21 associated with any authorized temporary use. The Executive Director may authorize recurring  
22 Temporary Uses (such as a weekly farmers market) under a single authorization.

23 (3) **Interim Uses.** The Executive Director may approve any use listed in this section  
24 (“Interim Use”) without a public hearing for a period not to exceed five years if the Executive Director  
25 finds that such Interim Use will not impede orderly development consistent with this Section 249.79, the

1 Design for Development, and the DA. Interim Uses are limited to uses in the existing Historic  
2 Buildings, unimproved areas, and open spaces. Any Interim Use listed in this section that is integral to  
3 development under the DA, DDA, or Vertical DDA, and is permitted by the Port under any Port lease  
4 or license shall not require separate authorization as an Interim or Temporary use (for example, uses  
5 incidental to environmental clean-up, demolition and construction, storage, and automobile and truck  
6 parking and loading related to construction activities). Any authorization granted pursuant to this  
7 Subsection 249.79(g)(3) shall not exempt the applicant from obtaining any other permit required by  
8 law. Additional time for such uses may be authorized upon a new application. Interim Uses the  
9 Executive Director may authorize include, but are not limited to:

10 (A) Retail activities, which may include the on-site assembly, production or sale  
11 of food, beverages, and goods, the operation of restaurants or other retail food service in temporary  
12 structures, outdoor seating, food trucks, and food carts;

13 (B) Temporary art installations, exhibits, and sales;

14 (C) Recreational facilities and uses (such as play and climbing structures and  
15 outdoor fitness classes);

16 (D) Motor vehicle and bicycle parking;

17 (E) On-site assembly and production of goods in enclosed or unenclosed  
18 temporary structures;

19 (F) Educational activities, including but not limited to after-school day camp and  
20 activities;

21 (G) Site management service, administrative functions and customer amenities  
22 and associated loading;

23 (H) Rental or sales offices incidental to new development; and

24 (I) Entertainment uses, both unenclosed and enclosed, which may include  
25 temporary structures to accommodate stages, seating and support facilities for patrons and operations.

1                   (4) Nonconforming Uses. The Executive Director may allow the reasonable  
2 continuance, modification, or expansion of existing uses and structures that do not comply with this  
3 Section 249.79 or the Design for Development upon a determination that the use would not impede the  
4 orderly development of the SUD consistent with this Section, the DA, the DDA, and any Vertical DDA.

5                   (5) Ground Floor Frontages.

6                   (A) Priority Retail Frontages. As listed below, a minimum of 50 percent of the  
7 shaded Priority Retail Frontage zone shown in Figure 1 shall be occupied by the following uses (each,  
8 a “Priority Retail” use) as defined in Section 2.2 of the Design for Development (Ground Floor Uses):

9                                 (i) Retail (including personal services and excluding medical services,  
10 financial services, banks, real estate services, or retail automotive uses);

11                                 (ii) Bar and restaurant;

12                                 (iii) Arts activities;

13                                 (iv) PDR; and

14                                 (v) Entertainment.

15                   (B) As an exception to the above, Parcel E4, due to its waterfront location, shall  
16 require a minimum of 33 percent Priority Retail of the extent of the east and south frontages. The  
17 Priority Retail uses on Parcel E4 may consolidate required linear feet on a single designated frontage.

18                   (C) The minimum depth of regulated uses for all Priority Retail frontages is 25  
19 feet from the subject façade. A maximum of 40 feet of lobby frontage per building may count towards  
20 linear Priority Retail frontage requirement.

21                   (D) Retail and Service Frontages. To embed a broader set of active uses  
22 elsewhere on the site, including community facilities and personal services, Retail and Service  
23 Frontages shall occur along the northern and southern waterfront edge, as well as along the 200-foot  
24 portion of C1 facing Orton Plaza and on key gateways into the site from Illinois Street and corners  
25 adjacent to the Maryland Street corridor between 21st and 22nd Streets, as shown in Figure 1.

1 Specified frontage zones shall be limited to the Priority Retail uses listed in 249.79(g)(5)(A) plus the  
2 following additional uses (each, a “Priority Service Use”) for a minimum of 50 percent of the shaded  
3 Retail and Services frontage zone identified in Figure 1:

4 (i) Medical services;

5 (ii) Financial services and banks;

6 (iii) Fitness centers and gyms;

7 (iv) Institutions;

8 (v) Community facilities; and

9 (vi) Events and activity space.

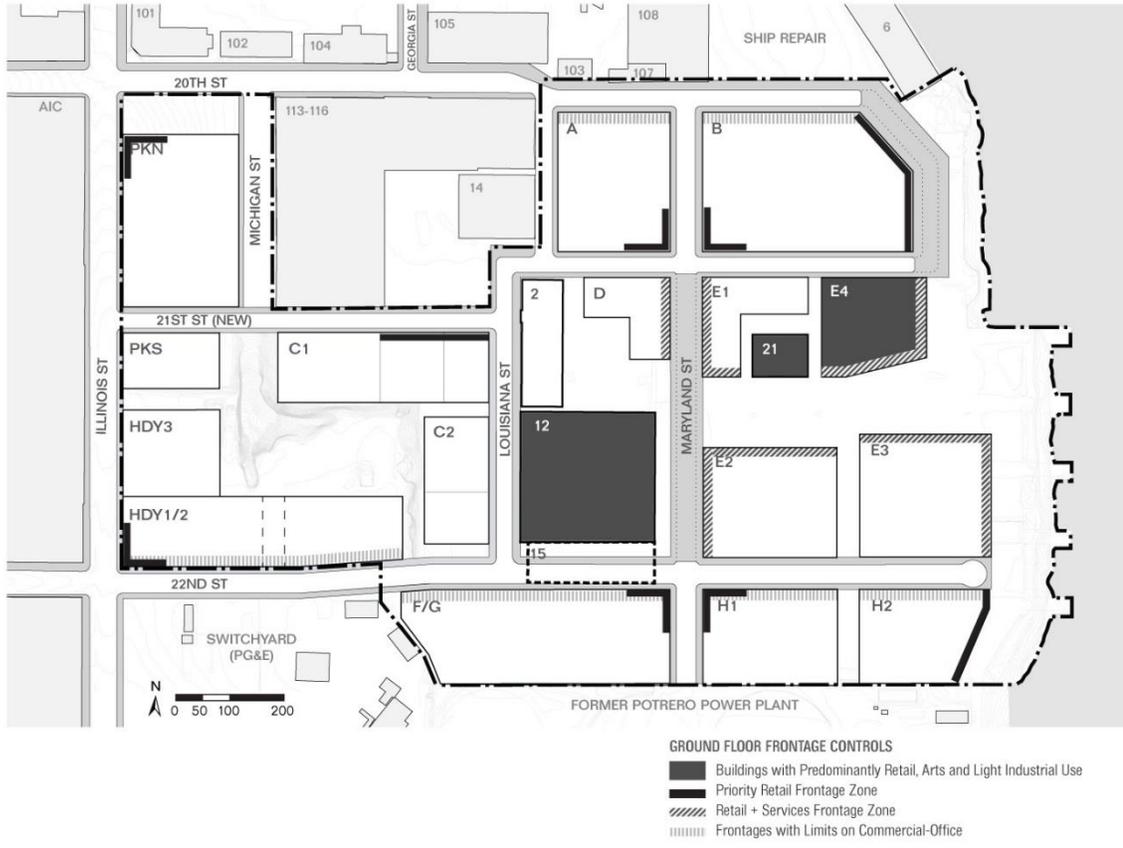
10 (vii) For C1 only, small offices up to 5,000 square feet.

11 (E) The minimum Retail and Service depth shall be 25 feet. If C1 is built as a  
12 garage, the minimum depth shall be 20 feet to preserve parking layout feasibility.

13 (F) Office Frontages. Ground floor office uses on 20th and 22nd Streets, as  
14 shown on Figure 1, shall not exceed 75 percent of the frontage for Parcels A, B, F, G, HDY, H1, and  
15 H2. Remaining portions of those frontages shall provide usable spaces for a viable non-office use,  
16 including all Priority Retail uses listed in 249.79(g)(5)(A) and Priority Service Uses listed in  
17 249.79(g)(5)(D).

18 **Figure 1: Ground Floor Frontage Controls.**

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**(h) Building Standards.**

**(1) Building Height and Bulk.** *The height and bulk limits shall be as set forth on Sectional Map HT08 of the Zoning Map and as further limited and detailed in Figure 2 of this Section (Building Height Maximum) and the Design for Development.*

**Figure 2: Building Heights Maximum.**

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(2) **Measurement of Height.** Measurement of Height shall be governed by the controls set forth in Section 6.4 of the Design for Development (Maximum Building Height) and not as provided in Section 260.

(3) **Lot Coverage and Rear Yards.** Lots shall not be required to comply with any rear yard and lot coverage requirements set by this Code.

(4) **Off-Street Parking.** Off-street automobile parking shall not be required for any use. Total parking spaces for the SUD shall not exceed the maximum number of spaces listed in the table below. Planning will determine compliance with the off-street parking standards in accordance with

1 Subsection 249.79(l)(5) below. These requirements may be modified pursuant to implementation of the  
 2 Project's Transportation Demand Management (TDM) requirement, as set forth in the DDA.

3

4 **Table 249.79(h)(4)**

5 **Maximum Permitted Off-Street Parking**

6 <u>Residential Use</u>	<u>0.6 spaces per residential unit</u>
7 <u>Office Use</u>	<u>1 space per 1500 square feet of Gross Floor</u> 8 <u>Area</u>
9 <u>All Other Uses</u>	<u>None permitted</u>

10 (5) **Bicycle Parking.** The amount and design of bicycle parking required shall be  
 11 governed by the controls set forth in the Planning Code, whereas the location of required bicycle  
 12 parking shall be governed by the controls set in the Design for Development.

13 (6) **Dwelling Unit Density.** There shall be no density limit for any residential use.

14 (7) **Dwelling Unit Exposure.** The provisions of Section 140 shall not apply. Dwelling  
 15 units in new construction shall face onto one of the following open areas that is open to the sky:

16 (A) A public street, public alley, or mid-block passage (public or private) at  
 17 least 20 feet in width;

18 (B) An exterior courtyard or terrace at least 25 feet in width that is open to a  
 19 public street, public alley, mid-block passage (public or private);

20 (C) A public open space that is at least 25 feet in width, including Irish Hill, a  
 21 landscape feature;

22 (D) An interior courtyard at least 25 feet in width and a maximum height of 55  
 23 feet;

24 (E) An interior courtyard at least 40 feet in width without regard to height; or  
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1                    (F) Undeveloped airspace over rooftops of either adjacent buildings within the  
2 SUD or a building on the same parcel where such building has been built to the maximum height limit  
3 allowed pursuant to this Section 249.79.

4                    (8) **Open Space for Dwelling Units.** In addition to any publicly-accessible open spaces  
5 described in the Design for Development, a minimum of 40 square feet of open space per dwelling unit  
6 shall be provided on each residential building parcel. Such open space may be either private or  
7 common space, and may be provided in the form of courtyards, terraces, rooftops, balconies, or other  
8 facilities. The standards for open spaces shall be governed by the controls set forth in the Design for  
9 Development and not as provided in Section 135.

10                   (9) **Permitted Obstructions.** Permitted obstructions over the street, alley, yard, setback,  
11 or open space (also referred to as Projections) shall be governed by the controls set forth in the Design  
12 for Development and not as provided in Section 136.

13                   (10) **Streetscape Improvements.** The streetscape and street tree planting requirements  
14 shall be governed by the controls set forth in the Design for Development and not as provided in  
15 Section 138.1(c).

16                   (11) **Off-Street Loading.** The loading requirements of Article 1.5 of the Code shall not  
17 apply. Off-Street loading shall be governed by the controls set forth in Section 5.5 and 5.6 of the Design  
18 for Development, describing number of loading spaces, loading space locations and dimensions,  
19 loading spaces for historic buildings, location of refuse and recycling, and loading access locations.

