

EXHIBIT A

Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development

CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS: FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS

COMMISSION ON THE COMMUNITY INVESTMENT AND INFRASTRUCTURE

In determining to approve the Mission Bay Blocks 29-32 – Event Center and Mixed-Use Development Project (“Project”), the San Francisco Office of Community Investment and Infrastructure’s (“OCII”) Commission on Community Investment and Infrastructure (“OCII Commission”) makes and adopts the following findings of fact and decisions regarding mitigation measures and alternatives, and adopts the statement of overriding considerations, based on substantial evidence in the whole record of this proceeding and under the California Environmental Quality Act (“CEQA”), California Public Resources Code Sections 21000 et seq., particularly Sections 21081 and 21081.5, the Guidelines for Implementation of CEQA (“CEQA Guidelines”), 14 California Code of Regulations Sections 15000 et seq., particularly Sections 15091 through 15093, and Agency adopted CEQA Guidelines.

This document is organized as follows:

Section I provides a description of the Project proposed for adoption, the environmental review process for the Project, the approval actions to be taken and the location of records;

Section II identifies the impacts found not to be significant that do not require mitigation;

Sections III and IIIA identify potentially significant impacts that can be avoided or reduced to less-than-significant levels through mitigation and describe the disposition of the mitigation measures;

Sections IV and IVA identify significant impacts that cannot be avoided or reduced to less-than-significant levels and describe any applicable mitigation measures as well as the disposition of the mitigation measures;

Section V evaluates the different Project alternatives and the economic, legal, social, technological, and other considerations that support approval of the Project and the rejection of the alternatives, or elements thereof, analyzed; and

Section VI presents a statement of overriding considerations setting forth specific reasons in support of the OCII Commission’s actions and its rejection of the alternatives not incorporated into the Project.

The Mitigation Monitoring and Reporting Program (“MMRP”) for the mitigation measures that have been proposed for adoption is attached with these findings as **Exhibit B**. The MMRP is required by CEQA Section 21081.6, subdivision (a)(1), and CEQA Guidelines Sections 15091, subdivision (d), and 15097. **Exhibit B** provides a table setting forth each mitigation measure listed in the Final Subsequent Environmental Impact Report for the Project (“FSEIR”) that is required to reduce or avoid a significant adverse impact. **Exhibit B** also specifies the agency responsible for implementation of each measure. Where the Project Sponsor, 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, is required to participate in the implementation of a mitigation measure, **Exhibit B** also states this requirement. **Exhibit B** also sets forth agency monitoring actions and a monitoring schedule for each mitigation measure. Where particular mitigation measures must be adopted and/or implemented by particular responsible agencies such as the City and County of San Francisco or one of its departments or commissions, the MMRP clearly identifies the agencies involved and the actions they must take. All of OCII’s specific obligations are also clear. The full text of each mitigation measure summarized or cited in these findings is set forth in **Exhibit B**. As explained further in the MMRP, in addition to listing mitigation measures, for the purposes of public disclosure and to assist in implementation and enforcement, the MMRP also lists “improvement measures,” “applicable regulations,” and the Project Transportation Management Plan (“TMP”).

These findings are based upon substantial evidence in the entire record before the OCII Commission. The references set forth in these findings to certain pages or sections of the Draft Subsequent Environmental Impact Report (“GSW DSEIR”) or the Responses to Comments document (“RTC”), which together constitute the FSEIR, are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings. A full explanation of the substantial evidence supporting these findings can be found in the FSEIR, and these findings hereby incorporate by reference the discussion and analysis in those documents supporting the FSEIR’s determinations regarding the Project’s impacts and mitigation measures designed to address those impacts. Reference to the GSW SEIR is intended as a general reference to information that may be found in either or both the GSW DSEIR or RTC.

I. APPROVAL OF THE PROJECT

A. Project Description

By this action, the OCII Commission adopts and takes action to implement substantially the Project identified in Chapter 3 of the FSEIR as modified by Chapter 14 of the FSEIR and the Muni University of California at San Francisco (“UCSF”)/Mission Bay Station Variant as described in Chapter 12 of the FSEIR with the option of the Third Street Plaza Variant. GSW proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking on an approximately 11-acre site on 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. Francois Boulevard on the east. The proposed event center would host the Golden State Warriors basketball team during the NBA season, and provide a year-round venue for a variety of other assembly and entertainment uses, including concerts, family shows, other sporting events, cultural events, conferences, and conventions.

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. The event center would be approximately 775,000 gross square feet (“gsf”) and would be programmed with a capacity of 18,064 seats for basketball games, but could be reconfigured for concerts for a maximum capacity of about 18,500. The performance and seating areas could also be reconfigured in a cut-down configuration to create a smaller venue space.

Two office and retail buildings would be located on the west side of the project site. Specifically, one would be located at the northwest corner of site at Third and South Streets (“South Street office and retail building”). The other would be located at the southwest corner of the site at Third and 16th Streets (“16th Street office and retail building”). The South Street office and retail building would be approximately 345,000 gsf, and the 16th Street office and retail building would be approximately 300,000 gsf. Both buildings would be 11 stories (160 feet tall at building rooftop); 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 tall) tower (with smaller floorplate than the podium) above. These buildings could serve a variety of office and/or research and development uses, with retail uses on the lower floor(s).

Additional retail uses would front on South Street and Terry A. Francois Boulevard, including an approximately 32,000 gsf 3-story, 41-foot high “food hall” located at the corner of Terry A. Francois Boulevard and South Street. An approximately 11,550 gsf 2-story, 38-foot high “gatehouse” building would be located mid-point along Third Street and would provide retail uses and house elevators/escalators connecting to parking facilities on lower floors.

Approximately 3.2 acres of open space would be designed within the site, including a proposed Third Street Plaza (elevated at approximately 8 to 12 feet above Third Street) on the west side of the project site between the event center and Third Street, and a proposed ground-level Southeast Plaza in the southeastern corner of the site.

Three levels of enclosed onsite parking (two below grade: Lower Parking Levels 1 and 2, and one at street level: Upper Parking Level) would be located below the office and retail buildings

and plaza areas. A total of 950 vehicle parking spaces are proposed on-site, including spaces for Fuel Efficient Vehicles (“FEV”) and carpool vehicles. The Project also includes use of 132 existing off-site parking spaces in the 450 South Street parking garage, primarily accessed from South Street directly north of the project site, to provide additional parking to serve the Project employees. The Project would also have 30 commercial loading spaces serving the Project uses, including 13 on-site below grade loading spaces and 17 on-street commercial loading spaces provided on South Street (8 spaces), Terry A. Francois Boulevard south of South Street (8 spaces), and 16th Street (1 space).

1. Muni UCSF/Mission Bay Station Variant

The Project incorporates the Muni UCSF/Mission Bay Station Variant, which is a minor variation of the Project in which, rather than extending the northbound platform only, 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 platform to accommodate both northbound and southbound light rail service passengers. 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. The platform would be approximately 320 feet long by 17 feet wide (the existing side platforms are about 160 feet long by 9 feet wide) and would allow for two two-car light rail trains to simultaneously board or alight passengers along the platform.

2. Third Street Plaza Variant

The Third Street Plaza variant is a minor variation of the Project. Under this variant, the area of the proposed Third Street Plaza would be modified to be consistent with the design standards of the UCSF view easement on the project site. Consequently, the “gatehouse” building, located mid-block along Third Street under the Project, would be relocated and the elevated main plaza would be replaced with an at-grade “event space” with no above-grade structural development. As a result, the variant would not require approval by UCSF for termination of their view easement that extends east from Third Street onto the project site. This variant may be implemented at the election of the developer. The Project impacts and mitigation discussed below would not be affected by this election.

B. Project Area

1. Mission Bay

The approximate 300-acre Mission Bay Redevelopment Plan Area is located along San Francisco's central Bay waterfront, straddling Mission Creek Channel. In general, the Plan Area is bounded by Townsend Street to the north, Interstate 280 and Seventh Street to the west, Mariposa Street to the south, and San Francisco Bay to the east.

Before 1998, Mission Bay was characterized by low-intensity industrial development and vacant land. Since adoption of the North and South Plans in 1998, Mission Bay has undergone redevelopment into a mixture of residential, commercial (light industrial, research and development, labs and offices), retail, and educational/institutional uses and open space. As of 2014, 4,067 housing units (including 822 affordable units) of the planned 6,400 housing units within Mission Bay (roughly 64 percent) were complete, with another 900 (including 150 affordable units) under construction. Regarding office and laboratory space, approximately 1.7 million square feet of the 4.4 million square feet in the Mission Bay Plan Area (approximately 39 percent) was complete.

Approximately 82 percent of the previously-approved 2.65 million-square-foot UCSF North Campus has been developed, including six research buildings, an academic/office building, a campus community center, and a university housing development. The first phase of the UCSF Mission Bay Medical Center opened in early 2015. In addition, in November 2014, UCSF approved the Final UCSF 2014 Long Range Development Plan, which provides for additional planned development on the UCSF campus at Mission Bay through 2035. The City's new Public Safety Building at Third and Mission Rock Streets also became operational in April 2015. More than 15 acres of new non-UCSF parks and open space within Mission Bay have also been completed.

