

MEMORANDUM

January 18, 2013

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

FROM: Monique Moyer
Executive Director

SUBJECT: Informational Presentation on the Lease and Development of Seawall Lot 337 and Pier 48 bounded by China Basin Channel, Third Street, Mission Rock Street, and San Francisco Bay and adjacent to AT&T Park

DIRECTOR'S RECOMMENDATION: Information Only - No Action Required

EXECUTIVE SUMMARY

Since executing an Exclusive Negotiation Agreement ("ENA") in September 2010 for the mixed use development of Seawall Lot (SWL) 337 and the adjacent Pier 48 (shown on Exhibit A), Seawall Lot 337 Associates, LLC ("Developer"), Port and City staff have held substantive discussions on land use and project financial structure. This staff report outlines the conceptual framework under discussion that will lead to a term sheet for Port Commission review and approval at a subsequent meeting.

BACKGROUND

In October 2007, the San Francisco Port Commission initiated a two-phase developer solicitation process for SWL 337, a 16 acre Port waterfront site located along the south side of China Basin Channel, generally bounded by Third and Mission Rock Streets, and Terry Francois Boulevard; and Pier 48, a 212,500 square foot warehouse complex adjacent to SWL 337. Currently SWL 337 is used as a surface parking lot under lease to a San Francisco Giants affiliate. Pier 48 uses include, among other things, ballpark overflow parking in the northern shed and storage for the Department of Elections in the southern shed. All of these current uses are on short term leases in anticipation of development.

On May 12, 2009, the Port Commission awarded the SWL 337 development opportunity to Developer and authorized exclusive negotiations for a mixed used development project at SWL 337 and Pier 48.¹ That fall, the Developer informed the Port of changes to its development entity resulting from unforeseen impacts of the economic recession. Concurrent with Developer's complex internal reorganization efforts, Port and the Developer spent several months negotiating the terms of the ENA which outlines a 2 phase approach. Phase 1 allocates 24 – 30 months for the parties to reach agreement on a project plan and financial terms culminating in Term Sheet endorsement by the Port and the Board of Supervisors. Phase 2 allocates 3 years to complete the entitlement and permitting process for the project.

Pursuant to the ENA, on March 15, 2012, Developer submitted a Revised Proposal describing a mixed-use program that balances residential, office, retail, exhibition and parking uses distributed over a network of fine-grained city blocks. The combination of uses will evolve as this project moves forward to meet market demands and reflect community and regulatory concerns.

On October 5, 2012, the Developer informally notified the Port that one of its two members, TCC Lot 337 Investors, LLC ("Cordish") withdrew from the Developer on September 15, 2012, in accordance with the terms of the Developer's operating agreement and further notified the Port that it remained in discussions with Cordish concerning a possible future role in the project. By letter dated January 17, 2013, the Developer provided the Port formal notice confirming that pursuant to Section 2.3.1.2(C) of its operating agreement, Cordish withdrew from the Developer on September 15, 2012.

On October 9, 2012, the Port Commission approved amending the ENA to extend Phase 1 from September 15, 2012 to March 15, 2013 to provide additional time to negotiate and incorporate financing tools into the project term sheet. The amended ENA includes an additional Performance Benchmark requiring Developer, at Port's sole discretion, to confirm its financial capacity to entitle the project and build early infrastructure.

Since the May 8, 2012 Port Commission informational presentation, the Port, City and the Developer have visited the following community groups with detailed project briefings:

Advisory/Regulatory Bodies

- Central Waterfront Advisory Group
- Mission Bay CAC
- Southwest Waterfront Advisory Council
- BCDC (staff)
- State Lands (staff)

¹ Subject to the ENA's Financial and Negotiating Principles attached to Resolution No. 09-26.

City Groups

- Chamber of Commerce
- Bayview Builders
- Rincon / South Beach Neighborhood Group
- Potrero Boosters
- SF Housing Action Coalition Endorsement Committee
- SF Bike Coalition (informal)
- SPUR (informal)
- San Francisco Parks Alliance
- Individual neighbors and business owners
- SPUR formal lunchtime session as part of Port portfolio series
- SPUR Project Review Committee

In addition to these presentations and meetings, the project team held a well-attended public design workshop and have held multiple open house meetings with members of the community to discuss proposed land use including review of several bulk and site massing alternatives.

LAND USE PROPOSAL

Developer will create a new mixed-use neighborhood, linking Mission Bay to the urban fabric of the City. At final vertical build-out, the project is proposed to include approximately 3,500,000 gross square feet of development, including the proposed parking structure, as shown in Exhibit B. The parties anticipate that the project will continue to evolve through modifications made through the CEQA and public review processes.

Developer proposes dividing SWL 337 into 11 buildable parcels, 10 of which would be developed as a mix of commercial/office, retail, and residential uses. The 11th parcel would hold structured parking to serve new development and other nearby uses, including games and other events at AT&T Ballpark. Developer will have the right of first refusal to develop all 11 development parcels and Pier 48, subject to exceptions to be specified in the term sheet.

Proposed land use and site massing concepts include the following:

Open Spaces, Parks and Recreation

Developer will create major new open spaces connecting Mission Rock with surrounding neighborhoods and the waterfront, including:

- **China Basin Park**, will be expanded into a 5-acre regional waterfront park located on China Basin across from AT&T Park, with a great lawn open space and special event area, a waterfront café with outdoor seating, a junior baseball field, gardens and picnic areas, and a promenade connection to the marginal wharf between Piers 48 and 50 (see Channel Plaza description below).

- **The Square**, a 1.3 acre park located at the heart of Mission Rock. The Square will include a large multi-use lawn, plaza, and café pavilion. The Square will be framed by a mix of residential and commercial uses, including ground-floor retail and include a pedestrian connection to Channel Plaza.
- **Channel Plaza**, subject to Port Commission approval to add to the project site, the marginal wharf between Piers 48 and 50 will be converted to a hardscaped one-half acre plaza set upon an active maritime wharf with views of working vessels and other maritime uses.

The development of these parks and open spaces will be distributed among the project phases to assure completion is concurrent with the completion of adjacent vertical development. Under the illustrative phasing plan attached as Exhibit C, China Basin Park would be included in the second phase and The Square would be provided in the third phase.

Parks and open spaces will be owned by and remain under the jurisdiction of the Port, and will be programmed by Developer subject to Port approval and conditions of the BCDC major permit applicable to the Site. Maintenance of the parks and open spaces is proposed to be funded by Mello-Roos special taxes imposed on privately-owned and occupied land and buildings on the site.

Parking Structure

The parking structure will be developed on Parcel D as part of an early phase of the project and will provide approximately 2,300 spaces for use by the entire development and for ballpark, event, and other public parking. The parties have initiated discussions with the San Francisco Municipal Transportation Agency ("SFMTA") to explore the feasibility of SFMTA financing building and operating the parking structure. Should SFMTA conclude that the parking structure is not feasible as an SFMTA project, the parties will continue to explore other sources of financing and other measures needed to make the parking structure financially feasible.

The Port's contribution to the parking structure will be limited to providing the land and coordinating with the City to provide Mello-Roos bond financing secured by special taxes levied on the taxable parcels at the Site or taxable parcels off-site that will benefit from the parking structure.

Affordable Housing

New rental housing built for the Project will meet City inclusionary housing requirements under Planning Code §§ 415.1-415.11 for on-site inclusionary housing for 15% of the units at 60% of area median income as determined by the U.S. Department of Housing and Urban Development for the San Francisco area.

Developer will work with the City, through the Mayor's Office of Housing, the Office of Economic and Workforce Development, and Port staff to determine the specifications for how Developer will meet these requirements.

Developer will be required to deliver affordable housing in a balanced manner throughout the phasing of the Project. Although Developer may deliver a higher

percentage in early phases and count these units towards overall requirements, Developer will not be allowed to defer delivery of affordable units to later phases of the Project, except at the City's direction, in its sole discretion.

Pier 48

Generally, the facility would be leased at the Port's parameter rent for similar shed structures, subject to possible offset by rent credits for qualifying capital improvement costs that extend the life of the facility. In light of current projections of sea level rise, the maximum initial term would be 30 years. The Port Commission would not be required to consider options to extend the term to a total of 66 years until after the City and the Port have established policies and procedures to address sea level rise, and the Port and the tenant agree on measures necessary to mitigate the risks associated with sea level rise that will be implemented at Pier 48 and their respective obligations with respect to those measures.

Transportation Demand Management Plan

Developer will implement a Transportation Demand Management Plan ("TDMP") that provides a comprehensive strategy to manage the transportation demands created by the Mission Rock project. The mixed-use nature of the Project's land use program, its rich transit options, and proximity to San Francisco's resources and services mandate that single-occupancy vehicle trips be reduced. The transportation strategy at Mission Rock is based on reducing vehicle miles traveled by fostering multiple modes of sustainable transportation, emphasizing pedestrian, bicycle, and public transit options.

The TDMP will incorporate smart and sustainable transportation planning principles to address the transportation needs of the Project, consistent with the City's Transit First, Better Streets, Climate Action, and Transportation Sustainability Plans and Policies.

Site Zoning

Developer and the Port will establish the development parameters for the project through a Special Use District ("SUD"), which will be incorporated into the City's zoning code after environmental review is complete and the project has been approved by appropriate Port Commission, Planning Commission, Board of Supervisors, and other regulatory actions. SWL 337 is currently zoned MB-OS, and Pier 48 is zoned M-2.

A key element of the design proposal is a flexibility to respond to future market demands. Certain parcels will be residential, certain will be commercial, and others will be flexible to be either product type. Given this flexibility, the Developer has studied various ranges for building heights. Heights of buildings, reflecting the mixed-use nature of their uses, will be diverse. Up to two tall slender signature residential towers are anticipated. Under the Developer's original proposal, the tallest of these two towers would be about 380 feet in height. In cooperation with the Planning Department, the Port and Developer have been studying these height proposals and the possibility of alternative height schemes. Community design engagement is ongoing that will further define the heights, which will likely be represented as ranges for uses and parcels.

The Waterfront Land Use Plan will be amended to incorporate SUD limitations and set forth other development requirements, such as the design review body and process. Design guidelines for Mission Rock will emphasize the physical and visual access to the

Bay and surrounding landmarks, reinforced by a pattern of development that lays multiple paths through the Project to the water. Project buildings will demonstrate a respect for their waterfront setting through a stepped profile in relation to each other and in relation to the waterfront. Lower floors of buildings will serve to enliven and frame the public realm, while upper floors will retain a form and profile that complements Mission Rock and the cityscape as a whole.

While zoning will allow a certain amount of flexibility, Developer will retain control over ground floor design, tenant mix, and park operations and maintenance. Comprehensive planning and programming of ground floor spaces will address both the design and the nature of Mission Rock's retail, defining the public realm and neighborhood identity. A dynamic range of restaurants, cafes, wine bars, boutique stores, grocery stores, bookstores, and other shops will only be possible through careful programming of the entire site. In consultation with the Port and community, Developer will create a blueprint for locations and tenant types for each vertical development. This comprehensive programming will address not only types of stores, but also the appropriate mix of local, regional, and national retailers. Minimum threshold requirements for local and regional operators will reduce the threat of homogeneity that otherwise might adversely affect the Project's retail success. This building-to-building variety will strengthen the pedestrian environment and establish an authentic neighborhood for San Franciscans to enjoy.

