

MEMORANDUM

TO: Commission on Community Investment and Infrastructure

FROM: Tiffany Bohee
Executive Director

SUBJECT: Certifying the Final Subsequent Environmental Impact Report for the Golden State Warriors Event Center and Mixed-Use Development on Blocks 29-32 in Mission Bay South under the California Environmental Quality Act ("CEQA") and the CEQA Guidelines; Mission Bay South Redevelopment Project Area

Adopting environmental review findings under the California Environmental Quality Act and the CEQA Guidelines, including the adoption of a Mitigation Monitoring and Reporting Program and a Statement of Overriding Consideration in connection with the development of the Golden State Warriors Event Center and Mixed-Use Development at Mission Bay South Blocks 29-32; Mission Bay South Redevelopment Project Area

Approving amendments to the Mission Bay South Design for Development in connection with a Golden State Warriors Event Center and Mixed-Use Development on Blocks 29-32 in Mission Bay South; Mission Bay South Redevelopment Project Area

Conditionally approving the Major Phase and Basic Concept / Schematic Design Applications for a Golden State Warriors Event Center and Mixed-Use Development on Blocks 29-32 in Mission Bay South, pursuant to the Owner Participation Agreement with FOCIL-MB, LLC; Mission Bay South Redevelopment Project Area

Informational presentation on the Executive Director's determination regarding certain Event Center uses as allowed secondary land uses pursuant to the Mission Bay South Redevelopment Plan in connection with the Golden State Warriors Event Center and Mixed-Use Development on Blocks 29-32 in Mission Bay South; Mission Bay South Redevelopment Project Area

EXECUTIVE SUMMARY*Project Description*

GSW Arena LLC ("GSW" or "Project Sponsor"), 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 (the "Project") on an approximately 11-acre site (Blocks 29-32) within the Mission Bay South Redevelopment Project 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. (See Attachment A, Site Plan.) GSW has purchased the project site from the previous site owner, an affiliate of salesforce.com.

Under the Project, the Event Center would serve as the new venue for the Golden State Warriors home games, and provide a year-round venue for a variety of other uses, including concerts, family shows, other sporting events, cultural events, conferences and conventions. Two 11-story office buildings that could serve a variety of office and/or research and development uses would be located on the west side of the project site and would include retail uses on the lower floors. Other retail uses, including a 3-story “food hall” building, would be situated along South Street and Terry A. François Boulevard. A 2-story “gatehouse” building, located along the mid-point of the Third Street frontage, would provide some retail and commercial uses along with elevators/escalator connections to the lower level parking facilities. The Project would also include approximately 3.2 acres of open space, including an elevated plaza facing Third Street and ground level plazas at the Northwest and Southwest corners along Third Street and the Southeast corner at 16th Street and Terry A. François Boulevard. The Project proposed for approval also incorporates two variants: the Muni UCSF/Mission Bay Station Variant and the Third Street Plaza Variant. The Muni UCSF/Mission Bay Station Variant would remove and replace the existing high-level northbound and southbound passenger platforms at the UCSF/Mission Bay light rail stop with a single high-level center platform to accommodate all light rail service passengers. The Third Street Plaza Variant would be consistent with the design standards of the UCSF view easement on the project site by relocating the proposed mid-block “gatehouse” building on Third Street and replacing the elevated main plaza with an at-grade “event space” with no above-grade structural development.

Environmental Review

As the lead agency responsible under the California Environmental Quality Act (“CEQA”), the California Public Resources Code Sections 21000 et seq., and the CEQA Guidelines, 14 Cal. Code Reg. Sections 15000 et seq. (“CEQA Guidelines”) for administering the environmental review for projects in the Mission Bay South Redevelopment Project Area, OCII undertook a review of the environmental impacts of the proposed Project that included issuing of a Notice of Preparation on November 19, 2014, holding a public scoping meeting on December 9, 2014, publishing a Draft Subsequent Environmental Impact Report (“GSW DSEIR”) on June 5, 2015, and holding a public hearing to accept oral comments on the GSW DSEIR on June 30, 2015. The public comment period for the GSW DSEIR ended on July 27, 2015 for a total of 52 days.

Since that time staff has worked with colleagues at the Planning Department, who have assisted OCII with the environmental review for the Project, other City departments, and various consultant teams to review the comments and drafted a Responses to Comments document (the “RTC”), which was published on October 23, 2015. In summary the RTC contains: (1) a list of persons, organizations, and public agencies commenting on the GSW DSEIR; (2) copies of comments received on the GSW DSEIR; (3) written responses to those comments; (4) a description of project refinements and discussion of associated environmental effects; (5) a

description and analysis of a new project variant (a minor variation of the proposed project); and (6) revisions to the GSW DSEIR to clarify or correct information in the GSW DSEIR. The RTC and the GSW DSEIR together comprise the Final Subsequent Environmental Impact Report ("Final SEIR" or "FSEIR"). The Commission will consider the adequacy of the Final SEIR at the meeting on November 3, 2015, and be asked to certify that the FSEIR has been presented to the Commission, the Commission has reviewed and considered the information in the FSEIR, the FSEIR has been completed in compliance with CEQA and it reflects the Commission's independent judgment and analysis. As part of the Project approvals the Commission will consider the adoption of CEQA findings that include adoption of mitigation measures, adoption of a Mitigation Monitoring and Reporting Program (the "MMRP") to ensure that mitigation measures identified in the Final SEIR will be implemented as part of the Project, rejection of alternatives that the Commission finds infeasible, and adoption of a Statement of Overriding Considerations.

Event Center Management Plan Updates

The Project designs were presented to the Commission at a workshop at the meeting of May 19, 2015, where OCII and City staff provided information on how events would be scheduled and managed at the Event Center. Since then the City and the Project Sponsor have made several improvements to the scheduling of events at the Event Center and managing transportation to and from it. As part of this effort, the GSW DSEIR includes various mitigation measures to reduce or avoid significant impacts, and improvement measures to further reduce less than significant impacts. In addition, some Project refinements and other Project-related actions occurred subsequent to the publication of the GSW DSEIR, including: (a) development of a Local/Hospital Access Plan discouraging Event Center-bound traffic from using local Mission Bay streets, (b) introduction of legislation at the Board of Supervisors to create a Controller's reserve account that would set aside funding for City transportation and public safety services related to the Event Center (See Attachment B, Mission Bay Transportation Improvement Fund draft ordinance) and an advisory committee, (c) a proposed action by the Municipal Transportation Agency Board to adopt those components of the Project under its jurisdiction and agree to apply those Controller's reserve funds towards identified Project related transportation operational and capital expenditures among other actions, and (d) a signed agreement between UCSF and the Project Sponsor regarding a UCSF easement on the Project site and specified rules concerning the scheduling of non-basketball events on weekday evenings that overlap with Giants regular season games at AT&T Park.