2. Project Site

No buildings are currently located on the site. Portions of the site are unutilized, including a depressed area (measuring approximately 320 feet by 280 feet) created by an excavation and backfill associated with a prior environmental cleanup on the site. Other portions of the site are currently used for surface parking. Specifically, paved surface metered parking facilities are located in the west and north portions of the site. The existing surface parking facilities are accessed from 16th Street and South Street and include a total of 605 parking spaces. Chain link fencing is installed on the perimeter of the project site.

3. Surrounding Uses

The UCSF Mission Bay campus is located west, northwest, southwest, and partially south of the project site. Fronting on Third Street directly west of the project site is an eight-story UCSF parking structure ("Third Street Garage"), and the UCSF Global Health and Clinical Sciences Building ("Mission Hall"). To the northwest of the project site fronting along Third Street is UCSF Hearst Tower, a 14-story building containing student housing; and to the north of that is the UCSF Helen Diller Family Cancer Research building. To the southwest of the project site fronting along Third Street is a complex containing the UCSF Energy Center, Betty Irene Moore Women's Hospital, Bakar Cancer Hospital, and Benioff Children's Hospital, which opened in February 2015. The UCSF Benioff Children's Hospital helipad, located atop the roof of the UCSF Ron Conway Gateway Medical Building at 1825 4th Street, also began operating in

February 2015. Directly south of the project site across 16th Street, between Third Street and Illinois Street, is a vacant lot recently acquired by UCSF (Blocks 33 and 34), which is planned for office space and possible outpatient clinical use development starting in 2016.

Directly south of the project site across 16th Street, between Illinois Street and Terry A. Francois Boulevard, is a recently-constructed six-story office building (409 Illinois Street) housing FibroGen Life Science and other biotech/high tech companies, and south of that is another recently-constructed six-story office building (499 Illinois Street) with biotech and UCSF clinical uses.

Directly north of the project site across and fronting on South Street are (from west to east) a vacant lot (recently acquired by Uber Technologies and Alexandria Real Estate Equities) and planned for development of office space, a six-story parking garage (450 South Street), and a six-story office building housing the Old Navy corporate headquarters.

Immediately east of the project site and west of Terry A. Francois Boulevard are City-owned parcels containing covered stockpiled materials. The planned Bayfront Park is located on Mission Bay Plan parcels P21 through P24, located northeast, east, and partially south of the project site. The north portion of the park (P21, located east of Terry A. Francois Boulevard, between Mission Bay Boulevard South and just south of Pierpoint Lane) is complete, and includes a landscaped parking lot and boat launch. The currently undeveloped central portion of the Bayfront Park is located east of the project site across Terry A. Francois Boulevard (on P22, from just south of Pierpoint Lane to just south of 16th Street). This portion of the park presently includes a paved trail (which constitutes a segment of the Bay Trail), surface parking lot, and unimproved open space. Construction of the south portion of Bayfront Park (on P23 and P24), located west of Terry A. Francois Boulevard between 16th Street and Mariposa Street, is currently underway in 2015 and scheduled for completion in 2016.

C. Project Objectives

Consistent with Section 103 of the Mission Bay South Redevelopment Plan and as presented in the *Mission Bay Final Subsequent Environmental Impact Report* (“Mission Bay FSEIR”), certified in September 1998, the primary objectives of the Mission Bay Redevelopment Plan are:

- Eliminating blighting influences and the correction of environmental deficiencies in the Project Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities, and utilities.
- Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco, which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can

accommodate the 2,650,000-gross sq. ft. program analyzed in the UCSF 1996 Long Range Development Plan (“LRDP”).

- Assembling of land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Project Area.
- Replanning, redesigning, and developing of undeveloped and underdeveloped areas which are improperly utilized.
- Providing flexibility in the development of the Project Area to respond readily and appropriately to market conditions.
- Providing opportunities for participation by owners in the redevelopment of their properties.
- Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through the installation of needed site improvements and expansion and improvement of the housing supply by the construction of approximately 6,090 market-rate units, including 1,700 units of very low-, low- and moderate-income housing.
- Strengthening the economic base of the Project Area and the community by strengthening retail and other commercial functions in the Project Area through the addition of approximately 1.5 million gross sq. ft. of retail space, a major hotel, and about 5,557,000 gross sq. ft. of mixed office, research and development, and light manufacturing uses.
- Facilitating emerging commercial-industrial sectors, including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, biotechnical research, telecommunications, business service, multi-media services, and related light industrial through improvement of transportation access to commercial and industrial areas, improvement of safety within the Project Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
- Facilitating public transit opportunities to and within the Project Area to the extent feasible.
- Providing land in an amount of approximately 47 acres for a variety of open spaces.
- Achieving the objectives described above in the most expeditious manner feasible.

Consistent with the overall objectives of the Mission Bay Redevelopment Plan, GSW’s objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are to:

- Construct a state-of-the-art multi-purpose event center in San Francisco that meets National Basketball Association (NBA) requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events

ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

- Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.
- Develop a project that meets high-quality urban design and high-level sustainability standards.
- Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.
- Provide adequate parking and vehicular access that meets NBA and project sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.
- Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.
- Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900),¹ as amended.

D. Environmental Review

1. Preparation of the FSEIR

As noted above, the EIR prepared for the Project is a Subsequent EIR ("SEIR"), tiered from the certified *Mission Bay Final Subsequent Environmental Impact Report* ("Mission Bay FSEIR"), which provided programmatic environmental review of the overall Mission Bay Redevelopment Plan (consisting of the Mission Bay North Redevelopment Plan and Mission Bay South Redevelopment Plan). The Mission Bay FSEIR evaluated the potential environmental effects of the overall development of the approximately 300-acre Mission Bay Plan Area.

¹ AB 900, effective January 1, 2012, provides streamlining benefits under CEQA for privately-financed projects located on an infill site that has been determined to generate thousands of jobs and include state-of-the-art pollution reductions.

The Project at Blocks 29-32 is a subsequent activity allowed under, and consistent with, the Mission Bay South Redevelopment Plan. Consistent with the major redevelopment objectives in the Mission Bay South Redevelopment Plan, the Project would further diversify the economic base of the Mission Bay South Redevelopment Plan Area and add retail and entertainment amenities to the area. The Project would also provide Mission Bay employees and residents with additional opportunities to engage in recreational activities near their homes and jobs. The Project also promotes the Plan Bay Area's objective to create "neighborhoods where transit, jobs, schools, services and recreation are conveniently located near people's homes." (See Association of Bay Area Governments ("ABAG") / Metropolitan Transportation Commission ("MTC") Plan Bay Area, p. 42.)

On November 19, 2014, OCII, as lead agency responsible for administering the environmental review for private projects in the Mission Bay North and South Redevelopment Plan Area of San Francisco, issued a Notice of Preparation ("NOP") to notify and inform agencies and interested parties about the Project and to initiate the CEQA environmental review process for the Project. The NOP included an Initial Study, which described and analyzed environmental resource areas that would not be significantly affected by the Project and included mitigation measures to reduce certain impacts to less than significant levels. The Initial Study determined that the following topics were adequately analyzed in the Mission Bay FSEIR such that the Project would have no new significant impacts or no substantially more severe impacts previously found significant on these resources: Land Use; Population and Housing; Cultural and Paleontological Resources; Recreation; Air Quality (odors); Utilities and Services Systems (water supply and solid waste); Public Services (schools, parks, and other services); Biological Resources; Geology and Soils; Hydrology and Water Quality (groundwater, drainage, flooding, and inundation); Hazards and Hazardous Materials; Mineral and Energy Resources; and Agricultural and Forest Resources. As discussed further in the Initial Study and the RTC in the FSEIR, the Project as mitigated in the Initial Study will result in a less than significant impacts with respect to each of the above-listed topics.

During a 30-day public scoping period that ended on December 19, 2014, OCII accepted comments from agencies and interested parties identifying environmental issues that should be addressed in the SEIR. In addition, a public scoping meeting was held on December 9, 2014, to receive oral comments on the scope of the SEIR. OCII has considered the comments made by the public and agencies in preparing the SEIR on the Project.

The GSW DSEIR for the Project was published on June 5, 2015, and circulated to local, state, and federal agencies and to interested organizations and individuals for review from June 5, 2015, through July 27, 2015, for a total public comment period of 52 days. Paper copies of the GSW DSEIR were made available for public review at the following locations: (1) OCII, at 1 South Van Ness Avenue 5th Floor, San Francisco, California; (2) San Francisco Planning Department, 1660 Mission Street, 1st Floor, Planning Information Counter, San Francisco, California; (3) San Francisco Main Library, 100 Larkin Street, San Francisco, California; and

(4) San Francisco Library, Mission Bay Branch, 960 4th Street, San Francisco, California.² On June 5, 2015, the Planning Department also distributed notices of availability of the GSW DSEIR, published notification of its availability in a newspaper of general circulation in San Francisco, and posted notices at the project site.

