
COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

Successor Agency Commission



Edwin M. Lee, Mayor

Mara Rosales, Chair

Marily Mondejar

Darshan Singh

Miguel Bustos

Tiffany Bohee, Executive Director

CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102
www.sfocii.org/commission

Staff Reports/Explanatory Documents available to the public and provided to the Commission are posted on the Commission website at www.sfocii.org/commission. The agenda packet is also available at the reception desk at 1 South Van Ness Avenue, 5th Floor. If any materials related to an item on this agenda have been distributed to the Commission after distribution of the agenda packet, those materials are available for public inspection at the Commission's Office located at 1 South Van Ness Avenue, 5th Floor, during normal office hours.

A G E N D A

TUESDAY, December 16, 2014 • 2:00 p.m.

Note: Later Meeting Time

ACCESSIBLE MEETING POLICY

1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs. Ramps are available at the Grove, Van Ness and McAllister entrances. A wheelchair lift is available at the Polk Street entrance.
2. The closest accessible BART station is Civic Center, three blocks from City Hall. Accessible MUNI lines serving this location are: #47 Van Ness, #49 Van Ness, #71 Haight/Noriega, #5 Fulton, #21 Hayes, #6 Parnassus, #7 Haight, the F Line to Market and Van Ness and any line serving the Metro Stations at Van Ness and Market and at Civic Center. For more information about MUNI accessible services, call 311.
3. There is accessible parking across from City Hall at the Civic Center Garage.
4. The following services are available by calling the Office of Community Investment and Infrastructure at (415) 749-2400 at least 72 hours prior to the meeting/hearing: Assistive listening device, real time captioning, American Sign Language interpreters, use of a reader during a meeting, large print agendas or other accommodations are available upon request. Following a meeting minutes can be made available by audiocassette tape or alternative formats.

5. Requests for language interpreters at a meeting must be received at least 72 hours in advance of the meeting to help ensure availability. Please contact the Office of Community Investment and Infrastructure at (415) 749-2400.
6. In order to assist the Office of Community Investment and Infrastructure efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the Office of Community Investment and Infrastructure to accommodate these individuals.

REGULAR MEETING AGENDA

PLEASE BE ADVISED A MEMBER OF THE PUBLIC HAS UP TO THREE MINUTES TO MAKE PERTINENT PUBLIC COMMENTS ON EACH AGENDA ITEM UNLESS THE COMMISSION ADOPTS A SHORTER PERIOD ON ANY ITEM. IT IS STRONGLY RECOMMENDED THAT MEMBERS OF THE PUBLIC WHO WISH TO ADDRESS THE COMMISSION SHOULD FILL OUT A "SPEAKER CARD" PROVIDED BY THE COMMISSION SECRETARY, AND SUBMIT THE COMPLETED CARD TO THE COMMISSION SECRETARY.

1. Recognition of a Quorum

2. Announcements

A. The next regularly scheduled Commission meeting will be held on Tuesday, January 6, 2015 at 1:00 pm (City Hall, Room 416).

B. Announcement of Prohibition of Sound Producing Electronic Devices during the Meeting

Please be advised that the ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing of or use of a cell phone, pager, or other similar sound-producing electronic device.

3. Report on actions taken at previous Closed Session meeting, if any.

4. Matters of Unfinished Business.

5. Matters of New Business:

CONSENT AGENDA

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- a) [Approval of Minutes: Meeting of November 18, 2014.](#)
- b) [Authorizing a Second Amendment to the Disbursement Agreement with HV Partners 2, LP, a California Limited Partnership, to extend the outside date permitted for the Ground Lease Closing to December 31, 2014 and to modify certain provisions related to the tax credit investor, in connection with the development of approximately 107 very low- and low-income rental units pursuant to the Hunters View Phase II-III Rental Housing Loan Agreement, Middle Point and West Point Roads; Bayview Hunters Point Redevelopment Project Area. \(Action\) \(Resolution No. 100-2014\)](#)
- c) [Authorizing a Second Amendment to the Legal Services Contract with Renne Sloan Holtzman & Sakai, a Limited Liability Partnership, to Increase the Contract Amount by \\$50,000, For a Total Aggregate Contract Amount not to exceed \\$100,000, to Obtain Specialized Legal Services. \(Action\) \(Resolution No. 101-2014\)](#)

REGULAR AGENDA

Staff presentation estimated time: 20 minutes

(Items 5(d), 5(e) and 5(f) related to the Alice Griffith Public Housing site will be presented together, but acted on separately)

- d) [Authorizing a First Amendment to a Permanent Loan Agreement with Double Rock Ventures LLC to modify source of funds, for the 93-unit Phase 1 of the HOPE SF Redevelopment of the Alice Griffith Public Housing site, consisting of replacement public housing units as well as other affordable housing units, 2600 Arellous Walker Drive; and Adopting Environmental Findings Pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area. \(Discussion and Action\) \(Resolution No. 102-2014\)](#)
- e) [Authorizing a First Amendment to a Permanent Loan Agreement with Double Rock Ventures LLC to modify source of funds, for the 91-unit Phase 2 of the HOPE SF Redevelopment of the Alice Griffith Public Housing site, consisting of replacement public housing units as well as other affordable housing units, 2700 Arellous Walker Drive; and Adopting Environmental Findings Pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area. \(Discussion and Action\) \(Resolution No. 103-2014\)](#)
- f) [Conditionally approving Schematic Designs for the Alice Griffith Block 1 development, which is part of Phase 3 of the Alice Griffith Housing Development, pursuant to the Candlestick Point and Hunters Point Shipyard Phase 2 Disposition and Development Agreement and approving a Variance from the Candlestick Design for Development Grade Separation Requirement for two units adjacent to Block 1's main entrance; and Adopting Environmental Review Findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area. \(Discussion and Action\) \(Resolution No. 104-2014\)](#)

Staff presentation estimated time: 20 minutes

(Items 5(g) and 5(h) related to Transbay Block 9 will be presented together, but acted on separately)