Design Related Approvals

The Project Sponsor has submitted an updated Major Phase application and Combined Basic Concept/Schematic Designs for Blocks 29-32 ("Schematic Designs"), pursuant to the Mission Bay South Owner Participation Agreement. The Major Phase application updates only Blocks 29-32 of the existing Major Phase that was approved for the previous salesforce.com development, which also incorporated Blocks 26-27 and 33-34. The Schematic Designs are very similar to the designs presented at the May 19, 2015 Schematic Design Workshop, however

certain refinements and updates have been made and are discussed below. As is typical with all OCII approvals of schematic designs, the action before the Commission is a conditional approval that requires the Project Sponsor either to continue to refine certain project elements in consultation with OCII staff or provide OCII staff additional information for review and approval during subsequent design phases.

The Project generally conforms with the Mission Bay South Design for Development (“Design for Development”) design standards and guidelines. However staff recommends amendments to implement the characteristics specific to an event center and associated uses. The proposed Design for Development amendments principally relate to height, building massing and location, and bulk, along with minor refinements to setbacks and streetscape elements. No aspect of the Project will exceed the 160’ height limit or otherwise be inconsistent with the standards set forth in the Mission Bay South Redevelopment Plan (“Redevelopment Plan”).

Secondary Use Findings

The Mission Bay South Redevelopment Plan sets forth the general categories of land uses allowed within the Redevelopment Project Area, which include “principal” uses and “secondary” uses. A secondary use is allowed within a specific land use district provided that the use generally conforms with the Redevelopment Plan’s objectives and planning and design controls, and that the Executive Director finds that the proposed use will make a positive contribution to the character of the Plan Area and will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community. Certain uses of the Event Center fall under designated secondary uses in the Redevelopment Plan. Staff has prepared an analysis of the secondary uses, which supports the findings that the Event Center’s secondary uses are permitted under the Redevelopment Plan, and recommends the Executive Director’s approval of these findings (See Attachment C, Draft Secondary Use Findings).

Community Outreach

The Mission Bay Citizens Advisory Committee (“CAC”) has discussed the Project, and related topics, at 10 meetings since May 2014, most recently at its meeting on October 8, 2015 when it voted unanimously to recommend approval of the Major Phase update, the Basic Concept / Schematic Design submittal and the related Design for Development amendments. In addition to meeting with the CAC, the GSW and OCII/City staff have also held numerous meetings with numerous other stakeholders to discuss the Project.

Upon certification of the FSEIR and adoption of the CEQA findings, staff recommends approval of the amendment to the Design for Development, the approval of the Major Phase, and the conditional approval of the Basic Concept / Schematic Design.

BACKGROUND

Golden State Warriors Project

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/lab, retail, open space and structured parking on an approximately 11-acre site (Blocks 29-32) within the Mission Bay South Redevelopment Project 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. The project site is across Third Street from the University of California, San Francisco (“UCSF”) research campus and near the UCSF Medical Center. The San Francisco Bay and the future public open space Park P22, known as “Bayfront Park”, are located across Terry A. François Boulevard from the development site. GSW has purchased the project site from the previous site owner, an affiliate of salesforce.com.

The Project will include an 18,064-seat state-of-the-art Event Center and two prominent office buildings with about 513,000 leasable square feet of office/lab space, surrounding an open space plaza of civic importance. In addition to the Event Center and office space, the project will include approximately 50,000 leasable square feet of retail (including a Food Hall), automobile and bicycle parking, service and loading areas and a series of smaller open spaces.

Mission Bay South Regulatory Documents

The Project is primarily regulated by the Redevelopment Plan, the Design for Development, and the Mission Bay South Owner Participation Agreement (“OPA”). Land use is regulated by the Redevelopment Plan, adopted in 1998 and amended in 2013, which identifies allowable uses for each land use category. Significantly, the California Department of Finance has determined finally and conclusively that the OPA, including its various exhibits and attachments, is an “enforceable obligation” under Redevelopment Dissolution Law. Letter, J. Howard, Department of Finance, to T. Bohee, Successor Agency (Jan. 24, 2014).

The OPA between the Master Developer, currently FOCIL-MB, LLC (“FOCIL”), and OCII includes an Infrastructure Plan, Housing Program, Financing Plan, Design Review and Document Approval Procedure (“DRDAP”), and Program in Diversity/Economic Development Program, which includes, among other things, the Small Business Enterprise Policy, local workforce requirements, and the First Source Hiring Program. The OPA controls both private and public development for the majority of Mission Bay South, including specifying the maximum development rights, timing of infrastructure and parks, provision of affordable housing, and programs to diversify the workforce. The OPA runs with the land in Mission Bay South, and as property is sold from the original Master Developer to a third party owner, the OPA is assigned to the new owner through an Assignment, Assumption, and Release Agreement.

In essence, the OPA establishes binding contractual rights and obligations that OCII, the Master Developer, and its transferees, which include GSW, must follow in reviewing and approving development.

The Redevelopment Plan and Design for Development provide the land use standards for Mission Bay South and generally provide for a high-density urban landscape with a variety of building heights and significant open space. The Design for Development provides specific land use standards and regulates height, bulk, setbacks, coverage, streetwalls, view corridors, open space, parking, and well as other design issues.

The OPA between OCII and FOCIL-MB and the Interagency Cooperation Agreement (“ICA”) between OCII and City departments establishes the protocols for development approvals in Mission Bay South. As specified in the OPA, the first stage of development approval is the preparation of a Major Phase submittal, which provides 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. The next stage after a Major Phase is the preparation of Combined Basic Concept/Schematic Designs for individual buildings and major open spaces, followed by subsequent design submittals (Design development and construction documents).

DISCUSSION

Project Description

The Project provides for the development of an 18,064-seat Event Center, over half a million leasable square feet of office/lab space, approximately 50,000 leasable square feet of new retail space, and a series of publicly accessible open spaces, as well as 1,082 parking spaces (950 of which would be on Blocks 29-32, with 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 also at all other times. Through the inclusion of office/lab and retail uses and activated public open spaces, the Project will provide employment and retail opportunities for the surrounding neighborhood and larger San Francisco community. 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. The land use program is summarized in Table 1.

The site is broken into the following components: the 18,064-seat Event Center, the South Street Office/Retail Building, the 16th Street Office/Retail Building, the Food Hall and retail buildings along Terry A. Francois Boulevard and South Street, the Gatehouse, the underlying parking podium, and the surrounding open space and landscaping (including the Main Plaza). Table 1 provides a summary of the Project elements:

Table 1: Summary of Proposed Project

Project Component	Characteristic
Event Center Basketball Seating Capacity	18,064 seats
Size	Total LSF ^a
Event Center	488,000
South and 16 th Street Office Space	513,000
Gatehouse	2,000
Retail Space - Total	<u>50,000</u>
Total Building Area	1,053,000 LSF
Height/Levels	
Event Center	135 feet
South and 16 th Street Office/Retail Building	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
Food Hall , South St and Terry Francois Blvd Retail	43 feet
Gatehouse	36 feet
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 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. Figures rounded to nearest thousand.

Environmental Review***Previous Environmental Review Steps***

As part of its actions on September 17, 1998 establishing the Mission Bay North and South Redevelopment Project Areas, the former Redevelopment Commission certified the project's Final Subsequent Environmental Impact Report ("Mission Bay 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 Mission Bay FSEIR includes by reference a number of addenda.