20                   (12) **Signage.** The requirements of Article 6 of this Code, as well as the signage  
21 guidelines of the Port, shall not apply. Building signage within the Special Use District shall be  
22 regulated by Sections 7.5 (General Signage), 7.6 (Wayfinding Signage) and 7.7 (Building Signage) of  
23 the Design for Development, regulating signage design and location for buildings and the public realm.  
24 Signage regulations in the Design for Development supplement the following signage plans to be  
25 approved by the Executive Director and the Planning Department pursuant to the DDA as follows: the

1 Pier 70 Public ROWs Signage Plan, the Pier 70 Park Parcels Signage Plan(s) and the Pier 70  
2 Interpretive Signage Plan(s) to be approved by the Executive Director, and the Pier 70 Building  
3 Signage Plan approved by both the Executive Director and Planning Director.

4 (13) **Inclusionary Housing Requirements.** The requirements of Section 415 shall apply  
5 subject to the following provisions:

6 (A) For any Rental Housing Project, each housing development project shall  
7 pay a fee based on the number of units equivalent to the 23% of the number of units in the principal  
8 rental housing project. If the project sponsor is eligible and elects to provide on-site affordable rental  
9 units, the number of affordable units constructed on-site shall be 20% of all units constructed on the  
10 project site. The Rental Units shall have an affordable rent set at an average of 80% of Area Median  
11 Income or less.

12 (B) For any housing development project consisting of Owned Units, each  
13 project shall pay a fee based on the number of units equivalent to the 28% of the number of units in the  
14 principal housing project.

15 (14) **Impact Fees.** Vertical Improvements within the SUD that are subject to the DA  
16 shall be required to pay impact fees in accordance with the DA. In recognition of the high level of in-  
17 kind improvements provided under the Design for Development and related project documents, all  
18 other Vertical Improvements within the SUD, whether subject to the DA or not, shall not be required to  
19 pay the Eastern Neighborhoods Impact Fees and Public Benefits Fund requirements set forth in Section  
20 423.

21 (15) **Transportation Fee.** Vertical Improvements that are subject to the DA shall be  
22 required to pay transportation fees in accordance with the DA, which fees shall be used by SFMTA in  
23 accordance with the Transportation Plan attached to the DA. All other Vertical Improvements within  
24 the SUD shall pay to SFMTA a “Transportation Fee” that SFMTA shall use to pay for uses permitted  
25 by the TSF Fund under Section 411A.7, including SFMTA and other agencies’ costs to design, permit,

1 construct, and install a series of transportation improvements in the area surrounding the Pier 70 SUD.  
2 The Transportation Fee will be calculated for each Vertical Improvement at 100% of the applicable  
3 TSF rate without a discount under Section 411A.3(d) as if it were a Project submitted under Section  
4 411A.3(d)(3).

5 (i) **Modifications to Building Standards.** Modification of the Building Standards may be  
6 approved on a project-by-project basis according to the procedures of set forth below.

7 (1) **No Modifications or Variances Permitted.** No modifications or variances are  
8 permitted for (A) Maximum Height established under Section (h)(1); (B) maximum building stories  
9 established in Standard 6.4.2 of the Design for Development (Maximum Stories); (C) maximum off-  
10 street parking ratios (except as provided in subsection (l)(5) below); (D) minimum required bicycle  
11 parking quantities established in Article 1.5 of Standard 5.1.1 of the Design for Development (Bicycle  
12 Parking Capacity)the Planning Code; or (E) Standard 6.18.1 (Key Facades 200-350 Feet in Length)  
13 and Standard 6.18.2 (Key Facades 350 Feet or More in Length) of the Design for Development  
14 regulating architectural treatment of primary and secondary facades. Except as explicitly provided in  
15 subsections (i)(2) and (3) below, no other standard set forth in this Section 249.79 or in the Design for  
16 Development shall be modified or varied.

17 (2) **Minor Modifications.** The Planning Director may approve a Minor Modification  
18 administratively by the procedures described in Subsection 249.79(l)(6)(A).

19 (3) **Major Modifications.** The Planning Commission shall hear any application for a  
20 Major Modification according to the procedures described in subsection 249.79(l)(6)(B).

21 (j) **Review and Approval of Development Phases and Horizontal Development.** The Port  
22 Commission shall grant a Phase Approval in accordance with the DDA for the Phase that includes the  
23 applicable Vertical Improvements before Planning may approve an application for design review under  
24 this Section 249.79.

1            (k) **Review and Approval of Open Space.** The Port Commission shall have exclusive  
2 jurisdiction over the review of proposed publicly-owned open space within the SUD for consistency  
3 with the Design for Development, including program, design, and the inclusion of any ancillary  
4 structures. Any privately-owned publicly-accessible open space on any of the development parcels shall  
5 be reviewed and approved by Planning as part of the associated Vertical Improvement.

6            (l) **Design Review and Approval of Vertical Improvements.**

7            (1) **Applications.** Applications for design review are required for all Vertical  
8 Improvements prior to issuance of building permits. An application for design review shall be filed at  
9 the Port by the owner or authorized agent of the owner of the property for which the design review is  
10 sought. Each application shall include the documents and materials necessary to determine consistency  
11 with this Section and the Design for Development, including site plans, sections, elevations, renderings,  
12 landscape plans, and exterior material samples to illustrate the overall concept design of the proposed  
13 buildings. If an Applicant requests a Major or Minor Modification, the application shall contain  
14 descriptive material such as narrative and supporting imagery, if appropriate, that describes how the  
15 proposed Vertical Improvement meets the intent of the SUD and Design for Development and provides  
16 architectural treatment and public benefit that are equivalent or superior to strict compliance with the  
17 standards.

18            (2) **Completeness.** Port and Planning staff shall review the application for  
19 completeness and advise the Applicant in writing of any deficiencies within 30 days after receipt of the  
20 application or, if applicable, within 15 days after receipt of any supplemental information requested  
21 pursuant to this Section. Review by Port staff shall also include a review for compliance with the  
22 requirements of the applicable Vertical DDA. If staff does not so advise the applicant, the application  
23 shall be deemed complete.

24            (3) **Staff Design Review of Buildings.** Each application for Vertical Improvements  
25 shall be subject to the administrative design review process set forth in this subsection (l). Upon a

1 determination of completeness (or deemed completeness), staff shall conduct design review and  
2 prepare a staff report determining compliance of the Vertical Improvement with this Section 249.79  
3 and the Design for Development, including a recommendation regarding any modifications sought.  
4 Such staff report shall be delivered to the Applicant and any third parties requesting notice in writing,  
5 shall be kept on file, and posted on the Department's website for public review, within 60 days of the  
6 determination of completeness (or deemed completeness).

7 If staff determines that the Vertical Improvement is not compliant with the Design for  
8 Development and this Section 249.79, it will notify the Applicant within the applicable 60-day period,  
9 in which case, the Applicant may resubmit the Application and the requirements under Section(l)(1)  
10 through Section (l)(3) apply anew, except the time for staff review shall be 30 days.

11 (4) **Port Review of Historic Buildings.** Port staff shall review schematic designs for  
12 each Historic Building in accordance with the procedures set forth in the ground lease between Port  
13 and the Applicant for the applicable Historic Building. Port staff review shall include a determination  
14 of consistency with the Design for Development and applicable mitigation measures, including  
15 compliance with Secretary of the Interior's Standards for the Treatment of Historic Properties.

16 (5) **Off-Street Parking.** It is the intent of this SUD that at full build-out of all parcels in  
17 the SUD, the total number of off-street parking spaces within the SUD shall not exceed the applicable  
18 maximum parking ratios specified in Table 249.79(h)(4) above. The maximum parking ratios shall not  
19 apply to individual Vertical Improvements or parcels, but shall be considered cumulatively for the SUD  
20 as a whole. To ensure compliance with the maximum parking ratios on a periodic basis during the  
21 phased build-out of the SUD, the Planning Department shall not approve new off-street parking  
22 proposed within a Vertical Improvement if it determines that the amount of off-street parking proposed  
23 would cause the aggregate parking ratio in the SUD to be exceeded when taking into account the  
24 amount of parking in the proposed Vertical Improvement plus the amount of parking for all Buildings  
25 approved under this Section 249.79 as of the date of determination (without regard to whether or not

1 the Building has been constructed) at the following Development Increments: every 750 net new  
2 housing units and every 400,000 gross square feet of non-residential uses in new or rehabilitated  
3 buildings (each residential and non-residential threshold, a "Development Increment").  
4 Notwithstanding the foregoing, a deviation of up to 10% above the maximum ratios shall be permitted  
5 for all increments prior to final build out and not be considered a Major Modification, Minor  
6 Modification, or otherwise inconsistent with this Section 249.79 or the Design for Development. For  
7 any increment beyond the first, the Planning Director may disallow part or all of the 10% deviation  
8 from the maximum ratios in consideration of expected build out of the SUD.

9 **(6) Approvals and Public Hearings for New Development.**

10 **(A) New Construction.** Within 10 days after the delivery and posting of the staff  
11 report in accordance with subsection (1)(3), the Planning Director shall approve or disapprove the  
12 Vertical Improvement design and any Minor Modifications based on its compliance with this Section  
13 249.79 and the Design for Development and the findings and recommendations of the staff report. If the  
14 Vertical Improvement is consistent with the numeric standards set forth in this Section 249.79 and the  
15 Design for Development, the Planning Director's discretion to approve or disapprove the Vertical  
16 Improvement shall be limited to the Vertical Improvement's consistency with the non-numeric elements  
17 of the Design for Development and the General Plan. Notwithstanding any other provisions of this  
18 Section 249.79, the Planning Director may refer an Application that proposes modification to the non-  
19 numeric elements of the Design for Development, even if not otherwise classified as a Major  
20 Modification, to the Planning Commission as a Major Modification if the Planning Director determines  
21 that the proposed modification does not meet the intent of the Standards set forth in the Design for  
22 Development.

23 **(B) Vertical Improvements Seeking Major Modifications.** Upon delivery and  
24 posting of the staff report under subsection (1)(3), the Planning Commission shall calendar the item for  
25 a public hearing at the next regular meeting of the Planning Commission (or special meeting, at the

1 Planning Commission's discretion), subject to any required noticing, for any application for Vertical  
2 Improvements seeking one or more Major Modifications and for any Vertical Improvement seeking  
3 Minor Modifications that the Planning Director, in his or her sole discretion, refers as a Major  
4 Modification. The Planning Commission shall consider all comments from the public and the  
5 recommendations of the staff report and the Planning Director in making a decision to approve or  
6 disapprove the Vertical Improvement design, including the granting of any Major or Minor  
7 Modifications.

8 (C) **Notice of Hearings.** Notice of hearings required by subsection (B) above  
9 shall be provided as follows:

10 (i) by mail not less than 10 days prior to the date of the hearing to the  
11 Vertical Improvement applicant, to property owners within 300 feet of the exterior boundaries of the  
12 property that is the subject of the application, using for this purpose the names and addresses as shown  
13 on the citywide assessment roll in the Office of the Tax Collector, and to any person who has requested  
14 such notice; and

15 (ii) by posting on the subject property at least 10 days prior to the date  
16 of the hearing.

17 (m) **Building Permit Approval.** For projects subject to the jurisdiction of the Port, the Chief  
18 Harbor Engineer shall review each building permit application for consistency with the authorizations  
19 granted pursuant to this Section 249.79. For projects outside the jurisdiction of the Port, DBI shall  
20 review each permit application for consistency with the authorizations granted pursuant to this Section  
21 249.79. The Chief Harbor Engineer and DBI shall not issue any building permit for work within the  
22 SUD that has not obtained design review approval in accordance with subsections (l)(6)(A) and (B)  
23 above to the extent applicable, or is inconsistent with standards in this Section 249.79 or the Design for  
24 Development.