- g) [Authorizing, pursuant to the Transbay Implementation Agreement and the Option Agreement, the Executive Director to exercise an option to purchase Transbay Block 9 \(Block 3736, Lot 120\), located on Folsom and First Streets, from the City and County of San Francisco and to execute a Disposition and Development Agreement with Block 9 Transbay, LLC for a proposed residential project with 436 market-rate and 109 affordable units on Block 9, and adopting environmental findings pursuant to the California Environmental Quality Act; Transbay Redevelopment Project Area. \(Discussion and Action\) \(Resolution No. 105-2014\)](#)
- h) [Approving, pursuant to the Transbay Implementation Agreement, the schematic design for a proposed high density residential project on Transbay Block 9, located on Folsom and First Streets, and making environmental findings pursuant to the California Environmental Quality Act; Transbay Redevelopment Project Area. \(Discussion and Action\) \(Resolution No. 106-2014\)](#)

6. Public Comment on Non-agenda Items

Members of the public may address the Commission on matters that are within the Commission jurisdiction and not on today's calendar. Each speaker shall have up to three minutes to make pertinent public comments unless the Commission adopts a shorter period. It is strongly recommended that members of the public who wish to address the Commission should fill out a "Speaker Card" provided by the Commission Secretary, and submit the completed card to the Commission Secretary.

7. Report of the Chair

8. Report of the Executive Director

- a) [Informational Memorandum on the Major Phase for the Golden State Warriors Event Center and Mixed-Use Development on Blocks 29 to 32 in the Mission Bay South Redevelopment Project Area. \(Discussion\)](#)

9. Commissioners' Questions and Matters

10. Closed Session

11. Adjournment



San Francisco Bicycle Coalition
833 Market Street, 10th Floor
San Francisco CA 94103

T 415.431.BIKE
F 415.431.2468

sfbike.org

PROMOTING THE BICYCLE FOR EVERYDAY TRANSPORTATION

November 24, 2014

Mayor Edwin M. Lee
City and County of San Francisco
San Francisco City Hall, Room 200
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

RE: Bike Parking and Access at Golden State Warriors Mission Bay Arena

Dear Mayor Lee,

We are writing to express our interest in the planning and development of the Golden State Warriors' arena project in Mission Bay, its potential impacts on transportation, and the potential for the site to lead the way in making our iconic waterfront an even better place to live, work, and visit.

The San Francisco Bicycle Coalition has been working for many months with the Golden State Warriors and their arena development team, along with City staff and our thousands of members in Districts 6 and 10, to encourage the project to be the most bicycle-friendly sports arena in the country. Making the arena site safe and attractive to bike to and from is consistent with San Francisco's goal of significantly increasing bicycle mode share and reducing carbon emissions to less than 60% of 1990 levels, and also helps address neighborhood concerns about the transportation and quality of life impacts the new stadium may have.

In order to minimize potential transportation congestion impacts and ensure that the stadium benefits the neighborhood, we have urged the Warriors Arena project team to take the steps listed below, and we hope to receive the City's support in encouraging them to commit to these important San Francisco Transit-First priorities.

Expanded Bicycle Parking

We would like to see the Warriors commit to providing robust permanent and event-based bike parking at the arena site. San Francisco Bicycle Coalition bicycle valet already regularly turns away fans that want to park their bikes at SF Giants home games, a service we provide at every home game. The demand is there.

The Warriors arena presents an even bigger opportunity to encourage more people to ride their bikes to events and games. The site also proposes major commercial office and retail development, making secure on and off street bicycle parking essential for the site's daytime and non-event uses.

The Mission Bay design guidelines, approved in 2004, did not take into account the tremendous growth in biking over the last ten years and expected growth into the future. Fortunately, both we and the Warriors agree that the arena site should far exceed those outdated guidelines while striving to achieve the bicycle parking requirements in the existing planning code. By providing ample bike parking and safe connections to the arena, the Warriors will be meeting current and future needs for the growing number of people choosing to get around the City by bicycle while helping to improve the safety and comfort of the surrounding neighborhood.

The Warriors have been very responsive to our requests to increase their proposed bike parking, and we look forward to continued partnership to expand their bike parking. We also look forward to the City's support in making sure the project provides a minimum of 400 attended bike parking spaces with clear and safe access at every game and full capacity event. We would also like the project to at minimum meet existing planning code requirements, updated in 2013, for permanent on-street and secure off-street bike parking for their commercial spaces. With the proposed 500,000 square feet of commercial office space and upwards of 55,000 feet of retail space, this would mean providing a minimum of 108 secure off-street spaces and ample on-street spaces available to the public, in addition to valet required for the arena events. We hope the Warriors will commit to exceeding these goals.

Improved Bicycle Access

Improving bicycle connections is also critically important to making the arena site accessible to all San Franciscans. In order to meet the City's goals to significantly increase bicycle trips by 2018, it is essential to invest in great connections to this iconic waterfront site. The arena is located in an area that is already underserved by our bicycle network, underscoring the need for improvements throughout the neighborhood, and in particular to and from the arena.

To facilitate safe, appealing, and efficient travel by bicycle to and from the Warriors arena, as well as from the downtown corridor to the Mission Bay neighborhood, the San Francisco Bicycle Coalition would like to see:

- Completion of the proposed Terry Francois Boulevard two-way protected bicycle lane;
- Protected connections to the arena along 16th between Terry Francois Boulevard and 3rd Streets along with stronger East-West bicycle route connections on 17th and Mariposa Streets;
- Intersection design and management around the arena to promote bicycle and pedestrian safety. In particular, we would like to see strong bicycle safety improvements to the intersections at Terry Francois Boulevard and 16th Street and 16th Street and Illinois Street, and;
- Support for removing dangerous rail tracks and resurfacing Illinois from 22nd to 16th Streets.

These improvements are necessary and critical to ensuring the success of the project.

We are pleased thus far with the Warriors' willingness to work with us on improving these connections and are encouraged by their early street design proposals. We have yet to see the project's full transportation management plan, but we look forward to seeing bicycle circulation and safety be a key component of the plan, along with the City's continued support for improved bicycle connections to the arena.

