

REQUEST FOR PROPOSALS

SEAWALL LOT 337 DEVELOPMENT OPPORTUNITY

**CITY AND COUNTY OF SAN FRANCISCO
GAVIN NEWSOM, MAYOR**

SAN FRANCISCO PORT COMMISSION

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**MONIQUE MOYER
EXECUTIVE DIRECTOR**

MAY 27, 2008

*Phil Williamson
Port of San Francisco
Pier 1, San Francisco, CA 94111*

Summary of Offering

- Opportunity:** Propose, design, entitle, develop and operate a mixed use project under a development agreement and long-term lease at Seawall Lot 337, a 16 acre site located along the south side of China Basin Channel, east of Third Street, west of Piers 48 and 50, and north of Mission Rock Street. The Site includes the northern leg of Terry Francois Boulevard between Third Street and Pier 48, with an option to include Pier 48 in the project.
- Location:** San Francisco's Central Waterfront area, south of China Basin Channel/Mission Creek, within the Mission Bay area, with excellent views of the Bay, Bay Bridge, AT&T Ballpark and downtown San Francisco.
- Financial Requirements:** The developer will be required to make substantial improvements to the site and supporting infrastructure; pay base and percentage rent to the Port; and operate and maintain all buildings, structures and open space.
- Maximum Lease Term:** 75 year lease for SWL 337; Expected 10 year term for Pier 48, with provisions to negotiate longer term if necessary to meet amortization requirements.
- Selection Process:** The RFP proposals will be ranked by the Advisory Panel based on how well Respondent proposals meet the Development Objectives & Criteria and Submittal Requirements described in this RFP. Port staff and consultants will evaluate economic, financial, transportation and other submittal information. Port staff and Advisory Panel recommendation for the top ranked developer to be selected for exclusive negotiations will be forwarded to the Port Commission for its independent review and action.
- Presubmittal Meeting:** June 17, 2008 at 2 p.m. at Port's offices at Pier 1
- Proposal Due:** No later than 4:00 p.m., Wednesday, August 27, 2008
Port of San Francisco
Pier 1, San Francisco, CA 94111
- Deposit Required:** A refundable earnest money deposit of \$100,000 is required, refundable to the developer not selected for exclusive negotiations.
- Contact:** Phil Williamson, Port of San Francisco
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APPENDICES

(All are posted on Port Website www.sfport.com/swl337)

- Appendix A: SWL 337 Development Opportunity Site Plan
- Appendix B: SWL 337 Site Plan, including Terry Francois Boulevard
- Appendix C: Pier 48 Site Plan
- Appendix D: Senate Bill 815
- Appendix E: Summary of SWL 337 Community Planning Process
- Appendix F: Transportation Demand Management Plan Information & Submittal Requirements
- Appendix G: Wilbur Smith Associates Parking Survey
- Appendix H: San Francisco Giants Transportation Survey
- Appendix I: Financial Standing, Taxpayer Responsibility & Disclosure Questionnaire and Respondent Certificate
- Appendix J: Land Use and Development Program Form

REQUEST FOR PROPOSALS
SEAWALL LOT 337 DEVELOPMENT OPPORTUNITY

I. THE OFFERING; SITE DESCRIPTION

A. Summary of Offering and Schedule

The City and County of San Francisco, a municipal corporation (the "City"), acting by and through its Port Commission (sometimes referred to as the "Port"), is pleased to issue this request for proposals (this "RFP") seeking proposals from pre-qualified respondents designated by the Port Commission (each, a "Respondent") to propose, design, entitle, develop and operate a public-oriented mixed use waterfront complex ("Mixed Use Project") under a development agreement and long term lease at the Seawall Lot 337 ("SWL 337") development opportunity site ("Site"). The Site is located along the south side of China Basin Channel in the Mission Bay area, bounded by Third Street on the west, Mission Rock Street on the south, and Terry Francois Street on the east, between Mission Rock Street and Pier 48. The northern leg of Terry Francois Boulevard between Third Street and Pier 48 is included within the Site, and this RFP offers the option to include Pier 48 in the Site, which is shown on **Appendix A**. The Port intends to award ground lease(s) (the "Lease(s)") for the Mixed Use Project for a term not to exceed 75 years for SWL 337, and for Pier 48 a lease term appropriate for the proposed uses and based on market conditions and improvements, expected to be 10 years, with provision for longer term to meet amortization requirements (see **page 18** for further details), for the development and operation of the Site to the qualified Respondent submitting the proposal deemed the best in achieving the Port's development objectives and criteria and the RFP submittal requirements, described below.

The key dates for this offering and anticipated schedule for the selection of a Respondent for exclusive negotiations are summarized below, and are subject to change at the sole discretion of the Port.

RFP issued:	May 27, 2008
Pre-submittal conference and Site tour:	June 17, 2008 at 2:00 p.m. Pacific Daylight Savings Time ("PDT"),
Latest date for submission of written questions:	Monday, August 4, 2008 at 5:00 p.m. PDT
Proposal deadline:	Wednesday, August 27, 2008, at 4:00 p.m. PDT
Commission presentation:	September 9, 2008
Public Workshop for Respondent Presentations and Public Comment on Proposals	September 15, 2008
Interview(s):	Week of September 22, 2008 (tentative)
Port Commission consideration of selected Respondent:	December 2008 (tentative)
Exclusive negotiations begin:	January 2009 (tentative)

This Site offers a prime location for increasing the public's enjoyment of the waterfront through the creation of a major shoreline public park/open space at the north end of SWL 337, which should be designed to interact with an urban mix of activities, and achieve the highest standards of sustainability. SWL 337 has the potential to generate substantial Port revenues to fund, maintain and improve the City's waterfront. Potential uses include offices, hotel, restaurants, retail, research and development, entertainment and event venues, and residential. The Port envisions at this site a major public place unlike any other in San Francisco, one that blends substantial shoreline public open space that invites visitors from the entire City and region, and also provides a vibrant addition to the Mission Bay and South Beach neighborhoods.

This RFP offering is the second phase of a two-part developer solicitation process, which was initiated as a Request for Qualifications and Development Concepts by the Port Commission in October 2007. At the direction of the Port Commission, the Port Executive Director established a SWL 337 Advisory Panel of community stakeholders, experts and City staff to review the RFQ development concepts. Together with Port staff, the Advisory Panel made a recommendation which was approved by the Port Commission (Resolution 08-25, approved April 22, 2008) to invite the following development teams to submit RFP proposals:

- a. Boston Properties/Kenwood Investments/Wilson Meany Sullivan
- b. Cordish Company/San Francisco Giants/Farallon Capital Management

Please refer to the Port's website, www.sfport.com/swl337 to review a detailed archive of RFQ submittals, SWL 337 Advisory Panel members, Port staff reports and information related to this development solicitation process.

The RFQ Development Concept submittals underwent early, deep public review and comment by the Port Commission, SWL 337 Advisory Panel, and the general public, which yielded important information regarding community, Port and City issues and concerns that should serve to inform the refinement and improvement of development proposals submitted in response to this RFP.

As reflected in the comments and review by Port Commission, SWL 337 Advisory Panel, and general public during the RFQ phase, expectations for the design of new development at this Site are high. The review and public discussion of the RFQ development concepts greatly enhanced the public's ability to visualize possible development ideas for the Development Opportunity Site. The public comments and feedback should help inform development that realizes cutting edge, integrated approaches in architectural, landscaping and urban design to create a shoreline park and open space network throughout the Site, activated by a mix of private and public activities that create a vital urban experience, and which embodies an architectural character and identity that inspires the human spirit.

Similar to the process conducted for the RFQ phase, the RFP development proposals will undergo public presentations before the Port Commission and the general public. In addition, Respondents will be interviewed and proposals evaluated by the SWL 337 Advisory Panel, and Port staff, prior to producing a recommendation to the Port Commission regarding developer selection. The SWL 337 Advisory Panel and staff evaluations will be based on the SWL 337 Development Objectives and Criteria, and submittal requirements described in this RFP. This

RFP also specifies detailed information to be included in the development proposals, which must include the elements below:

- A detailed development program and site plan which specify the type, character and amount of floor area for all uses included in the proposal, including a breakdown of the proposed public open space network;
- A detailed financial proposal, substantiated by real estate market and development pro forma analyses, which define development costs, funding sources, revenue generation and net operating income, by use category;
- A detailed Transportation Demand Management Plan (TDMP) which requires respondents to demonstrate how the proposed development and site plan and project management program are designed to promote and prioritize pedestrian and bicycle access, and use of other alternative transportation modes. Proposed off-street parking developed at SWL 337 must include an aggressive shared parking management program, and documentation of how off-site parking resources were considered to meet demand. See Appendix F for detailed discussion and direction.

B. Site Description

The Development Opportunity Site includes three components shown in the Site Plans in Appendix A, B, and C described below:

1. SWL 337;
2. Terry Francois Boulevard; and
3. Pier 48.

Neither Pier 48-1/2 nor Pier 50 is included in the Site. The Pier 48-1/2 wharf is in active use as a berthing area for harbor service vessels. Pier 50 continues to be an important maritime facility, providing berthing for military vessels and visiting vessels, and is the central location of the Port's maintenance operations and other tenanted light industrial businesses.

1. Seawall Lot 337

Seawall Lot 337 is an approximately 16 acre site, located south of Mission Creek/China Basin Channel, bordered by Third Street on the west, Mission Rock Street on the south, and Piers 48 and 50 on the east. SWL 337 is located within the Mission Bay area, although it is not within the Mission Bay South Redevelopment Project Area, which is located immediately west and south of SWL 337. SWL 337 is currently improved with China Basin Park at the north end, developed by the San Francisco Giants as part of the development of AT&T Ballpark, and an asphalt parking lot known as Giants Parking Lot A, under lease until 2009 to China Basin Ballpark Company for ballgame and non-ballgame parking, and special events. See **Appendix B** for a site map of SWL 337.

2. Terry Francois Boulevard

Terry Francois Boulevard is the current roadway which runs through the northern end of SWL 337 and adjacent to its east side. It is the only access route to Piers 48 and 50, and also is designated both as a part of the San Francisco Regional Bay Trail, and the San Francisco Blue Greenway. As such, Terry Francois Boulevard provides industrial and commercial access to the piers, recreational and public access along the shoreline, and will be a key route serving new development of the Mixed Use Project. Terry Francois Boulevard occupies 3.52 acres through its entire right-of-way, from Third Street to Mission Rock Street.

As directed in this RFP, the northern leg of Terry Francois Boulevard, from Third Street to Pier 48, is to be incorporated into a major public park/open space as part of this Mixed Use Project. This portion of Terry Francois Boulevard is approximately one acre in size. The remainder of Terry Francois Boulevard, between Pier 48 and Mission Rock Street, will continue to provide access to Pier 48 and 50, and may be proposed for pedestrian and/or landscaping improvement by the developer as part of the Mixed Use Project. Except for that portion of Terry Francois Boulevard that is closed and converted to public open space, Terry Francois Boulevard, Third Street and Mission Rock Street will remain under the control of the Port and City of San Francisco. The site map in **Appendix B** also shows these streets.

Respondents are advised that Third Street has recently been rebuilt by the City as part of the Mission Bay South Redevelopment Plan, and cannot be realigned. Mission Rock Street also is included in the Mission Bay South Redevelopment Plan, which calls for the street to be altered to follow an east-west alignment. Development proposals must incorporate this new alignment.

3. Pier 48

Pier 48 is a pile-supported 212,500 square foot facility, which supports two main pier sheds (Sheds A and B) and a connector shed at the east end (Shed C) of the pier, which together provide approximately 181,200 square feet of enclosed warehouse space. An open air “valley” between Sheds A and B is approximately 34,500 square feet in size. The deck and substructure for all of Pier 48, except the perimeter aprons along the north and south sides of the pier, is concrete; the aprons and supporting piles are constructed of wood. See **Appendix C** for a site map of Pier 48.

Pier 48 is designated as a contributing resource in the Port of San Francisco Embarcadero Waterfront National Register Historic District, on which the Port completed substantial capital repairs and improvements following a major fire in 1996. The Port expects that the significant capital public investments made at Pier 48 will provide a wonderful opportunity to create a year-round, protected area for publicly-oriented uses over the water, with spectacular public views which enhance the quality and benefits of new shoreline open space and public enjoyment of the Bay, including water-oriented recreational pursuits.

C. Planning & Development Context

In 1997, when the Port Commission adopted the Waterfront Land Use Plan (“Waterfront Plan”), the Port’s official land use policy document, the City was actively developing a new Redevelopment Plan for Mission Bay. The previous Mission Bay plan and entitlements, which included designating and rezoning SWL 337 for open space, had been approved by the City in 1991 but were not realized. The City’s renewed Mission Bay planning efforts in the late 1990’s, which included creating a new UCSF campus, which excluded SWL 337 from the Redevelopment Plan boundaries, made significant changes to adjacent sites but left SWL 337 to be addressed as a separate effort. Accordingly, the Port’s Waterfront Plan called for further planning study of SWL 337 once the direction for Mission Bay was reestablished.

In contrast to the failed 1991 Mission Bay plan, development under the 1998 Mission Bay North and South Redevelopment Plans has been robust. The pace of construction of the UCSF campus facilities, residential, biotechnology lab and office space, and retail uses exceeded expectations, and completed and planned development establishes important context for the development of SWL 337 and rehabilitation of Pier 48.

The Site is extraordinary not only for its location and setting, but also due to its potential to generate badly needed public revenues to help support and maintain 7-1/2 miles of the City’s waterfront managed by the Port. SWL 337 is the most significant revenue-generating opportunity site in the Port’s real estate portfolio, which revenues are needed to preserve historic maritime resources and maintain and expand waterfront open space needs. The Port’s 10-Year Capital Plan estimates the cost of basic repair, public safety and maintenance improvements at \$1.9 billion (in 2008 dollars), of which approximately \$800 million could be covered by existing and potential revenues from Port property, including current revenue from SWL 337 and Pier 48. The City and Port thus seek new development of SWL 337 that shares in the economic revitalization of this area through a varied mix of uses, but which also delivers major new shoreline open space and public amenities.

1. Public Trust and Senate Bill 815

Like the majority of Port properties, SWL 337 was historically composed of tide and submerged lands owned by the State and subject to the public trust doctrine. Public trust lands are held on behalf of the people of the State for purposes of navigation, fisheries and commerce. Tide and submerged lands remain subject to the trust even after they have been filled, unless the trust is terminated by the Legislature. SWL 337 and other State sovereign lands were transferred in 1969 to the City pursuant to the Burton Act, subject to the trust and other requirements of the Act. The public trust generally prohibits certain land uses (e.g., general office, housing, many types of retail, commercial, and non-water-oriented recreational uses) in favor of maritime, open space, environmental restoration and visitor-oriented activities (including tourist retail and hotels).

The Port has recently identified certain lands, including SWL 337, which have been cut off from the water and are no longer needed, in whole or in part, for trust purposes. In response to the financial analysis completed for the Port’s Capital Plan, the Port has been working in partnership with staff of the California State Lands Commission (“State Lands”), which has oversight

responsibilities for public trust lands, to address the problem of the Port's lack of resources necessary to take care of the Port's public trust assets by providing mechanisms for the Port to achieve greater economic use of surplus trust lands.

Together, the Port, City, State Lands, and the State Attorney General's office developed a legislative proposal to amend the Burton Act, Senate Bill 815 ("SB 815"), sponsored by Senator Carole Migden, which was signed into law by Governor Arnold Schwarzenegger on October 13, 2007, and became effective on January 1, 2008. SB 815 (see **Appendix D**) provides for State Lands to approve the lifting until 2094 of public trust use restriction, pursuant to specified conditions, on specified Port seawall lots, including SWL 337.

The State Legislature has recognized that the San Francisco waterfront is a unique and special public trust resource, and in dire need of financial support to maintain and improve it for the benefit of California residents. Accordingly, one of the primary purposes of this legislation is to generate new sources of Port revenue which, under SB 815, must be invested in the repair and rehabilitation of Port historic resources that are listed or eligible for listing on the National Register of Historic Places, and creation of waterfront public open spaces as identified in adopted plans of the San Francisco Bay Conservation and Development Commission.

Among its provisions, SB 815 requires the Port to carry out a planning study for State Lands approval, which analyzes the land uses at SWL 337 and Piers 48 and 50, the extent of the need to retain public trust uses within SWL 337 and transportation needs of AT&T Park, and for BCDC to approve amendments to the Seaport Plan to remove port-priority designations from any portion of SWL 337 that will be subject to any non-trust lease. The Port conducted a public planning process between January and October 2007, to address many of these issues. Respondents should review **Appendix E** which reports the conclusions of the planning process, and other supporting documents.

Through SB 815, the Port and selected Respondent can take advantage of a new avenue to develop a much broader palette of uses at SWL 337 than previously allowed by State Lands, in conjunction with the trust uses that must remain on Piers 48 and 50. The above planning work included economic analysis of the revenue potential associated with this more robust menu of allowable uses. The revenue potential from SWL 337 was initially estimated to be \$10 to \$15 million per year, assuming a similar mix of uses and development density as constructed in the Mission Bay South Redevelopment Project Area.

In addition to the development flexibility afforded by SB 815, the Port is motivated to work with the selected respondent to propose a community facilities district to help finance infrastructure improvements necessary to support new development of the Site. Establishment of such a facilities district would require approval by the Board of Supervisors.

2. Transportation Needs

SWL 337 is the last major development site within the Mission Bay area, with a one-of-a-kind, spectacular waterfront setting. The public planning workshops conducted for SWL 337 prior to the RFQ defined the character and nature of development for SWL 337 which are reflected in the Development Objectives and Criteria in **Section II**. Among those qualities, the character of new

development at SWL 337 and Pier 48, if included, will need to embody the City's Transit-First and sustainability objectives, by creating a pedestrian-friendly environment that promotes walking, bicycling and use of public transit and other transportation mode alternatives to private automobile use. The street and circulation network also should presume the closure of the northern leg of Terry Francois Boulevard, which is specified in this RFP to be integrated into a major public open space as part of the development. Development proposals may include pedestrian and/or landscaping improvements along the remainder of Terry Francois Boulevard, running along the east side of SWL 337, but must maintain car and industrial truck access to Pier 50, and service access to Pier 48, if included in the Proposal.

This area is advantageously served by local and regional transit within a few blocks, including the T-Third Street light rail line, light rail along The Embarcadero, Caltrain commuter rail station, numerous bus lines, and ferry service (currently on baseball game days only). Almost all of SWL 337 is within a quarter mile (Muni's standard) of the T-Third stop at Third and Mission rock Streets, the closest stop to SWL 337.

The City recognizes that respondents may include a program for off-street parking in proposals. As reflected in the RFP Development Objectives and Criteria relating to Transportation ("Transportation Criteria"), any parking proposals will undergo intensive review, with the objective of maximizing shared parking among uses in the Mixed Use Project, as well as parking management systems that avail as many spaces as possible within newly developed parking facilities at the Site for shared use to serve ballgames and events at AT&T Park. The RFP Development Objectives also require preparation of a Transportation Demand Management Plan ("TDMP"), which will require any proposed parking to be created and managed in a manner consistent with the Port's and City's transit-first and sustainability, and smart growth policies. See **Appendix F** for a detailed discussion and direction for developing the TDMP.

In December 2007, the Port completed an area-wide parking supply and occupancy survey, and the San Francisco Giants conducted a survey of its fans to document current transportation patterns and choices. In addition, the Port has worked with staff of the San Francisco Municipal Transportation Agency, which has identified parking management strategies, and public transit strategies for this Mixed Use Project. These studies are included in **Appendices F, G and H** and are provided to help inform the parking and transportation options presented in Respondent proposals.

D. Physical Conditions

1. SWL 337 Bay Fill

SWL 337 was created by filling marshlands and tidal flats between 1877 and 1913. Sources of fill are not documented, but likely included construction debris and rubble from the 1906 earthquake as well as material cut from nearby hills and construction areas. A previous geotechnical study of subsurface conditions beneath portions of SWL 337 found that the subsurface consists of poorly compacted fill, ranging from rock, boulders and cobbles to gravelly, clayey, sand to a depth of approximately 42 feet below grade, underlain by bay mud (Geotechnical Engineering Assessment, Temporary Tank Farm and Treatment/Transfer Area,

H&H Ship Service Co., Wahler Associates, November 1, 1991). Groundwater was encountered at 6 to 10 feet below grade.

2. Soil Contamination and Hazardous Materials

Historically, Seawall Lot 337 (SWL 337) was open water which was filled beginning in the mid-1800's. SWL 337 has been used as a rail yard and backland area for adjacent piers, supporting freight rail operations, shipping, parking and truck maintenance. Historic uses included railroad tracks, rail-related support activities, parking, shipping and truck maintenance. Aerial photographs indicate the presence of several above ground storage tanks in this area between 1916 and 1967. H&H Ship Service Company operated a hazardous waste treatment facility, including a tank cleaning area and drum storage unit, vehicle parking and offices on approximately 14 acres in the northern portion of SWL 337 from 1950 to 1996.

In 1996, H&H Ship Service ceased operations, triggering a site investigation and remediation process under the order of the State Department of Toxic Substances Control (DTSC). In 1999, the Port, with DTSC oversight, completed a soil and groundwater investigation and human health risk assessment to evaluate the nature and risk posed by contaminants at the site. The assessment found that petroleum hydrocarbons, polynuclear aromatic hydrocarbons, metals and arsenic remain in the soil and groundwater beneath the site at concentrations below those that would pose a significant human health risk under certain reuse scenarios, including recreational use that does not involve direct contact with soil or use of groundwater (RCRA Closure Certification Report, Former H&H Ship Service Facility, Harding Lawson Associates, 2/4/99). Because the health risk assessment did not evaluate potential health impacts associated with residential land use, recreational or other use involving direct contact with soil, or use of groundwater, DTSC concluded that use of the site that resulted in such potential exposure to soil and/or groundwater would entail an unacceptable potential human health risk. DTSC further concluded that the contaminants at the site do not present an unacceptable threat to human safety or the environment, provided that the property is developed and occupied for uses other than those specifically prohibited.

SWL 337 is regulated by a deed restriction that prohibits use of the property as a residence, hospital, school or child care facility, for raising food, or recreational use involving direct contact with soil. The deed restriction prohibits use of groundwater and requires soil disturbed by future construction to be characterized and managed appropriately. Subsequent site investigation conducted as part of construction of Giants Parking Lot A also found contaminants in soil at concentrations that do not pose an unacceptable human health risk associated with construction and operation of the parking lot (Soil Analysis Report, Geomatrix Consultants, 6/99). While residential, and recreation uses involving direct contact with the soil are currently prohibited, future development of the property for uses currently prohibited by deed restriction, including residential, might be possible, depending on the outcome of additional risk assessment and DTSC consideration of a variance from the deed restriction.

3. Pier 48

Pier 48 was built of wood in 1930 and suffered extensive damage from a fire in 1996. Using proceeds from an insurance settlement, the Port invested approximately \$14.8 million to repair the building shell, perform seismic upgrades for continued industrial use, install electrical and fire sprinkling, and provide access and egress improvements to comply with code and Americans with Disabilities Act requirements. This work was completed in compliance with U.S. Secretary of Interior Standards for Historic Rehabilitation.

While Pier 48, along with SWL 337 is offered in this RFP opportunity in “as is” condition, portions of Pier 48 that were repaired following the fire are in good condition compared to other Port piers. Although portions of the Pier 48 wooden aprons are deteriorated, the aprons and berths in their current condition continue to meet an important function for maritime berthing of shallower-draft vessels (i.e., not cargo ships) that provide water-dependent harbor services.

Pier 48’s building materials, including but not limited to paint, roofing, caulking, insulation, and floor tile, contain lead and/or asbestos which will require further assessment, abatement, and compliance with all applicable regulations if disturbed. Shallow soil samples collected adjacent to the Pier 48 shed have been found to contain soluble lead at concentrations that would require soil to be managed as California-regulated hazardous waste if excavated. Data from sampling and analyzing specific materials are on file at the Port and available upon request. Any future soil excavation will be subject to Article 22A of the San Francisco Health Code, which requires characterization of soil prior to disturbance. Compliance with Article 22A would identify lead or other contaminants in soil that require special management.

4. Streets, Infrastructure and Utilities

Terry Francois Boulevard and Mission Rock Street currently suffer from deferred maintenance and lack curbs and gutters, grade-separated sidewalks, lighting and landscaping. Third Street has been newly rebuilt as part of the Mission Bay Redevelopment project. Under the Mission Bay South Redevelopment Plan, Mission Rock Street is to be altered to follow an east-west realignment, consistent with the development block map approved for Mission Bay.

II. DEVELOPMENT OBJECTIVES AND CRITERIA

Context for Development Objectives and Criteria

The SWL 337 pre-RFQ planning process included the creation of Development Objectives and Criteria to define the parameters for Respondent proposals. They were crafted specifically to provide Respondents latitude to create innovative development programs and designs that are sensitive to the site setting, inspire public enjoyment and connection with the shoreline and Bay environment, and incorporate features and technologies that achieve high standards of sustainability. The project must include public trust uses as required by SB 815, consistent with the public trust use study to be developed by the Port.

The Port has not pre-fixed development and design standards. Given the large size of SWL 337 and lack of existing developed features, there are innumerable ways in which new development

of this site along with Pier 48 could take shape. The two-phase development solicitation approach that has been conducted for this project was designed to give the City and general public an early look at a range of development programs and site designs submitted by four different development teams during the RFQ phase. This process allowed the Port Commission and staff, SWL 337 Advisory Panel, and general public to provide focused feedback which have led to refinements of the Development Objectives and Criteria, presented below, while still providing development flexibility.

The Development Objectives and Criteria invite new development that brings to China Basin architecture and urban design that inspires and delights, with a mix of uses that create a welcoming, lively urban and pedestrian-oriented character, integrated with a public open space plan befitting of this extraordinary waterfront setting.

The following SWL 337 Vision Statement is the synthesis of the objectives and criteria by which to evaluate development proposals for the Site. Respondents submitting RFP proposals must demonstrate how it satisfies each of the following objectives and criteria. RFP proposals that fail to satisfy each criterion may be deemed non-responsive.

SEAWALL LOT 337 VISION STATEMENT

Create a vibrant and unique mixed-use urban neighborhood focused on a major new public open space at the water's edge. This new neighborhood should demonstrate the highest quality of design and architecture, and the best in sustainable development with a mix of public and economic uses that creates a public destination which enlivens the Central Waterfront, celebrates the San Francisco Bay shoreline, and energizes development at Mission Bay. Consistent with enabling state legislation, the development program for the site should generate significant revenues to fund the Port's historic preservation and waterfront open space needs, and maximize public trust uses.

OBJECTIVES & CRITERIA

Land Use

1. Develop a diverse mix of uses at SWL 337 that reflects San Francisco's unique character and promotes a vital urban environment with lively interactions among workers, visitors and residents, and broad use and safe enjoyment of public spaces.

Criteria:

- a. Propose a development program that creates a public destination with major public open space and shoreline recreational, environmental, and cultural uses integrated with revenue producing uses that may include office, hotel, retail, restaurant, assembly and entertainment, and residential uses.
- b. Consistent with SB 815, demonstrate that first consideration was given to public trust-consistent uses in the development program.
In October 2007, Governor Schwarzenegger signed SB 815, sponsored by Senator Migden, which authorizes the Port to enter into a lease not to exceed 75 years that includes commercial and residential uses that typically cannot be constructed on lands granted by the State of California to the City and County of San Francisco pursuant to the Burton Act. SB 815 requires that the Port study public trust uses for

SWL 337 first. The legislation also requires that the California State Lands Commission approve the proposed lease for the site.

Public trust uses include but are not limited to:

- maritime vessels (e.g. ferries, water taxis, recreational boating, temporary berthing)
- waterfront parks and open space which attract and promote public enjoyment of the Bay
- Recreational water uses
- Hotels
- Visitor-serving retail, restaurants and services that promote enjoyment of the waterfront, including businesses that serve water recreational uses (e.g. maritime supply chandleries, water recreation equipment rentals)
- Environmental restoration and natural habitat areas

- c. Demonstrate how the development program (including non-trust uses), in a total project context, achieves a character that promotes public trust objectives. [For more information on the Public Trust Doctrine: [www.slc.ca.gov/Policy Statements/Public_Trust_Home_Page.html](http://www.slc.ca.gov/Policy%20Statements/Public_Trust_Home_Page.html)]

2. For housing proposals, provide housing program details, including number and mix of units, market vs. below-market (and income and price range, and source of funding for below-market units), ownership vs. rental units, and analysis of the application of fair housing laws to any preferential residency proposals. If ownership housing is proposed, describe how it would be accommodated in a long-term ground lease, or any alternate strategy. Provide examples of where such alternate strategy has been successfully implemented.

- a. Design any proposed residential uses so that they do not conflict with the ongoing operational needs of Pier 50.
Pier 50 is an important long-term Port facility to support maritime activities And vessel berthing, as well as the Port's maintenance center.

3. Propose a use program for Pier 48 that is publicly-oriented and water-related to the extent possible, and which complements and enhances the public use and enjoyment of the major new public open space at China Basin. The Pier 48 use program must be consistent with the public trust, and any improvements must comply with the Secretary of Interior Standards for Rehabilitation.

Pier 48 is subject to public trust use restrictions as administered by the Port with oversight by the State Lands Commission. Respondents will be required to cooperate with the Port to obtain a finding of consistency with the public trust and the Burton Act from the State of California for any proposed new long-term uses on Pier 48.

Historic Pier 48 is included in the San Francisco Embarcadero Waterfront National Register Historic District. Pier 48 has become obsolete for cargo shipping needs, but continues to provide a useful facility for berthing of mid-to-shallow draft vessels. The two main structures, Sheds A and B, are linked by an open air deck ("valley") and connecting shed along the pier's eastern side. The facility was seismically improved and repaired following a fire in 1996.

Open Space

4. Develop an open space program that provides substantial visitor-serving public open space, and other neighborhood-oriented open spaces designed to serve the

recreational needs of any residential uses developed on the site and provide key components of the Bay Trail and Blue Greenway. These two types of open spaces are not mutually exclusive and may overlap, but must serve discreet needs.

Criteria:

- a. Create gathering places for area visitors, workers and residents with linkages to China Basin Park and activate open spaces with events and activities that enliven SWL 337. Describe what types of recreational uses are intended for the various public parks and open spaces included in the proposal.
 - b. Describe how parks and open spaces will be managed or programmed to promote safe and active use and enjoyment. Include a funding proposal to support these management and programming activities.
 - c. Increase opportunities for trust-consistent open space uses such as water-related recreation, wildlife habitat and nature education. Trust-consistent recreational activities are those that are either water-dependent or enhanced by their waterfront location.
 - d. Design usable and publicly accessible neighborhood-serving open spaces such as athletic fields, tot lots and play structures, which comply with the Recreation and Open Space Element of the San Francisco General Plan.
5. Expand China Basin Park, and create other public open space amenities that increase public enjoyment and views of San Francisco Bay, AT&T Ballpark, Mission Creek Channel, East Bay hills, Yerba Buena Island and the Bay Bridge, and create a unique and complementary addition to the network of parks and open space along the San Francisco waterfront and in Mission Bay.

Criteria:

- a. Minimum size for contiguous major open space: 5 acres
 - Located at northeast area of the site
 - Incorporates northern leg of Terry Francois Blvd (to be closed to auto traffic)
 - Must be visitor-serving and water-oriented to comply with public trust objectives, which considers factors including but not limited to
 - active and passive recreation for locals and visitors
 - creates direct relationship with and enjoyment of the Bay
 - promotes water recreational use
 - promotes environmental restoration and natural habitat
 - interacts with and enhances the attractiveness and public enjoyment of the development program overall, which also in turn increases enjoyment of the public open space
 - interfaces and takes advantage of proximity and adaptive reuse of Pier 48
- b. China Basin Park and other shoreline open space should connect with and enhance the Bay Trail and highlight the start of the Blue Greenway.
- c. China Basin Park and other project open space should incorporate landscaping and ecological design elements that provide habitat value for native wildlife.
Respondents may propose water-related (including water-contact activities) recreation, outdoor/indoor performance and entertainment venues (e.g. bandshell, amphitheater), cultural facilities and public art installations, and small eating establishments as part of a broader open space program. The designs should

recognize and address wind and weather conditions that affect how the public can use and enjoy new waterfront open space.

Respondents may wish to examine two publications by the San Francisco Bay Conservation and Development Commission as resources for design of shoreline open space: “Shoreline Spaces: Public Access Design Guidelines for the San Francisco Bay” (2005) and “Shoreline Plants: A Landscape Guide for the San Francisco Bay” (2007).

6. Describe how proposed park and open spaces would be maintained and managed, including funding sources to support such operations.

Transportation

7. Due to its location, adjacent uses and the development density envisioned, demonstrate careful consideration of transportation and parking needs that yield a proposed transportation program that maximizes utilization of rideshare, transit, pedestrian, and bicycle access to the site to minimize traffic demand and congestion from automobiles.

The site is served by significant local and regional transit within several blocks’ walk. Transit access is provided by Muni N-Judah, and T-Third St. light rail lines along The Embarcadero, and Third Street respectively, Muni bus lines 10, 30, 45, and 47, Caltrain commuter rail south to the Peninsula, and game day ferry service to AT&T Ballpark. Future planned expansion includes extension of the T-line via the Central Subway (funded), the E-line to run from China Basin to Fisherman’s Wharf (proposed).

Criteria:

- a. Describe the team’s experience and expertise in developing and implementing integrated transportation and parking management programs to reduce vehicle trips and parking demand in new development.
8. Promote the City’s transit-first policy and seek to establish as sustainable a transportation program as possible while accommodating the parking needs of AT&T Ballpark.

Criteria:

- a. Describe effective public transportation strategies, including pedestrian, bicycle, carshare and public transit modes, including water transit, to actively encourage use of alternative transportation modes to support new development on SWL 337.
- b. Plan the configuration of new development to maximize walkability to minimize the need to own or use automobiles.
- c. Require parking supply and costs to be unbundled from new development, to promote market-based demand pricing and utilization of parking.
- d. For parking facilities included in the development proposal, describe:
 - How it responds to anticipated parking demand from residential vs. non-residential uses during peak and off-peak demand times
 - Parking management program to maximize shared use (including use of any

- available off-site parking facilities)
- Whether/how Ride/CarShare, bike storage and support facilities, and other improvements (including transit service improvements) to reduce automobile demand have been included.

- e. Require Transportation Demand Management proposal which includes a description of goals for use of public transit and alternative transportation modes, and strategies, incentives or other performance measures to the stated goals.
9. Provide a proposal that explains how proposed parking facilities maximize shared parking to also meet the parking need of SF Giants ballgame season at AT&T Ballpark.

Since its opening in 2000, the San Francisco Giants have worked with the City to promote alternative transportation to and from ballpark games and events, and achieved among the highest percentage use of non-auto modes in Major League Baseball (45-50% for day games). The Giants indicate a desire to secure approximately 2,000 parking spaces for ballpark patrons. The Port recognizes that the ballpark will continue to have substantial requirements for parking at SWL 337.

In their proposals, Respondents must demonstrate how parking facilities can be used for multiple purposes, and how and to what extent shared ballpark parking, particularly for night and weekend day games, would be programmed. Parking programs must include consideration and/or inclusion of securing use of off-site parking facilities within 10 minute walking distance of AT&T Park to meet Giants ballgame parking need. The Port acknowledges that in order to finance parking facilities, funds from multiple sources, including participation from the San Francisco Giants, may be required. Respondents should demonstrate conceptually how parking facilities will be financed relative to other proposed uses.

- a. Investigate and propose shared parking for the ballpark at nearby satellite parking facilities.
The Port encourages respondents to identify and propose shared parking opportunities dedicated to serve Giants games and events at satellite parking facilities in Mission Bay and in the southern South of Market area that can offset the loss of parking available to the Giants on SWL 337.
- b. Describe the development team's experience in the design of space-efficient parking arrangements, including tandem parking facilities, valet parking operations, and mechanical parking stacking equipment.
- c. Design and locate parking facilities to minimize their aesthetic presence and impact on the surrounding area, particularly the waterfront and Third Street. Consider opportunities to make parking garages as environmentally sustainable as possible.
- d. Design parking facilities on SWL 337 so that they can be converted to other uses should public transit service, and successful marketing and education reduce the need for parking.
- e. Maintain truck access to Piers 48 and 50 via Terry Francois Boulevard from the south.

Neighborhood Character, Historic Resources and City Form

10. Create a unique urban form for SWL 337 that incorporates architecture that is varied and timeless, and human-scaled, which complements the scale of new development along Third Street in Mission Bay, respects historic resources on the waterfront, including Pier 48 and Lefty O'Doul Bridge, and steps down heights of buildings towards the Bay.

Criteria:

- a. Promote an inspiring urban form and architecture worthy of this unique waterfront location, within a flexible framework of proposed zoning and development controls.
 - b. Propose a density of new development sufficient to support the public amenities and infrastructure improvements proposed for SWL 337.
 - c. Provide a Bay Trail/public promenade that meets public open space and circulation needs of the site, and supports access by multiple transportation modes, including pedestrians and bicyclists.
 - d. Design new street and access corridors as public spaces that foster an intimate and pedestrian scale and social and economic interactions between diverse uses and users, as promoted in the San Francisco Better Streets Program.
 - e. Utilize street and public way improvements to promote access and view corridors to the waterfront and Bay.
 - f. Locate active uses at the street level, and adjacent to public gathering spaces created as part of new open spaces.
 - g. Design new development to provide an attractive and inviting street front along Third Street, and adjacent developments in Mission Bay.
11. Respondents may propose one to three taller, slender towers of 300 feet or more that create an inspiring architectural identity for SWL 337, and enables development density on-site while also supporting space needs to meet major waterfront open space, urban design, and the pedestrian realm objectives of this development.
This objective is permissive and does not require towers to be proposed, nor does this objective prescribe building height; towers may be proposed at heights below 300 feet as well. The overall urban form should be appropriate to the site and its surroundings, the waterfront and the Bay, Pier 48 and Lefty O'Doul Bridge waterfront historic resources, and the overall city form. Respondents are invited to propose alternative urban design approaches to achieve density of development for SWL 337 that is equivalent to that found in the Mission Bay Redevelopment Plan area.
 12. Propose a development program that funds public amenities and infrastructure improvements.

Economic

13. Respond to the Port's significant historic preservation and waterfront open space needs elsewhere on Port property, pursuant to SB 815, with a development program that can generate significant annual revenues to the Port.
SB 815 requires the Port to utilize increased rent from development of SWL 337 to fund historic preservation and waterfront open space mandated by the BCDC San Francisco Waterfront Special Area Plan. The Port expects to realize significant annual base rent and participation rent from development of the site.
14. Respondents must propose a minimum rent for development on SWL 337 of no less than \$8 million per year.
 - Require reset to fair market value no later than Year 30, and every 10 years thereafter.
15. Require minimum rent for Pier 48 of no less than \$2.2 million per year.
 - Set maximum lease term for Pier 48 of 10 years, unless investment warrants longer term for amortization at appropriate financial return to the Port.
16. Require market information justification for use program (include any pre-tenanting commitments)
17. Require equally sharing of percentage rent for retail uses of a minimum of 6% of gross sales (after amortization of initial improvements & structures)

[Note: See RFP Section III. describing key lease terms and other financial business term issues.]

Sustainability

18. Require new development and site improvements to incorporate and set an example for integrating green technologies and sustainable development practices.

Criteria:

- a. Conduct a sustainability analysis to produce estimated scoring to achieve LEED Gold or equivalent standards for Neighborhood Development, Core and Shell Development and New Construction, with special address of on-site alternative energy generation and conservation systems, and reduction of vehicle emissions and vehicle miles traveled to demonstrate a reduction in carbon footprint impacts of new development.
- b. Comply with Regional Water Quality Control Board performance criteria for the reduction of stormwater pollution impacts associated with newly constructed facilities.
Respondents should incorporate renewable energy and energy-efficiency strategies, such as efficient thermal envelopes and efficient space and water heating to support new uses, where feasible. Respondents should also evaluate and propose site-appropriate ecological design strategies such as on-site erosion control, water reuse, water purification/pollution reduction, and natural-based stormwater management treatments such as rainwater harvesting and swales.

III. KEY LEASE TERMS

Upon successful completion of exclusive negotiations with the selected Respondent, the Port anticipates entering into Lease(s) for the Site. This section briefly describes key terms (the "Key Lease Terms") required by the Port. In their submittals, Respondents are required to indicate acceptance of the Key Lease Terms, and to make a lease proposal that is consistent with the Key Lease Terms. The actual terms of the Lease(s) will be negotiated with Port staff and are subject to final approval by the Port Commission, and, depending on the Lease terms, by the Board.

A. Use

Proposals must include a full description of proposed uses, consistent with the development objectives set forth in **Section II**.

B. Premises

As shown in **Appendices A, B and C**, the Site consists of approximately 16 acres of land located at Seawall Lot 337, portions of Terry Francois Boulevard, and approximately 180,000 square feet of enclosed shed space and approximately 34,500 square feet of open air valley space and perimeter apron space at Pier 48.

C. "As-Is" Condition

The Lease will require the selected Respondent to accept the Site, and any future premises negotiated by the parties, in its existing state and condition, "**As-Is**," with all faults. Neither the Port, nor any of its agents, contractors or employees (collectively, "Agents"), make any representation or warranty, express or implied, of any kind, with respect to the condition of the Site, the suitability or fitness of the Site or any appurtenances to the Site for the use or operation as proposed, the compliance of the Site with any laws, any matter affecting the use, value, occupancy or enjoyment of the Site, the accuracy of any reports or other information the Port may disclose pertaining to the condition of the Site, or with respect to any other matter pertaining to the Site. In submitting a response to this RFP, entering into exclusive negotiations, or entering into Lease(s) with the Port for the Site, all Respondents will be deemed to waive any right to recover from, and forever release, acquit and discharge, the Port, the City, and their Agents of and from any and all losses, whether direct or indirect, known or unknown, foreseen or unforeseen, connected in any way with: (i) the physical, geotechnical or environmental condition of the Site, including the condition of the substructure or the presence of any hazardous materials in, on, under, above or about the Site (including soils and groundwater conditions); and (ii) any laws applicable to the condition of the Site, including hazardous materials laws.

D. Rent, Fees and Assessments

1. Minimum Rent

a. SWL 337: Respondents shall propose an annual base rental rate. The Lease will require a minimum base rent of no less than \$8 Million, with annual percentage increases in a range of no less than 3 percent to 5 percent.

b. Pier 48: Respondents shall propose a minimum annual base rent for Pier 48 facilities. The Pier 48 lease will require a base annual rent of no less than \$2.2 Million, with annual percentage increases in a range of no less than 3 percent to 5 percent.

c. Base Rent Adjustments: Respondents shall propose periodic adjustments to base rent.

d. Base Rent Reset: The Lease will require a fair market value (FMV) adjustment of the base rent after the developer's initial investment has been amortized (no later than 30 years) and every ten years thereafter.

2. Participation Rent

Proposals shall include a minimum percentage rent payable to the Port based on a percentage of gross receipts for all uses. In order to maintain competitive parity with other waterfront tenants, retail and restaurant participation rent must reflect the structure of other such leases on the waterfront. The Port expects equal sharing of the Port's typical participation rent currently between 6% to 8% of gross sales, with some higher rates, after a reasonable period (not exceeding 30 years) for the Respondent to amortize retail development improvements.

3. Community Facilities District

The Port may request Board authorization to form one or more community facilities districts under the Mello-Roos Community Facilities Act of 1982 (Gov. Code §§ 53311 et seq.), under which a special tax may be assessed against property interests (including long term leasehold interests) in the district in order to provide funding for the construction or installation of authorized public improvements or for the operation and maintenance of authorized public improvements. If the Port proposes formation of a community facilities district that includes the Site, the selected Respondent will be required to cooperate with the Port in its efforts.

4. Infrastructure Financing District

The Port may request Board authorization to form one or more infrastructure financing districts under the Infrastructure Financing District Act (Gov. Code §§ 53395 et seq.), under which increases in property taxes assessed against property interests (including long term leasehold interests) in the district may be used to provide funding for the construction or installation of authorized public improvements as approved in the Port's 10 Year Capital Plan. If the Port proposes formation of an infrastructure financing district that includes the Site, the selected Respondent will be required to cooperate with the Port in its efforts.

E. Term.

1. SWL 337: The Port will agree to a lease term appropriate for the proposed uses and based on market conditions, not to exceed 75 years in length.