1           (n) Change of Use. Before issuing any building permit or other permit or license, or for a  
 2 permit of Occupancy that would authorize a new use, a change of use or maintenance of an existing use  
 3 of any land or structure contrary to the provisions of this Section 249.79 or the Design for  
 4 Development, the Chief Harbor Engineer or DBI, as applicable, shall refer the matter to the Planning  
 5 Department for a consistency determination to be provided to the Chief Harbor Engineer or DBI, as  
 6 applicable, within 15 days of referral.

7           (o) Discretionary Review. No requests for discretionary review shall be accepted by the  
 8 Planning Department or heard by the Planning Commission for any Building in the SUD.

9  
 10           Section 3. The Planning Code is hereby amended by revising Zoning Map ZN08,  
 11 Height Map HT08, and Sectional Map SU08, as follows:

12           (a) To change the Zoning Map (ZN08) from M-2 to Pier 70 Mixed-Use District:

Assessor's Block	Lot	Current Zoning to be Superseded	Proposed Zoning to be Approved
4052	001 (partial)	M-2	Pier 70 Mixed Use District
4111	004 (partial)	M-2	
4110	001	M-2	
4110	008A	M-2	
4120	002	P	

19  
 20           (b) To change the Zoning Map (HT08) from 40-X to 90-X:

Assessor's Block	Lot	Current Height/Bulk to be Superseded	Proposed Height/Bulk to be Approved
4052	001 (partial)	40-X	90-X
4111	004 (partial)	40-X	
4120	002	40-X	

1 (c) Sectional Map SU08 is hereby amended to create the new Pier 70 Special Use  
2 District, bounded by the following streets:

3 (1) To the north, all lots fronting the southern side of and abutting the terminus  
4 of 20th Street from Illinois Street to the shoreline, including lot 4110001, a portion of lot  
5 4111004 - the southernmost portion south of a line roughly 95 feet from the southern parcel  
6 border, and a portion of lot 4052001 – the southernmost portion south of a line roughly 1,100  
7 feet from the southern parcel border, and excluding the northwestern corner roughly bounded  
8 by a line running parallel to and roughly 265 feet south of 20th Street, and a line parallel to  
9 and roughly 800 feet east of Illinois Street;

10 (2) To the east, all lots fronting the shoreline between 20th and 22nd Streets;

11 (3) To the south, all lots fronting the northern side of 22nd Street, and abutting  
12 the terminus of 22nd Street from Illinois St to the shoreline;

13 (4) To the west, all lots fronting the eastern side of Illinois St, from 20th Street to  
14 22nd Street.

15  
16 Section 4. Effective Date. This ordinance shall become effective 30 days after  
17 enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the  
18 ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board  
19 of Supervisors overrides the Mayor’s veto of the ordinance.

20  
21 APPROVED AS TO FORM:  
22 DENNIS J. HERRERA, City Attorney

23 By: \_\_\_\_\_  
24 ANDREA RUIZ-ESQUIDE  
25 Deputy City Attorney

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1 [General Plan - Pier 70 Mixed-Use District Project]

2  
3 **Ordinance amending the San Francisco General Plan to revise Maps 4 and 5 of the**  
4 **Urban Design Element to refer to the Pier 70 Mixed-Use Project Special Use District;**  
5 **and adopting findings under the California Environmental Quality Act and Planning**  
6 **Code Section 340; and making findings of consistency with the General Plan and the**  
7 **eight priority policies of Planning Code Section 101.1.**

8 **NOTE: Unchanged Code text and uncodified text are in plain Arial font.**  
9 **Additions to Codes are in single-underline italics Times New Roman font.**  
10 **Deletions to Codes are in ~~strikethrough italics Times New Roman font.~~**  
11 **Board amendment additions are in double-underlined Arial font.**  
12 **Board amendment deletions are in ~~strikethrough Arial font.~~**  
13 **Asterisks (\* \* \* \*) indicate the omission of unchanged Code**  
14 **subsections or parts of tables.**

15 Be it ordained by the People of the City and County of San Francisco:

16 Section 1. Environmental and Planning Code Findings.

17 (a) California Environmental Quality Act.

18 (1) At its hearing on \_\_\_\_\_, and prior to recommending the proposed  
19 General Plan Amendments for approval, by Motion No. \_\_\_\_\_, the Planning  
20 Commission certified a Final Environmental Impact Report (FEIR) for the Pier 70 Mixed-Use  
21 District Project (Project) pursuant to the California Environmental Quality Act (CEQA)  
22 (California Public Resources Code Section 21000 *et seq.*), the CEQA Guidelines (14 Cal.  
23 Code Reg. Section 15000 *et seq.*), and Chapter 31 of the Administrative Code. A copy of said  
24 Motion is on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_, and is  
25 incorporated herein by reference. In accordance with the actions contemplated herein, this  
Board has reviewed the FEIR, concurs with its conclusions, affirms the Planning

1 Commission's certification of the FEIR, and finds that the actions contemplated herein are  
2 within the scope of the Project described and analyzed in the FEIR.

3 (2). In approving the Project at its hearing on \_\_\_\_\_, by Motion No.  
4 \_\_\_\_\_, the Planning Commission also adopted findings under CEQA, including a  
5 statement of overriding consideration, and a Mitigation Monitoring and Reporting Program  
6 (MMRP). A copy of said Motion and MMRP are on file with the Clerk of the Board of  
7 Supervisors in File No. \_\_\_\_\_, and is incorporated herein by reference. The Board  
8 hereby adopts and incorporates by reference as though fully set forth herein the Planning  
9 Commission's CEQA approval findings, including the statement of overriding considerations.  
10 The Board also adopts and incorporates by reference as though fully set forth herein the  
11 Project's MMRP.

12 (b) Planning Code Findings.

13 (1) Under San Francisco Charter Section 4.105 and Planning Code Section  
14 340, any amendments to the General Plan shall first be considered by the Planning  
15 Commission and thereafter recommended for approval or rejection by the Board of  
16 Supervisors. On \_\_\_\_\_, by Resolution No. \_\_\_\_\_, the Commission  
17 conducted a duly noticed public hearing on the General Plan Amendments pursuant to  
18 Planning Code Section 340, and found that the public necessity, convenience and general  
19 welfare required the proposed General Plan Amendments, adopted General Plan  
20 Amendments, and recommended them for approval to the Board of Supervisors. A copy of the  
21 Planning Commission Resolution No. \_\_\_\_\_, is on file with the Clerk of the Board of  
22 Supervisors in File. No. \_\_\_\_\_, and incorporated by reference herein.

23 (2) On \_\_\_\_\_, the Planning Commission, in Resolution No. \_\_\_\_\_,  
24 adopted findings that the actions contemplated in this ordinance are consistent, on balance,  
25 with the City's General Plan and eight priority policies of Planning Code Section 101.1. The

1 Board adopts these findings as its own. A copy of said Resolution is on file with the Clerk of  
2 the Board of Supervisors in File No. \_\_\_\_\_, and is incorporated herein by reference.

3 Section 2. The General Plan is hereby amended by revising Map 4 of the Urban  
4 Design Element ("Urban Design Guidelines for Height of Buildings") as follows:

5 Add a reference that states, "See Pier 70 Mixed-Use Project Special Use District,  
6 Section \_\_\_\_ of the Planning Code, for buildings therein."

7 Section 3. The General Plan is hereby amended by revising Map 5 of the Urban  
8 Design Element ("Urban Design Guidelines for Bulk of Buildings") as follows:

9 Add a reference that states, "See Pier 70 Mixed-Use Project Special Use District,  
10 Section \_\_\_\_ of the Planning Code, for buildings therein."

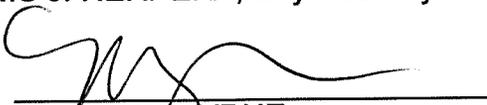
11 Section 4. The General Plan is hereby amended by revising the Land Use Index as  
12 follows:

13 The Land Use Index shall be updated as necessary to reflect the amendments set forth  
14 in Section 2, above.

15 Section 5. Effective Date. This ordinance shall become effective 30 days after  
16 enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the  
17 ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board  
18 of Supervisors overrides the Mayor's veto of the ordinance.

19  
20  
21 APPROVED AS TO FORM:  
DENNIS J. HERRERA, City Attorney

22  
23 By:

  
24 MARLENA BYRNE  
Deputy City Attorney

25 n:\landuse\mbyrne\pier 70 general plan ord.docx

## ATTACHMENT B-1 - SUMMARY PRO-FORMA UNDERWRITING (a)

### A.) HORIZONTAL INFRASTRUCTURE INVESTMENT USES

Upfront Project Entitlement Expenditures	\$	33,440,730
Phase I Infrastructure	\$	149,544,813
Phase II Infrastructure	\$	87,162,871
Phase III Infrastructure	\$	60,771,977
Total Horizontal Infrastructure Uses	\$	330,920,391

### B.) HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES

<i>CFD/IFD Bonds - Debt Service Paid by Tax Increment</i>		
Phase I IFD Bonds	\$	62,728,057
Phase II IFD Bonds	\$	40,609,858
Phase III IFD Bonds	\$	66,254,767
Total CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$	169,592,682
Pay Go Tax Increment Applied to Project	\$	186,831,336
Condominium CFD Facilities Tax Proceeds	\$	35,378,942
Project Reserve Proceeds from Sea Level Rise CFD Tax	\$	5,316,490
Total Horizontal Infrastructure Investment Sources	\$	397,119,450

### C.) MASTER DEVELOPER PEAK EQUITY (b)

Phase I	\$	76,945,889
Phase II	\$	23,842,519
Phase III	\$	20,127,914

### D.) PREPAID AND ANNUAL GROUND RENT

A-1 (Office)	\$	14,882,747
KN (Resi)	\$	25,030,915
E2 (Resi)	\$	11,588,385
C-2B (Resi)	\$	8,065,959
2 (Resi)	\$	17,751,305
D-1 (Resi)	\$	17,011,491
F-G (Office)	\$	35,394,957
E1 (Resi)	\$	19,165,316
E3 (Resi)	\$	5,114,179
B-1 - B-2 (Office)	\$	53,788,463
C-1A (Office)	\$	244,450,180
C-1C (Resi)	\$	9,605,187
H-1 (Resi)	\$	13,171,380
H-2 (Resi)	\$	31,649,880
Total Prepaid and Annual Ground Rent	\$	506,670,342

### E.) PROJECT NET CASH FLOW

Horizontal Infrastructure Costs	\$	(330,920,391)
CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$	169,592,682
Pay Go Tax Increment	\$	186,831,336
Condominium CFD Facilities Tax Proceeds	\$	35,378,942
Project Reserve from Sea Level Rise Tax Proceeds	\$	5,316,490
Ground Rent Payments	\$	506,670,342
Total Project Profit	\$	572,869,401

### F.) DISTRIBUTION OF PROFIT

Master Developer Return on Investment	\$	143,675,059
<b>Profit Sharing:</b>		
Master Developer Profit Participation - Prepaid Annual Ground Rent	\$	-
Master Developer Profit Participation - Prepaid Ground Rent	\$	83,134,873
Port of San Francisco Profit Participation - Annual Ground Rent	\$	244,450,180
Port of San Francisco Profit Participation - Prepaid Ground Rent	\$	101,609,289
Total Master Developer Profit	\$	226,809,932
Total Port of San Francisco Profit	\$	346,059,469
Total Project Profit	\$	572,869,401

### G.) PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT

Port Annual Ground Rent (Including Parcel C-1A)	\$	244,450,180
Port Share of Prepaid Ground Rent	\$	101,609,289
1.5% of Net Proceeds from Refinancings	\$	193,260,917
1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues	\$	1,769,535,033
Condominium Resale Transfer Fees	\$	1,684,030,812
Total Port of San Francisco Net Economic Benefit	\$	3,992,886,231

### H.) TAX INCREMENT TO PORT FOR PIER 70 WIDE FACILITIES AND CITY SHORELINE PROTECTION

Port's 8 Cents of Tax Increment	\$	145,780,770
Unused Tax Increment to Port after Project is Complete	\$	555,012,843
Total Tax Increment to Port for Pier 70 Wide Facilities and City Shoreline Protection	\$	700,793,613

### I.) CFD TAX REVENUES FOR CITY SHORELINE PROTECTION

Available Sea Level Rise CFD Tax Proceeds	\$	281,250,929
Available Condominium CFD Facilities Tax Proceeds	\$	1,353,066,606
Unused Project Reserve Proceeds from Sea Level Rise CFD Tax	\$	491,994,859
Unused Condominium CFD Facilities Tax Proceeds Applied to Project	\$	6,852,694
Total CFD Tax Revenues for City Shoreline Protection	\$	2,133,165,088

#### Notes:

\*\*\* All numbers are preliminary estimates and subject to further change. \*\*\*

- (a) Numerical estimates are expressed in nominal terms unless otherwise denoted.  
 (b) Estimated peak equity assuming development of each phase on a stand-alone basis.