Encouragement and Transportation Demand Management

All of the above will help the arena project mitigate the transportation impacts from games, events and the proposed 700+ parking spaces at the arena site. But without a proactive strategy to encourage people to use the facilities and programs provided, we won't achieve our City goals and will see little overall benefit to the transportation system.

We have proposed that the Warriors work with the San Francisco Bicycle Coalition to promote and market their arena and organization as one of the most bicycle-friendly in the nation. This could be accomplished through marketing campaigns, clear bicycle directions on all marketing materials,

programs like “Bike to the Game” nights, hosting Bay Area Bike Share stations, and raffles for people who park their bike with Warriors bike valet, among other program opportunities.

These efforts will help further the reputations of our City and business community as leaders in promoting sustainability, innovative business practices, and community responsiveness. We look forward to working with the City and Warriors to make the arena project a leader among sport facilities and a terrific place to get around on foot, bike, or transit.

Thank you for your support in making the Warriors arena project, Mission Bay, and the City of San Francisco a safer and more equitable place to get around. We look forward to working with all parties involved to make this a reality. If you have any further questions, please contact Paolo Cosulich-Schwartz (paolo@sfbike.org, or (415) 3431-2453 x312) on our team.

Sincerely,

A handwritten signature in black ink, appearing to read "Leah Shahum". The signature is fluid and cursive, with a long horizontal stroke at the end.

Leah Shahum
Executive Director
San Francisco Bicycle Coalition

cc: Supervisor Jane Kim
Commission on Community Investment and Infrastructure
San Francisco Planning Commission
Catherine Reilly, Project Manager, OCII

INFORMATIONAL MEMORANDUM

TO: Commission on Community Investment and Infrastructure

FROM: Tiffany Bohee
Executive Director

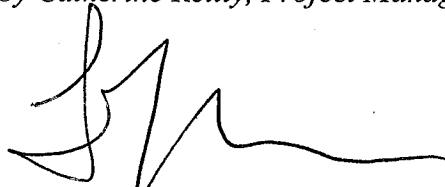
SUBJECT: Informational Memorandum on the San Francisco Bicycle Coalition Letter Regarding the Golden State Warriors Mission Bay Event Center and Mixed-Use Development

EXECUTIVE SUMMARY

The San Francisco Bicycle Coalition has cc-ed the Commission on Community Investment and Infrastructure ("Commission") on a letter to Mayor Lee regarding the Golden State Warriors ("GSW") Event Center and Mixed-Use Development Project ("GSW Project") in Mission Bay ("Letter"). A copy of the Letter is included as Exhibit A.

In the Letter, the Bicycle Coalition outlines its request to include adequate bicycle parking on the Block 29-32 project site, with at least 400 secure, off-site bicycle parking spaces for the event center and at least 108 secure, off-site spaces for the office and retail uses. In the Major Phase that the GSW have prepared for the GSW Project ("GSW Major Phase") the GSW have proposed to provide at least this amount of bicycle parking through secure permanent bicycle valets (300 bicycle spaces), secure temporary bicycle corrals (100 spaces), and additional on-site secure bicycle storage (111 spaces). The GSW are also working with OCII and City agencies, including SFMTA, to incorporate additional design features to encourage bicycle ridership to and from the site, as discussed in more detail in the GSW Major Phase. The GSW Major Phase was provided to the Commission in a separate informational memorandum.

(Originated by Catherine Reilly, Project Manager)



Tiffany Bohee
Executive Director

Exhibit A: San Francisco Bicycle Coalition Letter

INFORMATIONAL MEMORANDUM

TO: Commission on Community Investment and Infrastructure

FROM: Tiffany Bohee
Executive Director

SUBJECT: Informational Memorandum on the Major Phase for the Golden State Warriors Event Center and Mixed-Use Development on Blocks 29 to 32 in the Mission Bay South Redevelopment Project Area

EXECUTIVE SUMMARY

GSW Arena LLC ("GSW"), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association ("NBA") team, proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking ("GSW Project") on an approximately 11-acre site (Blocks 29-32) within the Mission Bay South Redevelopment Plan Area of San Francisco. The project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. François Boulevard on the east. GSW has entered into an agreement to purchase the project site from the current site owner, an affiliate of salesforce.com.

The GSW has submitted a Major Phase for Blocks 29-32, pursuant to the Mission Bay South Owner Participation Agreement, that will supplant the salesforce.com Major Phase for Blocks 29-32 ("GSW Major Phase"). The Major Phase will serve as a detailed master plan for the GSW Project, which will include an 18,000-seat state-of-the-art event center and two prominent office buildings with about 500,000 leasable square feet of office space, surrounding an open space plaza of civic importance. In addition to the event center and office space, the project will include up to 61,000 leasable square feet of retail (including a food hall), automobile and bicycle parking, service and loading areas and a series of smaller open spaces.

The GSW has been working with its design team, led by Manica Architecture with concept design input by Snohetta, both of which are world renowned architectural firms. The design goals for the GSW Project are to create a vibrant, urban environment that is well-integrated with the growing Mission Bay neighborhood, contributes to the vitality of Mission Bay's street life and helps activate the pedestrian realm. Unlike typical suburban event center projects, the GSW Project will integrate the event center with the surrounding neighborhood, with publicly-accessible and active uses on the ground floor such as retail, restaurants, and open spaces. A central plaza along 3rd Street will be open to the public and will include cafes, retail offerings, and other inviting uses to activate the site on a daily basis.

Since the Mission Bay South Design for Development ("Design for Development") regulations, which control the design of the site, for Blocks 29-32 were focused on office and retail uses versus an event center, the Design for Development will require amendments by the Commission to allow the proposed GSW Project. The proposed Design for Development Amendments

principally relate to height of the event center, building massing, number of towers, tower separation, and bulk. In no case will the GSW Project exceed the 160' height limit or otherwise be inconsistent with the standards set forth in the Mission Bay South Redevelopment Plan.

The GSW is developing a Transportation Management Plan ("TMP") for the GSW Project. The TMP will include the proposed transportation management plan for event center events, including staging areas for transit, street closures, traffic routing, and locations of traffic control officers. The goals of the TMP are to maximize safety for all site visitors, and promote the use of sustainable alternatives to vehicular use, including walking, bicycling, and use of all modes of transit to reduce the overall transportation impacts of the GSW Projects to the adjacent neighborhood.