During the public review period, OCII conducted a public hearing to receive oral comments on the GSW DSEIR. The public hearing was held before the OCII Commission on June 30, 2015, at San Francisco City Hall. A court reporter present at the public hearing transcribed the oral comments verbatim and prepared a written transcript. During the GSW DSEIR public review period, OCII received comments from approximately nine public agencies, 11 non-governmental organizations, and 155 individuals. See Chapter 11 of the FSEIR for a complete list of persons commenting on the GSW DSEIR.

The GSW DSEIR addressed environmental resource areas upon which the Project could result in potentially significant, physical environmental impacts as well as identified and analyzed alternatives to the Project. Specifically, the GSW DSEIR analyzed impacts to the following resources: Transportation and Circulation; Noise and Vibration; Air Quality; Greenhouse Gas Emissions; Wind and Shadow; Utilities and Service Systems (wastewater and stormwater); Public Services (police and fire services); and Hydrology and Water Quality (wastewater, stormwater, and flood hazards).

On October 23, 2015, OCII published the FSEIR, consisting of the GSW DSEIR, the comments received during the review period, any additional information that became available after the publication of the GSW DSEIR, and the RTC in fulfillment of requirements of CEQA and consistent with CEQA Guidelines Section 15132.

2. CEQA Streamlining

In addition to tiering from the Mission Bay FSEIR and focusing the environmental analysis on potentially significant impacts of the Project as identified in the Initial Study (see, e.g., GSW DSEIR, pp. 2-2 to 2-8; RTC, pp. 13.3-22 to 13.3-31), the GSW SEIR utilizes CEQA streamlining provisions set forth in Public Resources Code section 21099.

Public Resources Code Section 21099(d), effective January 1, 2014, provides that, “aesthetics and parking impacts of a [1] residential, mixed- use residential, or employment center project on an [2] infill site [3] located within a transit priority area shall not be considered significant impacts on the environment.” The Project meets all three of the criteria set forth in Public

² Electronic copies of the GSW SEIR and the administrative record could be accessed through the internet on the OCII website, Mission Bay webpage starting on June 5, 2015 at the following address: <http://www.sfocii.org/index.aspx?page=61>, and on the Planning Department website, Environmental Impacts and Negative Declarations webpage at the following address: <http://www.sf-planning.org/index.aspx?page=1828>.

Resources Code Section 21099(d). The Project qualifies as an employment center project because the project site is designated Commercial Industrial / Retail within the Mission Bay South Redevelopment Plan and the Project includes a floor area ratio that exceeds 0.75. (Pub. Resources Code, § 21099, subd. (a)(1).) The project site constitutes an infill site because, among other reasons, the site is located in an urban area within the City of San Francisco and was previously developed with industrial and commercial uses. (Pub. Resources Code, § 21099, subd. (a)(2).) Finally, the Project is located within a transit priority area because, among other reasons, the project site is located within one-half mile of several transit routes, including San Francisco Municipal Transportation Agency (SFMTA) Muni Metro stops connecting two or more major bus routes with a frequency of service interval of 15 minutes or less during the morning and afternoon peak commute periods. (Pub. Resources Code, §§ 21064.3, 21099, subd. (a)(7).) Thus, CEQA does not require the GSW SEIR to consider either aesthetics or the adequacy of parking in determining the significance of Project impacts.

Public Resources Code Section 21099(d) states that a Lead Agency maintains the authority to consider aesthetic impacts pursuant to local design review ordinances or other discretionary powers. Consistent with OCII's normal procedures, the design review process considers relevant design and aesthetic issues. Furthermore, for informational purposes, Chapter 3 of the GSW DSEIR, Project Description, includes graphic depictions of the Project and Chapter 5, Section 5.2, of the GSW DSEIR, Transportation and Circulation, presents a parking demand analysis and considers any secondary physical impacts associated with constrained supply (e.g., queuing by drivers waiting for scarce onsite parking spaces that affects the public right-of-way) as applicable in the transportation analysis.

3. Recirculation

Under section 15088.5 of the CEQA Guidelines, recirculation of an EIR is required when “significant new information” is added to the EIR after public notice is given of the availability of the Draft EIR for public review but prior to certification of the Final EIR. The term “information” can include changes in the project or environmental setting, as well as additional data or other information. New information added to an EIR is not “significant” unless the EIR is changed in a way that deprives the public of a meaningful opportunity to comment upon a substantial adverse environmental effect of the project or a feasible way to mitigate or avoid such an effect (including a feasible project alternative) that the project’s proponents have declined to implement. “Significant new information” requiring recirculation includes, for example, a disclosure showing that:

- (1) A new significant environmental impact would result from the project or from a new mitigation measure proposed to be implemented.
- (2) A substantial increase in the severity of an environmental impact would result unless mitigation measures are adopted that reduce the impact to a level of insignificance.

(3) A feasible project alternative or mitigation measure considerably different from others previously analyzed would clearly lessen the significant environmental impacts of the project, but the project's proponents decline to adopt it.

(4) The DEIR was so fundamentally and basically inadequate and conclusory in nature that meaningful public review and comment were precluded.

(CEQA Guidelines, § 15088.5, subd. (a).)

Recirculation is not required where the new information added to the EIR merely clarifies or amplifies or makes insignificant modifications in an adequate EIR. The above standard is “not intend[ed] to promote endless rounds of revision and recirculation of EIRs.” (*Laurel Heights Improvement Assn. v. Regents of the Univ. of Cal.* (1993) 6 Cal.4th 1112, 1132 (*Laurel Heights*)). “Recirculation was intended to be an exception, rather than the general rule.” (*Ibid.*)

OCII recognizes that minor changes have been made to the Project and additional evidence has been developed after publication of the GSW DSEIR. Specifically, as discussed in the RTC, after publication of the GSW DSEIR, the Project Sponsor proposed Project refinements that are described in Chapter 12 of the FSEIR. The Project refinements constitute minor Project changes (generator relocation, project design to reduce wind hazards, transportation improvements, revised construction tower crane plan, modification of certain construction techniques, and modification of sources of electricity during construction). As described in the FSEIR, these refinements would result in either no changes to the impact conclusions or a reduction in the severity of the impact presented in the GSW DSEIR.

Chapter 12 of the FSEIR also includes an additional Project variant. Like the Project refinements, the variant constitutes a minor change to the Project. The variant would generally have the same impacts as those identified for the Project in the GSW DSEIR and all impact significance determinations would be the same.

Finally, the FSEIR includes supplemental data and information that was developed after publication of the GSW DSEIR to further support the information presented in the GSW DSEIR. None of this supplemental information affects the conclusions or results in substantive changes to the information presented in the GSW DSEIR or to the significance of impacts as disclosed in the GSW DSEIR. The OCII Commission finds that none of the changes and revisions in the FSEIR substantially affects the analysis or conclusions presented in the GSW DSEIR; therefore, recirculation of the GSW DSEIR for additional public comments is not required.

CEQA case law emphasizes that “[t]he CEQA reporting process is not designed to freeze the ultimate proposal in the precise mold of the initial project; indeed, new and unforeseen insights may emerge during investigation, evoking revision of the original proposal.” (*Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 736-737; see also *River Valley Preservation Project v. Metropolitan Transit Development Bd.* (1995) 37 Cal.App.4th 154, 168, fn. 11.) “CEQA compels an interactive process of assessment of environmental impacts and responsive project modification which must be genuine. It must be open to the public, premised upon a full and meaningful disclosure of the scope, purposes, and effect of a consistently described project, with flexibility to respond to unforeseen insights that emerge from the process.’ [Citation.] In short, a project must be open for public discussion and subject to agency modification during the CEQA process.” (*Concerned Citizens of Costa Mesa, Inc. v. 33rd Dist. Agricultural Assn.* (1986) 42 Cal.3d 929, 936.) Similarly, additional studies included in a Final EIR that result in minor modifications or additions to analysis concerning significant impacts disclosed in a Draft EIR does not constitute “significant new information” requiring recirculation of an EIR. (See *Mount Shasta Bioregional Ecology Center v. County of Siskiyou* (2012) 210 Cal.App.4th 184, 221 [incorporation of technical studies in a Final EIR disclosing additional locations affected by a significant noise impact identified in the Draft EIR did not require recirculation].) Here, the changes made to the Project and the additional evidence relied on in the FSEIR are exactly the kind of information and revisions that the case law recognizes as legitimate and proper and does not trigger the need to recirculate the GSW DSEIR. In fact, OCII requested many of the Project refinements and the performance of additional analysis based on comments received from the Mission Bay Citizens Advisory Committee, the UCSF Chancellor’s Office, neighborhood organizations in the vicinity of the Event Center, and other community stakeholders.