ATTACHMENT B-1 - ANNUAL SUMMARY PRO-FORMA UNDERWRITING (a)

	TOTAL	2011 YEAR 1	2012 YEAR 2	2013 YEAR 3	2014 YEAR 4	2015 YEAR 5	2016 YEAR 6	2017 YEAR 7	2018 YEAR 8	2019 YEAR 9	2020 YEAR 10	2021 YEAR 11	2022 YEAR 12	2023 YEAR 13	2024 YEAR 14	2025 YEAR 15	2026 YEAR 16	2027 YEAR 17
<b>A.) HORIZONTAL INFRASTRUCTURE INVESTMENT USES</b>																		
Upfront Project Entitlement Expenditures	\$ 33,440,730	\$ 1,334,232	\$ 2,489,322	\$ 2,982,397	\$ 4,598,583	\$ 5,653,196	\$ 10,313,000	\$ 6,070,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase I Infrastructure	\$ 149,544,813	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 13,781,753	\$ 41,137,323	\$ 58,662,964	\$ 35,962,773	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase II Infrastructure	\$ 87,162,871	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 12,879,376	\$ 43,257,250	\$ 31,026,245	\$ -	\$ -	\$ -
Phase III Infrastructure	\$ 60,771,977	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,938,653	\$ 13,937,032	\$ 18,768,379
Total Horizontal Infrastructure Uses	\$ 330,920,391	\$ 1,334,232	\$ 2,489,322	\$ 2,982,397	\$ 4,598,583	\$ 5,653,196	\$ 10,313,000	\$ 6,070,000	\$ 13,781,753	\$ 41,137,323	\$ 58,662,964	\$ 35,962,773	\$ 12,879,376	\$ 43,257,250	\$ 31,026,245	\$ 7,938,653	\$ 13,937,032	\$ 18,768,379
<b>B.) HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES</b>																		
CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$ 169,592,682	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,958,583	\$ 13,803,768	\$ -	\$ 17,276,277	\$ 29,498,163	\$ 20,263,603	\$ -	\$ 36,735,051	\$ 11,111,695
Phase I CFD/IFD Bonds	\$ 62,728,057	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,958,583	\$ 13,803,768	\$ -	\$ 17,276,277	\$ -	\$ 14,689,429	\$ -	\$ -	\$ -
Phase II CFD/IFD Bonds	\$ 40,609,858	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 29,498,163	\$ -	\$ -	\$ -	\$ 11,111,695
Phase III CFD/IFD Bonds	\$ 66,254,767	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,574,174	\$ -	\$ -	\$ 36,735,051
Total CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$ 169,592,682	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,958,583	\$ 13,803,768	\$ -	\$ 17,276,277	\$ 29,498,163	\$ 20,263,603	\$ -	\$ 36,735,051	\$ 11,111,695
Pay Go Tax Increment Applied to Project	\$ 186,831,336	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 480,080	\$ 1,043,189	\$ 1,928,740	\$ 2,026,534	\$ 2,126,283
Condominium CFD Facilities Tax Proceeds	\$ 35,378,942	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,740,097	\$ 2,609,994	\$ 5,451,160	\$ -	\$ 6,146	\$ 6,041,094	\$ 108,229	\$ 110,393	\$ 12,580,736	\$ 147,442
Project Reserve Proceeds from Sea Level Rise CFD Tax	\$ 5,316,490	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 452,725	\$ 298,835	\$ 304,812	\$ 821,063	\$ -
Total Horizontal Infrastructure Investment Sources	\$ 397,119,450	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,740,097	\$ 19,568,578	\$ 19,254,927	\$ -	\$ 17,337,693	\$ 36,472,063	\$ 21,713,856	\$ 2,343,946	\$ 52,163,384	\$ 13,385,419
<b>C.) MASTER DEVELOPER PEAK EQUITY (b)</b>																		
Phase I	\$ 76,945,889	\$ 1,334,232	\$ 3,823,554	\$ 6,805,951	\$ 11,404,534	\$ 17,057,730	\$ 27,370,730	\$ 33,440,730	\$ 33,440,730	\$ 26,811,634	\$ 52,889,314	\$ 76,945,889	\$ 65,619,297	\$ 38,593,921	\$ 19,023,856	\$ 17,951,189	\$ -	\$ -
Phase II	\$ 23,842,519	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 12,879,376	\$ 21,132,239	\$ 23,842,519	\$ 23,842,519	\$ 23,842,519	\$ 23,842,519
Phase III	\$ 20,127,914	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,938,653	\$ -	\$ -
<b>D.) PREPAID AND ANNUAL GROUND RENT</b>																		
A-1 (Office)	\$ 14,882,747	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,976,549	\$ 11,906,197	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
HN (Res)	\$ 25,030,915	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 25,030,915	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
E2 (Res)	\$ 11,588,385	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 11,588,385	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
C-2B (Res)	\$ 8,065,959	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8,065,959	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2 (Res)	\$ 17,751,305	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,751,305	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
D-1 (Res)	\$ 17,011,491	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,011,491	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
F-G (Office)	\$ 35,394,957	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,078,991	\$ 28,315,966	\$ -	\$ -	\$ -	\$ -
E1 (Res)	\$ 19,165,316	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,165,316	\$ -	\$ -	\$ -	\$ -	\$ -
E3 (Res)	\$ 5,114,179	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,114,179	\$ -	\$ -	\$ -	\$ -	\$ -
B-1 - B-2 (Office)	\$ 53,788,463	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 10,575,693	\$ 43,030,770
C-1A (Office)	\$ 244,450,180	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 415,287	\$ 427,746	\$ 440,578
C-1C (Res)	\$ 9,605,187	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 9,605,187	\$ -
H-1 (Res)	\$ 13,171,380	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 13,171,380	\$ -
H-2 (Res)	\$ 31,649,880	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 31,649,880	\$ -
Total Prepaid and Annual Ground Rent	\$ 506,670,342	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 25,030,915	\$ 37,405,648	\$ 19,988,040	\$ 11,906,197	\$ -	\$ 31,358,486	\$ 28,315,966	\$ 415,287	\$ 65,611,886	\$ 43,471,349
<b>E.) PROJECT NET CASH FLOW</b>																		
Horizontal Infrastructure Costs	\$ (330,920,391)	\$ (1,334,232)	\$ (2,489,322)	\$ (2,982,397)	\$ (4,598,583)	\$ (5,653,196)	\$ (10,313,000)	\$ (6,070,000)	\$ (13,781,753)	\$ (41,137,323)	\$ (58,662,964)	\$ (35,962,773)	\$ (12,879,376)	\$ (43,257,250)	\$ (31,026,245)	\$ (7,938,653)	\$ (13,937,032)	\$ (18,768,379)
CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$ 169,592,682	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,958,583	\$ 13,803,768	\$ -	\$ 17,276,277	\$ 29,498,163	\$ 20,263,603	\$ -	\$ 36,735,051	\$ 11,111,695
Pay Go Tax Increment	\$ 186,831,336	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 480,080	\$ 1,043,189	\$ 1,928,740	\$ 2,026,534	\$ 2,126,283
Condominium CFD Facilities Tax Proceeds	\$ 35,378,942	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,740,097	\$ 2,609,994	\$ 5,451,160	\$ -	\$ 6,146	\$ 6,041,094	\$ 108,229	\$ 110,393	\$ 12,580,736	\$ 147,442
Project Reserve from Sea Level Rise Tax Proceeds	\$ 5,316,490	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 452,725	\$ 298,835	\$ 304,812	\$ 821,063	\$ -
Ground Rent Payments	\$ 506,670,342	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 25,030,915	\$ 37,405,648	\$ 19,988,040	\$ 11,906,197	\$ -	\$ 31,358,486	\$ 28,315,966	\$ 415,287	\$ 65,611,886	\$ 43,471,349
Total Project Profit	\$ 572,869,401	\$ (1,334,232)	\$ (2,489,322)	\$ (2,982,397)	\$ (4,598,583)	\$ (5,653,196)	\$ (10,313,000)	\$ (6,070,000)	\$ 18,989,250	\$ 15,836,903	\$ (19,419,997)	\$ (24,066,575)	\$ 4,458,317	\$ 24,573,299	\$ 19,003,577	\$ (5,179,419)	\$ 103,838,238	\$ 38,088,389
<b>F.) DISTRIBUTION OF PROFIT</b>																		
Master Developer Return on Investment	\$ 143,675,059	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 18,989,250	\$ 9,207,807	\$ 6,657,683	\$ -	\$ 6,011,101	\$ 9,446,687	\$ 2,143,791	\$ 1,271,279	\$ 69,865,346	\$ 15,042,408
<b>Profit Sharing:</b>																		
Master Developer Profit Participation - Prepaid Annual Ground Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Master Developer Profit Participation - Prepaid Ground Rent	\$ 83,134,873	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,247,529
Port of San Francisco Profit Participation - Annual Ground Rent	\$ 244,450,180	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 415,287	\$ 427,746	\$ 440,578
Port of San Francisco Profit Participation - Prepaid Ground Rent	\$ 101,609,289	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,524,758
Total Master Developer Profit	\$ 226,809,932	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 18,989,250	\$ 9,207,807	\$ 6,657,683	\$ -	\$ 6,011,101	\$ 9,446,687	\$ 2,143,791	\$ 1,271,279	\$ 69,865,346	\$ 16,289,937
Total Port of San Francisco Profit	\$ 345,059,469	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 415,287	\$ 427,746	\$ 1,965,337
Total Project Profit	\$ 572,869,401	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 18,989,250	\$ 9,207,807	\$ 6,657,683	\$ -	\$ 6,011,101	\$ 9,446,687	\$ 2,143,791	\$ 1,886,566	\$ 70,293,092	\$ 18,255,274
<b>G.) PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT</b>																		
Port Annual Ground Rent (Including Parcel C-1A)	\$ 244,450,180	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 415,287	\$ 427,746	\$ 440,578
Port Share of Prepaid Ground Rent	\$ 101,609,289	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,524,758
1.5% of Net Proceeds from Refinancings	\$ 193,260,917	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues	\$ 1,769,535,033	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Condominium Resale Transfer Fees	\$ 1,684,030,812	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 77,427	\$ 180,604	\$ 334,209	\$ 496,869	\$ 668,986
Total Port of San Francisco Economic Benefit	\$ 3,992,886,231	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 77,427	\$ 180,604	\$ 749,497	\$ 924,615	\$ 2,634,323
<b>H.) TAX INCREMENT TO PORT FOR PIER 70 WIDE FACILITIES AND CITY SHORELINE PROTECTION</b>																		
Port's 8 Cents of Tax Increment	\$ 145,790,770	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 202,961	\$ 384,304	\$ 708,864	\$ 723,041	\$ 737,502
Unused Tax Increment to Port after Project is Complete	\$ 555,012,843	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Tax Increment to Port for Pier 70 Wide Facilities and City Shoreline Protection	\$ 700,793,613	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 202,961	\$ 384,304	\$ 708,864	\$ 723,041	\$ 737,502
<b>I.) CFD TAX REVENUES FOR CITY SHORELINE PROTECTION</b>																		
Available Sea Level Rise CFD Tax Proceeds	\$ 281,250,929	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 53,250	\$ 97,659	\$ 99,612	\$ 101,604	\$ 273,688	\$ 343,430
Available Condominium CFD Facilities Tax Proceeds	\$ 1,353,066,606	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Unused Project Reserve Proceeds from Sea Level Rise CFD Tax	\$ 491,994,859	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Unused Condominium CFD Facilities Tax Proceeds Applied to Project	\$ 6,852,694	\$ -	\$ -	\$ -	\$ -</													