The Mission Bay Citizens Advisory Committee ("CAC") has discussed the GSW Project, and related topics, at eight meetings since May 2014. In addition to meeting with the CAC, the GSW and OCII/City staff have also held numerous meetings with other stakeholders. Comments received to date focus on design, traffic congestion/parking, events management, and construction impacts.

The Planning Commission will be holding an informational workshop on the GSW Major Phase at its December 18, 2015 meeting. The Commission will also hold a workshop on the GSW Major Phase on January 6, 2015. Once both Commissions have provided comments on the Major Phase, the GSW will move into the next stage of design with the Schematic Designs for the individual buildings and open space areas anticipated to be presented to the Commissions in spring 2015. No official actions can be made related to the GSW Project until further environmental impact review is completed and certified by the Commission, anticipated to occur in late summer/early fall 2015.

BACKGROUND

Golden State Warriors Project Site

GSW Arena LLC ("GSW"), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association ("NBA") team, proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking ("GSW Project") on an approximately 11-acre site (Blocks 29-32) within the Mission Bay South Redevelopment Plan Area of San Francisco (see Exhibit A for a location map). The project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. François Boulevard on the east. The project site is across Third Street from the University of California, San Francisco ("UCSF") research campus and near the future UCSF Medical Center. The San Francisco Bay and the future public park Park P22 are located across Terry A. Francois Boulevard from the development site. GSW has entered into an agreement to purchase the project site from the current site owner, an affiliate of salesforce.com.

Major Phase Submission Requirements

The Mission Bay South Owner Participation Agreement (“OPA”) between OCII and FOCIL-MB and the Interagency Cooperation Agreement (“ICA”) between OCII and City departments establish the protocols for development approvals in Mission Bay South. Under these agreements, FOCIL-MB, or a third party developer such as the GSW, is required to submit its overall plans for development in “Major Phases” of one or more land use blocks.

As specified in the OPA, Major Phase submissions provide information on proposed land uses and intensities of development, height, bulk, and massing of future buildings, location and general design of open space, and the subdivision of blocks into building parcels. Each Major Phase application must also specify the required infrastructure improvements to be built in association with the blocks, including street and utility construction and streetscape improvements.

Major Phases do not present schematic designs for individual buildings. Schematic design applications for individual development projects within a Major Phase are submitted to the Commission for review following Major Phase approval and must be consistent with the requirements established for each Major Phase.

Previous Major Phase Approvals

The GSW’s proposed Major Phase includes Blocks 29 to 32 (“GSW Major Phase”). There were two previously approved Major Phases for these blocks.

The first Major Phase for these blocks was approved by the former Redevelopment Commission, for a prior owner, Alexandria Real Estate Equities (“ARE”), on June 20, 2006 (Resolution No. 84-2006). ARE did not develop the blocks and sold them, along with Blocks 26 (Parcel 1), 27 (Parcel 1), 33 and 34 to salesforce.com. Salesforce.com then proposed an alternative Major Phase for its entire campus, including Blocks 26 (Parcel 1), 27 (Parcel 1), and 29 to 34, which was approved by the former Redevelopment Commission on September 20, 2011 (Resolution No. 97-2011), and which supplanted the previous ARE Major Phase for Blocks 29 to 32.

The current GSW Major Phase submittal will serve as a completely revised Major Phase submittal for Blocks 29 – 32 and supplant the salesforce.com Major Phase for Blocks 29-32.

DISCUSSION

GSW Major Phase Overview

The GSW Major Phase application calls for a little over one million leasable square feet of event center and mixed-use development on 11 acres in Mission Bay South. The Major Phase will serve as a detailed master plan for the GSW Project, which will include a state-of-the-art event center and two prominent office buildings, surrounding an open space plaza of civic importance. In addition to the event center and office space, the project will include retail, automobile and

bicycle parking, service and loading areas and a series of smaller open spaces. The entire GSW Major Phase is included as Exhibit B.

The design team is led by Manica Architecture with concept design input by Snohetta, both of which are world renowned architectural firms with extensive expertise in major civic buildings and sports facilities.

Key Design Goals

The fundamental design goal for the GSW Project, as described in the GSW Major Phase, is to create a vibrant, urban environment that will be well-integrated with the growing Mission Bay neighborhood. Another key design goal is to ensure that the future campus contributes to the vitality of Mission Bay's street life and helps activate the pedestrian realm. Unlike typical suburban event center projects that often have a single event center surrounded by a sea of parking, the GSW Project will integrate the event center with the surrounding neighborhood, with publicly-accessible and active uses on the ground floor such as retail, restaurants, and open spaces. Each building will have its own entrance and the site will be very permeable, with access points off all major streets. A central plaza along 3rd Street, discussed in more detail below, will be open to the public and will include cafes, retail offerings, and other inviting uses to activate the site on a daily basis.

Land Use Program

The GSW Major Phase provides for the development of an 18,000 seat event center, about half a million leasable square feet of office space, between 50,470 and 61,100 leasable square feet of new retail space, and a series publicly accessible open spaces, as well as 1,082 parking spaces (950 of which would be on Blocks 29-32 and the other 132 spaces located in an existing South Street garage) and ancillary service and circulation areas. The mix of uses is designed to ensure that the site is active not only during an event, but at all other times as well through the inclusion of office and retail uses to provide employment and retail opportunities for the surrounding neighborhood and larger San Francisco community. The land use program is summarized in Table 1 and the GSW Major Phase application is included in this memo as Exhibit B.