Sustainability

Developer will implement a Sustainability Plan that will provide a comprehensive strategy to achieve the Project goal of becoming a model of sustainability by exhibiting the concepts and practices of sustainable community development throughout the development process. Developer will collaborate with the City and the Port, specifically, the Department of the Environment, the Planning Department, and the Port Planning Division, to develop the Sustainability Plan.

Developer, the Port and the City will pursue status for the Project as a Type I EcoDistrict to help meet environmental goals. A Type 1 Eco-District is characterized by a large amount of undeveloped land typically owned by a single property owner, enabling horizontal infrastructure development to be implemented in advance of vertical development and maximizing efficiency through district-scale systems. The Planning Department has identified Mission Rock as one of three potential Type 1 Eco-Districts in San Francisco.

The Project team will study the technical and financial feasibility of elements of an Eco-District Sustainability Plan in advance of environmental review to allow one or more of the strategies below to be analyzed in the environmental impact report:

- Centralized Energy
- Bay Source Cooling
- Cogeneration Plant
- Recycled Water Sharing System
- Photovoltaics and Solar Thermal

- Wind Power
- Centralized Waste System
- Reduction of Vehicle Miles Traveled (see TDMP section)

Developer and the City will develop an integrated Eco-District Sustainability Plan that identifies measurable goals, standards, and performance metrics. This Eco-District Sustainability Plan will be included in the DDA. Multiple sustainable site strategies will be considered from the outset of horizontal development to enable vertical development design proposals to exceed compliance with Port Building Code requirements and achieve Project goals for integrated sustainable design and a low carbon community.

Statutory, Regulatory and Plan Amendments

BCDC

The proposed Project will require approvals by state bodies, including amending the Bay Area Seaport Plan sponsored by the San Francisco Bay Conservation and Development Commission (“BCDC”) and the San Francisco Bay Area Metropolitan Transportation Commission, which designates Pier 48 as a future site for neobulk cargo shipping and the eastern six acres of SWL 337 adjacent to Pier 48 and Pier 50 as a “Port priority” area to provide backland area for potential cargo operations. Amendments to the Seaport Plan may trigger a need to amend BCDC’s San Francisco Waterfront Special Area Plan. In addition, all development within 100 feet of the shoreline will be subject to BCDC approval.

State Lands Commission

The Port must obtain the State Lands Commission’s (“State Lands”) prior approval of the conclusions of a Port study on the retention of trust uses (including public parks and walkways, restaurants, hotels, maritime training, sales, and rentals, and waterfront visitor-serving retail services) at SWL 337, the location of trust uses at SWL 337, Pier 48, the transportation needs of the ballpark, and trust uses on nearby Port property.

State Lands must find that all nontrust leases are for fair market value, consistent with the trust (other than land use restrictions), and otherwise in the best interests of the State. In addition, staff will work with State Lands to obtain legislation for a technical amendment to SB 815 to add an approximately 20 foot wide strip along the Mission Rock Street edge of the parcel to SWL 337. This area currently does not have relief from the trust use restrictions in SB 815. To the extent necessary and after further consultation with staff of the State Lands and Developer, the Port may seek other technical amendments to the Burton Act and other state legislation.

FINANCIAL STRUCTURE

Overview

The discussions between the Port and Developer have yielded a structure where the Developer is responsible for funding entitlement and infrastructure and developing buildings or marketing finished parcels to other building developers. The structure provides Developer returns on its investment in entitlement and infrastructure for the Site and ongoing economic benefits from parcels in which it retains an economic

interest in the vertical development. Port receives fair market value for its improved parcels through ground rent under long term leases. The overall financial structure is discussed below.

After the Project has been fully entitled, Developer will initiate the transfer of parcel development rights for “vertical development” (i.e. construction of buildings) at fair market leasehold value. The Port will enter into long-term ground leases with vertical developers for each parcel with the fair market value payments consisting of (i) an upfront payment that will reimburse the Developer for their investment in entitlement and infrastructure and (ii) ongoing monthly rent payments to the Port.

For each phase, upon execution of the vertical lease(s) for parcels included in the phase, Developer will commence construction of just-in-time “horizontal development”, i.e. the installation of public improvements required for that phase. Such improvements include the installation of streets, sidewalks, parks / open space, public access areas, water, sewer and electrical utilities, fill-stabilizing pilings, and other infrastructure. Developer will bear the cost of the horizontal development, which is currently estimated to be in the range of \$160 million for the entirety of SWL 337.

The Port will retain its ownership of ground-leased land and will purchase the public facilities that Developer constructs on the Site by reimbursing Developer for its horizontal development costs along with a return on its equity investment. Funding sources for such reimbursement include lease revenues, special tax levies of taxable leasehold interests, and property tax increment derived from the Site alone (i.e. no other locations or Port funding sources). The Port’s ground leases will each provide the Port base rent and afford the Port the opportunity to participate in the success of the improvements to the land.

The Developer and Port have created a conceptual framework to take advantage of the lessons learned during the City’s recent experience with phased, master planned developments and innovative financing mechanisms for public infrastructure serving new infill projects. The entitlement of a large site and building infrastructure for multiple development opportunities includes many risks and the structure under discussion includes several provisions to reduce the normal risks of development. The following concepts serve as the foundation for this public-private partnership:

- a. Parcelization of Site and development phasing: The transaction structure allows for development of the Site’s 10 development parcels in phases to be timed to take advantage of positive market cycles. The phased implementation strategy will also provide opportunities for additional partnerships and third-party investment as needed to maximize market value and the resulting base and percentage rent payments to the Port.
- b. Verification of market value: The sales of development rights for individual parcels are initiated only after consultation among the parties and market expert(s) as to current market conditions. For parcels optioned by the Developer at fair market value, financial consideration for the transfer will be verified by appraisal before closing. Development rights for all other

parcels are offered through a public, competitive disposition process as a means to determine fair market value.

- c. Efficient delivery of public infrastructure: The just-in-time method of horizontal infrastructure development, along with built-in flexibility to access public financing mechanisms, ensures cost-efficient delivery of required infrastructure in coordination with the completion of vertical construction in each phase to minimize the period that Developer's costs accrue return.
- d. Development of SWL 337 will result in increased land value and higher Port revenue through a combination of base rent and ongoing participation: Parcel transfers will be timed to lock in the benefits of a stable or growing real estate market through base rent, while proceeds from the sale of development rights and ongoing Port participation in lease revenues and future sales provide the Port with a cushion against a weakened market and a path to recover lost value if a given parcel sale(s) takes place in a weaker market.
- e. Shared risks and downside protection: Debt and equity investments and repayments are timed and sized to keep the parties' interests aligned, provide a means to achieve both parties' development objectives over time, and balance the risks through downturns in the real estate market.

The development concepts described above will be implemented through the course of the project as described below.

Predevelopment

The Developer will pay all predevelopment (i.e. entitlement) costs including planning, environmental review, and land use approvals. The Developer's investment in predevelopment costs will be repaid from the sale of development rights to the parcels with a market-based rate of return on equity. The Developer will receive a return in an aggregate amount that is the greater of an amount equivalent to 20%, compounded annually, on Developer's eligible predevelopment costs or 1.5 times the eligible costs. After entitlement and execution of a DDA, the Developer will enter into an interim master lease for SWL 337, with rent terms based on the current parking lease between the Port and China Basin Ballpark Company, LLC and base rent allocated among development parcels.

Phase 1

The Port will sell development rights to the Developer concurrent with project approvals through prepaid 75-year leases or fee interests in up to two parcels at fair market value. The Developer may choose to develop these parcels or sell these parcel leases to a qualified third party acceptable to the Port. Net proceeds from these sales are used to reimburse Developer for predevelopment costs and pay accrued return, if any. In the event of a market downturn where fair market value of Phase 1 parcels is not sufficient to reimburse Developer's predevelopment costs and pay all accrued return, Developer has agreed to risk-sharing measures on its outstanding equity.

The Developer will pay all costs to install infrastructure for Phase 1 – utilities, streets, sidewalks, parks, open space, etc. – except to the extent that the City has an alternative source of public funds at the City's option. The Developer's investment in Phase 1 infrastructure costs and predevelopment accrues return at a rate of 20% per annum until repaid but no less than 1.5 times its investment in predevelopment and infrastructure costs for the phase. These two standards for Developer's return measure the rate of return and the total amount of return dollars to Developer and have been verified by staff as representative of the current financing market.

At the Port's discretion it will work with the City to issue Mello-Roos Community Facility District ("CFD") bonds secured by a pledge of special taxes (and with an additional repayment source of tax increment derived from Phase 1 parcels as available when and after the Port issues certificates of occupancy for Phase 1 buildings). These CFD bond proceeds will be used to reimburse Developer's eligible infrastructure costs for Phase 1 and pay accrued return to the extent it is payable from such source. The City will levy special taxes as needed to pay debt service.

Phases 2 - 4

Each subsequent phase commences when the Port and the Developer agree that market conditions will support the next phase of development. The Developer and the Port will sell development rights and enter into 75-year leases with vertical developers for parcels. The Port and Developer will confer and agree on a plan of finance for the current phase including the phase costs and the size of upfront development rights payments. Development rights payments would be based on the estimate of the amount needed to pay off (i) the Developer's outstanding prior phase costs, if any, (ii) the current phase costs plus (iii) accrued returns. Returns accrue on Developer's infrastructure costs for the phase at 20% per annum against the declining balance of unreimbursed costs.

The Port will work with the City to issue CFD bonds in amounts at the time of Port's choosing, currently anticipated to be concurrent with the Port's issuance of certificates of occupancy for buildings in the respective development phase. CFD bond proceeds will reimburse Developer's infrastructure costs and, to the extent eligible, pay return. As tax increment flow is stabilized, Port will substitute net available Site increment as a source to pay CFD debt. Developer will receive returns in an aggregate amount that is the greater of 20% on Developer's actual infrastructure costs for the phase or 1.5 times the infrastructure costs for the phase.

The Developer's base rent obligation under the master interim lease will reduce as parcels are removed from the master lease through the execution of new development parcel leases and development of buildings.

SUMMARY

Beginning with the 2007 Request for Qualifications, the Port, working with its development partner, the City, regulatory agencies and numerous stakeholders, has diligently, patiently and deliberately shepherded the development of Seawall Lot 337 and Pier 48. With an unparalleled location at the gateway to the Port's working

southern waterfront, the project site is of vital importance to the Port and to the City. The ongoing dialogue with the Port Commission and the public assure that excellence and integrity of design, construction and management are appropriate for this highly visible, valuable location. Through the provision of market rate and affordable housing, new parks and expanded open space, vibrant retail and an appropriate amount of off street parking, the Project complements the nearly fulfilled vision for Mission Bay while expanding public access to the waterfront and preserving valuable berths for continued maritime activity.