2. Pier 48: The Port will agree to a lease term appropriate for the proposed uses and based on market conditions and improvement, expected to be 10 years in length¹. Longer terms may be proposed if submittals justify a longer amortization based on shed and pier improvements and produce commensurate financial return to the Port. In no case shall the Pier 48 lease term exceed 66 years in length.

F. Assignment, Sublease, Financing and Transfer.

The Lease will require the Port's prior approval of any assignment, sublease, financing or other transfer of any interest in the Lease. The Lease will provide that the Port will participate in the proceeds that the selected Respondent receives from an assignment, sublease, financing or other transfer of any interest in the Lease.

G. Maintenance/Repairs/Security

During the term of the Lease, the selected Respondent will be responsible for all improvements, maintenance, repairs and operating expenses associated with the Site, including any non-exclusive areas such as access roads, parks and public open space, utilities and general buffer areas. The Port will have no maintenance obligations with respect to the Site.

¹ As described below, Port staff has initiated discussions with staff of the California State Lands Commission regarding the feasibility of leasing historic structures for non-trust uses, subject to maximum *interim* lease terms of ten years. If such a policy is adopted, it could significantly reduce the entitlement risk associated with the adaptive reuse of Pier 48.

H. Possessory Interest and Other Taxes

The selected Respondent will be required to pay possessory interest taxes on the assessed value of the leasehold interest. Respondents may contact the City Assessor's office for more information on how this tax will be calculated. The selected Respondent also will be required to pay other applicable city taxes, including sales and payroll taxes.

I. Security Deposit

A security deposit will be required in an amount equal to no less than two months' base rent.

J. Environmental Deposits

In addition to and separate from the security deposit, the Lease will require up to two forms of financial assurances to protect the Port from potential environmental liability arising out of the selected Respondent's use of the Site.

1. Environmental Oversight Deposit

The Lease will require that the selected Respondent maintain with the Port an Environmental Oversight Deposit in the amount of \$10,000. The Port will be authorized to use, apply or retain the Environmental Oversight Deposit in whole or in part to reimburse Port for administrative costs and expenses incurred while inspecting the premises and enforcing the selected Respondent's obligations under the Lease. Administrative expenses will include staff time for inspecting and monitoring the condition of the premises, corresponding with regulatory agencies, and otherwise enforcing and administering the environmental obligations under the Lease.

2. Environmental Performance Deposit

The Lease also will require the selected Respondent to provide the Port with an Environmental Performance Deposit to secure any required cure of any defaults on the part of the selected Respondent and to compensate the Port for any damage it incurs as a result of the selected Respondent's failure to perform its obligations, environmental or otherwise. The need for, form and amount of the Environmental Performance Deposit will be determined by Port staff, based on staff's analysis of environmental liabilities and risk associated with the selected Respondent's proposed use of the Site. If the Port is requiring that the selected Respondent carry pollution legal liability coverage, the selected Respondent may request that the Port review the deductible required under that policy, relative to the value of the Environmental Performance Deposit. The selected Respondent also may present evidence of financial assurances required or provided by third parties that would protect the Port against these risks.

K. Hazardous Materials

The Port made existing information about the Site's physical and environmental conditions available to Respondents during the RFQ phase of the selection process. Documents in the Port's possession and control are listed on the SWL 337 web page, and Port has no additional documents or information to disclose. The selected Respondent will be allowed to conduct environmental site assessments of the Site. Any subsurface investigation will require a permit to enter agreement in a form determined by the Port and an encroachment permit issued by the Port's Engineering Division. The selected Respondent will be responsible for the removal of any hazardous materials in, on or under the Site.

L. Insurance and Bond Requirements

Throughout the term of the Lease, the selected Respondent will be required to maintain insurance typical for the approved project in amounts and with limits determined appropriate by the Port and with carriers acceptable to the Port in consultation with the City's Risk Manager. Insurance will include: comprehensive general liability; workers' compensation; property

insurance on the premises; automobile liability; personal property; business interruption; builder's risk; pollution legal liability; a policy endorsement in a form acceptable to Port; and any other insurance required by law. The Port and City must be named as additional insureds.

The selected Respondent or its contractor will be required to furnish the Port with a performance bond or other instrument issued by a responsible surety company licensed to do business in California and satisfactory to the Port at the Port's reasonable discretion, in consultation with the City's Risk Manager. The bond will guarantee the selected Respondent's successful completion of the improvements in a penal sum equal to the estimated cost of the improvements.

Depending on the financial capacity of the entity entering into the Lease with the Port, the Port may also require a guaranty from a parent company or other security guaranteeing the successful completion of the project.

M. City Requirements

The Lease will require the selected Respondent, its subtenants, contractors and subcontractors to comply with all City requirements applicable to the selected Respondent and the project in effect at the time the Lease is executed (the "City Requirements"). The list below is for informational purposes only and is not meant to be comprehensive.

- Tobacco Product Advertising Prohibition (Admin. Code § 4.20)
- Non-Discrimination in Contracts and Property Contracts (Admin. Code Chapters 12B and 12C)
- Implementing the Macbride Principles - Northern Ireland (Admin. Code Chapter 12F)
- Health Care Accountability Ordinance (Admin. Code Chapter 12Q)
- Card Check Ordinance (Admin. Code §§ 23.50-23.56)
- Findings of Fiscal Responsibility and Feasibility (Admin. Code Chapter 29)
- First Source Hiring Ordinance (Admin. Code Chapter 83)
- Integrated Pest Management Program (Env. Code Chapter 3)
- Tropical Hardwood and Virgin Redwood Ban (Env. Code Chapter 8)
- Transportation of Aggregate Materials (Env. Code Chapter 10)
- Arsenic-Treated Wood (Env. Code Chapter 13)
- Construction and Demolition Debris Recovery Ordinance (Env. Code Chapter 14)
- Food Service Waste Reduction Ordinance (Env. Code Chapter 16)
- Contributions Limits – Contractors Doing Business with the City (Campaign & Gov. Conduct Code § 1.126)

The full text of all City ordinances may be accessed through the municipal codes link in the City's website (www.sfgov.org), or by connecting to the following URL: (www.municode.com/Resources/ClientCode_List.asp?cn=San%20Francisco&sid=5&cid=4201).

As part of the submittals in response to this RFP, each Respondent must submit a written certificate in the form attached as part of **Appendix I**, confirming that it has reviewed, understands, and can comply with the City Requirements and other terms and conditions set forth in this RFP. The Port does not intend to waive any of the City's requirements.

N. Form of Exclusive Negotiations Agreement.

Upon Port Commission authorization of exclusive negotiations, Port staff and the selected Respondent will negotiate the terms of an exclusive negotiations agreement (the "ENA"). Typically, an ENA will contain time and performance benchmarks, including provisions for payment of liquidated damages and termination for non-performance, and provide for the Respondent to fund the Port's costs associated with project planning and review. The ENA period to reach a term sheet between the Respondent and Port will be limited to 270 days. After this period has expired, the Port will have the option to extend the ENA period or terminate the ENA and enter into negotiations with the second ranked Respondent.

The ENA will be consistent with the Port’s typical provisions for comparable projects. The Port reserves the right to modify the form of ENA to reflect: (1) terms negotiated between the selected Respondent and the Port; (2) any City or Port requirements adopted after the drafting of the Form of ENA; and (3) any other provisions desired by the Port Commission or negotiated by the parties.

O. Form of Lease

The selected Respondent will be required to enter into a Lease(s) to be negotiated by the Port and selected Respondent during the period of exclusive negotiations. The Lease(s) will be consistent with the Port’s standard leasing provisions for comparable projects, as set forth in its current form of Lease. The Port reserves the right to modify the form of Lease to reflect: (1) the business terms negotiated between the selected Respondent and the Port; (2) any City or Port requirements adopted after the drafting of the Form of Lease; and (3) any other provisions desired by the Port Commission or negotiated by the parties. The current standard form of Lease is available for viewing by accessing the Real Estate link on the Port’s website (www.sfport.com) or by connecting to the following URL: (http://www.sfport.com/site/port_page.asp?id=31761).

Summary of Roles and Responsibilities in the Development Process

RESPONSIBILITY	PORT	DEVELOPER
Due Diligence	Port will provide developer with plans and studies done to date; Port may conduct additional studies at its sole discretion	Developer has complete responsibility, and may not rely on site or development analysis work done by Port
Community Involvement	Port will schedule public meeting(s) for developer presentations of submittals and public exchange with community stakeholders and the general public	Developer is responsible for working with community groups, as appropriate, and to create and implement a community outreach plan
Financing	While the Port is not presently considering any financial contribution, it reserves the right to consider participation. Proposals, however, should assume no public financing.	Developer has complete responsibility to provide all funds necessary to plan, construct and operate the proposed development, including all development fees and exactions

RESPONSIBILITY	PORT	DEVELOPER
Construction	None	Developer has complete responsibility for all construction.
Sub-Leasing	Port shall have the right to review, including size or term criteria	Developer has complete responsibility
Operation and Management	None	Developer has complete responsibility for maintenance and management of all improvements, including public open space

IV. REGULATORY REVIEWS AND APPROVALS

The specific plans for the Mixed Use Project will require various permits and approvals, and the selected Respondent to this RFP is responsible for determining which permits and approvals will be required for the construction and operation proposed at the Site and for obtaining such permits and approvals. The following summary table and narrative information is intended to help respondents in this determination. It is not meant to be an exhaustive review of all permits that may be required. Respondents are strongly encouraged to further research the relevant regulations and discuss interpretations of the regulations with administering agencies in order to become thoroughly familiar with applicable permits and approvals associated with their RFP proposals.

Regulatory Approvals Responsibility	PORT	DEVELOPER
State Lands Commission Review, SB 815	Port will act as co-sponsor and initiate discussions with State Lands to address requirements and set parameters for complying with Senate Bill 815.	Developer has co-sponsor responsibility with the Port which includes providing all required analysis and information necessary to support compliance requirements of SB 815, at the direction of the Port, and any financial support to fund State Lands staff review
Environmental Review	Port will act as co-applicant and will coordinate and provide information to support Planning Department review process	Developer has complete responsibility for all environmental review requirements.
Zoning Map/Planning Code	Port will act as co-applicant and will coordinate and provide information to support Planning Department review and approvals	Developer has complete responsibility for securing all City approvals, permits and entitlements

Regulatory Approvals Responsibility	PORT	DEVELOPER
BCDC Seaport Plan/Special Area Plan Amendments	Port will act as co-applicant and co-sponsor, and engage BCDC with the developer to secure amendments	Developer has co-sponsor responsibility with the Port, which includes providing all required analysis and information necessary to support the amendments
BCDC Permit	Port will act as co-applicant	Developer has complete responsibility for securing permit and meeting all on-site and off-site conditions
Historic Preservation requirements for Pier 48	Port to provide information regarding Pier 48, and the Embarcadero National Historic District, and coordinate and provide information to State Historic Preservation Office, as appropriate	Developer has complete responsibility to ensure that any alterations or construction at Pier 48 comply with Secretary of the Interior Standards for Historic Rehabilitation and secure any required approvals from the State Historic Preservation Office and the National Park Service.
Port Building Permits (this includes Port building permits to comply with any applicable Green Building, LEED standards, and storm water management requirements)	In its regulatory capacity, Port will review and issue building permit applications consistent with lease and LDDA	Developer has complete responsibility to apply and secure building permit approvals from the Port Building Permit Division
All Other Permits		Developer has complete responsibility for securing all permits or entitlements

A. State Lands Commission, Port of San Francisco, and the Public Trust

The public trust is a form of public ownership of tide and submerged lands (“tidelands”). Historically, SWL 337 was composed of tidelands and therefore was owned by the State of California, subject to the public trust. In 1968, the State Legislature approved the Burton Act, which authorized the transfer of former tidelands property from the State to be held in trust by the City and County of San Francisco through the Port Commission, consistent with provisions in the Burton Act and public trust principles. The California State Lands Commission and the California Attorney General have oversight and enforcement authority over Port Commission development projects and, as reflected in recent San Francisco waterfront projects, are frequently asked to affirm a particular project’s consistency with the public trust.

According to the California State Lands Commission, uses of trust lands “are generally limited to those that are water dependent or related, and include commerce, fisheries and navigation, environmental preservation and recreation. Public trust lands may also be kept in their natural state for habitat, wildlife refuges, scientific study, or open space. Ancillary or incidental uses,

that is, uses that directly promote trust uses, are directly supportive and necessary for trust uses, or that accommodate the public's enjoyment of trust lands, are also permitted.”

For respondents including a long term lease of Pier 48 in their proposed project, the use program for this facility will be required to be consistent with the public trust. State Lands has recognized preservation of historic maritime facilities that are listed or eligible for listing (such as Pier 48) on the National Register of Historic Places as a trust purpose. Accordingly, State Lands has been willing to allow some portion of historic structures to include non-trust uses, where those uses will generate revenue to finance pier repair and rehabilitation consistent with the Secretary of the Interior Standards for Historic Rehabilitation and will not interfere with the public's ability to access and enjoy the historic features of the structure. (Non-trust uses are typically prohibited in facilities constructed on trust property,.) As noted above, Pier 48 has undergone substantial repairs by the Port, including seismic retrofit, which should facilitate a rehabilitation program that incorporates improvements at Pier 48 that create venues over the water for the public to enjoy.

Port staff has initiated discussions with staff of the California State Lands Commission regarding the feasibility of combining non-trust and trust-consistent uses in historic structures such as Pier 48, subject to maximum *interim* lease terms of ten years. The public trust doctrine typically allows interim leasing of public trust facilities for non-trust purposes for periods of up to five years, if such facilities are not required for trust purposes. If the Port Commission and/or the California State Lands Commission adopts a policy authorizing interim leasing of historic structures for non-trust purposes for periods of up to ten years, such a policy could significantly reduce the entitlement risk associated with the adaptive reuse of Pier 48.

SWL 337 is also subject to the public trust, but, as set forth in more detail above, recent legislation gives the Port far more flexibility to use the site for non-trust uses. Non-trust leases of SWL 337 cannot have terms in excess of 75 years, must be for fair market value, and must be approved by the State Lands Commission. In addition, the net new revenues generated from these leases are required to be transferred to the Port's harbor fund for the preservation of National Register historic resources, or for construction and maintenance of waterfront plazas and open space required in the BCDC Special Area Plan.

B. Port of San Francisco

1. Waterfront Land Use Plan

The Waterfront Land Use Plan, including the Waterfront Design and Access Element (“Waterfront Plan”), adopted by the Port Commission in 1997, is the Port's official policy document to guide land use and development along the San Francisco waterfront under the Port's jurisdiction. The Waterfront Design and Access Element includes comprehensive policies and standards to establish a network of existing and new waterfront open spaces, view corridors, historic preservation and architectural excellence, with the grand objective of knitting together waterfront development with public access and amenities that invite public enjoyment and appreciation of the San Francisco Bay waterfront.

Site specific policies for SWL 337 in the Waterfront Plan call for further community planning to develop a long-term use program that coordinates with planning and development in Mission Bay. The public planning meetings and workshops conducted by the Port prior to issuance of this RFQ/P has addressed most of this requirement. As part of the entitlements for the Development Agreement and Lease with the selected developer, the Waterfront Land Use Plan will need to be updated to reflect the improvements specified for SWL 337 and, if applicable,

Pier 48. The development project, lease and LDDA must comply with the Waterfront Plan, as amended, and will be the responsibility of the developer.

2. Port Building Code

The Port, acting in its regulatory capacity, will issue the building permits for project construction, including site preparation, infrastructure and utility improvements, and architectural and signage design review and approvals. The developer must follow all the Port's specific building requirements. The Port follows its own Building Code, which is available on the Port web site. For Pier 48 (if included), developers may propose rehabilitation treatments that comply with the State Historic Building Code as an alternate to the Port Building Code, which would still be reviewed and approved by the Port. These improvements would be the developer's responsibility.

3. LEED™ and Green Building Provisions

Consistent with the objectives for this offering, the project should serve as a model of sustainable development. The Leadership in Energy and Environmental Design (LEED™) rating system is the nationally accepted benchmark for the design, construction, and operation of high performance green buildings.

In addition, the City is considering adoption of a Green Building Ordinance, which is expected to be in force before the Mixed Use Project is entitled. In light of the high standards for sustainability set forth in the Objectives and Criteria for the Mixed Use Project in this RFP, the selected Respondent will be required to incorporate any green building and sustainability requirements in effect for City developments at the time the Port approves the transaction documents for the project. The Port will regulate compliance with green building or other applicable sustainability requirements through the review of Port building permit applications and the Waterfront Design Advisory Committee design review process.

4. Stormwater Controls/Water Resources Management

Consistent with the Port's efforts to increase sustainability practices and its efforts to reduce or avoid additional demand on the Southeast Water Pollution Treatment Facility, the selected Respondent must implement a stormwater management approach for the project in accordance with requirements set forth in the San Francisco Stormwater Design Guidelines Manual, as implemented through the Port's regulatory review through issuance of Port building permits. The Stormwater Design Guidelines Manual emphasizes the use of natural-based stormwater management practices such as bioswales, bioretention, rain gardens, green roofs and rainwater harvesting. Facility stormwater management should integrate with and enhance the public and common open spaces created in the project. The Port encourages integration of stormwater controls with other project elements promoting sustainability (e.g., use of rainwater harvesting/cisterns to promote water conservation). Water quality should be protected by avoiding the use of toxic materials on the Site during development and for future maintenance. Low impact landscaping incorporating native vegetation and future Integrated Pest Management strategies must be implemented to protect water quality. Discharge of stormwater to the San Francisco combined sewer system is prohibited. Compliance with these requirements will be the selected Respondent's responsibility.

5. Historic Preservation Standards

Any improvements proposed for Pier 48, if included in development proposals, must comply with Secretary of the Interior Standards for Historic Rehabilitation. If the developer proposes to take advantage of the Federal Historic Preservation Tax Credit program, the California Office of

State Historic Preservation and the National Park Service will review the project for consistency with the Standards. If no Federal tax credits are proposed, historic preservation will be conducted by Port historic preservation experts, with consultation with historic preservation experts at the San Francisco Planning Department, prior to issuance of the Port building permits that allow the specified construction for Pier 48. Compliance with these requirements will be the responsibility of the developer.

C. San Francisco Planning Department

The San Francisco Planning Department maintains a traditional municipal planning role in establishing land use policies and administering the City's General Plan, Planning Code, and Zoning Map. Currently, SWL 337 has two zoning classifications. Approximately 10 acres of SWL 337 fronting on Third Street and China Basin are zoned MB-OS, where public open space and parkland is the exclusive or principle use, with provisions for incidental uses supportive of recreational use. Within the MB-OS zone, Planning Code Section 985 allows temporary uses to occupy the site for up to 10 years, consistent with specified conditions, including authorization by the Zoning Administrator. The remaining six acre portion of the site immediately opposite Piers 48 and 50 is zoned M-2, where industrial, maritime and commercial uses are permitted. (See SF Planning Code Sections 210.6, 215-227, and 916 for more details). These six acres also fall within the 40-X height and bulk district. The development proposal resulting from this RFP is anticipated to require a zoning reclassification of the site to correspond with the development proposal resulting from the RFP. Any amendment to the San Francisco General Plan, Planning Code or Zoning Map, as may be determined to be required by the Planning Department, must be approved by the San Francisco Planning Commission and Board of Supervisors and is the responsibility of the developer. The rezoning and any Planning Commission approvals may result in the requirement of development exactions and fees, which will be the responsibility of the developer.

1. Environmental Review

The selected Respondent will be required to submit an Environmental Evaluation application with the San Francisco Planning Department, and must comply with all applicable environmental review requirements pursuant to the California Environmental Quality Act (CEQA). The Planning Department also is the lead agency for environmental review for all public and private projects in San Francisco. The completion of CEQA review, including any CEQA administrative appeal processes, is required before the Port Commission, Board of Supervisors or other decision-makers can approve the Mixed Use Project and/or execute a lease.

D. San Francisco Board of Supervisors

The Lease may be subject to: (1) Administrative Code Chapter 29, which requires the developer to obtain a Board of Supervisors determination that the project is fiscally feasible and responsible before filing its application for environmental review of the Mixed Use Project if the estimated cost of the Mixed Use Project exceeds \$25 million, and the developer estimates that \$1 million or more of the predevelopment, planning or construction costs of the project will be paid from public funds, excluding city staff costs but including concessions such as rent credits; and (2) Section 9.118(c) of the San Francisco City Charter, which requires approval by the Board of Supervisors for leases in excess of ten years or more, or anticipated revenues of one million dollars or more in total revenue. In addition, the Board of Supervisors is the decision body for any appeals of CEQA environmental document determinations made by the Planning Commission. Finally, zoning reclassifications require approval by the Board of Supervisors

following approval by the Planning Commission. The developer will be responsible for securing any of these approvals, if required.

E. San Francisco Bay Conservation and Development Commission (“BCDC”)

BCDC is a state agency with planning and permitting authority over San Francisco Bay and lands within 100 feet of the shoreline. Its primary mandates under the McAteer-Petris Act are to avoid or minimize filling of San Francisco Bay, and to promote maximum feasible public access to the shore.

BCDC’s comprehensive policies are contained in the San Francisco Bay Plan. In addition, BCDC has adopted other planning documents that focus on specific areas, two of which are applicable to the San Francisco waterfront: the BCDC San Francisco Waterfront Special Area Plan (Special Area Plan), and the Bay Area Seaport Plan which BCDC co-sponsors with the San Francisco Bay Area Metropolitan Transportation Commission (MTC). The Seaport Plan currently designates Pier 48 as a future site for neobulk (large, numerous products that are not shipped in containers) cargo shipping, and the eastern six acres of SWL 337 adjacent to Pier 48 and 50 as a “Port priority” to provide backland area for potential cargo operations. Development proposals for SWL 337 and, if included at the developer’s option, Pier 48, would require an amendment to the Seaport Plan, which also is a condition for allowing non-trust leases under SB 815. The Port and developer will be cosponsors to secure amendments to the Seaport Plan.

The BCDC Special Area Plan contains BCDC’s collective policies for the entire San Francisco Bay waterfront, including cross-references to the Seaport Plan. An amendment to the Seaport Plan may also trigger the need to amend the Special Area Plan. The Special Area Plan for this area south of China Basin Channel also include Replacement Fill policies, which trigger use restrictions limiting uses of pile-supported piers that undergo major repairs (including seismic retrofit) to water-dependent uses. In light of the fact that the Port has completed major repairs to support the cargo and maritime uses for which the site is currently dedicated, any development proposal that includes at its option Pier 48 would require consultation with BCDC to determine whether the Replacement Fill policies would be applicable.

Any development project at the Site must include shoreline improvements along China Basin Channel, which falls within BCDC’s permitting authority, and thus requires issuance of a BCDC permit for the Mixed Use Project. The Port will be a co-applicant for any BCDC plan amendments or permits; however, the selected developer will be solely responsible for obtaining approvals and for complying with all BCDC requirements and conditions.

Key documents are on BCDC’s website (<http://www.bcdc.ca.gov>), including, but are not limited to:

- California Government Code Sections 66600 et seq., as amended (the McAteer Petris Act) (<http://www.leginfo.ca.gov/calaw.html>)
- The San Francisco Bay Plan, as amended
- BCDC’s San Francisco Waterfront Special Area Plan, as amended
- BCDC’s Shoreline Spaces: Public Access Design Guidelines for the San Francisco Bay
- BCDC’s and MTC’s San Francisco Bay Area Seaport Plan, as amended

F. U.S. Army Corps of Engineers

The San Francisco Bay and shoreline is within the jurisdiction of the Corps. To the extent that a project involves construction work in the water of the San Francisco Bay, such as placement of new pilings or dredging, review by the Corps may be required, which will be the responsibility of the developer. The primary purposes of the Corps' activities in this regard are to maintain the navigability of waters, to prevent the filling of wetlands and to protect and enhance water quality and biological resources.

G. Regional Water Quality Control Board ("RWQCB")

The RWQCB is the state agency responsible for the implementation of both state and federal water quality control laws (Porter-Cologne Act and Clean Water Act). A permit from the agency would be required for any discharges to waters of the State, including dredged materials which, if applicable to the selected Respondent's proposal, will be the responsibility of the developer.

V. OTHER PROJECT REQUIREMENTS

A. Equal Opportunity

The Port Commission encourages the participation of disadvantaged local business enterprises in this RFP opportunity. The selected Respondent will be encouraged to consult with the City's Human Rights Commission to determine appropriate methods for promoting participation by disadvantaged business enterprises in this opportunity. The City's list of certified Local Business Enterprises may be accessed through the following URL:
(http://sfgov.org/site/uploadedfiles/sfhumanrights/directory/vlist_1.htm).

B. Prevailing Wages

The Port will require the selected Respondent to pay prevailing wages in the construction of the project in accordance with prevailing wage and labor standards adopted by the Board under San Francisco Administrative Code Section 6.22.

C. Diesel Fuel Measures

The selected Respondent must minimize exhaust emissions from operating equipment and trucks at the Site. At a minimum, the selected Respondent must maintain vehicles and equipment in good condition and well-tuned to minimize emissions, ensure that vehicles and equipment run only when necessary, and prohibit running engines when vehicles and equipment are not in use or when queuing. The selected Respondent must also make good faith efforts to use low-emission diesel fuel or alternative low-emission fuels for all petroleum hydrocarbon-powered equipment used on the Site, and to explore emerging new technologies for reducing diesel particulate matter, such as catalytic particulate traps, which currently are under study by the California Air Resources Board. "Good faith efforts" will include identifying sources of viable alternative low-emission fuels, retrofitting or purchasing new or late-model equipment to utilize alternative low-emission fuels to the extent reasonably feasible and practicable.

D. Hazardous Materials Rules and Regulations

The selected Respondent will be responsible for ensuring compliance with all federal, state and local regulations governing the testing and disposal of any hazardous materials on the Site. This includes compliance with the City's Maher Ordinance (Health Code Article 22A and Public Works Code Article 20), which sets forth soils investigation and other requirements for any project that disturbs 50 or more cubic yards of material.

E. Liquor, Food Service and Business Licenses

The selected Respondent will be solely responsible for obtaining any liquor license(s) from the California Department of Alcoholic Beverage Control, any other required licenses from the City's Department of Public Health and Treasurer/Tax Recorder, and any permits required for proposed uses, such as Place of Entertainment or Dance Hall Keeper permits from the San Francisco Police Department.

F. Conflicts of Interest

The Port reserves the right to disqualify and deem non-responsive any Respondent on the basis of any actual or apparent conflict of interest that is disclosed by the proposal or other information submitted or available to the Port. The Port's determination of an actual or apparent conflict of interest will be made in its sole discretion.

The selected Respondent will be required to agree to comply fully with and be bound by the applicable provisions of state and local laws related to conflicts of interest, including Section 15.103 of the City's Charter, Article III, Chapter 2 of City's Campaign and Governmental Conduct Code, and Sections 87100 et seq. and Section 1090 of the California Government Code. The selected Respondent will be required to acknowledge that it is familiar with these laws; certify that it does not know of any facts that constitute a violation of these provisions; and agree to notify the Port immediately if the Respondent becomes aware of any fact constituting a violation during the term of the Lease.

Individuals who will perform work for the Port on behalf of the selected Respondent might be deemed consultants under state and local conflict of interest laws. If so, these individuals will be required to submit a Statement of Economic Interests, California Fair Political Practices Commission Form 700, to the City within 10 calendar days of the Port's selection of the selected Respondent.

G. Respondents' Obligations under the Campaign Reform Ordinance

Respondents must comply with Section 1.126 of the San Francisco Campaign and Governmental Conduct Code (the "Campaign Reform Ordinance"), which applies to contracts with the City (including the Port) valued at more than \$50,000 for the rendition of personal services, the furnishing of any material, supplies or equipment, the sale or lease of any land or building, or a grant, loan or loan guarantee that is subject to approval by a city elective officer, or the board on which that city elective officer serves. The Campaign Reform Ordinance prohibits contractors from making any contribution to any city elective officer, or any candidates for that office, or any committee controlled by the elected officer, or any board on which an appointee of the elected officer serves at any time between commencement of negotiations and the later of either: (1) the termination of negotiations for the contract; or (2) six months after the date the contract is approved. A person subject to the ordinance is prohibited from making contributions to:

- the officer's re-election campaign
- a candidate for that officer's office
- a committee controlled by the officer or candidate.

The negotiation period begins with the first point of contact, either by telephone, in person, or in writing, when a contractor approaches any city officer or employee about a particular contract, or a city officer or employee initiates communication with a potential contractor about a contract. The negotiation period ends when a contract is awarded or not awarded to the contractor. Examples of initial contacts include: (i) a vendor contacts a city officer or employee to promote himself or herself as a candidate for a contract; and (ii) a city officer or employee contacts a contractor to propose that the contractor apply for a contract. Inquiries for information about a particular contract, requests for documents relating to a solicitation, and requests to be placed on a mailing list do not constitute negotiations.

Violation of the Campaign Reform Ordinance may result in the criminal, civil, or administrative penalties. For further information, interested parties should contact the San Francisco Ethics Commission at (415) 581-2300.

H. Other City Requirements

The selected Respondent will be subject to, and responsible for, all taxes and assessments attributable to the leasehold interest in the Site, including possessory interest taxes on the assessed value of the leasehold interest and other applicable city sales, parking and payroll taxes.

VI. RFP SCHEDULE AND SUBMITTAL REQUIREMENTS

RFP issued:	May 27, 2008
Pre-submittal conference:	June 17, 2008, at 2:00 p.m. Pacific Daylight Savings Time ("PDT"),
Latest date for submission of written questions:	August 4, 2008, at 5:00 p.m. PDT
Proposal deadline:	August 27, 2008, at 4:00 p.m. PDT
Commission presentation(s):	September 9, 2008
Public Workshop for Respondent Presentations and Public Comment on Proposals	September 15, 2008
Interview(s):	Week of September 22, 2008 (tentative)
Port Commission consideration of selected Respondent:	December 2008 (tentative)
Exclusive negotiations begin:	January 2009 (tentative)

A. Pre-Submittal Conference and Questions

Interested parties are strongly encouraged to attend a pre-submittal conference on June 17, 2008 at 2:00 p.m. Pacific Daylight Savings Time ("PDT") at the Port's offices at Pier 1, San Francisco, California. Additional pre-submittal conference and tours of the premises may be conducted for the RFP Respondents. Port staff will address questions and provide any new information then available. Interested parties may address questions to Port staff at the pre-submittal conference. Questions may be answered orally at the conference and the tour. Port staff also will provide written responses to substantive and procedural questions raised at the pre-submittal conference and the tour, which may clarify oral responses previously given. Only written responses will be deemed final.

Any requests for information concerning, or for modification or clarification of, this RFP, other than those raised at the pre-submittal conference and the tour, must be submitted in writing before August 4, 2008 to: Phil Williamson, Port of San Francisco, Pier 1, San Francisco, California 94111, by delivery between 8:00 a.m. and 5:00 p.m. to the Port at its main reception area in Pier 1, or by email to phil.williamson@sfport.com, or to facsimile number (415) 732-0453. Except for inquiries at the pre-submittal conference and the tour, no oral inquiries, including voicemail messages, will be answered.

Written responses to all questions directed to Port staff at the pre-submittal conference and the tour or in writing by the specified date will be posted on the Port's web page for this RFP, and notice of the posting will be sent to all interested parties who register with the Port before the deadline specified above. Respondents are presumed to have received any and all information contained in this RFP, disseminated at the pre-submittal conference and tour, transmitted to registered parties and posted on the Port's web page for this RFP. Therefore, the Port strongly

recommends that interested parties register for this RFP and consult the website frequently to determine if new information relating to this RFP is available.

B. Submittal Format

In order to be complete, any proposal submitted to the Port must include 30 numbered sets of the information requested below, with the exception of proprietary financial information requested in Section F below. All other documents should be submitted in electronic form (Adobe Acrobat .pdf format) on a digital versatile disk (DVD) as well as by hard copy. In addition, Respondents must provide electronic copies of concept plans and graphics formatted to enable the Port to post them on the Port's website and print hard copies to distribute in public meetings. Files for posting shall not exceed 5 megabytes in size though respondents may submit a series of files under 5MB to comply with this requirement.

A Respondent's failure to provide complete responses to any of the categories of information requested in paragraphs D-G below will result in the Port determining the proposal to be non-responsive.

Proposals must be prepared and submitted in an organized and efficient manner, incorporating no-/ low -waste standards in the production of reports and submittals. Information must be printed on recycled paper, double-sided to the greatest extent possible, with a minimum amount of packaging materials. No page limitation is imposed, but brevity is appreciated. Page numbers are required and tab dividers would be appreciated. Proposals must be submitted in 8½ x 11 inch format (with the exception of separate design concept and other diagrams). By submitting responses to this RFP, Respondents duly authorize the Port to post the Design and Development Submittal on the Port’s website, www.sfport.com, which will be available for public review.

Submittal Requirement Summary

Development & Design Submittal Requirements	Evaluated by SWL 337 Advisory Panel
<ol style="list-style-type: none"> 1. Provide 30 numbered sets 2. Produce with no/low waste materials 3. Will be posted to Port’s Website 4. Size Limit for Individual Files: 5 MB 	
Development Concept	Please provide in 8 ½ ” x 11” format
<ol style="list-style-type: none"> a. Land Use Program b. Phasing Plan 	
Conceptual Drawings & Maps	Other formats ok; may be submitted separately from main document
<ul style="list-style-type: none"> • Site Plans • Sections 	

Submittal Requirement Summary (con't)

Technical Development Requirements

Evaluated by Port staff, consultants and SWL 337 Advisory Panel

Transportation Demand Management Plan

Please provide:

Technical Description of Development Program

- In 8-1/2 " x 11" format, produced with no/low waste materials

Economic Return to the Port

- 30 copies of TDMP and Technical Description of Development Program

Development Funding

- 10 copies of Development Funding, Economic Viability, and Qualifications information-

Economic Viability of Proposal (Pro Forma Analysis)

Statement of Qualification

Financial Capacity

Reviewed by Port Staff only

Other Submittal Requirements

Earnest Money Deposit

Required Forms and Disclosures

C. Development & Design Submittal Requirements

Provide a narrative description presenting the concept, development program, and operational and management plan for the proposed project, which includes the following items.

1. Development Concept. The Development Concept Plan information and graphics must be formatted to enable the Port to post directly as a document on its website, available to the public.
 - a. Land Use Program: Describe the uses and type of land uses proposed, including quantification of units, rooms, building and land area. Include description of the proposed development program, including mix of uses, types of uses, and square footages, dwelling units, hotel rooms, open spaces acres, parking spaces and other appropriate quantities to describe the development program. Respondents shall fill in the land use program form attached in **Appendix J**.
 - b. Architectural and Urban Design Concept: A narrative description and discussion of the architectural and urban design approach to the Mixed Use Project, including architectural character, building densities, description of height and bulk of any proposed tower structures, street-level views and pedestrian character, and how site design incorporates smart transportation strategies and other design elements.
 - c. Development Site Plan: Conceptual description and materials which illustrate the location and general gross square footage of land uses and other major features of the Mixed Use Project, including character of parks and other public spaces, concepts for street design (including pedestrian circulation, vehicular access and any alternative transportation modes), and features or installations to meet sustainable design principles. Include a discussion of how the Development Concept would achieve the Development Objectives and Criteria stated in the RFP.

- d. Open Space Network: Narrative and graphic representations and/or illustrations that explain the layout, character and qualities of major shoreline open space; and how neighborhood open spaces are provided and distributed through the Site and relates and interacts with developed uses to make the project publicly oriented. Describe any proposed recreational programming within the open space network, and how it meets public trust and sustainable design principles. Describe how the proposed public access and open space improvements and amenities relate to and support adjacent or nearby uses proposed.
- e. Open Space Maintenance Program: A proposed budget and operations program, to be provided by the Respondent to maintain the major public park proposed at the north end of the Site, and network of other public open spaces throughout the rest of the Site throughout the proposed lease term of the Project. Include within the open space maintenance program any proposed assignments to other entities, if applicable, of operation and maintenance responsibility for certain elements of the open space network.
- f. Transportation Demand Management Plan (TDMP): Proposal which identifies how the Mixed Use Project is designed and programmed to meet City Transit-First and sustainability objectives, as required in the Development Objectives for this RFP; proposes the management and operations of any parking proposed for the Site to maximize shared use; and substantively demonstrates that off-site parking facilities within 10 minutes walking distance of AT&T Ballpark have been considered or secured on a long-term basis, to meet a portion of the parking demand of the Mixed Use Project. The shared parking program must include estimates of parking availability on nights and weekends to be available to serve Giants games and events, and associated operational cost estimates. Further information, direction and requirements for Respondents formulation of its TDMP are presented in **Appendix F**.

The TDMP proposals will be reviewed by the SWL 337 Advisory Panel, and Port staff with consultation with City staff from the Municipal Transportation Agency, as part of the evaluation of Respondents' RFP proposals

- g. Phasing Plan: Provide a timeline from Commission authorization of exclusive right to negotiate to beginning of operations. Include the projected phasing of all infrastructure, public amenities and development. Respondents shall fill in the land use program form attached in **Appendix J for each phase**.
- h. Describe the business plan for start-up and marketing.
 - i. Operations Plan: Describe the proposed operations plan.
 - ii. Description of the operational and management plan for the proposed project and how it would achieve the Development Objectives and Criteria stated in the RFP.
 - iii. Description of potential occupants and operations, including sub-tenancies, including concurrence of key sub-tenants as evidenced by signed and executed letters of intent.
 - iv. Describe the management and operational structure of the business, staffing and business hours. Describe community hiring plans and contracting opportunities that may arise from the operation.

2. Preliminary Conceptual Drawings & Maps

- a. Provide sketches, perspective views, sections and elevations, graphics and other graphic representations illustrating the character the development team envisions for the site, including architectural creativity and quality; urban design and three-dimensional representations, the quality of the public realm (e.g., streets and plazas), and the character of public open space and other public amenities. Include the following:

- b. A preliminary conceptual site plan prepared at a scale of not less than 1"=32' containing, as applicable, the following information:
 - i. Site and location of proposed uses;
 - ii. The location and sizes of all proposed buildings, structures and improvements;
 - iii. The maximum height of all buildings;
 - iv. The density and type of uses; and
 - v. Circulation system which shows how major uses relate to points of access to public rights-of-way to and within the Site, for walking, bicycling, public transit, motor vehicles and other modes of travel.
- c. Preliminary conceptual building elevations and sections.

D. Technical Submittal Requirements

The technical submittal includes the Respondent qualifications, technical development details and analysis of the economic viability of the proposal. The Port intends to distribute these documents for review to Port staff, consultants and Advisory Panel. These documents will not be posted on the Port's website or otherwise made public during the review process. However, these documents are subject to Sunshine Ordinance (Administrative Code Section 67.24(e)), and all responses and other communications from interested parties must be open to inspection by the public upon request immediately after a contract is awarded. Proprietary financial information submitted by a Respondent in response to this RFP will not be disclosed until and unless that Respondent is awarded the Lease.

1. Technical Description of the Development Program

The Developer shall submit technical descriptions to describe their project including the following:

- a. A detailed description of the proposed development including proposed improvements, assumptions about estimated development cost, financing plan (debt and equity listed by source), construction, and take-out financing, development team and project timeline including City required entitlements of regulatory approvals.
- b. A detailed description of how the proposed development and tenant mix will attain the goals and objectives of this RFP, supported by any applicable documentation.
- c. A description of the proposed commercial tenant mix including any expressions of interest that the Respondent has received and indication of prior relationships with identified tenants/tenant types. If residential is proposed, the Respondent must describe proactive measures that will be taken to mitigate or eliminate potential conflicts between the different uses of the development, particularly residential and commercial use compatibility. For any proposed housing preferences, the Respondent must provide a legal analysis of the application of fair housing laws to the proposed preference.
- d. A detailed development budget including a summary of all anticipated predevelopment costs. Indicate source(s) of working capital to undertake all predevelopment activities up to construction loan closing. Using standard estimating techniques, provide an overall (total) development budget, including all hard and soft costs from preconstruction through completion of marketing.

- e. A market study/justification that clearly supports conclusions regarding revenue assumptions and the viability of proposed tenancies. The Developer shall submit detailed market information for any specialized or non-standardized use (e.g. entertainment of special events venue, arts complex, etc.). With respect to residential uses; studies or justification that identify supported conclusions as to sizes of units, unit-mix, amenities, price structure, and absorption for optimizing market success on the Site.
- f. An estimated development schedule that includes all activities from predevelopment through completion and sale/rental of any residential units.

2. Economic Return to the Port

Provide a detailed presentation of the proposed lease terms, including the following:

- a. Guaranteed monthly Base Rent to be paid to the Port.
- b. Percentage and/or Participation Rent other rent structure for the Port's participation in gross income from the project.
- c. CPI and FMV periodic adjustments to Base Rent, including size and timing of adjustments.
- d. Periodic adjustments to percentage rental rates used for calculating Percentage Rent, including timing of adjustments and methodology for determination of adjustment.
- e. Rent to be paid to the Port monthly during construction.
- f. Length of lease term.
- g. Port participation in proceeds that developer receives from sale, transfer or refinancing of leasehold.
- h. Port's participation in any historic tax credit proceeds produced by the inclusion of Pier 48 in the Mixed Use Project.
- i. All other proposed lease terms so that the Port Commission fully understands the intent and basis of the proposal.

3. Development Funding

Provide description of all sources and uses of funds for construction of the improvements and permanent financing along with projected terms of such debt financing. Describe source(s) of equity, predevelopment and construction loans, and permanent financing necessary to undertake and complete the development and a list of underlying assumptions for the proposed development. Describe the financing plan, including all aspects of equity capital, acquisition and construction financing necessary to develop the Site.

- a. Provide a complete explanation of the financing arrangements, including how the proposed project will be funded and specifying the proportion of equity that is cash, the proportion of the equity that will be in the form of historic tax credits or other forms of tax credits or other investment vehicles, and the proportion of the funding that will be debt.
- b. Specifically identify the source(s) of all proposed project funding.
- c. Submit a written statement from each financing source that the equity and/or subordinate mortgage capital is available for funding the proposed project within the proposed development timeline and that the proposed project is consistent with the source's investment criteria for a project of this type and size.

4. Financial Viability of the Proposal

Provide detailed development pro forma including gross square foot values by use, land and construction costs, all development, engineering fees, etc., estimates of development costs, revenues by type, capital expenditures and operating expenses of the proposed project, in the form of a pro forma statement of cash flows for each year during at least the first 20 years of the Lease. The analysis shall clearly state assumptions to a degree sufficient for the Port to judge the validity of the estimates. The development cost breakdown must be in current dollars. The pro forma must provide a complete cost-revenue analysis that demonstrates the financial feasibility of the proposed development.

- a. The Statement of Cash Flows should detail in the following order:
 - i. Development costs, including all planning, design, permitting, construction, general conditions, overhead, etc.
 - ii. Revenues setting forth each operating department's revenues concluding in a total revenue line.
 - iii. Expenses concluding in a net income available for rent to the Port and debt service, and other non-operating expenditures. Identify operating
 - iv. Rental payments to Port (Base Rent and Percentage Rent).
 - v. Reserves, including replacement reserves, re-tenanting reserves, infrastructure replacement, etc.
 - vi. Debt Service (principal and interest)
 - vii. Cash Flow after Rent to Port, Reserves and Debt Service
 - viii. Capital Reserves
 - ix. Net Cash Flow Before Taxes

- b. In addition to a Statement of Cash Flows for the project as a whole, Respondent shall provide statement of Cash Flows for the following use components of the Proposal:
 - i. Public trust-consistent uses at SWL 337
 - ii. Parking
 - iii. Housing (including all levels of below-market priced units)
 - iv. Retail, by type (e.g. regional/visitor, neighborhood, local-based businesses)
 - v. Entertainment uses and Special Events (unless it is part of Pier 48)
 - vi. Pier 48

5. Statement of Qualifications

Though Respondents submitted qualifications as part of the RFQ and concept submittals, specific qualifications related to the development program submitted for this RFP are required to understand the Respondents RFP team's qualifications to implement their design and development proposal. Provide a narrative description of the Respondent and design team, including the following information in the form and order listed below. Respondent may resubmit or refer to the RFQ submittal for any part of the below requirements that Respondent believes was addresses fully in their previous submittal.

a. Respondent Identity

- i.** Identify and describe the development entity. Include the responsibilities, name, address, telephone and facsimile number of the principal developer and key team members, and any other information, including references, about the development entity that may be pertinent to this opportunity.
- ii.** Describe the intended role of each team member in the implementation of the project and the responsible entity in the organizational structure for day-to-day operations and ongoing property management
- iii.** Describe the Respondent's experience managing employees and labor during the construction and operation periods of comparable development. Provide any Project Labor Agreement relevant to the proposed project.
- iv.** Identify selected and prospective consultants, including licensed design professionals, and identify the lead person with each consultant.
- v.** Identify the legal entity with which the Port would contract, including any and all joint venture/limited partners and percentage interests and capital/equity committed to the entity. Provide federal tax identification number and date of incorporation/registration.
- vi.** Identify the person(s) in charge of negotiations, and key personnel who will be involved in decision making for the developer, including their relevant qualifications.
- vii.** Include résumés for all "key personnel" for the Respondent. Describe the roles and provide resumes describing the relevant experience and qualifications of all key personnel, identified above, who would implement the project. Identify the qualifications of all persons who will play a significant role in the operations, including their duties, years of experience, names of projects where they have worked and any other relevant information. Give the name, telephone number and address for at least 3 business references for the project manager and key members. The Port may, but is not obligated to, contact any or all of these references.
- viii.** Describe the key consultants and relevant experience, including financial, marketing, engineering, and environmental expertise.

b. Experience

- i.** Include all relevant experience of the development entity, including a list of developments in which the company or principal(s) has (have) been involved, indicating the date, size, cost, construction lender, location and the role of the Respondent in each development.
- ii.** Describe in greater detail the Respondent's involvement in similar developments to that proposed, including dates, locations, financing, size, total development cost, performance schedule including timeframe from purchase agreement to completion, marketing and sales performance, and contact references on successfully completed similar developments.
- iii.** Describe the Respondent's experience in other commercial or mixed-use developments in an urban setting, similar to the Site. Indicate unique

architectural and urban design features of the developments cited under this section.