Building Massing and Height

The massing proposed in the Major Phase is intended to reinforce Mission Bay's urban setting while also being sensitive to the surrounding context. The proposed roughly circular-shaped event center building would be located in the central-east portion of the site. The event center building would be approximately 135 feet at its roof peak, and would include multiple levels of varying elevations with a northeast facing "bayfront terrace" located on the northeast facade. The event center would include a wide variety of facilities, including spectator seating and suites, restaurants/bars and clubs, meeting rooms and event hall; spectator support facilities such as food service/kitchens, concessions, merchandising and restrooms; GSW management offices and practice facility; media support facilities; and event center operations such as loading, staging and marshaling areas, mechanical/electrical/ plumbing space, and storage and maintenance facilities. The bayfront terrace would be accessible to visitors via a separate exterior entry located on the event center's northeastern facade, so the space could be used during no-event times.

TABLE 1
SUMMARY OF PROPOSED PROJECT FACILITIES

Project Component	Characteristic
Event Center Basketball Seating Capacity	18,064 seats
Size	Total LSF ^a
Event Center	506,500
Office Space	503,900
Retail Space	50,470-61,100 ^b
Total Building Area	1,061,900-1,071,500 LSF
Height/Levels	
Event Center	135 feet
Office and Retail Buildings	160 feet (11 stories) total [90-foot (6-story) podiums with 70-foot (5-story) towers above]; retail uses within street level and plaza-level floors
Retail-only Buildings	41 feet in market hall building northeast corner of site; 38 feet in gatehouse building along Third Street
Parking/Loading Spaces	Blocks 29-32: 950 parking stalls below-grade or at-grade (concealed by Third Street Plaza) 13 truck docks below-grade Existing off-site at 450 South Street Parking Garage: 132 parking stalls
Vehicular Access	Access point for autos and all large trucks on 16th Street at Illinois Street Access point for autos and small trucks on South Street at Bridgeview Way
Open Space	3.2 acres

NOTES:

LSF = leasable square feet.

^a The maximum commercial and retail square footage allowed under the Mission Bay South Redevelopment Plan is tracked by leasable square footage.^b The GSW are negotiating with UCSF to purchase the rights to develop additional retail square footage on-site. As a result, there is a range of the amount of retail square footage that is being proposed, with the lower range being the amount that would be developed if the GSW is unable to obtain the additional retail rights.

Two office and retail buildings would be located on the west side of the project site, at the corner of Third Street and South Street (northwest corner of site) and at the corner of Third Street and 16th Street (site southwest corner). The two office and retail buildings would each consist of 11 stories (160 feet tall); each office and retail building would consist of a podium ground level plus 5 podium levels (90 feet tall), with a 5 story (70 foot) tower (with smaller floorplate than the podium) above. These buildings could serve a variety of office and/or research and development uses.

Retail uses are planned to occupy several areas of the site, including the lower floor(s) of the two office and retail buildings, within or adjacent to certain plaza-facing areas of the event center (including in the "gatehouse" building, which has a sloping height from 28 to 32 feet, located along Third Street), and 41-foot high retail building along Terry A. François Boulevard and South Street, which would contain the "food hall," a retail concept similar to the Ferry Building.

Three levels of enclosed on-site parking (two below grade, and one concealed at street level) providing 950 parking spaces would be located below the office and retail buildings and plaza areas. In addition, the GSW has the right to 132 existing parking spaces at the garage located at 450 South Street. Parking for the office and retail uses will be provided at a ratio consistent with

the Design for Development (i.e. 1 parking space per 1,000 gross square feet of office space and up to the maximum allowed for retail uses, which ranges from 1 space per 200 to 500 gross square feet depending on the amount and type of retail per building). Based on studies of parking demand at the GSW's current location, and taking into consideration accessibility to transit of the Block 29-32 site, the GSW have proposed to provide parking for the event center equal to 1 parking space per 32 seats and to also take advantage of the opportunities to share the office parking in the evenings and weekends when the majority of the daily workers have left to provide additional parking space for evening events.

Public Open Space

The GSW Project will include approximately 3.2 acres of publically accessible open space areas that will be comprised of two primary plazas (one along 3rd Street and one at the southeast corner of the site) and additional paved or landscaped areas. The main 3rd Street plaza is raised eight feet above the Third Street sidewalk and will be roughly equivalent in area to the central flat plaza area at Union Square and the main plaza at Rockefeller Center. The plaza will be programed to activate it on a daily basis in conjunction with the activity generated by the fronting retail uses at the base of the surrounding buildings. The smaller southeast plaza at the corner of Terry Francois and 16th Street leads into the secondary entrance to the event center. In addition to the plazas, there is a publicly accessible green roof on top of the food hall, with public walkways that wrap around the exterior of the north and eastern-sides of the event center to connect the main plaza to the food hall, bayfront overlook, main concourse entry and bayfront terrace exterior entry..

In addition to providing active gathering spaces, the open spaces will serve to move people to and from the event center events in an organized manner, allowing for adequate staging areas to avoid spilling of pedestrians onto the surrounding sidewalks and streets. The corners at 3rd Street and 16th and South Streets have been expanded to allow for pedestrian staging for transit. Once the GSW select a landscape architecture team, the design of all of the open space areas will be further detailed and presented as part of the schematic design review process.

Circulation, Transit and Automobile and Bicycle Parking

All parking and loading for the site is located below ground, or concealed at grade, and is accessed through two garage entries, one at the intersection of 16th and Illinois Streets and the other mid-block along South Street, between 3rd Street and Terry Francois Boulevard. Truck loading will only take place at the 16th Street entrance, with the retail parking using the South Street entrance. The GSW Project is currently proposing 950 underground parking spaces within Blocks 29-32, with an additional 132 parking spaces located in an existing garage at 450 South Street, for a total of 1,082 spaces to serve the GSW Project. While determining the appropriate number of on-site parking spaces, opportunities for sharing parking between the daytime office uses and the larger night/weekend event center uses is assumed. In addition, the Transportation Management Plan ("TMP") (discussed below) is being developed to encourage people to utilize transit and other alternative modes of transportation to minimize the need for vehicle parking and minimize the traffic impacts surrounding the site. Through the TMP and environmental review processes, City/OCII staff will be continuing to work with the GSW to ensure the proposed parking ratios for the GSW Project provide adequate parking based on anticipated number of

people that will drive to the site, while ensuring that transit use is prioritized to minimize traffic impacts to the surrounding neighborhoods.