The Project strives to create a new mixed-use neighborhood on an underutilized site, preserve historic assets at Pier 48, create new parks and shoreline access, improve Port land and increase guaranteed base rent from the site. The Project provides a unique opportunity to participate in the success of up to 10 new development parcels that would support the long term welfare of Port infrastructure and both benefit from and enhance the tremendous success of nearby Port investments including AT&T Park.

The Developer and the Port anticipate that the build-out of the Project will create thousands of construction and permanent jobs, and that the planning, design, and construction work will provide substantial contracting opportunities for local contractors and professional service firms as well as countless businesses, employers, and organizations. Developer will implement a Jobs and Equal Opportunity Program designed to assure that a portion of the jobs and contracting opportunities generated by the Project be directed, to the extent possible based on the type of work required and consistent with collective bargaining agreements, to local, small, and economically disadvantaged companies and individuals.

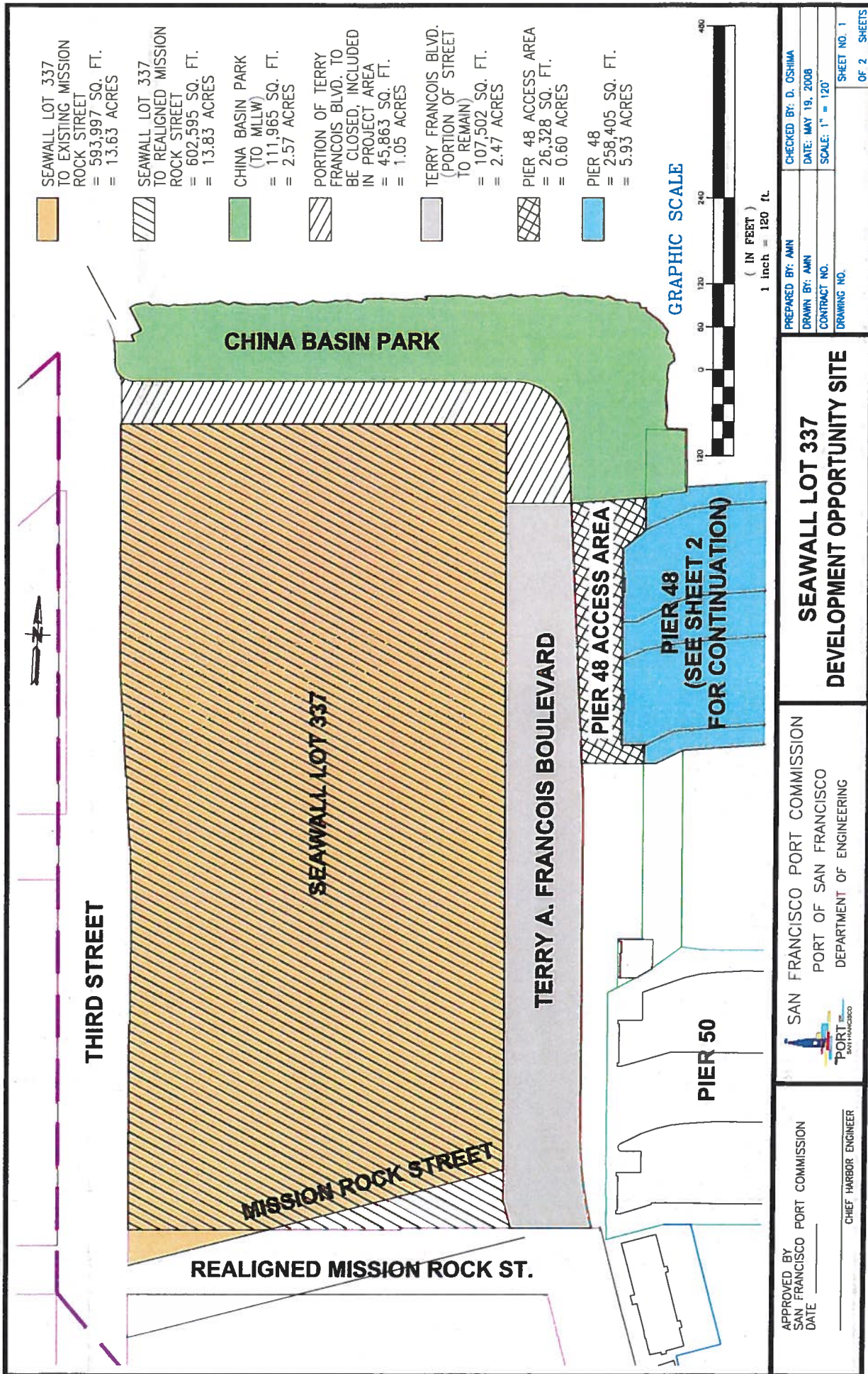
NEXT STEPS

The Port and City staff will continue working closely with the Developer to produce a comprehensive term sheet for Port Commission review and endorsement at a subsequent Port Commission meeting. Also, recognizing the key role of community input to date, staff and the Developer will continue ongoing outreach to the Central Waterfront Advisory Group, the Mission Bay Citizen Advisory Committee, other nearby neighborhood associations and appropriate regulatory agencies.

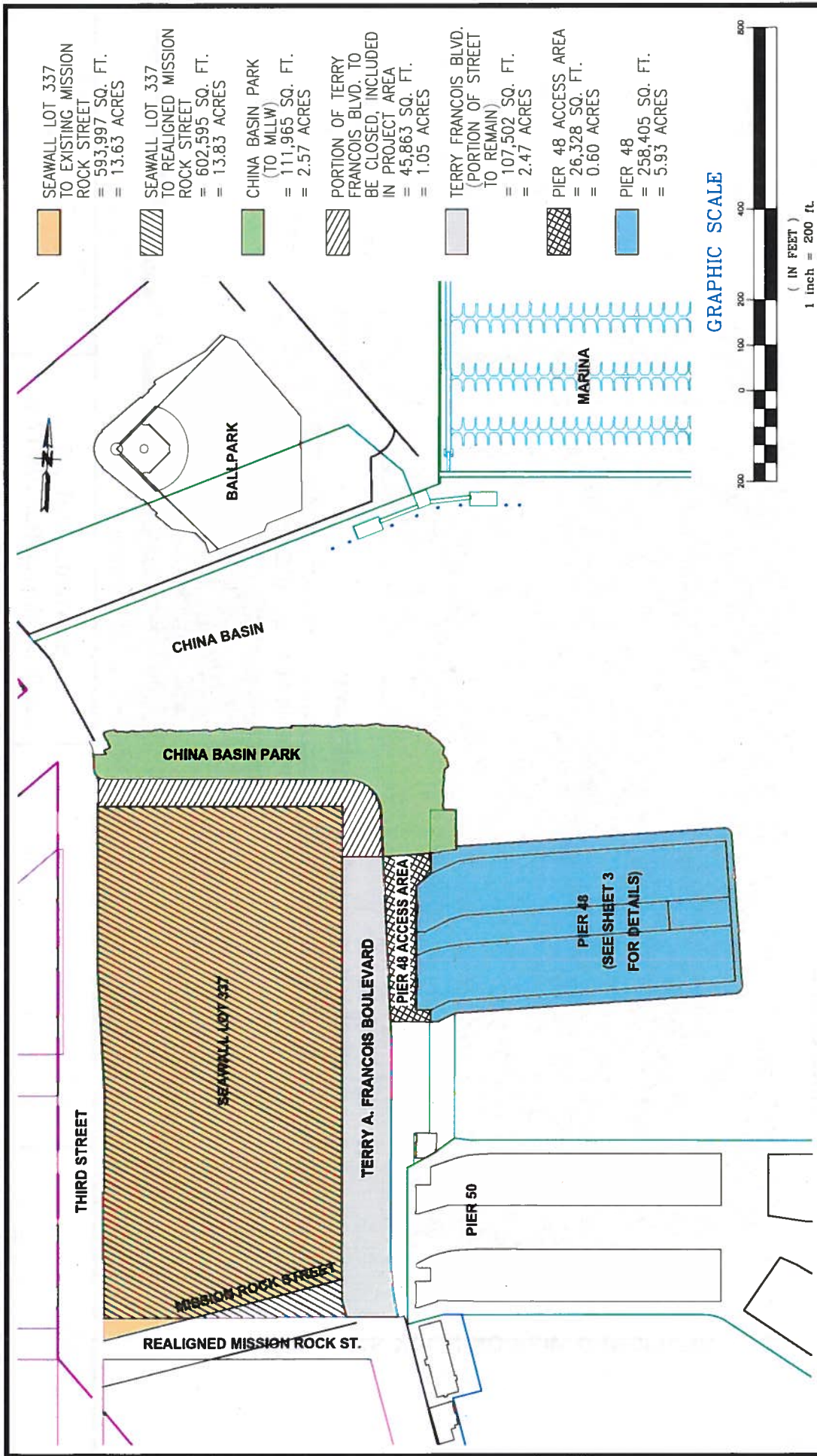
Prepared by: Phil Williamson, Project Manager
James Hurley, Feasibility Analyst
Jonathan Stern, Assistant Deputy Director
Waterfront Development

For: Byron Rhett, Deputy Director
Planning & Development

Attachments:
Exhibit A – Site Map
Exhibit B – Proposed Land Uses
Exhibit C – Illustrative Phasing Plan



APPROVED BY SAN FRANCISCO PORT COMMISSION DATE _____ CHIEF HARBOR ENGINEER	 SAN FRANCISCO PORT COMMISSION PORT OF SAN FRANCISCO DEPARTMENT OF ENGINEERING	SEAWALL LOT 337 DEVELOPMENT OPPORTUNITY SITE		PREPARED BY: AMN DRAWN BY: AMN CONTRACT NO. _____ DRAWING NO. _____
		CHECKED BY: D. OSHIMA DATE: MAY 19, 2008 SCALE: 1" = 120' SHEET NO. 1 OF 2 SHEETS		G:\07 STAFF\Working\Planning\SR1337_for_Geom.dwg