- iv. List current projects in the design or development phase and capital commitment required of Respondent for each.
- v. Identify, describe, and provide photographs of at least 3 other similar ventures, including the financial and other types of participation of each member of the Respondent's team in each venture over time (include location, size, type of operation, project cost, sources of capital, success over time, current management/owner).
- vi. Describe at least 3 comparable sites owned, leased or operated by the Respondent. Describe each site's use, size, and type of operation, location (address); gross annual revenues received over time; years of operation; ownership interest; and any other relevant information. Provide photographs if available.

E. Financial Capacity Submittal Requirements

Respondents should submit three copies of financial information in a separate sealed envelope, designated "Financial Materials" with the rest of the proposal materials. Each Respondent must clearly mark any of the financial materials that it in good faith believes to be a trade secret or confidential proprietary information protected from disclosure under applicable law. To the extent permitted by law, the Port Commission will attempt to maintain the confidentiality of marked financial materials, but potential Respondents are cautioned that, in accordance with the Sunshine Ordinance (Administrative Code Section 67.24(e)), responses and other communications from interested parties must be open to inspection by the public upon request immediately after a contract is awarded. Proprietary financial information submitted by a Respondent in response to this RFP will not be disclosed until and unless that Respondent is awarded the Lease. Respondent may resubmit or refer to the RFQ submittal for any part of the below requirements that Respondent believes was addresses fully in their previous submittal.

1. Provide evidence of access to equity capital and financing resources to carry out proposed project, supported by:
 - a. The most recent available credit report and financial statements for the past 4 years of each principal partner and joint venture participant, including statement of changes in financial position and statements of any parent organizations and any materially relevant subsidiary units, identifying any projects with negative cash flows, amount of developer's recourse debt, any non-performing loans, and the amount of guarantees and/or contingent liabilities. Provide audited financial statements for firms with such audited statements or compiled financial statements with third-party testaments to assets and liabilities disclosed in the statements.
 - b. Letter(s) from lending institutions (not more than 3 months old) that demonstrate the existence of liquid assets or suitable unencumbered lines of operating credit to carry out the predevelopment activities and the ability to raise the necessary construction financing for the proposed development, including an appropriate permanent loan (take-out) commitment.
 - c. Evidence of the Respondent's liquid assets, or some acceptable form of equity, equal to the equity requirements of the prospective construction lender, but not less than 20% of the estimated development cost of the project.

2. Provide evidence regarding the Respondent's ability to raise additional equity and sources for such additional equity.
 - a. Indicate the source(s) and amount of available equity (including working capital) specifically earmarked for the development in the proposal.
 - b. Describe the Respondent's current relationships with lenders and ability to obtain necessary financing for the development proposed including recent history (last 2-3 years) in obtaining financing commitments, detailing type of project, financing source, amounts committed, etc.; and
 - c. Source of equity and/or subordinate mortgage capital for funding the Project.
 - d. Explain financing of the entity and the project:
 - i. How the entity will be capitalized;
 - ii. Sources of financing for the initial physical improvements to be installed at the Site; and
 - iii. Sources of working capital to cover operating costs and to adequately maintain operations at a high level from the start-up period through seasonal variations in revenue production.

If Respondent is unable to submit the above requirements, the Respondent may submit a report from a third party accounting or financial advisory firm that verifies the financial capacity to secure all the capital needs of the Respondent's project. The Respondent must obtain the Port's pre-approval of the third party firm and the scope of their assignment. Submittal of a third party report does not relieve the Respondent from the requirement to make all of the required information available to Port staff.

F. Other Submittal Requirements

1. Earnest Money and Performance Deposits

Each Respondent must submit with its proposal an earnest money deposit in the amount of \$100,000, payable to the "Port of San Francisco" in the form of a cashier's or certified check inclusive of any prior deposit currently held by the Port from the RFQ phase of this project. Proposals submitted without the earnest money deposit will be deemed non-responsive. Earnest money deposits will be held until the Port Commission has authorized exclusive negotiations with a Respondent, after which the Port will deposit the earnest money deposit of the selected Respondent.

Earnest money deposits will be refunded, without interest, to each Respondent not selected for exclusive negotiations. The earnest money deposit of the Respondent selected for exclusive negotiations will be non-refundable, whether or not exclusive negotiations result in agreement. If the Port and selected Respondent enter into a lease disposition and development agreement for the Site, the earnest money deposit will be applied to the performance deposit.

A performance deposit equal to five percent (5%) of the anticipated development cost of the project will be required at the time of execution of the lease disposition and development agreement and Lease for the Site. The performance deposit will not be applied toward base rent or the security deposit required under the Lease. Instead, the Port will retain the performance deposit until completion of project improvements, and refund the performance deposit to the selected Respondent upon the issuance of the Port's certificate of completion for the development. The Port has no obligation to pay interest on any deposit held.

2. Financial Standing, Taxpayer Responsibility & Disclosure Questionnaire and Respondent Certificate

Each Respondent must provide answers to and sign under penalty of perjury the Financial Standing, Taxpayer Responsibility & Disclosure Questionnaire and Respondent Certificate attached as **Appendix I**.

G. Submittal Deadline

Submittal Deadline:	Wednesday, August 27, 2008, at 4:00 p.m. PDT
Address for Submittals:	Port of San Francisco, Pier 1 San Francisco, California 94111 Att'n: Phil Williamson

Submittals must be received by the Port and include a \$100,000 earnest money deposit and all other required materials, in a sealed envelope before 4:00 p.m. PDT on Wednesday, August 27, 2008. All responses must be addressed to the attention of Phil Williamson, Project Manager, and marked "Request for Proposals Seawall Lot 337 Development Opportunity." The Port observes business hours of 8:00 a.m. to 5:00 p.m..

A Respondent may revise a proposal on its own initiative at any time before the deadline for submission of proposals specified above. A revised proposal must be received before the proposal submittal deadline. In no case will a statement of intent to submit a revised proposal, or commencement of a revision process, extend the proposal submittal deadline for any Respondent.

Late proposals, and proposals sent by facsimile or electronic mail, will not be accepted.

VII. EVALUATION OF PROPOSALS AND AWARD

A. Selection Process Generally

The RFP submittals will be reviewed by the SWL 337 Advisory Panel, and Port staff, who will be assisted by consultants to determine whether they are complete and responsive to the requirements of this RFP. Only proposals that are complete, responsive and meet all requirements of this RFP will be evaluated during the selection process. The Port will deem a proposal non-responsive and ineligible for consideration for any of the following reasons:

- The proposal does not include all categories of information specified in **Section VI** of this RFP.
- The proposal does not respond to all of the development objectives.
- The proposal is submitted after the deadline of 4:00 p.m., August 27, 2008.
- The proposal is submitted without the earnest money deposit.
- The proposal is submitted with incomplete or missing forms or attachments.
- The proposal includes information that is false or misleading.
- The Respondent has violated the Campaign Reform Ordinance.
- The Respondent has violated the Conduct Code.
- The proposal is transmitted by facsimile or electronic mail.

The Port will send a letter to any Respondent whose proposal is deemed non-responsive. The letter will be dated and deposited for delivery by first-class mail on the same date and will indicate the reason(s) that the proposal is deemed non-responsive.

Respondents will be required to present proposals and development teams to the Port Commission at a duly noticed public Commission meeting. Each responsive proposal will be evaluated and ranked for presentation to the Port Commission. The Port Commission will consider selection of a Respondent with which to enter into exclusive negotiations at a duly noticed public meeting.

The Port Commission is the sole decision-maker regarding this selection, in its sole discretion, and the Port Commission reserves the right to reject any or all proposals or to terminate exclusive negotiations at any time. The Port Commission, acting in its proprietary capacity as landlord, has authority to approve an agreement to enter into exclusive negotiations with the selected Respondent and must approve the Lease and related documents for the lease of and any improvements to the Site.

B. Selection Criteria

1. Evaluation Criteria

Evaluation of submittals will be based on how well the proposal responds to the Development Objectives and Criteria (Section II above), and submittal requirements, where evaluation of the financial proposal will constitute 40% of the overall evaluation weighting, and the Design and Development Submittal will constitute 60% of the overall evaluation weighting.

a. Design and Development Submittal: 60 Points

The SWL 337 Advisory Panel will use the SWL 337 Development Objectives and Criteria as the basis for reviewing all Design and Development Submittal. The Development Objectives and Criteria (as presented in Section II) will be given the following relative weightings:

- i. Land Use Objectives: 20%**
- ii. Open Space Objectives: 20%**
- iii. Transportation Objectives: 25%**
- iv. Neighborhood Character, Historic Resources and City Form Objectives: 25%**
- v. Sustainability Objectives: 10%**

b. Financial Proposal — 40 Points

Port staff will evaluate the financial proposal outlined in the Submittal Requirements **Section VI** above, including ground lease rent, participation/percentage rent, length of term, rent adjustments, maintenance and management responsibility, construction period rent, project schedule, financing plan and commitments, completion guarantee, and other criteria deemed appropriate by the Port.

i. Lease Terms

- (a) Guaranteed minimum base rent**

- (b) Other base rent terms including construction period rent & periodic adjustments
 - (c) Participation rent structure and estimates
 - (d) Port participation in proceeds that developer receives from sale, transfer or refinancing of leasehold
 - (e) Project Development and Financing Plan
 - (f) Construction and development costs for the proposed project
 - (g) Financing Plan including sources of debt and equity
 - (h) Validity of cash flow analysis including all development costs & timing, open space maintenance costs, project revenues, reserves, debt services, and operating expenses.
- ii.** Project Schedule & Completion Guarantee
- iii.** Other factors affecting the financial proposal will be evaluated, including but not limited to understanding and demonstrated ability and flexibility necessary to obtain key approvals and community and user support in a complex regulatory environment.
- iv.** Other factors considered will include:
- (i) Entitlement Risk
 - (j) Market Risk
 - (k) Financing Risk
 - (l) Operating Risk

	Evaluation and Selection Criteria Summary	Percent Scoring (100 Total Pts)
	<p>Quality of the Design and Development Submittal, which will include following considerations:</p> <ul style="list-style-type: none"> ▪ response to RFP development objectives ▪ character and quality of the development (e.g. street network, location of buildings and open space, connectivity to the surrounding area, massing and treatment of buildings, quality of open space, clarity in sustainability proposals ▪ quality of Transportation Demand Management Plan ▪ evaluation of development program against public trust principles 	60%
	<p>Strength of Financial Proposal based on proposed economic return to the Port, based on base rent and percentage rent or other forms of participation proposed by the Respondent</p>	40%
	<p>Financial capacity of the Respondent and economic viability of proposal, based on relevant factors such as:</p> <ul style="list-style-type: none"> ▪ ability to raise and commit funds for the project and continuing operations and maintenance ▪ adequacy of projected revenues to support the investment ▪ reasonableness of the cash flow analysis ▪ proposed capital investment for improvements 	Supports the evaluation of economic return
	<p>Experience, organization and reputation of the Respondent's team on complex projects, based on relevant factors such as:</p> <ul style="list-style-type: none"> ▪ history of on-time and on-budget projects ▪ economic success of similar ventures ▪ design excellence of completed projects ▪ clear lines of authority and responsibilities ▪ Team & key personnel qualifications ▪ availability of key team members ▪ ability to work with Port and community ▪ litigation and compliance record ▪ ability to comply with City Requirements 	Supports the evaluation of development concept and economic return

C. Seawall Lot 337 Advisory Panel and Port Staff Scoring

Following the Port's receipt of submittals in response to this RFP, the Port will implement the following evaluation process of timely, complete and responsive submittals from Respondents. The submittals will be reviewed and evaluated by the SWL 337 Advisory Panel previously appointed by the Port Executive Director. The Port reserves the right to make changes to the Advisory Panel. The SWL 337 Advisory Panel will review the submittals with staff and technical assistance provided by Port staff and its consultants.

The SWL 337 Advisory Panel will provide an independent assessment of Design and Development Submittals, based on the SWL 337 Development Objectives and Criteria presented in Section II. Port staff and consultants will contact references and industry sources and investigate previous projects and current commitments. In addition, financial proposals and Transportation Demand Management Plans submitted for this RFP will be thoroughly analyzed by Port staff with the assistance of independent consultants and City staff with technical expertise. This information will be made available to the Advisory Panel for consideration in its deliberations. The Advisory Panel will conduct interviews with the Respondents, with the participation of Port staff, transportation experts and, as determined by the Port, other consultants. The Advisory Panel will score and rank Design and Development submittals according to the evaluation criteria described herein, taking into consideration all available information including Respondent presentations and interviews. Port staff will score the financial proposals according to the evaluation criteria. The combined scoring from the Advisory Panel and Port staff will result in the recommendation of Developer Selection.

The Port reserves the right to request clarification or additional information from individual Respondents and to request that some or all Respondents make presentations to Port staff, the Port Commission, community groups and/or others. The Port further reserves the right to make an award without further clarification of proposals received.

D. Port Commission Determination

Based on the combined scoring of the SWL 337 Advisory Panel and Port Staff, Port staff will recommend a Respondent to the Port Commission for developer selection for the SWL 337 Mixed Use Project. The staff report may include information obtained during reference checks and other background information. Port staff will provide an electronic copy of the staff report containing the recommendations to all Respondents contemporaneously with publication of the Port Commission agenda.

The Port Commission, in its sole discretion, will determine whether to authorize exclusive negotiations, and if so, select the Respondent with which Port staff will negotiate exclusively. The selection of a Respondent will not imply the Port's acceptance of all terms of the selected Respondent's proposal, which will be subject to further negotiations and approvals before the Port may be legally bound.

E. Exclusive Negotiations

Upon Port Commission authorization of exclusive negotiations, Port staff and the selected Respondent will negotiate the terms of an Exclusive Negotiations Agreement ("ENA"). Typically, an ENA will contain time and performance benchmarks, including provisions for payment of liquidated damages and termination for non-performance, and provide for the Respondent to fund the Port's costs associated with project planning and review.

The period of exclusive negotiations may be extended solely at the Port's discretion for an extension period as determined by the Port Commission provided that the selected Respondent has met certain benchmarks. The fee for extending the period for exclusive negotiations will be

\$100,000, payable in advance of any extension period. If a satisfactory lease disposition and development agreement cannot be negotiated before the ENA, including any extensions, expires, the Port, in its sole discretion, may terminate negotiations with the selected Respondent and begin exclusive negotiations with the next highest ranked Respondent, conditioned on the Port's receipt of a new earnest money deposit from that Respondent.

During the period of exclusive negotiations, the following events are anticipated:

- A Lease and related documents for the lease and development of the Site in a final form approved by the City Attorney's Office will be negotiated incorporating specific terms, including the Port's and selected Respondent's respective responsibilities, the economic parameters, development standards and requirements, and a performance schedule.
- The selected Respondent will complete its due diligence review of the Site, finalize financial projections and complete preliminary site plans, including elevations and renderings for the Site.
- The selected Respondent will secure financial commitments for the proposed project from lenders and/or equity sources and preliminary sublease commitments from proposed anchor tenants.
- The selected Respondent, with the Port's cooperation, will complete the project approval processes and any required environmental review.

F. Approval of Transaction

Upon completion of any required environmental review and negotiations by Port staff, the Port Commission may, but is not required to, approve the Lease, the lease disposition and development agreement and any related documents. As noted above: (1) if the estimated cost of the Mixed Use Project exceeds \$25 million, and the developer estimates that \$1 million or more of the predevelopment, planning or construction costs of the Mixed Use Project will be paid from public funds, excluding city staff costs but including concessions such as rent credits, then the developer must obtain a determination from the Board of Supervisors that the project is fiscally feasible and responsible before filing its application for environmental review of the Mixed Use Project; and (2) if the Lease contains a term of 10 or more years or would generate anticipated revenues to the Port of \$1 million or more, the Lease will be subject to approval by the Board in its sole and absolute discretion.

VIII. OTHER TERMS AND CONDITIONS

A. Respondent's Duty to Investigate

1. It will be the sole responsibility of the selected Respondent to investigate and determine conditions of the Site, including existing and planned utility connections, and the suitability of the conditions for any proposed improvements.

2. The information presented in this RFP and in any report or other information provided by the Port is provided solely for the convenience of the interested parties. It is the responsibility of interested parties to assure themselves that the information contained in this RFP or other documents is accurate and complete. The Port and its advisors provide no representations, assurances or warranties pertaining to the accuracy of the information.

3. Respondents are responsible for reviewing all portions of this RFP and any other information provided by the Port in relation to this RFP. Respondents are to notify the Port in writing of any ambiguity, discrepancy, omission or other error in this RFP promptly

after discovery, but in no event later than 15 business days before the deadline to submit proposals. Modifications and clarifications will be made by addenda as provided below.

B. Conditional Nature of Offering

1. The issuance of this RFP does not constitute an agreement by the Port that the Port Commission will actually enter into any contract. The Port expressly reserves the right at any time to:

- Waive any technical defect or informality in any response, proposal or proposal procedure that does not affect or alter its substantive provisions;
- Reject any or all proposals;
- Suspend any and all aspects of the process indicated in this RFP;
- Amend this RFP;
- Terminate this RFP and issue a new request for proposals;
- Request some or all Respondents to revise submittals;
- Select a tenant by any other means;
- Offer new leasing opportunities in the area at any time;
- Extend deadlines for accepting proposals, or accept amendments to proposals after expiration of deadlines;
- Determine that no project will be pursued; or
- During negotiation, expand or contract the scope of the leasing opportunity, including adding or subtracting areas to or from the Site, or change the concept from that initially proposed in order to respond to new information, community or environmental issues, or opportunities to improve the financial return to the Port from the project or enhance public or maritime amenities.

2. Failure by the Port to object to an error, omission or deviation in any proposal will in no way modify this RFP or excuse Respondents from full compliance with the requirements of this RFP or the Lease.

3. The Port may modify, clarify and change this RFP by issuing one or more written addenda. Addenda will be posted on the Port's website, and notice of the posting will be sent by electronic mail to the address stated in the registration form of each registered Respondent. The Port will make reasonable efforts to notify interested parties in a timely manner of modifications to this RFP, but each Respondent assumes the risk of submitting its proposal on time and receiving all addenda and information issued by the Port. Therefore, the Port strongly encourages interested parties to check the Port's website page for this RFP frequently.

C. Respondent Selection Does Not Guarantee Project Approval

1. The Port Commission's selection of a Respondent and authorization to commence exclusive negotiations may not be construed as an approval of the proposed uses.

2. The Port will not enter into any lease for the Site until environmental review is complete. If the project is found to cause significant adverse impacts, the Port retains absolute discretion to require additional environmental analysis, and to: (1) modify the project to mitigate significant adverse environmental impacts; (2) select feasible alternatives that avoid significant adverse impacts of the proposed project; (3) require the implementation of specific measures to mitigate the significant adverse environmental impacts of the project, as identified upon environmental evaluation in compliance with applicable environmental law; (4) reject the project as proposed if the economic and social benefits do not outweigh otherwise unavoidable significant adverse impacts of the project; or (5) approve the project upon a finding that the economic and social benefits of the project outweigh otherwise unavoidable significant adverse impacts.

3. In awarding this opportunity and finalizing any lease, the Port may modify, refine and otherwise clarify the permitted uses to reflect the selected proposal, provided that the changes do not change the overall substance of the proposal.

4. The selected Respondent will be responsible for obtaining all government approvals required for the development of the Site and paying all permit and processing fees related to the development. Approvals for the project are likely to be required from governmental agencies other than the Port. The selected Respondent will be responsible for all development exactions and fees that are required as conditions of approvals by governmental agencies. In issuing this RFP, the Port makes no representations or warranties about which government approvals will be required, or that the necessary governmental approvals to allow the development of the Site will be obtained.

5. The Port is issuing this RFP in its capacity as a landowner with a proprietary interest in the selected proposal and not as a regulatory agency of the City. The Port's status as an agency of the City will in no way limit the obligation of the selected Respondent to obtain approvals from City departments, boards or commissions with jurisdiction over the project.

D. Objections

1. RFP Terms

Should any interested party object on any ground to any provision or legal requirement set forth in this RFP, that party must provide written notice to the Port setting forth with specificity the grounds for the objection no more than 14 calendar days after the RFP is issued. Failure to object in the manner and within the time set forth in this paragraph will constitute a complete and irrevocable waiver of any objection.

2. Notice of Non-Responsiveness

Should a Respondent object on any ground to a determination that its proposal is non-responsive to this RFP, that party must provide written notice to the Port setting forth with specificity the grounds for the objection no more than 7 calendar days after the date of the letter notifying the Respondent of the Port's determination of non-responsiveness. Failure to object in the manner and within the time set forth in this paragraph will constitute a complete and irrevocable waiver of any objection.

3. Selection of Respondent for Exclusive Negotiations

Should any interested party object on any ground to the Port Commission's authorization to proceed with exclusive negotiations with a selected Respondent, that party must provide written notice to the Port setting forth with specificity the grounds for the objection no more than 7 calendar days after the date of the Port Commission hearing at which exclusive negotiations are authorized. If a respondent files a timely objection, the Commission's authorization to enter into exclusive negotiations with the selected Respondent will not be binding until the Commission denies the protest. A Commission decision to grant the protest will void its prior authorization. Failure to object in the manner and within the time set forth in this paragraph will constitute a complete and irrevocable waiver of any objection.

4. Delivery of Objections

Objections must be submitted in writing, addressed to the person identified on the cover sheet of this RFP and delivered to the Port receptionist during business days between the hours of 8:00 a.m. and 5:00 p.m. in the Port's main reception area in Pier 1 by the dates due in order to be considered. If an objection is mailed, the objector bears the risk of nondelivery by the deadlines specified above. Objections should be transmitted by a means that will provide written confirmation of the date the Port received the objections.

E. Claims Against the Port

No Respondent will obtain by its response to this RFP, and separately by its response waives, any claim against the Port by reason of any or all of the following: any aspect of this RFP, any part of the selection process, any informalities or defects in the selection process, the rejection of any or all proposals, the acceptance of any proposal, entering into exclusive negotiations, conditioning exclusive negotiations, terminating exclusive negotiations, approval or disapproval of plans or drawings, entering into any transaction documents, the failure to enter into a lease or lease disposition and development agreement, any statements, representations, acts, or omissions of the Port, the exercise of any discretion set forth in or concerning any of the above, and any other matters arising out of all or any of the above.

F. Sunshine Ordinance

All communications about this RFP are subject to the San Francisco Sunshine Ordinance. Neither the Port nor the City will be responsible under any circumstances for any damages or losses incurred by a Respondent or any other person or entity because of the Port's release of information in response to a public disclosure request. In accordance with Section 67.24(e)(1) of the San Francisco Administrative Code:

Contracts, contractors' bids, responses to requests for proposals and all other records of communications between [the Port] and persons or firms seeking contracts will be open to inspection immediately after a contract has been awarded. Nothing in this ordinance requires the disclosure of a private person's or organization's net worth or other proprietary financial data submitted for qualification for a contract or other benefit until and unless that person or organization is awarded the contract or benefit. Information covered by this provision will be made available to the public upon request.

G. Financial Obligations

1. The Port accepts no financial responsibility for any costs incurred by a Respondent in responding to this RFP.
2. The Port will not pay a finder's or broker's fee in connection with this RFP. Respondents will be solely responsible for the payment of all fees to any real estate broker(s) with whom the Respondent has contracted.

H. Proposals Become Port Property

All proposals submitted will become the property of the Port and may be used by the Port in any way deemed appropriate.

I. Nondiscrimination Policy

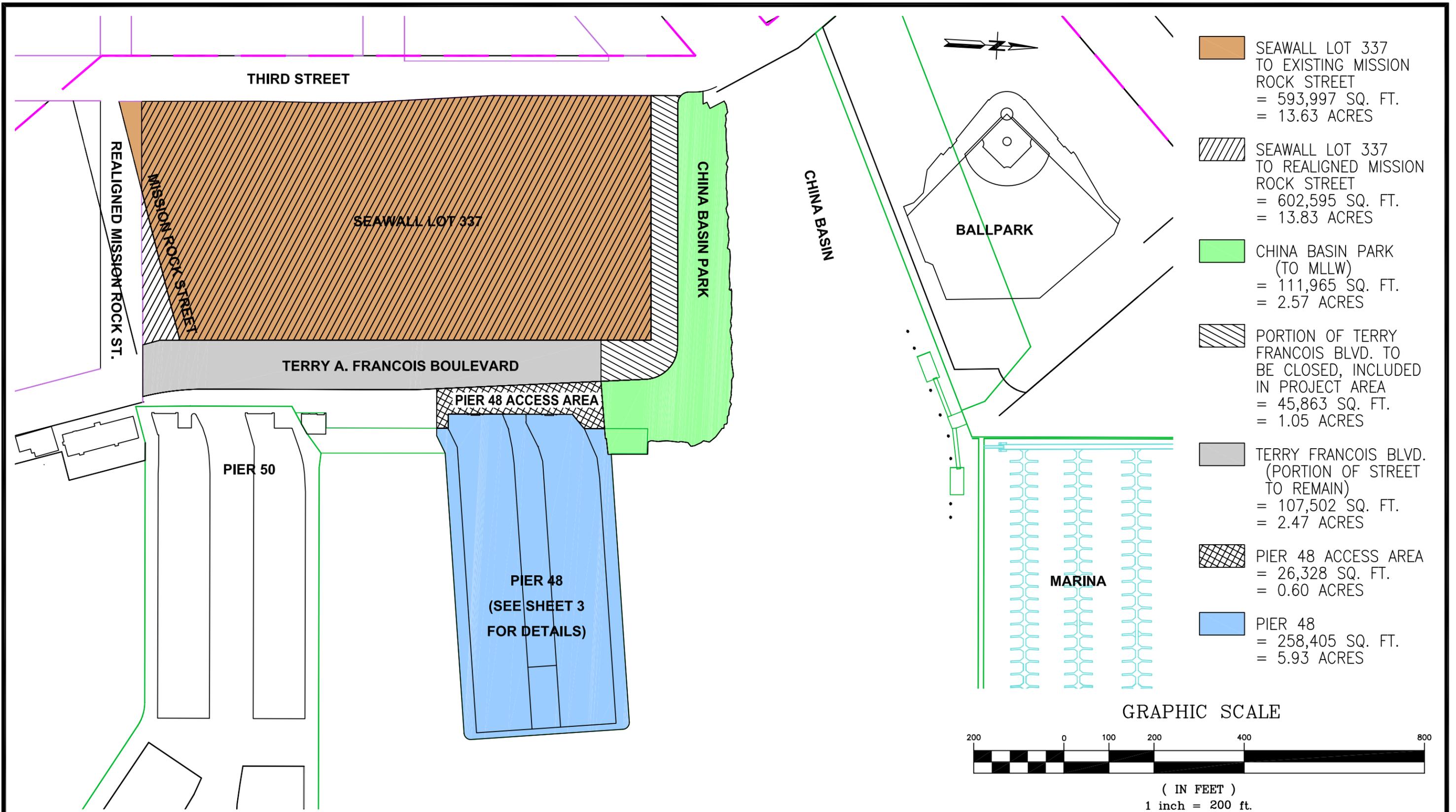
The Port of San Francisco does not discriminate on the basis of disability in employment or in the admission and access to its programs or activities.

Wendy Proctor, ADA Coordinator, Port of San Francisco, Pier 1, San Francisco, CA 94111, has been designated to coordinate and carry out the Port's compliance with the nondiscrimination requirements of Title II of the Americans with Disabilities Act (42 U.S.C. §§ 1201 et seq.) (the

"ADA"). Information concerning the provisions of, and the rights provided under, the ADA are available from the ADA Coordinator.

J. Interpretation

For the purposes of this RFP, the terms "include," "included" and "including" will be deemed to be followed by the words "without limitation" or "but not limited to," and, where required by the context, the singular includes the plural and vice versa, and the feminine gender includes the masculine and vice versa. Section and paragraph headings used in this RFP are for reference only and are not to be used to interpret the provisions of this RFP.



- SEAWALL LOT 337 TO EXISTING MISSION ROCK STREET
= 593,997 SQ. FT.
= 13.63 ACRES
- SEAWALL LOT 337 TO REALIGNED MISSION ROCK STREET
= 602,595 SQ. FT.
= 13.83 ACRES
- CHINA BASIN PARK (TO MLLW)
= 111,965 SQ. FT.
= 2.57 ACRES
- PORTION OF TERRY FRANCOIS BLVD. TO BE CLOSED, INCLUDED IN PROJECT AREA
= 45,863 SQ. FT.
= 1.05 ACRES
- TERRY FRANCOIS BLVD. (PORTION OF STREET TO REMAIN)
= 107,502 SQ. FT.
= 2.47 ACRES
- PIER 48 ACCESS AREA
= 26,328 SQ. FT.
= 0.60 ACRES
- PIER 48
= 258,405 SQ. FT.
= 5.93 ACRES

APPROVED BY
SAN FRANCISCO PORT COMMISSION
DATE _____

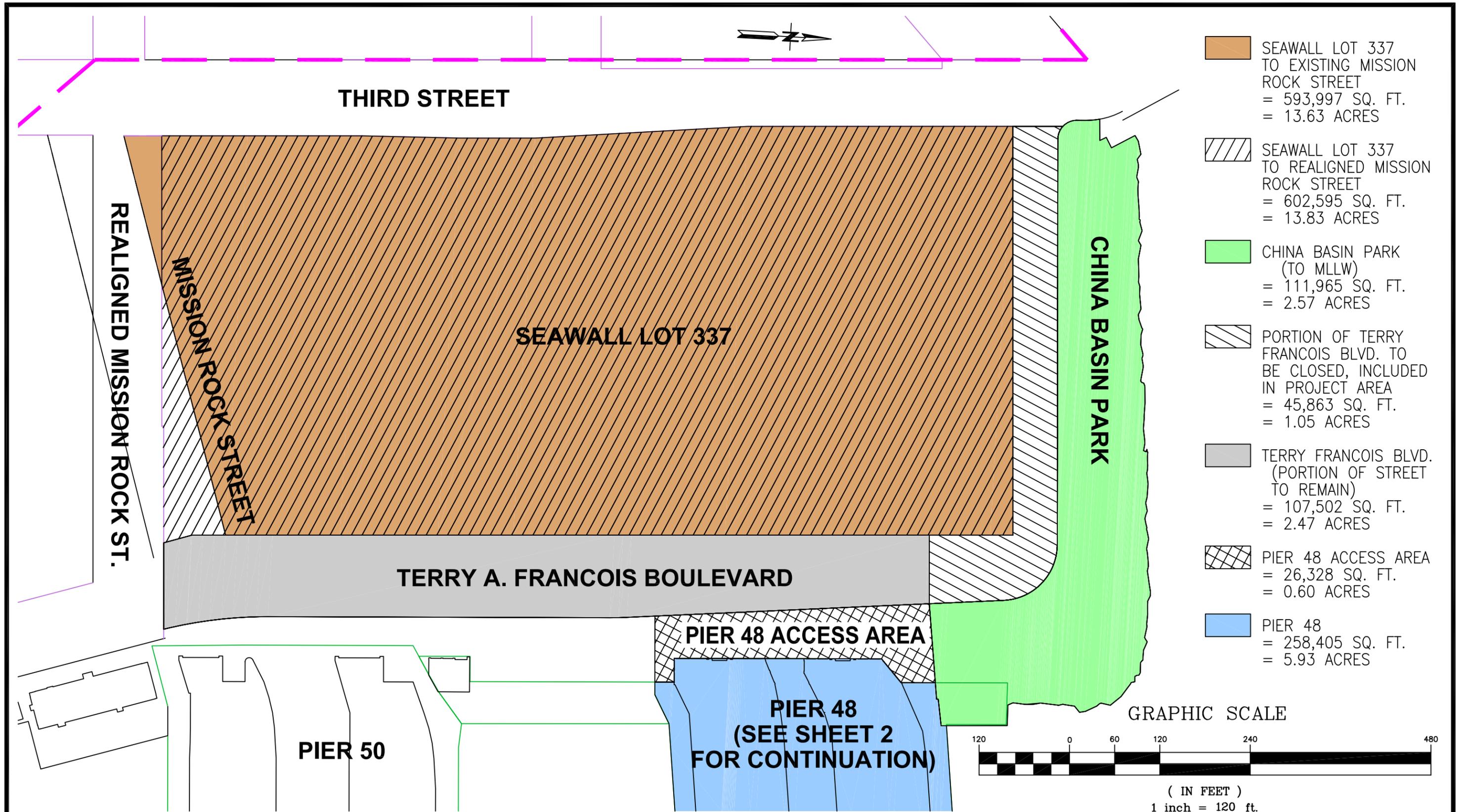
CHIEF HARBOR ENGINEER



SAN FRANCISCO PORT COMMISSION
PORT OF SAN FRANCISCO
DEPARTMENT OF ENGINEERING

APPENDIX A
SEAWALL LOT 337
DEVELOPMENT OPPORTUNITY SITE

PREPARED BY: AMN	CHECKED BY: D. OSHIMA
DRAWN BY: AMN	DATE: MAY 19, 2008
CONTRACT NO.	SCALE: 1" = 200'
DRAWING NO.	SHEET NO. 2 OF 2 SHEETS



APPROVED BY
SAN FRANCISCO PORT COMMISSION
DATE _____

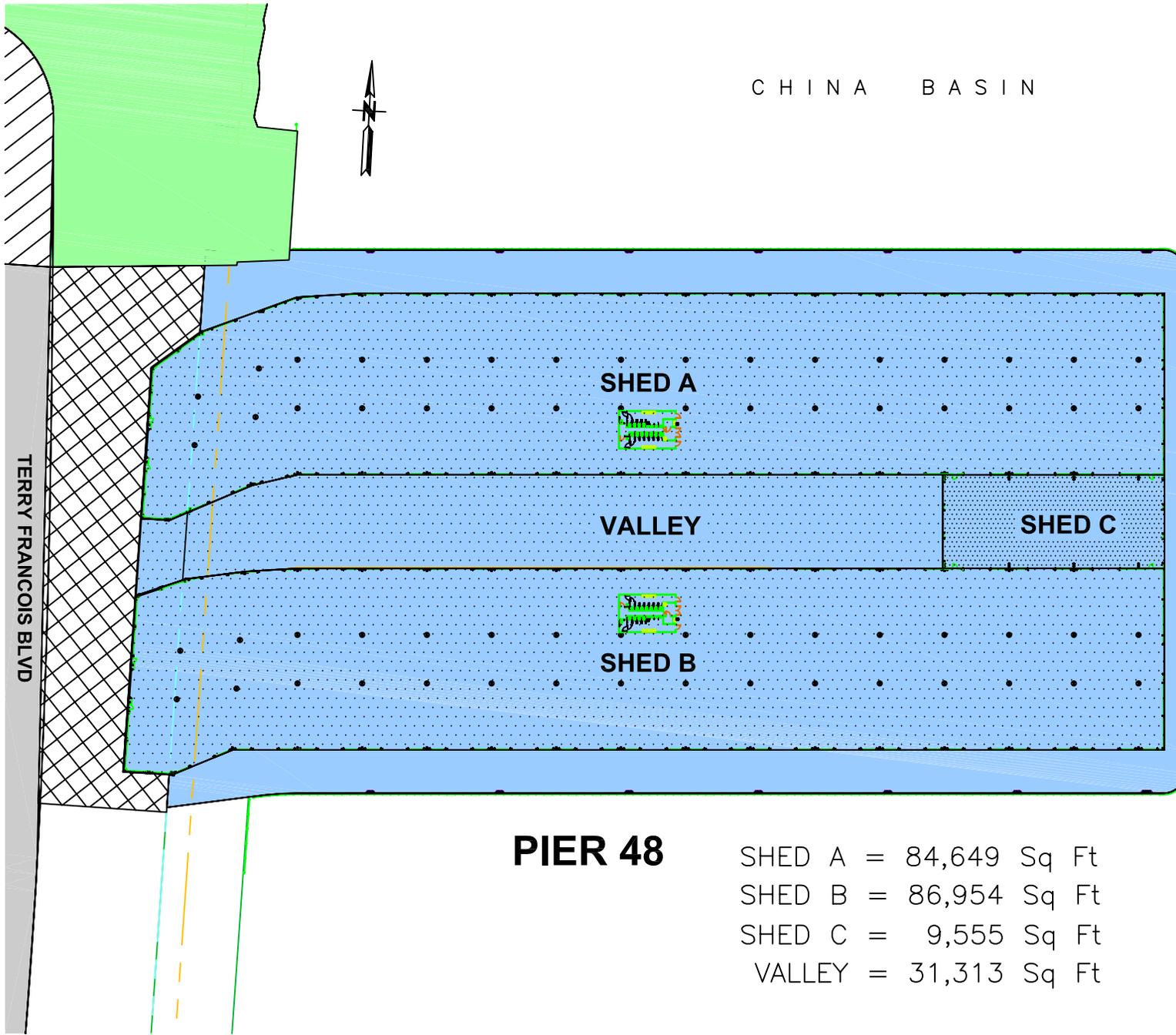
CHIEF HARBOR ENGINEER



SAN FRANCISCO PORT COMMISSION
PORT OF SAN FRANCISCO
DEPARTMENT OF ENGINEERING

APPENDIX B
SEAWALL LOT 337
DEVELOPMENT OPPORTUNITY SITE

PREPARED BY: AMN	CHECKED BY: D. OSHIMA
DRAWN BY: AMN	DATE: MAY 19, 2008
CONTRACT NO.	SCALE: 1" = 120'
DRAWING NO.	SHEET NO. 1 OF 2 SHEETS



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

CHIEF HARBOR ENGINEER



SAN FRANCISCO PORT COMMISSION
 PORT OF SAN FRANCISCO
 DEPARTMENT OF ENGINEERING

APPENDIX C
SEAWALL LOT 337 DEVELOPMENT
OPPORTUNITY SITE - PIER 48 DETAILS

DRAWN BY: ECC	DATE: MAY 19, 2008
CHECKED BY: D. OSHIMA	SCALE: 1" = 100'
PLACE CODE NO. 1480-00	SHEET NO. 3 OF 3 SHEETS

Senate Bill No. 815

CHAPTER 660

An act to amend Section 2.1 of Chapter 1333 of the Statutes of 1968, and to amend Sections 2, 3, 4, 7, and 12 of Chapter 543 of the Statutes of 2004, relating to tidelands and submerged lands.

[Approved by Governor October 13, 2007. Filed with
Secretary of State October 13, 2007.]

LEGISLATIVE COUNSEL'S DIGEST

SB 815, Migden. Tidelands and submerged lands: City and County of San Francisco: seawall lots: Treasure Island.

(1) Existing law grants to the City and County of San Francisco the right, title, and interest of the State of California in and to certain tidelands and submerged lands in trust for certain purposes. Under existing law, the Burton Act, and the Burton Act transfer agreement, the interest of the state in and to the Harbor of San Francisco was transferred in trust to the City and County of San Francisco. The State Lands Commission has jurisdiction over tidelands and submerged lands of the state.

This bill would authorize the City and County of San Francisco to lease, sell, or otherwise transfer all or any portion of certain tidelands and submerged lands constituting "paper streets" in the City and County of San Francisco to any person, as defined, free of the public trust and of any additional restrictions on use or transfer created by the Burton Act or Burton Act transfer agreement upon a finding and declaration of specified conditions by the State Lands Commission.

The bill would declare, until January 1, 2094, certain parcels of real property denominated as the designated seawall lots, subject to certain specified conditions, are free from the use requirements of the public trust, the Burton Act trust, and the Burton Act transfer agreement. The San Francisco Port Commission would be authorized to lease all or a portion of the designated seawall lots provided that specified conditions are met. Revenues generated from the leases would be deposited in a separate account in the harbor fund, established in the treasury of the City and County of San Francisco, to be expended for specified purposes. The bill would exempt any lands or interests granted to the Treasure Island Development Authority pursuant to the Treasure Island Conversion Act of 1997 from the requirements of the Burton Act.

(2) The Treasure Island Public Trust Exchange Act approved an exchange of public trust lands within the Treasure Island Development Authority property, whereby certain trust lands on Treasure Island that meet specified criteria and are not useful for public trust purposes are freed from the public trust and may be conveyed into private ownership, and certain other lands

on Yerba Buena Island that are not public trust lands and that are useful for public trust purposes are made subject to the public trust.

This bill would revise that act to, among other things, no longer allow the reconfigured trust lands to include additional land in the trust along the western shore of Treasure Island in exchange for certain land removed from the trust. The bill would provide that certain parcels owned by the United States Department of Labor may be incorporated into the exchange authorized by the act if certain specified conditions are met.

The people of the State of California do enact as follows:

SECTION 1. As used in this act:

(a) “BCDC” means the San Francisco Bay Conservation and Development Commission established under Section 66620 of the Government Code.

(b) “Burton Act” means Chapter 1333 of the Statutes of 1968, as amended.

(c) “Burton Act lands” means those tidelands granted to the city by the Burton Act.

(d) “Burton Act Map” means that certain map entitled “MAP OF LANDS TRANSFERRED IN TRUST TO THE CITY AND COUNTY OF SAN FRANCISCO,” recorded in Book W of Maps, Page 66, of the City and County of San Francisco Recorder’s Office.

(e) “Burton Act transfer agreement” means that certain agreement dated January 24, 1969, between the state and the city, relating to the transfer of the Port of San Francisco from the state to the city, and any amendments to that agreement in accordance with its terms.

(f) “Burton Act trust” means the statutory trust imposed by the Burton Act, by which the state conveyed to the city, in trust and subject to certain terms, conditions, and reservations, the state’s interest in certain tidelands, including filled lands, and lands dedicated or acquired by the city as assets of the trust.

(g) “Capital plan” means the plan developed by the port dated February 2007, as may be amended from time to time, identifying projects to improve the infrastructure and buildings on trust lands on the San Francisco waterfront, including preservation of and structural repairs and improvements to historic piers, and the construction of public access within and around historic piers.

(h) “City” means the City and County of San Francisco, a charter city and county.

(i) “Commission” means the State Lands Commission.

(j) “Designated seawall lot” or “designated seawall lots” means any or all of the parcels of real property located in the city commonly known as seawall lots 328, 330, 337, and 347S, including a portion of Mission Rock Street, as shown on that certain map entitled “designated seawall lots,” which is reproduced in Section 15 and is on file with the commission and the port.

(k) “Harbor fund” means the separate fund in the treasury of the city established and maintained in accordance with Section B6.406 of the charter of the city and Section 4 of the Burton Act.

(l) “Historic pier” means any of the piers, marginal wharves, pier sheds, bulkhead buildings, and other buildings and structures in the San Francisco waterfront between and including Pier 48 and Pier 45 that have been included in the Port of San Francisco Embarcadero Historic District and that either are individually listed or eligible for listing on the National Register of Historic Places; or have been designated as, or meet the standards for, resources contributing to the historic significance of the Port of San Francisco Embarcadero Historic District under federal law.