The Mission Bay FSEIR is a program EIR under CEQA Guidelines 15168 and a redevelopment plan EIR under CEQA Guidelines 15180. 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 Project is considered a subsequent activity under the Mission Bay South Redevelopment program. However, the Mission Bay FSEIR did not anticipate the development of an event center on Blocks 29-32, so a focused EIR needed to be prepared to analyze the difference in impacts identified for the Project from those disclosed in 1998; the focused EIR for the proposed Project is a Subsequent EIR ("SEIR") per CEQA Guidelines Section 15162.

As the lead agency responsible under CEQA Section 21067 for administering the environmental review for projects in the Mission Bay South Redevelopment Project Area, OCII issued a Notice of Preparation on November 19, 2014 to inform agencies and interested parties about the proposed Project and to initiate the CEQA review process for the Project. The FSEIR for the proposed Project is tiered from the certified 1998 Mission Bay FSEIR, which provided programmatic environmental review of the overall Mission Bay North and South Redevelopment Plans.

On April 30, 2015, Governor Brown certified the Project as an Environmental Leadership Development Project for streamlined judicial review under the Jobs and Economic Improvement Act (Assembly Bill 900), Public Resources Code 21184. A newspaper notification pursuant to the requirements of the Jobs and Economic Improvement Act was published on May 7, 2015, along with on-site notification and mailing and emailing notifications to neighbors.

The GSW DSEIR was released on Friday, June 5, 2015 and the Commission held a public hearing on June 30, 2015 to receive oral comments on the GSW DSEIR. The public comment period for the GSW DSEIR initially was scheduled to run from June 5, 2015 to July 20, 2015, however OCII extended the public comment period through July 27, 2015 to provide additional time for the public to submit written comments. Following the close of the public comment review period on the GSW DSEIR, staff prepared a Responses to Comments document, which addresses the written and oral comments received on the GSW DSEIR. The Responses to Comments document was released for public review on October 23, 2015 and is available on the websites of OCII and the Planning Department and at www.gsweventcenter.com. Together the Responses to Comments document and the GSW DSEIR constitute the Final SEIR. At its meeting on November 3, 2015 the Commission will consider the adequacy of the FSEIR and be asked to certify that the FSEIR has been presented to the Commission, the Commission has reviewed and considered the information in the FSEIR, the FSEIR has been completed in compliance with CEQA and it reflects the Commission's independent judgment and analysis. As part of the Project approvals the Commission will consider the adoption of CEQA findings that include adoption of a MMRP to ensure that mitigation measures identified in the FSEIR will be implemented as part of the Project, rejection of alternatives that the Commission finds infeasible, and adoption of a Statement of Overriding Considerations.

Responses to Comments

As discussed above, staff has worked with the Planning Department, who have assisted OCII with the environmental review for the Project, other City departments, and various consultant teams to review the comments and drafted a Responses to Comments document (the “RTC”), which was published on October 23, 2015. In summary the RTC contains: (1) a list of persons, organizations, and public agencies commenting on the GSW DSEIR; (2) copies of comments received on the GSW DSEIR; (3) written responses to those comments; (4) a description of project refinements and discussion of associated environmental effects; (5) a description and analysis of a new project variant (a minor variation of the proposed project); and (6) revisions to the GSW DSEIR to clarify or correct information in the GSW DSEIR. The revisions to the SEIR are discussed in Chapter 14 of the RTC and also includes a revised Table 1-2, which provides the Summary of Impacts and Mitigation Measures.

The MMRP has been prepared to provide for monitoring the mitigation measures required for the Project and it identifies the parties responsible for implementing and monitoring the measures. For measures which identify OCII as such a party, OCII will either perform these duties directly, or enter into agreements with relevant City departments to act as OCII’s designee. The resolution adopting the CEQA findings authorizes the Executive Director to negotiate and approve such agreements as necessary.

Project Refinements and Variant

The project refinements include both transportation-related improvements as well as other operational and construction-related refinements. The items in Table 2 comprise the non-transportation related refinements, along with the RTC’s conclusion on the environmental impacts of these refinements:

Table 2: Summary of Non-Transportation related Project Refinements

Summary of Refinement	Environmental Impact Conclusion
On-site generators –change of location	No new or more severe impacts
Project redesign to reduce wind hazards	Impact reduced from significant and unavoidable to less than significant with mitigation
Construction crane plan refinement	Severity of impact further reduced; impact remains less than significant with mitigation
Construction refinements: on-site soil treatment and de-watering pump generators	No new or more severe impacts

The GSW DSEIR presented a number of transportation improvements that would be provided as part of the Project. These include improvements related to the physical transportation infrastructure adjacent to the project site including travel lanes, sidewalks, bicycle lanes, traffic signals, and light rail platform, as well as transit service improvements including the expansion of the Mission Bay TMA shuttle system, provision of the Muni Special Event Transit Service Plan, and a Transportation Management Plan (“TMP”) for operations of the proposed project.

The TMP is summarized on SEIR pp. 5.2-55 – 5.2-69, and the entire document is included as SEIR Appendix TMP. As described on SEIR p. 5.2-55, the TMP is a working document that

would be expanded and refined over time by the project sponsor and City agencies involved in implementing the plan. If the project is approved, the requirement to implement and update the TMP would be incorporated into the project Mitigation Monitoring and Reporting Program as an enforceable condition of approval.

Subsequent to the publication of the GSW DSEIR, the City and project sponsor have been working with UCSF and neighbors to add detail to the project TMP and other Project refinements to better address concerns related to local access in the Mission Bay area prior to evening events. These refinements include:

- *Development of a Local/Hospital Access Plan*— The TMP would be expanded to include a Local/Hospital Access Plan (L/HAP) to facilitate movements in and out to residents, employees, and patients in the UCSF and the Mission Bay area. The L/HAP would be implemented by SFMTA for the pre-event period for all large weekday evening events at the event center (i.e., those events with more than 12,500 attendees that start between 6:00 and 8:00 p.m., on average, approximately 50 times per year). The L/HAP would be configured to discourage event attendees arriving by car from using portions of Fourth Street, Owens Street, UCSF campus internal roads such as Nelson Rising Lane, Campus Lane, Fifth Street, and local residential streets. As part of the L/HAP, special temporary and permanent signage would be positioned at appropriate locations to direct event traffic towards designated routes in order to access off-street parking facilities serving the event center and away from streets within the Local/Hospital Access Plan network. In addition, three PCOs would be stationed at key intersections (i.e., Fourth/16th, Owens/Mission Bay Traffic Circle, and Fourth/Nelson Rising Lane) before the start of an event to facilitate local driver access to their destinations. These three additional PCOs would also be available after the event to be positioned at the most effective locations to direct outbound pedestrians, bicyclists, and vehicles, as determined by the PCO Supervisor.
- *Expansion of TMP monitoring surveys*— The proposed monitoring methods and surveys in the TMP would be expanded to include surveys of UCSF patients and staff to obtain information on access to the UCSF campus and Medical Center. These surveys would be in addition to the surveys proposed for event attendees, event center employees, visitor surveys of Mission Bay neighbors, and UCSF emergency providers.
- *Other Overlapping Event Transportation Strategies* —MTA and the Project Sponsor will use Designated Overlapping Event Transportation Strategies, as set forth in the FSEIR and MTA's proposed resolution, to increase transit and alternative modes over private automobiles during events starting between 6-8 p.m. for non-Golden State Warriors large weekday evening events at the Event Center (with more than 12,500 attendees) that overlap with SF Giants regular season evening games at AT&T Park.