E. AB 900

The Project Sponsor applied to the Governor of California for certification of the Project as a leadership project under AB 900, and the application was subject to public review from March 2, 2015, through April 1, 2015. On March 21, 2015, the California Air Resources Board (CARB) issued Executive Order G-15-022, determining that the Project would not result in any net additional greenhouse gases (GHGs) for purposes of certification under AB 900. On April 30, 2015, Governor Edmund G. Brown Jr. certified the Project as an eligible project under AB 900, and the Governor’s Office of Planning and Research (OPR) forwarded the Governor’s determination to the Joint Legislative Budget Committee. OPR prepared an independent evaluation of the transportation efficiency analysis. On May 22, 2015, the State Legislative Analyst’s Office indicated that the Project aligns with the intent of AB 900, and recommended to the Joint Legislative Budget Committee that it concur with the Governor’s determination. On May 27, 2015, the Joint Legislative Budget Committee concurred with the Governor’s determination that the Project is an eligible project under AB 900.

The process of certifying a project as an environmental leadership project pursuant to AB 900, including quantification of GHG emissions, is a separate process from the preparation of an EIR under CEQA, with separate and distinct review and approval requirements. The Governor's findings and certification of the Project as an environmental leadership development project are final and are not subject to judicial review. (Pub. Resources Code, § 21184, subd. (b)(1).) Because the Project is an environmental leadership development project, OCII has complied with procedures set forth in Public Resources sections 21186 and 21187 as part of the administrative review process for the Project. In the event of litigation challenging approval of the Project by the OCII Commission (or by the Board of Supervisors after an administrative appeal), the environmental leadership development project is subject to Rules of Court specifically designed to ensure the actions or proceedings challenging the adequacy of an EIR adopted for an environmental leadership development project or the granting of project approvals for such a project, including any potential appeals therefrom, are resolved, within 270 days of certification of the record of proceedings. (Pub. Resources Code, § 21185.) The same is true of any state court litigation over any other project approvals needed by other state, regional, or local agencies for the Project. (*Id.*)

F. Consistency with the Mission Bay South Redevelopment Plan

The Mission Bay South Redevelopment Plan designates land uses for specific parcels within the Plan Area. Proposed land uses to be permitted for Blocks 29-32 are designated as Commercial Industrial/Retail, and the plan provides for either principal or secondary uses at this site. Primary uses are permitted in accordance with the Plan's provisions, and secondary uses are permitted, provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan. As the GSW DSEIR explains on page 4-2, "[o]n September 17, 1998, by Resolution No. 14702, the Planning Commission determined that the Mission Bay South Redevelopment Plan provides for a type, intensity, and location of development that is consistent with the overall goals, objectives, and policies of the General Plan. Therefore, the project's consistency with the Mission Bay South Redevelopment Plan ... would ensure that the project would not obviously or substantially conflict with General Plan goals, policies, or objectives."

A project is consistent with a general plan "if, considering all its aspects, it will further the objectives and policies of the general plan and not obstruct their attainment." (*Corona-Norco Unified School Dist. v. City of Corona* (1993) 17 Cal.App.4th 985, 994.) A 100% match with each policy is not required. (*Clover Valley Foundation v. City of Rocklin* (2011) 197 Cal.App.4th 200, 238.) Rather, a lead agency must consider whether a project is "compatible with 'the objectives, policies, general land uses and programs specified in the general plan.'" (*Ibid.*) A project will only be considered inconsistent if it "conflicts with a general plan policy that is fundamental, mandatory, and clear." (*Endangered Habitats League, Inc. v. County of Orange* (2005) 131 Cal.App.4th 777, 782.)

The Mission Bay South Redevelopment Plan identifies the following principal uses under the Commercial Industrial/Retail land use designation applicable to Blocks 29-32: manufacturing; institutions; retail sales and services; arts activities; art spaces; office use; home and business services; animal care; wholesaling; automotive; and other uses (e.g., greenhouse, nursery, open recreation and activity areas, parking and certain telecommunications-related facilities). The following secondary uses are also identified: institutions, assembly and entertainment, and other uses (including public structures or uses of a nonindustrial character).

Additionally, the Mission Bay South Redevelopment Plan describes general controls and limitations for development, and sets limits on leasable square footages of various uses within defined zones within the Plan Area, including the project site. The Plan sets a maximum floor area ratio of 2.9 to 1 for the commercial industrial/ retail uses at the project site, and the maximum building height within the entire Plan Area is 160 feet. The plan further indicates that within the limits, restrictions, and controls established in the plan, OCII is authorized to establish height limits of buildings, land coverage, density, setback requirements, design and sign criteria, traffic circulation and access standards and other development and design controls in the Design for Development.

The OCII Commission finds that the Project does not conflict with any land use plans or policies that provide guidance for development proposed within the region, including the Mission Bay South Redevelopment Plan, the San Francisco General Plan, San Francisco Planning Code, Plan Bay Area, the 2010 Clean Air Plan, San Francisco Bay Plan, and the San Francisco Basin Plan.

G. Approval Actions

The OCII Commission, as the lead agency under CEQA for the Project, is responsible for certifying the FSEIR. Thereafter, local agencies and possibly one state agency will rely on the FSEIR for the approval actions listed below and in doing so will adopt CEQA findings, including a statement of overriding considerations and a mitigation monitoring and reporting program. With the exception of OCII and the OCII Commission, which together make up the Lead Agency, all other agencies approving the Project, including the City and County of San Francisco and its departments and commissions, will be acting as Responsible Agencies.³

The following approvals or permits are required for the Project to be implemented:

³ By Resolution 33-2015, to increase public participation in the CEQA process, the OCII Commission voluntarily requested that the Board of Supervisors consider any appeal filed of the OCII's certification of the GSW FSEIR. If such an appeal were filed, the Board would affirm or reverse that certification. If reversed, the Board would adopt findings and remand the FSEIR to the OCII for further action consistent with its findings. However, consistent with Ordinance No. 215-12, by which the Board of Supervisors, acting as the Successor Agency to the former San Francisco Redevelopment Agency, delegated final land use decisionmaking authority over the project area to the OCII Commission, the Board of Supervisors has no decision-making authority over the project except in its capacity as a responsible agency under CEQA.

- Approval by the OCII Executive Director of secondary use findings of consistency for the proposed event center
- Approval by the OCII Commission of a new Major Phase for Blocks 29-32, and related conditions of approval
- Approval by the OCII Commission of Combined Basic Concept and Schematic Designs (Schematic Designs) for the Project
- Approval by the OCII Commission (and any other City Departments as required under the Mission Bay South Plan, OPA, Interagency Corporation Agreement, and associated documents) of: amendments to the Mission Bay South Design for Development, and modifications to the Mission Bay South Signage Master Plan and Mission Bay South Streetscape Plan, and conditions of approval.
- Approval by Mayor, Department of Public Works Executive Director, and OCII Executive Director of any non-material changes to Mission Bay South Infrastructure Plan
- Entertainment Commission approval of applicable entertainment permits, including, but not limited to, a Place of Entertainment permit
- Planning Commission approval of office building Schematic Designs related to Proposition M allocation
- Port of San Francisco staff approval of changes to waterfront infrastructure, including roadway striping
- San Francisco MTA/Department of Public Works approval for reconfiguration of adjacent streets
- San Francisco Department of Public Works and Board of Supervisors approval of subdivision maps, including street vacations, acceptance of public improvements and right-of-way dedications, and encroachment permits to the extent required
- Termination or relocation of existing City-reserved easements by applicable City departments, including the San Francisco Public Utilities Commission, to the extent required
- San Francisco Department of Building Inspection approval of a building/site permit, and related approvals from other City departments including the San Francisco Public Utilities Commission (SFPUC) for utility connections
- Approval from the University of California (UCSF) to terminate and/or modify a view easement extending 100 feet within the project site along the Campus Way axis or consent to implementation of the Project if it encroaches into the view easement area (not required under the Third Street Plaza Project Variant)

H. Contents and Location of Record

The record upon which all findings and determinations related to the Project consists of those items listed in Public Resources Code section 21167.6, subdivision (e), including but not limited to the following documents, which are incorporated by reference and made part of the record supporting these findings:

- The NOP and all other public notices issued by OCII in conjunction with the Project.
- The GSW DSEIR and all documents referenced in or relied upon by the FSEIR. (The references in these findings to the FSEIR include the GSW DSEIR, the RTC, and the Initial Study.)
- The MMRP for the Project.
- All findings and resolutions adopted by OCII in connection with the Project, and all documents cited or referred to therein.
- All information including written evidence and testimony provided by City and OCII staff to the OCII Commission relating to the SEIR, the Project, and the alternatives set forth in the GSW SEIR or these CEQA findings.
- All information provided by the public, including the proceedings of the public hearings on the adequacy of the GSW DSEIR and the transcripts of the hearings, including the OCII Commission hearing on June 30, 2015, and written correspondence received by OCII staff during the public comment period of the GSW DSEIR.
- All information and documents included on the website prepared for the Project pursuant AB 900, which are available at the following link: <http://www.gsweventcenter.com/>

The OCII Commission has relied on all of the documents listed above in reaching its decision on the Project, even if not every document was formally presented to the Commission. Without exception, any documents set forth above not found in the Project files fall into one of two categories. In the first category, many of the documents reflect prior planning or legislative decisions of which the OCII Commission was familiar with when approving the Project. (See *City of Santa Cruz v. Local Agency Formation Com.* (1978) 76 Cal.App.3d 381, 391-392; *Dominey v. Dept. of Personnel Admin.* (1988) 205 Cal.App.3d 729, 738, fn. 6.) In the second category, documents that influenced the expert advice provided to OCII staff or consultants, who then provided advice to the OCII Commission as final decisionmakers, form part of the underlying factual basis for the OCII Commission's decisions relating to approval of the Project and properly constitute part of the administrative record. (See Pub. Resources Code, § 21167.6, subd. (e)(10); *Browning-Ferris Industries v. City Council of City of San Jose* (1986) 181

Cal.App.3d 852, 866; *Stanislaus Audubon Society, Inc. v. County of Stanislaus* (1995) 33 Cal.App.4th 144, 153, 155.)