(m) “Historic structure” means any building, structure, or other facility that is located on port property and either is individually listed or eligible for listing on the National Register of Historic Places; or has been designated as, or meets the standards for, a resource contributing to the historic significance of a national register listed or eligible for listing as a historic district under federal law.

(n) “Lease” means a ground lease or space lease of real property, license agreement for use of real property, temporary easement, right-of-way agreement, development agreement, or any other agreement granting to any person any right to use, occupy, or improve real property under the jurisdiction of the port.

(o) “McAteer-Petris Act” means Title 7.2 (commencing with Section 66000) of the Government Code.

(p) “Paper street” or “paper streets” means any or all of those areas of real property, located in the city, consisting of certain portions of lands designated as streets on the Burton Act Map, and more particularly described as follows:

(1) That portion of Daggett Street lying between the easterly prolongation of the northerly line of Sixteenth Street and the southwesterly line of Seventh Street.

(2) That portion of Texas Street lying between the easterly prolongation of the southerly line of Sixteenth Street and the Pueblo Line of 1883, as shown on Sheet 4 of the Burton Act Map.

(3) That portion of Custer Avenue lying southerly of a line parallel with, and distant 100 feet landward, from the mean High Water Line of San Francisco Bay.

(4) That portion of Evans Avenue lying easterly and northerly of the Line of Ordinary High Tide of 1868-1869 as shown on Sheet 6 of the Burton Act Map, and westerly of a line parallel with, and distant 100 feet landward, from the mean High Water Line of San Francisco Bay.

(5) That portion of Davidson Avenue lying easterly of the Line of Ordinary High Tide of 1868-1869 as shown on Sheet 6 of the Burton Act Map, and westerly of a line parallel with, and distant 100 feet landward, from the mean High Water Line of San Francisco Bay.

(6) That portion of Ingalls Street lying southerly of the westerly prolongation of the southerly line of Custer Avenue, northeasterly of the

Ordinary High Tide Line of 1869, and southeasterly of a line parallel with, and distant 100 feet landward, from the mean High Water Line of San Francisco Bay.

(7) Subject to approval by the commission, any portion of former Arthur Avenue lying southwesterly of the southwesterly line of Cargo Way, as dedicated on November 10, 1978, by Resolution Number 834-78 of the Board of Supervisors of the city, and as shown on Map T-27-85 on file in the office of the County Surveyor of the city, lying easterly of the easterly line of Third Street, abutting Assessor Parcel Numbers 5203-023, 5203-025, 5203-038, 5203-046, 5203-047, 5203-048, 5203-049, 5203-050, 5203-051, 5203-052, 5203-053, 5203-054, 5203-055, 5203-056, and 5203-057, inclusive, and Assessor Parcel Number 4570-019, excepting therefrom that portion thereof lying between the northeasterly prolongations of the northwesterly and southeasterly lines of Mendell Avenue; the foregoing shall include, without limitation, any portion of Arthur Avenue shown as lying outside of Parcel “A” as depicted on the Burton Act Map, provided that the commission finds and declares that there is uncertainty as to the nature or extent of the state’s sovereign interest in these lands and that the public interest would be served by the resolution of that uncertainty by a settlement.

(q) “Person” means any private person, corporation, limited liability company, partnership, joint venture, business entity, business trust, association or other private organization or private entity, or any governmental entity or agency.

(r) “Port of San Francisco” or “port” means the city acting by and through the San Francisco Port Commission.

(s) “Preservation” means the rehabilitation, restoration, or preservation of historic piers or other historic structures in accordance with the Secretary of the Interior’s Standards for Rehabilitation. Preservation includes seismic retrofitting, substructure repair, and other structural and life-safety improvements, provided that the improvements are necessary for and in furtherance of the preservation of historic piers or other historic structures.

(t) “Public trust” or “trust” means the common law public trust for commerce, navigation, and fisheries.

(u) “San Francisco waterfront” means those lands placed by the city under the management, supervision, and control of the port.

(v) “Seaport plan” means the San Francisco Bay Area Seaport Plan, adopted by BCDC and the Metropolitan Transportation Commission, as amended in 2003, and as may be amended from time to time.

(w) “Special area plan” means the San Francisco Waterfront Special Area Plan, dated July 20, 2000, adopted by BCDC, as amended in 2002, and as may be amended from time to time.

(x) “State” means the State of California.

(y) “Subarea” or “subareas” means one or more of the waterfront subareas identified in the Waterfront land use plan, as may be amended from time to time, except as otherwise provided in this act.

(z) “Tidelands” means the lands lying below the elevation of ordinary high water, whether filled or unfilled, and includes submerged lands.

(aa) “Waterfront land use plan” means the Port of San Francisco Waterfront Land Use Plan, including, but not limited to, the waterfront design and access element, adopted by the port under Resolution No. 97-50, as may be amended from time to time.

SEC. 2. The Legislature finds and declares all of the following:

(a) Upon its admission to the United States of America on September 9, 1850, the state, by virtue of its sovereignty, received in trust for the purposes of commerce, navigation, and fisheries, all right, title, and interest in ungranted tidelands and beds of navigable waterways within its borders. The landward boundary of such waterways is the ordinary high water mark.

(b) In 1969, pursuant to the Burton Act and the Burton Act transfer agreement, the state conveyed certain state tidelands to the city in trust for public trust and Burton Act trust purposes. Under the Burton Act, the port is authorized to use, conduct, operate, maintain, manage, regulate, improve, and control the San Francisco waterfront consistent with the public trust and the Burton Act trust. The Burton Act trust requires that the moneys derived from the use of the transferred properties be used solely for the furtherance of the purposes set forth in the Burton Act. The transferred lands include the designated seawall lots, the paper streets, and the historic piers.

(c) The San Francisco waterfront, extending generally from Fisherman’s Wharf to Candlestick Point, is a valuable public trust asset of the state and provides special maritime, navigational, recreational, cultural, and historical benefits to the people of the region and the state. A unique attribute of the San Francisco waterfront is its historic piers along the northeastern edge of the city. The historic piers from Fisherman’s Wharf to China Basin within the Embarcadero Historic District have been listed on the National Register of Historic Places and represent one of the few remaining examples of breakbulk finger piers in the nation.

(d) The present-day San Francisco waterfront lies a significant distance from the historic shoreline of the city. Beginning in the 1850s, the tidelands at the historic shoreline were filled and reclaimed to create a functional harbor pursuant to a series of state statutes. Portions of the filled and reclaimed lands were cut off from the water as a result of these harbor improvements and were conveyed into private ownership pursuant to legislative authorization.

(e) Pursuant to Chapter 219 of the Statutes of 1878, the Legislature authorized the waterward expansion of the northern waterfront through the construction of a new seawall and the filling of the tidelands separated from the water by the seawall and the Embarcadero (formerly East Street). The new seawall, upon which the present-day Embarcadero roadway is built, established a permanent shoreline for the northeastern portion of the city. The construction of the new seawall allowed for the development of the finger piers that remain today. The San Francisco Belt Line Railroad was constructed on top of the new seawall to transport cargo into, out of, and between the finger pier cargo terminals. The filled and reclaimed lands

between the former waterfront line and the new seawall, generally known as the “seawall lots,” were retained in state ownership and were required by various statutes to be used for purposes related to commerce of the port. During the first half of the twentieth century, when the northern San Francisco waterfront was a major center of shipping activity, the seawall lots were used primarily as railyards or as backlands to support cargo operations on the finger piers.

(f) Over time, shipping activities in San Francisco diminished and shifted to the southern waterfront as break-bulk operations began to be replaced by containerized cargo. Because of its limited backland area, the northeastern waterfront was not suited for containerized shipping and was no longer a center of maritime and railroad operations. The seawall lots north of Second Street, separated from San Francisco Bay by the Embarcadero roadway, were further cut off from the water by light rail tracks that were recently constructed in the median of the roadway.

(g) Seawall lot 337 is located on former tidelands known as China Basin and was filled in the early 1900s pursuant to a lease authorized by the Legislature between the Board of State Harbor Commissioners and a railway company. The lease required the railway company to construct a seawall, reclaim tidelands, and construct a rail freight yard serving the waterfront. Railroad use of seawall lot 337 was eventually abandoned as cargo operations shifted to the southern waterfront.

(h) As a result of these developments, certain of the seawall lots or portions thereof, including the designated seawall lots addressed in this act, have ceased to be useful for the promotion of the public trust and the Burton Act trust, except for the production of revenue to support the purposes of the Burton Act trust and, with respect to seawall lot 337, for certain uses described in subdivision (i) of this section and in Section 6 of this act.

(i) Presently, the designated seawall lots are leased on an interim basis for commuter parking or are vacant land, with the exception of seawall lot 337, which is currently leased to the China Basin Ballpark Company for event-related parking. A portion of seawall lot 337 is also designated as a port priority use area under the seaport plan. Some public trust uses, including, but not limited to, public parks and walkways, may be feasible and appropriate for a part of seawall lot 337. This act requires that, prior to the lease of seawall lot 337 for nontrust uses, the port has undertaken and approved, and the commission has approved, a study analyzing the need to retain trust-consistent uses on the site, and BCDC has amended the seaport plan to remove the port priority use designation from lands to be leased for nontrust uses.

(j) The designated seawall lots constitute approximately 4 percent of the lands granted to the city under the Burton Act, not including lands currently subject to tidal action.

(k) The designated seawall lots were filled and reclaimed as part of a highly beneficial plan of harbor development, have ceased to be tidelands, and constitute a relatively small portion of the tidelands granted to the city.

(l) Given the foregoing lack of public trust use needs for the designated seawall lots, the designated seawall lots are not necessary for public trust or Burton Act trust purposes, with the exceptions described in subdivision (i) of this section and in Section 6 of this act.

(m) Under Section 3 of Article X of the California Constitution, the state may sell tidelands within two miles of any incorporated city, city and county, or town in the state, and fronting on the water of any harbor, estuary, bay, or inlet that were reserved to the state solely for street purposes, to any town, city, county, city and county, municipal corporations, private persons, partnerships, or corporations, subject to such conditions as the Legislature determines are necessary to be imposed in connection with the sales in order to protect the public interest, if the Legislature finds and declares that the tidelands are not used for navigation purposes and are not necessary for those purposes.

(n) Pursuant to several statutes, including, but not limited to, Chapter 41 of the Statutes of 1851, as amended, and Chapter 543 of the Statutes of 1867–68, as amended by Chapter 388 of the Statutes of 1869–70, the state sold certain tidelands in the city into private ownership. However, some of the tidelands in the city, including all of the paper streets, were withheld from sale and reserved to the state solely for street purposes. As with the designated seawall lots, the paper streets were conveyed to the city, in trust, pursuant to the Burton Act.

(o) Presently, none of the paper streets are used, suitable, or necessary for navigation or any other public trust purpose, other than revenue generation. The paper streets are fragments that have been cut off from direct access to the waters of San Francisco Bay by past filling of intervening property and do not provide and are not needed for public access to the waterfront. The lands adjoining the paper streets have been freed of the trust and have been or are proposed to be developed for nontrust uses. Certain of the paper streets, including those comprising portions of Texas, Custer, Ingalls, and Davidson Streets, as shown on the Burton Act Map, were either never constructed as streets or have ceased to be used for street purposes and are presently developed with structures, including warehouse facilities and the recently closed Hunters Point powerplant.

(p) Beginning in the early 1990s, in response to economic and land use needs of the port and as directed by the San Francisco electorate, the port undertook a public planning process related to the improvement and development of the San Francisco waterfront. This resulted in the adoption of the waterfront land use plan in 1997. The plan includes a waterfront design and public access element, which sets forth detailed policies relating to public access, views, historic preservation, and architectural design standards.

(q) The port and BCDC have resolved certain statutory and regulatory issues concerning land uses of the historic piers. Through a joint port and BCDC public planning process, with participation from the organization “Save The Bay” and other persons and organizations interested in the San

Francisco waterfront, the port and BCDC adopted amendments to the waterfront land use plan and special area plan in 2002.

(r) Pursuant to the San Francisco Administrative Code, the port has developed a capital plan identifying projects necessary and convenient to the improvement, operation, and conduct of the city's waterfront. Implementation of the port's capital plan is a matter of statewide importance and is essential to furthering the purposes of the public trust. Projects in the capital plan include, but are not limited to, all of the following:

(1) Seismic and life-safety improvements to existing buildings and other structures.

(2) Rehabilitation, restoration, and preservation of certain historic piers and other historic structures.

(3) Structural repairs and improvements to piers, seawalls, and wharves.

(4) Remediation of hazardous materials.

(5) Stormwater management facilities.

(6) Other utility infrastructures.

(7) Public access improvements, including improvements within and around the pier sheds and the construction of waterfront plazas and open space required by the special area plan.

(s) The estimated cost to implement the port's capital plan is approximately 1.4 billion dollars (\$1,400,000,000) in 2007 dollars. This amount substantially exceeds the projected revenues of the port available for these purposes, in part due to the port's inability to make optimal use of the designated seawall lots and the paper streets.

(t) The implementation of the capital plan, including the preservation of the historic piers and other historic structures and the construction of waterfront plazas and open space, is a matter of statewide importance and furthers the purposes of the public trust and the Burton Act trust.

(u) Future revenues from the development and leasing of the designated seawall lots are an essential source of funds to preserve historic piers and historic structures and construct and maintain waterfront plazas and open space as identified in the capital plan. The expenditure of revenues for these purposes will serve the public trust and the Burton Act trust and will improve access to the waterfront for visitors and residents.

(v) It is the intent of the Legislature that the designated seawall lots, with the protections related to seawall lot 337 provided in Section 6, should be freed of the use requirements of the public trust, the Burton Act trust, and the Burton Act transfer agreement, but should otherwise continue to be held by the port subject to the terms and conditions of the public trust, the Burton Act trust, and the Burton Act transfer agreement, provided that revenue derived from the leasing of the designated seawall lots be deposited in the harbor fund to be used to fund the preservation of the historic piers and other historic structures and the construction and maintenance of waterfront plazas and open space.

(w) It is further the intent of the Legislature, subject to the terms and conditions set forth in this act, to terminate the public trust over the paper streets, to authorize the city to sell or otherwise dispose of those lands free

from the trust, and to require that the revenues derived from the use, administration, or transfer of those lands be used in furtherance of trust purposes. The Legislature recognizes and acknowledges that the port's revenue needs, as reflected in part in its capital plan, will remain considerable even after obtaining additional revenues from the sale of the paper streets and the lease of the designated seawall lots.

SEC. 3. Subject to the terms and conditions in Section 4 pertaining to leases, and in Section 6 pertaining to seawall lot 337, the designated seawall lots are declared to be free from the use requirements of the public trust, the Burton Act trust, and the Burton Act transfer agreement for the period between the effective date of this act and January 1, 2094. The designated seawall lots shall remain subject to all other terms, provisions, and requirements of the public trust, the Burton Act trust, and the Burton Act transfer agreement, and any additional requirements set forth in this act, as applicable.

SEC. 4. Subject to the applicable terms and conditions in Section 6 pertaining to seawall lot 337, the port may enter into a lease of all or any portion of the designated seawall lots free from the use requirements established by the public trust, the Burton Act trust, and the Burton Act transfer agreement (nontrust lease), provided all of the following conditions are met:

(a) Notwithstanding the Burton Act, Section 718 of the Civil Code, Section 37384 of the Government Code, or any other provision of law to the contrary, the term of any individual nontrust lease, including any extension of the term allowed by right of renewal, does not exceed 75 years, and the nontrust lease will terminate no later than January 1, 2094. Nothing in this section shall be construed as limiting the term of any lease, or portion thereof, that is for uses consistent with the public trust and the Burton Act.

(b) (1) Except as provided in this subdivision, all revenues received by the port from the nontrust lease will be deposited in a separate account in the harbor fund to be expended for the preservation of historic piers and historic structures, or for the construction and maintenance of waterfront plazas and open space required by the special area plan. Revenues shall not be expended under this subdivision for historic piers or historic structures on land subject to public trust use restrictions unless the executive officer of the commission has approved the proposed uses of the pier or structure.

(2) The port may annually transfer from the separate account and deposit in the general account of the harbor fund, to be used for any purpose consistent with the public trust and the Burton Act, an amount equal to the sum of the baseline revenue streams for each designated seawall lot subject to a nontrust lease (hereafter leased seawall lot), less any revenues received by the port, for the year preceding the transfer of funds, from any portion or portions of the leased seawall lots that were not subject to a nontrust lease. For purposes of this subdivision, the baseline revenue stream for a designated seawall lot is the average annual revenue received by the port from that seawall lot over the five years prior to January 1, 2008, adjusted for inflation.

(3) For purposes of this subdivision, the term “revenue” shall exclude any costs incurred by the port to administer the lease and to operate and maintain the leased property and any improvements thereon.

(4) For each nontrust lease of a designated seawall lot, the port shall maintain a separate accounting of all revenues transferred pursuant to paragraph (2), all costs excluded pursuant to paragraph (3), and all revenues deposited into the separate account.

(5) If the funds in the separate account exceed the amount needed for the preservation of historic piers and historic structures and for construction of waterfront plazas and open space, the excess funds shall be deposited in the harbor fund to be used for purposes consistent with the public trust and the Burton Act.

(c) The nontrust lease is for fair market value and on terms consistent with prudent land management practices as determined by the port and subject to approval by the commission as provided in paragraph (1).

(1) Prior to executing the nontrust lease, the port shall submit the proposed lease to the commission for its consideration, and the commission shall grant its approval or disapproval in writing within 90 days of receipt of the lease and supporting documentation, including documentation related to value. In approving a nontrust lease, the commission shall find that the lease meets all of the following:

(A) Is for fair market value.

(B) Is consistent with the terms of the public trust and the Burton Act trust, other than their restrictions on uses.

(C) Is otherwise in the best interest of the state.

(2) Whenever a nontrust lease is submitted to the commission for its consideration, the costs of any study or investigation undertaken by or at the request of the commission, including reasonable reimbursement for time incurred by commission staff in processing, investigating, and analyzing such submittal, shall be borne by the port; however, the port may seek payment or reimbursement for these costs from the proposed lessee.

SEC. 5. Nothing in this act shall be construed as limiting the port’s existing authority to use or lease the designated seawall lots under the Burton Act, subject to any applicable limitations of state law.

SEC. 6. Seawall lot 337 shall remain subject to the use requirements of the public trust, the Burton Act trust, and the Burton Act transfer agreement until all of the following conditions are met:

(a) BCDC has approved an amendment to the seaport plan priority use designation now applicable to a portion of seawall lot 337. Any areas within seawall lot 337 that remain subject to a seaport plan priority use designation following an amendment to the seaport plan shall remain subject to the existing use requirements of the public trust, the Burton Act trust, and the Burton Act transfer agreement.

(b) The port has undertaken and approved a study to determine land uses and the location of those uses within seawall lot 337 and the adjacent Piers 48 and 50. The study shall include public outreach and participation and shall analyze the need to retain land uses within seawall lot 337 that comply

with the public trust, the Burton Act trust, and the Burton Act transfer agreement. Trust uses to be considered in the study shall include, without limitation, public parks and walkways, restaurants, hotels, maritime training, sales and rentals, waterfront visitor serving retail services, and other trust uses. The study shall also address the transportation needs of the Giants Ballpark and trust uses on port property in the vicinity. The study shall, at a minimum, reserve sufficient areas along the northern and eastern sides of seawall lot 337 to accommodate needed public trust uses.

(c) The commission has approved the conclusions of the port study. The port shall submit the study to the commission prior to its submittal of any lease of the property, and the commission shall indicate its approval or disapproval of the study's conclusions in writing within 90 days of receipt of the study.

SEC. 7. Sections 3, 4, and 6 of this act shall be inoperative on January 1, 2094, after which date the use of the designated seawall lots shall be consistent with the public trust, the Burton Act trust, and the Burton Act transfer agreement. No later than January 1, 2094, all structures, buildings, and appurtenances on the designated seawall lots not consistent with the purposes of the public trust, the Burton Act trust, and Burton Act transfer agreement shall be removed or modified, including any necessary restoration or remediation of the seawall lots, to facilitate public trust uses.

SEC. 8. (a) The Legislature hereby finds in accordance with Section 3 of Article X of the California Constitution that the interest of the state in the paper streets was reserved to the state solely for street purposes, and that the paper streets are no longer used or necessary for navigation purposes.

(b) The city may, pursuant to Section 3 of Article X of the California Constitution, lease, sell, or otherwise transfer all or any portion of the paper streets, or any interest therein, to any person free of the public trust, the Burton Act trust, and any additional restrictions on use or alienability created by the Burton Act transfer agreement. A lease, sale, or other transfer made pursuant to this section shall not be effective unless and until the commission, at a regular open meeting with the proposed transaction as a properly scheduled agenda item, does or has done both of the following:

(1) Finds, or has found, that the consideration for lease, sale, or other transfer of the paper streets or interest therein shall be the fair market value of the land or interest sold.

(2) Adopts, or has adopted, a resolution approving the lease, sale, or other transfer that finds and declares that the paper street or streets to be transferred have been filled and reclaimed, are cut off from access to the waters of San Francisco Bay, and are no longer needed or required for the promotion of the public trust, and that no substantial interference with the public trust uses and purposes will ensue by virtue of the transfer. The resolution shall also declare that the transfer is consistent with the findings and declarations in Section 2 of this act and is in the best interests of the state. Upon adoption of the resolution, or at a time that is specified in the resolution, and the recordation of lease, transfer, or sale documents, the street shall thereupon be free from the public trust, Burton Act trust, and

any additional restrictions on use or alienability created by the Burton Act transfer agreement.

(c) All revenues derived from the lease, sale, or other transfer of the paper streets pursuant to this section shall be deposited in a separate account in the harbor fund and shall be expended solely for purposes of implementing the port's capital plan, consistent with the Burton Act and the public trust.

(d) To effectuate the lease, sale, or other transfer of the paper streets authorized by this section, the commission may convey to the city by patent all of the right, title, and interest in the paper streets held by the state by virtue of its sovereignty, including any public trust interest or Burton Act reservation not previously conveyed, free of the public trust, the Burton Act trust, and any additional restrictions on use or alienability created by the Burton Act transfer agreement, and subject to any reservations the commission determines appropriate.

(e) The Legislature finds and declares that the conditions set forth in this section will protect the public interest in accordance with Section 3 of Article X of the California Constitution.

SEC. 9. In the case where the state conveys tidelands or any interest therein pursuant to this act, the state shall reserve all minerals and all mineral rights in the lands of every kind and character now known to exist or hereafter discovered, including, but not limited to, oil and gas and rights thereto, together with the sole, exclusive, and perpetual right to explore for, remove, and dispose of those minerals by any means or methods suitable to the state or to its successors and assignees, except that, notwithstanding the grant or Section 6401 of the Public Resources Code, any reservation shall not include the right of the state or its successors or assignees in connection with any mineral exploration, removal, or disposal activity, to do either of the following:

(a) Enter upon, use, or damage the surface of the lands or interfere with the use of the surface by the city or by the city's successors or assignees.

(b) Conduct mining activities of any nature whatsoever above a plane located 500 feet below the surface of the lands without the prior written permission of the city or the city's successors or assignees.

SEC. 10. Any lease of the designated seawall lots entered into pursuant to this act shall be conclusively presumed to be valid unless held to be invalid in an appropriate proceeding to determine its validity in a court of competent jurisdiction filed within 60 days after the commission's approval of the lease. Any agreement or any deed, patent, or other instrument, involving the conveyance of an interest in the paper streets, executed or entered into pursuant to this act, shall be conclusively presumed to be valid unless held to be invalid in an appropriate proceeding to determine its validity in a court of competent jurisdiction commenced within 60 days after the recording of the agreement or instrument.

SEC. 11. (a) An action may be brought under Chapter 9 (commencing with Section 860) of Title 10 of Part 2 of the Code of Civil Procedure to determine the legality and validity of any lease of the designated seawall lots. Prior to the filing of any such action, the Attorney General and the

executive officer of the commission shall be provided written notice of the action and a copy of the complaint.

(b) An action may be brought under Chapter 4 (commencing with Section 760.010) of Title 10 of Part 2 of the Code of Civil Procedure to establish title to any lands conveyed pursuant to this act, or by the parties to an agreement entered into pursuant to Section 8 of this act to confirm the validity of the agreement. Notwithstanding Section 764.080 of the Code of Civil Procedure, the statement of decision in the action shall include a recitation of the underlying facts and a determination as to whether the conveyance or agreement meets the requirements of this act, Sections 3 and 4 of Article X of the California Constitution, and any other law applicable to the validity of the agreement.

(c) For purposes of Section 764.080 of the Code of Civil Procedure and unless otherwise agreed in writing, an agreement entered into pursuant to Section 8 of this act shall be deemed to be entered into on the date it is executed by the executive officer of the commission, who shall be the last of the parties to sign prior to the signature of the Governor. The effective date of the agreement shall be deemed to be the date on which it is executed by the Governor pursuant to Section 6107 of the Public Resources Code.

SEC. 12. The city may modify any description and plat prepared and recorded under Section 2 of the Burton Act and Section 11 of the Burton Act transfer agreement to reflect the disposition of any property pursuant to this act, and may record the modified description and plat in the Official Records of the City and County of San Francisco.

SEC. 13. The Legislature finds and declares that any lease, conveyance, sale, exchange, boundary settlement, confirmation of title, or agreed ordinary high water mark made, established, or accomplished pursuant to this act is of statewide importance, and, therefore, an ordinance, charter provision, or other provision of local law inconsistent with this act shall not be applicable thereto.

SEC. 14. The Legislature finds and declares that unique circumstances exist at the San Francisco waterfront as described in Section 2 of this act, and that therefore this act sets no precedent for any other location or project in the state.

SEC. 15. The following map is a part of this act: [Map of Designated Seawall Lots to be provided]

SEC. 16. Section 2.1 of Chapter 1333 of the Statutes of 1968, as amended by Section 14 of Chapter 898 of the Statutes of 1997, is amended to read:

Sec. 2.1. This act shall not apply to any lands or interests granted to the Treasure Island Development Authority pursuant to Chapter 898 of the Statutes of 1997, as amended.

SEC. 17. Section 2 of Chapter 543 of the Statutes of 2004 is amended to read:

Sec. 2. The following definitions apply for purposes of this act:

(a) “Authority” or “TIDA” means the Treasure Island Development Authority, a nonprofit public benefit corporation established by the legislative body of the City and County of San Francisco and the conversion

act, or, if TIDA is dissolved, the City and County of San Francisco, acting by and through its Port Commission.

(b) “City” means the City and County of San Francisco.

(c) “Commission” means the State Lands Commission.

(d) “Conversion act” means the Treasure Island Conversion Act of 1997 (Chapter 898 of the Statutes of 1997).

(e) “Job Corps parcel” means that property lying within the city comprising that portion of the TIDA property commonly referred to as the Job Corps Center, Treasure Island, which was transferred to the United States Department of Labor by that certain document entitled “Transfer and Acceptance of Military Real Property,” dated March 3, 1998.

(f) “Public trust” or “trust” means the public trust for commerce, navigation, and fisheries.

(g) “Statutory trust” means those requirements for and limitations on the use, management, and disposition of trust lands imposed by Sections 6 through 11, inclusive, of the conversion act.

(h) “TIDA property” means that property comprised of portions of the lands commonly known as Treasure Island and Yerba Buena Island lying within the City and County of San Francisco, State of California and more particularly described as follows:

That portion of the lands described in that certain Presidential Reservation of Goat Island (now Yerba Buena Island), dated November 6, 1850, lying northwesterly of Parcel 57935-1 as described in that certain Quitclaim Deed, recorded October 26, 2000, as Document Number 2000G855531, in the office of the Recorder of the said City and County of San Francisco (hereinafter referred to as Doc. 2000G855531), together with all of the underlying fee to Parcel 57935-5 as described in said Quitclaim Deed (Doc. 2000G855531), and also together with all of the underlying fee to Parcel 57935-6 as described in said Quitclaim Deed (Doc. 2000G855531), and also together with that portion of the tide and submerged lands in San Francisco Bay, relinquished to the United States of America by that certain act of the Legislature of the State of California by Statutes of the State of California of 1897, Chapter 81 (hereinafter referred to as Stat. 1897, Ch. 81), and also together with all of the Tidelands and Submerged Lands in San Francisco Bay known as Treasure Island, together with all improvements thereon and appurtenances thereto, as described in that certain Final Judgment of Condemnation, filed April 3, 1944, in the District Court of the United States in and for the Northern District of California, Southern Division, Case Number 22164-G (hereinafter referred to as Case 22164-G), excepting therefrom, that portion of the said Tide and Submerged Lands in San Francisco Bay, relinquished to the United States of America (Stat. 1897, Ch. 81), within the “Army Reservation, Occupied by U.S. Light House Service under Permit from Secretary of War dated May 27, 1872” as shown and described upon that certain map entitled “Plat of Army and Navy reservations on Yerba Buena (Goat) Island, San Francisco Bay, California”, and also excepting therefrom, that portion of the Tide and Submerged Lands in San Francisco Bay, relinquished to the United States of America (Stat.

1897, Ch. 81) which were transferred to the United States Coast Guard by that certain document entitled “Transfer and Acceptance of Military Real Property”, dated November 26, 2002.

(i) “Tidelands” means lands below the mean high tide line and includes submerged lands.

(j) “Trust exchange” or “exchange” means the exchange of trust lands on Treasure Island for lands on Yerba Buena Island not presently subject to the trust, as authorized by this act.

(k) “Trust lands” means all lands, including, but not limited to, tidelands, within the TIDA property that are presently subject to the public trust or will be subject to the trust upon conveyance out of federal ownership. Following a trust exchange, trust lands shall include all lands impressed with the trust pursuant to the exchange, and shall not include any lands removed from the trust pursuant to the exchange.

(l) “Trustee” means the authority and any successor agency authorized under the conversion act and this act to administer the trust over any or all of the trust lands.

SEC. 18. Section 3 of Chapter 543 of the Statutes of 2004 is amended to read:

Sec. 3. The Legislature finds and declares all of the following:

(a) The purpose of this act is to facilitate the productive reuse of the TIDA property in a manner that will further the purposes of the public trust and the statutory trust. To effectuate this purpose, this act approves and authorizes the commission to carry out an exchange of lands under which certain nontrust lands on Yerba Buena Island with substantial value for the public trust would become subject to the public trust and statutory trust, and certain trust lands on Treasure Island that are no longer useful for trust purposes would be freed from public trust and statutory trust restrictions.

(b) Treasure Island includes lands that were historically tidelands subject to the public trust. In 1933, the Legislature granted the tidelands that would become Treasure Island to the city for construction of an airport (Chapter 912 of the Statutes of 1933), and amended the grant in 1935 to authorize use of the lands for the Golden Gate International Exposition (Chapter 162 of the Statutes of 1935). The city built Treasure Island between 1936 and 1939 by depositing sand and gravel on shoals north of Yerba Buena Island and surrounding that fill with a rock retaining wall.

(c) Yerba Buena Island was acquired by the United States Navy in 1898. In 1941, the city leased Treasure Island to the United States, and Treasure Island and Yerba Buena Island became a military base known as Naval Station Treasure Island. In 1942, the Navy initiated federal court proceedings to condemn Treasure Island and portions of the surrounding tidelands. In 1944, the Navy took title to Treasure Island and certain adjacent tidelands pursuant to a consent judgment in the condemnation action.

(d) Pursuant to a decision of the federal Base Realignment and Closure Commission in 1993, Naval Station Treasure Island was officially closed on September 30, 1997. That same year, the Legislature enacted the conversion act, authorizing the San Francisco Board of Supervisors to

designate the authority as the redevelopment authority for the TIDA property. Under the conversion act, the authority is the only entity that may lawfully accept from the federal government title to trust lands on the TIDA property. The Navy is presently in negotiations with the city and the authority for the transfer of the Navy-owned portion of the TIDA property to the authority.

(e) Redevelopment will require substantial investment in seismic improvements on Treasure Island, including seismic reinforcement of the perimeter of the island, to reduce the risk that buildings and other facilities on the island will experience structural failure caused by liquefaction and lateral spreading during a severe earthquake. Redevelopment will also require replacement or upgrading of all of the infrastructure and utility systems on the islands, and completion of hazardous materials remediation. In addition, several historic buildings, including those commonly known as Buildings 1, 2, and 3, the Nimitz Mansion (Quarters 1), and Quarters 2 to 7, inclusive, and 10, will require substantial renovation to preserve their integrity and historic character. Redevelopment must generate sufficient revenue to render the needed seismic and infrastructure improvements and historic renovations financially feasible.

(f) The conversion act grants in trust to the authority the state's sovereign interest in former and existing tidelands within the TIDA property, including the Job Corps parcel, and establishes the authority as the trust administrator for those lands. These lands are subject to the public trust upon their transfer from federal ownership.

(g) The federal government has asserted that the fact and manner of its acquisition and ownership of the TIDA property have created uncertainty as to the nature and extent of the state's sovereign interest in the TIDA property. It is in the best interests of the people of this state to resolve this alleged uncertainty in a manner that furthers trust purposes.

(h) The existing configuration of trust and nontrust lands within the TIDA property is such that the purposes of the public trust cannot be fully realized. Certain uplands on Yerba Buena Island of high value to the public trust due to their existing or potential recreational, scenic, and habitat uses are currently not subject to the public trust. Specifically, upper portions of the island afford dramatic views of the bay and its environs, including Mount Tamalpais and the Marin Headlands, Alcatraz, Angel, and Treasure Islands, downtown San Francisco, the cities of the south bay and east bay, and all five of the bay's bridges. The island provides habitat for a variety of special status bird species, such as the American peregrine falcon, black-crowned night heron, black oystercatcher, Brandt's cormorant, and California brown pelican, and parts of the lower reaches of the island provide haulout sites for the harbor seal. In addition, there are lower areas of Yerba Buena Island developed with structures, including the Nimitz Mansion, that are useful for service to visitors.

(i) A substantial portion of the trust lands on Treasure Island are lands that have been cut off from access to navigable waters and are not useful for public trust purposes. Other lands, due to their location and attributes, remain useful to the trust for future open space and other trust uses, including

the following: a wetland creation site; a pedestrian corridor around the shoreline of the island linked with a major open space and recreational park in the northern and eastern portions of the island; a proposed ferry terminal and plaza, a marina, and other public waterfront amenities; and other public ways that will provide waterfront access and enhance water views across the island. The remaining lands that are cut off from water access do not have these capabilities and are no longer needed or useful for trust purposes. Development of those lands for nontrust uses that are consistent with the redevelopment goals of the conversion act and state redevelopment law will not interfere with trust purposes and will provide revenues needed to improve the trust lands in a manner that will maximize their value to the trust.

(j) Absent a trust exchange, the uncertainties alleged by the federal government regarding the sovereign trust title of lands within Treasure Island would remain, and most of the lands on Yerba Buena Island that are of high value to the public trust would remain free of the public trust, and could thereby be cut off from public access and developed for nontrust uses. In addition, the interior lands on Treasure Island not useful for trust purposes could not be used for residential or other nontrust uses essential for the economic redevelopment of the island and for the financial feasibility of needed seismic upgrades, historic preservation, and the development of the Treasure Island waterfront and adjacent open space for public purposes in furtherance of the trust. An exchange will render redevelopment of Treasure Island economically feasible and will allow the trust lands within the TIDA property to be successfully transferred out of federal ownership and to be used to the greatest benefit of the people of the state.

(k) A trust exchange resulting in the configuration of trust lands substantially similar to that depicted on the diagram in Section 12 of this act maximizes the overall benefits to the trust, and does not interfere with trust uses or purposes. Following the exchange, all lands within the TIDA property adjacent to the waterfront, as well as certain lands on Yerba Buena Island that have high trust values, will be subject to the public trust and the statutory trust. The lands that will be removed from the trust and the statutory trust pursuant to the exchange have been filled and cut off from navigable waters and are no longer needed or required for the promotion of the public trust. These lands constitute a relatively small portion of the granted tidelands within the city. This act requires that the commission ensure that the lands added to the trust pursuant to the exchange have a value equal to or greater than the value of the lands taken out of the trust.

(l) The Job Corps parcel is a 36-acre parcel of land on Treasure Island that is presently owned and administered by the United States Department of Labor. The Job Corps parcel is surrounded by and generally shoreward of the Navy-owned lands proposed to be transferred to TIDA. There are no immediate plans to transfer the Job Corps parcel out of federal ownership. However, depending on future plans of the federal government for the Job Corps parcel, there may be opportunities for transferring all or a portion of the lands out of federal ownership all at once or in phases. This act provides that Job Corps parcel lands may be incorporated into the exchange authorized

by this act, either as part of the main exchange or in one or more subsequent phases, in accordance with the conditions set forth in this act.

(m) This act advances the purposes of the Community Redevelopment Law (Part 1 (commencing with Section 33000) of Division 24 of the Health and Safety Code) and the public trust, and is in the best interests of the people of this state.

SEC. 19. Section 4 of Chapter 543 of the Statutes of 2004 is amended to read:

Sec. 4. The Legislature hereby approves an exchange of trust lands, as approved by the commission under Section 7 of this act, between Treasure Island and Yerba Buena Island, whereby certain Treasure Island trust lands that meet the criteria set forth in this act and therefore are not now useful for public trust purposes will be freed from the public trust and the statutory trust and may be conveyed into private ownership, and certain other lands on Yerba Buena Island that are not now subject to the public trust and that are useful for public trust purposes will be made subject to the public trust and the statutory trust, provided all of the following conditions are met:

(a) The exchange results in a configuration of trust lands substantially similar to that shown on the diagram in Section 12 of this act.

(b) The lands to be subject to the public trust are configured so as to be accessible from the streets as finally configured within the TIDA property.

(c) The exchange otherwise complies with the requirements of this act.

(d) The exchange is consistent with and furthers the purposes of the public trust.

SEC. 20. Section 7 of Chapter 543 of the Statutes of 2004 is amended to read:

Sec. 7. (a) The commission is authorized to approve an exchange of trust lands between Treasure Island and Yerba Buena Island that meets the requirements of this act. Pursuant to this authority, the commission shall establish appropriate procedures for effectuating the exchange. The procedures shall include provisions for ensuring that lands are not exchanged into the trust until either of the following have occurred:

(1) All remedial action necessary to protect human health and the environment with respect to hazardous substances on the land has been completed as determined by the United States Environmental Protection Agency, the California Department of Toxics Substances Control, and the Regional Water Quality Control Board, pursuant to the Federal Facilities Agreement for the Naval Station Treasure Island dated September 29, 1992, as amended, and the United States has provided a warranty in accordance with Section 9620(h)(3)(A) of Title 42 of the United States Code.

(2) The United States has obtained a warranty deferral, approved by the Governor in accordance with Section 9620(h)(3)(C) of Title 42 of the United States Code, involving land for which the commission has determined to execute a certificate of acceptance of title. Prior to approving a warranty deferral, the Governor, the California Department of Toxics Substances Control, and the Regional Water Quality Control Board shall confer and consult with the commission to reasonably ensure that the terms of the

warranty deferral and underlying documents and agreements provide sufficient standards and financial assurances to ensure that the remediation of any affected trust lands will be completed in a manner consistent with the intended public trust use of these lands and in a reasonable period of time.

(b) The commission shall not approve an exchange of trust lands pursuant to this act unless it finds all of the following:

(1) The configuration of trust lands upon completion of the exchange will do all of the following:

(A) Not differ significantly from the configuration shown on the diagram in Section 12 of this act.

(B) Include all lands within the TIDA property that are presently below the line of mean high tide and subject to tidal action.

(C) Consist of lands suitable to be impressed with the public trust.

(2) The final layout of streets within the TIDA property will provide access to the public trust lands and be consistent with the beneficial use of the public trust lands, including, but not limited to, roadway access to serve the public along the western shoreline of Treasure Island.

(3) The value of the lands to be exchanged into the trust is equal to or greater than the value of the lands to be exchanged out of the trust, as the exchange is finally configured and phased. The commission may take into consideration any uncertainties concerning whether the lands to be exchanged are currently subject to the public trust.

(4) The lands to be taken out of the trust have been filled and reclaimed, are cut off from access to navigable waters, are no longer needed or required for the promotion of the public trust, and constitute a relatively small portion of the tidelands granted by the state within the city, and the exchange will not result in substantial interference with trust uses and purposes.

(5) Sufficient building height limitations are in place to ensure that views from public areas at Yerba Buena Island are not obstructed.

(6) The trustee has approved the exchange and will hold fee title to all lands to be subject to the trust upon completion of the exchange.

(c) Any portion of the Job Corps parcel may be added to or removed from the trust, all at once or in phases, as part of the exchange authorized by this act, provided all of the following conditions are met:

(1) No Job Corps parcel lands are removed from the trust in advance of the exchange of lands authorized in subdivision (b) of this section.

(2) The commission finds all of the following:

(A) Any Job Corps parcel lands to be exchanged into the trust will enhance the configuration of trust lands on Treasure Island.

(B) Any Job Corps parcel lands to be exchanged out of the trust have been filled and reclaimed, are cut off from access to navigable waters, are no longer needed or required for the promotion of the public trust, and constitute a relatively small portion of the granted tidelands within the city.

(C) The inclusion of the Job Corps parcel lands in the exchange will not result in substantial interference with trust uses and purposes.

(D) Any Job Corps parcel lands to be subject to the trust are accessible from the streets as finally configured within the TIDA property, consistent with the beneficial use of those lands.

(E) The cumulative value of all of the TIDA property exchanged into the trust is equal to or greater than the cumulative value of all of the TIDA property exchanged out of the trust, after the Job Corps parcel lands are included in the exchange. The following shall apply to the determination of cumulative value by the commission:

(i) For purposes of calculating the value of any lands added to or removed from the trust in an earlier phase of the exchange, the commission shall utilize the value of those lands as determined by the commission at the time of the commission's approval of the earlier phase, adjusted to account for any apportionment of development costs pursuant to clause (ii) and adjusted for inflation in a manner approved by the commission.

(ii) For purposes of calculating value of the Job Corps parcel lands to be added to or removed from the trust, the commission shall apportion to those lands a prorated share of any direct or indirect development, project requirement, and other costs accepted by the commission in its valuation of any lands involved in an earlier phase of the exchange where such costs are for activities or improvements not borne by the United States that benefit the Job Corps parcel lands, including, but not limited to, the direct and indirect costs of shoreline stabilization, environmental remediation, infrastructure, transportation facilities, and open-space improvements, adjusted for inflation in a manner approved by the commission.

(iii) The commission may take into consideration any uncertainties concerning whether the Job Corps parcel lands are currently subject to the trust.

(F) The trustee will hold fee title to all lands to be subject to the trust upon completion of the exchange.

(3) The commission and the trustee have approved the addition of the Job Corps parcel lands to the exchange.

(d) The commission shall impose additional conditions on its approval of the exchange if the commission determines that these conditions are necessary for the protection of the public trust. These conditions may include a contribution to the Land Bank Fund, established pursuant to Division 7 (commencing with Section 8600) of the Public Resources Code, or exchanging lands into the trust in addition to those on Yerba Buena Island, if the value of the land brought into the public trust does not equal or exceed the value of the land removed from the public trust.

(e) For purposes of effectuating the exchange authorized by this act, the commission is authorized to do all of the following:

(1) Receive and accept on behalf of the state any lands or interest in lands conveyed to the state by the trustee, including lands that are now and that will remain subject to the public trust and the statutory trust.

(2) Convey to the trustee by patent all of the right, title, and interest of the state in lands that are to be free of the public trust and the statutory trust upon completion of the exchange.

(3) Convey to the trustee by patent all of the right, title, and interest of the state in lands that are to be subject to the public trust and the statutory trust and the terms of this act upon completion of the trust exchange, subject to the terms, conditions, and reservations as the commission may determine are necessary to meet the requirements of this act.

(f) Following the completion of any phase of the trust exchange, the resulting configuration of trust lands within the TIDA property shall constitute the “trust property” for purposes of the conversion act, notwithstanding subdivision (b) of Section 4 of that act.

SEC. 21. Section 12 of Chapter 543 of the Statutes of 2004 is amended to read:

Sec. 12. The following diagram is a part of this act:

PRINTER PLEASE NOTE: TIP-IN MATERIAL TO BE INSERTED

SEC. 22. The Legislature finds and declares that, because of the unique circumstances applicable only to the lands described in this act, a statute of general applicability cannot be enacted within the meaning of subdivision (b) of Section 16 of Article IV of the California Constitution. Therefore, this special statute is necessary.

