

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-03

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 28-acre site located along the Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at the Site and built a public consensus for its future that nested within the policies established for the South Beach/China Basin Waterfront in the Port’s Waterfront Land Use Plan; and
- WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development (collectively, the “Project”); and
- WHEREAS, Developer is a wholly-owned subsidiary of Giants Development Services, LLC, which in turn is a wholly-owned subsidiary of San Francisco Baseball Associates, LLC, the Major League Baseball franchise holder of the San Francisco Giants; and
- WHEREAS, In March 2013, by Resolution No. 13-10, the Port Commission endorsed the Term Sheet for the Project; and
- WHEREAS, In May 2013, by Resolution No. 142-13, the Board of Supervisors found the Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the Project, which is now known as “Mission Rock”; and
- WHEREAS, Port and City staff and Developer have negotiated the terms of the Disposition and Development Agreement (“DDA”) and related transaction documents that are incorporated into the DDA and provide the overall road map for development of the Project, including a Financing Plan, an Infrastructure Plan, a Housing Plan, a Transportation Plan and a Transportation Demand Management Plan,

a Workforce Development Plan, an LBE Utilization Program, and forms of an interim Master Lease, a Vertical Disposition and Development Agreement and a Parcel Lease; and

WHEREAS, Developer has engaged in an extensive community outreach process including community meetings, workshops, focus groups, formal and informal presentations, open houses and site tours; and

WHEREAS In November 2015, 74% of voters supported the Mission Rock Affordable Housing, Parks, Jobs and Historic Preservation Initiative (Proposition D, November 2015) (“Proposition D”), the ballot measure supporting reuse of the area and increasing the height limits for the Project, conditional upon Port Commission approval of a development plan for the Project; and

WHEREAS, Port financial staff have reviewed and confirmed the financial capacity of Developer in amounts sufficient to satisfy its obligation to fund its obligations under the DDA; and

WHEREAS, The parties wish to enter into the DDA substantially in the form on file with the Commission Secretary and incorporated in this resolution by reference; and

WHEREAS, Concurrently with this resolution, the Port Commission has taken or intends to take a number of other actions in furtherance of the Project, including: (1) consenting to amendments to the Planning Code that create the Mission Rock Special Use District (“Mission Rock SUD”) over the Site and related amendments to the zoning maps; (2) consenting to the Development Agreement as it relates to matters under Port jurisdiction; (3) approving the Design Controls, which provide more detailed land use controls for the Mission Rock SUD and conforming amendments to the Waterfront Land Use Plan; (4) approving and recommending that the Board of Supervisors approve a Memorandum of Understanding for Interagency Cooperation among the Port, and other City agencies with respect to approvals related to the subdivision of the Site and construction of infrastructure and other public facilities; (5) recommending that the Board of Supervisors approve formation proceedings for sub-project areas to Project Area I of City and County of San Francisco Infrastructure Financing District No. 2; and (6) a Memorandum of Understanding between the Port and the Treasurer-Tax Collector and the Controller regarding the collection and allocation of ad valorem and special taxes to the financing districts; and

WHEREAS, Under the DDA and other transaction documents, at full build-out, the Project will include: (1) 1.1 million to 1.6 million gross square feet (“gsf”) of new residential uses (an estimated 1,000 to 1,950 new residential units), at least 40% of which will be on-site housing

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

WHEREAS, The DDA governs: (1) Developer's obligations to complete horizontal development of the Project, including entitlements, site preparation, subdivision and construction work related to streets and sidewalks, public realm amenities (e.g., parks and open space), public utilities and shoreline area improvements (together, "Horizontal Development"), all to create development parcels and support and protect buildings; and (2) Developer's option to ground lease developable lots in the Site for vertical development, all in accordance with all of the governing land use and entitlement documents, including the Development Agreement, Mission Rock SUD, and Design Controls; and

WHEREAS, The DDA also governs Developer's obligations to deliver various public benefits, at full buildout, including: (1) reserving 40 percent of all on-site residential units for applicants making 45 to 150 percent of Area Median Income or less as further described in the Housing Plan; (2) approximately 5.4 acres of net new open space for a total of approximately 8 acres of new and expanded public open space maintained by special taxes paid by the onsite vertical developments; (3) elevation of the Site and shoreline protection special taxes to protect against sea level rise, storm surges and periodic flooding along the Port's Bay waterfront; (4) robust local hiring, Local Business Enterprise commitments and good faith efforts as further described in the Workforce Development Plan and the LBE Utilization Program; (5) commitments to renewable energy, vehicular trip reduction, water recycling and waste diversion as further described in the Sustainability Strategy; (6) commitment to in-lieu transportation fees and fair share contributions to City transit projects serving the Site and its surroundings; and (7) a City option for up to 15,000 square feet of on-site community facility space; and

- WHEREAS, The DDA requires that, prior to Developer making any presentations to the Port Commission regarding the Schematic Design of public spaces, Developer will host at least one public presentation of its design and present the design to a committee of design professionals designated by the Port Director;
- WHEREAS, The DDA includes a Schedule of Performance that includes outside dates for the completion of public infrastructure, including streets, utilities and parks; and
- WHEREAS, The DDA provides the Port with remedies in the event that Developer does not meet its obligations under the Schedule of Performance or other provisions of the DDA, including specific performance and termination for material breach; and
- WHEREAS, The DDA (1) establishes processes to ensure that the Port receives fair market value for the lease of all option parcels as established by appraisal or public offerings on the open market; (2) provides for on-site inclusionary affordable housing, with impact fees payable by developers of commercial parcels used to support development of the affordable housing; (3) provides for the use of nontrust revenue sources in the form of tax increment and special tax revenues to the extent necessary to ensure the Project's fiscal feasibility; and (4) provides for the Port to be repaid, with interest, from nontrust revenues for costs of constructing infrastructure and public facilities needed and desired to support development at the Site; and
- WHEREAS, The Financing Plan provides that (1) Developer is responsible for funding all entitlement costs and the costs of constructing Horizontal Development to the extent other Project sources are not available, subject to reimbursement; (2) Developer's costs will be repaid with an 18% market rate of return (along with certain minimum return metrics) from a number of potential sources, including rent credits, lease proceeds, community facilities district and infrastructure financing district proceeds, and, at the Port's discretion, Port capital; and (3) after the Project reaches a certain rent threshold, Developer will participate in annual ground rent revenues as an incentive for efficient buildout of the Site; and
- WHEREAS, The Housing Plan includes measures to ensure that at least 40% of all residential units produced at the Site are affordable to low- and moderate-income households, with 24 of the lowest income units to be provided to youth transitioning out of the foster care system; and
- WHEREAS, The Port will enter into a memorandum of understanding with the Mayor's Office of Housing and Community Development ("MOHCD") to implement the Housing Plan and MOHCD will approve the on-site

inclusionary unit locations, phasing, income verifications and marketing plan; and