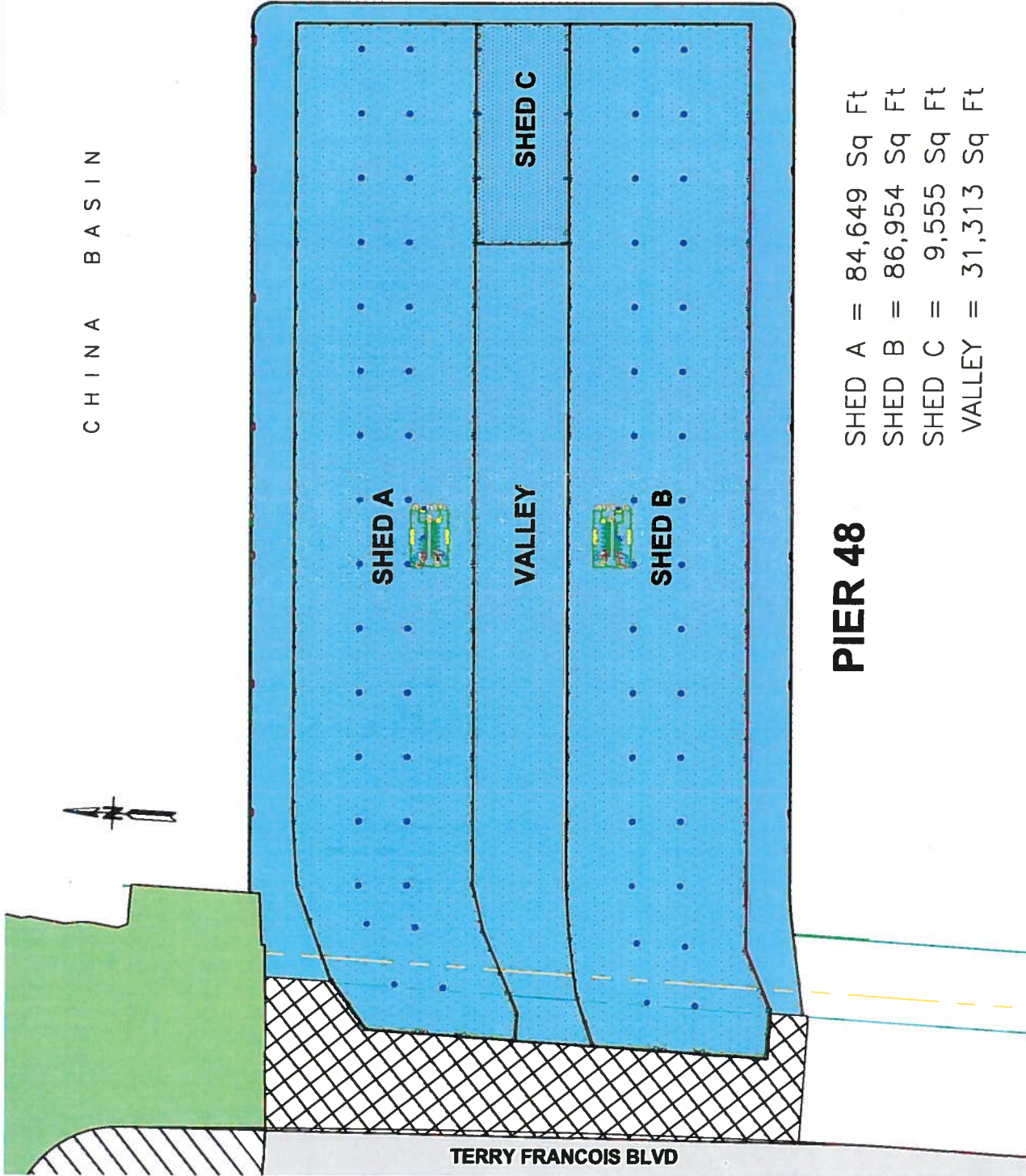


APPROVED BY SAN FRANCISCO PORT COMMISSION DATE _____ CHIEF HARBOR ENGINEER	SAN FRANCISCO PORT COMMISSION PORT OF SAN FRANCISCO DEPARTMENT OF ENGINEERING	SEAWALL LOT 337 DEVELOPMENT OPPORTUNITY SITE		PREPARED BY: AMN DRAWN BY: AMN CONTRACT NO. _____ DRAWING NO. _____
		CHECKED BY: D. OSHIMA DATE: MAY 19, 2008 SCALE: 1" = 200' SHEET NO. 2 OF 2 SHEETS		

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CHINA BASIN

SAN FRANCISCO BAY



PIER 48

SHED A = 84,649 Sq Ft
 SHED B = 86,954 Sq Ft
 SHED C = 9,555 Sq Ft
 VALLEY = 31,313 Sq Ft

APPROVED BY
 SAN FRANCISCO PORT COMMISSION
 DATE

SAN FRANCISCO PORT COMMISSION
 PORT OF SAN FRANCISCO
 DEPARTMENT OF ENGINEERING

SEAWALL LOT 337
 DEVELOPMENT OPPORTUNITY SITE
 PIER 48 DETAILS

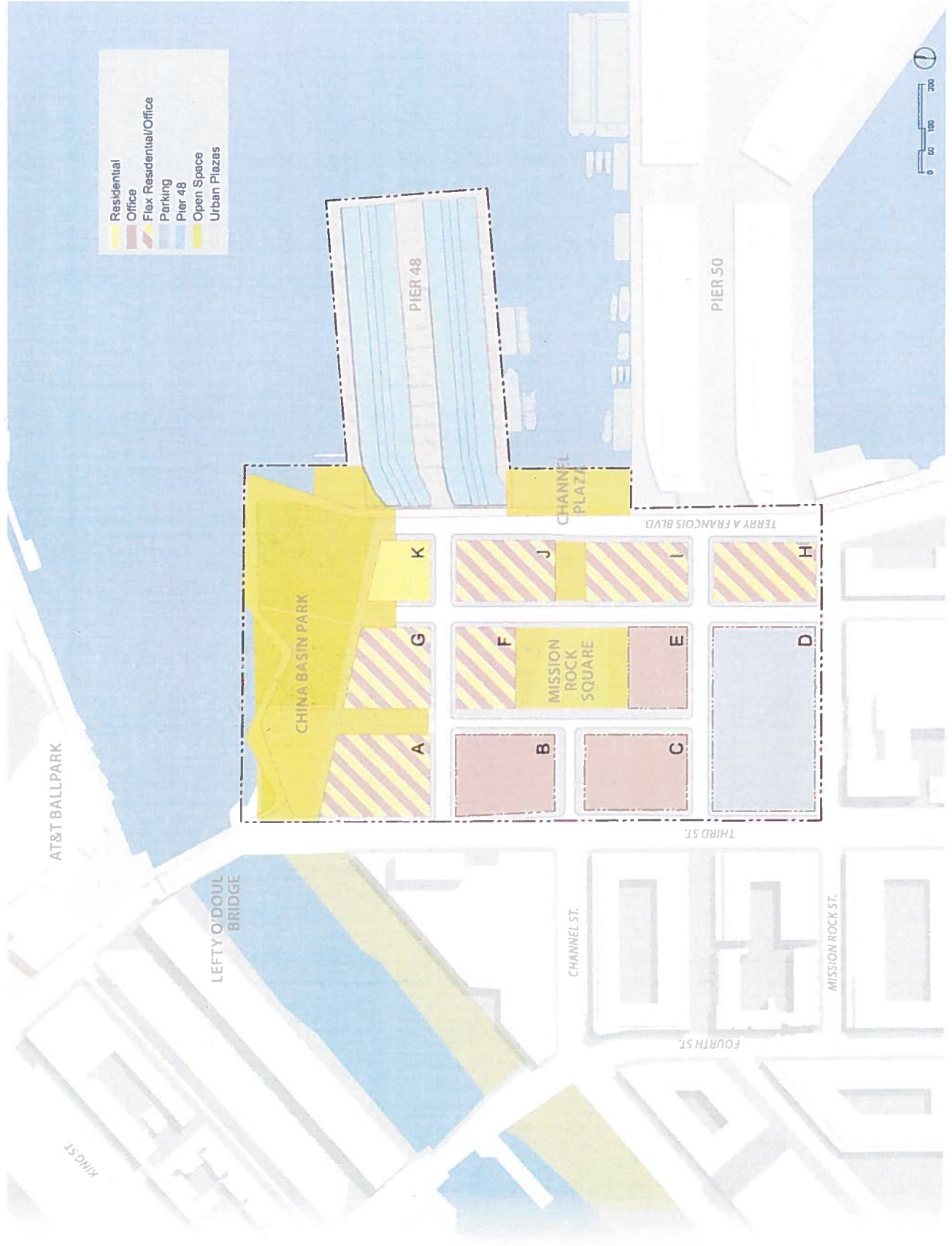
DRAWN BY: ECC
 CHECKED BY: D. OSHIMA
 PLACE CODE NO. 1480-00

DATE: MAY 19, 2008
 SCALE: 1" = 100'
 SHEET NO. 3
 OF 3 SHEETS

EXHIBIT A

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FLEXIBLE LAND USE PROGRAM



Project Phasing





MISSION ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES





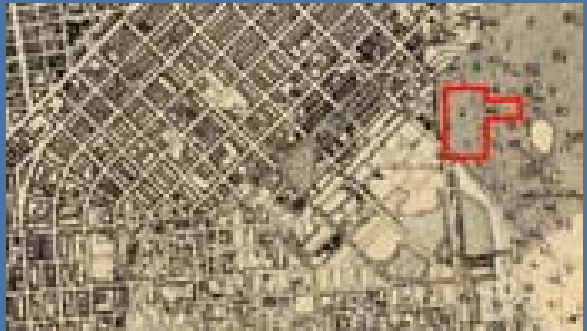




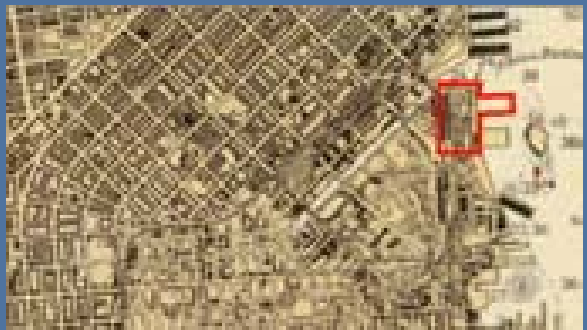
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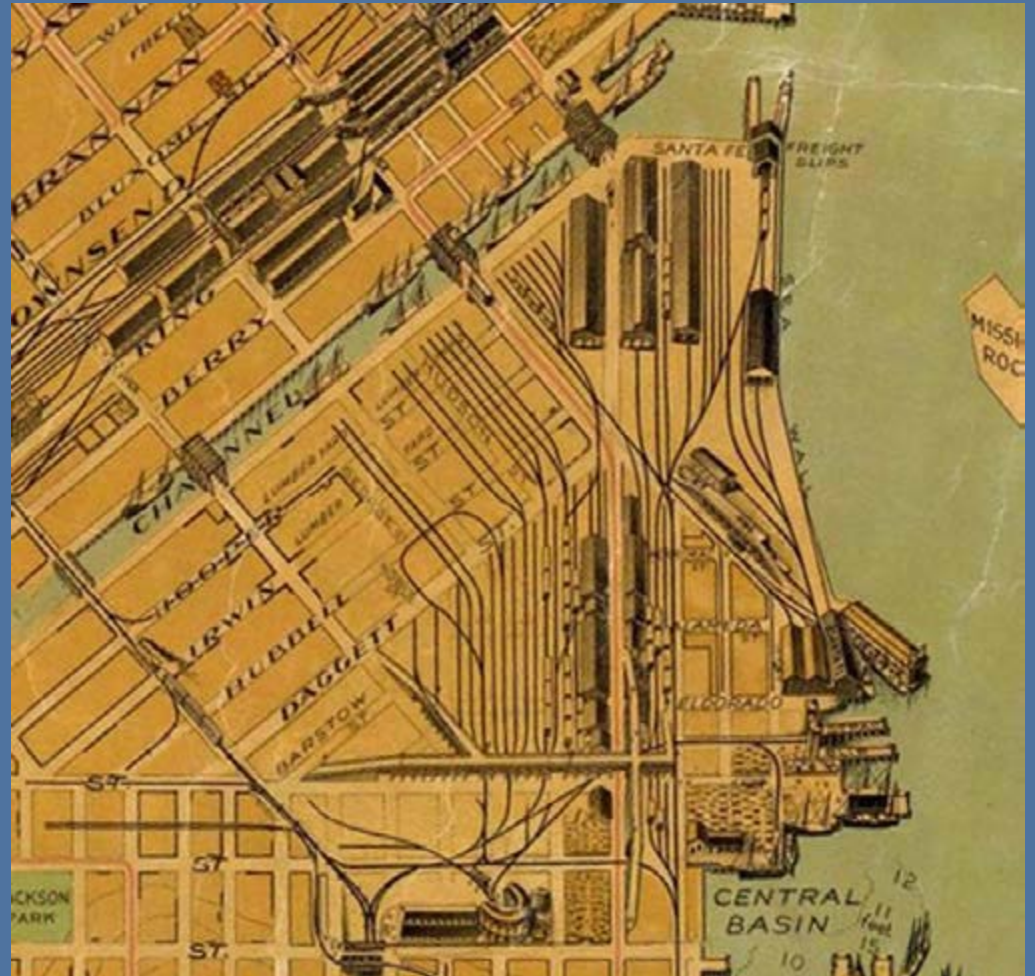
1869