SEC. 23. If any provision of this act, or its application to any person, property, or circumstance, is held invalid by any court, the invalidity or inapplicability of such provision shall not affect any other provision of this act or the application of that provision to any other person, property, or circumstance, and the remaining portions of this act shall continue in full force and effect, unless enforcement of this act as so modified by and in response to that invalidation would be grossly inequitable under all of the circumstances, or would frustrate the fundamental purposes of this act.

MEMORANDUM

October 4, 2007

TO: MEMBERS, PORT COMMISSION
Hon. Rodney Fong
Hon. Michael Hardeman
Hon. Stephanie Shakofsky

FROM: MEMBERS, SWL 337 Port Commission Committee
Hon. Ann Lazarus, President
Hon. Kimberly Brandon, Vice President

THROUGH: Monique Moyer
Executive Director

SUBJECT: Informational Presentation of the Seawall Lot 337 Commission Committee Report and Recommendations Regarding the Seawall Lot 337 Planning Process and Proposed Competitive Solicitation

DIRECTOR'S RECOMMENDATION: Informational Only – No Action Required

OVERVIEW

This report describes the Port's planning process and outcomes for Seawall Lot (SWL) 337 and summarizes the recommendations of the Port Commission's Committee, composed of Port Commission President Ann Lazarus and Vice President Kimberly Brandon. The report also outlines recommendations for a two-step developer solicitation process for SWL 337 intended to maximize public input to the unique waterfront development opportunity afforded on this site.

BACKGROUND

In September 2006, the Port Commission established a Committee of the Port Commission (Port Committee) of Commission President Ann Lazarus and Vice President Kimberly Brandon to lead a community planning process to define opportunities for development of SWL 337.

SWL 337 is located on the south side of China Basin Channel, across from AT&T Park, bounded by Terry Francois Boulevard, Third Street and Mission Rock Street, east of the Mission Bay South Redevelopment Plan area. This 14 acre site is improved with China Basin Park located at the north end of the site, and an asphalt parking lot currently under lease to the San Francisco Giants, which provides about 2,200 parking spaces for baseball fans, and general parking during non-game/event periods.

THIS PRINT COVERS CALENDAR ITEM NO. 8A

In an informational briefing and memorandum dated August 1, 2006 to the Port Commission staff outlined the purpose for this planning and development effort. SWL 337 is the last major development site within the Mission Bay neighborhood. This area has been undergoing dramatic redevelopment from industrial to mixed use residential, commercial, biotechnology and medical research uses, including a new campus for the University of California, San Francisco. The Port desires to work with community stakeholders to define a development program that expands waterfront public access and shoreline open space, creates a new waterfront destination that includes a diverse mix of uses which generate substantial revenues to support historic preservation and waterfront park improvements elsewhere at the Port, and which also addresses the transportation and parking needs of the Giants and new development.

The Port Committee chaired and/or directed staff to host a series of public meetings and workshops from January 31, 2007 through October 1, 2007 designed to evaluate a broad array of issues and opportunities to inform future decisions about SWL 337, and foster public consensus about how to solicit private market interest in development of the site.

The focus of this work has been to define the objectives and criteria that describe the type of development that the Port and community would like to achieve at SWL 337. These development criteria will be included in a developer solicitation process, a proposed two-step Request for Qualifications and Request for Proposals (RFQ/P). This staff report provides an overview of the community planning effort, the proposed Development Objectives and Criteria to be included in the RFQ/P, and a description of the proposed solicitation process.

SWL 337 PLANNING PROCESS

As indicated above, the Port Committee and staff held several public meetings and workshops to inform the public about the site history and key regulatory, financial and land use considerations, and to initiate a dialog with the public about the character and mix of uses that should be sought for new development at SWL 337. A summary of those meetings and supporting documents, which are incorporated by reference, is provided below. The referenced documents and meeting minutes are available on the Port's website, www.sfport.com. In addition to the meetings described below, Port staff made presentations on this project at other community meetings held by the Port's Central Waterfront Advisory Group, Rincon Point-South Beach Citizens Advisory Committee, Mission Bay Citizen Advisory Committee, SPUR, and Plan Potrero.

January 31, 2007 – SWL 337 Site and Planning Orientation

Under the direction of the Port Committee, staff presented information from a detailed briefing report on SWL 337, which included land use history, zoning and past plans affecting the site, relationship with Mission Bay planning, public trust and regulatory issues, and Port financial and capital plan needs. As part of its site assessment, the Port expressed its Land Use and Development Objectives for SWL 337, solicited public comments regarding these Objectives, as well as thoughts and ideas about land use visions and concepts that citizens felt should be considered in the planning process.

In preparing information for this meeting and throughout the planning process, Port staff benefited from and expresses its great appreciation for the support it has received through a very effective interagency effort with the San Francisco Redevelopment Agency, Municipal

Transportation Agency (which includes Muni and Parking & Traffic Division), San Francisco Planning Department, and Mayor's Office of Economic and Workforce Development. Staff would also like to acknowledge UC San Francisco Campus Planning staff for their help in providing needed information to support this process.

February 28, 2007 – Public Transportation and Ballpark Parking Presentation

Staff from the MTA and San Francisco Giants made presentations regarding transportation and parking needs and opportunities, recognizing the development activity in Mission Bay, the City's efforts to expand public transportation to this area of the City, and the ongoing parking and transportation needs of AT&T Park. This presentation also addressed the City and Giants coordinated efforts to promote public transit and use of alternate transportation to ballpark events. The Giants expressed the need to maintain about 2000 parking spaces to accommodate fans coming by car.

April 18, 2007 – Public Workshop to Evaluate Potential Development Scenarios

Staff prepared different site development scenarios, based on planning analysis and public comments received to date, to illustrate a variety of ways in which land uses can be laid out on the site, and to solicit public response and feedback on development pros and cons for SWL 337. These scenarios, accompanied by estimates of associated revenues ranging from \$7-8 million/year, were the subject of detailed discussion and review in tabletop sessions with Port staff and community stakeholders. In general, the public embraced the idea of creating major, expanded public waterfront open space fronting on the south side of China Basin Channel, developing a mix of uses, and incorporating public-oriented activities and events to create a lively destination for people from outside Mission Bay as well as workers and residents from within this neighborhood.

May 30, 2007 – Public Trust Workshop

Port staff prepared a briefing report on public trust considerations for SWL 337, which supplemented a broader public trust overview provided in the January 31, 2007 report. The public received a presentation from Bill White, an attorney with Shute Mihaly and Weinberger, the Port's special counsel regarding public trust issues. Grace Kato, Public Lands Management Specialist, with the California State Lands Commission (SLC) attended to provide information on how SLC works with trustee agencies like the Port to ensure that development on trust lands is consistent with public trust principles. This session included a reporting of legislative efforts involving the Port and SLC which proposed to lift the public trust use restrictions for specified Port seawall lots, including SWL 337, subject to certain conditions, to enable a more expansive palette of developed uses and revenue generation to support historic preservation and waterfront open space needs of the Port.

June 18, 2007 – SWL 337 Development Objectives, and Urban Design Workshop

As a follow up to the April workshop, the Port released a first draft of Development Objectives and Criteria for public review and comment. Staff explained that these Objectives and Criteria, as further amended in response to public comment, would ultimately be included in a Request for Proposals (RFP). The June workshop also included presentation of a staff analysis of urban

design and development considerations for SWL 337. This included computer-generated images to study how buildings of different massing and height could be arranged on SWL 337, and how they relate to the surrounding area. This site analysis prompted many comments about the character and nature of development, which were reflected in comments subsequently received on the Objectives and Criteria.

July 30, 2007 – SWL 337 Development Objectives and Criteria Workshop

Staff led a workshop which reviewed each of the proposed Development Objectives. This workshop fostered substantial discussion and exchange regarding the type of direction and level of detail that Development Objectives and Criteria and the RFP should provide. There was a strong sentiment expressed that the Objectives and Criteria should not be prescriptive. Given this special site setting and opportunity for architectural and design creativity that could create the exciting, vibrant place that the public has repeatedly stated they want to see at SWL 337, there was a recognition that San Francisco runs the risk of over-regulating design that could undermine that grand vision. This workshop fostered many clear statements and comments which led to more articulate descriptions of qualities that are sought for new development of SWL 337, but which still leave flexibility for design innovation.

October 1, 2007 - Finalizing Development Objectives, Presentation of Proposed Developer Solicitation Process

Staff prepared revised Development Objectives and Criteria based on the public comments received, which were released for review in advance of the October 1 Port Committee Meeting. In general, the public recognized that prior comments and insights had been well-synthesized and incorporated, and that the revised version provides a sound statement of the community's hopes and expectations for development of SWL 337. Additional comments received in this meeting called for the criteria to emphasize that developers are asked to craft development proposals that highlight San Francisco's unique character, to invite concepts that may include an eclectic mix of activities and qualities that people would not typically find in other cities.

Representatives of the San Francisco Giants highlighted the fact that AT&T Park is a model in the nation for promoting transportation modes other than cars, and that a balanced approach for providing both parking and transportation is critical to the continued success of the ballpark. There were questions regarding whether the Port or City would provide more direction on how to address ballpark parking needs in development proposals. Staff reported that the Giants have completed a survey of its fans regarding their transportation patterns and preferences, and that a parking inventory and use survey by a Port transportation consultant will be completed within the next few weeks.

Port staff expressed its intent to present this information to the public (including potential interested developers) in November. This information would provide current information that would enable developers to assess the shared parking needs and opportunities at SWL 337, and whether there are satellite parking opportunities that can be secured in the near vicinity to achieve a cost-effective and responsive approach to meeting parking and transportation needs. One commenter suggested that as a part of an overall transportation management plan, Port staff investigate parking management strategies for existing or planned on-street parking spaces to

accommodate surrounding uses and suggested unbundling structured parking from companion uses (e.g., charge separately for the subsequent use of this parking).

There were also comments regarding whether the Port would provide more direction on its financial revenue expectations for new development. Accepting that Objectives and Criteria are not intended to be prescriptive, the commenter pointed out that developers could be confused about how to prioritize and assign relative importance to the design, development program, and financial objectives the Port has specified. The commenter encouraged refinements that could provide more clarity, without undue constraints.

One member of the public recommended a public park of a very large size to accommodate a full array of activities, and referenced Dolores Park in the City's Mission District as an example. Another commenter recommended emphasizing that the ecological features of open space on the site should be designed in a manner appropriate to its waterfront setting, and that the Port's development criteria should acknowledge that there is a deficit of neighborhood-serving open space in Mission Bay.

Two-Step Developer Solicitation Process

The meeting then turned to a discussion of the proposed developer solicitation process for SWL 337. Port staff provided a handout which outlines a proposed two-step solicitation process and schedule (Attachment A). Previous Port public-private development projects have been the product of a one-step process, wherein the Port worked with the community to define Development Objectives and Criteria which were included in an RFP, which led directly to selection of a single developer partner. Port staff believes that a two-step RFQ/RFP process presents an opportunity for further public involvement prior to selecting a single development partner for the development of SWL 337.

As indicated, the Objectives and Criteria (see Attachment B) can be broadly interpreted to invite innovative development and design ideas and proposals. The Objectives and Criteria also seek to achieve public benefits that may compete economically and/or for space on SWL 337. In San Francisco, successful development projects possess a character and design that attract and build community support, and for which the balance between revenue and development feasibility needs and public benefits is well understood.

To advance a realistic understanding of how well development and public benefit improvements can be integrated to produce development proposals that are highly responsive to the Objectives and Criteria, the Port has proposed a process that provides prospective developers and community stakeholders an opportunity to present and exchange information about conceptual development, before developers submit finalize formal proposals to the Port.

Request for Qualifications with Development Concept

Staff proposes a first step Request for Qualification (RFQ) phase, wherein prospective developers submit to the Port information regarding their experience and financial capability (pursuant to criteria provided in the RFQ), along with a conceptual land use plan and financial strategy for SWL 337. Such development concepts must be defined to an appropriate level such that the developer can adequately explain to community stakeholders the intent, general character and mix of uses they conceive as feasible and responsive to the SWL 337 Objectives and Criteria, and a general range or representation of the financial productivity of such a

program. These submittals would be reviewed by the Port and a proposed advisory panel (discussed further below), with recommendations from the advisory panel forwarded to the Port Commission regarding a proposed short-list of qualified developers.

The Port would host meetings for the public to receive presentations of each development concept from each of the short-listed teams, to allow the community to dialog directly with each development team. All development concept presentations and community discussions would be open to the public, including the short-listed development teams.

Request for Proposals

On the basis of the presentations and community discussions, development teams would be free to refine their concepts and prepare their Development Proposals for submittal to the Port in response to the second step Request for Proposals (RFP) phase. This submittal would be accompanied by a fully developed use program and financial pro forma.

Advisory Panel

The Port Committee recommends the creation of an advisory panel consisting of experts and community representatives to provide an independent assessment of development concept and proposals submitted through the RFQ and RFP phases, measured against the SWL 337 Objectives and Criteria. The Port would provide staff support to the advisory panel. The advisory panel would forward its recommendations for a short list of qualified developers (RFQ phase) and a single developer (RFP phase) to the Port Commission for its consideration and action.

Attendees of the October 1st meeting were receptive to this proposed approach for developer solicitation because it affords an early “reality check” between development and community interests to gain an understanding of the issues and potential tradeoffs of developing SWL 337, before a developer or the Port are committed to any negotiations.

COMMITTEE RECOMMENDATIONS

Members of the Committee have either chaired or attended (one or both members) all of the public meetings and workshops held for this project. The Committee appreciates the intelligent and informed participation and contributions from everyone involved in the process. The meetings have yielded extensive information for interested stakeholders and members of the development community about the opportunities afforded by development of SWL 337, and how this opportunity directly relates to the Commission’s broader responsibilities and obligations to manage the future of the City’s waterfront.

In response to the October 1 meeting discussions, staff have prepared proposed further refinements to the SWL 337 Development Objectives and Criteria, which are highlighted in Attachment B.

The Port Committee recommends that the Port Commission initiate the RFQ/P solicitation process, as described in the proceeding, and further recommends that the Port Executive Director appoint an advisory panel to provide an independent review of RFQ development concepts and RFP proposals, measured against the SWL 337 Objectives and Criteria. This panel would be advisory to the Commission and could include the following stakeholders and experts:

1. Surrounding Community
2. Waterfront Open Space
3. Environmental
4. Planning Department
5. Redevelopment Agency
6. Real Estate Economics Professional
7. Citywide and Economic Development Interests

The planning work and community discussions envisioned for the SWL 337 Port Committee has been completed and is now forwarded to the Port Commission to carry out the developer solicitation process. The Port Committee believes this process has provided important groundwork to foster a high level of public understanding of the intent and character of this development opportunity, which we hope will foster enlightened and inspiring development for SWL 337.

Prepared by: Diane Oshima, Asst. Deputy Director, Waterfront Planning

For: Port Commission President Ann Lazarus
Port Commission Vice President Kimberly Brandon

ATTACHMENT A



Seawall Lot (SWL) 337 Proposed Developer Solicitation Process October 1, 2007

PUBLIC WORKSHOPS

DEVELOPMENT OBJECTIVES & CRITERIA

January – October 2007

- Site History & Orientation
- Mission Bay Planning and Development Context
- Public Trust and Port Capital Needs
- Developed Objectives and Criteria for inclusion in SWL 337 Developer Solicitation

DEVELOPER SOLICITATION PROCESS

Proposed issuance of Development RFQ/P Opportunity: Late October 2007

The solicitation would be a two-step process:

Phase One: Request for Developer Qualification (RFQ)

Submittal of Development Experience, Financial Capability & Development Concepts from Interested Developers -- *Proposed submittal deadline: mid-February 2008*

- Submittal of Development Concepts with illustrative graphics for public presentations, based on Developers' experience, market assessment, and review of the SWL 337 Development Objectives & Criteria
- Submittal of approach to development project financing & estimate of potential return to Port
- Qualified Developers and Concepts will be screened by an advisory panel, made up of members with planning and development expertise, and community stakeholder interests. The advisory panel recommends a short list of qualified development teams with their development concepts for approval by Port Commission – *Proposed date: mid-March 2008*
- Approved short-listed development team present their development concepts to the public, in meetings designed to enable direct Q&A dialog with the community. Objective is to cross-inform developers, community, Port and the City about how development and public benefits could realistically be accomplished – *Proposed date: March 2008*

Phase Two: Request for Developer Proposals & Developer Selection

Short-listed development teams to submit Development Proposals for SWL 337, as may be

refined based on public review and exchange during the RFQ phase – ***Proposed submittal deadline: May 2008***

- Development Proposals will provide more detailed development program and financial proposal, project design including perspective renderings, elevations and floor plans than reflected at the RFQ stage
- Development Proposals will be reviewed by the same advisory panel convened for the RFQ submittals, which will recommend a development team and proposal to the Port Commission with whom to initiate discussions for an exclusive development negotiation agreement.

Port Commission approval of Selected Development Team for SWL 337
Proposed date: June 2008

ATTACHMENT B

[Staff-proposed revisions shown with underlining based on comments at October 1, 2007 Committee meeting]



SWL 337 VISION STATEMENT

Create a vibrant and unique mixed-use urban neighborhood focused on a major new public open space at the water's edge. This new neighborhood and public open space should become a public destination that enlivens the waterfront and complements Mission Bay. Consistent with enabling state legislation, the development program for the site should generate significant revenues to fund the Port's historic preservation and waterfront open space needs.

OBJECTIVES & CRITERIA

Land Use

1. Develop a diverse mix of uses at SWL 337 that reflects San Francisco's unique character and promotes a vital urban environment with lively interactions between workers, visitors and residents, and broad use and safe enjoyment of public spaces.

Criteria:

- a. Propose a development program that creates a public destination with major public open space and waterfront recreational uses integrated with revenue producing uses that may include office, hotel, retail, restaurant, assembly and entertainment, and residential uses.
- b. Consistent with SB815, demonstrate that first consideration was given to public trust-consistent uses in the development program.

Mayor Gavin Newsom sponsored SB 815 (Senator Migden, 2007) which authorizes the Port to enter into a lease not to exceed 75 years that includes commercial and residential uses that typically cannot be constructed on lands granted by the State of California to the City and County of San Francisco pursuant to the Burton Act. SB 815 requires that the Port study public trust uses for SWL 337 first. The legislation also requires that the California State Lands Commission approve the proposed lease for the site.

- c. Design any proposed residential uses so that they do not conflict with the ongoing operational needs of Pier 50.

Pier 50 is an important long-term Port facility to support maritime support activities and vessel berthing, as well as the Port's maintenance center.

- d. (Optional) Propose a use program for Pier 48 that is publicly-oriented and takes advantage of the proposed new public open space at SWL 337. Proposed uses on Pier 48 should be consistent with the public trust and the Secretary of Interior Standards for Rehabilitation.

Pier 48 is subject to public trust use restrictions as administered by the Port with oversight by the State Lands Commission. Respondents will be required to cooperate with the Port to obtain a finding of consistency with the public trust and the Burton Act from the State of California for proposed new uses on Pier 48.

Historic Pier 48 is included in the San Francisco Embarcadero Waterfront National Register Historic District. Pier 48 has become obsolete for cargo shipping needs, but continues to provide a useful facility for berthing of mid-to-shallow draft vessel. The two main structures, Sheds A and B, are linked by an open air deck ("valley") and connecting shed along the pier's eastern side. The facility was seismically improved and repaired following a fire in the 1996.

Open Space

2. Expand China Basin Park, and create other public open space amenities that increase public enjoyment and views of San Francisco Bay, AT&T Ballpark and the Bay Bridge, and to create a unique but complementary addition to the network of parks and open space along the San Francisco waterfront and in Mission Bay.

Respondents may propose water recreation, outdoor/indoor performance and entertainment venues (e.g. bandshell, amphitheater), cultural facilities and public art installations, and small eating establishments as part of a broader open space program. The designs should recognize and address wind and weather conditions that effect how the public can use and enjoy new waterfront open space.

Respondents may wish to examine two publications by the San Francisco Bay Conservation and Development Commission as resources for design of shoreline open space: "Shoreline Spaces: Public Access Design Guidelines for the San Francisco Bay" (2005) and "Shoreline Plants: A Landscape Guide for the San Francisco Bay" (2007).

Criteria:

- a. China Basin Park should connect with and enhance the Bay Trail and contribute to the Blue Greenway, incorporating landscaping and ecological design features that include native flora and fauna which also provide habitat value.

3. Create gathering places for area residents, workers and visitors with linkages to China Basin Park and activate open spaces with events and activities that enliven SWL 337.

Respondents should become familiar with public trust principles as they apply to public open space.

Transportation

4. Promote the City's transit-first policy while respecting and balancing the parking needs to support AT&T Ballpark.

The site is transit rich, served by significant local and regional transit within several blocks' walk. Transit access is provided by Muni T-Third St. light rail line (soon to be extended as the Central Subway) along The Embarcadero, connecting with downtown ferries and BART, the proposed Muni E-line between Mission Bay and Fisherman's Wharf, Caltrain commuter rail south to the Peninsula, and AT&T Ballpark ferry service at China Basin landing (on game days).

Criteria:

- a. Promote efficient public transportation strategies, including pedestrian, bicycle, carshare and public transit modes, to support new development on SWL 337.
- b. Program new permanent parking facilities that support new development and maximize shared parking for AT&T Ballpark.

Since its opening in 2000, the San Francisco Giants have worked with the City to promote alternative transportation to and from ballpark games and events, and achieved among the highest percentage use of non-auto modes in Major League Baseball (45-50% for day games). The Giants indicate a desire to secure approximately 2,000 parking spaces for ballpark patrons. The Port recognizes that the ballpark will continue to have substantial requirements for parking at SWL 337. Consider unbundling structured parking from companion uses (e.g., charge separately for the subsequent use of this parking).

Respondents should demonstrate how parking facilities can be used for multiple purposes, and how and to what extent shared ballpark parking, particularly for night and weekend day games, can be configured. The Port acknowledges that in order to finance parking facilities, funds from multiple sources, including participation from the San Francisco Giants, may be required. Respondents should demonstrate conceptually how parking facilities will be financed relative to other proposed uses.

- c. Investigate and propose shared parking for the ballpark at nearby satellite parking facilities.

The Port encourages respondents to identify and propose shared parking opportunities dedicated to serve Giants games and events at satellite parking

facilities in Mission Bay that can offset the loss of parking available to the Giants on SWL 337.

- d. Design and locate parking facilities to minimize their presence and impact on the surrounding area, particularly the waterfront and Third Street.
- e. Maintain vehicle access to Piers 48 and 50 via Terry Francois Boulevard from the south, including truck access to Pier 50.

Neighborhood Character, Historic Resources and City Form

- 5. Create an urban form for SWL 337 that responds both to the new architecture along Third Street in Mission Bay and the historic resources on the waterfront, including Pier 48 and Lefty O'Doul Bridge.

Criteria:

- a. Promote an inspiring urban form and architecture worthy of this unique waterfront location, within a flexible framework of proposed zoning and development controls.
 - b. Propose a density of new development sufficient to support the public amenities and infrastructure improvements proposed for SWL 337.
 - c. Provide a Bay Trail/public promenade that meets public open space and circulation needs of the site, and supports access by multiple transportation modes, including pedestrians and bicyclists.
 - d. Design new street corridors as public spaces that foster an intimate and pedestrian scale and social and economic interactions between diverse uses and users, as promoted in the San Francisco Better Streets Program.
 - e. Utilize street and public way improvements to promote access and view corridors to the waterfront.
 - f. Locate active uses at the street level, and adjacent to public gathering spaces created as part of new open spaces.
- 6. Respondents may propose one or two taller, slender buildings that help achieve an interesting urban form, with a satisfying relationship to public open spaces, the pedestrian realm, and the waterfront.

The urban form should be appropriate to the site and its surroundings, the waterfront and the Bay, Pier 48 and Lefty O'Doul Bridge waterfront historic resources, and the overall city form. Respondents should study but not copy the Development Controls for adjacent Mission Bay development to understand the prevailing heights in the surrounding area, but not need to be restricted to them.

7. Propose a development program that funds public amenities and infrastructure improvements.

Economic

8. Respond to the Port's significant historic preservation and waterfront open space needs elsewhere on Port property, pursuant to SB 815, with a development program that can generate significant annual revenues to the Port.

SB 815 requires the Port to utilize increased rent from development of SWL 337 to fund historic preservation and waterfront open space mandated by the BCDC San Francisco Waterfront Special Area Plan. The Port expects to realize significant annual base rent and participation rent from development of the site. After evaluating land use proposals submitted by respondents in the Phase I Request for Qualifications and Concept, the Port Commission may establish a minimum annual rent for respondents in the Phase II of this two-phase solicitation.

Sustainability

9. Require new development and site improvements to incorporate and set an example for integrating green technologies and sustainable development practices and utilize best efforts to achieve LEED Gold or equivalent standards for Neighborhood Development, Core and Shell Development and New Construction.

Respondents should incorporate renewable energy and energy-efficiency strategies, such as efficient thermal envelopes and efficient space and water heating to support new uses, where feasible. Respondents should also evaluate and propose site-appropriate ecological design strategies such as on-site erosion control, water purification/pollution reduction, rainwater harvesting and natural-based stormwater management.

**REQUEST FOR PROPOSALS
SEAWALL LOT 337 DEVELOPMENT OPPORTUNITY**

**Appendix F
Transportation Demand Management Program
Submittal Requirements**

Introduction

The Seawall Lot 337 Mixed Use Project offers great opportunity to develop thoughtful, effective, and integrated strategies for managing transportation demand, which should serve as a model for Mission Bay and other major mixed use development areas. There has been and continues to be major planned public investment to expand public transit service, and bicycle and pedestrian access to AT&T Park, Mission Bay and along the waterfront, with numerous nearby connections to the regional transit network.

As expressed in the RFP Objectives, Respondents are required to include a Transportation Demand Management Plan (TDMP), that presents a comprehensive and integrated approach to planning and managing transportation demands associated with this Mixed Use Project, and addresses transportation and parking needs associated with AT&T Ballpark. This document provides direction on the issues and elements that must be addressed in the TDMP submittal.

A TDMP alone cannot result in transit-oriented development. The land use plan must incorporate smart land use measures such as clustering residential development around neighborhood-serving retail and transit stops. The design and placement of these uses should make alternative transportation a convenient and efficient way to travel to and within the SWL 337 and Pier 48 area, with attractive and comfortable amenities. Fortunately, SWL 337 is a large development site which affords many ways to configure land uses, and design buildings, public spaces and streets to prioritize access and use of public transit, walking and non-motorized circulation as a means of everyday transportation. And, in seeking a mixed-use development program, there are many opportunities to manage parking facilities efficiently so that shared parking spaces serve multiple uses, 24 hours a day, seven days a week.

New development will need to embody and comply with the policies and programs which establish the City's framework for sustainability and smart transportation strategies, including:

- 1) Transit-First Policy;¹
- 2) Better Streets Policy;²
- 3) Climate Action Plan;³

¹ City Charter Sec. 8A.115, www.municode.com/Resources/gateway.asp?pid=14130&sid=5

² www.sfenvironment.com/livablecity/downloads/better_streets_policy.pdf

³ www.sfenvironment.org/downloads/library/climateactionplan.pdf

- 4) Smart parking management programs implemented by the Port On-Street Parking Program⁴ and MTA *SFPark* program;
- 5) California Global Warming Solutions Act of 2006 (AB 32)

Respondents should review the below transportation-related studies and surveys that have been developed for the SWL 337 planning and development effort, to inform development of their TDMP proposals. In addition, this report includes SWL 337 Transportation Options and Strategies for Public Transit and Parking Management (see p. 7 of this report), prepared by staff of the San Francisco Municipal Transportation Agency and Nelson/Nygaard Associates, which outlines a broad range of tools and transportation ideas that should be considered in development of the TDMP.

- Parking Survey for SWL 337 Project – An area-wide survey of off-street parking facilities at SWL 337 and in the vicinity of AT&T Ballpark, prepared by Wilbur Smith Associates
- San Francisco Giants Fan Transportation Survey, prepared by San Francisco Giants

The TDMP proposals will be reviewed by the SWL 337 Advisory Panel, Port staff and consultants, and City staff from the Municipal Transportation Agency, as part of the evaluation of Respondents' RFP proposals.

Existing Conditions and Assumptions

The City has made major transportation infrastructure investments in the area, and set policy priorities which in large part informed the RFP Objectives for the SWL 337 Mixed Use Project, and which are summarized below. The TDMP should actively consider these conditions.

Transit: SWL 337 benefits by its location along the T-Third Muni light rail line. The closest stop is at Third and Mission Rock, which provides direct service to the southern end of the Site and is within one-quarter mile (Muni's standard of service) of most of SWL 337, but not Pier 48. Several other local and regional transit facilities are available from north of China Basin Channel, including Muni's N-Judah, Caltrain commute rail, MTA buses (30, 45, 10, 47, 76 routes), and ferry service (Golden Gate Ferry, currently on baseball game days and evenings only). AT&T Ballpark is located in even closer proximity to, and greatly benefits from these transit facilities .

Street Connectivity: The RFP Objectives call for the closure of the northern leg of Terry Francois Boulevard, to be integrated into a major public open space as part of the development. Development proposals may include pedestrian and/or landscaping improvements along the remainder of Terry Francois Boulevard consistent with emerging street design guidance in the City's Better Streets Policy⁵, running along the east side of

⁴ www.sfgov.org/site/port_index.asp?id=48893

⁵ www.sfbetterstreets.org

SWL 337, but must maintain car and industrial truck access to Pier 50, and service access to Pier 48. The design and layout of new streets, pathways, sidewalks created in the development of SWL 337 should correlate with the type and intensity of development they serve, to develop a highly functional, pedestrian-oriented circulation program to and within the development.

Off-Street Parking – Supply: The City recognizes that a program for off-street parking will be included in proposals to address motor vehicle transportation needs for any travel demand beyond that which can reasonably be addressed by alternative travel modes. As reflected in the RFP Transportation Objectives, parking proposals will undergo intensive review, with the objective of maximizing shared-use parking among uses both within the Mixed Use Project and adjacent uses, where feasible. The Transportation objectives also require that off-site parking facilities within 10 minutes walking distance to AT&T Ballpark be included or actively considered in the parking supply planning for this Mixed Use Project, to reduce the amount of on-site parking necessary to support new development at SWL 337, and ballgame season and special events (particularly nights and weekends) at AT&T Park. The goal of proposing shared parking as well as other strategies (such as parking shuttles to underutilized off-site parking, parking occupancy and wayfinding signage to direct motorists to available parking, etc.) is to minimize the number of on-site parking spaces needed.

Off-Street Parking – Efficiencies: In addition, parking structure proposals should strive to propose space-efficient parking management systems. Parking efficiency proposals to meet peak demand may include operational strategies such as valet/tandem parking or physical infrastructure such as mechanical parking stackers that are utilized to accommodate demand peaks.

Off-Street Parking – Unbundling and Pricing: In compliance with the RFP Objectives, Respondents are required to include a proposal for “unbundling” the lease/sales cost of housing or commercial space from the lease/sales cost of tenant parking space. In other words, the Port desires that tenant parking in the project stand separately as its own use, available on a non-dedicated, market-rate basis to employees and residents that occupy the proposed development program. In addition, the Port desires that short-term customer and visitor parking be managed to promote turnover using fair market prices.

Transportation Demand Management Program – Key Elements

Respondents are required to develop a TDMP tailored to the specific uses, site design and layout, open space network set forth in their RFP proposals. The TDMP proposals must address the following questions and elements presented below.

Existing Opportunities, Challenges, and Assets

- 1) Please describe what the project team sees as the existing transportation and parking opportunities and challenges, for the Site and broader Mission Bay/waterfront area, as they relate to your RFP development proposal.
- 2) Please describe the project team's understanding of the existing transportation and parking assets that will support the goal of reducing single-occupant motor vehicle trips and parking demand for the Site.

Transportation and Parking Demand Management Approach

- 1) Please describe the policies, programs, and/or infrastructure improvements that the Respondent proposes to implement in order to:
 - Reduce single-occupancy motor vehicle trips associated with the project
 - Reduce single-occupancy vehicle parking demand associated with this project
 - Increase project employees, residents, and/or visitors trips by carpool, vanpool, carshare, transit, shuttle bus, taxi, motorcycle, water-borne transportation, bicycling, walking or other modes.
- 2) Please describe how smart transportation planning strategies are incorporated into the location and site design of the development program in the RFP Submittal. How does the transportation network respond and support the particular placement of land uses to promote alternative travel modes and minimize automobile traffic?
- 3) Please describe whether and how the Respondent proposes to integrate, coordinate with, and/or take advantage of existing off-site transportation services and facilities to reduce motor vehicle trips and parking demand associated with the RFP proposal for SWL 337. In addition, describe how any new policies or programs in the Respondent's TDMP could be leveraged in coordination with other partners: Could the Respondent work in partnership with off-site major traffic generators in the vicinity to develop shared, cost-effective transportation services that serve a larger travel demand pool? If so, with whom, and for what types of transportation services?
- 4) Please describe how the Respondent would monitor the implementation and performance of its TDMP.

Transportation and Parking Design

- 1) Please describe the project team's proposed strategies and experience with public realm design that is "transit-supportive" and "pedestrian/bike friendly." How does the proposed design and management of the development program and site plan factor specifically into the TDMP?
- 2) Please describe any services to be provided to actively promote the use of public transit as an integrated part of the development and management of new commercial, residential, and other uses proposed for development. For example,

could a small retail storefront be provided to house a “Mobility Center” that would provide information on transportation and parking to project employees, residents, and visitors, including sales of transit passes?

3) Provide a detailed site plan and corresponding table identifying the proposed parking included in Respondent’s RFP proposal, which includes the following:

- Location and amount of on-street parking
- Proposed pricing and management strategies for on-street parking
- Location and amount of off-street parking
- Off-street parking management and pricing program to minimize the number of spaces and area dedicated to on-site parking, including:
 - Maximizing time-of-day shared-use parking among uses both within the Mixed Use Project and adjacent uses where feasible.
 - Utilizing off-site parking facilities within 10 minutes walking distance to AT&T Ballpark to the maximum extent possible, potentially including shuttles to underutilized off-site parking
 - Parking occupancy and wayfinding signage to direct motorists to available parking
 - Parking efficiency proposals to meet peak demand such as valet/tandem parking, mechanical parking stackers, etc.
 - Unbundling the lease/sales cost of housing or commercial space from the lease/sales cost of tenant parking space
 - Managing short-term customer and visitor parking to promote turnover using fair market prices.

- The type and number of parking spaces dedicated to rideshare, carshare, bicycles, motorcycles and compact cars provided in parking facilities, and any pricing structure and wayfinding strategy to incentivize their use
- Parking management program for on-street and off-street parking resources to efficiently respond to peak project demand periods.
- Parking management program to maximize the number of spaces that can be made available for Giants ballgames (particularly for weeknight and weekend games), and special events at SWL 337 and/or AT&T Park
- The number of parking spaces that would be available for use by attendees of Giants ballgames and events at AT&T Park, specified by time (weekday, weeknight, weekend)
- Design and management of parking garage facilities to enable their potential conversion to other uses as service and use of public transit, and alternative modes grow over time in the Bay Area, San Francisco, and Mission Bay. For example: How could above-ground parking be designed (ceiling heights, fenestration, utilities and be in compliance with building codes) to allow future conversion to other uses? What type of uses?

- 4) Please describe the project team's experience with managing transportation for special events. Describe experience with overflow parking situations and coordinating shared parking with nearby facilities during high-demand periods.
- 5) Please describe the project team's experience managing shared parking for residents, tenants, customers and the general public, including operating agreements for secure access, liability issues, etc.
- 6) Please describe the project team's experience in physical amenities (e.g. wayfinding signage programs) or information systems to educate and inform project employees, residents and guests about use and availability of public transit, bicycle, walking, parking, rideshare and other modes of travel to and within the Site.

Funding and Implementation

- 1) Please describe the Respondent's expertise and experience in developing TDMPs, including capital and/or operating costs estimates to implement programs to reduce motor vehicle trips and parking demand in new development projects.

Seawall Lot 337 Transportation Options and Strategies Public Transit and Parking Management

Prepared by San Francisco Municipal Transportation Agency
and Nelson\Nygaard Consulting Associates
May 2008

This report summarizes a wide range of strategies to increase the percentage use of non-auto modes of transportation by travelers associated with new development at SWL 337, and attendees and employees traveling to special events at AT&T Park. Following the public transit and other options presented below, this report identifies possible parking management strategies for SWL 337 and AT&T Park, which also can be employed to reduce automobile and traffic congestion in the area, and effect efficient utilization of parking resources.

Strategies for Transit and Alternative Modes

New Central Subway

The Municipal Railway (Muni) is currently in the planning stage of developing a new subway line between the vicinity of AT&T Park and Chinatown. T-Third Muni Metro streetcars, which currently turn right from northbound 4th Street onto eastbound King Street, would continue northbound on 4th Street, then enter a tunnel north of Brannan Street and travel underneath Market Street and Stockton Street into Chinatown. This service would increase transit capacity to and from AT&T Park substantially. Construction of the New Central Subway is expected to begin in 2010 and be completed in 2016. For more information, see: <http://www.sfmta.com/cms/mcentral/centralover.htm>

E-Line Extension

Currently, the City provides light rail public transit along The Embarcadero on the F-Line from Fisherman's Wharf to Market Street, continuing on to Castro Street; and on the N-Judah and T-Third Muni Metro routes from Market Street (Embarcadero BART/Muni Metro station) to the Caltrain Depot at 4th and King Streets. When these waterfront rail lines were constructed, the City also built connector tracks between the F-Line and Muni Metro tracks, in anticipation of creating a future E-Line Extension that would provide direct service by historic streetcars between Fisherman's Wharf and the Caltrain Depot. The E-Line has been identified in the Municipal Transportation Agency's (MTA) Transit Efficiency Plan, but implementation is dependent on rehabilitating a sufficient number of double-ended historic streetcars to provide service. Muni plans to initiate service in 2010, with the objective of operating 20-hour-a-day service with peak headways of about 15 minutes. This service would increase transit capacity

between downtown and AT&T Park, as well as serve uses at the northern side of the SWL 337 project.

AT&T Park Supplemental Muni Metro Service

During AT&T Park's inaugural 2000 baseball season, the Municipal Railway supplemented Muni Metro service to AT&T Park with a diesel Bus Bridge operation along Second Street, from Market Street/Montgomery Street BART/Muni Metro to Townsend Street at 3rd Street. After the 2000 season this service was discontinued because the Muni Metro system proved able to adequately handle AT&T Park's transit demand. In order to decrease crowding on Muni Metro trains before and after AT&T Park events, supplemental service could be considered if more light rail trains could be deployed before and after the events. Muni estimates that the operational cost for providing this service is about \$300/hour per hour per two-car train, and is conducting research to further define cost requirements for such service.

BART/Muni Transfers

The attraction of public transit to AT&T Park and SWL 337 would be enhanced by making it easier to transfer between BART and Muni Metro. The Metropolitan Transportation Commission (MTC) is currently leading an effort to create easier transfers between these carriers at the Civic Center BART/Muni Metro station in San Francisco, by creating a transfer short-cut at the Muni Metro Platform level, rather than having to go up to the podium level of the BART/Muni Metro station to exit one system and enter the other. Such an improvement at the Embarcadero BART/Muni Metro station would also enhance connections between the many regional transit systems that serve and intersect in the Market Street/Embarcadero/Ferry Building area, which also is an important hub for residents, workers and visitors to Mission Bay (including SWL 337), and AT&T Park.

For people attending AT&T Park events by riding BART, Muni currently encourages regional transit integration by giving BART riders a 25 cent discount on Muni fares. On game days, Muni personnel sell round trip Muni tickets within the paid BART areas at the Embarcadero Station beginning two hours before the start of the game. Starting in the sixth inning of Giants games, Muni sells tickets to passengers needing one-way fares from two ticket windows outside AT&T Park. Prior to the sixth inning, fans may buy Muni fare tickets from vending machines located on the Muni Metro platform on King Street at Second Street. Prior to the 2006 baseball season, Muni sold tickets at the ballpark from tables set up on King Street outside the ballpark. For more info, see: <http://www.sfmta.com/cms/mroutes/pacbsvc.htm>. Selling Muni tickets both within the BART stations and at AT&T Park ticket windows is a convenience for ballpark transit riders, but is also an expense for Muni as it requires both a ticket seller and a security guard to secure the cash box. Ultimately, this practice should be

replaced by a TransLink system, created through MTC to provide easy transfers between regional transit operators. It is anticipated that full implementation of the TransLink system will take one-to-two years. Full implementation of the TransLink system will be an important tool to expand public transit use in the SWL 337 project and Mission Bay at large.

BART Schedule Changes

Beginning on January 1, 2008, BART increased the frequency of trains after 7 PM on weekdays and Saturdays, and all day on Sundays from every 20 minutes to every 15 minutes. For more info, see: <http://www.bart.gov/news/features/features20071207.asp>. This has decreased wait time for fans riding BART after weeknight Giants games and before and after Saturday, Sunday and holiday games. BART's current marketing strategy appears to be aimed at increasing off-peak and weekend recreational trips. SWL 337 developers and the Giants may wish to work with BART's marketing staff to encourage increased BART use by SWL 337 residents, workers and visitors, and Giants fans. In the past, BART's marketing efforts have been more directed toward Oakland A's games at the Oakland Coliseum rather than to Giants games at AT&T Park, despite the high use of BART by Giants fans. The comfort and convenience of riding BART to Giants games at AT&T Park could be improved by providing longer trains after Giants games. It is not clear whether the new BART schedule has impacted the length of trains on game days.

BART Child, Senior and Disabled Discount Tickets

BART offers a 62.5 percent discount for children age 5 through 12, senior citizens and persons with disabilities. However, BART only sells these tickets at eight BART stations during limited hours on weekdays, so many occasional BART riders who are eligible for these discounts pay the full fare. The round trip BART fares for a family of two adults and two children between 5 and 12 years of age traveling between Walnut Creek and downtown San Francisco is \$24.75 with two discounted fares versus \$36 for four full adult fares, a savings of \$11.75. This discount could encourage more groups who have members who are eligible for discount tickets to ride BART versus driving.

Easy Transit Ticket Sales

The BART discount tickets discussed above also can be purchased at selected retail outlets, such as Safeway, Lucky and Longs stores. According to BART's website, the nearest retail outlet to AT&T Park that sells discount BART tickets is the Hills Plaza News Spot at 345 Spear Street. In order to encourage public transit use in general, new development such as SWL 337 and other locations that are readily accessible to public transit should include convenient and easy access to public transit ticket sales in any retail/commercial centers. This also could include the Giants, which could sell discount BART tickets at the ballpark,

perhaps near the Coca-Cola playground in left field that attracts many children and parents.

Developers of major attractions such as the Giants also could work with BART to devise a fare instrument to make public transit access for families more convenient and cost-competitive with travel by automobile, especially during off-peak periods when many carriers have many vacant seats.

Caltrain Service

In March 2008, Caltrain added two evening trains between 7:30 PM and 10:30 PM to its weekday schedule, decreasing and evening out headways between evening trains. In 2009, Caltrain will buy eight additional passenger cars to help meet increased passenger demand. According to the Caltrain Short Range Transit Plan (<http://www.caltrain.com/srtp.html>) adopted in February 2008, "additional service for baseball games at the Giants' ballpark is expected to continue." Electrification of Caltrain will allow the system to increase the number of trains from 96 weekday trains per day prior to March 2008 to 110 weekday trains per day in FY 2014.

Transit Information

Many people who travel to AT&T Park or Mission Bay are not familiar with the regional or local transit systems and need clear information about where to get on and off transit, transfer between systems, determine the transit fare and find out how to purchase transit tickets. The Giants website provides well-organized transit information from each section of the Bay Area to AT&T Park at http://sanfrancisco.giants.mlb.com/sf/ballpark/sf_ballpark_directions.jsp. The site also provides links to each transit system and provides easy-to-understand maps and walking, bicycling, driving and parking information. (Note: It is important to maintain current transit service information, however. The Giants website still shows the Muni 15 Third line which was replaced by the Muni Metro T-Third line in April 2007. An up-to-date Muni route to AT&T Park is shown on the SFMTA website at: <http://www.sfmta.com/cms/mroutes/images/baseball-service.gif>.) In addition, transit information would be improved by including Golden Gate Transit bus routes on Howard and Folsom Streets, approximately one-half mile from AT&T Park.) Provision of a transit kiosk with detailed transit information either within AT&T Park or outside the ballpark may be beneficial in providing timely and useful transit information to Giants fans.