**ATTACHMENT B-1 - ANNUAL SUMMARY PRO-FORMA UNDERWRITING**

	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046
	YEAR 18	YEAR 19	YEAR 20	YEAR 21	YEAR 22	YEAR 23	YEAR 24	YEAR 25	YEAR 26	YEAR 27	YEAR 28	YEAR 29	YEAR 30	YEAR 31	YEAR 32	YEAR 33	YEAR 34	YEAR 35	YEAR 36
<b>A.) HORIZONTAL INFRASTRUCTURE INVESTMENT USES</b>																			
Upfront Project Entitlement Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase I Infrastructure	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase II Infrastructure	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase III Infrastructure	\$ 20,127,914	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Horizontal Infrastructure Uses	\$ 20,127,914	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>B.) HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES</b>																			
<i>CFD/IFD Bonds - Debt Service Paid by Tax Increment</i>																			
Phase I CFD/IFD Bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase II CFD/IFD Bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase III CFD/IFD Bonds	\$ -	\$ -	\$ 23,945,542	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$ -	\$ -	\$ 23,945,542	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pay Go Tax Increment Applied to Project	\$ 3,647,068	\$ 4,009,617	\$ 4,217,911	\$ 6,381,834	\$ 6,633,634	\$ 6,890,471	\$ 7,152,445	\$ 7,419,658	\$ 7,692,215	\$ 7,970,223	\$ 8,253,792	\$ 8,543,032	\$ 8,838,056	\$ 9,138,982	\$ 9,445,925	\$ 9,304,429	\$ 9,368,666	\$ 9,091,626	\$ 9,379,569
Condominium CFD Facilities Tax Proceeds	\$ 150,391	\$ 153,398	\$ 224,592	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Project Reserve Proceeds from Sea Level Rise CFD Tax	\$ -	\$ 3,439,054	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Horizontal Infrastructure Investment Sources	\$ 3,797,459	\$ 7,602,069	\$ 28,388,045	\$ 6,381,834	\$ 6,633,634	\$ 6,890,471	\$ 7,152,445	\$ 7,419,658	\$ 7,692,215	\$ 7,970,223	\$ 8,253,792	\$ 8,543,032	\$ 8,838,056	\$ 9,138,982	\$ 9,445,925	\$ 9,304,429	\$ 9,368,666	\$ 9,091,626	\$ 9,379,569
<b>C.) MASTER DEVELOPER PEAK EQUITY (b)</b>																			
Phase I	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase II	\$ 23,842,519	\$ 23,842,519	\$ 23,842,519	\$ 23,842,519	\$ 23,842,519	\$ 23,842,519	\$ 23,842,519	\$ 19,898,507	\$ 13,101,725	\$ 5,721,079	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Phase III	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914	\$ 20,127,914
<b>D.) PREPAID AND ANNUAL GROUND RENT</b>																			
A-1 (Office)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
KN (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
E2 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
C-2B (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Z (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
D-1 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
F-G (Office)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
E1 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
E3 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
B-1 - B-2 (Office)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
C-1A (Office)	\$ 453,796	\$ 467,410	\$ 481,432	\$ 495,875	\$ 510,751	\$ 526,074	\$ 541,856	\$ 558,112	\$ 574,855	\$ 592,101	\$ 609,864	\$ 628,160	\$ 647,004	\$ 666,414	\$ 686,407	\$ 706,999	\$ 728,209	\$ 750,055	\$ 772,557
C-1C (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
H-1 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
H-2 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Prepaid and Annual Ground Rent	\$ 453,796	\$ 467,410	\$ 481,432	\$ 495,875	\$ 510,751	\$ 526,074	\$ 541,856	\$ 558,112	\$ 574,855	\$ 592,101	\$ 609,864	\$ 628,160	\$ 647,004	\$ 666,414	\$ 686,407	\$ 706,999	\$ 728,209	\$ 750,055	\$ 772,557
<b>E.) PROJECT NET CASH FLOW</b>																			
Horizontal Infrastructure Costs	\$ (20,127,914)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$ -	\$ -	\$ 23,945,542	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Pay Go Tax Increment	\$ 3,647,068	\$ 4,009,617	\$ 4,217,911	\$ 6,381,834	\$ 6,633,634	\$ 6,890,471	\$ 7,152,445	\$ 7,419,658	\$ 7,692,215	\$ 7,970,223	\$ 8,253,792	\$ 8,543,032	\$ 8,838,056	\$ 9,138,982	\$ 9,445,925	\$ 9,304,429	\$ 9,368,666	\$ 9,091,626	\$ 9,379,569
Condominium CFD Facilities Tax Proceeds	\$ 150,391	\$ 153,398	\$ 224,592	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Project Reserve from Sea Level Rise Tax Proceeds	\$ -	\$ 3,439,054	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ground Rent Payments	\$ 453,796	\$ 467,410	\$ 481,432	\$ 495,875	\$ 510,751	\$ 526,074	\$ 541,856	\$ 558,112	\$ 574,855	\$ 592,101	\$ 609,864	\$ 628,160	\$ 647,004	\$ 666,414	\$ 686,407	\$ 706,999	\$ 728,209	\$ 750,055	\$ 772,557
Total Project Profit	\$ (15,876,659)	\$ 8,069,478	\$ 28,869,477	\$ 6,877,708	\$ 7,144,385	\$ 7,416,545	\$ 7,694,300	\$ 7,977,769	\$ 8,267,070	\$ 8,562,324	\$ 8,863,655	\$ 9,171,191	\$ 9,485,061	\$ 9,805,396	\$ 10,132,332	\$ 10,011,428	\$ 10,096,875	\$ 9,841,682	\$ 10,152,126
<b>F.) DISTRIBUTION OF PROFIT</b>																			
Master Developer Return on Investment	\$ -	\$ 2,939,482	\$ 2,100,216	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Profit Sharing:</b>																			
Master Developer Profit Participation - Prepaid Annual Ground Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Master Developer Profit Participation - Prepaid Ground Rent	\$ -	\$ -	\$ 6,578,982	\$ 2,871,825	\$ 2,985,135	\$ 3,100,712	\$ 3,218,600	\$ 3,338,846	\$ 3,461,497	\$ 3,586,600	\$ 3,714,206	\$ 3,844,364	\$ 3,977,125	\$ 4,112,542	\$ 4,250,666	\$ 4,186,993	\$ 4,215,900	\$ 4,091,232	\$ 4,220,806
Port of San Francisco Profit Participation - Annual Ground Rent	\$ 453,796	\$ 467,410	\$ 481,432	\$ 495,875	\$ 510,751	\$ 526,074	\$ 541,856	\$ 558,112	\$ 574,855	\$ 592,101	\$ 609,864	\$ 628,160	\$ 647,004	\$ 666,414	\$ 686,407	\$ 706,999	\$ 728,209	\$ 750,055	\$ 772,557
Port of San Francisco Profit Participation - Prepaid Ground Rent	\$ -	\$ -	\$ 8,040,878	\$ 3,510,008	\$ 3,648,499	\$ 3,789,759	\$ 3,933,845	\$ 4,080,812	\$ 4,230,718	\$ 4,383,623	\$ 4,539,585	\$ 4,698,667	\$ 4,860,931	\$ 5,026,440	\$ 5,195,259	\$ 5,117,436	\$ 5,152,766	\$ 5,000,395	\$ 5,158,763
Total Master Developer Profit	\$ -	\$ 2,939,482	\$ 8,679,198	\$ 2,871,825	\$ 2,985,135	\$ 3,100,712	\$ 3,218,600	\$ 3,338,846	\$ 3,461,497	\$ 3,586,600	\$ 3,714,206	\$ 3,844,364	\$ 3,977,125	\$ 4,112,542	\$ 4,250,666	\$ 4,186,993	\$ 4,215,900	\$ 4,091,232	\$ 4,220,806
Total Port of San Francisco Profit	\$ 453,796	\$ 467,410	\$ 8,522,410	\$ 4,095,883	\$ 4,159,250	\$ 4,315,833	\$ 4,475,700	\$ 4,639,923	\$ 4,805,573	\$ 4,975,723	\$ 5,149,449	\$ 5,326,827	\$ 5,507,935	\$ 5,692,854	\$ 5,881,666	\$ 5,824,435	\$ 5,880,975	\$ 5,750,450	\$ 5,931,320
Total Project Profit	\$ 453,796	\$ 3,406,892	\$ 17,201,609	\$ 6,877,708	\$ 7,144,385	\$ 7,416,545	\$ 7,694,300	\$ 7,977,769	\$ 8,267,070	\$ 8,562,324	\$ 8,863,655	\$ 9,171,191	\$ 9,485,061	\$ 9,805,396	\$ 10,132,332	\$ 10,011,428	\$ 10,096,875	\$ 9,841,682	\$ 10,152,126
<b>G.) PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT</b>																			
Port Annual Ground Rent (Including Parcel C-1A)	\$ 453,796	\$ 467,410	\$ 481,432	\$ 495,875	\$ 510,751	\$ 526,074	\$ 541,856	\$ 558,112	\$ 574,855	\$ 592,101	\$ 609,864	\$ 628,160	\$ 647,004	\$ 666,414	\$ 686,407	\$ 706,999	\$ 728,209	\$ 750,055	\$ 772,557
Port Share of Prepaid Ground Rent	\$ -	\$ -	\$ 8,040,878	\$ 3,510,008	\$ 3,648,499	\$ 3,789,759	\$ 3,933,845	\$ 4,080,812	\$ 4,230,718	\$ 4,383,623	\$ 4,539,585	\$ 4,698,667	\$ 4,860,931	\$ 5,026,440	\$ 5,195,259	\$ 5,117,436	\$ 5,152,766	\$ 5,000,395	\$ 5,158,763
1.5% of Net Proceeds from Refinancings	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,092,366	\$ 983,127	\$ -	\$ -	\$ 2,515,948	\$ 484,033	\$ -	\$ 3,032,008	\$ -	\$ -	\$ -
1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Condominium Resale Transfer Fees	\$ 900,784	\$ 1,145,887	\$ 1,309,659	\$ 1,563,589	\$ 1,777,083	\$ 2,001,979	\$ 2,238,769	\$ 2,426,718	\$ 2,623,929	\$ 2,830,789	\$ 2,915,713	\$ 3,003,184	\$ 3,093,280	\$ 3,186,078	\$ 3,281,661	\$ 3,380,111	\$ 3,481,514	\$ 3,585,959	\$ 3,693,538
Total Port of San Francisco Economic Benefit	\$ 1,354,579	\$ 1,613,296	\$ 9,832,070	\$ 5,569,472	\$ 5,936,333	\$ 6,317,811	\$ 6,714,469	\$ 7,158,008	\$ 7,629,229	\$ 8,065,513	\$ 8,465,162	\$ 8,829,960	\$ 9,160,248	\$ 9,458,933	\$ 9,726,334	\$ 9,204,545	\$ 9,362,489	\$ 9,336,409	\$ 9,624,858
<b>H.) TAX INCREMENT TO PORT FOR PIER 70 WIDE FACILITIES AND CITY SHORELINE PROTECTION</b>																			
Port's 8 Cents of Tax Increment	\$ 1,260,225	\$ 1,356,751	\$ 1,400,305	\$ 2,163,234	\$ 2,206,498	\$ 2,250,628	\$ 2,295,641	\$ 2,341,554	\$ 2,388,385	\$ 2,436,152	\$ 2,484,875	\$ 2,534,573	\$ 2,585,264	\$ 2,636,970	\$ 2,689,709	\$ 2,743,503	\$ 2,798,373	\$ 2,854,341	\$ 2,911,428
Unused Tax Increment to Port after Project is Complete	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Tax Increment to Port for Pier 70 Wide Facilities and City Shoreline Protection	\$ 1,26																		