1905



1926







SF Jazz Center



Hendrik Kam

Exploratorium





Mission Bay

David Lloyd / EDAW

Crissy Field

San Francisco



San Francisco Ferry Building



AT&T Park

San Francisco



SWL 337 Planning Process Summary

Winter 2007

Spring-Summer 2007

Summer-Fall 2007

Fall 2007-Spring 2008

Planning Context

- Site History
- Public trust conditions
- Mission Bay context
- Location, setting and opportunities
- Planning goals

Land Use Scenarios

- Public workshops
- Review and recommendations
- Draft development criteria

Defining Objectives

- Complete the Mission Bay area
- Fine grain urban form, public realm
- Allow 1-2 slender towers
- Compatible with maritime
- Waterfront park & Bay Trail
- Smart, shared transportation
- Revenue for off-site public benefits

Developer Solicitation

- Port Commission creates SWL 337 Advisory Committee
- 2-step developer review process
- Public comments on development
- Advisory Committee juries developer proposals
- Port Commission selects SWL 337 Associates, LLC

Public Meetings

Issue RFP

SWL
337



Sea Wall Lot
337
Port of San Francisco

“unique urban form”

“architecture that is varied and timeless”

“respects historic resources on the waterfront”

“density of new development sufficient to
support the public amenities and
infrastructure”

“public spaces that foster an
intimate and pedestrian scale”

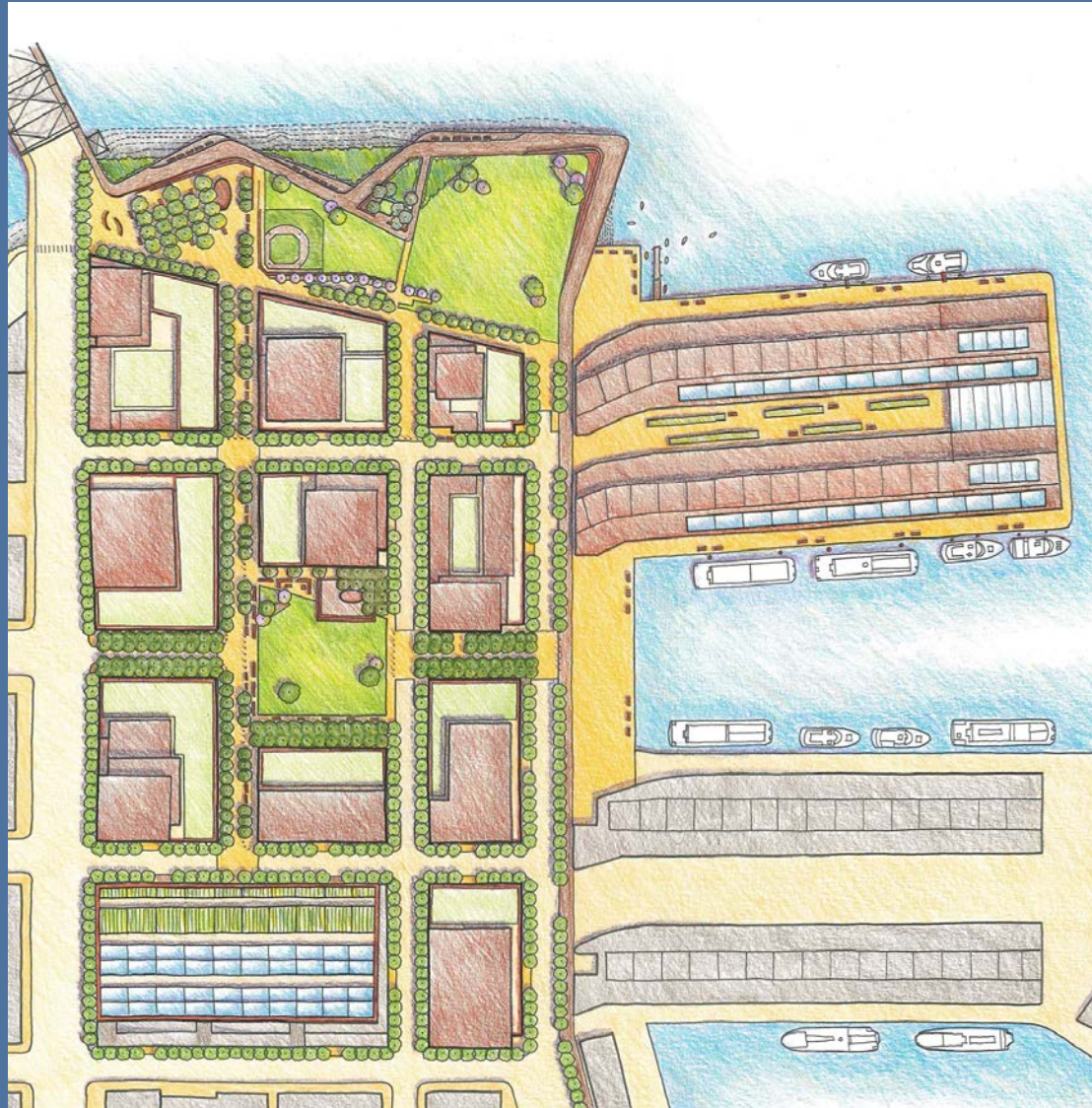
“one to three taller, slender
towers of 300 feet or more”

- Central Waterfront Advisory Group
 - Mission Bay Citizens Advisory Committee
 - Southwest Waterfront Advisory Council
 - Maritime Commerce Advisory Committee
 - Rincon / South Beach Neighborhood
 - SPUR Project Review Committee
 - BCDC (staff)
 - State Lands (staff)
 - SF Chamber of Commerce
 - Bayview Builders
 - Potrero Boosters
 - SF Bike Coalition
 - SF Housing Action Coalition
 - SF Parks Alliance
-
- Ongoing Design Workshops and Open Houses



Design Principles

Waterfront Open Space
Intimate Urban Square
Pedestrian Oriented
Local Neighborhood
Retail
Celebrate Pier 48
Small Scale Blocks
Diversity of Land Uses
View Corridors
Transportation
Sustainability



CHINA BASIN PARK



MISSION ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL | HARGREAVES ASSOCIATES