Similarly, SWL 337 developers and building owners (as well as developers and owners of other developments within the Mission Bay area) should proactively design and promote public transit services and information as an integrated part of living and doing business within newly developed building complexes.

Ferry Capacity

Golden Gate Ferry currently provides service from the Larkspur Ferry Terminal in Marin County to the China Basin Landing ferry dock adjacent to AT&T Park for weeknight and weekend Giants games and most other AT&T Park events. Unfortunately, the lack of available parking at the Larkspur Ferry Terminal currently precludes ferry service for weekday Giants games, and potentially for new development at SWL 337. Charging for parking at the Larkspur Ferry Terminal, providing better feeder bus service and/or increasing the parking supply could enable direct weekday ferry service to AT&T Park and SWL 337.

Shuttle Bus Service

Providing shuttle bus service between AT&T Park and/or SWL 337 development and off-site parking facilities that are beyond easy walking distance could absorb some of the evening and weekend parking demand associated with AT&T Park and SWL 337. Candidate parking facilities include the 5th/Mission Garage, the Concourse Garage at 650 Townsend Street, and UCSF and future Mission Bay parking facilities.

Other Modes

Improved Pedestrian Infrastructure - Some sidewalks in the vicinity of AT&T Park, such as Third Street between King and Townsend Streets, are only ten feet wide and are subject to extreme crowding before and particularly after AT&T Park events. Some businesses on this block of 3rd Street obstruct or reduce sidewalk space on event days by leaving doors open across the sidewalk and by placing garbage and recycling containers and tables and chairs on this sidewalk, sometimes forcing pedestrians to walk in the street.

These issues could be discouraged by better enforcement of sidewalk regulations by the Department of Public Works (DPW) and/or the Police Department. Newsracks placed more than 18 inches from the curb also contribute to reducing the effective width of sidewalks. This problem could be addressed by installing pedestal mount newsracks that cannot be easily moved in the vicinity of AT&T Park, as has been done in the downtown area, or through better enforcement by DPW.

Other sidewalk and pedestrian improvements on other street segments would improve the attractiveness of walking to AT&T Park and SWL 337: 1) Installation of sidewalks along Townsend Street between 4th and 7th Streets; 2) Installation of corner bulbs to decrease the crossing distance of wide South of Market Streets such as Bryant, Harrison and Folsom Streets; 3) Pedestrian "head start" signal timing, such as the system in place at Folsom Street at 3rd Street, which gives pedestrians a few seconds to start walking across Folsom Street before drivers on northbound Third Street attempt to turn right onto eastbound Folsom

Street. This allows pedestrians to occupy the crosswalk conflict area before motor vehicles.

Improve Pedestrian Amenities - Pedestrian comfort between the ballpark and Market Street could be improved by the completion of the construction of I-80 as it crosses over 2nd and 3rd Streets. Improved pedestrian amenities such as pedestrian-scale lighting on 2nd and 3rd Streets would improve safety for pedestrians after night games. Streetscape improvements such as additional trees, landscaping, and improved sidewalk pavement conditions would also make the walk between the ballpark and the Montgomery BART/Muni Metro station more attractive, as would more frequent sidewalk cleaning.

A more vibrant level of ground floor retail activity on 2nd and 3rd Streets may make these streets more interesting to walk along and provide a feeling of improved security for pedestrians, particularly after night games. Providing more pedestrian points of interest along these routes, such as the plaque designating the birthplace of Jack London on 3rd Street near Brannan Street, or the original shoreline marking on the King Street sidewalk between 2nd and 3rd Streets, could also contribute to pedestrian enjoyment.

Additional pedestrian wayfinding signs between Market Street and AT&T Park may help pedestrians find their way between these two destinations and reassure them that they are on the right route. Virtually all of the signage currently provided to the ballpark is geared toward motor vehicles. Wayfinding signage might also be improved along the Herb Caen Way walkway on The Embarcadero.

Bicycle Improvements – The San Francisco Bicycle Plan Update includes proposals for bicycle lanes on 2nd Street between Market and King Streets and on Townsend Street between The Embarcadero and Eighth Street. These facilities could encourage greater bicycle use to SWL 337, Mission Bay and AT&T Park events. Bicycle access to the valet bicycle parking room located on the PortWalk near the Lefty O’Doul entrance to the ballpark could be improved by permitting bicycle riding on the PortWalk and installing signs along the bike lane on southbound The Embarcadero directing bicyclists to the Port Walk and the bike parking facility.

Pedicabs – Pedicabs transport fans between the Ferry Building and AT&T Park. Since eastbound King Street east of 3rd Street is closed to traffic after AT&T Park events, it may be possible to designate a pedicab staging area along northbound The Embarcadero after events. The bicycle lane on The Embarcadero is wide enough to accommodate pedicabs. This would require permission from the Port.

Taxis – Taxi service to AT&T Park could be improved by making it easier for taxis to avoid traffic congestion after ballpark events. After leaving the existing taxi stand on the west side of 2nd Street just south of Townsend Street, most cabs are

forced to turn right onto westbound King Street, where they are often delayed by post-game congestion at the intersection of 3rd and King Streets. This could be improved by either relocating the taxi stand north of Townsend Street, so that cabs could access eastbound or westbound Townsend Street, or by allowing taxis to make a U-turn in the middle of 2nd Street north of King Street. Although the state Vehicle Code prohibits U-turns in business districts, it may be possible to allow this if a Police Officer directs it. In addition, wayfinding signage should direct visitors in the project area to the taxi stands at both AT&T Park and the Caltrain Depot.

Parking Management Strategies

This list summarizes a wide range of parking management strategies that could increase the efficiency of parking developed as part of new development of SWL 337, and for events at AT&T Park.

Shared Use Strategies

There are opportunities for increasing the number of AT&T Park attendees who park in garages and lots other than SWL 337 on event days, particularly during evening and weekend games and events. Specific strategies include pursuing shared use of the Caltrans-owned lots under the I-80 elevated freeway between 2nd and 5th Streets, increased use of existing privately-owned lots and garages near AT&T Park; and increased use of UCSF and future parking facilities developed in Mission Bay.

Caltrans and the Transbay Joint Power Authority (TJPA) currently are developing plans for two bus storage areas that may include a public parking component under the US 101/I-80 freeway, between Perry and Stillman Streets after the completion of the Bay Bridge retrofit project: 1) the block between 2nd and 3rd Streets, which is planned for AC Transit Bus Storage, and; 2) the block between 3rd and 4th Streets, which is planned for Golden Gate Transit Bus Storage. A third area between 4th and 5th Streets is planned to re-open as a Caltrans parking lot. The AC Transit and Golden Gate Transit parking lots are planned for the daytime storage of buses, although detailed site configuration plans have not yet been developed. These lots are proposed to potentially be available for shared use on weeknights and weekends when the buses return to the East and North Bays, and thus may be able to absorb some parking demand associated with night and weekend events at AT&T Park. TJPA currently estimates that the lots between 2nd and 4th Streets could potentially provide approximately 300 spaces for evening and weekend use.

The parking occupancy study contracted by the Port and conducted by Wilbur Smith Associates (December 2007) shows that some existing parking lots and garages within walking distance of AT&T Park have space available during

Giants games and others are closed during weeknight and evening games. The Giants could work with these parking operators to direct parkers attending AT&T Park events to these facilities. Improved signage or branding of these garages could help drivers locate garages that have hours and rates designed for AT&T park attendees. In Baltimore, Maryland, private parking garage operators display large orange flags outside their facilities on game days to indicate that they accommodate Camden Yards ballpark patrons. Future development in Mission Bay could provide similar opportunities for shared-use parking.

Carpool Incentives

Parking demand for Giants games could be decreased somewhat if the average number of occupants per vehicle increased. The Los Angeles Dodgers recently experimented with providing free tickets to future games to fans who arrived at the Opening Day game with four or more people in their car and arrived several hours before game time. The Dodgers report that 500 fans took advantage of this program on Opening Day 2007, and that the team plans to try this approach again in 2008 for several high-attendance games. See:

http://latimesblogs.latimes.com/bottleneck/2007/04/carpooling_to_d.html

Motorcycle Incentives

Parked motorcycles occupy less space than automobiles. Impark currently charges the same \$30 fee for motorcycle parking as for automobile parking on game days at SWL 337. Motorcycles are often parked on sidewalks near AT&T on game days, which is illegal and subject to a \$100 citation. Motorcycle use could be encouraged by providing a \$5 or \$10 rate to park near the ballpark. Motorcycles can often park in spaces that are too small for cars in on-street and off-street parking facilities (e.g. corner areas, areas blocked by light poles or garbage cans).

Small-Car Parking

Several car manufacturers have recently introduced minicars to the US market, which require significantly less space for parking than standard or compact size cars. These cars are not much larger than golf carts. More minicars and compact cars could be parked in a given area than standard size cars if special minicar and compact spaces were striped in the parking facility.

Parking Stackers

Parking efficiency can be increased by using parking stackers to store two cars in a single parking space. A company named Harding Steel says that they have provided 20 stackers to the Boston Red Sox for use by season ticket holders at Fenway Park. See: http://www.hardingsteel.com/casestudies_fenway.shtml.

Parking stackers are now frequently used in the Bay Area both within development and in stand-alone parking facilities.

End-to-End Parking

A greater number of parked cars can be parked in a given area if cars are parked end-to-end (tandem) without circulation space between cars. The disadvantage of this method is that some cars can be trapped by cars parked ahead or behind them and the drivers would have to wait until other drivers leave before they can exit their parking space. Alternatively, valet parkers can retain the keys to cars that are trapping other cars and allow the trapped cars to leave.

Increased Parking at Ferry Terminals

As discussed in the transit section above, Golden Gate Transit recently discontinued ferry service between Larkspur and AT&T Park for weekday Giants games because of insufficient parking availability at the Larkspur end of the trip. See: <http://goldengateferry.org/events/ATTParkSched.php>. Golden Gate Transit is currently pursuing another 110-space expansion of the Larkspur Ferry Terminal parking lot which will probably be constructed within two years.

Parking at the Larkspur Ferry Terminal is free. If Golden Gate Transit charged for parking at parking lots, as BART and Caltrain do at most stations, more riders might be inclined to walk, bicycle, carpool, be dropped off or use public transit to reach the Ferry Terminal. This could free up more parking space for AT&T Park attendees and other ferry riders who prefer to drive to the Ferry Terminal. If more parking were available at Larkspur and other suburban ferry terminals, less parking would be needed at AT&T Park.

On-Street Parking Management

Since the opening of AT&T Park in 2000, the City and Port have discouraged Giants fans from parking on-street in the vicinity of the ballpark through the adoption of 2-hour time limits that extend until 10 PM in unmetered areas and in residential permit parking areas. This approach is meant to preserve on-street parking for local businesses, boat clubs and the guests of residents during AT&T Park events. Another approach that would promote greater turnover of on-street parking (due to current enforcement issues with existing time limits) would be to permit on-street fan parking, and charge rates greater than what fans would pay to park off-street in order to account for the greater market value of more convenient “front-door” parking and encourage long-term parkers to park in off-street facilities. This would require new on-street parking regulations and parking meters capable of accepting dollar bills and/or credit cards.

The Port and MTA have just initiated a joint on-street parking meter program to purchase programmable parking meter “pods” that can monitor and adjust

market-based demand pricing of multiple on-street parking spaces, paid with credit/ATM cards. The ability to take full advantage of the features afforded by new parking meter systems will also trigger the need to re-evaluate the operational hours of metered parking. Currently, parking meters in non-Port areas of the city are free after 6 PM and on Sundays, and after 7 PM in Port-controlled metered areas. These hours of operation and enforcement would need to be extended.

Enforcement of existing time limits is not always adequate on game days. DPT Parking Control Officers have requested that the Port improve parking regulation signage on Terry Francois Boulevard in order to allow them to enforce the time limits. In the absence of these signage improvements, many fans park for free on Terry Francois Boulevard on game days. Additionally, many fans and Giants employees with disabled placards park for free on game days in metered parking spaces on 2nd, 3rd and Townsend Streets. Stricter management of these on-street spaces could result in some fans deciding to arrive by other modes and would ensure that disabled parking spaces are available for those that truly need them.

Parking Guidance Systems

DPT Enforcement staff currently work with Impark to direct overflow parking demand between Lot A and Pier 30/32 on game days when Lot A is fills to capacity. Electronic changeable message signs on King Street east of 3rd Street operated by DPT convey parking information to drivers looking for a place to park prior to events at AT&T Park. With additional electronic signage, this effort could be applied to other parking facilities, such as the Mission Bay Parking Garages, the Moscone Center Garage on 3rd Street between Folsom and Howard Streets and the 5th and Mission Garage on Mission Street between 4th and 5th Streets. While not increasing the physical supply of parking, additional electronic signs in the vicinity of SWL 337 would make it easier for drivers to find garages that have available parking and would reduce traffic congestion caused by drivers “cruising” (or searching) for available parking.

DPT operates two electronic changeable message signs along Kearny Street in Chinatown that inform drivers of the number of available parking spaces in the St. Mary’s Square, Portsmouth Square and Golden Gateway Garages. DPT is currently developing an automated system of electronic parking guidance signs in the Union Square/Yerba Buena Gardens area to direct drivers to garages that have space available. This system could be expanded to include other parts of the City, such as AT&T Park, if funding were available.

These “real time parking occupancy and wayfinding” signage systems rely on technology in the parking garages and lots to provide updates on where parking is available. Such a system could be integrated with occupancy monitoring sensors for on-street parking as well, such as those previously tested by the Port.

In addition, real-time parking occupancy information could be made available to travelers via website, cell phone, and in-vehicle GPS units. Providing information to travelers about the location and price of available parking *before* they begin their trip can promote mode shift, reduce cruising for parking, and provide greater customer convenience.

Bicycle Parking

The Giants and the San Francisco Bicycle Coalition have done a good job accommodating bicycle parking within an attended valet parking room built into the McCovey Cove side of AT&T Park for no charge (other than tips). This type of service should be extended into new development within SWL 337, to similarly promote bicycle access and use.

Tour Bus and Limousine Parking

Impark and the Port have provided convenient parking for tour buses and limousines for fans attending events at AT&T Park. If the current tour bus parking spaces on the west side of Terry Francois Boulevard across from Piers 48 and 50 are removed without being replaced, parking demand could increase over existing levels. The TJPA bus parking lots beneath the freeway, between 2nd and 4th Streets may provide a parking replacement facility.

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MEMO

TO: Diane Oshima, Assistant Deputy Director,
Port of San Francisco

DATE: December 3rd, 2007

FROM: Joe Kott, Terri O'Connor

SUBJECT: Seawall Lot 337 Parking Analysis Results

This memorandum summarizes the parking survey results conducted from August 29th, 2007 through September 29th, 2007. The analysis included an inventory of parking supply and occupancy for the Mission Bay North and South Redevelopment areas, as well as for the portion of South of Market (SoMa) bounded by Howard Street on the north, Seventh Street on the west, and the Embarcadero on the east for the following periods:

- Weekday afternoon (with and without a ballpark event)
- Weekday evening (with and without a ballpark event)
- Weekend mid-day (with and without a ballpark event)

Methodology

Wilbur Smith Associates conducted a number of parking surveys near AT&T Ballpark. The surveys included an inventory of the existing off-street parking facilities, parking spaces, and hourly counts of parking occupancy during AT&T Ballpark events and during non-ballpark event (non-event) times in afternoons and evenings. Table 1 lists the survey data by ballpark event and non-event and the dates and times each survey was conducted.

Table 1: Survey Dates

Ballpark Event Surveys			
Day	Date	Time	Type
Wednesday	August 29th	1:30pm-3pm	Weekday
Saturday	September 8th	1:30pm-3pm	Weekend
Wednesday	September 12th	7:30pm-9pm	Weekday
Saturday	September 22nd	6:30pm-8pm	Weekend

Non-Ballpark Event Surveys			
Day	Date	Time	Type
Wednesday	September 19th	1pm-2:30pm	Weekday
Wednesday	September 19th	7:30pm-9pm	Weekday
Saturday	September 29th	1:30pm-3pm	Weekend
Saturday	September 29th	6:30pm-9pm	Weekend

The study area included all the public parking facilities within a 15-minute walk of AT&T Ballpark. The study area is bounded by Howard Street on the north, Seventh Street on the west, and the Embarcadero on the east¹. In order to understand the parking demand and parking supply around AT&T Ballpark, only off-street facilities such as parking garages and lots were considered. No on-street parking areas were included in the study. WSA field checks found that much of the on-street parking space was either in heavy demand and/or time-limited (metered-parking), regardless of whether or not a ballpark event occurred.

It must be noted that there were a number of constraints that influenced the parking survey results. Off-street parking supply totals often varied during ballpark event times. The research indicated that there were a number of off-street parking facilities that were closed during the weekends and few parking facilities were closed around the typical end of business during the week (7pm); therefore the total parking supply fluctuated between afternoon and evening hours. For example, Pier 30 was experiencing construction that blocked 472 parking spaces and had to limit the amount of parking for customers during the weekday afternoon and evening hours². As shown in Table 2 below, the current parking supply is not fixed and often fluctuates depending on the time of day and day of the week and market condition. For ballpark event times when demand is high, the parking supply is 11,033 spaces during weekday afternoon hours (highest in comparison). For non-event occasions, the parking supply decreases by 1,286 parking spaces during weekday afternoon hours (an 11% decrease in supply). Overall, the parking supply for ballpark event times range between 9,054 and 11,033 spaces during weekday and weekend hours, and for non-event times, the parking supply ranges from 7,794 to 9,747 spaces during weekday and weekend hours.

Table 2: Parking Supply Variation

Time Period	Ballpark Event	Non-Event	Difference
Weekday Afternoon	11,033	9,747	1,286
Weekday Evening	9,054	7,794	1,260
Weekend Afternoon	9,956	8,471	1,485
Weekend Evening	9,565	8,034	1,531

The following sections elaborate on the total parking inventory and occupancy rates for off-street parking facilities within the study area.

¹ Parking study area defined by the *San Francisco Giants Ballpark at China Basin Draft Environmental Impact Report Volume 1* (1997); refer to Figure III.E.3 Parking Study Area, page III.64.

² Please refer to the Appendix tables for off-street parking facility descriptions

Parking Inventory

Parking garages, and surface lots open to the general public were included in the study; no on-street parking spaces were included³. Approximately 36 parking facilities were surveyed. The complete list of off-street parking facilities and locations are listed below:

Table 3: Off-Street Parking Facilities Surveyed

Garage/ Lot #	Location	Garage/ Lot #	Location
1	400 Spear	19	55 Hawthorne
2	Embarcadero (Pier 30)	20	333 3rd St.
3	Embarcadero (Pier 32)	21	Harrison/3rd St.
4	Embarcadero (Pier 30/32)	22	Moscone Center/300 3rd St.
5	Embarcadero/Bryant	23	4th/Brannan
6	250 Brannan	24	560 Brannan
7	270 Brannan	25	255 3rd St. (Moscone Center)
8	680 2nd Street	26	Terry Francois/China Basin (Pier 48A)
9	136 Townsend	27	Terry Francois/China Basin (Pier 48B)
10	148 Townsend	28	Terry Francois/China Basin (Pier 48C)
11	4th St/Brannan	29*	Terry Francois/China Basin (On-Street Pier 48)
12	178 Townsend	30	Terry Francois/3rd St. (Seawall Lot 337)
13	475 Brannan	31	Terry Francois/3rd St. (Seawall Lot 337)
14	3rd St/Harrison	32	4th/Channel St.
15	725 Harrison	33	153 Townsend
16	777 Harrison	34	3rd St/Berry (China Basin Landing)
17	350 2nd Street	35	254 King St. (Beacon Bldg)
18	222 2nd Street	36	3rd St. (UCSF)

*Note: Street parking operated by Pier 48 and designated for ballpark events only

Parking Occupancy Results

The parking demand (or the amount of parking spaces occupied throughout the study area) differed depending on the time of day, day of the week, and whether or not a ballpark event was taking place. Additionally, it was evident that a number of parking facilities were typically closed during the evening weekday and weekend afternoon hours. Observations taken during the parking study indicated that there is

³ Wilbur Smith researched *City of San Francisco Pipeline Quarterly Report (2007)*, maintained by the San Francisco Planning Department to confirm that none of the parking facilities in the inventory are proposed or approved for new development; refer to Appendix Table 9 for a list of proposed parking facilities.

a higher occupancy rate during ballpark event afternoon and evening hours than during non-event afternoon and evening hours. The highest parking demand was observed on weekday and weekend afternoons with 78 to 80 percent occupancy, respectively. Ballpark event parking demand was much lower for evening events at around 47 to 50 percent on weekdays and weekends, respectively. For non-event times, the

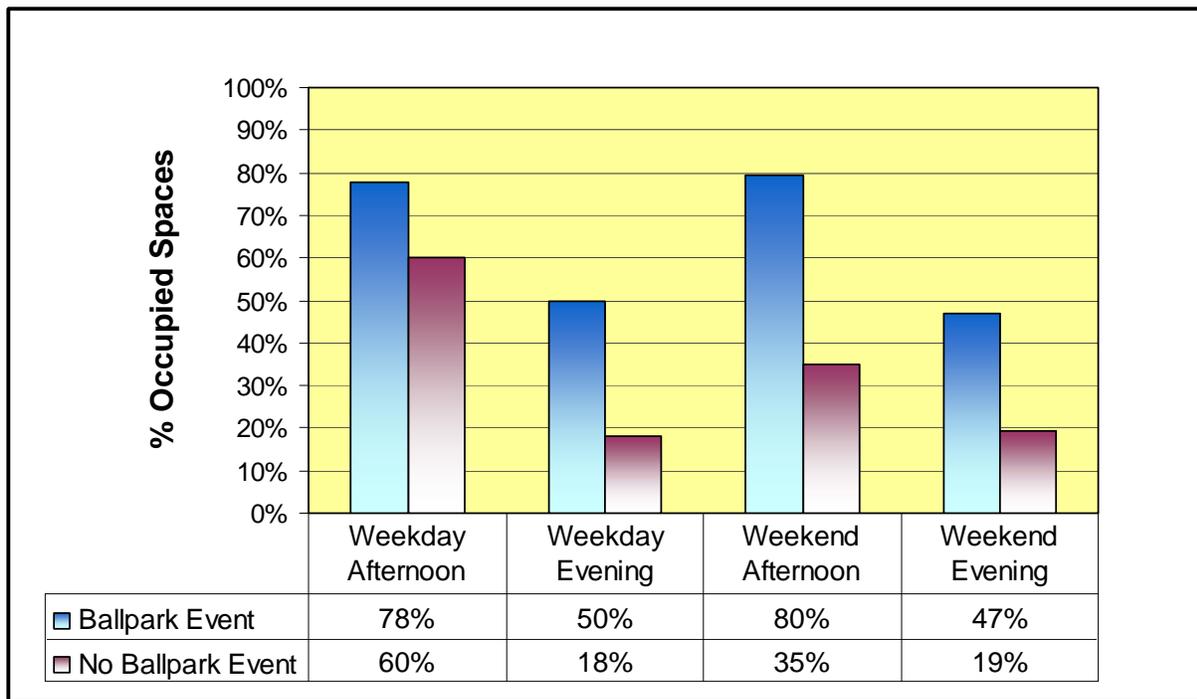
parking demand during weekday afternoons was the highest at 60 percent and the lowest during weekday evenings at about 18 percent of available supply. Parking occupancy for non-event weekends was observed at 35 percent and 19 percent respectively. Table 4 below summarizes the total parking supply, total parking demand, total parking vacancy, and total parking occupancy rates on both weekdays and weekends and during ballpark events and non-event occasions.

Table 4: Total Parking Supply, Demand, Vacancy, and Occupancy Rate

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	11,033	9,054	9,956	9,565	9,747	7,794	8,471	8,034
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Total Parking Vacancy	2,454	4,548	2,038	5,072	3,899	6,394	5,523	6,494
Total Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%

Figure 1 below compares the average occupancies observed during ballpark and non-event occasions.

Figure 1: Ballpark Event v. Non-Event Occupancy Rates



Figures 2 through 6 on the following pages illustrate the study area and the occupancy rates per parking facility.

PORT OF SAN FRANCISCO LOT 337 PARKING AND TRANSPORTATION

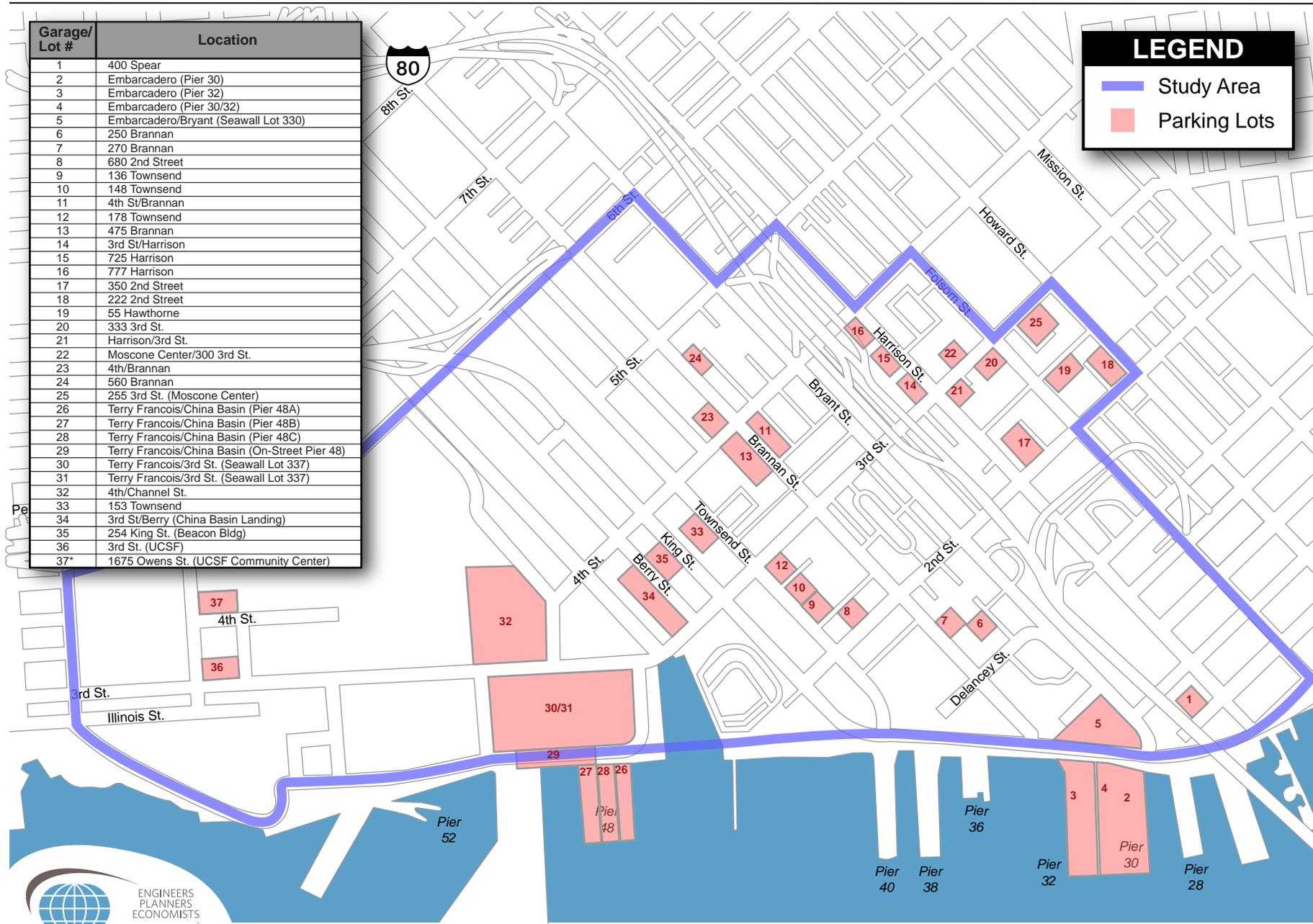


Figure 2
PARKING LOTS

*Included for completeness; survey data not taken at this garage since UCSF encourages use of Third Street garage for Giants games.



PORT OF SAN FRANCISCO LOT 337 PARKING AND TRANSPORTATION

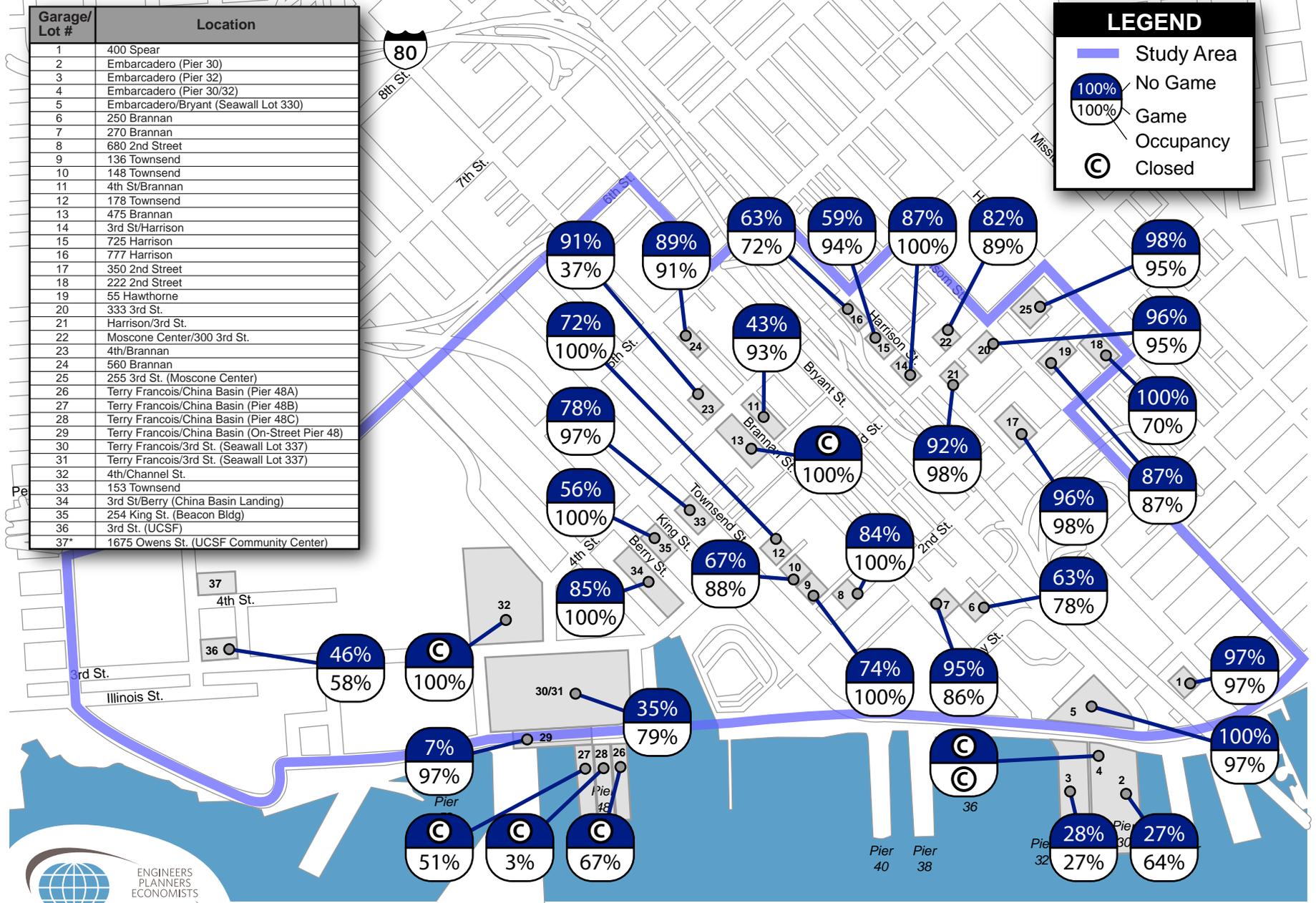


Figure 3

WEEKDAY AFTERNOON PARKING OCCUPANCY RATES

*Included for completeness; survey data not taken at this garage since UCSF encourages use of Third Street garage for Giants games.

101786/STUDY AREA - 09/28/07



PORT OF SAN FRANCISCO LOT 337 PARKING AND TRANSPORTATION

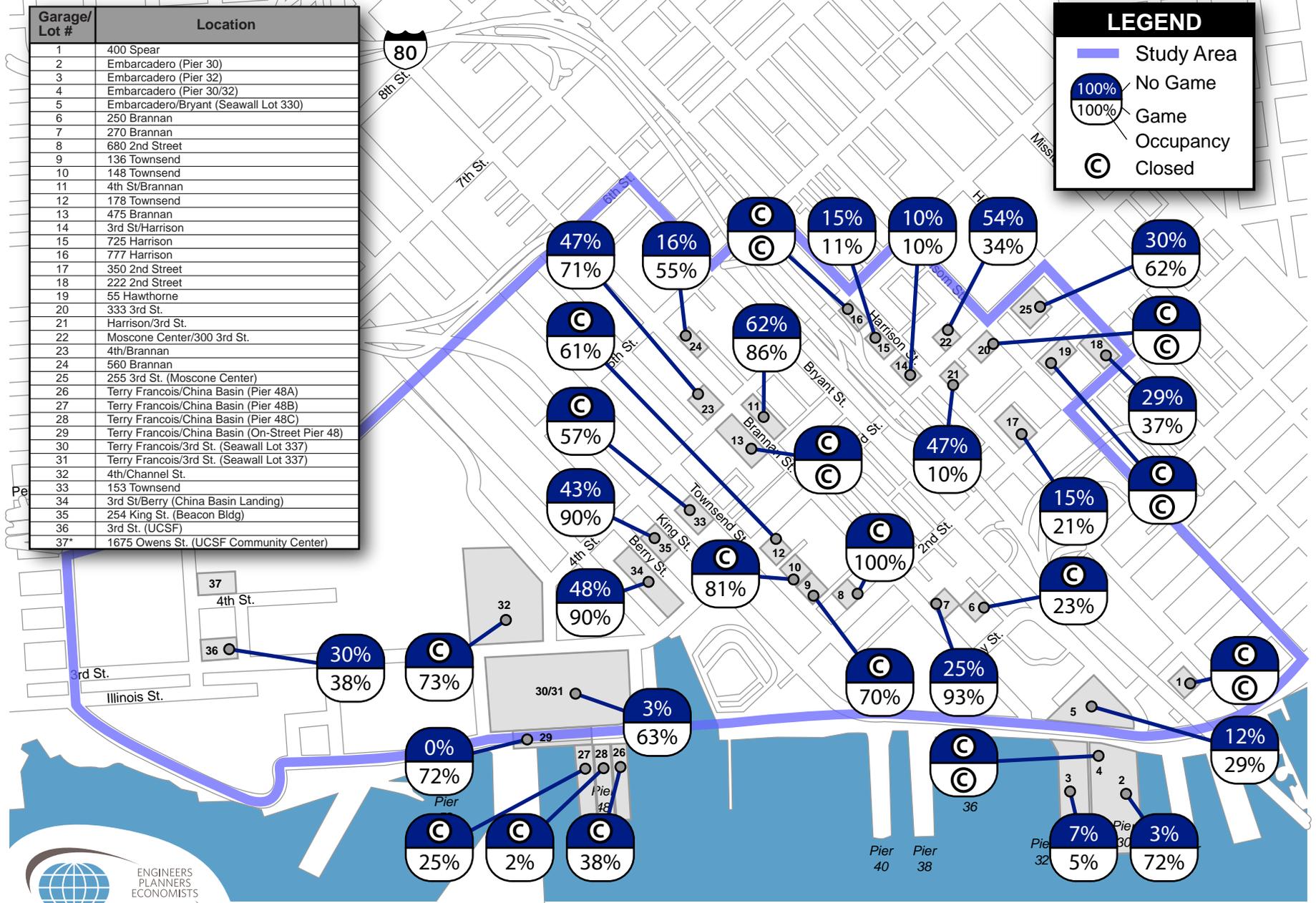


Figure 4
WEEKDAY EVENING PARKING OCCUPANCY RATES

*Included for completeness; survey data not taken at this garage since UCSF encourages use of Third Street garage for Giants games. 101786/STUDY AREA - 09/28/07

PORT OF SAN FRANCISCO LOT 337 PARKING AND TRANSPORTATION

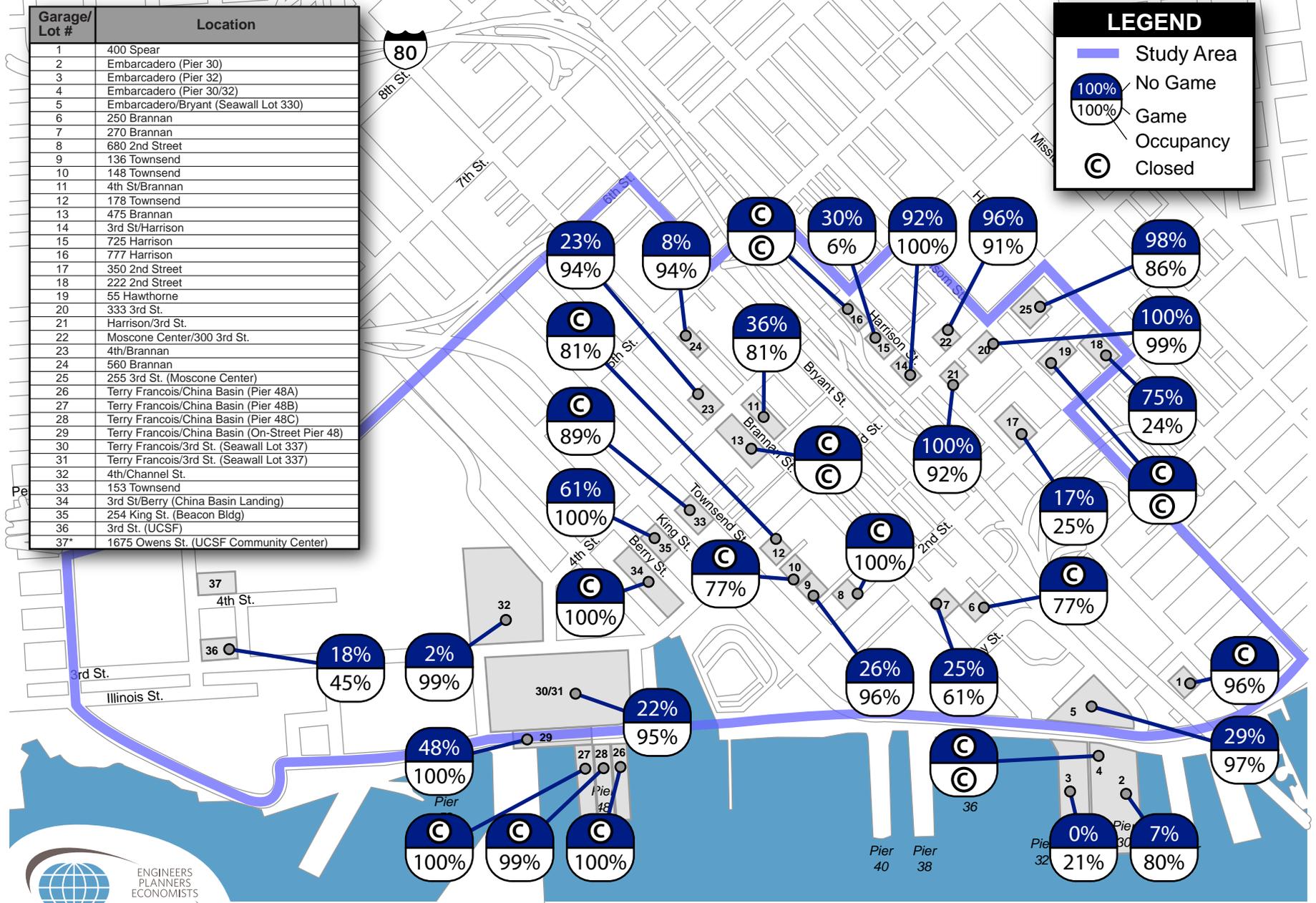


Figure 5

WEEKEND AFTERNOON PARKING OCCUPANCY RATES

*Included for completeness; survey data not taken at this garage since UCSF encourages use of Third Street garage for Giants games.



PORT OF SAN FRANCISCO LOT 337 PARKING AND TRANSPORTATION

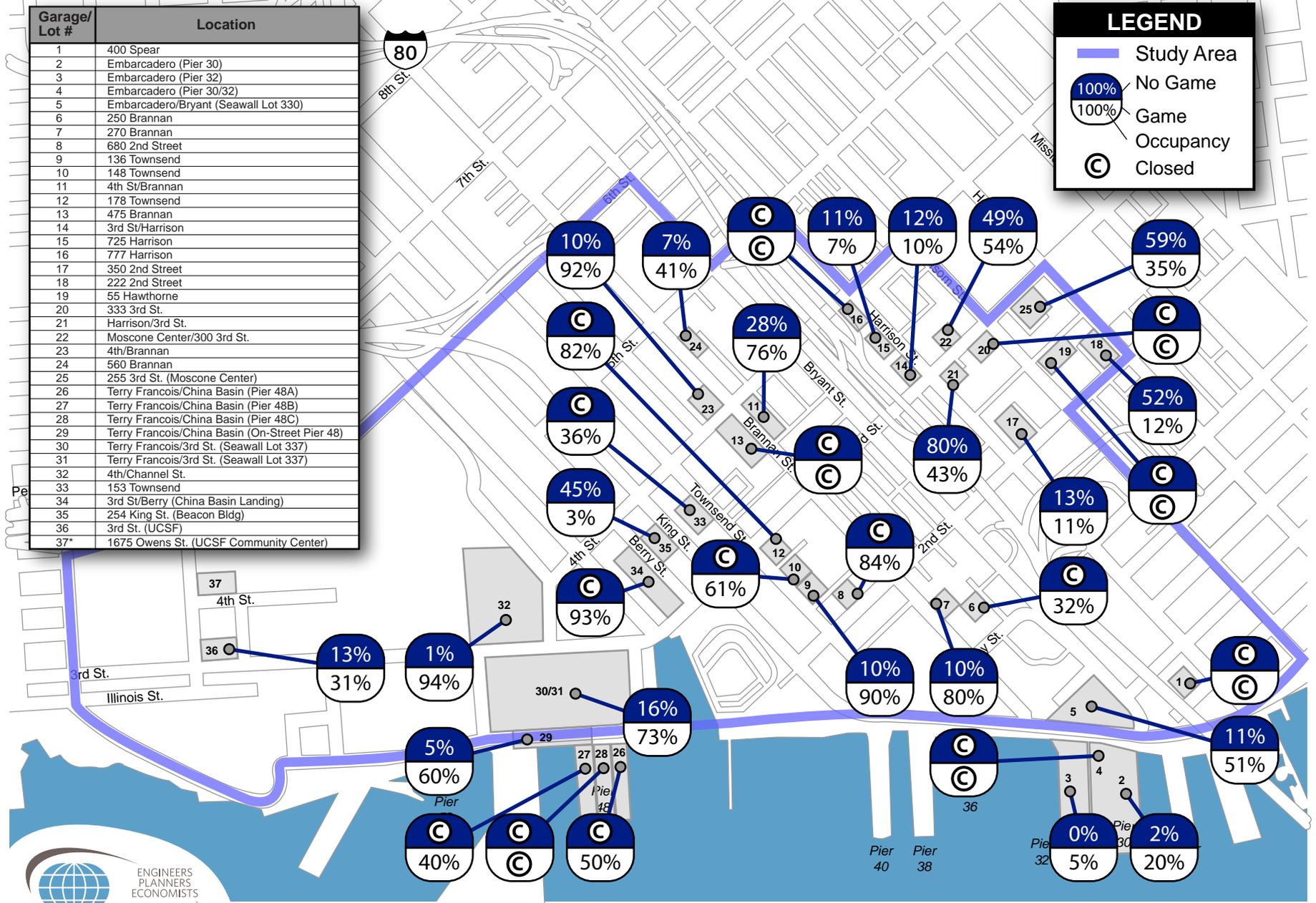


Figure 6
WEEKEND EVENING PARKING OCCUPANCY RATES

*Included for completeness; survey data not taken at this garage since UCSF encourages use of Third Street garage for Giants games.