**ATTACHMENT B-1 - ANNUAL SUMMARY PRO-FORMA UNDERWRITING**

	2047	2048	2049	2050	2051	2052	2053	2054	2055	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065	
	YEAR 37	YEAR 38	YEAR 39	YEAR 40	YEAR 41	YEAR 42	YEAR 43	YEAR 44	YEAR 45	YEAR 46	YEAR 47	YEAR 48	YEAR 49	YEAR 50	YEAR 51	YEAR 52	YEAR 53	YEAR 54	YEAR 55	
<b>A.) HORIZONTAL INFRASTRUCTURE INVESTMENT USES</b>																				
Upfront Project Entitlement Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Phase I Infrastructure	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Phase II Infrastructure	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Phase III Infrastructure	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Horizontal Infrastructure Uses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>B.) HORIZONTAL INFRASTRUCTURE INVESTMENT SOURCES</b>																				
<i>CFD/IFD Bonds - Debt Service Paid by Tax Increment</i>																				
Phase I CFD/IFD Bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Phase II CFD/IFD Bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Phase III CFD/IFD Bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Pay Go Tax Increment Applied to Project	\$ 9,673,270	\$ 9,177,484	\$ 9,365,819	\$ 7,630,787	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Condominium CFD Facilities Tax Proceeds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Project Reserve Proceeds from Sea Level Rise CFD Tax	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Horizontal Infrastructure Investment Sources	\$ 9,673,270	\$ 9,177,484	\$ 9,365,819	\$ 7,630,787	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>C.) MASTER DEVELOPER PEAK EQUITY (b)</b>																				
Phase I	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Phase II	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Phase III	\$ 20,127,914	\$ 12,729,517	\$ 3,936,526	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>D.) PREPAID AND ANNUAL GROUND RENT</b>																				
A-1 (Office)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
KN (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
E2 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
C-2B (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Z (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
D-1 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
F-G (Office)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
E1 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
E3 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
B-1 - B-2 (Office)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
C-1A (Office)	\$ 795,734	\$ 819,606	\$ 844,194	\$ 869,520	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
C-1C (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
H-1 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
H-2 (Res)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Prepaid and Annual Ground Rent	\$ 795,734	\$ 819,606	\$ 844,194	\$ 869,520	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
<b>E.) PROJECT NET CASH FLOW</b>																				
Horizontal Infrastructure Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
CFD/IFD Bonds - Debt Service Paid by Tax Increment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Pay Go Tax Increment	\$ 9,673,270	\$ 9,177,484	\$ 9,365,819	\$ 7,630,787	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Condominium CFD Facilities Tax Proceeds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Project Reserve from Sea Level Rise Tax Proceeds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Ground Rent Payments	\$ 795,734	\$ 819,606	\$ 844,194	\$ 869,520	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
Total Project Profit	\$ 10,469,003	\$ 9,997,089	\$ 10,210,013	\$ 8,500,307	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
<b>F.) DISTRIBUTION OF PROFIT</b>																				
Master Developer Return on Investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
<b>Profit Sharing:</b>																				
Master Developer Profit Participation - Prepaid Annual Ground Rent	\$ 4,352,971	\$ 4,129,868	\$ 4,214,619	\$ 3,433,854	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Master Developer Profit Participation - Prepaid Ground Rent	\$ 795,734	\$ 819,606	\$ 844,194	\$ 869,520	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
Port of San Francisco Profit Participation - Annual Ground Rent	\$ 5,320,298	\$ 5,047,616	\$ 5,151,201	\$ 4,196,933	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Port of San Francisco Profit Participation - Prepaid Ground Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Master Developer Profit	\$ 4,352,971	\$ 4,129,868	\$ 4,214,619	\$ 3,433,854	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Port of San Francisco Profit	\$ 6,116,032	\$ 5,867,222	\$ 5,995,394	\$ 5,066,453	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
Total Project Profit	\$ 10,469,003	\$ 9,997,089	\$ 10,210,013	\$ 8,500,307	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
<b>G.) PORT OF SAN FRANCISCO NET ECONOMIC BENEFIT</b>																				
Port Annual Ground Rent (Including Parcel C-1A)	\$ 795,734	\$ 819,606	\$ 844,194	\$ 869,520	\$ 895,605	\$ 922,473	\$ 950,148	\$ 978,652	\$ 1,008,012	\$ 1,038,252	\$ 1,069,400	\$ 1,101,482	\$ 1,134,526	\$ 1,168,562	\$ 1,203,619	\$ 1,239,727	\$ 1,276,919	\$ 1,315,227	\$ 1,354,683	
Port Share of Prepaid Ground Rent	\$ 5,320,298	\$ 5,047,616	\$ 5,151,201	\$ 4,196,933	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
1.5% of Net Proceeds from Refinancings	\$ -	\$ -	\$ -	\$ 1,701,871	\$ 1,531,679	\$ -	\$ -	\$ 3,919,765	\$ 754,108	\$ -	\$ 4,723,769	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,651,459
1.5% (Yrs 30-59) & 2.5% (Yrs 60-99) of Modified Gross Revenues	\$ -	\$ -	\$ 541,309	\$ 1,228,138	\$ 1,264,982	\$ 1,302,931	\$ 2,912,110	\$ 3,319,830	\$ 3,419,425	\$ 4,538,103	\$ 5,601,246	\$ 5,769,284	\$ 5,942,362	\$ 6,120,633	\$ 6,304,252	\$ 6,493,380	\$ 6,688,181	\$ 6,888,826	\$ 7,095,491	
Condominium Resale Transfer Fees	\$ 3,804,344	\$ 3,918,474	\$ 4,036,029	\$ 4,157,110	\$ 4,281,823	\$ 4,410,278	\$ 4,542,586	\$ 4,678,963	\$ 4,819,229	\$ 4,963,806	\$ 5,112,720	\$ 5,266,102	\$ 5,424,085	\$ 5,586,808	\$ 5,754,412	\$ 5,927,044	\$ 6,104,856	\$ 6,288,001	\$ 6,476,641	
Total Port of San Francisco Economic Benefit	\$ 9,920,376	\$ 9,785,696	\$ 10,572,732	\$ 12,153,571	\$ 7,974,089	\$ 6,635,682	\$ 8,404,843	\$ 12,897,111	\$ 10,000,774	\$ 11,440,161	\$ 16,507,135	\$ 12,136,867	\$ 12,500,973	\$ 12,876,002	\$ 13,262,282	\$ 13,660,151	\$ 14,069,955	\$ 14,492,054	\$ 17,578,275	
<b>H.) TAX INCREMENT TO PORT FOR PIER 70 WIDE FACILITIES AND CITY SHORELINE PROTECTION</b>																				
Port's 8 Cents of Tax Increment	\$ 2,969,656	\$ 3,029,049	\$ 3,089,630	\$ 3,151,423	\$ 3,214,451	\$ 3,278,740	\$ 3,344,315	\$ 3,411,201	\$ 3,479,426	\$ 3,549,014	\$ 3,619,994	\$ 3,692,394	\$ 3,766,242	\$ 3,841,567	\$ 3,918,398	\$ 3,996,766	\$ 4,076,702	\$ 4,158,236	\$ 4,241,400	
Unused Tax Increment to Port after Project is Complete	\$ -	\$ -	\$ -	\$ 2,000,301	\$ 8,688,976	\$ 12,306,923	\$ 16,247,949	\$ 13,530,574	\$ 16,161,819	\$ 21,723,419	\$ 20,147,402	\$ 21,709,832	\$ 29,318,433	\$ 25,829,364	\$ 30,120,477	\$ 28,476,959	\$ 29,046,499	\$ 29,627,429	\$ 30,219,977	
Total Tax Increment to Port for Pier 70 Wide Facilities and City Shoreline Protection	\$ 2,969,656	\$ 3,029,049	\$ 3,089,630	\$ 5,151,724	\$ 11,903,427	\$ 15,585,663	\$ 19,592,263	\$ 16,941,775	\$ 19,641,244	\$ 25,272,433	\$ 23,767,396	\$ 25,402,026	\$ 33,084,675	\$ 29,870,931	\$ 34,038,875	\$ 32,473,726	\$ 33,123,200	\$ 33,785,664	\$ 34,461,377	
<b>I.) CFD TAX REVENUES FOR CITY SHORELINE PROTECTION</b>																				
Available Sea Level Rise CFD Tax Proceeds	\$ 1,094,110	\$ 1,115,992	\$ 1,138,312	\$ 1,161,078	\$ 1,184,300	\$ 1,207,986	\$ 1,232,145	\$ 1,256,788	\$ 1,281,924	\$ 1,307,563	\$ 1,333,714	\$ 1,360,388	\$ 1,387,596	\$ 1,415,348	\$ 1,443,655	\$ 1,472,528	\$ 1,501,978	\$ 1,532,018	\$ 1,562,658	
Available Condominium CFD Facilities Tax Proceeds	\$ -	\$ -	\$ -	\$ -	\$ 2,012,952	\$ 2,520,627	\$ 3,547,270	\$ 3,618,215	\$ 3,690,579	\$ 4,832,498	\$ 4,929,148	\$ 5,027,731	\$ 7,							

**ATTACHMENT B-2**  
**PIER 70 - "STRIKE PRICE" CALCULATIONS**

85.0%
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<b>Parcel</b>	<b>Est. 2012 \$ Land Value</b>	<b>Est. 2017 \$ Land Value</b>	<b>Est. 2017 \$ "Strike Price"</b>
A-1 (Office)	\$11,406,386	\$13,223,128	\$11,239,659
E2 (Resi)	\$9,422,418	\$10,923,164	\$9,284,690
C-2B (Resi)	\$6,558,362	\$7,602,940	\$6,462,499
2 (Resi)	\$14,433,435	\$16,732,307	\$14,222,461
D-1 (Resi)	\$13,429,028	\$15,567,924	\$13,232,735
F-G (Office)	\$24,825,311	\$28,779,339	\$24,462,438
E1 (Resi)	\$13,845,432	\$16,050,650	\$13,643,053
E3 (Resi)	\$3,694,592	\$4,283,044	\$3,640,588
B-1 - B-2 (Office)	\$34,524,767	\$40,023,668	\$34,020,118
C-1C (Resi)	\$6,350,160	\$7,361,576	\$6,257,340
H-1 (Resi)	\$8,707,834	\$10,094,766	\$8,580,551
H-2 (Resi)	\$20,924,299	\$24,256,998	\$20,618,448

NOTE: Subject to agreement between the parties, the strike prices contained in this Attachment may be converted to per SF rates, in order to allow use of the strike prices with respect to flex parcels, as intended under the DDA.

**MEMORANDUM**

TO: Kevin Masuda, Port of San Francisco

DATE: 9/15/2017

FROM: Rodney Pimentel, Parsons

PHONE: (510) 907-2172

SUBJECT: Review of Project Costs for the Pier 70 SUD

This memorandum summarizes the findings of a review of the Pier 70 SUD Project Costs, consisting of four major components: Hard Costs, Traditional Soft Costs, Additional Project Soft Costs, and Other Costs. The purpose of the review is to validate the estimated costs to the extent possible given what is currently known about the Project. A commercially reasonable standard was used to validate the master planning level estimates provided by the Port.