CHINA BASIN PARK



MISSION|ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES



MISSION ROCK SQUARE



MISSION ROCK
Seawall Lot 337 & Pier 4B

PERKINS+WILL

HARGREAVES
ASSOCIATES



MISSION ROCK

future development

within site area



within 5 minute walk



within 10 minute walk



MISSION ROCK

Seawall Lot 337 & Pier 48

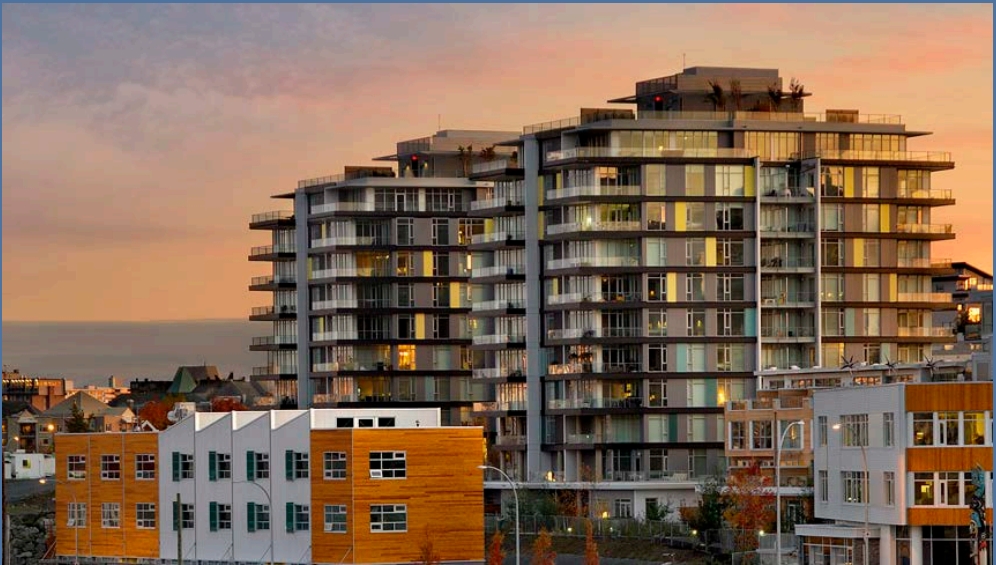
PERKINS+WILL

HARGREAVES
ASSOCIATES





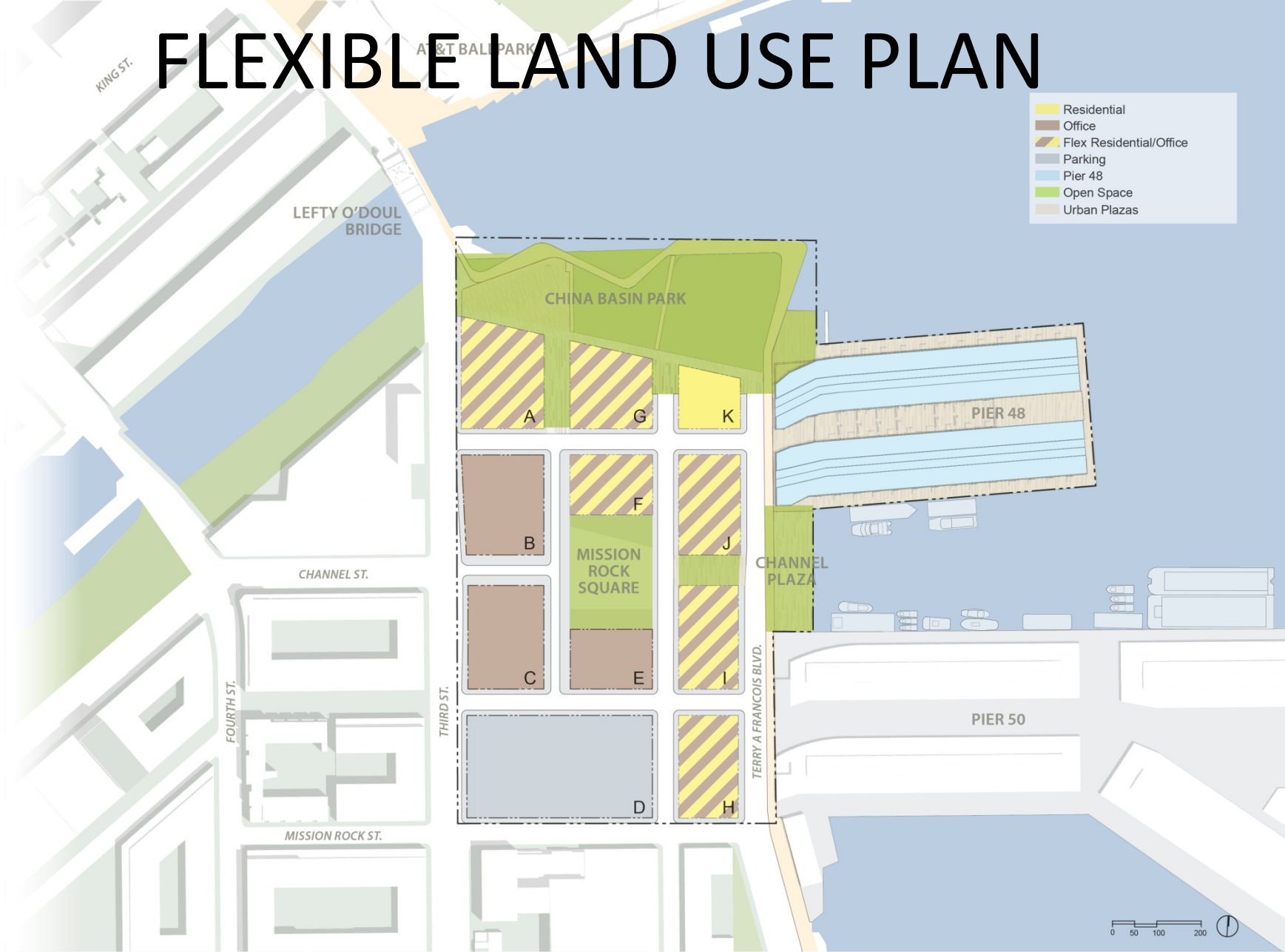






FLEXIBLE LAND USE PLAN

- Residential
- Office
- Flex Residential/Office
- Parking
- Pier 48
- Open Space
- Urban Plazas



MISSION ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES



EXISTING SITE

DEVELOPMENT AREA

60%

PIER 48

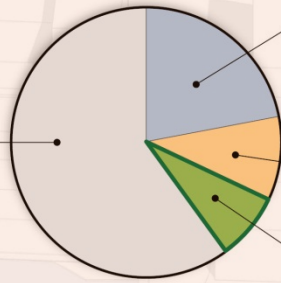
22%

STREETS

10%

PUBLIC OPEN

8%



MISSION ROCK

Seawall Lot 337 & Pier 48

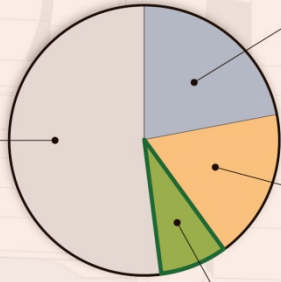
PERKINS+WILL

HARGREAVES
ASSOCIATES



IF WE PROGRAMMED MISSION BAY FABRIC

DEVELOPMENT AREA
52%



PIER 48
22%

STREETS
18%

PUBLIC OPEN SPACE
8%

MISSION|ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL — HARGREAVES ASSOCIATES



MISSION BAY FABRIC + WATERFRONT PARK

DEVELOPMENT AREA

45%

PIER 48

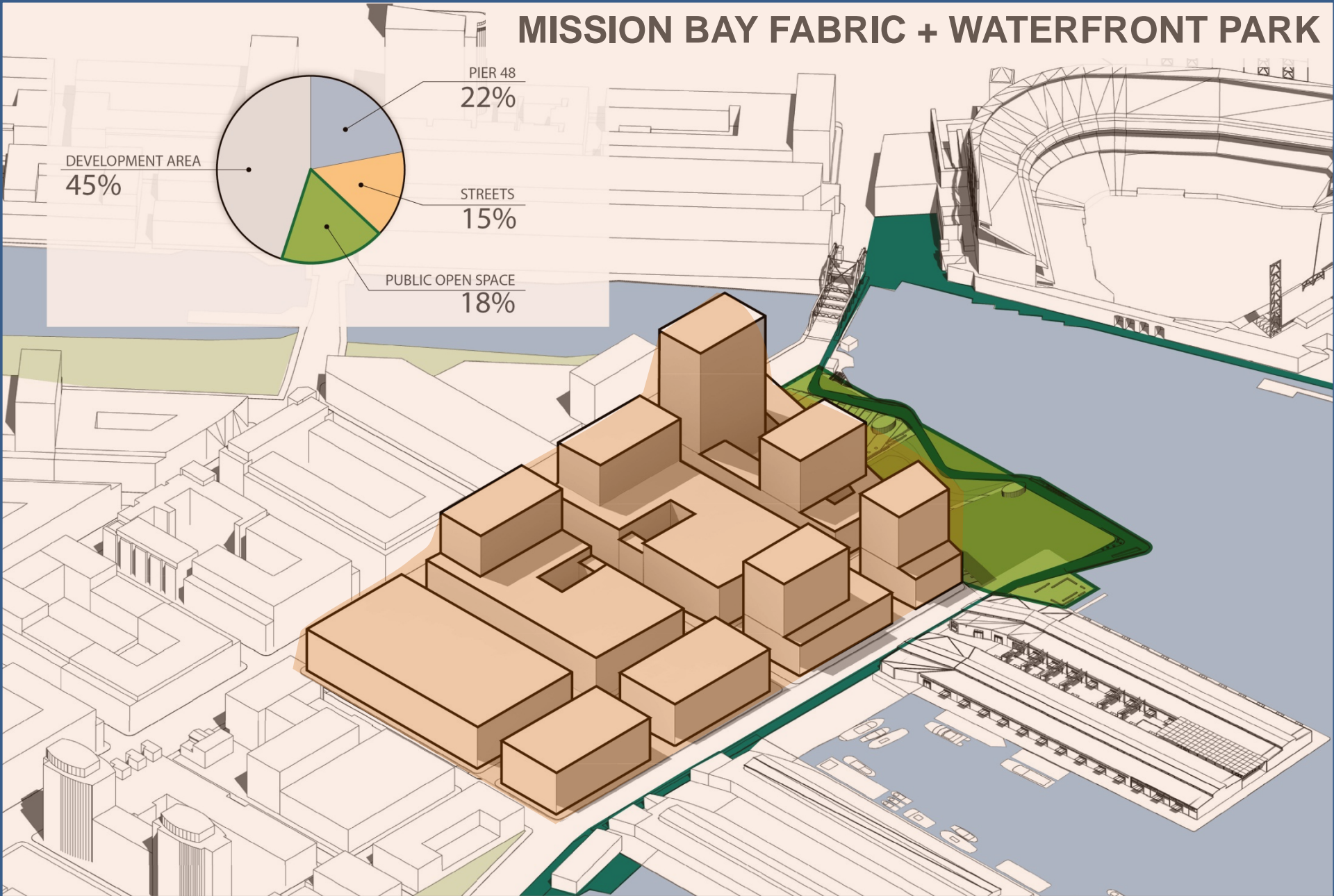
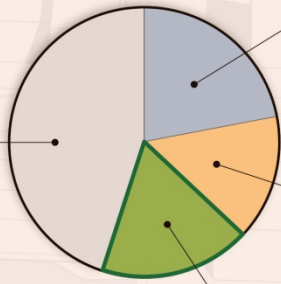
22%