The public hearing transcript, a copy of all letters regarding the GSW DSEIR received during the public review period, the administrative record, and background documentation for the FSEIR, as well as additional materials concerning approval of the Project and adoption of these findings are contained in the Project files. Project files are available by contacting Claudia Guerra, OCII Commission Secretary, the Custodian of Records for OCII, at the Office of Community Investment and Infrastructure, 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94103. All files have been available to the OCII Commission and the public for review in considering these findings and whether to approve the Project.

I. Findings About Significant Environmental Impacts and Mitigation Measures

The following Sections – II, III and IV – set forth the OCII Commission’s findings about the FSEIR’s determinations regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the OCII Commission regarding the environmental impacts of the Project and the mitigation measures included as part of the FSEIR and adopted by the OCII Commission as part of the Project. To avoid duplication and redundancy, and because the OCII Commission agrees with, and hereby adopts, the conclusions in the FSEIR, these findings will not repeat the analysis and conclusions in the FSEIR, but instead incorporates them by reference in these findings and relies upon them as substantial evidence supporting these findings.

In making these findings, the OCII Commission has considered the opinions of staff and experts, other agencies, and members of the public. The OCII Commission finds that the determination of significance thresholds is generally a decision requiring judgment within the discretion of OCII; the significance thresholds used in the FSEIR are supported by substantial evidence in the record, including the expert opinion of the FSEIR preparers and OCII staff; and the significance thresholds used in the FSEIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project. Thus, although as a legal matter, the OCII Commission is not bound by the significance determinations in the FSEIR (see Pub. Resources Code, § 21082.2, subd. (e)), the OCII Commission finds them persuasive and hereby adopts them as its own.

These findings do not attempt to describe the full analysis of each environmental impact contained in the FSEIR. Instead, a full explanation of these environmental findings and conclusions can be found in the FSEIR, and these findings hereby incorporate by reference the discussion and analysis in the FSEIR supporting the FSEIR’s determination regarding the Project’s impacts and mitigation measures designed to address those impacts. In making these findings, the OCII Commission ratifies, adopts and incorporates in these findings, the determinations and conclusions of the FSEIR relating to environmental impacts and mitigation

measures, except to the extent any such determinations and conclusions are specifically and expressly modified by these findings.

As set forth below, the OCII Commission adopts and incorporates all of the mitigation measures within its authority and jurisdiction as lead agency, as set forth in the FSEIR and presented in the attached MMRP (**Exhibit B**), in order to substantially lessen or avoid the potentially significant and significant impacts of the Project. The MMRP will remain available for public review during the compliance period. In adopting mitigation measures from the FSEIR, the OCII Commission intends to adopt each of the mitigation measures proposed in the FSEIR for the Project for adoption by OCII. The OCII Commission also intends that the MMRP should include each and every mitigation measure included in the FSEIR, including those assigned to responsible agencies. Accordingly, in the event a mitigation measure recommended in the FSEIR has inadvertently been omitted in these findings or the MMRP, any such mitigation measure is hereby adopted and/or incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measures in the FSEIR due to a clerical error, the language of the policies and implementation measures as set forth in the FSEIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the impact and mitigation measure numbers used in the FSEIR.

In the section II, III and IV below, the same statutory findings are made for a category of environmental impacts and mitigation measures. Rather than repeat the identical finding dozens of times to address each and every significant effect and mitigation measure, the initial finding obviates the need for such repetition because in no instance is the OCII Commission rejecting the conclusions of the FSEIR or the mitigation measures recommended in the FSEIR for the Project.

II. IMPACTS FOUND TO BE LESS THAN SIGNIFICANT AND THUS REQUIRING NO MITIGATION

Under CEQA, no mitigation measures are required for impacts that are less than significant. (Pub. Resources Code, § 21002; CEQA Guidelines, §§ 15126.4, subd. (a)(3), 15091.) Based on substantial evidence in the whole record of this proceeding, the OCII Commission finds that implementation of the Project will not result in any significant impacts in the following areas and that these impact areas, therefore, do not require mitigation. In some instances, the Project would have no impact in a particular area; these instances are denoted below by "NI" for no impact.

A. Land Use and Land Use Planning

- 1. Impact LU-1, Impacts on an established community from physical division of the area.** (GSW DSEIR Appendix NOP-IS p. 29; RTC, Response LU-1; Response PP-1; Response PD-1.)

2. **Impact LU-2**, Consistency with plans, policies and regulations. (GSW DSEIR Appendix NOP-IS p. 30; RTC, Response LU-1; Response LU-2; Response PP-1; Response PD-1.)
3. **Impact LU-3**, Effects on existing land use character. (GSW DSEIR Appendix NOP-IS p. 32; RTC, Response LU-1; Response PP-1; Response PD-1.)
4. **Impact C-LU-1**, Significant cumulative impacts to land use (GSW DSEIR Appendix NOP-IS p. 34; RTC, Response LU-1; Response PD-1.)

B. Population and Housing

1. **Impact PH-1**, Effects of construction activities on population growth. (GSW DSEIR Appendix NOP-IS p. 39.)
2. **Impact PH-2**, Effects of construction on existing housing units and housing demand. (GSW DSEIR Appendix NOP-IS p. 40.)
3. **Impact PH-3**, Effects of construction on existing housing units or residents from displacement. (GSW DSEIR Appendix NOP-IS p. 40.)
4. **Impact PH-4**, Effects of operations on population growth. (GSW DSEIR Appendix NOP-IS p. 41; RTC, Response PD-4.)
5. **Impact PH-5**, Effects of operations on housing displacement or housing demand (GSW DSEIR Appendix NOP-IS p. 43.)
6. **Impact PH-6 (NI)**, Effects of operations on displacement of people (GSW DSEIR Appendix NOP-IS p. 43.)
7. **Impact C-PH-1**, Significant cumulative effects on population and housing (GSW DSEIR Appendix NOP-IS p. 43.)

C. Cultural and Paleontological Resources

1. **Impact CP-1**, Substantial adverse change to historical resources. (GSW DSEIR Appendix NOP-IS p. 47.)
2. **Impact CP-3**, Destruction of paleontological or geologic features (GSW DSEIR Appendix NOP-IS p. 55.)
3. **Impact CP-4**, Disturbance of human remains (GSW DSEIR Appendix NOP-IS p. 56.)

D. Transportation and Circulation

1. **Impact TR-1**, Construction-related ground transportation impacts (GSW DSEIR p. 5.2-111; RTC, Response TR-10; Response TR-11.)
2. **Impact TR-4**, Effects on transit demand without SF Giants game. (GSW DSEIR p. 5.2-135; RTC, Response TR-2; Response TR-5; Response TR-12.)
3. **Impact TR-7**, Effects on bicycle safety and accessibility without SF Giants game. (GSW DSEIR p. 5.2-157; RTC, Response TR-2; Response TR-7.)
4. **Impact TR-8**, Effects of loading on hazardous conditions or delays for traffic, transit, bikes or pedestrians. (GSW DSEIR p. 5.2-161; RTC, Response TR-2; Response TR-8.)
5. **Impact TR-9b**, Effects of construction lighting on UCSF helipad flight operations. (GSW DSEIR p. 5.2-266.)
6. **Impact TR-9c**, Obstruction of UCSF helipad airspace surfaces. (GSW DSEIR p. 5.2-267.)
7. **Impact TR-10**, Effects on emergency vehicle access without SF Giants game. (GSW DSEIR p. 5.2-166; RTC, Response TR-9; Response TR-11.)
8. **Impact TR-16**, Effects on bicycle safety and accessibility with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
9. **Impact TR-17**, Effects on emergency vehicle access with overlapping SF Giants evening game. (GSW DSEIR p. 5.2-189; RTC, Response TR-2.)
10. **Impact TR-23**, Effects on bicycle safety and accessibility without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-206; RTC, Response TR-2.)
11. **Impact TR-24**, Effects on loading without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-207; RTC, Response TR-2.)
12. **Impact TR-25**, Effects on emergency vehicle access without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-208; RTC, Response TR-2.)
13. **Impact C-TR-1**, Cumulative construction-related ground transportation impacts. (GSW DSEIR p. 5.2-210; RTC, Response TR-10; Response TR-11.)
14. **Impact C-TR-7**, Cumulative adverse bicycle impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)
15. **Impact C-TR-8**, Cumulative adverse loading impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

16. Impact C-TR-10, Cumulative adverse emergency vehicle access impacts. (GSW DSEIR p. 5.2-230; RTC, Response TR-2.)

E. Noise and Vibration

1. Impact NO-1, Effects of construction on ambient noise levels in the Project vicinity above levels existing without the Project. (GSW DSEIR p. 5.3-20; FSEIR, Chapter 12, Sections 12.2.3 and 12.3.2; Response NOI-2; Response NOI-3; Response NOI-4.)