Hard Costs

Hard Costs make up the majority of Project Costs as it includes direct construction costs, testing, inspection, and site offices, and construction contingency. The direct construction costs we reviewed are from Estimate #15 for the Pier 70 Special Use District (SUD) project, dated August 24, 2017. The review did not attempt to verify scope or quantities, and focused on validation of unit pricing against current construction projects. Estimate #15 represents the latest iteration of discussions between Plant Construction Company (“Plant”) and Forest City regarding the development plan for Pier 70. A 5-page narrative developed by Plant and dated August 10, 2017 was provided with the estimate which lists some of the assumptions made by Plant and Forest City in the estimate.

We understand that Forest City made some adjustment to the estimate without access to the original estimating software/database, resulting in a cost reduction by about \$7.2M. This resulted in some totals and subtotals not matching the calculated totals of line items in the estimate, and also some quantities which when multiplied by unit costs did not equal the total costs. Where there were discrepancies the review assumed that the line item unit costs and total costs were correct, and not the quantities, subtotals, or totals. It is recommended that future iterations of the estimate be reconciled such that quantities, subtotals, and totals are correct and consistent.

The review focused on validation of unit prices, with particular attention to approximately 130 line items representing 75% of the total project cost. From these items 89 unique unit prices were identified for validation, plus 41 allowances or lump sum items. Attachment A lists reviewed unique items and our opinion of unit cost of each. Overall, unit prices appear reasonable as all-in costs for the work, inclusive of smaller bid items. For wet infrastructure, some smaller bid items (valves, laterals, hydrants, testing & chlorination, etc.) which are included elsewhere in the estimate may already be adequately covered by the unit prices for pipe installation.

*A JOINT VENTURE*

Attachment B lists allowances and lump sum items representing a significant portion of the estimate, with seven allowances exceeding \$1M, and in total exceeding \$36M (approximately 28% of total direct construction costs). It is recommended that the basis for each allowance be reviewed, validated, and memorialized as part of the project record. Detailed comments regarding allowances and lump sum items are contained in Attachment B below.

Construction Contingency is recommended at 15% of direct construction costs to allow for unknown, unforeseen conditions. The 28-Acre site of Pier 70 is known to have remnants of its past use with abandoned foundations, steam and oil lines, and filled in slipways. Estimating construction costs at this level of master planning should include a greater level of contingency than typical improvements in existing City streets. The Parsons | Lotus Water JV has been associated with other large scale projects, having many unknown features, which have been programmed with a 15% contingency as well.

Forest City has also programmed 2.25% of the Hard Costs towards testing, inspection, and site offices (“owner other costs”). A design contingency is programmed at 5% to allow for necessary regulatory or owner or Port initiated changes. These are necessary costs and appear reasonable compared with other projects.

The total Hard Costs for the categories above are \$175,118,630.

In summary, the Parsons | Lotus Water JV feel that the unit prices used to develop the estimate are appropriately conservative to cover the potential total cost of the project. We recommend that further effort be focused on confirming scope and cost for the large dollar amount lump sum and subproject costs listed in Attachment B.

Traditional Soft Costs

Attachment C evaluated the soft costs portion of the total Project Costs. The total hard costs for the project are \$175,118,630 per the information provide. The Traditional Soft Costs are typically programmed as a ratio of the Hard Costs. Forest City provided a summary of the Traditional Soft Costs including architecture and engineering, insurance, bonding, legal, and construction management, with the amount being \$43,308,986. This represents a 24.7% ratio – the Parsons | Lotus Water JV finds the Traditional Soft Costs reasonable.

There are Additional Project Soft Costs at 17.8% of Hard Costs that include Development Management fee, miscellaneous third party costs, community outreach costs, and City review and acceptance fees. The Parsons | Lotus Water JV recommends capping the combined Construction Management fee and Development Management fee at 15% of Hard Costs to be more in line with industry standards.

Other Costs are not directly related to infrastructure and were not reviewed by the Parsons | Lotus Water JV.

**Attachment A**  
**Opinion on Allowances and Lump Sum Items**

<i>Description</i>	<i>Unit</i>	<i>raw rate</i>	<i>cost type</i>	<i>Review Opinion</i>
Suspended light fixture at building 15	ea	1,750.00	buildings	May be high, but depends on exact scope
Secant wall parallel to shore, at BAE parcel	lfwl	16,656.24	foundations	Appears reasonable
Secant wall parallel to shore, north of slipways	lfwl	16,656.24	foundations	Appears reasonable
Secant wall parallel to shore, south of slipways	lfwl	16,656.24	foundations	Appears reasonable
Secant wall perpendicular to shore at north edge of property	lfwl	8,328.12	foundations	Appears reasonable
Secant wall perpendicular to shore, at BAE parcel	lfwl	8,328.12	foundations	Appears reasonable
Secant wall perpendicular to shore, south of Building H	lfwl	8,328.12	foundations	Appears reasonable
Planter walls	lfwl	250.00	parks	Appears reasonable
Allowance for "standard" furnishing elements	ea	5,250.00	parks	Appears reasonable
Tactile flooring	sf	26.25	streets	Appears reasonable
Demo interior construction, secondary roof framing + facade at Building 15	sf	8.74	demo	Appears reasonable
Allowance for limited removal of fill at Slipway	cy	8.54	demo	Appears reasonable
Demo at Slipway 5 + 6	sf	8.00	demo	Appears reasonable
Demo + site clearing of unbuilt areas Ph 1	sf	1.58	demo	Appears reasonable
Demolition of existing Building 66	sf	11.39	demo	Appears reasonable
Demolition of existing Buildings 16, 25 and 32	sf	11.39	demo	Appears reasonable
Demolition of existing Noonan Building 11	sf	6.83	demo	Appears reasonable
FC Add: Railroad Track Removal and Disposal Ph 1	LF	25.00	demo	Appears reasonable
Demo at Slipway 6, 7 + 8	sf	8.00	demo	Appears reasonable
Fill at paved areas of open spaces	cy	45.00	earthwork	High if no shoring, importing, etc. required
***20% cut and stockpile allowance - Phase 1	cy	5.00	earthwork	Appears reasonable
Allowance for unforeseen buried obstructions Ph 1	sf	0.91	earthwork	Appears reasonable
Allowance for unforeseen buried obstructions Ph 2			earthwork	Appears reasonable
Excavation required to generate "borrowed" fill for Phase 1 open spaces	cy	15.75	earthwork	Appears reasonable
Excavation required to generate "borrowed" fill for Phase 1 rights-of-way	cy	15.75	earthwork	Appears reasonable
Redistribute "borrowed" fill to Phase 1 open spaces	cy	26.25	earthwork	Appears reasonable
Redistribute "borrowed" fill to Phase 1 roadways	cy	26.25	earthwork	Appears reasonable
Redistribute "borrowed" fill to Phase 2 roadways	cy	26.25	earthwork	Appears reasonable
Redistribute "borrowed" fill to Phase 3 open spaces	cy	26.25	earthwork	Appears reasonable
Rough grading after moving dirt - Ph 1	sf	1.84	earthwork	Appears reasonable
Temp embankment adjacent to (e) low elev and pre-excavation - Phase 1	cy	45.00	earthwork	High if no shoring, importing, etc. required
Pedestrian fixture	ea	15,000.00	hardscaping	High
Allowance for "featured" furnishing elements	ea	52,500.00	parks	High
***Export + disposal of Class +II - Phase 1 pre-excavation unsuitable offhaul	ton	170.00	hazmat	Appears reasonable
***Export + disposal of Class +II material from excess fill	ton	170.00	hazardous ma	Appears reasonable
Class I export + disposal - Phase 1 pre-excavation unsuitable offhaul	ton	270.00	hazardous ma	Appears reasonable
Export + disposal of Class II - Phase 1 pre-excavation unsuitable offhaul	ton	79.00	hazardous ma	Appears reasonable
Export + disposal of Class II material from excess fill	ton	79.00	hazardous ma	Appears reasonable
Remediation in building 11; to be demolished	sf	7.91	hazardous ma	Appears reasonable
Horticultural soils for open space landscaped area	cy	125.00	landscaping	Appears reasonable
Miscellaneous site improvements at upgraded open space	sf	10.50	landscaping	Reasonable without any details provided
Allowance to prep + paint (e) roof trusses, columns, roof beams + purlins at Bldg 15	sf	10.72	paint	Appears reasonable
3" A/C paving on 9" concrete base	sf	17.00	streets	Appears reasonable
"Specially treatment" paved areas	sf	30.00	hardscaping	Appears reasonable
Walkways + plaza paving	sf	12.00	hardscaping	Appears reasonable
Paved sidewalk	sf	17.00	hardscaping	Appears reasonable
2" A/C paving on 8" concrete base	sf	15.00	hardscaping	Appears reasonable
Decks + terraces	sf	105.00	hardscaping	Appears reasonable
Highlight plaza paving	sf	25.00	hardscaping	Appears reasonable
Paving at ends of (e) craneways	sf	26.25	hardscaping	Appears reasonable
Permeable areas	sf	17.50	hardscaping	Appears reasonable
Railings at ends of (e) craneways	lf	600.00	hardscaping	Appears reasonable
Temporary paving to support vertical construction (5" AC over 6" Base) Ph 1	SF	5.75	hardscaping	Appears reasonable
Temporary paving to support vertical construction (5" AC over 6" Base) Ph 3	SF	5.75	hardscaping	Appears reasonable
Concrete elevated deck at shoreline boardwalk (Reach 3)	sf	25.20	hardscaping	Low if elevated with walls or suspended
Seismic retrofit allowance for Building 108	sf	250.00	seismic	Reasonable without any details provided
Sheet pile wall, 14' (104-90) exposed, 28' into earth (quantity is retained earth sfwl)	sfwl	121.50	shoreline	Appears reasonable
FG light class rip rap (3H:1V) at bulkhead shoreline (Reach 2)	ton	105.00	shoreline	Appears reasonable
Piles (including pile cap) to support precast deck at shoreline boardwalk (Reach 3)	ea	8,925.00	shoreline	Appears reasonable
Structural soil for trees	ton	170.00	soil	Looks high
10" combined sewer force main with 5-10' of cover in Illinois St	lf	450.00	wet inf.	Reasonable as all-in cost
10" combined sewer force main with 5-10' of cover	lf	540.00	wet inf.	Reasonable as all-in cost
12" low pressure water line	lf	660.00	wet inf.	Reasonable as all-in cost
16" auxiliary water system fire line	lf	1,050.00	wet inf.	Reasonable as all-in cost
4" sidewalks on 4" base	sf	12.00	wet inf.	Reasonable as all-in cost
8" recycled water system line	lf	540.00	wet inf.	Reasonable as all-in cost including testing & chlorination
Joint trench in street	lf	420.00	wet inf.	Appears reasonable.
Reusing cobble stone paving	sf	32.00	wet inf.	Appears reasonable