The GSW Project is incorporating bicycle facilities to encourage bicycling to and from the site and to take advantage of the dedicated bike lanes planned or existing on 16th Street, Illinois St. and Terry Francois Boulevard. In addition to enclosed bicycle storage for the office/retail buildings (111 spaces) and bicycle racks on the sidewalks surrounding the site (75 spaces), the GSW Project will include a secure permanent bike valet for approximately 300 bicycles which will likely be operated on a valet basis during major events. The bike valet will be located either on-site along 16th Street or Terry Francois Boulevard, where the bicycle lanes serving the site are located. The GSW have also asked to explore the possibility of locating the bike valet in the adjacent Park P22 so that it would be available for other users of the park, which will serve as a regional facility. However, since it is unknown at this time the design implications and costs related to that proposal, the GSW Project is assuming the bike valet will be located on-site at this time. The GSW Project will also include space within the plaza areas to allow for occasional temporary bike corrals with a capacity of at least additional 100 spaces for larger events anticipated to attract higher numbers of bicycle riders. Appropriate locations for the City's Bike Share pods are being explored to connect the event center to the city system.

The GSW Project will be well-served by local transit. The site sits on the Third Street Light Rail line (T 3rd Street), which will see increased service with completion of the Central Subway. The 55-16th Street motor coach will begin service to Mission Bay from the 16th Street BART station in early 2015, with the extension of the 22 Fillmore trolley coach following. Both lines will travel north along Third Street in front of the site. The Caltrain station is located less than a half-mile north from the site at 4th and King, with another Caltrain station located to the south at 22nd Street.

Public Art

The GSW Project will be required to comply with the Mission Bay South Redevelopment Plan Art Requirement that requires any development with 25,000 gross square feet or more of retail and commercial uses to install art on-site or pay a fee to OCII for use for art in public park, in an amount equal to 1% of the hard costs of initial construction of projects. A project can include a combination of on-site art and off-site fees to meet the 1% requirement. The GSW will be hiring an arts consultant as part of its professional services team to help develop a public arts program for the project and an arts proposal will be presented as part of the schematic design review.

Sustainable Design Strategies

The GSW Project would be subject to a number of sustainability requirements, including the California CalGreen Code, City of San Francisco Green Building Code, and the 2012 NBA Arena Design Standards – Sustainability Requirements. The project would be designed to Leadership in Energy and Environmental Design (LEED®) Gold standards using a campus approach, whereby each individual proposed structure as well as the overall site would qualify for individual Gold ratings. This would be achieved through incorporation of a variety of design features and implementation of practices during construction and operation to provide energy and water conservation and efficiency, encourage alternative transportation above and beyond

that required for LEED certification, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.

Public Open Space

The site of the approximately 5.5-acre Park P22 is located to the west of the site, across Terry A. Francois Boulevard. Pursuant to the existing San Francisco Bay Conservation and Development Corporation ("BCDC") permit for Mission Bay, the development of Blocks 29-32 will trigger the requirement to develop Park P22. The design for Park P22 will be developed through a public review process that is scheduled to start in early 2015, working closely with the GSW and other key stakeholders. Since Park P22 is located on Port property, both the OCII and the Port Commissions will need to approve the schematic design for Park P22, anticipated to occur in mid-2015.

Parks P23 and P24 comprise about 1.9 acres of land and are located to the south of the project site, across 16th Street. The former Redevelopment Commission approved the schematic designs for the two parks on February 16, 2010 (Resolution No. 17-2010) and construction on the two parks will start in mid-2015 once the underlying stormwater pump station located in Park P23 is complete.

Infrastructure Improvements

To serve the GSW Project, as well as the larger transportation needs of the Mission Bay South Project Area, public streets around the project will be improved. Improvements to South Street, 16th Street, Terry A. Francois Boulevard, Illinois Street and Third Street will be completed, consistent with the Infrastructure Plan, except for the striping of the roadways, which is proposed to differ from the Infrastructure Plan to allow for safe movement of pedestrians, bicycles, and vehicles around the site. New sidewalks will be built, and other pedestrian elements such as new trees, pedestrian scaled lighting, trash cans, and bike racks will be installed as part of the approved Mission Bay South Master Streetscape Plan.

New joint utility trench, wet utilities and recycled water lines will be installed as part of the street improvement work on Terry A. Francois Boulevard, 16th Street and Illinois Street. New sewer lines will be installed along Illinois Street.

Proposed Amendments to the Design for Development Standards

In Mission Bay South, the design of development is regulated by the Design for Development. Since the Design for Development regulations for Blocks 29-32 were focused on office and retail uses, versus an event center, the Design for Development will require amendments to allow the proposed GSW Project. Appendix A of the GSW Major Phase (included in Exhibit B of this memo) summarizes the amendments to the Design for Development that would need to allow the proposed GSW Project ("Design for Development Amendments"). The proposed Design for Development Amendments principally relate to height of the event center, building massing, number of towers, tower separation, and bulk. In no case will the GSW Project exceed the 160-foot height limit or otherwise be inconsistent with the standards set forth in the Mission Bay South Redevelopment Plan. The proposed Design for Development Amendments would be adopted prior to approval of the Major Phase, anticipated in late summer/early fall 2015.

Transportation Management Plan

The GSW are working with OCII/City staff and community to create a Transportation Management Plan ("TMP") for the GSW Project. The draft TMP will be finalized in early 2015. Appendix B in the GSW Major Phase (Exhibit B of this memo) includes a description of what will be contained in the final TMP and outlines the proposed transportation management plan for event center events, including staging areas for transit, street closures, traffic routing, and locations of traffic control officers. The goals of the TMP are to maximize safety for all site visitors, promote the use of sustainable alternatives to vehicular use, including walking, bicycling, and use of all modes of transit to reduce the overall transportation impacts of the GSW Projects to the adjacent neighborhood. The TMP will continue to be refined as the project is developed and as part of the environmental review process. Some of the key features of the proposed TMP are:

- **16th Street Reconfiguration:** Reconfigure the right-of-way of 16th Street between 3rd Street and Terry A. Francois Boulevard to allow vehicle access at the GSW Project's primary driveway, while providing safe staging for transit and creating a safer environment for bicyclists.
- **Parking Control Officers ("PCOs"):** Locate PCOs at key intersections and garage entries pre- and post-events.
- **Transit Staging:** Protect transit areas along the southwest, northwest and western sides of the site to ensure ease of movement of buses and Muni trains.
- **Drop-off Staging:** Locate drop offs for taxis, paratransit, pedicabs, and black cars along the east and northeast sides of the site.
- **Temporary Street Closures:** Temporarily close northbound 3rd Street and portions of South, Illinois, and 16th Streets after a "peak" (basketball game or large concert) event.
- **Travel Demand Strategies:** Identify a list of strategies, such as parking pricing and smartphone apps, to discourage the use of cars and encourage the use of alternative modes of transportation and other incentives, such as transit, to and from the site.