- WHEREAS, The Infrastructure Plan includes the conceptual level planning elements of all the infrastructure systems necessary to serve the Mission Rock SUD and describes Developer's obligation to complete streets and infrastructure to support development of the Site; and
- WHEREAS, The Transportation Plan requires, among other things, that (1) vertical developers pay a transportation fee that the Municipal Transportation Agency will use and allocate for transportation improvements in the area; and (2) Developer, building owners, and tenants implement a Transportation Demand Management Plan designed to reduce Project-related one-way vehicular auto trips by 20%; and
- WHEREAS, The Workforce Development Plan, together with the LBE Utilization Program, requires Developer and its contractors and subcontractors, vertical developers, and tenants, as applicable, to comply with applicable workforce provisions, including a 30% local hiring commitment, local business enterprise utilization, participation in the City's "First Source" hiring programs, and up to \$1 million in funding to support expansion of CityBuild and workforce training; and
- WHEREAS, The Master Lease is a form that sets forth the terms and conditions under which the Port will lease the Site, other than Pier 48. to Developer when it is ready to begin constructing horizontal improvements, including parks, streets and utilities in accordance with the DDA, and, in the interim, for parking and special events and ancillary uses; and
- WHEREAS, Individual development parcels will be removed from the Master Lease upon completion of the horizontal improvements serving each parcel as they are leased to vertical developers, and streets and parks will be removed from the Master Lease upon acceptance by acquiring City agencies; and
- WHEREAS, The Vertical Disposition and Development Agreement is a form that sets forth (1) the conditions to a vertical developer's acquisition of the leasehold interest in each development parcel within the Site; and (2) applicable Port and City requirements for constructing the applicable vertical development project; and
- WHEREAS, The Vertical Disposition and Development Agreement requires Vertical Developer to make an informational presentation regarding the consistency of its application to the Planning Department with the Mission Rock SUD and Design Controls to the Port's Central Waterfront Advisory Group ("CWAG") prior to final approval of each vertical development application; and

WHEREAS, The Parcel Lease is a form that sets forth the terms and conditions under which vertical developers will ground lease development parcels for a term of 75 years, and will be modified, as described in the DDA, to address circumstances unique to the development parcels; and

WHEREAS, The Project has been planned and designed, in consultation with the California State Lands Commission (“State Lands”) and in accordance with Senate Bill 815 (“SB 815”) (stats. 2007, ch. 660), as modified by Assembly Bill 2797 (“AB 2797”) (stats 2016, ch. 529), to produce multiple public trust benefits; and

WHEREAS, After completion of a Public Trust Study that is approved by State Lands, SB 815 and AB 2797 authorize the Port to lease all or any portion of the Site free from the public trust use requirements for a term not to exceed 75 years from the initial occupancy date of the improvements developed on the parcel, but not beyond December 31, 2105; and

WHEREAS, Developer and Port staff have completed the Public Trust Study that describes the proposed uses in the Project and demonstrates their value to the public trust, and a copy of the Public Trust Study is on file with the Port Commission Secretary; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013-0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port

Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; now, therefore be it

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in the approval documents for the Project; and be it further

RESOLVED, That the Port Commission hereby approves the Public Trust Study; and be it further

RESOLVED, That the Port Commission hereby approves the DDA and finds that the Project is consistent with and furthers the purposes of the common law public trust and the statutory trust under the Burton Act; and be it further

RESOLVED, That the Port Commission approves the development plan described in the DDA as a Development Plan under Section 4 of Proposition D; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director of the Port, or her designee, to execute the DDA, subject to Board of Supervisors' approval, and recommends to the Board of Supervisors approval of the DDA; and be it further

RESOLVED, That to the extent that implementation of the DDA involves the execution and delivery of additional agreements, notices, consents and other instruments or documents by the Port, including, without limitation, the Master Lease and instruments leasing development parcels to vertical developers (such as the Parcel Leases and Vertical Disposition and Development Agreements) (collectively, "Subsidiary Agreements"), the Executive Director, or her designee, as she may deem necessary or appropriate in consultation with the City Attorney, is authorized to execute all such Subsidiary Agreements so long as the transactions governed by such Subsidiary Agreements are contemplated in, and comply with the terms of, the DDA, and with respect to the Master Lease, Parcel Leases and Vertical Disposition and Development Agreements, are substantially in the form of the Master Lease, Parcel Lease and Vertical Disposition and Development Agreement attached as Exhibits to the DDA; and be it further

RESOLVED, That the Port Commission authorizes and urges all officers, employees, and agents of the Port and the City to take all steps that they deem necessary or appropriate, to the extent permitted by

applicable law, in order to implement the DDA in accordance with this resolution, including preparation and attachment of exhibits, execution of subsequent documents, or to otherwise effectuate the purpose and intent of this resolution and the DDA as described in the in the staff memorandum accompanying this resolution; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director of the Port, or her designee, to enter into any amendments or modifications to the DDA that the Executive Director determines, in consultation with the City Attorney, are in the best interests of the Port, do not materially decrease the benefits to or materially increase the obligations or liabilities of the Port, and are in compliance with all applicable laws.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-04

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 28-acre site located along the Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at the Site and built a public consensus for its future that nested within the policies established for the South Beach/China Basin Waterfront in the Port’s Waterfront Land Use Plan; and
- WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development (collectively, the “Project”); and
- WHEREAS, Developer is a wholly-owned subsidiary of Giants Development Services, LLC, which in turn is a wholly-owned subsidiary of San Francisco Baseball Associates, LLC, the Major League Baseball franchise holder of the San Francisco Giants; and
- WHEREAS, In March 2013, by Resolution No. 13-10, the Port Commission endorsed the Term Sheet for the Project; and
- WHEREAS, In May 2013, by Resolution No. 142-13, the Board of Supervisors found the Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the Project, which is now known as “Mission Rock”; and
- WHEREAS, Because the Project would not comply with many of the existing zoning controls which affect the Site, the Port and Developer, as project sponsors, have proposed the establishment of a Mission Rock Special Use District and the adoption of various Planning Code text amendments described below that would articulate a unique set of zoning regulations and approval processes for the development of the Site; and