In addition to the revisions to the TMP described above, other refinements to the transportation improvements include:

- *Sidewalk Widening along Terry A. Francois Boulevard*. In addition to the required 12.5 foot setback, the Project Sponsor is providing an additional 10 foot setback to provide more space for pedestrians, and thus to provide an improved pedestrian experience.
- *Restriping of South Street*— South Street would be re-striped to maintain the two eastbound lanes currently present between Bridgeview Way and Terry A. Francois

Boulevard. One westbound lane in the same section would remain. The previously-proposed parking lane and associated metered parking spaces at the northern side of the street are no longer part of the proposal for South Street. The purpose of this refinement is to better accommodate vehicles exiting the Event Center parking garage.

- *Central Subway/T Third Electrical Power Distribution System Expansion*—Similar to the proposed Project in the GSW DSEIR, the existing power equipment for light rail service would be expanded to add two circuits at the King Substation, and the electrical power distribution system to the light rail segment in the vicinity of AT&T Park would be increased in the segment between the King Substation and Fourth Street.

All of the refinements to transportation improvements included in the proposed Project would result in reducing the severity of impacts described in GSW DSEIR, Section 5.2, Transportation and Circulation, and would not result in any new impacts.

Project Variant

A new variant to the proposed Project is being added for consideration as part of this Responses to Comments document. The project variant, the Muni UCSF/Mission Bay Station Platform Variant, is a minor variation of the proposed Project with all of the same objectives, background, and development controls, and same approvals as the proposed Project. The Muni UCSF/Mission Bay Station Platform Variant is analyzed at an equal level of detail as the proposed project, and therefore the variant analysis satisfies all CEQA requirements, should this variant be selected for approval. Under this variant, instead of only extending the existing northbound platform, the existing high-level northbound and southbound passenger platforms at the UCSF/Mission Bay light rail stop would be removed, and replaced with a single high-level center-loading platform to accommodate both northbound and southbound light rail service passengers and to provide more space for passenger queueing, loading and unloading. The new center platform would be located between the northbound and southbound light rail tracks, in the general location of the existing UCSF/Mission Bay Station southbound platform, on Third Street south of South Street.

Certification of the FSEIR

The RTC and the GSW DSEIR together comprise the Final Subsequent Environmental Impact Report ("FSEIR"). The Commission will consider the adequacy of the FSEIR at the meeting on November 3, 2015 and be asked to certify that the FSEIR has been presented to the Commission, the Commission has reviewed and considered the information in the FSEIR, the FSEIR has been completed in compliance with CEQA and it reflects the Commission's independent judgment and analysis. As part of the Project approvals, the Commission will consider the adoption of CEQA findings that include adoption of mitigation measures, adoption of a MMRP to ensure that mitigation measures identified in the FSEIR will be implemented as part of the Project, rejection of alternatives that the Commission finds infeasible, and adoption of a Statement of Overriding Considerations.

Other Project Related Matters

In addition to the Local/Hospital Access Plan and other refinements discussed above, the City and/or the Project Sponsor have introduced several Project-related actions since the publication of the GSW DSEIR that will benefit transportation circulation around the Event Center. These improvements include:

- Special Reserve Account Legislation: Introduction of an ordinance at the Board of Supervisors directing the Controller to create a Special Reserve Account, the Mission Bay Transportation Improvement Fund, setting aside a portion of the \$14.1 million in estimated project-generated tax revenues to pay for transit and traffic control augmentations serving the Event Center as well as capital improvements such as purchasing four additional light rail vehicles, expanding the T-Third platform, installing signage and signalization and making power and trackway improvements to the T-Third line and reserving additional funds to address transportation issues related to events that overlap with San Francisco Giants games.
- Municipal Transportation Agency Board Actions: The MTA Board is scheduled to consider a resolution that would adopt those components of the Project under its jurisdiction, agree to apply portions of the Mission Bay Transportation Improvement Fund towards identified Project related transportation operational and capital expenditures, and staff the advisory committee proposed for establishment in the abovementioned ordinance among other actions.
- Project Sponsor & UCSF Agreement: A signed Memorandum of Understanding between UCSF and the Project Sponsor that contemplates release or modification of the UCSF-held easement on the Warriors project site to accommodate the proposed Project design, and, for the benefit of hospital employee access at a specified shift change period places, under certain conditions, certain limits on overlapping non-Warriors events on Giants weekday evening game days based on a delay metric formula that UCSF and the Project Sponsor developed for designated routes to the UCSF Mission Bay hospital parking garage.

Other Event Management Strategies

The measures described above are in addition to the City services that will be provided outside the site that were previously shared with the Commission in May. These include public transit service, traffic management, public safety, event coordination, and neighborhood quality of life concerns. In addition to design, massing and construction impacts, these event management topics have generated the most discussion within the Mission Bay community.

On top of the major transportation improvements already in planning or under construction to serve Mission Bay (completion of the street grid, Central Subway, Caltrain modernization, etc.), the City and the Project Sponsor propose a number of capital and operating improvements to meet the project's anticipated transportation demand that are included in the Project or as mitigation measures or improvement measures, all of which will be paid for out of revenues generated by the Project:

- **Transit:** The City proposes to purchase four additional light rail vehicles and improve the capacity and frequency of the T-Third line; extend the existing boarding platform at Third and South Streets of the center-loading platform variant; run three special event shuttles to regional transit stations; complete the 16th Street Multimodal Corridor Project and increase bus service along 16th; and coordinate with both the Mission Bay shuttle program and regional transit operators such as Caltrain, Bay Area Rapid Transit (“BART”), Water Emergency Transportation Authority (“WETA”) and Golden Gate Transit to provide increased special event service.
- **Vehicular Access:** The City proposes to deploy up to 28 parking control officers to control key intersections and neighborhood circulation by overriding traffic lights, preventing lane and driveway blockages, creating local access only corridors and protecting emergency vehicle access to the UCSF Mission Bay campus; install changeable message signs along key access routes to direct traffic; signalize three intersections to prevent modal conflicts and protect bicycle and pedestrian safety; and utilize mobile technology to facilitate pre-purchase of parking spaces to reduce circling.
- **Transportation Demand Management:** The Project Sponsor will implement aggressive demand management strategies such as limiting on-site parking to 950 spaces; providing space for over 500 bicycles on-site and sponsoring a bikeshare station; and promote alternative transportation modes through wayfinding, promotional incentives, event ads, tickets websites or mobile applications.

In addition to the above there also are certain measures to address public safety and neighborhood quality of life. Depending on the event type and size, the City proposes up to 14 police officers to patrol the neighborhoods surrounding the event center, along major access corridors and in support of UCSF campus security and adjacent business private security. The GSW will maintain its own property, will provide or contract with a qualified contractor to provide similar services to surrounding areas impacted by event patrons, and will create a Good Neighbor Policy to address everything from illegal vendors to meeting all applicable noise ordinances and creating a central point of contact for resolving any complaints.