Citizens Advisory Committee and Community Outreach Program

The Mission Bay CAC is the official community group leading the community process for the GSW Project. The CAC has discussed the GSW Project, and related topics, at its May, August, September, October, November and December 2014 meetings, including a two-session workshop on the GSW Major Phase in September, with topics ranging from the overall project concept, site plan, GSW Major Phase, and transportation management plan. In addition to meeting with the CAC, the GSW and OCII/City staff have also outreached to other stakeholders, including:

- Mission Bay life science community
- Neighborhood leaders from: South Beach, Rincon Hill, Mission Bay, Dogpatch, and Potrero Hill
- UCSF
- San Francisco Giants
- San Francisco Bicycle Coalition

- San Francisco Walk
- Local residents and business/merchants

Comments received from the CAC and larger community fall within the following main categories:

- 1) Design and Massing
 - Bayfront terrace height and design
 - Height and setback along the pedestrian edge of site and throughout buildings
 - Local wind patterns
 - High quality of design and creation of needed open space
 - Excitement about an active area with commercial (food) retail options
 - Understanding of great need for more office/lab space in area
- 2) Traffic Congestion and Parking
 - Access to hospital, residents, and businesses during events
 - Adequate transit to serve the site
 - Location of parking
 - Traffic control
 - AT&T Park and GSW events on the same day
 - Street closures and local access
 - Adequate bicycle parking and infrastructure
- 3) Event Management
 - Crowd control and security
 - Trash and physical impacts on adjacent properties
- 4) Construction Impacts
 - Noise, dust control, traffic, and vibration

Where appropriate, comments related to the overall design of the project, such as reducing the massing of the bayfront terrace and planning for transportation management controls, have been addressed in the GSW Major Phase and TMP. Some comments, such as adequate policing and clean-up, are under development in plans that will be presented at future CAC meetings. Other issues, such as dust and noise, will be further addressed through the environmental impact report and required mitigation measures.

Equal Opportunity Program and Compliance with OCII Policies

The GSW shall comply with OCII's Equal Opportunity Program and have worked closely with contract compliance staff to comply with the Small Business Enterprise ("SBE") Program on this development. The GSW have undertaken an extensive outreach process to identify opportunities for SBE participation in the project. To offer opportunities to the greatest extent possible to small businesses and ensure their maximum participation, the GSW made deliberate efforts to divide scopes of work, including those for partnership opportunities with prime consultants. The

GSW identified approximately 50 professional services opportunities and undertook a multi-stage solicitation effort. Requests for qualifications ("RFQ") were issued first to allow small businesses a quick and easy way to submit interests and qualifications. This was followed by issuance of request for proposals ("RFP") to shortlisted firms to ascertain, in further detail, firm qualifications, approaches to the requested scope of work, and costs. Interviews were conducted to ensure the best possible selection and, in some instances, connect small businesses for teaming arrangements. While time consuming, the GSW made particular efforts to ensure full consideration of all firms desiring to participate in this project.

The GSW issued its RFQ on May 27, 2014 and held a pre-submittal conference on June 9, 2014, both of which were well received and well attended. The RFQ was provided to 525 businesses and the pre-submittal meeting was attended by over 150 attendees. Publication of the RFQ and announcement of the pre-submittal meeting were not only advertised on OCII's and GSW's websites but notices were also sent directly to small businesses in the design and professional services industries. The GSW's outreach effort drew 384 responses to the RFQ, of which 146 were from SBEs (38% of the total responses).

Due to the extensive process needed to screen and select firms, the GSW are proceeding to build its design and consultant team in a two phase approach: firms with disciplines that are needed immediately, such as architects, are being selected in the first phase (currently in progress), while disciplines that are not needed until a later date, such as testing and inspection, are being selected in the second phase, which is anticipated to occur early to mid- next year. To date the GSW have shortlisted, obtained proposals, and interviewed about half of the disciplines needed for this project, with efforts continuing. The GSW have awarded 20 of the disciplines thus far, approximately 50% of which is going to SBEs. For informational purposes, GSW projects approximately 35% minority-owned business participation and 20% women-owned business participation, reflecting the diversity of the City and County of San Francisco in its team.

While the GSW are continuing to assemble its design and consultant team, OCII's discussion with the GSW and preliminary review of the GSW's procurement strategy and road map indicate that the GSW are on its way to meet the 50% SBE goal for professional services when its team is fully assembled. The GSW remain committed to OCII's SBE Program and continue to provide a good mix of diversity and opportunities for small businesses that would not otherwise have the opportunity to work on such as unique project as the GSW Project.

During the construction phase of this project, the GSW have expressed its commitment to meeting OCII's requirements and goals, which include the 50% SBE construction subcontracting participation goal, payment of prevailing wages and the 50% local construction workforce hiring goal. Additionally, permanent hiring will be subject to the Mission Bay South Owner Participation Agreement in accordance with the City's First Source Hiring Program, which will ensure that San Francisco residents are given first consideration for the project's permanent entry-level employment, with a 50% goal of the entry-level positions being filled by San Francisco residents.