WHEREAS, To implement the Port’s vision for the development of the Site, on September 5, 2017 Mayor Edwin Lee and Supervisor Jane Kim introduced an ordinance that would establish the Mission Rock Mixed-Use District and the Mission Rock Special Use District (herein “Mission Rock SUD”), add the Mission Rock SUD in Planning Code Section 249.80, and amend Zoning Map No. ZN08 by designating Assessor’s Block and Lot 8719 / 006 as part of the Mission Rock Mixed-Use District and by amending Special Use District Map SD08 by designating Assessor’s Block and Lots 8719 / 006 and 9900 / 048 to the Mission Rock SUD (collectively, the “Planning Code Amendments”); and

WHEREAS, The Planning Code Amendments would enable the development of the Site for new market-rate and affordable residential uses, commercial use, retail uses, parking, shoreline area improvements, infrastructure development and street improvements, and public open space; and

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

WHEREAS, The Planning Code Amendments would establish the Mission Rock SUD, which would outline the land use controls for the Site, alongside the Mission Rock SUD Design Controls (“DC”) that include further controls, standards and guidelines specific to the Site, providing

development requirements for both infrastructure and community facilities as well as private development of buildings. The DC would therefore implement the Planning Code Amendments; and

WHEREAS, Together with the Planning Code Amendments, the DC will be the key source for development controls and design guidelines for land use, buildings, parking, streets and public open spaces, architecture, and more. Parks and open spaces will also follow a subsequent design review and approval process to ensure that they meet Port standards. The DC addresses street layout, open space, and blocks, and establishes overarching strategies for placement of uses and buildings relative to street and open space typologies. Following adoption, any amendments to the DC would be approved by both Planning and Port Commissions, except for certain amendments affecting only open space and rights-of-way (including streetscape) development, which would require approval only by the Port Commission, and any further amendments to the Planning Code Amendments would be approved by the Board of Supervisors, following recommendations by the Planning and Port Commissions; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013.0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission finds that the land use plan with the proposed mix of commercial and residential uses is appropriate for the Site, due to (i) the public planning process to date, (ii) the incorporation of between 1,000-1,950 new residential units, including on-site housing affordable to a range of low- to moderate-income households, and (iii) the Port’s responsibilities as trustee under the Burton Act to protect

Port property, including funding critical seawall repairs and implementing protective and adaptive measures to address sea level rise; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; and

WHEREAS, On October 5, 2017, the Planning Commission by Resolution No. 20019 recommended approval by the Board of Supervisors of a draft ordinance, substantially in the form attached hereto as Exhibit A that would establish the Mission Rock SUD and amend the Zoning Map for the Project as provided in the Planning Code Amendments; and

WHEREAS, At the same meeting, the Planning Commission by Resolution No. 20021 approved the DC; and

WHEREAS, The Port Commission is concurrently approving amendments to the Waterfront Land Use Plan and Design and Access Element to be consistent with the Planning Code Amendments and the DC; now, therefore, be it

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in the approval documents for the Project; and be it further

RESOLVED, That the Port Commission has considered the Planning Code Amendments and recommends approval thereof by the Board of Supervisors; and be it further

RESOLVED, That the Port Commission approves the DC, contingent on approval of the Planning Code Amendments by the Board of Supervisors, for the following reasons:

1. The DC would help implement the Project to transform currently underused surface parking into a vibrant new mixed-use and sustainable neighborhood, with newly built infrastructure and a network of new parks and open space serving residents and visitors alike, and will improve the Site's multi-modal connectivity to and integration with the surrounding City fabric, and connect existing neighborhoods to the City's South Beach/China Basin waterfront.

2. The DC would help ensure that new development on Port property will be high quality, with active streets, open spaces and physical and visual connections with the waterfront; and be it further

RESOLVED, That the Port Commission finds the DC is in general conformity with the Waterfront Land Use Plan as amended as set forth in Port Commission Resolution No. 18-05; and be it further

RESOLVED, That the Port Commission delegates to the Port Executive Director the authority to take all such actions as are contemplated by and reasonably necessary to effectuate the DC, including, without limitation, the authority to review and approve the Building Signage Plan contemplated under the Disposition and Development Agreement.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-05

- WHEREAS, In 1997, the Port Commission adopted the Port of San Francisco Waterfront Land Use Plan, including the Design and Access Element (collectively, the “Waterfront Plan”), after an intensive seven year planning process that culminated in the Board of Supervisors and Planning Commission adopting conforming amendments to the City’s General Plan and Planning Code; and
- WHEREAS, The Waterfront Plan is a land use policy document governing property under the jurisdiction of the Port of San Francisco, including the approximately 28 acres of real property along the Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and
- WHEREAS, Beginning in 2007, under the direction of a Port Commission committee, the Port initiated a community planning process to develop public objectives for the improvement and development of Seawall Lot 337, and historic rehabilitation of Pier 48, to inform a competitive solicitation process to create a new neighborhood at the northern gateway to Mission Bay; and
- WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development project that is now known as “Mission Rock” (collectively, the “Project”); and
- WHEREAS, Over the past 11 years, Port staff, the Developer, the Planning Department and the Mayor’s Office of Economic and Workforce Development, have conducted numerous community outreach meetings and negotiated the terms of the Disposition and Development Agreement, Development Agreement and associated transaction documents (collectively, the “Transaction Documents”) that provide the overall road map for development of the Site, including a Financing Plan, an Infrastructure Plan, a Housing Plan, a Transportation Plan and Transportation Demand Management Plan, a Workforce Development Plan, an LBE Utilization Program, and forms of an

interim Master Lease, Vertical Disposition and Development Agreement and Parcel Lease; and