Schematic Design Overview

The Project Sponsor has submitted Combined Basic Concept/Schematic Designs (“Schematic Designs”) for each of Project components, as described in more detail below. The schematic design team for the Project consists of:

- Event Center/Gatehouse - MANICA Architecture
- South and 16th Street Buildings – Pfau Long Architecture/AE3 Partners (Joint Venture Association)
- Retail/Food Hall - Richyworks
- Open Space/Landscaping – SWA Group and Merrill Morris Partners
- Parking – Walter P. Moore

Please see Attachment D for a list of the other subconsultants involved in the design of the Project, including the architects of record and structural and MEP engineers.

The following describes the Schematic Designs in more detail. The Schematic Design submittals are included as Exhibits to the Resolution approving the Major Phase and the Schematic Designs.

Previous Major Phase Review

Two previous Major Phase applications for proposed developments including Blocks 29-32 were approved by the former San Francisco Redevelopment Agency, first in 2006 and more recently in 2011 for the salesforce.com project. However, no development has occurred on the site. Therefore the portion of the Major Phase dealing with Blocks 29-32 must be updated to incorporate the current Project massing and site plan. The GSW provided a draft Major Phase for Blocks 29-32 in December 2014, which was presented at a workshop to the Commission on January 6, 2015.

Updates since May 2015 Schematic Design Workshop

The Project Sponsor has been working with OCII staff to further refine their Schematic Designs since the May 19, 2015 workshop. These refinements include further articulation of building facades and selection of construction materials (including new materials, like sustainable wood) and detailing of the Event Center skin; removal of columns below a smaller Bayfront Terrace; addition of archway wind blocks and retail kiosks along the pedestrian path; refined driveway designs for pedestrian comfort and safety; and minor revisions to streetscape and infrastructure plans.

Event Center

The approximately 488,000-leasable square foot, 18,064-seat Event Center is located on the eastside of the site, overlooking Park P22 and the San Francisco Bay and has a maximum height of 135 feet at the highest point of the rooftop. In addition to the event floor and seating bowl, it will contain guest amenity areas (clubs and suites), food vendors, back-of-house support (staff locker rooms, production kitchens for food and beverage, equipment storage), building operations areas (mechanical and utility rooms, loading and receiving areas), and GSW practice facility and team headquarters. Back of house areas will not be visible to patrons and members of the public except where purposefully designed (for instance, a show kitchen), and many are located below grade or on restricted-access building levels.

The building's two primary entries are located at its northwest ("Main Entrance") and southeast ("Performance Entry") corners. Both entries lead to a publicly accessible grand building lobby prior to patron ticketing areas. The Performance Entry, in particular, is demarcated by the dramatic proscenium archway, designed to reinforce a sense of entry as patrons walk underneath the gateway-like structure. The proscenium also enhances outdoor programming opportunities for the Southeast Plaza by framing the space.

The Bayfront Terrace is located on the northern façade of the Event Center and includes both an event center amenity space (lower level) and a view terrace and interior space (upper level). The upper level will be publicly accessible, including nonevent hours, via two distinct building entries (accessible from Terry A. Francois Boulevard and the pedestrian path/Food Hall) and a dedicated elevator. The Bayfront Terrace's levels will provide a dramatic panorama of the San Francisco skyline, Bay, Bay Bridge and planned Park P22. The Terrace's height, below that of the Event Center itself, also helps step the building's scale down towards the park and the water.

Pedestrians and patrons may walk from one Event Center entry to another via the pedestrian path that curves along the Event Center's northern side, bringing patrons past retail and potential art or lighting installations as they rise from an elevation of approximately 10 feet to 26 feet above grade along a gentle slope. Additional access around the building includes a walk along the 16th Street sidewalk and landscaped setback area, and passage through the walkway connecting 16th Street midblock with the Main Plaza along Third Street. Both the walkway and the pedestrian path terminate at the Main Plaza to the northwest, and the Southeast Plaza to the southeast, thereby creating a continuous network of programmed or passive public spaces.

The Event Center's façade system will include four primary materials. First, clear glass panel systems will be used at the main entry at the plaza (west side) and the southeast lobby. Second, metal panels will encase a significant portion of the building enclosure. These panels will include perforated patterns that add depth, motion, and opportunities for creative lighting to the building's façade. Third, sustainable wood products will be used on the exterior soffits of the building's sweeping design elements at the southeast corner and Bayfront Terrace. The wood mirrors the warmth and richness of materials being considered for the Event Center's interior material palette, and also complements similar façade materials incorporated into the adjacent office towers. Finally, a durable and low-maintenance building material, such as patterned Glass Fiber Reinforced Concrete (GFRC) or precast concrete, will encase the building's base, grounding the structure and providing accents through careful use of texture and/or color. Terra Cotta may also be introduced at the building's base as an alternate to the GFRC.

South Street and 16th Street Office/Retail Buildings

Two office/lab and retail buildings would be located on the west side of the project site, at the corner of Third Street and South Street ("South Street Building") and at the corner of Third Street and 16th Street ("16th Street Building"). The South Street Building is approximately 296,000 leasable square feet in size, which includes about 20,000 leasable square feet of retail. The 16th Street Building is approximately 254,000 leasable square feet in size, which includes about 18,000 leasable square feet of retail. They each combine a 6-story (90-foot) mixed-use podium and an 11-story (160-foot) office tower for each building, with retail along the Main Plaza at the podium level to help activate the plaza area. The design for the tower on each building is tear-dropped in plan, which will complement the Event Center's curvilinear aesthetic and that of the other structures on-site without mimicking it. Projected and shaped aluminum sunshade blades add texture to the sleek, curved glass form. The tower will be differentiated from its context in Mission Bay by its warmth, color, asymmetry, and curves.

The buildings' podiums wrap into the Main Plaza with a welcoming curved gestural form, drawing pedestrians and event patrons into the plaza along sloped walkways and bordered by active retail uses on the sides. The primary office lobby entrance for the South Street Building will be located on the corner of South Street and Third Streets, with an additional entrance off of the Main Plaza. The primary office lobby entrance for the 16th Street Building will be located on the corner of 16th Street and Third Streets, with an additional entrance off of the Main Plaza.

The skin of both buildings will include a variety of cladding types including outside glazed low-E unitized curtain wall system, fritted spandrel glazing and resin coated wood accent wall panels and soffits to add warmth. A serrated curtainwall system will round the corner into the main plaza, further breaking down the scale of the building at the podium and adding contrasting visual interest to the curved form of the building.

The roofs of the podiums for each building will include a partially occupiable green roof with integrated stormwater treatment. This will be both an amenity for tower tenants, and a highly visible feature of the development from neighboring buildings. Mechanical systems on the tower roofs will be fully screened by painted metal screenwall and laid out with visibility from nearby neighborhoods in mind. Podium rooftop equipment will be incorporated into landscape elements wherever possible.