**Attachment A**  
**Opinion on Allowances and Lump Sum Items**

<i>Description</i>	<i>Unit</i>	<i>raw rate</i>	<i>cost type</i>	<i>Review Opinion</i>
Roadway street lights	ea	15,000.00	wet inf.	Appears reasonable
42" combined sewer gravity line with 5-10' of cover	lf	800.00	wet inf.	Reasonable as all-in cost
Storm water catch basin at curb with lateral to main	ea	18,000.00	wet inf.	Reasonable as all-in cost
20" combined sewer gravity line with 5-10' of cover	lf	600.00	wet inf.	Reasonable as all-in cost
28" combined sewer gravity line with 5-10' of cover	lf	650.00	wet inf.	Reasonable as all-in cost
20" combined sewer gravity line with 10-15' of cover	lf	700.00	wet inf.	Reasonable as all-in cost
14" combined sewer gravity line with 5-10' of cover	lf	500.00	wet inf.	Reasonable as all-in cost
28" combined sewer gravity line with 15-20' of cover	lf	1,200.00	wet inf.	Reasonable, may be high
8" low pressure water line	lf	450.00	wet inf.	Reasonable as all-in cost including testing & chlorination
Permeable roadway	sf	25.00	wet inf.	Appears reasonable
28" combined sewer gravity line with 10-15' of cover	lf	850.00	wet inf.	Reasonable as all-in cost
54" combined sewer overflow main with 5-10' of cover (20-4)	lf	900.00	wet inf.	Reasonable as all-in cost
54" combined sewer overflow main with 5-10' of cover (22-5)	lf	900.00	wet inf.	Reasonable as all-in cost
54" combined sewer overflow main with 5-10' of cover (PSG e-2)	lf	900.00	wet inf.	Reasonable as all-in cost
54" combined sewer overflow main with 5-10' of cover (SC)	lf	900.00	wet inf.	Reasonable as all-in cost
54" combined sewer overflow main with 5-10' of cover (WP-2)	lf	900.00	wet inf.	Reasonable as all-in cost
54" combined sewer overflow main with 5-10' of cover (WT-1)	lf	900.00	wet inf.	Reasonable as all-in cost
54" combined sewer overflow main with 5-10' of cover (WT-2)	lf	900.00	wet inf.	Reasonable as all-in cost
8" domestic water main at Slipway Commons	lf	450.00	wet inf.	Reasonable as all-in cost including testing & chlorination
Storm drainage system	sf	4.89	wet inf.	Appears reasonable

**Attachment B**  
**Opinion on Allowances and Lump Sum Items**

<b>Description</b>	<b>Cost</b>	<b>cost type</b>	<b>Review Opinion</b>
Electrical hardware 50% discount option Ph 1	821,179.00	?	Reasonable without details provided
FC Added: Surcharge Allowance Ph 2	750,000.00	?	Reasonable without details provided
FC Added: Surcharge Allowance Ph 3	750,000.00	?	Reasonable without details provided
Electrical hardware 50% discount option Ph 2	492,707.40	?	Reasonable without details provided
FC ADD: Historic Interpretation Ph 1	382,559.40	?	Reasonable without details provided
Electrical hardware 50% discount option Ph 3	328,471.60	?	Reasonable without details provided
Raise Building 15 skeleton	1,448,756.00	buldings	Reasonable without details provided
Demo + site clearing of unbuilt areas Ph 2	576,557.40	demo	Reasonable without details provided
Allowance for removal of (e) utilities Ph 1	284,722.00	demo	Reasonable without details provided
Allowance for removal of (e) utilities Ph 2	170,833.20	demo	Reasonable without details provided
Irish Hill retaining wall	210,000.00	foundation	Reasonable without details provided
Rough grading after moving dirt - Ph 2	488,388.30	earthwork	Reasonable without details provided
Allowance for unforeseen buried obstructions Ph 2	471,590.10	earthwork	Reasonable without details provided
Demo + site clearing of unbuilt areas Ph 3	384,371.60	earthwork	Reasonable without details provided
Rough grading after moving dirt - Ph 3	325,592.20	earthwork	Reasonable without details provided
Allowance for unforeseen buried obstructions Ph 3	314,393.40	earthwork	Reasonable without details provided
Dewatering for utility trenching - Phase 1 roadways	285,431.00	earthwork	Reasonable without details provided
***Allowance for 22nd Street Pavillion at Waterfront Promenade 1	1,575,000.00	hardscaping	Reasonable without details provided
***Allowance for Building 6 Pavillion at Waterfront Terrace Park	1,291,500.00	hardscaping	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater Ph 1	569,443.88	hazmat	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater - Ph 2	341,666.33	hazmat	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater - Ph 3	227,777.55	hazmat	Reasonable without details provided
Public restrooms at Irish Hill Park	393,750.00	parks	Reasonable without details provided
Allowance for playground equipment	262,500.00	parks	Reasonable without details provided
***Allowance for Craneway Pavillion at Slipway Commons	1,575,000.00	parks	Reasonable without details provided
Public restrooms at Slipway Common	393,750.00	parks	Reasonable without details provided
FC ADD: Park Signage and Wayfinding Ph 1	204,031.60	parks	Reasonable without details provided
FC ADD: Park Signage and Wayfinding Ph 3	204,031.60	parks	Reasonable without details provided
FC ADD: Historic Interpretation Ph 2	159,399.75	parks	Reasonable without details provided
Temporary paving to support vertical construction (5" AC over 6" Base) Ph 2	174,121.50	paving	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 20th St	341,667.00	streets	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 21st St	341,667.00	streets	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 22nd S	341,667.00	streets	Reasonable without details provided
AWSS tie-in to 20th and 3rd street	150,000.00	wet inf.	Appears high
Allowance for water features	525,000.00	wet inf.	Reasonable without details provided
***Allowance for new combined sewer pump station substructure	2,660,000.00	wet inf.	Appears reasonable, dependent on scope and size of facility
***Allowance for new combined sewer pump station equipment, electrical and controls	1,330,000.00	wet inf.	Appears reasonable, dependent on scope and size of facility
Allowance to repair existing outfall at 22nd Street	333,333.00	wet inf.	Appears reasonable, but potential high cost. Flag for review
Allowance to repair existing outfall at 20th Street	333,333.00	wet inf.	Appears reasonable, but potential high cost. Flag for review
(Added to SC) Stormwater Management per BKF Memo Ph 1	1,505,473.20	wet inf.	Reasonable without details provided
(Added to WTP) Stormwater Management per BKF Memo Ph 3	645,202.80	wet inf.	Reasonable without details provided
WDT/SFPUC metering relocation allowance	250,000.00	wet inf.	Appears reasonable

**Attachment B**  
**Opinion on Allowances and Lump Sum Items**

<b>Description</b>	<b>Cost</b>	<b>cost type</b>	<b>Review Opinion</b>
Electrical hardware 50% discount option Ph 1	821,179.00	?	Reasonable without details provided
FC Added: Surcharge Allowance Ph 2	750,000.00	?	Reasonable without details provided
FC Added: Surcharge Allowance Ph 3	750,000.00	?	Reasonable without details provided
Electrical hardware 50% discount option Ph 2	492,707.40	?	Reasonable without details provided
FC ADD: Historic Interpretation Ph 1	382,559.40	?	Reasonable without details provided
Electrical hardware 50% discount option Ph 3	328,471.60	?	Reasonable without details provided
Raise Building 15 skeleton	1,448,756.00	buldings	Reasonable without details provided
Demo + site clearing of unbuilt areas Ph 2	576,557.40	demo	Reasonable without details provided
Allowance for removal of (e) utilities Ph 1	284,722.00	demo	Reasonable without details provided
Allowance for removal of (e) utilities Ph 2	170,833.20	demo	Reasonable without details provided
Irish Hill retaining wall	210,000.00	foundation	Reasonable without details provided
Rough grading after moving dirt - Ph 2	488,388.30	earthwork	Reasonable without details provided
Allowance for unforeseen buried obstructions Ph 2	471,590.10	earthwork	Reasonable without details provided
Demo + site clearing of unbuilt areas Ph 3	384,371.60	earthwork	Reasonable without details provided
Rough grading after moving dirt - Ph 3	325,592.20	earthwork	Reasonable without details provided
Allowance for unforeseen buried obstructions Ph 3	314,393.40	earthwork	Reasonable without details provided
Dewatering for utility trenching - Phase 1 roadways	285,431.00	earthwork	Reasonable without details provided
***Allowance for 22nd Street Pavillion at Waterfront Promenade 1	1,575,000.00	hardscaping	Reasonable without details provided
***Allowance for Building 6 Pavillion at Waterfront Terrace Park	1,291,500.00	hardscaping	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater Ph 1	569,443.88	hazmat	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater - Ph 2	341,666.33	hazmat	Reasonable without details provided
Allowance for treatment / disposal of contaminated groundwater - Ph 3	227,777.55	hazmat	Reasonable without details provided
Public restrooms at Irish Hill Park	393,750.00	parks	Reasonable without details provided
Allowance for playground equipment	262,500.00	parks	Reasonable without details provided
***Allowance for Craneway Pavillion at Slipway Commons	1,575,000.00	parks	Reasonable without details provided
Public restrooms at Slipway Common	393,750.00	parks	Reasonable without details provided
FC ADD: Park Signage and Wayfinding Ph 1	204,031.60	parks	Reasonable without details provided
FC ADD: Park Signage and Wayfinding Ph 3	204,031.60	parks	Reasonable without details provided
FC ADD: Historic Interpretation Ph 2	159,399.75	parks	Reasonable without details provided
Temporary paving to support vertical construction (5" AC over 6" Base) Ph 2	174,121.50	paving	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 20th St	341,667.00	streets	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 21st St	341,667.00	streets	Reasonable without details provided
Allowance for signalization and similar improvements at intersection of Illinois / 22nd S	341,667.00	streets	Reasonable without details provided
AWSS tie-in to 20th and 3rd street	150,000.00	wet inf.	Appears high
Allowance for water features	525,000.00	wet inf.	Reasonable without details provided
***Allowance for new combined sewer pump station substructure	2,660,000.00	wet inf.	Appears reasonable, dependent on scope and size of facility
***Allowance for new combined sewer pump station equipment, electrical and controls	1,330,000.00	wet inf.	Appears reasonable, dependent on scope and size of facility
Allowance to repair existing outfall at 22nd Street	333,333.00	wet inf.	Appears reasonable, but potential high cost. Flag for review
Allowance to repair existing outfall at 20th Street	333,333.00	wet inf.	Appears reasonable, but potential high cost. Flag for review
(Added to SC) Stormwater Management per BKF Memo Ph 1	1,505,473.20	wet inf.	Reasonable without details provided
(Added to WTP) Stormwater Management per BKF Memo Ph 3	645,202.80	wet inf.	Reasonable without details provided
WDT/SFPUC metering relocation allowance	250,000.00	wet inf.	Appears reasonable

ATTACHMENT C

**PIER 70 28-ACRE SITE PROJECT COSTS**

**Recommendations**

<b>HARD COSTS</b>		
direct construction	\$ 142,722,318	\$ 175,118,630
owner other	\$ 3,209,873	
* construction contingency	\$ 21,889,829	
Design Contingency	\$ 7,296,610	
<b>TRADITIONAL SOFT COSTS</b>		
A&E	\$ 15,699,455	\$ 43,308,986
Insurance	\$ 2,295,788	
Bonding	\$ 4,005,436	
Legal	\$ 2,097,775	
Financing	\$ 1,100,000	
Soft Cost Contingency	\$ 4,504,105	
** Construction Management	\$ 13,606,427	
<b>ADDITIONAL PROJECT SOFT COSTS</b>		
City Review/Acceptance costs	\$ 11,210,000	\$ 31,181,289
Community Outreach/Marketing	\$ 1,387,600	
Miscellaneous third party costs	\$ 7,245,000	
** Development Management Fee	\$ 11,338,689	
<b>OTHER COSTS</b>		
Noonan relocation	\$ 1,000,000	\$ 10,743,779
cash	\$ 8,633,779	
workforce	\$ 1,110,000	

*Parsons/Lotus Water: 15% of Hard Costs is reasonable for budgeting construction contingency for projects having a similar site*

*Parsons/Lotus Water: 24.7% of Hard Costs is reasonable for budgeting Traditional Soft Costs with respect to projects of this magnitude and scope*

*Parsons/Lotus Water: additional Project Soft Costs are reasonable provided the Construction Management and Development Management fees are limited to no more than 15% in combined aggregate.*

*Port staff believe these Other Costs are reasonable for budgeting (not directly related to infrastructure)*

**TOTAL PROJECT SOFT COSTS \$ 260,352,684**

\* Construction Contingency is capped at 15% of each construction contract as well as cumulatively

\*\* Construction Management and Development Management Fee combined are limited to 15% of Hard Costs