WHEREAS, Because the proposed Project on the Site would not comply with many of the existing zoning controls that affect the Site, the Port and Developer, as project sponsors, have proposed the establishment of a Mission Rock Special Use District and the adoption of various Planning Code text amendments that would articulate a unique set of zoning regulations and approval processes for the development of the Site (“Planning Code Text Amendments”); and

WHEREAS, To implement the Port’s vision for the development of the Site, on September 2, 2017, Mayor Edwin Lee and Supervisor Jane Kim introduced ordinances for Planning Code Text Amendments to establish the Mission Rock Special Use District (herein “Mission Rock SUD”), add the Mission Rock SUD in Planning Code Section 249.80 and amend Zoning Use District Map No. ZN08 for the Project; and

WHEREAS, The Mission Rock SUD, in turn, refers to the Mission Rock SUD Design Controls document (herein “DC”) for further controls, standards, and guidelines specific to the Site, providing development requirements for both infrastructure and community facilities as well as private development of buildings; and

WHEREAS, As an extension of the Mission Rock SUD and Planning Code Text Amendments, the DC would enable and guide the entire Site; and

WHEREAS, In April 2015, the Port initiated an extensive community engagement process to update the Waterfront Plan, recognizing that certain major projects, including Mission Rock, were already underway and would continue with focused community and interagency coordination during the Waterfront Plan update process; and

WHEREAS, The Port land subject to the Waterfront Plan includes the Site; and

WHEREAS, The Port Commission desires to amend the Waterfront Plan to reflect the development standards and guidelines set forth in the Mission Rock SUD, Planning Code Text Amendments and DC and to have those amendments reflected in the Waterfront Plan update; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013-0208ENV); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA

Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the Mission Rock CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; now, therefore be it

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in the approval documents for the Project; and be it further

RESOLVED, That the Port Commission finds that the proposed development of the Site, as reflected in the Transaction Documents, as well as under the proposed Mission Rock SUD, Planning Code Text Amendments and DC, is consistent with objectives under the Waterfront Plan, and will further the Port’s goals for the Mission Rock area by including the adaptive reuse of historic Pier 48, providing new shoreline open space and mixed-use infill development; and be it further

RESOLVED, That the Port Commission hereby approves the amendments to the October 2009 Revised Version of the Waterfront Plan that are described in Exhibit A to this resolution and incorporated herein by reference; and be it further

RESOLVED, That the Port Commission hereby approves the amendments to the Waterfront Land Use Plan Design and Access Element that are described in Exhibit A to this resolution and incorporated herein by reference; and be it further

RESOLVED, That staff is directed to include in the forthcoming update to the Waterfront Land Use Plan the amendments described above to

achieve general conformity with the Mission Rock SUD and DC; and
be it further

RESOLVED, That the Port Commission authorizes the Executive Director of the Port, or her designee, to enter into any amendments or modifications to the Waterfront Land Use Plan and the Waterfront Land Use Plan Design and Access Element that are necessary to achieve general conformity with the Mission Rock SUD and DC and that the Executive Director determines, in consultation with the City Attorney, are in the best interests of the Port, do not materially decrease the benefits to or materially increase the obligations or liabilities of the Port, and are in compliance with all applicable laws.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary

EXHIBIT A
WATERFRONT LAND USE PLAN AMENDMENTS

Maritime Map A, p. 49A; and South Beach/China Basin Waterfront Subarea Map, p. 141A: delete Existing Maritime Area designation and Other Maritime Area designation, respectively, for Pier 48 and portion of Seawall Lot 337 and include following text within the Seawall Lot 337 site in both maps: "Mission Rock Special Use District".

South Beach/China Basin Acceptable Use Table, p. 140A: Add a new column called "Mission Rock SUD". Amend the existing rows labeled "Pier 48, 48½, 50" and "Seawall Lot 337 (backland to Piers 48 & 50)" by adding "A" under the new "Mission Rock SUD" column. Delete the existing row labeled "Seawall Lot 337 (wetlands)".

Development Standards, p. 151: Add a new subheading entitled: "Development Standards for Mission Rock Project". Under the subheading, add a statement: "The Mission Rock Project site includes Seawall Lot 337, Pier 48 and Pier 48½, and portions of Terry Francois Boulevard. See Mission Rock Special Use District and Design Controls for details about allowable land uses, transportation and design requirements."

Development Standards for Existing Maritime or Maritime Expansion Areas, p. 151: Amend the current "Piers 48, 50 and 54" development standard to delete reference to "Pier 48".

Waterfront Design and Access Element, page 114, under "Character of the Area" subheading, amend the second to last sentence to delete the reference to Pier 48 as being a long-term site reserved for cargo shipping uses.

Waterfront Design and Access Element, page 115, second paragraph under "Waterfront Land Use Plan Objectives": modify the second sentence as follows (inserted language in italics, deleted language in strikethrough text): "Port sites that are not included within the Redevelopment Plan area *or Mission Rock Special Use District*, located east of Terry Francois Boulevard, are reserved to meet potential long-term cargo shipping needs (Piers ~~48, 50~~ and 54) . . . "

Waterfront Design and Access Element design criteria for Piers 48-54, p. 117: Revise heading titled "Design Criteria Piers 48 – 54 And Bulkhead Sites" to say "Design Criteria Piers 50 -54 And Bulkhead Sites." Amend map shading to exclude Pier 48 and Pier 48½. Delete reference to Pier 48 in introductory description of Piers 48-54. Delete four design criteria for Pier 48: "Historic Preservation"; "Orientation –Pier 48"; "Character – Pier 48"; Character – Pier 48 Bulkhead".

Waterfront Design and Access Element design criteria for Seawall Lot 337, p. 120. Revise heading titled "Design Criteria Seawall Lot 337" to say "Design Criteria Mission Rock Special Use District." Amend map shading to include China Basin Park, Pier 48, and Pier 48½. Delete the introductory description of Seawall Lot 337 site, and all design criteria. Add in the following text: "See Mission Rock Special Use District and Design Controls for urban, architectural and historic design requirements and guidelines for this development project."