Ballpark Attendance

The study found a correlation between the attendance at AT&T Ballpark and the occupancy rates (illustrated in the aforementioned figures). The ballpark attendance was the highest during a weekend afternoon game, at 42,228. The number of people attending during the other three games ranged from 36,375 to 38,397. The Giants were playing against another California team, the Los Angeles Dodgers and the popular rivalry between the two teams might account for the increase in attendance. Ballpark attendance was highest during the weekend afternoon hours and the occupancy rate during that time was 80% (the highest in comparison). The second highest attendance count was during a weekday afternoon game and the second highest occupancy rate was during this time as well (at 78%). Likewise, the lowest occupancy rates for ballpark events were during the weekend evening hours, and the ballpark attendance was 36,375, the lowest in comparison⁴. Table 5 below lists the ballpark attendance during specific survey dates.

Table 5: Ballpark Attendance during Survey Dates

Survey/Ballpark Event Date	Time of Day	Opponent	Attendance	Parking Occupancy Rate
Wednesday, August 29th	Afternoon	Colorado	38,397	78%
Saturday, September 8th	Afternoon	Los Angeles	42,228	80%
Wednesday, September 12th	Evening	Arizona	37,083	50%
Saturday, September 22nd	Evening	Cincinnati	36,375	47%

Source: Sports Network

<http://www.sportsnetwork.com/merge/tsnform.aspx?c=sportsnetwork&page=mlb/teams/011/attendance.aspx?team=011>

Parking Prices

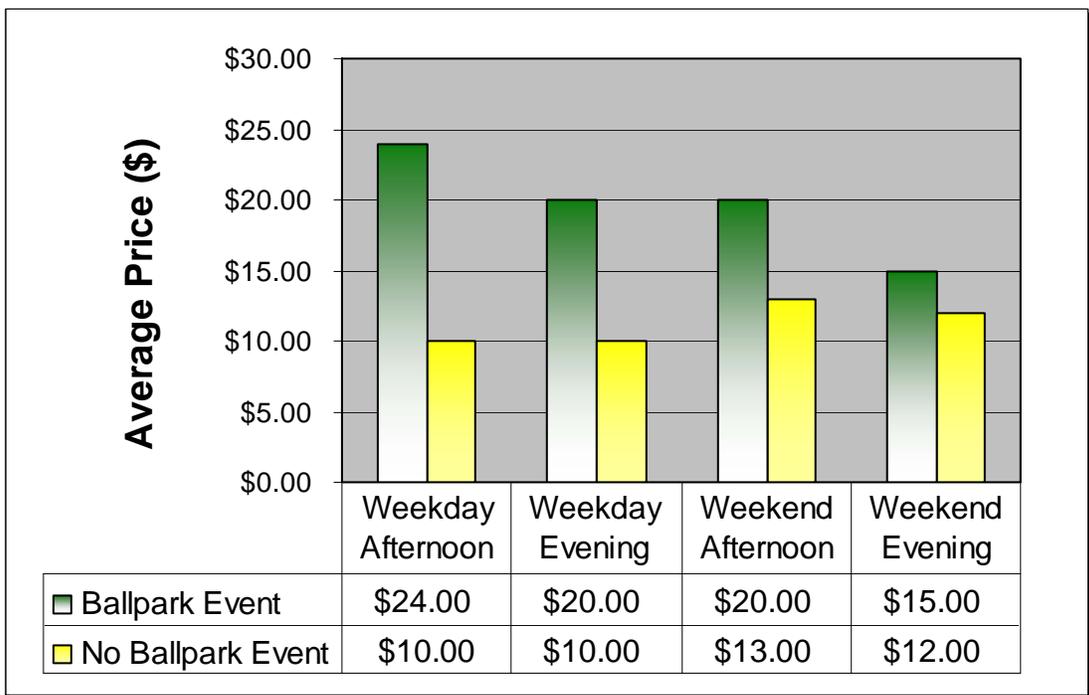
The WSA team took inventory of off-street parking facility operations and noted the parking prices associated with each facility⁵. The study found that 23 parking facilities were self-park and 13 facilities used valet parking. The difference in parking operations did not influence the average price of parking. The study found that the average parking prices were nearly twice as expensive during weekday afternoon and evening ballpark events than during non-event occasions, regardless of whether or not the parking facility was self-park or offered valet-parking⁶. The parking surveys also show that the parking prices during weekend evenings for both ballpark event and non-event occasions were similar in cost. Figure 7 on the following page illustrates the average cost of parking for both ballpark events and non-ballpark occasions.

⁴ No indication of whether or not attendance records are “actual” (i.e. netted out empty ticket seats).

⁵ Not all parking prices were available for each off-street parking facility.

⁶ Cost of parking is represented in an unweighted average. Due to the amount of responses by each parking facility, a weighted average (which represents the cost of parking per spaces per facility) was not feasible for the analysis.

Figure 7: Ballpark Event v. Non-Event Parking Prices



Detailed Parking Survey Results

In addition to the field work analysis, Wilbur Smith Associates conducted a survey, in collaboration with the Port of San Francisco, which included a series of questions for local parking operators within the study area. WSA sent out 26 surveys on September 6th, 2007 and received seven in return. By request, WSA conducted additional phoned interviews with all 36 local parking operators in the study and received information from five operators. The questionnaire discussed capacity, hours of operation, business operations, parking rates, parking operations, typical clientele, and client behavior. Furthermore, the survey asked each local parking operator if their clients were daily commuters, contract parking customers, short-term parking customers, or other. The last question asked if the parking facility would be willing to participate in assisting the City of San Francisco develop an integrated database that enabled customers to know the locations and pricing of public and private parking facilities.

The survey results show that the majority of respondents (parking operators) indicated that their parking facility typically operates Monday through Friday, from start of business to typical end of business (6pm or 7pm). All of the parking facilities are staffed and over half of the facilities surveyed offer valet-parking. The average parking price is over \$20 a day and three facilities offered monthly parking (for private customers). Of the twelve facilities that replied, eight claimed that the majority of their clientele are Giants fans (short-term parking), and the typical arrival time before a Giants game was between 1 hour and 2 hours. Four out of seven respondents were willing to participate in assisting the City in developing an integrated database that would assist customers locate public and private parking facilities and pricing; the remaining four respondents were “not sure”. Table 6 on page 8 summarizes these results⁷.

⁷ An example of the questionnaire sent to parking operators is provided in the Appendix.

Staff from the San Francisco Municipal Transportation Agency also contacted Imperial Parking, which operates the parking lot at Seawall Lot 337. In addition, to AT&T Ballpark event, Seawall Lot 337 parking is also available from monthly parking. Imperial Parking provides for two types of monthly parking.

1. \$140/month to park between 6am – 6pm, Monday – Friday only. If there is a weekday baseball game, they can still park at Seawall Lot 337. They are supposed to vacate the lot by 6pm to make room for Giants event parking, particularly if there is a night game.
2. \$200/month to park 24 hours per day, 7 days per week. They can park at Lot A during both weekday and weeknight games, as well as weekend games. Imperial estimated that there are about 300 monthly cars during weekday baseball games that are in one of the two above categories. Monthly parking includes some UCSF students, at a lower rate; students are not allowed to park at Seawall Lot 337 during weekday baseball games⁸.

⁸ Information provided by Jerry Robbins, San Francisco Municipal Transportation Agency, discussion with Darren Zulinick, Manager, Imperial Parking, October 2007.

Table 6: Detailed Parking Survey Results

Name	Facility Capacity	Days/Hours of Operation	Facility Staffed?		Description	Parking Rates		Self or Valet Parking	Typical Customer	Majority Giants Fan?		Typical Arrival Time	Participate in parking database research?		
			Yes	No		Daily	Monthly			Yes	No		Yes	No	Not Sure
UCSF Parking/Transportation Services	1,650	24hr/7days	x		5am-11pm M-F; 7am-4pm Sat/Sun	\$22/day max	\$106	Self Parking	Faculty/ Visitor		x	30min before game			x
Lot 26 (Impark)	289	24hr/7days	x	x	Staffed during ballpark events	\$20/day max		Self Parking	Daily commuters	x		1hr before game			x
The Beacon (Standard Parking)	267	24hr/7days	x		6am-10pm M-F; 8am-10pm Sat/Sun	\$20/day max		Self(reg)/ Valet(game)	Short-term customer	x		2-3hrs before game	x		
Museum Park Garage (GFT Properties)	350	varies	x		5:30am-11pm M-F; 8am-11pm Sat; 8am-6pm Sun	\$30/day max		Valet (Mon-Fri only)	Commuters/ Short-term		x	n/a	x		
Moscone Center Garage	752	varies	x		6am-12am M-Th; 6am-2am Fri; 8am-2am Sat; 8am-12am Sun	\$25/day max	\$130-\$400	Valet	Commuters/ Short-term		x	1-2hrs before game			x
China Basin Garage	50-100	6:30am-7pm M-F	x		6:30am-7pm M-F; closed weekends	\$19/day max		Valet	Tenants/ Short-term	x		2hrs before game			x
333 3rd Street	350	7 days/ 6am-7pm	x		6am-7pm M-F; closed weekends	\$18/day max		Self Parking	Contract Parking		x	n/a	x		
55 Hawthorne (City Park)	288 (65 to public)	M-F 6am-7pm			n/a	n/a		n/a	Commuters/ Short-term		x	n/a			n/a
680 2nd Street (Priority Parking Services)	n/a	M-F 7am-7pm	x		7am-7pm M-F; no weekends	\$10/day max		Valet	n/a			n/a			n/a
250 Brannan	161	M-F 6:30am-7pm	x		6:30am-7pm M-F (close at 11pm on gamedays)	\$9/day max		Valet	Daily commuters/ Short-term	x		1-2hrs before game	x		
136 Townsend (US Parking)	125	M-F 6:00am-8pm	x		6:00am-8pm M-F and weekends (gameday only)	\$10/day max (\$30-\$40 game only)		Valet	Daily commuters/ Short-term	x		1-2hrs before game			x
270 Brannan	60	M-F 6am-6pm	x		6:00am-6pm M-F and weekends (gameday only)	\$10/day max (\$30-\$40 game only)	\$200	Valet	Daily commuters/ Short-term	x		2hrs before game			x

Source: Wilbur Smith Associates, Survey Dates October - November, 2007

n / a = Information not available

We hope you find this information helpful. Please feel free to contact me or Terri O'Connor regarding this analysis.

Best regards,

WILBUR SMITH ASSOCIATES

Joe Kott, AICP, PTP

Senior Transportation Projects Manager

Terri O'Connor

Transportation Planning Manager

Appendix

The following eight tables represent the WSA field work. The survey results discussed in the memorandum were derived from the field work collected by WSA and tables displayed in the Appendix. Each table is labeled by time of day and whether or not a ballpark event was taking place. An additional table listing the City of San Francisco Pipeline Projects within the study area is provided in the Appendix. An example of the detailed parking questionnaire sent to parking operators is provided in the Appendix.

Appendix Table 1: Off-Street Parking Survey: Ball Game Afternoon (Weekday, Wednesday 9/29/07; 1:00pm-2:30pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$		Comments
		Regular	Valet				Regular	Gameday	
1	400 Spear	300		10	3%	97%		\$ 10.00	Closed by 7pm
2	Embarcadero (Pier 30)	735		265	36%	64%		\$ 30.00	
3	Embarcadero (Pier 32)	768		563	73%	27%		\$ 30.00	
4	Embarcadero (Pier 30/32)	172		Closed					
5	Embarcadero/Bryant	298		9	3%	97%			
6	250 Brannan	120		27	23%	78%		\$ 15.00	Residential/Public Parking
7	270 Brannan		110	15	14%	86%		\$ 20.00	Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	0	0%	100%		\$ 30.00	
9	136 Townsend		125	0	0%	100%		\$ 30.00	
10	148 Townsend		75	9	12%	88%		\$ 30.00	
11	4th St/Brannan		74	5	7%	93%		\$ 20.00	74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	0	0%	100%		\$ 30.00	
13	475 Brannan		181	0	0%	100%			Closed Game/Weekend Evenings
14	3rd St/Harrison		60	0	0%	100%		\$ 15.00	
15	725 Harrison		94	6	6%	94%		\$ 10.00	
16	777 Harrison		115	32	28%	72%		\$ 10.00	Closed Evenings & Weekends
17	350 2nd Street		180	4	2%	98%		\$ 20.00	Parking from 6am-7pm Monday-Friday
18	222 2nd Street		150	45	30%	70%		\$ 20.00	Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
19	55 Hawthorne	300		39	13%	87%			Parking Monday-Friday 6am-7pm
20	333 3rd St.	437		21	5%	95%			Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	3	3%	98%		\$ 10.00	Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		32	11%	89%			Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	95		60	63%	37%		\$ 20.00	Bank of America Lot Special Parking
24	560 Brannan	140		12	9%	91%			
25	255 3rd St. (Moscone Center)	752		36	5%	95%			Gameday Parking only for 20-30 vehicles
26	Terry Francois/China Basin (Pier 48A)	265		87	33%	67%		\$ 30.00	
27	Terry Francois/China Basin (Pier 48B)	265		130	49%	51%		\$ 30.00	
28	Terry Francois/China Basin (Pier 48C)	126		122	97%	3%		\$ 30.00	
29	Terry Francois/China Basin (On-Street Pier 48)	75		2	3%	97%		\$ 30.00	On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		458	21%	79%		\$ 30.00	Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		14	22%	78%		\$ 50.00	
32	4th/Channel St.	410		0	0%	100%		\$ 30.00	
33	153 Townsend	371		12	3%	97%			
34	3rd St/Berry (China Basin Landing)	250		0	0%	100%			
35	254 King St. (Beacon Bldg)	267		0	0%	100%			Parking for tenants, public, residents
36 (1)	3rd St. (UCSF)	1050		436	42%	58%			Garage Lot & Surface Lot available

(1) Number of available spaces determined by a ratio between amount of occupied weekday evening counts for ballpark events & amount of occupied weekday evening counts for non-ballpark events

Total Supply	11,033
Total Vacant	2,454
Total Vacancy %	22%
Total Occupancy %	78%
Average Rate (Regular)	N/A
Average Rate (Game)	\$24.00

Appendix Table 2: Off-Street Parking Survey: Ball Game Evening (Weekday, Wednesday 9/12/07; 7:30pm-9:00pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$		Comments
		Regular	Valet				Regular	Gameday	
1	400 Spear	300		Closed					Closed by 7pm
2	Embarcadero (Pier 30)	167		46	28%	72%			
3	Embarcadero (Pier 32)	768		728	95%	5%			
4	Embarcadero (Pier 30/32)	172		Closed					
5	Embarcadero/Bryant	289		204	71%	29%			
6	250 Brannan	120		93	78%	23%		\$ 15.00	Residential/Public Parking
7	270 Brannan		110	8	7%	93%		\$ 15.00	Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	0	0%	100%		\$ 15.00	
9	136 Townsend		125	38	30%	70%		\$ 10.00	
10	148 Townsend		75	14	19%	81%		\$ 15.00	
11	4th St/Brannan		74	10	14%	86%		\$ 20.00	74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	39	39%	61%		\$ 15.00	
13	475 Brannan		181	Closed					Closed Game/Weekend Evenings
14	3rd St/Harrison		60	54	90%	10%			
15	725 Harrison		94	84	89%	11%			
16	777 Harrison		115	Closed					Closed Evenings & Weekends
17	350 2nd Street		180	142	79%	21%			Parking from 6am-7pm Monday-Friday Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
18	222 2nd Street		150	94	63%	37%		\$ 12.00	
19	55 Hawthorne		260	Closed					Parking Monday-Friday 6am-7pm
20	333 3rd St.		437	Closed					Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	108	90%	10%			Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		198	66%	34%			Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	95		28	29%	71%		\$ 20.00	Bank of America Lot Special Parking
24	560 Brannan	140		63	45%	55%			
25	255 3rd St. (Moscone Center)	752		285	38%	62%			Gameday Parking only for 20-30 vehicles
26	Terry Francois/China Basin (Pier 48A)	265		165	62%	38%		\$ 30.00	
27	Terry Francois/China Basin (Pier 48B)	265		200	75%	25%		\$ 30.00	
28	Terry Francois/China Basin (Pier 48C)	126		123	98%	2%		\$ 30.00	
29	Terry Francois/China Basin (On-Street Pier 48)	75		21	28%	72%		\$ 30.00	On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		800	36%	64%			Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		44	68%	32%			
32	4th/Channel St.	410		109	27%	73%			
33	153 Townsend	371		160	43%	57%			
34	3rd St/Berry (China Basin Landing)	181		18	10%	90%			
35	254 King St. (Beacon Bldg)	267		26	10%	90%			Parking for tenants, public, residents
36 (1)	3rd St. (UCSF)	1050		646	62%	38%			Garage Lot & Surface Lot available

(1) Number of available spaces determined by a ratio between amount of occupied weekend evening counts for ballpark events & amount of occupied weekend evening counts for non-ballpark events

Total Supply	9,054
Total Vacant	4,548
Total Vacancy %	50%
Total Occupancy %	50%
Average Rate (Regular)	N/A
Average Rate (Game)	\$20.00

Appendix Table 3: Off-Street Parking Survey: Ball Game Afternoon (Weekend, Saturday 9/8/07; 1:30pm-3:00pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$		Comments
		Regular	Valet				Regular	Gameday	
1	400 Spear	300		12	4%	96%			
2	Embarcadero (Pier 30)	263		52	20%	80%			Construction blocked 472 spaces
3	Embarcadero (Pier 32)	768		605	79%	21%			
4	Embarcadero (Pier 30/32)	172		<i>Closed</i>					
5	Embarcadero/Bryant	289		10	3%	97%			
6	250 Brannan	120		28	23%	77%	\$ 15.00		Residential/Public Parking
7	270 Brannan		110	43	39%	61%	\$ 20.00		Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	0	0%	100%	\$ 25.00		
9	136 Townsend		125	5	4%	96%	\$ 20.00		
10	148 Townsend		75	17	23%	77%	\$ 20.00		
11	4th St/Brannan		74	14	19%	81%	\$ 20.00		74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	19	19%	81%	\$ 20.00		
13	475 Brannan		181	<i>Closed</i>					Closed Game/Weekend Evenings
14	3rd St/Harrison		60	0	0%	100%			
15	725 Harrison		94	88	94%	6%			
16	777 Harrison		115	<i>Closed</i>					Closed Evenings & Weekends
17	350 2nd Street		180	135	75%	25%	\$ 10.00		Parking from 6am-7pm Monday-Friday
18	222 2nd Street		150	114	76%	24%	\$ 10.00		Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
19	55 Hawthorne	260		<i>Closed</i>					Parking Monday-Friday 6am-7pm
20	333 3rd St.	437		6	1%	99%			Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	10	8%	92%			Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		26	9%	91%			Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	95		6	6%	94%	\$ 10.00		Bank of America Lot Special Parking
24	560 Brannan	140		8	6%	94%			
25	255 3rd St. (Moscone Center)	752		108	14%	86%			Gameday Parking only for 20-30 vehicles
26	Terry Francois/China Basin (Pier 48A)	265		0	0%	100%			
27	Terry Francois/China Basin (Pier 48B)	265		1	0%	100%			
28	Terry Francois/China Basin (Pier 48C)	126		1	1%	99%			
29	Terry Francois/China Basin (On-Street Pier 48)	75		0	0%	100%			On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		103	5%	95%			Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		2	3%	97%			
32	4th/Channel St.	410		5	1%	99%			
33	153 Townsend	371		40	11%	89%			
34	3rd St/Berry (China Basin Landing)		250	0	0%	100%			
35	254 King St. (Beacon Bldg)	267		0	0%	100%			Parking for tenants, public, residents
36	3rd St. (UCSF)	1050		580	55%	45%			Garage Lot & Surface Lot available

Total Supply	9,956
Total Vacant	2,038
Total Vacancy %	20%
Total Occupany %	80%
Average Rate (Regular)	\$10.00
Average Rate (Game)	\$20.00

Appendix Table 4: Off-Street Parking Survey: Ball Game Evening (Weekend, Saturday 9/22/07; 6:30pm-8:00pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$		Comments
		Regular	Valet				Regular	Gameday	
1	400 Spear	300		Closed					Closed by 7pm
2	Embarcadero (Pier 30)	735		587	80%	20%			
3	Embarcadero (Pier 32)	768		732	95%	5%			
4	Embarcadero (Pier 30/32)	172		Closed					
5	Embarcadero/Bryant	289		141	49%	51%			
6	250 Brannan	120		82	68%	32%		\$ 15.00	Residential/Public Parking
7	270 Brannan		110	22	20%	80%			Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	8	16%	84%		\$ 15.00	
9	136 Townsend		125	13	10%	90%		\$ 15.00	
10	148 Townsend	75		29	39%	61%		\$ 15.00	
11	4th St/Brannan		74	18	24%	76%	\$ 15.00		74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	18	18%	82%		\$ 15.00	
13	475 Brannan		181	Closed					Closed Game/Weekend Evenings
14	3rd St/Harrison		60	54	90%	10%			
15	725 Harrison		94	87	93%	7%		\$ 10.00	
16	777 Harrison		115	Closed					Closed Evenings & Weekends
17	350 2nd Street		180	161	89%	11%		\$ 10.00	Parking from 6am-7pm Monday-Friday
18	222 2nd Street		150	132	88%	12%			Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
19	55 Hawthorne	260		Closed					Parking Monday-Friday 6am-7pm
20	333 3rd St.	437		Closed					Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	68	57%	43%		\$ 10.00	Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		137	46%	54%			Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	95		8	8%	92%			Bank of America Lot Special Parking
24	560 Brannan	140		83	59%	41%			
25	255 3rd St. (Moscone Center)	752		488	65%	35%			Gameday Parking only for 20-30 vehicles
26	Terry Francois/China Basin (Pier 48A)	265		133	50%	50%			
27	Terry Francois/China Basin (Pier 48B)	265		159	60%	40%			
28	Terry Francois/China Basin (Pier 48C)	126		Closed					
29	Terry Francois/China Basin (On-Street Pier 48)	75		30	40%	60%			On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		565	26%	74%			Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		57	88%	12%			
32	4th/Channel St.	410		23	6%	94%			
33	153 Townsend	371		238	64%	36%			
34	3rd St/Berry (China Basin Landing)		250	18	7%	93%			Public spaces differ from Day/Night
35	254 King St. (Beacon Bldg)	267		259	97%	3%			Parking for tenants, public, residents
36	3rd St. (UCSF)	1050		722	69%	31%			Garage Lot & Surface Lot available

Total Supply	9,565
Total Vacant	5,072
Total Vacancy %	53%
Total Occupany %	47%
Average Rate (Regular)	\$15.00
Average Rate (Game)	\$15.00

Appendix Table 5: Off-Street Parking Survey: No Ball Game Afternoon (Weekday, Wednesday 9/19/07 1:00pm-2:30pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$	Comments
		Regular	Valet				Regular	
1	400 Spear	300		8	3%	97%	\$ 10.00	Closed by 7pm
2	Embarcadero (Pier 30)	735		540	73%	27%		
3	Embarcadero (Pier 32)	768		554	72%	28%		
4	Embarcadero (Pier 30/32)	172		<i>Closed</i>				
5	Embarcadero/Bryant	298		0	0%	100%		
6	250 Brannan	120		45	38%	63%	\$ 9.00	Residential/Public Parking
7	270 Brannan		110	6	5%	95%	\$ 10.00	Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	8	16%	84%		
9	136 Townsend		125	33	26%	74%	\$ 10.00	
10	148 Townsend		75	25	33%	67%	\$ 10.00	
11	4th St/Brannan		74	42	57%	43%	\$ 10.00	74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	28	28%	72%	\$ 10.00	
13	475 Brannan		181	<i>Closed</i>			\$ 10.00	Closed Game/Weekend Evenings
14	3rd St/Harrison		60	8	13%	87%		
15	725 Harrison		94	39	41%	59%	\$ 8.00	
16	777 Harrison		115	42	37%	63%	\$ 8.00	Closed Evenings & Weekends
17	350 2nd Street		180	8	4%	96%	\$ 10.00	Parking from 6am-7pm Monday-Friday
18	222 2nd Street		150	0	0%	100%		Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
19	55 Hawthorne	260		33	13%	87%		Parking Monday-Friday 6am-7pm
20	333 3rd St.	437		17	4%	96%		Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	10	8%	92%		Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		54	18%	82%		Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	95		9	9%	91%	\$ 10.00	Bank of America Lot Special Parking
24	560 Brannan	140		15	11%	89%		
25	255 3rd St. (Moscone Center)	752		14	2%	98%		
26	Terry Francois/China Basin (Pier 48A)	265		<i>Closed</i>				
27	Terry Francois/China Basin (Pier 48B)	265		<i>Closed</i>				
28	Terry Francois/China Basin (Pier 48C)	126		<i>Closed</i>				
29	Terry Francois/China Basin (On-Street Pier 48)	75		70	93%	7%		On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		1419	64%	36%		Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		65	100%	0%		
32	4th/Channel St.	410		<i>Closed</i>				
33	153 Townsend	371		82	22%	78%		
34	3rd St/Berry (China Basin Landing)		251	38	15%	85%		
35	254 King St. (Beacon Bldg)	267		117	44%	56%		Parking for tenants, public, residents
36	3rd St. (UCSF)	1050		570	54%	46%		Garage Lot & Surface Lot available

Total Supply	9,747
Total Vacant	3,899
Total Vacancy %	40%
Total Occupancy %	60%
Average Rate (Regular)	\$10.00

Appendix Table 6: Off-Street Parking Survey: No Ball Game Afternoon (Weekday, Wednesday 9/19/07; 7:30pm-9:00pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$	Comments
		Regular	Valet				Regular	
1	400 Spear	300		Closed			\$ 10.00	
2	Embarcadero (Pier 30)	735		710	97%	3%		
3	Embarcadero (Pier 32)	768		717	93%	7%		
4	Embarcadero (Pier 30/32)	172		Closed				
5	Embarcadero/Bryant	298		262	88%	12%		
6	250 Brannan	120		Closed			\$ 9.00	Residential/Public Parking
7	270 Brannan		110	82	75%	25%	\$ 10.00	Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	Closed				
9	136 Townsend		125	Closed			\$ 10.00	
10	148 Townsend		75	Closed			\$ 10.00	
11	4th St/Brannan		74	28	38%	62%	\$ 10.00	74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	Closed			\$ 10.00	
13	475 Brannan		181	Closed			\$ 10.00	Closed Evenings
14	3rd St/Harrison		60	54	90%	10%		
15	725 Harrison		94	80	85%	15%	\$ 8.00	
16	777 Harrison		115	Closed			\$ 8.00	Closed Evenings & Weekends
17	350 2nd Street		180	153	85%	15%	\$ 10.00	Parking from 6am-7pm Monday-Friday
18	222 2nd Street		150	106	71%	29%	\$ 10.00	Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
19	55 Hawthorne	260		Closed				Parking Monday-Friday 6am-7pm
20	333 3rd St.	437		Closed				Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	64	53%	47%		Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		139	46%	54%		Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	95		50	53%	47%	\$ 10.00	Bank of America Lot Special Parking
24	560 Brannan	140		118	84%	16%		
25	255 3rd St. (Moscone Center)	752		525	70%	30%		
26	Terry Francois/China Basin (Pier 48A)	265		Closed				
27	Terry Francois/China Basin (Pier 48B)	265		Closed				
28	Terry Francois/China Basin (Pier 48C)	126		Closed				
29	Terry Francois/China Basin (On-Street Pier 48)	75		75	100%	0%		On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		2151	97%	3%		Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		64	98%	2%		
32	4th/Channel St.	410		Closed				
33	153 Townsend	371		Closed				
34	3rd St/Berry (China Basin Landing)		251	130	52%	48%		
35	254 King St. (Beacon Bldg)	267		152	57%	43%		Parking for tenants, public, residents
36	3rd St. (UCSF)	1050		734	70%	30%		Garage Lot & Surface Lot available

Total Supply	7,794
Total Vacant	6,394
Total Vacancy %	82%
Total Occupancy %	18%
Average Rate (Regular)	\$10.00

Appendix Table 7: Off-Street Parking Survey: No Ball Game Afternoon (Weekend, Saturday 9/29/07; 1:00pm-2:30pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$	Comments
		Regular	Valet				Regular	
1	400 Spear	300		Closed			\$ 10.00	Closed by 7pm
2	Embarcadero (Pier 30)	735		687	93%	7%		
3	Embarcadero (Pier 32)	768		768	100%	0%		
4	Embarcadero (Pier 30/32)	172		Closed				
5	Embarcadero/Bryant	289		206	71%	29%	\$ 5.00	
6	250 Brannan	120		Closed				Residential/Public Parking
7	270 Brannan		110	83	75%	25%		Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	Closed				
9	136 Townsend		125	92	74%	26%	\$ 10.00	
10	148 Townsend		75	Closed				
11	4th St/Brannan		74	47	64%	36%	\$ 15.00	74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	Closed				
13	475 Brannan		181	Closed				Closed Game/Weekend Evenings
14	3rd St/Harrison		60	5	8%	92%		
15	725 Harrison		94	66	70%	30%		
16	777 Harrison		115	Closed				Closed Evenings & Weekends
17	350 2nd Street		180	149	83%	17%	\$ 10.00	Parking from 6am-7pm Monday-Friday
18	222 2nd Street		150	38	25%	75%	\$ 20.00	Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
19	55 Hawthorne	260		Closed				Parking Monday-Friday 6am-7pm
20	333 3rd St.	437		0	0%	100%	\$ 5.00	Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	0	0%	100%		Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		11	4%	96%	\$ 30.00	Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	60		46	77%	23%	\$ 10.00	Bank of America Lot Special Parking
24	560 Brannan	140		129	92%	8%		
25	255 3rd St. (Moscone Center)	752		17	2%	98%		
26	Terry Francois/China Basin (Pier 48A)	265		Closed				
27	Terry Francois/China Basin (Pier 48B)	265		Closed				
28	Terry Francois/China Basin (Pier 48C)	126		Closed				
29	Terry Francois/China Basin (On-Street Pier 48)	75		39	52%	48%		On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		1744	79%	21%		Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		29	45%	55%		
32	4th/Channel St.	410		403	98%	2%		
33	153 Townsend	371		Closed				
34	3rd St/Berry (China Basin Landing)		250	Closed				Public spaces differ from Day/Night
35	254 King St. (Beacon Bldg)	267		103	39%	61%		Parking for tenants, public, residents
36	3rd St. (UCSF)	1050		861	82%	18%		Garage Lot & Surface Lot available

Total Supply	8,471
Total Vacant	5,523
Total Vacancy %	65%
Total Occupancy %	35%
Average Rate (Regular)	\$13.00

Appendix Table 8: Off-Street Parking Survey: No Ball Game Afternoon (Weekend, Saturday 9/29/07; 7:30pm-9:00pm)

Garage/ Lot #	Location	Supply		Available Spaces	Vacancy %	Occupancy %	Rate \$	Comments
		Regular	Valet				Regular	
1	400 Spear	300		Closed			\$ 10.00	Closed by 7pm
2	Embarcadero (Pier 30)	735		718	98%	2%		
3	Embarcadero (Pier 32)	768		768	100%	0%		
4	Embarcadero (Pier 30/32)	172		Closed				
5	Embarcadero/Bryant	289		257	89%	11%	\$ 5.00	
6	250 Brannan	120		Closed				Residential/Public Parking
7	270 Brannan		110	99	90%	10%		Residential/Public/Reserved/Flexcar Parking
8	680 2nd Street		50	Closed				
9	136 Townsend		125	112	90%	10%	\$ 10.00	
10	148 Townsend		75	Closed				
11	4th St/Brannan		74	53	72%	28%	\$ 15.00	74 spaces for public & 38 spaces for Wells Fargo during daytime
12	178 Townsend		100	Closed				
13	475 Brannan		181	Closed				Closed Game/Weekend Evenings
14	3rd St/Harrison		60	53	88%	12%	\$ 15.00	
15	725 Harrison		94	84	89%	11%		
16	777 Harrison		115	Closed				Closed Evenings & Weekends
17	350 2nd Street		180	156	87%	13%	\$ 10.00	Parking from 6am-7pm Monday-Friday
18	222 2nd Street		150	72	48%	52%	\$ 20.00	Parking Monday-Thursday from 6am-9pm; Friday 6am-12pm
19	55 Hawthorne	260		Closed				Parking Monday-Friday 6am-7pm
20	333 3rd St.	437		Closed				Lot closed by 7pm Monday-Friday
21	Harrison/3rd St.		120	24	20%	80%		Parking available all week/weekend
22	Moscone Center/300 3rd St.	300		153	51%	49%		Parking 5:30am-11pm Monday-Friday; 8am-6pm Weekends
23	4th/Brannan	60		54	90%	10%		Bank of America Lot Special Parking
24	560 Brannan	140		130	93%	7%		
25	255 3rd St. (Moscone Center)	752		305	41%	59%		
26	Terry Francois/China Basin (Pier 48A)	265		Closed				
27	Terry Francois/China Basin (Pier 48B)	265		Closed				
28	Terry Francois/China Basin (Pier 48C)	126		Closed				
29	Terry Francois/China Basin (On-Street Pier 48)	75		71	95%	5%		On-street parking
30	Terry Francois/3rd St. (Seawall Lot 337)	2210		1851	84%	16%		Also known as Lot 337
31	Terry Francois/3rd St. (Seawall Lot 337)	65		65	100%	0%		
32	4th/Channel St.	410		405	99%	1%		
33	153 Townsend	371		Closed				
34	3rd St/Berry (China Basin Landing)		250	Closed				Public spaces differ from Day/Night
35	254 King St. (Beacon Bldg)	267		146	55%	45%		Parking for tenants, public, residents
36	3rd St. (UCSF)	1050		918	87%	13%		Garage Lot & Surface Lot available

Total Supply	8,034
Total Vacant	6,494
Total Vacancy %	81%
Total Occupancy % =	19%
Average Rate (Regular)	\$12.00

Appendix Table 9: Study Area “Pipeline” Projects

	Block Lot	Address	GSF*	Units	Parking**
Projects Under Construction	3794075	170 King St	5,000	198	201
	8703001	420 Berry St	n/a	236	n/a
	8707001	325 Berry St	n/a	110	n/a
	8721014	255 King St	381,282	0	n/a
Projects with Issued Building	8720001	435 China Basin St	n/a	319	n/a
	8713001	555 Mission Rock St	n/a	192	n/a
Projects with Filed Building Permit	3787026	655 4th St	2,356	192	46
	3788012	166 Townsend St	73,625	66	74
	8704001	330 Berry St	n/a	64	n/a
	3776092	246 Ritch St	4,130	19	5
Total			466,393	1,396	326

*Note: Commerical Gross Square Feet

**Proposed parking spaces per development

n/a = Information not available

SAMPLE

September 6, 2007



Dear Parking Operator,

Your assistance in answering these questions is greatly appreciated. Please return the completed questionnaire in the stamped and addressed envelope no later than Friday, September 14th.

Manager/Operator's Name: _____

Contact information: _____

Name of garage or lot: _____

Location: _____

1. What is your facility's capacity (total number of stalls and number of stalls available to the public)?

Number of parking stalls available to the Public: _____

2. What are your days and hours of operation?

Days: _____

Hours: _____

3. Is your facility staffed? If so, which days/hours?

____ Yes ____ No

Days: _____

Hours: _____

4. What are your parking rates (prices)?

5. Do you valet park? If so, what is the valet capacity and when do you valet park?

Valet Park: Yes: _____

No: _____

If "Yes", Maximum Number of Cars Valet Parked): _____

Valet Parking Days: _____

Valet parking Hours: _____

6. How would you describe the typical customer/user patterns (e.g. commuter, contract parking, short-term customer parking?) of your facility?

Mostly Commuters: _____

Mostly Contract Parking: _____

Mostly Short-Term Customer Parking: _____

Other (Describe): _____

7. Do Giants fans make up a significant percentage of your customers?

Yes: _____

No: _____

8. Is there a general pattern for when Giants game drivers arrive to park, in advance of the game time?

If "Yes" (please describe) _____

9. If the City or another entity developed an integrated database that enabled customers to know the locations and pricing of public and private parking facilities within your area, would you have a strong interest in participating?

Yes: _____

No: _____

Not Sure: _____

Sincerely,



Diane Oshima
Asst.-Deputy Director
Waterfront Planning





MEMO

DATE: December 3rd, 2007

TO: Diane Oshima, Assistant Deputy Director,
Port of San Francisco

FROM: Joe Kott, Terri O'Connor

SUBJECT: Seawall Lot 337 Sensitivity Analysis

A sensitivity analysis was conducted to provide an in depth examination into how occupancy rates can fluctuate under different conditions. Four scenarios are presented in the sensitivity analysis. Each scenario is divided into two parts. For the first part of each scenario, the number of parking spaces in Seawall Lot 337 is reduced incrementally. For the second part of each scenario, Pier 48 is to be removed along with a reduction in parking spaces in Seawall Lot 337¹. Overall, the sensitivity analysis examines several “what if” conditions that represent the change in occupancy rates relative to the reduction in parking spaces in Seawall Lot 337 and the removal of Pier 48. A brief description of Seawall Lot 337 and Pier 48 are discussed below:

Seawall Lot 337

The parking survey indicated that Seawall Lot 337 currently has a parking supply of 2,210 spaces for automobiles, and 65 spaces dedicated to bus-only parking. Overall, Seawall Lot 337 represents 25% of the total parking supply within the study area. During ballpark events, Seawall Lot 337 has the highest occupancy rate of 95% for weekend afternoons and the lowest occupancy rate of 63% for weekday evenings. For non-event occasions, Seawall Lot 337 has the lowest occupancy rate of 3% during weekday evenings, and peaks at 35% during weekday afternoon hours. The average cost to park in Seawall Lot 337 is \$30.00, which only applies to ballpark event occurrences. Table 1 on the following page summarizes these findings.

¹ The sensitivity analysis assumes that current parking in Pier 48 will be removed due to new development.

Table 1: Seawall Lot 337 Parking Survey

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	2,275	2,275	2,275	2,275	2,275	2,275	2,275	2,275
Total Vacant Spaces	472	844	105	622	1,484	2,215	1,773	1,916
Total Occupancy %	79%	63%	95%	73%	35%	3%	22%	16%
Average Rate (Regular)*	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Average Rate (Game)*	\$30.00	\$30.00	\$30.00	\$30.00	\$ -	\$ -	\$ -	\$ -

*Note: rates were either not available or free admission for non-ballpark occasions

Pier 48

Pier 48 is located southeast of AT&T Ballpark and directly east of Seawall Lot 337. Pier 48 consists of three dedicated parking facilities: Pier 48A, Pier 48B, Pier 48C, and on-street parking available solely for ballpark events. The parking survey indicated that Pier 48 currently has a parking supply of 731 spaces. It must be noted that Pier 48C is closed during the weekend evenings for ballpark event times; therefore the total supply is reduced from 731 spaces to 605 during weekend evening hours. Pier 48 represents 7% of the total parking supply within the study area. During ballpark events, Pier 48 has the highest occupancy rate of 100% for weekend afternoons and the lowest occupancy rate of 30% for weekday evenings. The survey indicated that parking in Pier 48 is not permitted during non-event times. The average cost to park in Pier 48 is \$30.00, which only applies to ballpark event occurrences. Table 2 below summarizes these findings.

Table 2: Pier 48 Parking Survey

	Ballpark Event				Non-Event**			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening*	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	731	731	731	605	n/a	n/a	n/a	n/a
Total Vacant Spaces	341	509	2	322	n/a	n/a	n/a	n/a
Total Occupancy %	53%	30%	100%	47%	n/a	n/a	n/a	n/a
Average Rate (Regular)***	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Average Rate (Game)***	\$30.00	\$30.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

*Pier 48C was closed during weekend evenings

**Pier 48 closed during non-event occasions

***Rates were either not available or free admission for non-ballpark occasions

n/a not applicable

Scenario 1A: Reduction of Seawall Lot 337 Spaces (to 1,800)

This scenario includes a reduction of parking spaces in Seawall Lot 337 from 2,275 to 1,800 (a loss of 475 spaces). By altering the parking supply, the results indicate that changes in the occupancy rates are minimal under this condition. On average, the occupancy rates increase by 3% during ballpark event times and the average occupancy rate increase during non-event times is nearly 2%. Overall, reducing the number of parking spaces in Seawall Lot 337 to 1,800 spaces has little to no effect on occupancy rates during ballpark events. Table 3 on the following page summarizes these findings.

Table 3: Scenario 1A Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	10,558	8,579	9,481	9,090	9,272	7,319	7,996	7,559
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %*	81%	53%	84%	49%	63%	19%	37%	20%
% Change	3%	3%	4%	2%	3%	1%	2%	1%

*Adjusted Occupancy % represents parking occupancy rates under this condition

Scenario 1B: Reduction of Seawall Lot 337 Spaces (to 1,800) & Removal of Pier 48

As discussed in Scenario 1A, the reduction of parking spaces for Seawall Lot 337 maintains a steady balance between parking supply and parking demand throughout the study area. Scenario 1B considers the removal of Pier 48 in correlation with the reduction of parking spaces for Seawall Lot 337. Under this condition, the removal of Pier 48 results in minimal parking impacts during ballpark event hours. The research indicates that by reducing the number of spaces at Seawall Lot 337 and removing Pier 48 results in an average occupancy rate increase of 9% during ballpark events. The occupancy rates are 87% during weekday afternoon hours and 90% during weekend afternoon hours for ballpark event occasions; during the weekday and weekend evening hours, occupancy rates range between 53% and 57% for ballpark event occasions. The parking impacts during non-event times indicate an increase of nearly 2% on average, for most occasions. Table 4 below summarizes these findings.

Table 4: Scenario 1B Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	9,827	7,848	8,750	8,485	9,272	7,319	7,996	7,559
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %*	87%	57%	90%	53%	63%	19%	37%	20%
% Change	10%	8%	11%	6%	3%	1%	2%	1%

*Adjusted Occupancy % represents parking occupancy rates under this condition

Overall, the results from Scenario 1A and Scenario 1B indicate that a reduction in parking supply at Seawall Lot 337 and the removal of Pier 48 maintains a steady balance between supply and current demand. The occupancy rates under both scenarios indicate that current parking demand does not exceed supply and only under one condition is the occupancy rate equal to or higher than 90%.

Scenario 2A: Reduction of Seawall Lot 337 Spaces (to 1,500)

This scenario considers a reduction in parking spaces for Seawall Lot 337 from 2,275 to 1,500 (a loss of 775 spaces). The adjusted occupancy rates for ballpark events under this condition shows an average increase of nearly 6% during weekday and weekend hours. For non-event times, the occupancy rates increase about 3%, on average. In reducing the number of parking spaces at Seawall Lot 337 from 2,275 to 1,500, the overall

occupancy rates during ballpark events show no instances where demand exceeds the reduced supply; therefore a reduction to 1,500 spaces for Seawall Lot 337 would accommodate to current demand.

Table 5: Scenario 2A Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	10,258	8,279	9,181	8,790	8,972	7,019	7,696	7,259
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %*	84%	54%	86%	51%	65%	20%	38%	21%
% Change	6%	5%	7%	4%	5%	2%	4%	2%

*Adjusted Occupancy % represents parking occupancy rates under this condition

Scenario 2B: Reduction of Seawall Lot 337 Spaces (to 1,500) & Removal of Pier 48

Scenario 2B considers removing Pier 48 parking supply and reducing the number of parking spaces at Seawall Lot 337 to 1,500 (as depicted in Scenario 2A). Under this condition, there is an average loss of 1,475 parking spaces during ballpark event times and a loss of 775 spaces during non-event times. As shown in Table 6 below, the removal of Pier 48 along with the reduction of spaces for Lot 337 has significant impacts. The occupancy rate for ballpark events during weekday afternoons increases to 90% (a 12% increase), and during weekend afternoons the rate rises to 94% (a 14% increase). On average, the occupancy rates during weekdays and weekends increase by 11% for ballpark event times. For non-event occasions, occupancy rates increase 3%, on average.

Table 6: Scenario 2B Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	9,527	7,548	8,450	8,185	8,972	7,019	7,696	7,259
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %*	90%	60%	94%	55%	65%	20%	38%	21%
% Change	12%	10%	14%	8%	5%	2%	4%	2%

*Adjusted Occupancy % represents parking occupancy rates under this condition

In Scenario 2A, the highest occupancy rate reaches 86%, which signifies that reducing the parking supply of Lot 337 to 1,500 spaces results in minimal impacts on parking availability during ballpark events. The occupancy rates in Scenario 2B indicate that the removal of Pier 48 coupled with the reduction of spaces at Seawall Lot 337 causes occupancy rates to increase to over 90% for weekday and weekend afternoons during ballpark events. Overall, the findings suggest that there are no instances where parking demand exceeds the change in parking supply.