STREETS

15%

PUBLIC OPEN SPACE

18%



MISSION|ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES



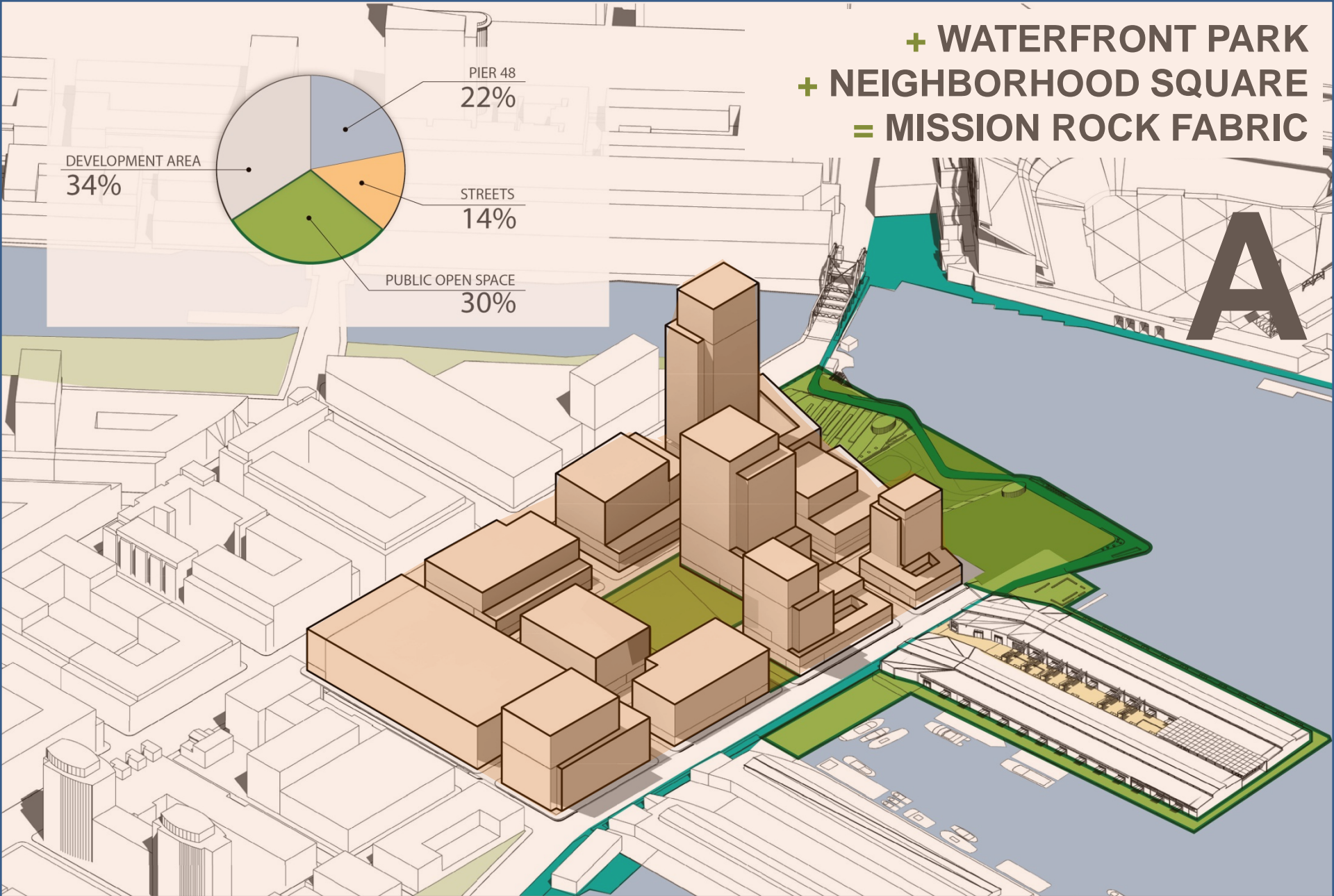
+ WATERFRONT PARK
+ NEIGHBORHOOD SQUARE
= MISSION ROCK FABRIC

DEVELOPMENT AREA
34%

PIER 48
22%

STREETS
14%

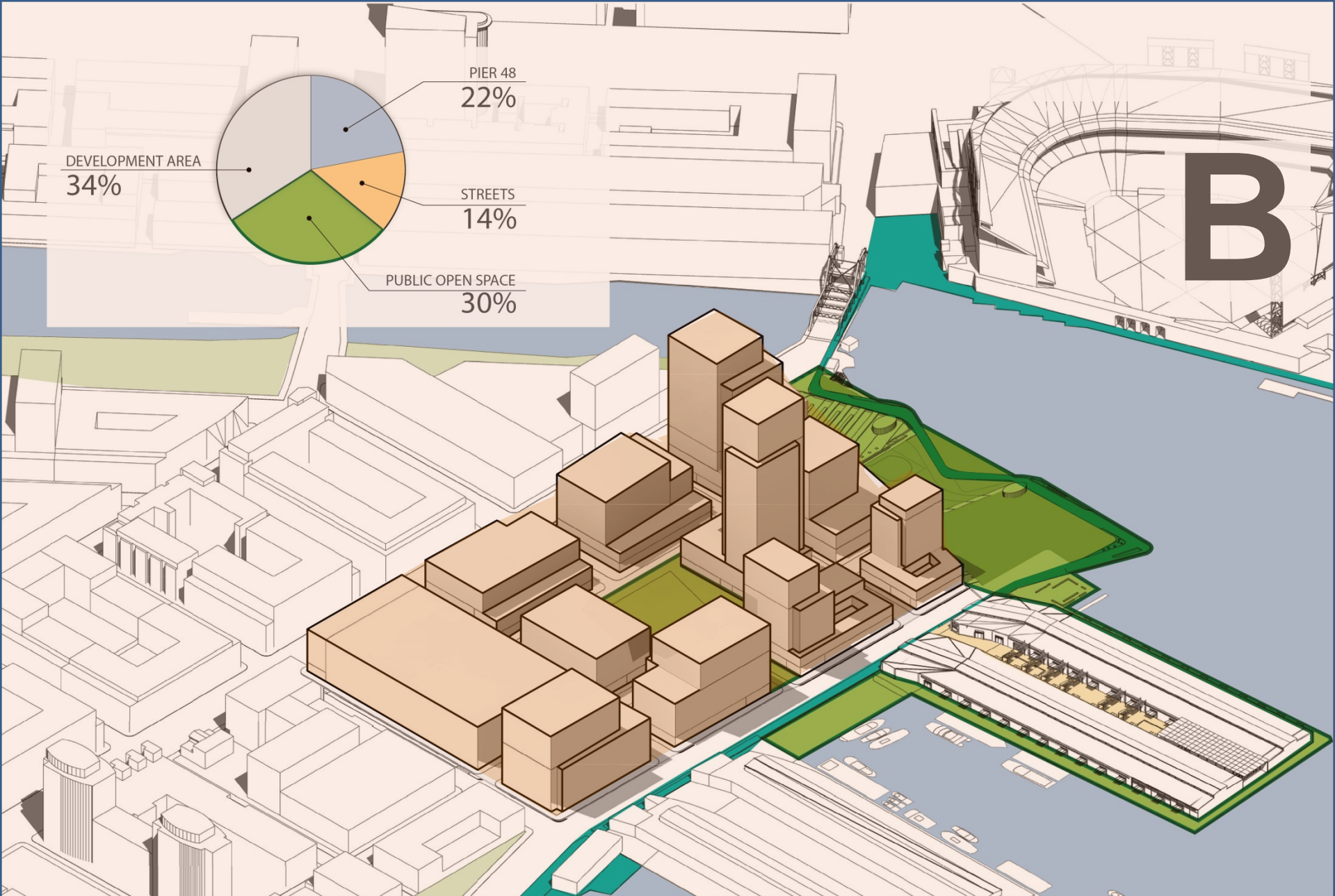
PUBLIC OPEN SPACE
30%



MISSION ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL — HARGREAVES ASSOCIATES