The Planning Commission will also consider the schematic designs of the two office towers in accordance with the City's Proposition M office allocation limits. As described in Section 304.11 of the Redevelopment Plan, the Planning Commission already authorized the office development contemplated by the Redevelopment Plan, however the Planning Commission considers the design of any office development.

Northeast Retail/Gatehouse

Retail uses are planned to occupy several areas of the site, including the lower floor(s) of the South and 16th Street Buildings; plus retail buildings of variable height along Terry A. François Boulevard and South Street, the "Food Hall," a retail concept similar to the Ferry Building; and the "Gatehouse" building located in the Main Plaza, which has a height of approximately 36 feet, located along Third Street.

Food Hall/Northeast Retail:

The Food Hall is located at the corner of South Street and Terry A. François Boulevard and consists of a roughly triangular structure. It is accessible at grade from an entry plaza, partially occupied by street furniture from neighboring retail tenants, and from the elevated pedestrian path 26 feet above grade. It is designed to accommodate a number of small, local vendors and producers of artisan goods, in combination with prepared food and sit-down dining areas. A retail tenant such as a food and beer garden will likely occupy the Food Hall roof, accessible from the pedestrian path or from Terry A. François Boulevard (via vertical circulation elements including stairwells, lifts, and the food hall interior). Standalone retail also lines Terry A. François Boulevard at grade, as well as additional stand-alone retail at the podium level on South Street (also accessible from the Pedestrian Path). These spaces are envisioned as centers for high-quality food and beverage, wellness, and community.

The Food Hall/Northeast Retail elements are designed to create a neighborhood atmosphere imbuing each separate façade with a small scale and independent character while maintaining a cohesive identity. The effect is achieved primarily through a framework consisting of steel beams, charcoal metal, and glass that will surround and define retail storefronts. This system develops a special common character for the retail areas, reminiscent of the industrial architecture in the surrounding area. To add organic urban quality, retail frontages will be further differentiated from one another utilizing a palette of infill materials, which may be inlaid in steel beams for additional color and texture. Taking advantage of the views of Park P22 and the Bay, open doorways and wide windows will create a porous ground level, terraces and programmed rooftops will provide views from above, and the Food Hall and nearby retail elevations will “step down” to the water to create a comfortable scale.

Gatehouse:

The 2,500-leasable square foot Gatehouse is located on the western edge of the Main Plaza, mid-point on Third Street, helping to activate the plaza area, provide a formal entry from Third Street and provide wind protection. Within the gatehouse, the roof will be supported by an iconic lattice-like cantilevered structure resembling a basketball net. Within the net is a spiral stair connecting all floors from grade level up to the broadcast mezzanine. Beneath this structure, the top-most floor could act as a broadcast platform for game day broadcast crews to film live on site with the Event Center as a backdrop. A retractable glass wall will open to the plaza to further connect these broadcasts to the game day atmosphere in the plaza. At plaza and grade levels a mix of dining and retail will be accessible to the public. Grade level public restrooms will be available, as well as a direct connection to grade level parking. All parking levels will access the plaza and grade level through stairs and an elevator within the gatehouse.

The exterior of the Gatehouse consists of a simple palate: a glass curtain wall to match that of the office/lab buildings; a gray fascia circling the top of the façade, matching the columns on the office towers; retractable glass panels to open the top floor to the public plaza; and a sedum green roof.

Since the Gatehouse is located within an easement held by UCSF, the Project Sponsor needed to secure the agreement of UCSF in order to construct the Gatehouse. The Project Sponsor and UCSF have signed a Memorandum of Understanding (“MOU”) through which UCSF consents to the Gatehouse location. However, because of the timing of the MOU, the Project Sponsor has included in the Schematic Design submittal a variant to the plaza along Third Street that does not include the Gatehouse(the Third Street Plaza Variant). Thus the proposed Project for approval before the Commission includes this variant.

Public Open Space

The Project will include approximately 3.2 acres of publicly accessible open space areas that will be comprised of two primary plazas (one along Third Street and one at the southeast corner of the site) and additional paved and/or landscaped areas. The one-acre Main Plaza is raised eight feet above the Third Street sidewalk (sloping imperceptibly up to the Event Center Main Entrance) 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 programmed to be activated on a

daily basis in conjunction with the activity generated by the fronting retail uses at the base of the surrounding buildings. The Main Plaza has been designed with flexibility in mind to accommodate the range of programming, and as a result, the design includes large-scale moveable occupiable planters that can be rearranged. The center oval shaped lawn area is designed to be similarly flexible and the center lawn can be replaced with wood, ice, and other surfaces to accommodate various types of events.

The smaller 25,000-square foot Southeast Plaza at the corner of Terry A. Francois Boulevard and 16th Street leads into the secondary entrance to the Event Center and will be used as the primary entrance for events at the Event Center with reduced attendance. A 300-space bicycle valet facility is located on this plaza, and an additional overflow, temporary bicycle corral could be located in this plaza for events anticipated to attract a larger number of bicycle riders. A similar overflow bicycle corral could be provided on other plaza areas throughout the site as needed.

In addition to the plazas, there are private green roofs on top of the two office building podiums and 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, Bayfront Terrace exterior entry, and 16th Street.

The open spaces will also 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 streets. The corners at Third Street and 16th and South Streets have been expanded to allow for pedestrian staging for transit and passenger loading for taxis, rideshare, or personal vehicles, while pedestrians can be guided from Third Street into the Main Plaza, and then around the Event Center to the Southeast Plaza at the Performance Entry. Street trees will be spaced more generously along Third Street and Terry A. Francois Boulevard to better match the rhythm and scale of the Project, which will be handled through administrative changes to the Mission Bay South Streetscape Plan. Finally, the landscaping also will serve for on-site stormwater treatment using the green roofs, rain gardens and a continuous green ring on top of the Event Center.

Circulation, Transit and Automobile and Bicycle Parking

All parking and loading for the site is located below ground, or concealed at grade, (two below grade, and one concealed at street level) 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 Third Street and Terry A. Francois Boulevard. Truck loading will only take place at the 16th Street entrance, with the retail parking using the South Street entrance. The Project is 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 Project. Thirteen (13) loading docks, and five additional below-grade trash compactor locations, will be provided to serve the site. In addition, the Transportation Management Plan encourages 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.

The 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 and Terry A.

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 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 at the corner of 16th Street and Terry A. Francois Boulevard near the Performance Entry to the Event Center, where the bicycle lanes serving the site are also located. The Project landscaping plan includes space within the plaza areas to allow for occasional temporary bike corrals with a capacity of 50-100 additional spaces for larger events anticipated to attract higher numbers of bicycle riders. Appropriate locations for the Bay Area Bike Share pods are being explored to connect the Event Center to the city system.

The Project will be well-served by local transit. The site sits adjacent to loading platforms for the Third Street Light Rail line (T Third Street), which will see increased service with completion of the Central Subway. The 55-16th Street motor coach provides service to Mission Bay from the 16th Street BART station, with the extension of the 22 Fillmore trolley coach planned to follow. 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. The Transportation Service Plan proposes to provide special bus shuttles to connect event attendees with BART, ferry and other regional transit systems. The Project Sponsor is also planning to institute a robust set of Travel Demand Management strategies for Event Center patrons and others on-site to encourage and facilitate the choice of transit, biking, or other alternative modes in lieu of private vehicle access to the project site.