2. Impact NO-2, Construction noise in excess of standards in general plan, noise ordinance of other applicable standards. (GSW DSEIR p. 5.3-24; RTC, Response NOI-2; Response NOI-4.)

3. Impact NO-3, Effects of construction on groundborne vibration levels. (GSW DSEIR p. 5.3-24; FSEIR, Chapter 12, Section 12.3.2; Response NOI-3b; Response NOI-5.)

4. Impact C-NO-3, Noise impacts of UCSF helipad operations on Project occupants (GSW DSEIR p. 5.3-44.)

F. Air Quality

1. Impact AQ 3: Toxic Air Contaminants from Construction Activities. (GSW DSEIR p. 5.4-43; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-4; Response AQ-5; Response AQ-6.)

2. Impact C-AQ-2: Contribution to Cumulative Toxic Air Contamination and Diesel Particulate Matter Emissions (GSW DSEIR 5.4-56; FSEIR, Chapter 12, Sections 12.2.1, 12.3.2; Response AQ-1; Response AQ-5.)

G. Greenhouse Gas Emissions

1. Impact C-GG-1, Effect of greenhouse gas emissions or conflict with existing greenhouse gas regulations (GSW DSEIR p. 5.5-10; RTC, Response AB-1; Response GHG-2.)

H. Wind and Shadow

1. Impact C-WS-1, Cumulative impacts of development on wind in a manner that would substantially affect off-site public areas. (GSW DSEIR p. 5.6-19; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.)

2. **Impact C-WS-2**, Cumulative shadow impacts on publically accessible open space or public areas within Mission Bay South Plan Area (GSW DSEIR p. 5.6-21; RTC, Response WS-2.)
3. **Impact C-WS-3**, Cumulative shadow impacts on publically accessible open space or public areas outside Mission Bay South Plan Area (GSW DSEIR p. 5.6-23; RTC, Response WS-2.)

I. Recreation

1. **Impact RE-1**, Effects on existing parks and recreational facilities. (GSW DSEIR Appendix NOP-IS p. 62; RTC, Response REC-1; Response REC-2.)
2. **Impact RE-2**, Project requires construction or expansion of recreational facilities. (GSW DSEIR Appendix NOP-IS p. 63; RTC, Response REC-1; Response REC-2.)
3. **Impact C-RE-1**, Cumulative recreational impacts. (GSW DSEIR Appendix NOP-IS p. 64.)

J. Utilities and Service Systems

1. **Impact UT-1**, Effects on water supply facilities or entitlements. (GSW DSEIR Appendix NOP-IS p. 66; RTC, Response UTIL-1; Response UTIL-2.)
2. **Impact UT-2**, Construction of new or expanded water treatment facilities. (GSW DSEIR Appendix NOP-IS p. 68; RTC, Response UTIL-1)
3. **Impact UT-3**, Sufficient permitted landfill capacity for Project's waste disposal needs. (GSW DSEIR Appendix NOP-IS p. 69.)
4. **Impact UT-4**, Project complies with federal, state and local statutes and regulations related to solid waste. (GSW DSEIR Appendix NOP-IS p. 71.)
5. **Impact UT-5**, Project in itself would require the construction of new, or expansion of existing, wastewater treatment facilities. (GSW DSEIR p. 5.7-11; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-6.)
6. **Impact C-UT-1**, Cumulative utilities and service system impacts (GSW DSEIR Appendix NOP-IS p. 72.)
7. **Impact C-UT-3**, Cumulative impact on demand for new stormwater drainage facilities or expansion of existing facilities (GSW DSEIR p. 5.8-18; RTC, Response UTIL-7; Response UTIL-8.)

K. Public Services

1. **Impact PS-1**, Effects of Project on need for new or altered governmental facilities for schools or other services. (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
2. **Impact PS-2**, Effects of Project construction on fire protection, emergency medical services and law enforcement. (GSW DSEIR p. 5.8-11; RTC, Response PS-1; Response PS-2.)
3. **Impact PS-3**, Effects of Project operation on fire protection or emergency medical services. (GSW DSEIR p. 5.8-12; RTC, Response PS-1; Response PS-2.)
4. **Impact PS-4**, Effects of Project operation on law enforcement. (GSW DSEIR p. 5.8-14; RTC, Response PS-1; Response PS-2.)
5. **Impact C-PS-1**, Cumulative impacts on schools or other services (GSW DSEIR Appendix NOP-IS p. 75; RTC, Response PS-3.)
6. **Impact C-PS-2**, Cumulative impacts on fire protection, emergency medical services and law enforcement (GSW DSEIR p. 5.8-16; RTC, Response PS-1; Response PS-2.)

L. Biological Resources

1. **Impact BI-1**, Effects of Project on special status species. (GSW DSEIR Appendix NOP-IS p. 77; RTC, Response BIO-1; Response BIO-2; Response BIO-3.)
2. **Impact BI-2 (NI)**, Effects of Project on riparian habitat or sensitive natural community. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-4.)
3. **Impact BI-3**, Effects of Project on wetlands or navigable waters. (GSW DSEIR Appendix NOP-IS p. 79; RTC, Response BIO-1; Response BIO-2; Response BIO-5.)
4. **Impact BI-5**, Project complies with local policies or ordinances protecting biological resources (GSW DSEIR Appendix NOP-IS p. 83.)
5. **Impact C-BI-1**, Cumulative impacts on biological resources (GSW DSEIR Appendix NOP-IS p. 84; RTC, Response BIO-1; Response BIO-2; Response BIO-3; Response BIO-4; Response BIO-5; Response BIO-6.)

M. Geology and Soils

1. **Impact GE-1**, Exposure of people to rupture of earthquake fault, seismic groundshaking, ground failure or landslides. (GSW DSEIR Appendix NOP-IS p. 86; RTC, Response GEO-1; Response GEO-2; Response GEO-3; Response GEO-4.)

2. **Impact GE-2**, Erosion or loss of top soil. (GSW DSEIR Appendix NOP-IS p. 87.)
3. **Impact GE-3**, Location of Project on unstable soils, or creation of unstable soils by Project. (GSW DSEIR Appendix NOP-IS p. 88; RTC, Response GEO-5.)
4. **Impact GE-4**, Location of Project on expansive or problematic soils. (GSW DSEIR Appendix NOP-IS p. 91; RTC, Response GEO-6.)
5. **Impact GE-5**, Effect of Project on topography or unique geologic features (GSW DSEIR Appendix NOP-IS p. 92.)
6. **Impact C-GE-1**, Cumulative impacts related to geologic hazards (GSW DSEIR Appendix NOP-IS p. 92.)

N. Hydrology and Water Quality

1. **Impact HY-1**, Violation of water quality standards or degradation of water quality from construction-related activities (GSW DSEIR Appendix NOP-IS p. 99; RTC, Response HYD-2.)
2. **Impact HY-1a**, Violation of water quality standards or degradation of water quality from construction-related dewatering. (GSW DSEIR p. 5.9-31; RTC, Response HYD-1.)
3. **Impact HY-2**, Effects of Project operation on groundwater supplies and groundwater recharge. (GSW DSEIR Appendix NOP-IS p. 101.)
4. **Impact HY-3**, Effects of Project on existing drainage patterns and rates and amounts of surface runoff. (GSW DSEIR Appendix NOP-IS p. 102.)
5. **Impact HY-4**, Effects of Project on flood risk exposure and flood flows. (GSW DSEIR Appendix NOP-IS p. 102; RTC, Response HYD-6.)
6. **Impact HY-5**, Effects of Project on exposure to seiche or tsunami inundation. (GSW DSEIR Appendix NOP-IS p. 103; RTC, Response HYD-8.)
7. **Impact HY-7**, Effect of Project on exposure to flooding. (GSW DSEIR p. 5.9-41; RTC, Response HYD-6; Response HYD-7.)
8. **Impact C-HY-1**, Cumulative effects on hydrology and water. (GSW DSEIR Appendix NOP-IS p. 105; RTC, Response HYD-1; Response HYD-6; Response HYD-7; Response HYD-8.)
9. **Impact C-HY-2**, Cumulative impacts on compliance with National Pollutant Discharge Elimination System (“NPDES”) permit requirements, water quality standards

or waste water requirements related to changes in wastewater and stormwater discharges; on the Mission Bay separate stormwater system; or on polluted runoff. Cumulative wet weather flows would not contribute to an increase in combined sewer discharges. (GSW DSEIR p. 5.9-44; RTC, Response HYD-3; Response HYD-5.)