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-06

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 28-acre site located along the Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at the Site and built a public consensus for its future that nested within the policies established for the South Beach/China Basin Waterfront in the Port’s Waterfront Land Use Plan; and
- WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development (collectively, the “Project”); and
- WHEREAS, Developer is a wholly-owned subsidiary of Giants Development Services, LLC, which in turn is a wholly-owned subsidiary of San Francisco Baseball Associates, LLC, the Major League Baseball franchise holder of the San Francisco Giants; and
- WHEREAS, In March 2013, by Resolution No. 13-10, the Port Commission endorsed the Term Sheet for the Project; and
- WHEREAS, In May 2013, by Resolution No. 142-13, the Board of Supervisors found the Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the Project, which is now known as “Mission Rock”; and
- WHEREAS, Developer has engaged in an extensive community outreach process including community meetings, workshops, focus groups, formal and informal presentations, open houses and site tours; and

WHEREAS In November 2015, 74% of voters supported the Mission Rock Affordable Housing, Parks, Jobs and Historic Preservation Initiative (Proposition D, November 2015) (“Proposition D”), the ballot measure supporting reuse of the area and increasing the height limits for the Project, conditional upon Port Commission approval of a development plan for the Project; and

WHEREAS, Chapter 56 of the San Francisco Administrative Code authorizes the City to approve a development agreement with a developer of property in the City and County of San Francisco in accordance with California law; and

WHEREAS, The Planning Commission has recommended that the Board of Supervisors approve a Development Agreement with Developer; and

WHEREAS, The Development Agreement would vest development rights in exchange for the delivery of public benefits with respect to the development of the Site with new market-rate and affordable residential uses, commercial uses, retail, parking, shoreline area improvements, infrastructure development and street improvements, and public open space; and

WHEREAS, Concurrently with this resolution, the Port Commission has taken or intends to take a number of other actions in furtherance of the Project, including: (1) approving a Disposition and Development Agreement (“DDA”); (2) consenting to amendments to the Planning Code that create the Mission Rock Special Use District (“Mission Rock SUD”) over the Site and related amendments to the zoning maps; (3) approving the Design Controls, which provide more detailed land use controls for the Mission Rock SUD and conforming amendments to the Waterfront Land Use Plan; (4) approving and recommending that the Board of Supervisors approve a Memorandum of Understanding for Interagency Cooperation among the Port and other City agencies with respect to approvals related to the subdivision of the Site and construction of infrastructure and other public facilities; (5) recommending that the Board of Supervisors approve formation proceedings for sub-project areas to Project Area I of City and County of San Francisco Infrastructure Financing District No. 2; and (6) a Memorandum of Understanding between the Port and the Treasurer-Tax Collector and the Controller regarding the collection and allocation of ad valorem and special taxes to the financing districts; and

WHEREAS, Under the DDA and other transaction documents, at full build-out, the Project will include: (1) 1.1 million to 1.6 million gross square feet (“gsf”) of new residential uses (an estimated 1,000 to 1,950 new residential units), at least 40% of which will be on-site housing affordable to a range of low- to moderate-income households as described in the Housing Plan in the DDA; (2) 972,000 to 1.4 million

gsf of new commercial and office space; (3) 241,000 to 244,800 gsf of active retail and production uses on 11 proposed development blocks on Seawall Lot 337 in buildings that would range in height from 90 to 240 feet, consistent with Section 5 of Proposition D; (4) the rehabilitation and reuse of Pier 48, a significant contributing resource to the Port of San Francisco Embarcadero Historic District; (5) up to approximately 1.1 million gsf of above- and below-grade parking in one or two garages; (6) transportation demand management on-site and payment of impact fees that the Municipal Transportation Agency will use to improve transportation service in the area; (7) approximately 5.4 acres of net new open space for a total of approximately 8 acres of new and expanded open space, including an expansion of China Basin Park, a new central Mission Rock Square, and waterfront access along the shoreline; (8) public access areas, assembly areas, and an internal grid of public streets, shared streets, and utilities infrastructure; and (9) on-site strategies to protect against sea level rise; and

WHEREAS, The Development Agreement would work in concert with the DDA, which incorporates Developer's obligations under the Development Agreement; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project ("FEIR") (Case No. 2013.0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the "Mission Rock CEQA Findings"), and adopted a Mitigation Monitoring and Reporting Program ("MMRP"). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known

previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; now, therefore be it

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in the approval documents for the Project; and be it further

RESOLVED, Upon consideration of the Development Agreement, the Port Commission hereby consents to the Development Agreement as it relates to matters under Port jurisdiction; and be it further

RESOLVED, That the Port Commission hereby authorizes the Executive Director, or her designee, to execute the consent to the Development Agreement, in substantially the form on file with the Port Commission Secretary, subject to such further changes and revisions as deemed necessary and appropriate to implement this resolution; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director, or her designee, to enter into any amendments or modifications to the consent to the Development Agreement that the Executive Director determines, in consultation with the City Attorney, are in the best interest of the Port, do not materially decrease the benefits to or materially increase the obligations or liabilities of the Port, and are in compliance with all applicable laws.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-07

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 28-acre site located along the Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at the Site and built a public consensus for its future that nested within the policies established for the South Beach/China Basin Waterfront in the Port’s Waterfront Land Use Plan; and
- WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development (collectively, the “Project”); and
- WHEREAS, Developer is a wholly-owned subsidiary of Giants Development Services, LLC, which in turn is a wholly-owned subsidiary of San Francisco Baseball Associates, LLC, the Major League Baseball franchise holder of the San Francisco Giants; and
- WHEREAS, In March 2013, by Resolution No. 13-10, the Port Commission endorsed the Term Sheet for the Project; and
- WHEREAS, In May 2013, by Resolution No. 142-13, the Board of Supervisors found the Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the Project, which is now known as “Mission Rock”; and
- WHEREAS, Port and City staff and Developer have negotiated the terms of the Disposition and Development Agreement (“DDA”) and related transaction documents that are incorporated into the DDA and provide the overall road map for development of the Project, including a

Financing Plan, an Infrastructure Plan, a Housing Plan, a Transportation Plan and a Transportation Demand Management Plan, a Workforce Development Plan, an LBE Utilization Program, and forms of an interim Master Lease, a Vertical Disposition and Development Agreement and a Parcel Lease; and

WHEREAS, Developer has engaged in an extensive community outreach process including community meetings, workshops, focus groups, formal and informal presentations, open houses and site tours; and