Scenario 3A: Reduction of Seawall Lot 337 Spaces (to 1,000)

Scenario 3A considers the reduction of Seawall Lot 337 parking spaces from 2,275 to 1,000, resulting in a reduction in total parking supply by 1,275 parking spaces. As shown in Table 7 below, the occupancy rates during ballpark events increase 9%, on average. The ballpark event occupancy rate is 91% during weekend afternoon times and 88% during weekday afternoons. For non-event times, there is an average increase nearly 6% in occupancy due to this reduction in supply.

Table 7: Scenario 3A Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	9,758	7,779	8,681	8,290	8,472	6,519	7,196	6,759
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %*	88%	58%	91%	54%	69%	21%	41%	23%
% Change	10%	8%	12%	7%	9%	4%	6%	4%

*Adjusted Occupancy % represents parking occupancy rates under this condition

Scenario 3B: Reduction of Seawall Lot 337 Spaces (to 1,000) & Removal of Pier 48

Of all the scenarios observed, Scenario 3B considers the greatest reduction in parking supply. The removal of Pier 48 and reducing the number of parking spaces at Seawall Lot 337 from 2,275 to 1,000 results in an average loss of 1,975 parking spaces during ballpark event times and an average loss of 1,275 spaces during non-ballpark event times. Under this condition, the occupancy rates during ballpark events increase nearly 16%, on average. The weekday afternoon occupancy rate during ballpark events is 95% (a 17% increase) and the weekend afternoon occupancy rate during ballpark events is 100% (an increase of 20%); indicating maximum parking capacity. Hypothetically, parking demand would be “chasing” fewer spaces if an increase in demand occurred. For non-event times, the average occupancy rate increases nearly 6%. Table 8 below summarizes these findings.

Table 8: Scenario 3B Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	9,027	7,048	7,950	7,685	8,472	6,519	7,196	6,759
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %	95%	64%	100%	58%	69%	21%	41%	23%
% Change	17%	14%	20%	11%	9%	4%	6%	4%

*Adjusted Occupancy % represents parking occupancy rates under this condition

Scenario 4A: Reduction of Seawall Lot 337 Spaces (to 2,000)

This scenario includes a reduction of parking spaces in Seawall Lot 337 from 2,275 to 2,000 (a loss of 275 spaces). By altering the parking supply, the results indicate that changes in the occupancy rates are minimal under this condition. On average, the occupancy rates increase by nearly 2% during ballpark event times and the average occupancy rate increase during non-event times is 1.25%. Overall, reducing the number of parking spaces in Seawall Lot 337 to 2,000 spaces has little to no effect on occupancy rates during ballpark events. Table 9 below summarizes these findings.

Table 9: Scenario 4A Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	10,758	8,779	9,681	9,290	9,472	7,519	8,196	7,759
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %*	80%	51%	82%	48%	62%	19%	36%	20%
% Change	2%	2%	2%	1%	2%	1%	1%	1%

*Adjusted Occupancy % represents parking occupancy rates under this condition

Scenario 4B: Reduction of Seawall Lot 337 Spaces (to 2,000) & Removal of Pier 48

As discussed in Scenario 1A, the reduction of parking spaces for Seawall Lot 337 maintains a steady balance between parking supply and parking demand throughout the study area. Scenario 1B considers the removal of Pier 48 in correlation with the reduction of parking spaces for Seawall Lot 337. The research indicates that by reducing the number of spaces at Seawall Lot 337 and removing Pier 48 results in an average occupancy rate increase of 7% during ballpark events. The occupancy rates are 86% during weekday afternoon hours and 88% during weekend afternoon hours for ballpark event occasions; during the weekday and weekend evening hours, occupancy rates range between 56% and 52% for ballpark event occasions. The parking impacts during non-event times indicate an increase of 1.25% on average, for most occasions. Table 10 below summarizes these findings.

Table 10: Scenario 4B Parking Occupancy Conditions

	Ballpark Event				Non-Event			
	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening	Weekday Afternoon	Weekday Evening	Weekend Afternoon	Weekend Evening
Total Parking Supply	10,027	8,048	8,950	8,685	9,472	7,519	8,196	7,759
Total Parking Demand	8,579	4,506	7,918	4,493	5,848	1,400	2,948	1,540
Current Occupancy %	78%	50%	80%	47%	60%	18%	35%	19%
Adjusted Occupancy %*	86%	56%	88%	52%	62%	19%	36%	20%
% Change	8%	6%	9%	5%	2%	1%	1%	1%

*Adjusted Occupancy % represents parking occupancy rates under this condition

Additional off-street parking facilities are proposed for the Mission Bay South region, which is located directly south of AT&T Ballpark. These parking structures are to include parking for only non-residential projects. The numbers of spaces represented in Table 11 (below) are approved conceptually for each proposed block or parcel. There are no requirements that parking will be limited to office employees, therefore the parking management could rent out spaces to other people. The on-site parking would most likely be provided to the tenants during work hours (monthly fee or as a part of the lease agreement), and the parking facilities might only be available to the public during typical non-business hours (weeknights and weekends).

The parking inventory in the Mission Bay South Redevelopment area is not fully realized. Consistent with the Mission Bay South Redevelopment Plan, almost 4,000 parking spaces are due to be developed as part of approved future new development. This supply would provide additional shared parking opportunities in the future. Because these facilities are not yet built, they have not been included in the parking demand and supply analyses.

Table 11: Commercial Parking Garages for Mission Bay South Region

Block	Proposed # of Spaces*	Location
Block 27	1,420	North of Mission Bay Blvd./East of 3rd St.
Block 29	1,625	South of Mission Bay Blvd./East of 3rd St.
Block 31	310	North of 16th St./East of 3rd St.
X-4	630	South of 16th St./East of Illinois St.
Total	3,985	

Conclusion

Given the results of the sensitivity analysis, the overall findings indicate that in reducing the number of parking spaces at Seawall Lot 337, the current demand and supply maintain a steady balance (under no instances does parking demand exceed parking supply). When the parking supply for Seawall Lot 337 is reduced, and the parking supply for Pier 48 is completely removed, the parking impacts become more critical, as indicated in all four scenarios. As a result of this reduction, the occupancy rates for ballpark events increase nearly 11% on average. There is one instance where the occupancy rate is 100% (see Table 8). Considering all the scenarios, under no circumstances does current parking demand exceed the adjusted parking supply. Therefore the analysis indicates that a reduction in parking supply can accommodate to the current parking demand around AT&T Ballpark.

We hope you find this information helpful. Please feel free to contact me or Terri O'Connor regarding this analysis.

Best regards,

WILBUR SMITH ASSOCIATES

Joe Kott, AICP, PTP

Senior Transportation Projects Manager

Terri O'Connor

Transportation Planning Manager



MEMORANDUM
January 29, 2008

TO: Members, Port Commission
Hon. Ann Lazarus, President
Hon. Kimberly Brandon, Vice President
Hon. Rodney Fong
Hon. Michael Hardeman
Hon. Stephanie Shakofsky

FROM: Diane Oshima
Asst. Deputy Director, Waterfront Planning

THROUGH: Monique Moyer
Executive Director

SUBJECT: SWL 337 – New Off-street Parking Occupancy Calculations

At the December 11, 2007 Port Commission meeting, staff presented the results of two parking and transportation studies conducted by the San Francisco Giants, and Wilbur Smith Transportation Associates, in support of the development planning efforts for Seawall Lot 337 (SWL 337).

The Wilbur Smith study conducted an area-wide off-street parking survey and occupancy analysis, to evaluate parking usage on days and nights with and without Giants ballgames and events. At the December 11th Commission meeting, the Giants presented a letter commenting on this study, stating that it under-estimated parking demand and occupancy for game days because the analysis was based on the number of Giants tickets sold, rather than the actual number of fans attending Giants games. The Giants provided data indicating that actual attendance was in many instances much lower than the number of tickets sold. In addition, the Giants cited attendance levels that had been used in previous EIR and planning studies. Staff has taken this attendance data and information and calculated adjusted parking occupancy levels in the tables presented below.

The results of this additional analysis confirm that the highest parking demand occurs during the weekday afternoons. This is the peak parking demand period in the downtown area, including the lower South of Market. Additional parking demand on weekday ballgame days thus could exceed the supply of off-street parking within walking distance of the ballpark, depending on the game attendance levels. Parking demand on weeknight and weekend game events is relatively lower, even though not all parking operators open their facilities during these times (i.e. overall parking supply is lower than during weekdays).

This information is provided to you for general reference, and will be posted on the Port's SWL 337 webpage. If you have any questions, please contact Diane Oshima at 274-0553.

SWL 337 Parking Analysis – Responses to Giants December 11, 2007 Comment Letter

The analyses presented below present adjusted parking occupancy estimates, based on actual Giants game attendance figures, as provided by the Giants, for the games days specified, extrapolated to reflect two scenarios where Giants attendance levels are higher. The Parking Demand Scenario A analysis assumes that 15% of fans of a sold-out game do not show up at the game (“no-show” rate). Parking Demand Scenario B assumes a no-show rate of 8%.

Weekday Afternoon Ballgame Parking Occupancy Analysis¹

(Adjusted for Revised Attendance)

	Wilbur Smith Parking Study, 12/3/07	Adjusted Parking Demand Analysis A/1/	Adjusted Parking Demand Analysis B/1/
<i>Ballgame Attendance</i>	21,751 (per 8/29/07 Giants attendance data)	37,400 (15,649 fan increase)	40,480 (18,729 fan increase)
<i>Parking Supply</i>	11,033	11,033	11,033
<i>Parking Space Demand¹</i>	8,579	10,930 (2351 space parking demand increase)	11,393 (2814 space parking demand increase)
<i>Vacant Remaining Parking Spaces</i>	2,454	103	0
<i>Parking Occupancy %</i>	78%	99%	103%

Weekday Evening Ballgame Parking Occupancy Analysis

(Adjusted for Revised Attendance)

	WSA Study, 12/3/07	Adjusted Parking Demand Analysis A/1/	Adjusted Parking Demand Analysis B/1/
<i>Ballgame Attendance</i>	20318 (per 9/12/07 Giants attendance data)	37,400 (17,082 fan increase)	40,480 (20,162 fan increase)
<i>Parking Supply</i>	9,054	9,054	9,054
<i>Parking Space Demand²</i>	4,506	7,072 (2566 space parking demand increase)	7,535 (3029 space parking demand increase)
<i>Vacant Remaining Parking Spaces</i>	4,548	1,982	1,519
<i>Parking Occupancy %</i>	50%	78%	83%

Weekend Afternoon Ballgame Parking Occupancy Analysis

(Adjusted for Revised Attendance)

	WSA Study, 12/3/07	Adjusted Parking Demand Analysis A/1/	Adjusted Parking Demand Analysis B/1/
Ballgame Attendance	34,209 (per 9/8/07 Giants attendance data)	37,400 (3191 fan increase)	40,480 (6271 fan increase)
Parking Supply	9,956	9,956	9,956
Parking Space Demand³	7,918	8,397 (479 space parking demand increase)	8,860 (942 space parking demand increase)
Vacant Remaining Parking Spaces	2,038	1,559	1,096
Parking Occupancy %	80%	84%	89%

Weekend Evening Ballgame Parking Occupancy Analysis

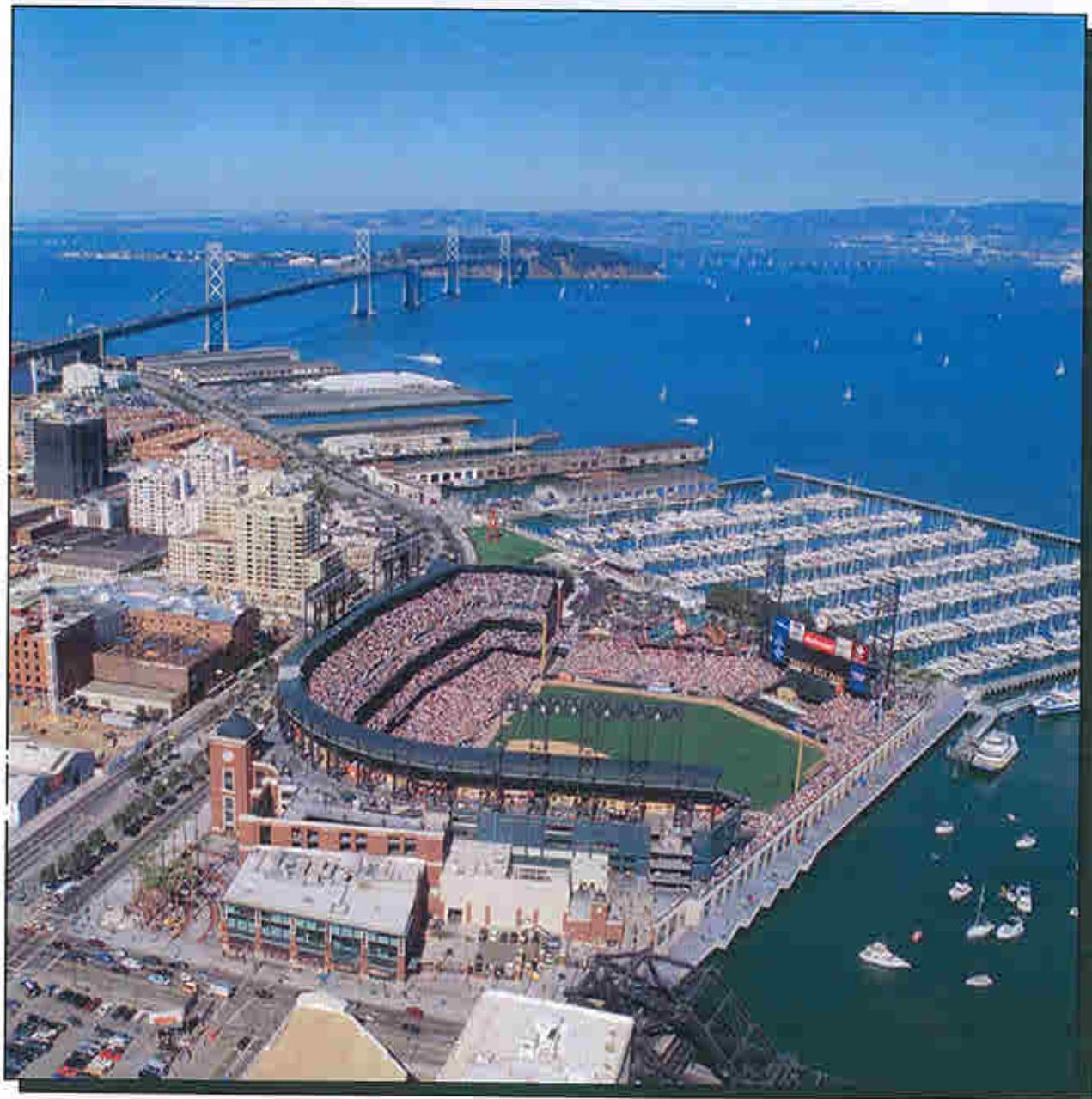
(Adjusted for Revised Attendance)

	WSA Study, 12/3/07	Adjusted Parking Demand Analysis A/1/	Adjusted Parking Demand Analysis B/1/
Ballgame Attendance	23656 (per 9/22/07 Giants attendance data)	37,400 (13744 fan increase)	40,480 (16824 fan increase)
Parking Supply	9565	9565	9565
Parking Space Demand⁴	4493	6558 (2065 space parking demand increase)	7021 (2528 space parking demand increase)
Vacant Remaining Parking Spaces	5072	3007	2544
Parking Occupancy %	47%	69%	73%

/1/ Adjusted parking demand and occupancy has been developed to address changes in Giants attendance assumptions, as described in San Francisco Giants letter to the Port Commission, dated December 11, 2007.

NOTE: All travel assumptions used to estimate parking demand are based on data from the San Francisco Giants Transportation Survey, August 2007. The following formula was used:

(Increase in # of fans over WSA Study fan assumptions) x 53% (using autos vs. other modes) ÷ 2.54 (people per car) x 72% (cars parking in off-street facilities vs. on-street spaces) = parking demand (expressed as parking occupancy)



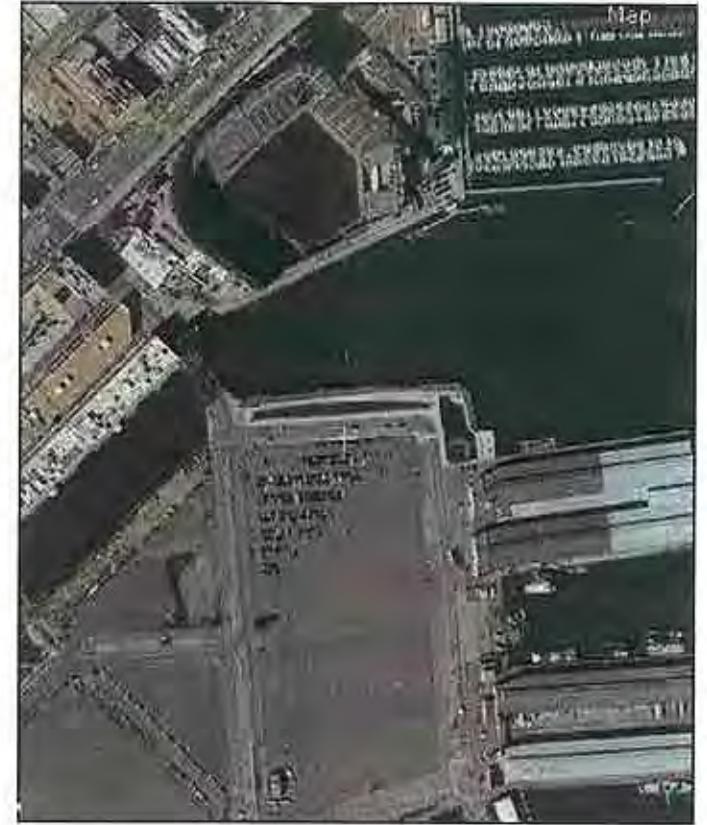
SAN FRANCISCO
GIANTS
TOWN STADIUM
SUMMER



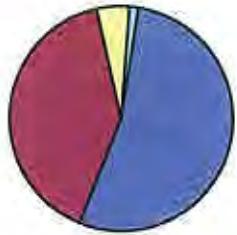
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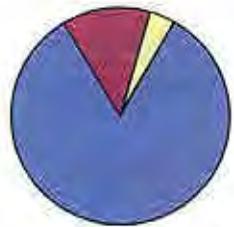
EXECUTIVE SUMMARY



DATA SUMMARY



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100%



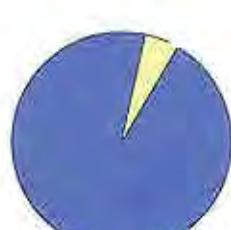
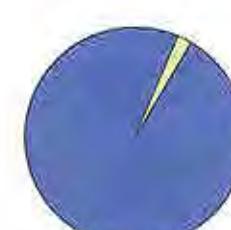
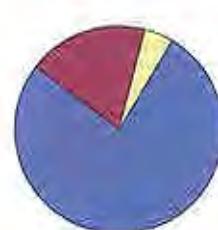
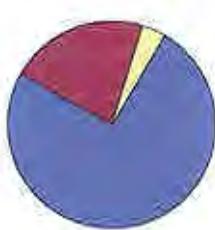
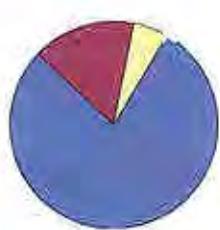
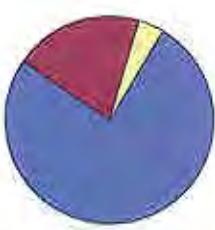
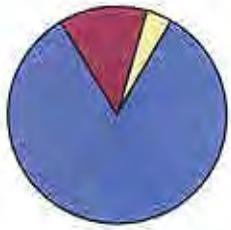
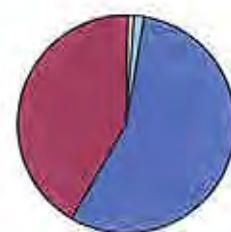
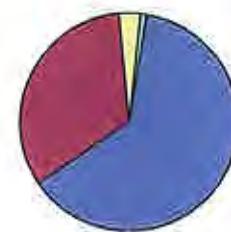
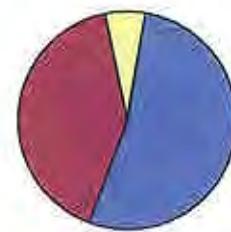
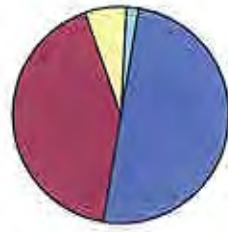
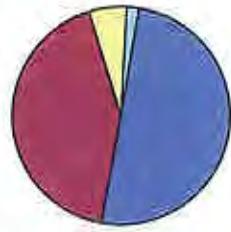
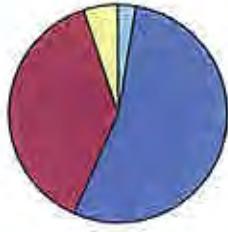
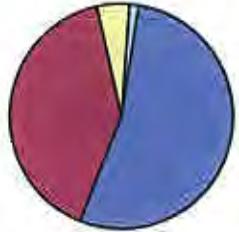
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Evening

Afternoon

Evening

Afternoon



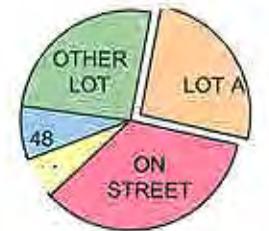
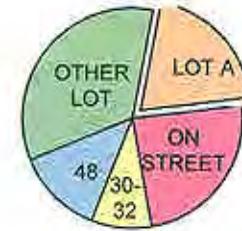
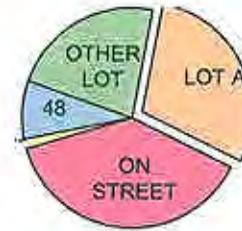
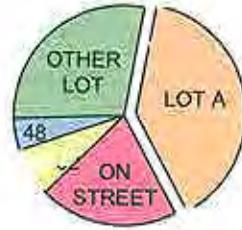
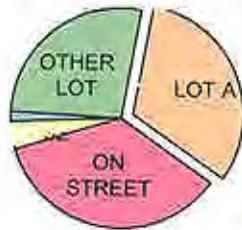
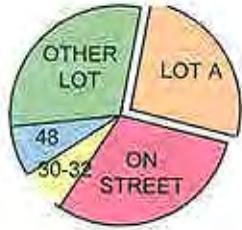
CAR/CHARTER

Evening

Afternoon

Evening

Afternoon



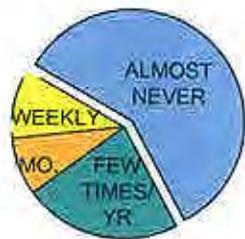
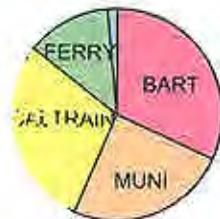
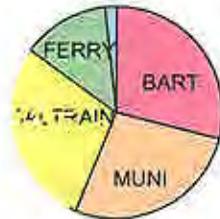
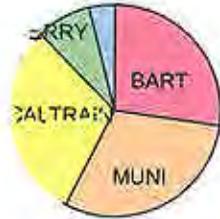
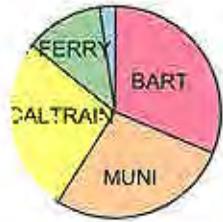
PUBLIC TRANSIT/TAXI

Evening

Afternoon

Evening

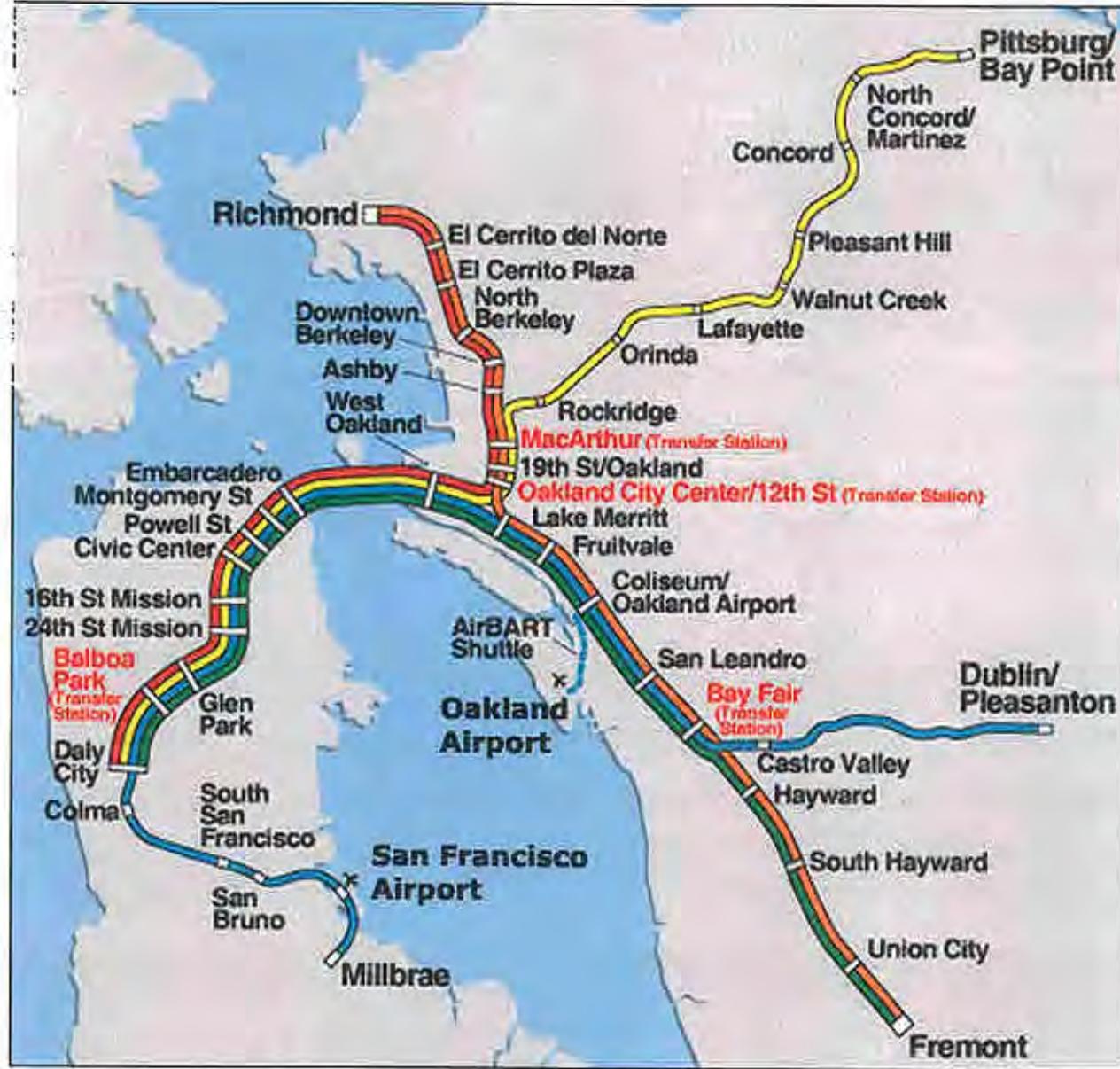
Afternoon



Richmond

Richmond/Pittsburg

Peninsula/W. Oakland

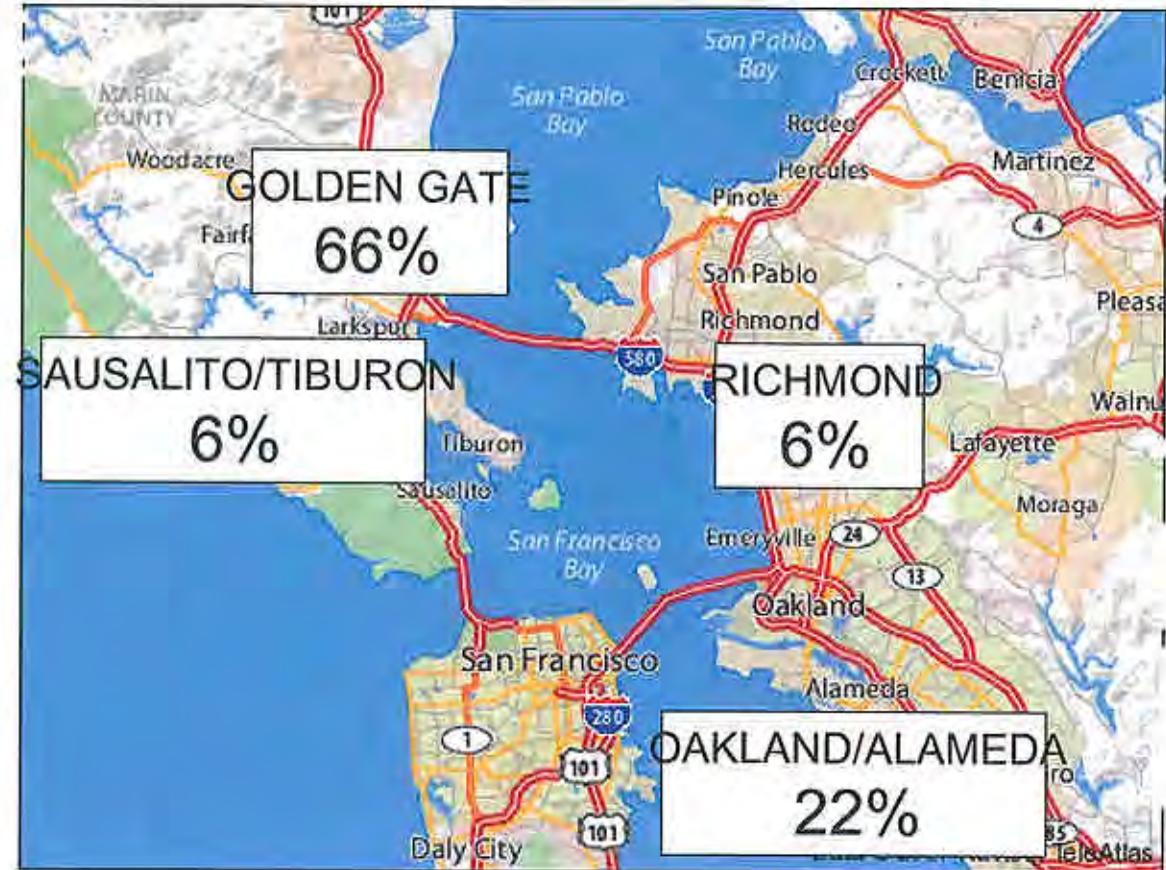


Pittsburg/Bay Point

Dub/Pleas/Frem

Dublin/Pleasanton

Fremont



COMMENTS – GENERAL/MULTIPLE/OTHER

APPENDIX I

FINANCIAL STANDING, TAXPAYER RESPONSIBILITY & DISCLOSURE QUESTIONNAIRE AND RESPONDENT CERTIFICATION

Instructions: Respondents must complete and submit the completed questionnaire and certification in their submittals. Any material misstatement of the information provided in the completed questionnaire and certification will be grounds for rejection of a proposal or avoidance of any lease award. Undefined terms have the meanings given to them in the Request for Proposals.

Answer each question below completely. Attach separate sheets of paper, as necessary. State "No," "None" or "N/A" when appropriate. Do not leave a question unanswered, or your submittal will be deemed incomplete and will not be considered.

Requirements for this questionnaire differ for differing legal entities, as follows:

- ❑ **Individual:** The individual must answer and sign this questionnaire.
- ❑ **Closely held legal entity such as a sole proprietor, LLC, S corporation:** The principal of the Respondent must answer and sign this questionnaire on behalf of the Respondent. **In addition**, the principal must answer, provide required attachments and sign a copy of the Experience, Financial Standing, Taxpayer Responsibility and Disclosure portions of this questionnaire.
- ❑ **LLC, LLP, limited partnership or corporation:** An authorized representative of the Respondent must answer and sign this questionnaire on behalf of the Respondent. **In addition**, the president, executive officer or equivalent responsible party, such as the managing member of an LLC or the general partner of a limited partnership, must answer, provide required attachments and sign a copy of the Experience, Financial Standing, Taxpayer Responsibility and Disclosure portions of this questionnaire.
- ❑ **Joint venture:** An authorized representative of each member of the joint venture must answer, provide required attachments and sign a copy of the Experience, Financial Standing, Taxpayer Responsibility and Disclosure portions of this questionnaire according to the requirements above, **in addition** to a set of responses for the Respondent. Each member must follow the instructions above, as applicable to its form of organization.

Failure to provide complete information regarding the Respondent, including each principal and each responsible party, will cause your submittal to be deemed incomplete.

GENERAL INFORMATION

RESPONDENT'S NAME: _____
(Print name as it is to appear in the lease.)

CONTACT INFORMATION:

Address: _____

City State Zip Code

Tel. No.: (__) _____ Fax No.: (__) _____

email: _____

LEGAL FORM: Respondent is a(n) (check box) individual corporation partnership
 LLC/LLP joint venture organized in the State of _____.

Respondents that are not individuals must attach a certificate of good standing issued by the California Secretary of State no more than 4 weeks before the bid submittal deadline.

KEY PERSONNEL INFORMATION: Provide the full name, title and address of all of the Respondent's key personnel, as indicated in the instructions.

Name: _____
First Middle Last

Address: _____

City State Zip Code

Title or Position: _____

Name: _____
First Middle Last

Address: _____

City State Zip Code

Title or Position: _____

General Information Cont'd

Name of Respondent: _____

Name: _____
 First Middle Last

Address: _____

City State Zip Code

Title or Position: _____

Name: _____
 First Middle Last

Address: _____

City State Zip Code

Title or Position: _____

Name: _____
 First Middle Last

Address: _____

City State Zip Code

Title or Position: _____

(Use separate sheet for additional key personnel.)

FINANCIAL STANDING

Answering party's name: _____

Sign the authorization below and attach a statement signed by an officer of your financial institution confirming your ability to provide or obtain \$[INSERT ARABIC NUMBER] in the form of liquid assets, an irrevocable letter of credit, a line of credit or an unqualified loan commitment and providing contact information by which the Port may verify the statement, in order to provide assurances to the Port that the Respondent, if selected, will have sufficient funds to develop its proposed project and is otherwise a creditworthy entity.

Authorization for Release of Credit Information

The undersigned hereby authorizes the financial institutions listed below to release to the Port of the City and County of San Francisco all pertinent and confidential information concerning the credit standing or account status of:

Name: _____

(1) Name of Financial Institution: _____
Address: _____

City: _____ State: _____ Zip Code: _____
Contact Person: _____ Tel. No.: (__) _____
Account No. _____ Type of Account: _____
Account No. _____ Type of Account: _____

(2) Name of Financial Institution: _____
Address: _____

City: _____ State: _____ Zip Code: _____
Contact Person: _____ Tel. No.: (__) _____
Account No. _____ Type of Account: _____
Account No. _____ Type of Account: _____

Authorized Signature: _____

By: _____
Name
Its: _____
Title

Date: _____

TAXPAYER RESPONSIBILITY

Answering party's name: _____

Sign the authorization and waiver below and attach:

1. Evidence of your financial history for that past 3 tax years, as shown in: (A) audited financial statements prepared by a certified public accountant in accordance with generally accepted accounting standards; or (B) reviewed financial statements prepared by a certified public accountant in accordance with generally accepted accounting standards; or (C) notarized copies of filed federal tax returns; and
2. A copy of your current year San Francisco Business Tax Registration Certificate.

Authorization and Waiver

The undersigned taxpayer (the "Taxpayer") hereby requests and authorizes the Tax Collector of the City and County of San Francisco (the "Tax Collector") to disclose confidential information about the Taxpayer and any other entities owned or controlled by the Taxpayer, whether directly or indirectly, to the Port of the City and County of San Francisco (the "Port"). The Taxpayer and each of the entities owned or controlled by the Taxpayer waive all their rights, including those under section 6.22-1 of the San Francisco Business and Tax Regulations Code, to have information about them in the Tax Collector's possession kept confidential. The Taxpayer and each of the entities owned or controlled by the Taxpayer acknowledge that the information disclosed to the Port may adversely affect the Port's evaluation of the Taxpayer's suitability to enter into a lease with the Port.

The Taxpayer shall hold the Tax Collector, the Port and the City and County of San Francisco harmless from any liability, claims, losses and damages caused by the Tax Collector's disclosure of confidential information about the Taxpayer and/or the entities owned or controlled by the Taxpayer.

This request and authorization is limited to the following specific items of information:

1. Outstanding business, payroll or other applicable taxes.
2. Payment history of business, payroll or other applicable taxes.
3. Audit history, if any, including audits in progress.
4. Filing history of payroll, business and other applicable tax returns.
5. Payment history of miscellaneous license or permit fees.
6. Payment history of possessory interest/property taxes.

Taxpayer Responsibility Cont'd

Answering party's name: _____

Name of Taxpayer: _____

Taxpayer EIN: _____

Authorized Signature: _____

By: _____
Name

Its: _____
Title

Date: _____

Name of Taxpayer-Controlled Entity: _____

Entity EIN: _____

Authorized Signature: _____

By: _____
Name

Its: _____
Title

Date: _____

Name of Taxpayer-Controlled Entity: _____

Entity EIN: _____

Authorized Signature: _____

By: _____
Name

Its: _____
Title

Date: _____

(If other entities exist, list on a separate sheet of paper and attach.)

DISCLOSURE QUESTIONS

Answering party's name: _____

Note: If the answer to any of the disclosure questions requires additional space for explanation, attach separate sheets as necessary to provide a full explanation of the relevant circumstances and any subsequent disposition of the matter. Place the corresponding question number before each separately attached response.

[NOTE: THESE QUESTIONS REQUEST BACKGROUND INFORMATION WITH NO TIME LIMITS. YOU MAY CHOOSE TO LIMIT THE INQUIRIES TO A SPECIFIC TIME PERIOD, SUCH AS 5 YEARS, 10 YEARS, ETC.]

1. Have you or any of your principals ever been a party to an agreement with a public entity that was terminated for cause (e.g., breach)? Yes No

If yes, identify the public entity, state the nature of the agreement, the date of termination, and the specific reasons for the termination below.

2. Have you or any of your principals ever been a party to an agreement with a public entity that was cancelled without cause? Yes No

If yes, identify the other party to the contract, the date of cancellation, and the specific reasons for the cancellation below.

3. Have you or any of your principals ever been in arrears on taxes or fees due on any business or operation? Yes No

If yes, identify the jurisdiction and explain below.

Disclosure Questions Cont'd

Answering party's name: _____

4. Have you or any of your principals ever been the subject of an enforcement action taken by any governmental body relating to unfair and/or fraudulent business practices, non-payment of taxes, violations of any city, county, state or federal regulation, ordinance or statute? Yes No

If yes, identify the governmental body and explain below.

5. Have you or any of your principals ever been a party to any regulatory action, including any notice of violation, order or fine, taken by a regulatory agency, including any local, regional, state or federal agency with purview over air or water quality (including stormwater management), or the handling, storage or disposal of hazardous or solid waste? Yes No

If yes, identify the regulatory agency and explain below.

6. Have you or any of your principals ever been a party to any legal proceedings, actions, arbitrations or mediations? Yes No

If yes, provide below: (a) the date each matter was initiated; (b) the present status of each matter; (c) if a judgment was entered against you, whether the judgment has been satisfied in full, and if not, the current status. If you are a publicly-traded organization, your response may be limited to actions filed in California or relating to property or transactions in California.

Answer: _____

Disclosure Questions Cont'd

Answering party's name: _____

7. Have you or any of your management staff ever been a party to any administrative complaints/hearings filed, or any debarments or suspensions or other administrative actions commenced, by any federal, state or local government entity? Yes No

If yes, provide below: (a) the date each matter was initiated; and (b) the present status of each matter. If you are a publicly-traded organization, your response may be limited to actions filed in California or relating to property or transactions in California.

Answer: _____

8. Have you or any of your principals ever filed for bankruptcy? Yes No

If yes, provide below: (a) dates and jurisdiction of each filing; (b) case numbers and types of cases (e.g., Chapter 7 liquidation or Chapter 11 or Chapter 13 reorganization); and (c) current status of each case.

9. Describe any business, property, gifts, loans, investments or other financial relationships between you and any member of the Port Commission or the Board of Supervisors (or members of their immediate families), which are financial interests as defined by Section 897103 of the California Fair Political Practices Act.

Answer: _____

RESPONDENT CERTIFICATE

Name of Respondent: _____

On behalf of the party named above, the undersigned certify under penalty of perjury under the laws of the State of California that:

1. The responses (including any required additional responses of related parties) to this Financial Standing, Taxpayer Responsibility & Disclosure Questionnaire ("Questionnaire") and Respondent Certificate ("Certificate") (including any attached sheets) consists of _____ pages.
2. The undersigned understands and agrees that the Port makes no representations or warranties with respect to the offering described in the Request for Proposals ("RFP"), and that everything relevant to this proposal has been based on either the undersigned's own knowledge or the information provided by the Port in the RFP at the pre-submittal conference and on the Port's web page for the RFP.
3. The undersigned certifies that the Respondent named above has not agreed to pay now or in the future, and has not in fact paid, directly or indirectly, any fee, commission, or other things of value to any City or Port employee, agent, representative, commissioner, or contractor in an effort to influence the Port Commission's decision to award a lease.
4. The undersigned represents that the Respondent has no conflict of interest that could interfere with the development and operations described in the proposal to which this Questionnaire and Certificate are attached.
5. The undersigned states that the Respondent is familiar with the provisions of Section 15.103 of the San Francisco Charter, certifies that it knows of no facts that would constitute a violation of those provisions, and agrees to notify the Port immediately upon becoming aware of any facts that would constitute a violation of those provisions. The undersigned further certifies that it has made a complete disclosure to the Port of all facts bearing on any possible interests, direct or indirect, which the undersigned believes any officer or employee of the Port presently has or will have in the lease contemplated by the proposal to which this Questionnaire and Certificate are attached or in the performance thereof or in any portion of the profits thereof.
6. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent has read and understands the terms and conditions of the RFP and, if selected: (1) will meet all Key Lease Terms set forth in the RFP; (2) will satisfy all the requirements for exclusive negotiations and for any extension(s) thereof, as set forth in the RFP; and (3) is ready, willing and able to comply with all the City Requirements and other terms and conditions of the RFP as they apply to the attached proposal.
7. By submitting the proposal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent agrees that it has no claim against the Port or the City by reason of, and waives any and all rights with respect to, the following: any aspect of the proposal to which this Questionnaire and Certificate are attached, any aspect

Respondent Certificate cont'd

of the selection process, any informalities or defects in the selection process, the rejection of any proposal, the acceptance of any proposal, the execution of any lease, the failure to enter into any lease, and any statement, representation, act or omission of the Port or its agents in connection with the proposal to which this Questionnaire and Certificate are attached or the RFP.

- 8. The individual(s) signing behalf of the undersigned is/are authorized representative(s) of the Respondent with full and complete rights to makes the certifications above and to bind the Respondent to the proposal to which this Questionnaire and Certificate are attached.
- 9. The responses provided to this Questionnaire and Certificate were formulated after investigation of the Respondent's operations by myself personally or are based on information provided to me by another responsible person with unlimited authority to conduct the investigation. The undersigned represents that each decision-making principal or an authorized representative of the Respondent has reviewed and understands the terms and conditions that are the subject of this Questionnaire and Certificate and approved the execution of this Questionnaire and Certificate.
- 10. Based on the results of the investigation, I believe all information provided in response to this Questionnaire and Certificate is true and correct.

If the Respondent is a joint venture or other form of undertaking by more than one individual or entity, an authorized representative of each principal must sign and date this Certificate below.

Name of principal: _____

By: _____
Name: _____
Title: _____ Date: _____

Name of principal: _____

By: _____
Name: _____
Title: _____ Date: _____

Name of principal: _____

By: _____
Name: _____
Title: _____ Date: _____

Appendix J

Land Use & Development Program Form

Potential Land Uses

Open Space - Largest Contiguous Size: _____

Total Site Size: _____

Public Trust Serving Size: _____

Neighborhood Serving Size: _____

Office - Square Footage: _____

Maximum Building Heights: _____

Retail - Public Trust Serving Square Footage: _____

Neighborhood Serving Square Footage: _____

Parking - Square Footage: _____

No. of shared spaces: _____

Hotel - Square Footage: _____

No. of Rooms: _____

Residential - Square Footage: _____

Maximum Building Heights: _____

No. of Dwelling Units: _____

Other Proposed Land Uses

Provide square footages, heights and relevant units (acres, dwelling units, etc.) for each use.