Public Art

The 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 a 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 Project Sponsor will be hiring an arts consultant as part of its professional services team to help develop a public arts program for the project and will conduct outreach to local artists to encourage their participation in the Project.

Development Impact Fees

The Project will be required to pay relevant development impact fees, Planning Code Sections 411 *et seq.* to the extent that payment of the fee applies by the terms of the Mission Bay South Plan. (Planning Code Section 411.3(a)(2)(B).) These fees include a Child Care Fee, the Transportation Development Impact Fee ("TIDF"), and others. The Child Care Fee is assessed at \$1.21 per square foot of office space. Staff has determined that the TIDF applies in Mission Bay at this time because a ten year period in which the Plan provides that new or increased fees do not apply has expired. Staff has also determined that as to the application of the TIDF for office uses, since a transit impact fee was in effect in parts of the City, including in Mission Bay North Plan area at the time the Mission Bay North and South Plans were approved, that the TIDF for office is not an entirely new fee but an increased fee. Consequently, to be consistent with the Mission Bay South Plan, the TIDF for office that applies in Mission Bay is the current fee less

the amount of the TIDF for office in 1998, resulting in a fee of \$8.87 for office space. As to other uses, the TIDF is entirely new and the current fee amounts apply. The Project will pay the standard amount of the TIDF for retail/entertainment space at \$14.59 per square foot. The exact amount of the fee will be determined at the time the Project Sponsor seeks a construction permit.

Conditions of Approval

As is typical with all Schematic Designs, the Commission's approval is subject to conditions that require either additional refinement or information to be provided during the later design phases, along with other relevant conditions of approval. Staff is proposing the following conditions be imposed on the Project:

1. The Project shall comply with the Mitigation Monitoring and Reporting Program.
2. The Project is subject to the Improvement Measures as identified in the Mitigation Monitoring and Reporting Program.
3. The Blocks 29-32 Major Phase approval is contingent on the Executive Director of OCII's finding that the Event Center use is a permitted secondary use for Blocks 29-32 under, and in accordance with, the Mission Bay South Redevelopment Plan.
4. Prior to approval of Design Development Documents, the Project shall obtain the approval of the Executive Director, or her designee, of administrative variances to the Streetscape Plan and the Infrastructure Plan to permit development of the Project in accordance with the proposed Blocks 29-32 Major Phase and proposed Blocks 29-32 BC/SD, including, among other things, the location of tree wells, grade of the pedestrian sidewalk and location of new and/or relocated utility lines.
5. Prior to issuance of a Certificate of Occupancy for each of the Gatehouse, the Event Center, the South Street Tower, the 16th Street Tower, the Food Hall and the retail buildings along Terry A. Francois Blvd. and South Street, the applicable owner, GSW or its successors, shall record a notice of special restrictions in such form approved by the Executive Director and Agency counsel (the "NSRs"), restricting the use of certain personal services, retail and restaurant spaces that do not exceed 5,000 square feet and that are excluded from the definition of Gross Floor Area under the Plan and Amended D for D within each such building to personal services, restaurant or retail use for the life of the building shall provide that limiting this excluded space in total to not exceed 75% of the ground floor of the building plus the ground level, on-site open space where such spaces are located.

6. Prior to approval of Design Development Documents by the Executive Director or her designee, submit the following for the Executive Director's review and approval (or here designee):
 - a. Design standards and guidelines for the retail components of the proposed development that will apply to future tenant improvements, including minimum depth and minimum and maximum frontages, transparency, textures, colors and such other relevant considerations as reasonably requested by OCII staff;
 - b. A lighting plan for the open spaces that includes specific consideration for: Third Street Gardens and Plazas, Main Plaza, Pedestrian Path, Bayfront Overlook, Southeast Plaza and the 16th Street setback and ramp.
 - c. A lighting plan for the Event Center building;
 - d. A procedures manual to protect and maintain the Media Pedestals along 16th Street and other furniture within publicly accessible areas within the Project site.
7. Submit for Commission review and approval a signage plan for the Project and related amendments to the Mission Bay South Signage Master Plan applicable to the Project, which shall include at a minimum the following: (1) Event Center and Project signage; (2) signage for the retail and restaurant frontages facing the publicly accessible private open spaces (consisting of the Plaza, Pedestrian Path, 16th Street ramp, Third Street gardens and the Bayfront Overlook); and (3) wayfinding signage plans for pedestrians and for vehicular movement within the parking garage and the periphery of the proposed development on Blocks 29-32.
8. Further develop and refine the design of the retail spaces fronting Terry A. Francois Blvd. for review and approval by the Executive Director, or her designee; special consideration shall be given to the treatment of the setback areas in order to facilitate successful business, including, but not limited to, frontages, awnings, pavement, furniture, wind screens, and plantings.
9. Prepare mock-ups displaying the proposed materials, colors and textures of exterior walls, visible structural elements, window systems (including mullions and glazing materials), louvers, doors, soffits and all visible elements of the different buildings comprising the proposed development for review and approval by the Executive Director, or her designee, prior to installation.

10. Payment of new or increase Development Fee of Exaction, including but not limited to the TIDF, to the extent required under Section 304.9C(ii) of the Plan and at the time required under the applicable City Regulation.

Proposed Amendments to the Design for Development Standards

In Mission Bay South, building design is regulated by the Design for Development. Primarily to accommodate the unique characteristics of the Event Center building, staff is recommending Design for Development amendments that principally relate to height of the Event Center, building massing, number of towers, tower separation, and bulk, as discussed below. These changes have been incorporated using red colored text into the Design for Development document, attached to the Resolution approving the Design for Development amendment, so that the changes can be easily reviewed. Upon approval of the resolution, staff will create a final version of the document with the changes incorporated into standard text.

Table 3: Design for Development Amendments Summary

Type of Amendment	Description
Definitions	“Event Center” and “Event Center Project” added
Height	Height Zone 5 would allow an Event Center at 135’ (which is within the existing maximum of 160’)
Towers	Tower allocation shifted an unused tower in Height Zone 2 to Height Zone 5; Height Zone 5 would thus allow for 4 towers; minimum tower separation from the Event Center defined
Bulk	Creates a bulk allowance for an Event Center
Streetwall and Setbacks	Frontages along Third and 16 th streets would be excepted from minimum streetwall lengths and corner conditions, and maximum heights reflect Event Center definition
View Corridors	Allow for the view corridor on Blocks 29-32 to terminate in an Event Center that provides an important architectural statement as recommended in the Commercial Industrial Guidelines
Parking	Defines Event Center parking ratio at 1 space per 50 seats and allows for parking within 300 feet of an Event Center Project entry to qualify as off-site parking for the Project

Staff Review and Recommendation of Design Related Approvals

OCII staff has reviewed the Blocks 29-32 Major Phase and Schematic Designs submitted by the Project Sponsor and finds that they are, on balance, consistent with the Commercial Industrial Guidelines of the Mission Bay South Design for Development, by being consistent with the overall height limit of 160 feet, providing a termination of a view corridor with an important architectural opportunity, and reconfiguring roadway locations through and across Blocks 29-32 in a manner which provides an equivalent or greater amount of privately-owned and publicly

accessible pedestrian access and open space. Staff also reviewed the leasable and developable area square footage limitations applicable to the Project and has concluded that the Project square footage is within the allowable allocations under the Redevelopment Plan and the Design for Development. Therefore staff recommends amending the Design for Development and conditionally approving the Major Phase and Schematic Designs.