WHEREAS In November 2015, 74% of voters supported the Mission Rock Affordable Housing, Parks, Jobs and Historic Preservation Initiative (Proposition D, November 2015) (“Proposition D”), the ballot measure supporting reuse of the area and increasing the height limits for the Project, conditional upon Port Commission approval of a development plan for the Project; and

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

WHEREAS, In order to promote development in accordance with the objectives and purposes of the DDA, it is contemplated that the City will undertake and complete certain proceedings and actions necessary to be carried out by the City to assist in the implementation of the DDA, including entering into a Memorandum of Understanding between the Port and other City agencies regarding Interagency Cooperation (the “ICA”), a copy of which is on file with the Commission Secretary, that sets out cooperative procedures for administering horizontal improvement plans submitted in accordance with the Subdivision Code and design, development, construction, and inspection of horizontal improvements; and

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

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

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

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013-0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; now, therefore be it

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in the approval documents for the Project; and be it further

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

- RESOLVED, That the Port Commission hereby approves and authorizes the Executive Director, or her designee, to execute the ICA and recommends its approval to the other consenting City departments, the Board of Supervisors, and the Mayor under Charter Section B7.320; and be it further
- RESOLVED, That the Port Commission authorizes and delegates to the Executive Director authority to make changes and take any and all steps, including but not limited to, the attachment of exhibits and the making of corrections, as the Executive Director determines, in consultation with the City Attorney, are necessary or appropriate to consummate the ICA in accordance with this resolution, including entering into subsequent interagency memoranda of understanding with other City departments regarding permitting, maintenance, liability, and ownership responsibilities for the streets and other infrastructure and public facilities in the Mission Rock SUD; provided, however, that such changes and steps do not materially decrease the benefits to or materially increase the obligations or liabilities of the Port Commission, and are in compliance with all applicable laws; and be it further
- RESOLVED, That the Port Commission urges the San Francisco Municipal Transportation Agency to provide periodic presentations regarding the transportation-related components of the Project, and the status of the funding and implementation of transportation improvements in the neighborhood surrounding the Site, to the Port Commission and the Port's Central Waterfront Advisory Group (CWAG) or a successor Port advisory group that advises the Port on matters impacting the area of the Port that includes the Site.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-08

- WHEREAS, California Statutes of 1968, Chapter 1333 (“Burton Act”) and the San Francisco Charter Sections 4.114 and B3.581 empower the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and
- WHEREAS, The Port Commission is concurrently considering approval of a Disposition and Development Agreement (“DDA”), including a Financing Plan, with Seawall Lot 337 Associates, LLC (“Developer”), to govern the disposition and development of the multi-phased Mission Rock Mixed-Use Project at Seawall Lot 337 and Pier 48 (“Project”) and to provide for the financing of related capital public facilities; and
- WHEREAS, On April 23, 2013, by Resolution No. 123-13, the City adopted *Guidelines for the Establishment and Use of Infrastructure Financing Districts on Project Areas on Land under Jurisdiction of the San Francisco Port Commission* (“Port IFD Guidelines”) relating to the formation of infrastructure financing districts by the City on waterfront property in San Francisco under the jurisdiction of the Port Commission; and
- WHEREAS, Under Government Code Sections 53395 et seq. (“IFD Law”), the Board of Supervisors is authorized to establish an infrastructure financing district and to act as the legislative body for an infrastructure financing district; and
- WHEREAS, Under Section 53395.8 of the IFD Law, a waterfront district may be divided into project areas; and
- WHEREAS, On March 27, 2012, by Resolution No. 110-12 (“Original Resolution of Intention to Establish IFD”), the Board of Supervisors declared its intention to establish a waterfront district to be known as *City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)* (“IFD”), and designated initial proposed project areas within the IFD; and
- WHEREAS, On June 12, 2012, by Resolution No. 227-12 (“First Amending Resolution”), the Board of Supervisors amended the Original Resolution of Intention to propose, among other things, an amended list of project areas; and
- WHEREAS, On November 17, 2015, by Resolution 421-15 (“Second Amending Resolution”, and together with the Original Resolution of Intention to

Establish IFD and the First Amending Resolution, the “Resolution of Intention to Establish IFD”), the Board of Supervisors amended the Original Resolution of Intention, as amended by the First Amended Resolution, to propose, among other things, a further amended list of project areas; and

WHEREAS, In the Resolution of Intention to Establish IFD, the Board of Supervisors directed the Executive Director of the Port of San Francisco (“Executive Director”) to prepare an infrastructure financing plan for the IFD (“Infrastructure Financing Plan”) that would comply with the IFD Law, and reserved the right to establish infrastructure financing plans in the future specific to other project areas and sub-project areas within the IFD; and

WHEREAS, In accordance with the IFD Law, at the direction of this Board of Supervisors, the Executive Director prepared the Infrastructure Financing Plan; and

WHEREAS, On February 23, 2016, by Ordinance No. 27-16 (“Ordinance Establishing IFD”), the Board of Supervisors, among other things, declared the IFD to be fully formed and established with full force and effect of law and adopted the Infrastructure Financing Plan; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013-0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial

changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; and

WHEREAS, In connection with the Project, the Port Commission wishes to recommend that the Board of Supervisors establish a new Project Area I (Mission Rock) (“Proposed Project Area I”) of the IFD and 13 sub-project areas within Proposed Project Area I (collectively, “Proposed Sub-Project Areas”) that generally correspond to planned phases of the Project; and

WHEREAS, Under Chapter 43, Article X of the San Francisco Administrative Code (“Special Tax Law”), which incorporates by reference the Mello-Roos Community Facilities Act of 1982, as amended, constituting Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with California Government Code Section 53311, the Board of Supervisors is authorized to establish a special tax district and to act as the legislative body for a special tax district; and

WHEREAS, In connection with the Project, the Port Commission wishes to recommend that the Board of Supervisors establish one or more special tax districts over the Site in accordance with the Special Tax Law (“Special Tax Districts”); and

WHEREAS, The special taxes will be levied on leasehold interests in property owned by the Port Commission in the Special Tax Districts and the Port Commission will be the qualified elector for purposes of the elections for the Special Tax Districts; now, therefore, be it

RESOLVED, That all of the recitals herein are true and correct; and be it further

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in its approval documents for the Project; and be it further