DEVELOPMENT AREA

34%

PIER 48

22%

STREETS

14%

PUBLIC OPEN SPACE

30%

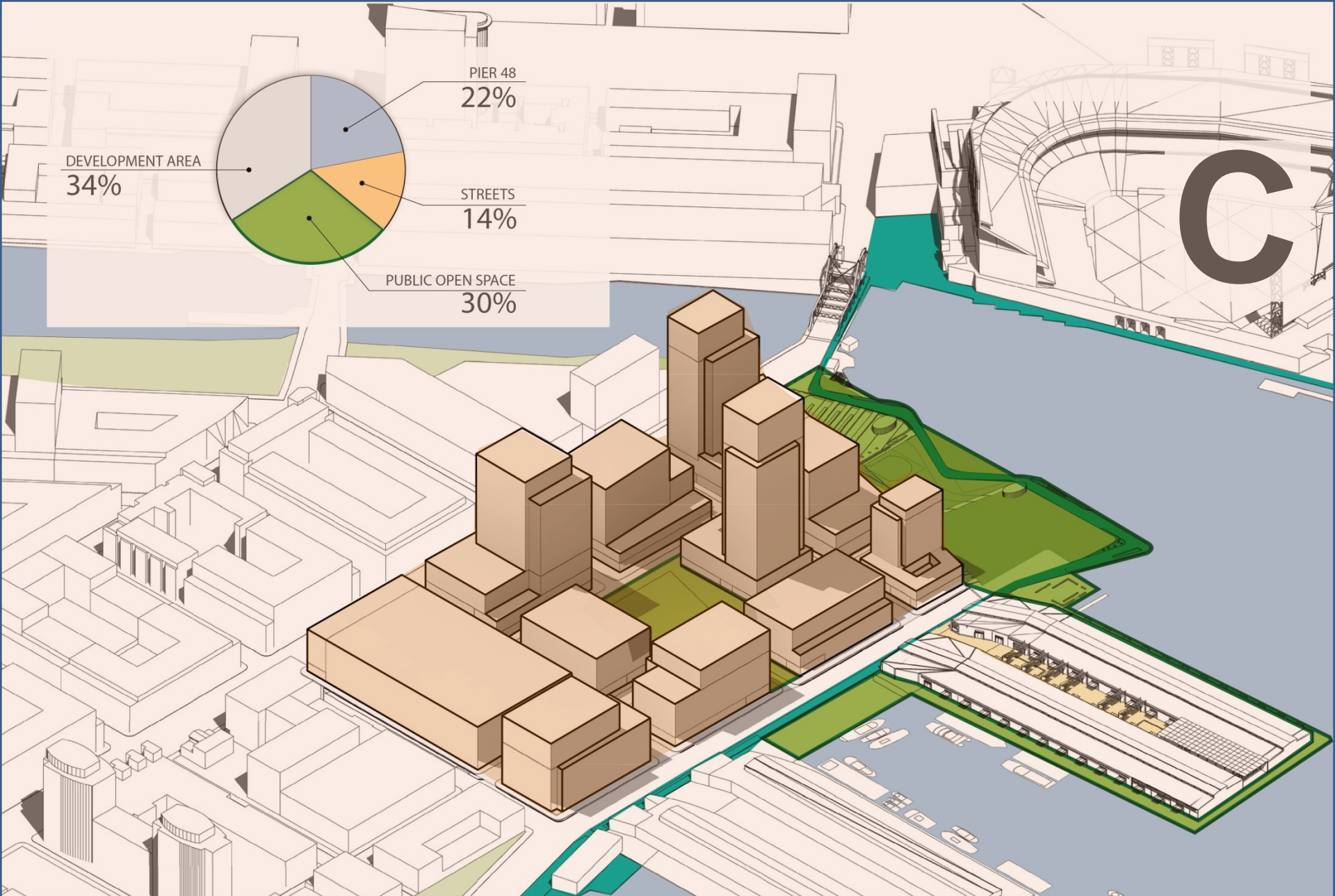
MISSION ROCK

Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES





DEVELOPMENT AREA
34%

PIER 48
22%

STREETS
14%

PUBLIC OPEN SPACE
30%

MISSION ROCK

Seawall Lot 337 & Pier 48

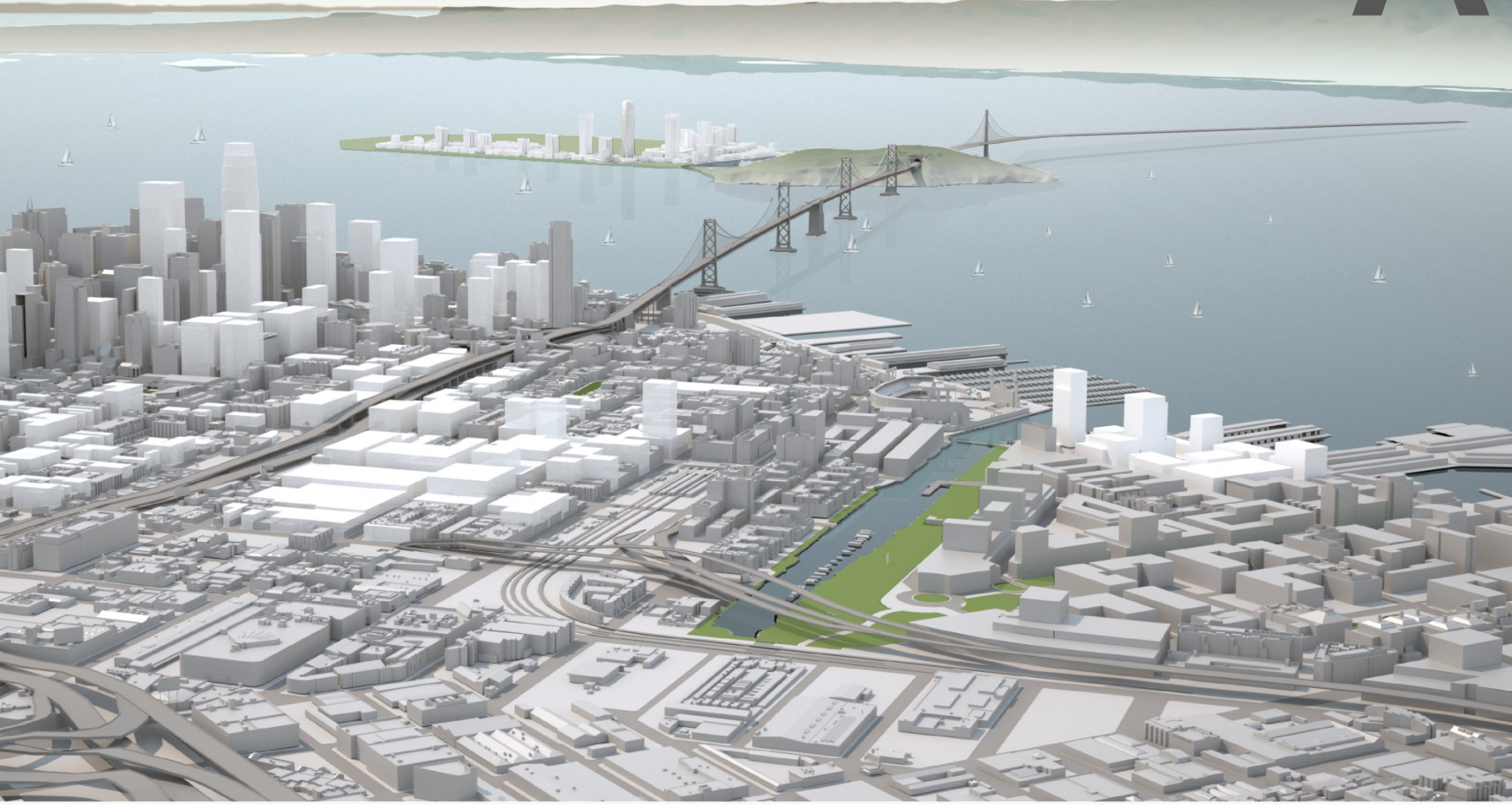
PERKINS+WILL

HARGREAVES
ASSOCIATES



AERIAL

A



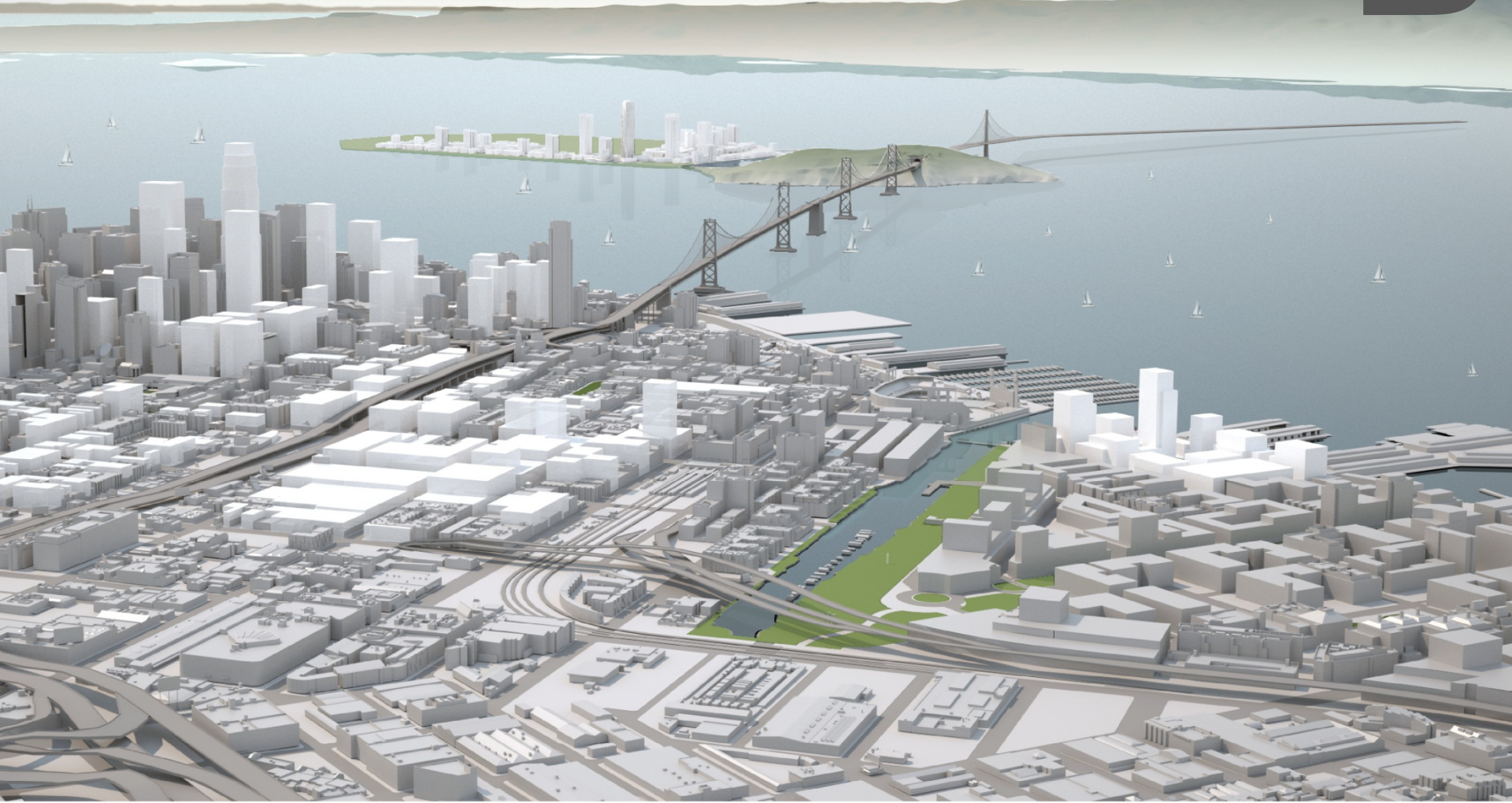
MISSION ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES



AERIAL B



MISSION|ROCK
Seawall Lot 337 & Pier 48

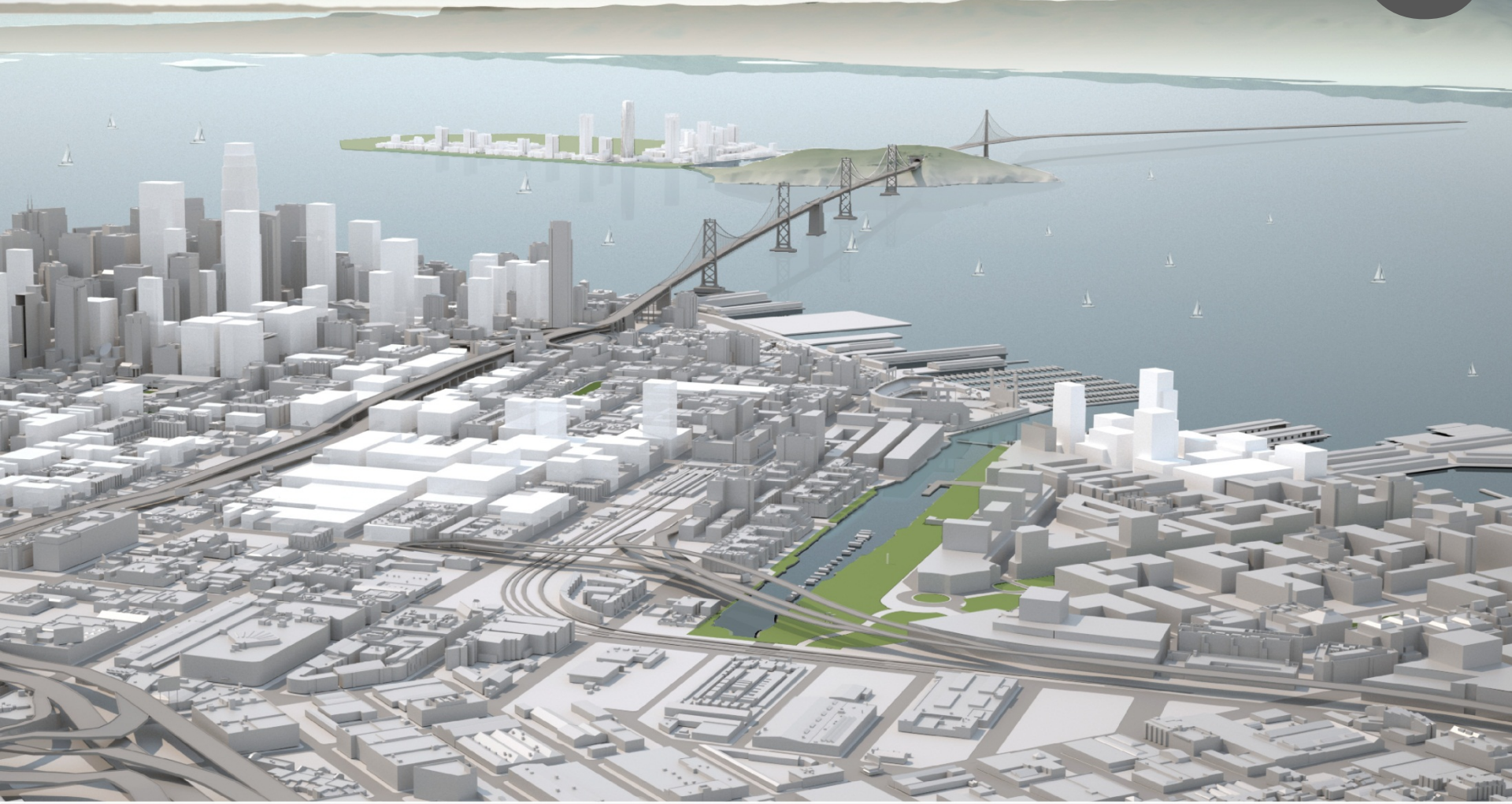
PERKINS+WILL

HARGREAVES
ASSOCIATES



AERIAL

C



MISSION|ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES





MISSION ROCK
Seawall Lot 337 & Pier 48

PERKINS+WILL

HARGREAVES
ASSOCIATES