Analysis and Approval of Secondary Uses

The Event Center would include a wide variety of uses, including spectator seating and suites, restaurants/bars and clubs, meeting rooms; spectator support facilities such as food service/kitchens, concessions, merchandising and restrooms; Golden State Warriors management offices, practice facility and locker rooms; command center and operations space for police/security, fire protection services and traffic control; media support facilities; and Event Center operation and maintenance areas. Some Event Center uses are allowed as principal land uses under the Mission Bay South Redevelopment Plan. Other uses could be allowed as Secondary Uses, subject to the Executive Director making a finding of consistency as required by Section 302 of the Redevelopment Plan. Below is a summary of the Event Center uses indicating which are principal or secondary uses. All other elements of the Project are allowed as principal uses under the Redevelopment Plan.

Table 4: Event Center Principal and Secondary Uses

Principal Uses:	Secondary Uses:
<ul style="list-style-type: none"> - Office Use (Golden State Warriors accessory office space and meeting rooms) - Retail Sales and Services: <ul style="list-style-type: none"> • All retail sales and services including bars and aerobic studios (Event Center retail) • Restaurants (Event Center food services) - Arts Activities (Event Center dance, music, dramatic art, video, graphic art, and related crafts and performance events as well as conventions of an artistic and cultural nature) - Art Spaces (Event Center when used as an art space similar to a studio, workshop, gallery, museum, or archive for events in which liquor is not sold) - Other Uses: <ul style="list-style-type: none"> • Outdoor Activity Area (Bayfront terrace) 	<ul style="list-style-type: none"> - Assembly and Entertainment <ul style="list-style-type: none"> • Nighttime Entertainment (Event Center assembly and entertainment uses not otherwise meeting the definition of an arts activity or art space) • Recreation Building (Event Center assembly and entertainment uses not otherwise meeting the definition of an arts activity or art space) - Other Uses <ul style="list-style-type: none"> • Public Structure (Event Center generally when not otherwise meeting the definition of an arts activity or art space) • Use of Nonindustrial Character (Event Center generally not otherwise meeting the definition of an arts activity or art space)

Staff has analyzed the secondary uses and has concluded that the secondary uses included in the Project generally conform with the redevelopment objectives and planning and design controls established under the Redevelopment Plan and are uses that, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary and desirable for, and compatible with, the neighborhood and the community. Staff has prepared a Secondary Use Findings document through which the Executive Director can adopt findings confirming (1) the Project is located in the Commercial Industrial / Retail land use district, (2) the Project uses that are not principally permitted uses constitute secondary uses authorized in the Commercial Industrial / Retail land use district, (3) the secondary uses generally conform with redevelopment objectives and planning and design controls established pursuant to this Plan, and (4) the Project, including its secondary uses, makes a positive contribution to the character of the Plan Area because, at the size and intensity contemplated and at the proposed location, it will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community. The Secondary Use Findings document is attached as Attachment C.

Citizens Advisory Committee (“CAC”) and Community Outreach Program

The Mission Bay CAC is the official community group leading the community process for the Project. The CAC has discussed the Project, and related topics, at its May, August, September, October, November and December 2014 meetings, as well as three other meetings in March and April 2015. The Schematic Designs were discussed by the Mission Bay CAC at the March and April 2015 meetings. Most recently the CAC voted unanimously at its meeting on October 8, 2015 to recommend approval of the Major Phase update, the Basic Concept / Schematic Design submittal and the related Design for Development amendments.

In addition to meeting with the CAC, the Project Sponsor 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
- Eastern Neighborhood Waterfront Coalition
- Walk San Francisco
- Local residents and business/merchants
- Regional transportation providers such as BART, Caltrain, WETA, Golden Gate Transit, and Caltrans.

On October 6, 2015 the University of California San Francisco endorsed the Project, and on October 20, 2015 the Mission Bay life science community, represented by thirteen of the largest biotech companies in San Francisco, officially supported the Project.

Equal Opportunity Program and Compliance with OCII Policies

As required under the Mission Bay South Owner Participation Agreement, the Project Sponsor shall comply with the OCII's Small Business Enterprise ("SBE") Program and has worked closely with contract compliance staff to comply on this development. The Project Sponsor has 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 Project Sponsor made deliberate efforts to divide scopes of work, including those for partnership opportunities with prime consultants. The Project Sponsor identified 42 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.

Due to the extensive process needed to screen and select firms, the Project Sponsor built its design and consultant team in a two phase approach: firms with disciplines that were needed immediately, such as architects, were selected in the first phase (completed this summer), while disciplines that are not needed until a later date, such as testing and inspection, are being selected in the second phase (which is mostly complete with some disciplines currently in progress). In addition, because of the magnitude of the project and limitations on small business size (i.e., small businesses are limited to an annual revenue threshold of no greater than \$2.5 million) the GSW encouraged partnerships and associations between small businesses and larger firms as much as possible, where such associations are credited with full SBE participation pursuant to the agency's policy. To date, the Project Sponsor has shortlisted, obtained proposals, and interviewed about 95% of the disciplines needed for this project, with efforts continuing. They have awarded 40 of the disciplines thus far with credits for SBE participation at approximately 50%, meeting the agency's overall SBE goal. Actual SBE participation totals approximately \$8.2 million (or 21.6% of all fees), of which nearly 90% are committed to San Francisco based SBEs. For informational purposes, total women and minority SBE participation is 12.9% of total fees or 60% of all SBE participation. See Attachment D for a list of the proposed team and Attachment E for biographies of SBE consultants that will hold the ten largest small business contracts.

The Project Sponsor has expressed their commitment to meeting OCII's requirements and goals during the construction phase of this project, 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.

Next Steps

Upon certification of the FSEIR and approvals of the Project, the MTA Board is scheduled to consider their resolution also on November 3, 2015. The Schematic Designs for the office towers will be presented to the San Francisco Planning Commission for design approvals related to the City's Proposition M office allocation in November as well. The Mission Bay Transportation Improvement Fund legislation along with required easements and rights of way acceptances will be heard by the Budget and Finance Committee of the Board of Supervisors in early November. Other permitting approvals and subdivision mapping will occur sometime after the proposed November 3rd FSEIR certification date. The Project Sponsor is planning on completing the Project for the start of the 2018 basketball season.

(Originated by Sally Oerth, Deputy Director)



Tiffany Bohee
Executive Director

Attachment A:	Mission Bay Location Map
Attachment B:	Mission Bay Transportation Improvement Fund Legislation
Attachment C:	Secondary Use Findings
Attachment D:	Professional Services Subconsultants
Attachment E:	SBE Bios