10. Impact C-HY-3, Cumulative impacts on flood risk (GSW DSEIR p. 5.9-48; RTC, Response HYD-6; Response HYD-7.)

O. Hazards and Hazardous Materials

1. Impact HZ-3, Effects on adopted emergency response and evacuation plans, and fire exposure risk. (GSW DSEIR Appendix NOP-IS p. 119; RTC, Response HAZ-8.)

2. Impact C-HZ-1, Cumulative impacts related to hazardous materials. (GSW DSEIR Appendix NOP-IS p. 121.)

P. Mineral and Energy Resources

1. Impact ME-1, Project utilization of large amounts of fuel, water or energy (GSW DSEIR Appendix NOP-IS p. 123; FSEIR, Chapter 12, Section 12.3.2; Response EN-1; Response PD-4.)

2. Impact C-ME-1, Cumulative impacts on energy resources (GSW DSEIR Appendix NOP-IS p. 125.)

III. FINDINGS OF POTENTIALLY SIGNIFICANT IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

Public Resources Code section 21002 provides that “public agencies should not approve projects as proposed if there are feasible alternatives or feasible mitigation measures available which would substantially lessen the significant environmental effects of such projects[.]” The same statute provides that the procedures required by CEQA “are intended to assist public agencies in systematically identifying both the significant effects of projects and the feasible alternatives or feasible mitigation measures which will avoid or substantially lessen such significant effects.”

The mandate and principles announced in Public Resources Code section 21002 are implemented, in part, through the requirement that agencies must adopt findings before approving projects for which EIRs are required. For each significant environmental effect identified in an EIR for a project, the approving agency must issue a written finding reaching one or more of three permissible conclusions. (CEQA Guidelines, § 15091.) The first such finding is that changes or alterations have been required in, or incorporated into, the project which avoid or substantially lessen the significant environmental effect as identified in the final EIR. (CEQA Guidelines, § 15091, subd. (a)(1).) The second permissible finding is that such changes or alterations are within the responsibility and jurisdiction of another public agency and not the

agency making the finding, and such changes have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).) The third potential conclusion is that specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or project alternatives identified in the Final EIR. (CEQA Guidelines, § 15091, subd. (a)(3).) Public Resources Code, section 21061.1 defines “feasible” to mean “capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors.” CEQA Guidelines section 15364 adds another factor: “legal” considerations. (See also *Citizens of Goleta Valley v. Bd. of Supervisors* (1990) 52 Cal.3d 553, 565 (“*Goleta II*”).)

The concept of “feasibility” also encompasses the question of whether a particular alternative or mitigation measure promotes the underlying goals and objectives of a project. (*City of Del Mar v. City of San Diego* (1982) 133 Cal.App.3d 410, 417 (*City of Del Mar*); *Sierra Club v. County of Napa* (2004) 121 Cal.App.4th 1490, 1506-1509 [court upholds CEQA findings rejecting alternatives in reliance on applicant’s project objectives]; see also *California Native Plant Society v. City of Santa Cruz* (2009) 177 Cal.App.4th 957, 1001 (*CNPS*) [“an alternative ‘may be found infeasible on the ground it is inconsistent with the project objectives as long as the finding is supported by substantial evidence in the record’”] (quoting 1 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act* [Cont.Ed.Bar 2d ed. 2009], § 17.30, p. 825); *In re Bay-Delta Programmatic Environmental Impact Report Coordinated Proceedings* (2008) 43 Cal.4th 1143, 1165, 1166 [“[i]n the CALFED program, feasibility is strongly linked to achievement of each of the primary program objectives”; “a lead agency may structure its EIR alternative analysis around a reasonable definition of underlying purpose and need not study alternatives that cannot achieve that basic goal”].) Moreover, “‘feasibility’ under CEQA encompasses ‘desirability’ to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.” (*City of Del Mar, supra*, 133 Cal.App.3d at p. 417; see also *CNPS, supra*, 177 Cal.App.4th at p. 1001 [“an alternative that ‘is impractical or undesirable from a policy standpoint’ may be rejected as infeasible”] [quoting 2 Kostka & Zischke, *Practice Under the Cal. Environmental Quality Act, supra*, § 17.29, p. 824]; *San Diego Citizenry Group v. County of San Diego* (2013) 219 Cal.App.4th 1, 17.)

The findings in this Section III and Section IIIA and in Section IV and Section IVA concern mitigation measures set forth in the FSEIR. These findings discuss mitigation measures as proposed in the FSEIR and as recommended for adoption by the OCII Commission. The full explanation of the potentially significant environmental impacts is set forth in the GSW DSEIR (including the Initial Study which OCII made part of the GSW DSEIR through its inclusion in GSW DSEIR Volume 3 – Appendix NOP-IS) and in some cases is further explained in the RTC. As indicated in the MMRP, in most cases, mitigation measures will be implemented by OCII or the Project Sponsor. In these cases, implementation of mitigation measures will be made

conditions of project approval. For each of these mitigation measures and the impacts they address, the OCII Commission finds that changes or alterations have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the GSW FSEIR. (CEQA Guidelines, § 15091, subd. (a)(1).)

In the case of all other mitigation measures, an agency other than OCII (either another City agency or a non-City agency) will have responsibility for implementation or assisting in the implementation or monitoring of mitigation measures. This is because certain mitigation measures are partly or wholly within the responsibility and jurisdiction of another public agency (other than OCII). In such instances, the entity that will be responsible for implementation is identified in the MMRP for the Project (**Exhibit B**). Generally, OCII has designated the agencies to implement mitigation measures as part of their existing permitting or program responsibilities. Based on past experience and ongoing relationships and communications with these agencies, OCII has reason to believe that they can and will implement the mitigation measures assigned to them. These agencies include, for example, the San Francisco Municipal Transportation Agency ("SFMTA"), which operates and maintains local traffic and transit systems, Port, which manages Port property, and other agencies, which will participate in mitigation measure implementation through their normal program operations, such as the Ballpark/Mission Bay Transportation Coordinating Committee. In the case of SFMTA, to the extent that mitigation measures identify new SFMTA responsibilities, SFMTA has indicated to OCII that it generally finds that it will be feasible to implement the mitigation measures.⁴

The OCII also will be assisted in monitoring implementation of mitigation measures by other agencies, as indicated in the MMRP in **Exhibit B**, such as the San Francisco Entertainment Commission, the San Francisco Department of Building Inspection ("DBI"), the San Francisco Department of Public Works ("SFPW") through their permit responsibilities, the San Francisco Public Utilities Commission ("SFPUC") through its operation of the City's combined sewer system, or the SFMTA as part of its operation and maintenance of traffic and transit systems. For each of these mitigation measures and the impacts they address, the OCII Commission finds that the changes or alterations are in whole or in part within the responsibility and jurisdiction of a public agency other than OCII and that the changes have been adopted by such other agency or can and should be adopted by such other agency. (CEQA Guidelines, § 15091, subd. (a)(2).)

The mitigation measures proposed for adoption in Sections III, IIIA, IV and IVA are the same as the mitigation measures identified in the FSEIR for the Project as proposed. The full text of all of the mitigation measures as proposed for adoption is contained in **Exhibit B**, the MMRP.

⁴ Letter from SFMTA Director of Transportation Edward D. Reiskin to Tiffany Bohee, OCII Executive Director, dated May 15, 2015 and Letter from SFMTA Director of Transportation Edward D. Reiskin to Tiffany Bohee, OCII Executive Director, dated October 20, 2015.

The OCII Commission adopts all of the mitigation measures proposed for the Project that are within the jurisdiction and control of OCII. For those mitigation measures that are the responsibility of agencies other than OCII (e.g., the City and County of San Francisco and its subsidiary agencies), the OCII Commission finds that those measures can and should be implemented by the other agencies as part of their existing permitting or program responsibilities. Based on the analysis contained in the GSW DSEIR and FSEIR, other considerations in the record, and the standards of significance, the OCII Commission finds that implementation of all of the proposed mitigation measures discussed in this Section III and Section IIIA will reduce potentially significant impacts to a less-than-significant level.

A. Cultural and Paleontological Resources

1. Impact CP-2: Adverse change in the significance of an archaeological resource. (GSW DSEIR Appendix NOP-IS p. 48; RTC, Section 13.10.2, Response CULT-1.) The Project could cause a substantial adverse change in the significance of an archaeological resource pursuant to CEQA Guidelines § 15064.5. Specifically, there is a reasonable presumption that archaeological resources may be present within the project site that could be disturbed during subsurface construction. However, the impact can be reduced to a less-than-significant level through Mitigation Measure M-CP-2a and Mitigation Measure M-CP-2b. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archaeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archaeological monitoring and/or data recovery program. If an archaeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archaeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an “ALERT” sheet to the Project prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archaeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken.