CEQA Environmental Review

As part of its actions on September 17, 1998 establishing the Mission Bay Redevelopment Project Areas, the former Redevelopment Commission certified the project's Final Subsequent Environmental Impact Report ("FSEIR"), adopted California Environmental Quality Act ("CEQA") findings, adopted a series of mitigation measures, and established a comprehensive system for mitigation monitoring. The Board of Supervisors, the Planning Commission, and various City departments adopted similar findings and mitigation monitoring plans. This FSEIR includes by reference a number of addenda.

The FSEIR is a program EIR under CEQA Guidelines 15168 and a redevelopment plan EIR under CEQA Guidelines 1518. The Mission Bay FSEIR analyzed the environmental impacts associated with the development program proposed for the entire plan area, including the program under the Mission Bay South Redevelopment Plan, which includes Blocks 29-32. Thus, under CEQA, the proposed GSW Project is considered a subsequent activity under the Mission Bay South Redevelopment program. However, the FSEIR did not anticipate the development of an event center on Blocks 29-32, so a focused EIR will be prepared to analyze the difference in impacts identified for the proposed project from those disclosed in 1998; the focused EIR will be a Subsequent EIR ("SEIR") per CEQA Guidelines Section 15162. OCII is considered the lead agency under CEQA for the SEIR, and the Commission will be responsible for certification of the SEIR.

As the first step in the preparation of the SEIR pursuant to CEQA, OCII released a Notice of Preparation of an Environmental Impact Report ("NOP") for the GSW Project on November 19, 2014, which was provided to the Commission as part of their December 2, 2014 packet, with a Scoping Meeting having been held on December 9, 2014 and comments due by December 19, 2014. Comments received during the scoping period will be incorporated into the Draft SEIR, which is anticipated to be released in spring 2015. The NOP includes an initial study that contains a project description and analyzes which environmental impact categories will not have new, additional, or modified significant impacts from those disclosed in the 1998 document, and which require further study in the SEIR. The draft of the SEIR is anticipated to be released for public review in spring 2015.

No official actions can be made related to the GSW Project until the SEIR has been certified by the Commission, anticipated to occur in late summer/early fall 2015. As a result, no action on the GSW Major Phase can be made at this time, but it will return to the Commission for official action once the SEIR has been certified.

Next Steps

The GSW Major Phase is the first of many stages to arrive at the final approvals of the GSW Project. The Commission will hold a workshop on the GSW Major Phase on January 6, 2015. Since the SEIR is not certified, the Commission will not take action on the GSW Major Phase at that meeting. However, comments received will direct the next stage of design for the GSW Project.

Once the Schematic Designs have gone through a public review process, including the Commission, the GSW will begin working on the Design Development and Construction Drawings. It is anticipated that all of the Commission actions would occur at the same meeting as the certification of Final SEIR. The GSW are planning on completing the project no later than the start of the 2018 basketball season.

The following is a summary of the anticipated schedule for review and approval of the GSW Project:

- Planning Commission Review of GSW Major Phase – December 18, 2014
- OCII Commission Review of GSW Major Phase – January 6, 2015
- CAC Review of Schematic Designs – early 2015
- OCII/Planning Commission Review of Schematic Designs – early spring 2015
- Release of Draft SEIR – spring 2015
- OCII Commission Certification of Final SEIR - late summer/early fall 2015
- OCII Commission Approval of Design for Development Amendments, GSW Major Phase, and Schematic Designs - late summer/early fall 2015
- Planning Commission Approval of Schematic Designs for Office Buildings - late summer/early fall 2015

OCII Commission Review

Once Commission has provided comments on the Major Phase, the GSW will move into the next stage of design with Schematic Designs for the individual buildings and open space areas. As with the GSW Major Phase, when the Commission reviews the schematic designs this spring, it will be workshop versus action item, as the SEIR will not be certified. Once the Commission certifies the Final SEIR, then it can approve all the actions needed to allow the GSW Project, including the Design for Development Amendments, Major Phase, and Schematic Designs. It is anticipated that the Final SEIR will be ready for certification in late summer/early fall 2015 with project approval occurring at the same time.

There may also be amendments to other documents, such as the Mission Bay South Signage Plan, but further work on the design is necessary to identify what amendments may be needed. A detailed list of any other actions that the Commission will take on the associated Mission Bay documents will be provided as part of the schematic design review, and would occur after the Final SEIR is certified.

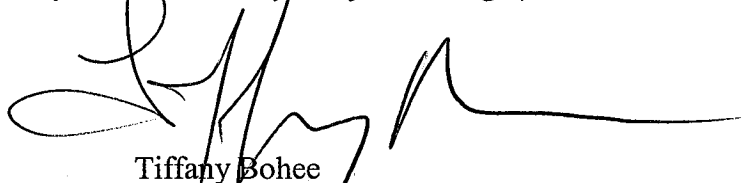
Planning Commission Review

While the Planning Commission does not have approval authority under the Mission Bay Plan for the GSW Major Phase or Design for Development Amendments, pursuant to the OPA all Major Phases as referred to the Planning Director for review and comment, which can include review and comment by the Planning Commission. Due to the significance of the GSW Project, the Planning Director has referred review of the GSW Major Phase to the Planning Commission which will be holding a workshop on the proposed Major Phase on Thursday, December 18, 2014 to provide comments on the GSW Major Phase. Per the Mission Bay Plan, the Planning Commission does have oversight over the office allocation for the office components of the project, so the schematic designs for the Prop M office buildings included in the GSW Project

will require Planning Commission final approval. (While the office space for this project has already been allocated and deducted from the City's cumulative office cap according to prior approvals granted to Alexandria, the allocation was conditioned on subsequent Planning Commission review of actual building designs as has been the protocol throughout Mission Bay.) As with the Commission, the Planning Commission will not be able take final action on the schematic designs until the OCII Commission has certified the Final SEIR.

In addition to the review of the GSW Project by the Planning Commission, Planning Department staff and the Planning Director have been involved throughout the design review for the project at a staff level, along with representatives from SFMTA and the Office of Economic and Workforce Development.

(Originated by Catherine Reilly, Project Manager)



Tiffany Bohee
Executive Director

Exhibit A: Mission Bay Location Map
Exhibit B: Blocks 29-32 Major Phase

Exhibit A



Mission Bay South Location Map