RESOLVED, That the Port Commission hereby recommends that the Board of Supervisors establish the Proposed Project Area I and the Proposed Sub-Project Areas, and authorizes the Executive Director (or designees) to take all appropriate actions in connection with the establishment of the Proposed Project Area I and the Proposed Sub-Project Areas; and be it further

RESOLVED, That the Port Commission hereby recommends that the Board of Supervisors establish one or more Special Tax Districts, and authorizes the Executive Director (or designees) to take all appropriate actions in connection with the establishment of such Special Tax

Districts, including but not limited to executing ballots on behalf of the Port Commission.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-09

- WHEREAS, California Statutes of 1968, Chapter 1333 (“Burton Act”) and the San Francisco Charter Sections 4.114 and B3.581 empower the Port Commission with the authority and duty to use, conduct, operate, maintain, manage, regulate and control the lands within Port Commission jurisdiction; and
- WHEREAS, As the Port’s selected master developer for Seawall Lot 337 and Pier 48, Seawall Lot 337 Associates, LLC (“Developer”) has initiated rezoning and design standards and controls for a multi-phased, mixed-use development for a proposed Special Use District (“Mission Rock SUD”) encompassing Seawall Lot 337 and Pier 48 (collectively, “Site”); and
- WHEREAS, As envisioned, the proposed Seawall Lot 337 and Pier 48 Mixed Use Project (“Project”) on the Site would include market-rate and affordable residential uses, commercial-office, retail, exhibition, parking, infrastructure development, including street improvements, and public open space; and
- WHEREAS, On June 30, 2014, the voters of the City and County of San Francisco approved an initiative requiring voter approval for any future construction projects on the San Francisco waterfront that required an increase in existing height limits (“Proposition B”). On November 3, 2015, in satisfaction of the requirements of Proposition B, the voters of the City and County of San Francisco approved the “Mission Rock Affordable Housing, Parks, Jobs and Historic Conservation Initiative” (“Proposition D”), which established policies for the Site; and
- WHEREAS, Concurrently, the Port Commission is considering approval a Disposition and Development Agreement (“DDA”), including a Financing Plan, with Developer that will govern the disposition and development of the Site and provide for the financing of certain capital facilities and public services related to the Project; and
- WHEREAS, On April 23, 2013, by Resolution No. 123-13, the City adopted *Guidelines for the Establishment and Use of Infrastructure Financing Districts on Project Areas on Land under Jurisdiction of the San Francisco Port Commission* relating to the formation of infrastructure financing districts by the City on waterfront property in San Francisco under the jurisdiction of the Port Commission; and
- WHEREAS, Under Government Code Sections 53395 et seq. (“IFD Law”), the Board of Supervisors is authorized to establish an infrastructure

financing district and to act as the legislative body for an infrastructure financing district; and

WHEREAS, By Resolution No. 110-12, the Board of Supervisors declared its intention to establish a waterfront district to be known as *City and County of San Francisco Infrastructure Financing District No. 2 (Port of San Francisco)* (“IFD”), which has been amended by Resolution No. 227-12 and by Resolution 421-15; and

WHEREAS, As directed by the Board of Supervisors, the Executive Director of the Port of San Francisco (“Executive Director”) has prepared an infrastructure financing plan for the IFD (“Infrastructure Financing Plan”) in compliance with the IFD Law; and

WHEREAS, On February 23, 2016, by Ordinance No. 27-16, the Board of Supervisors, among other things, declared the IFD to be fully formed and established with full force and effect of law and adopted the Infrastructure Financing Plan; and

WHEREAS, In connection with the Project, the Port Commission intends to recommend that the Board of Supervisors establish a Project Area I (Mission Rock) (“Project Area I”) over the Site and establish 13 sub-project areas within Project Area I (collectively, “Sub-Project Areas”) that generally correspond to planned phases of the Project; and

WHEREAS, Under Chapter 43, Article X of the San Francisco Administrative Code (“Special Tax Law”), which incorporates by reference the Mello-Roos Community Facilities Act of 1982, as amended, constituting Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing with California Government Code Section 53311, the Board of Supervisors is authorized to establish a special tax district and to act as the legislative body for a special tax district; and

WHEREAS, In connection with the Project, the Port Commission anticipates recommending that the Board of Supervisors establish one or more special tax districts over the Site in accordance with the Special Tax Law (“Special Tax Districts”); and

WHEREAS, San Francisco Charter Section B7.320 authorizes the Mayor to submit to the Board of Supervisors for approval a memorandum of understanding between the Port Commission and another department or departments of the City, approved by the Port Commission by resolution, that requires the departments to expend funds or to transfer funds to the Port Commission; and

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013-0208E); (2) found the FEIR to be adequate, accurate and objective, thus

reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; and

WHEREAS, The Port Commission wishes to approve a Memorandum of Understanding by and among the Port Commission and the City’s Controller (“Controller”) and Treasurer and Tax Collector (“Tax Collector”), pursuant to which those City departments and the Port Commission would agree to implement the DDA, Project Area I, the Sub-Project Areas, and the Special Tax Districts, and to recommend that the Board of Supervisors approve the Memorandum of Understanding; and

WHEREAS, The Port Commission wishes to recommend that the Board of Supervisors appoint the Port Commission to act as the agent of the IFD with respect to Project Area I and the Sub-Project Areas and the agent of the Special Tax Districts, as set forth in the Memorandum of Understanding; now, therefore, be it

RESOLVED, That all of the recitals herein are true and correct; and be it further
RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in its approval documents for the Project; and be it further

- RESOLVED, That the Memorandum of Understanding among the Port Commission and the Controller and Tax Collector, in the form on file with the Commission Secretary, is hereby approved. The Executive Director (or her designee) is hereby authorized to execute the Memorandum of Understanding; and be it further
- RESOLVED, That the Executive Director, upon consultation with the City Attorney, is hereby authorized to make such modifications, changes, and additions to the Memorandum of Understanding as may be necessary or desirable and in the interests of the Port Commission, and which changes do not materially increase the obligations of the Port Commission or reduce its rights thereunder. The approval by the Executive Director (or her designee) of such modifications, changes, and additions shall be conclusively evidenced by the execution and delivery of the Memorandum of Understanding by the Executive Director; and be it further
- RESOLVED, That the Port Commission hereby recommends that the Board of Supervisors approve the Memorandum of Understanding and authorize the Controller and Tax Collector to execute the Memorandum of Understanding; and be it further
- RESOLVED, That the Port Commission hereby recommends that the Board of Supervisors appoint the Port Commission to act as the agent of the IFD with respect to Project Area I, the Sub-Project Areas, and the Special Tax Districts when formed, as set forth in the Memorandum of Understanding.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary

**PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 18-10

- WHEREAS, Beginning in 2006, the Port initiated an intensive planning process that has culminated in a project that would restore and redevelop an approximately 28-acre site located along the Central Waterfront comprised of (1) Seawall Lot 337, bounded by Third Street on the west, Parcel P20 and Mission Rock Street on the south, Pier 48 to the east, and China Basin Park on the north; (2) Pier 48; (3) China Basin Park; (4) the marginal wharf between Pier 48 and Pier 50; and (5) Parcel P20 (collectively, the “Site”); and
- WHEREAS, From 2007 to 2010, the Port conducted a community process that evaluated the unique site conditions and opportunities at the Site and built a public consensus for its future that nested within the policies established for the South Beach/China Basin Waterfront in the Port’s Waterfront Land Use Plan; and
- WHEREAS, In May 2010, by Resolution No. 10-32, the Port Commission awarded to Seawall Lot 337 Associates, LLC, a Delaware limited liability company (“Developer”), through a competitive process, the opportunity to negotiate exclusively for the mixed-use development of Seawall Lot 337 and Pier 48, and the Port Commission later added China Basin Park, the marginal wharf between Pier 48 and Pier 50, and Parcel P20 to the development (collectively, the “Project”); and
- WHEREAS, Developer is a wholly-owned subsidiary of Giants Development Services, LLC, which in turn is a wholly-owned subsidiary of San Francisco Baseball Associates, LLC, the Major League Baseball franchise holder of the San Francisco Giants; and
- WHEREAS, In March 2013, by Resolution No. 13-10, the Port Commission endorsed the Term Sheet for the Project; and
- WHEREAS, In May 2013, by Resolution No. 142-13, the Board of Supervisors found the Project fiscally feasible under Administrative Code, Chapter 29 and endorsed the Term Sheet for the Project, which is now known as “Mission Rock”; and
- WHEREAS, Port and City staff and Developer have negotiated the terms of the Disposition and Development Agreement (“DDA”) and related transaction documents that are incorporated into the DDA and provide the overall road map for development of the Project, including a Financing Plan, an Infrastructure Plan, a Housing Plan, a Transportation Plan and a Transportation Demand Management Plan,

a Workforce Development Plan, an LBE Utilization Program, and forms of an interim Master Lease, a Vertical Disposition and Development Agreement and a Parcel Lease; and

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

WHEREAS, On October 5, 2017, the Planning Commission (1) reviewed and considered the Final Environmental Impact Report for the Seawall Lot 337 and Pier 48 Mixed-Use Project (“FEIR”) (Case No. 2013-0208E); (2) found the FEIR to be adequate, accurate and objective, thus reflecting the independent analysis and judgment of the Planning Department and the Planning Commission; and (3) by Motion No. 20017, certified the FEIR as accurate, complete and in compliance with the California Environmental Quality Act (“CEQA”), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, At the same hearing, the Planning Commission approved the Project and in so doing, adopted findings under CEQA by Motion No. 20018, including a Statement of Overriding Considerations (the “Mission Rock CEQA Findings”), and adopted a Mitigation Monitoring and Reporting Program (“MMRP”). A copy of the Planning Commission Motions, the Mission Rock CEQA Findings, and the MMRP are on file with the Port Commission Secretary and may be found in the records of the Planning Department at 1650 Mission Street, San Francisco, CA, and are incorporated in this resolution by reference as if fully set forth herein; and

WHEREAS, The Port Commission has reviewed the FEIR, the MMRP and the CEQA Findings, and finds that the approvals before the Port Commission are within the scope of the FEIR and that no substantial changes in the Project or the circumstances surrounding the Project have occurred and no new information that could not have been known previously showing new significant impacts or an increase in severity in impacts has been discovered since the FEIR was certified; and

WHEREAS, The DDA contemplates the proposed rehabilitation and reuse of Pier 48, a significant contributing resource to the Port of San Francisco Embarcadero Historic District, but Developer has not yet identified a long term use for Pier 48 that would result in rehabilitating the facility; and

WHEREAS, The Port and Developer have agreed to cooperate on identifying a potential long term use of Pier 48; and

WHEREAS, China Basin Ballpark Company, LLC (“CBBC”), an affiliate of Developer, currently has a license from the Port to use portions of Pier 48 for parking and special events; and

WHEREAS, Port and CBBC have agreed to terms for an interim lease (the “Lease”) to allow the current uses in Pier 48, including parking and special events, to continue, and a copy of the Lease is on file with the Commission Secretary; and

WHEREAS, Under the Lease, the Port will lease approximately 212,000 square feet of Pier 48 to CBBC for a term of ten (10) years on the terms and conditions described in the staff memorandum to which this resolution is attached; and

WHEREAS, San Francisco Charter Section 9.118 requires Board of Supervisors approval of a real property lease with a term of ten (10) or more years, or having anticipated revenue to the City of One Million Dollars (\$1,000,000.00) or more when the lease is executed; now, therefore, be it

RESOLVED, That the Port Commission adopts the Mission Rock CEQA Findings as its own and adopts the MMRP. Where applicable, the Port Commission has imposed the measures in the MMRP as conditions in the approval documents for the Project; and be it further

RESOLVED, That the Port Commission hereby approves the Lease and finds that it is consistent with and furthers the purposes of the common law public trust and the statutory trust under the Burton Act; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director of the Port, or her designee, to execute the Lease, subject to Board of Supervisors' approval, and recommends to the Board of Supervisors approval of the Lease; and be it further

RESOLVED, That the Port Commission authorizes the Executive Director of the Port, or her designee, to enter into any amendments or modifications to the Lease that the Executive Director determines, in consultation with the City Attorney, are in the best interests of the Port, do not materially decrease the benefits to or materially increase the obligations or liabilities of the Port, and are in compliance with all applicable laws.

I hereby certify that the foregoing resolution was adopted by the San Francisco Port Commission at its meeting of January 30, 2018.

Secretary