MM M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Plan

MM M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact TR-6: Pedestrian impacts without an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-147; RTC, Response, TR-2; Response TR-6.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions

without an overlapping SF Giants evening game. Overall, the Project would implement numerous improvements that would enhance pedestrian conditions and safety in the Project vicinity. The existing and proposed pedestrian facilities would be adequate to meet the pedestrian demand associated with the Project uses. The exception would be the crosswalks at the intersection of Third/South, which would operate at LOS E or LOS F conditions during the weekday evening and late evening, and Saturday evening conditions for sell-out events (i.e., the Basketball Game scenario). Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South and the Project's TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections and would mitigate pedestrian impacts to less-than-significant levels. At all other locations and Project conditions, the addition of Project-generated pedestrian trips would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

2. Impact TR-9a: Temporary obstruction of UCSF helipad airspace surfaces.

(GSW DSEIR p. 5.2-262; FSEIR, Chapter 12, Section 12.3.1; Response TR-12.)

Placement and usage of cranes during construction could temporarily obstruct helipad airspace surfaces. The GSW DSEIR determined that, based on the preliminary Project construction plan for the Project construction cranes, one of the Project construction cranes would have the potential to result in a temporary penetration of a Part 77 Transitional Surface associated with the helipad, which would be considered a potentially significant impact. After publication of the GSW DSEIR, the Project Sponsor refined its construction crane plan with the goal to further reduce potential Project effects on the UCSF helipad during construction. Based on the analysis of the refined construction crane plan, none of the proposed tower construction cranes would penetrate the Part 77 Approach or Transitional Surfaces associated with the UCSF helipad. Furthermore, adequate clearance for the construction cranes would be provided for the South Street alternate flight path. However, if the refined construction crane plan details were to change with respect to proposed tower crane size, location or other factors, then the Project would have the potential to result in greater and/or less effects. Mitigation Measure M-TR-9a, Crane Safety Plan for Project Construction, identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period to less than significant. The objective of the crane safety plan is to ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Therefore, with implementation of Mitigation Measure M-TR-9a, this impact would be less than significant with mitigation.

MM M-TR-9a: Crane Safety Plan for Project Construction

3. Impact TR-9d: Lighting impacts on UCSF helipad flight operations (GSW DSEIR p. 5.2-270; FSEIR, Chapter 12, Section 12.3.1; Response TR-12; Response TR-PD-1.) Routine and specialized exterior lighting could impact flight operations. The use of certain specialized lighting systems would have the potential to adversely affect a pilot's vision and execution of a visual night time approach or departure to/from the UCSF helipad. Lights that adversely affect the night vision of pilots and interfere with the execution of a visual nighttime approach to the helipad would endanger the pilot, passengers, and people on the ground. Therefore, the possible use of these specialized lighting systems would be considered a potentially significant impact. Mitigation Measure M TR-9d: Event Center Exterior Lighting Plan identifies feasible measures that would reduce potential impacts associated with potential specialized lighting systems to less than significant.

MM M-TR-9d: Event Center Exterior Lighting Plan

4. Impact TR-13: Local transit impacts with overlapping evening SF Giants game. (GSW DSEIR p. 5.2-183; RTC, Response TR-2; Response TR-5; Response TR-2; Response TR-5; Response TR-12.) Implementation of the Project could result in substantial increase in transit demand that could not be accommodated by adjacent Muni transit capacity with an overlapping evening SF Giants game. Overall, on days with overlapping evening events at the project site and at AT&T Park, transit demand would exceed the capacity prior to and following the events, and the Project would result in significant transit impacts. Implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events would minimize transit impacts. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project's transit impacts would be less than significant with mitigation.

MM M-TR-13: Enhanced Muni Transit Service during Overlapping Events

5. Impact TR-15: Pedestrian impacts with an overlapping SF Giants evening game. (GSW DSEIR p. 5.2-185; RTC, Response TR-2.) The Project could result in sidewalk overcrowding or potentially hazardous pedestrian conditions with an overlapping SF Giants game. Overall, on days with overlapping evening events at the project site and at AT&T Park, pedestrian conditions would become more crowded prior to and following the events; however, with the TMP transportation management

strategies and implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, the impact of the Project on pedestrians during overlapping evening events would be less than significant with mitigation.

MM M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South.

6. Impact TR-22, Pedestrian impacts without Muni Special Event Transit Service Plan (GSW DSEIR p. 5.2-203; RTC, Response TR-2). Without the implementation of the Muni Special Event Transit Service Plan, the number of attendees arriving by transit would decrease while the number of attendees arriving by automobiles would increase. Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring would ensure that the pedestrian impacts would remain the same as those identified in Impact TR-6 for pedestrian conditions without an overlapping SF Giants evening game and in Impact TR-15 for pedestrian conditions with an overlapping SF Giants evening game irrespective of whether SFMTA Parking Control Officers (“PCOs”) were available during various events, and would not result in secondary transportation impacts. With implementation of Mitigation Measure M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities, Project-generated pedestrian demand during large events would not substantially affect pedestrian flows, create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas. Therefore, without implementation of the Muni Special Event Transit Service Plan, the Project’s impact on pedestrians would be less than significant with mitigation.

MM M-TR-22: Provide Safe Pedestrian Access to Adjacent Transit and Parking Facilities and Monitoring

C. Noise and Vibration

1. Impact NO-4: Noise in excess of General Plan and Noise Ordinance standards during operations. (GSW DSEIR p. 5.3-27; FSEIR, Chapter 12, Section 12.2.1; Response NOI-2; Response PD-1.) Operation of the event center would introduce new stationary noise sources to the Project area. Operation of the Project would introduce new stationary noise sources that would be subject to the requirements of the San Francisco Noise Ordinance. These new sources include generators and mechanical equipment, as well as the potential for amplified sound within the Third Street plaza. As explained in the GSW DSEIR and the RTC Document, predicted noise levels from new stationary sources would not meaningfully contribute to the existing monitored ambient noise levels in the Project area, and the Project would therefore be consistent with the restrictions of the noise ordinance.

The Project would also introduce new land uses, and these new uses would be exposed to noise levels of up to 75 DNL. However, modern building techniques and materials, as well as inclusion of non-operable windows and ventilation systems, would be sufficient to ensure that the Project would comply with land use compatibility requirements of the San Francisco General Plan, and this impact would be less than significant.

With respect to amplified sound, either interior to the event center or in open-air plazas on the project site, the predicted sound levels and hours of occurrence would be consistent with the noise ordinance. However, due to uncertainties as to the nature and extent of future outside events at the Third Street Plaza, implementation of Mitigation Measure M-NO-4a: Noise Control Plan for Outdoor Amplified Sound would ensure that noise levels from amplified sound exterior to the event center would comply with the noise ordinance. In addition, implementation of Mitigation Measure M-NO-4b: Noise Control Plan for Place of Entertainment Permit would ensure that noise levels from concerts, basketball games, and other events would comply with the noise ordinance, regardless of current unknowns as to the nature of future events within the arena. Therefore, this impact would be less than significant with mitigation.

MM M-NO-4a: Noise Control Plan for Outdoor Amplified Sound

MM M-NO-4b: Noise Control Plan for Place of Entertainment Permit

D. Air Quality

1. Impact AQ-4: Potential conflicts with BAAQMD's 2010 Clean Air Plan. (GSW DSEIR p. 5.4-51; RTC, Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response AQ-7.) Without mitigation measures or the adoption of control measures, emissions associated with the Project could conflict with the *2010 Clean Air Plan* ("CAP"). The Project would be consistent with the 2010 CAP, however, with implementation of mitigation measures, which include offsetting emissions to below significance thresholds in addition to Project-specific measures to reduce pollutant emissions. Additionally, the Project would be consistent with the 2010 CAP by virtue of incorporation of control measures of the CAP, including land use/local impact measures and energy/climate measures as well as the transportation demand management measures incorporated in the Project. The Project would also not hinder implementation of the 2010 CAP. Therefore, the Project would not conflict with, or obstruct implementation of the 2010 Clean Air Plan, and this impact would be less than significant with mitigation.

MM M-AQ-1: Construction Emissions Minimization

MM M-AQ-2a: Reduce Operational Emissions

MM M-AQ-2b: Emissions Offsets

E. Wind and Shadow

1. Impact WS-1: Wind effects on off-site public spaces. (GSW DSEIR p. 5.6-10; FSEIR, Chapter 12, Section 12.2.2; Response WS-1.) The GSW DSEIR indicated that the Project could result in a net increase in the total duration of the wind hazard exceedance at off-site public walkways in the Project vicinity and proposed Mitigation Measure M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards, which describes potential design measures that would serve to reduce or avoid Project wind hazards. Although preliminary evaluation by the Project Sponsor of certain potential on-site design modifications indicated such modifications would be effective in reducing the Project wind hazard impact to a less than significant, the impact was conservatively identified as significant and unavoidable with mitigation because Project design was not yet finalized. After publication of the GSW DSEIR, the Project Sponsor pursued design measures as required by Mitigation Measure M-WS-1, and identified an on-site design modification that would reduce the Project wind hazard impact to less than significant as verified by wind tunnel testing. Because design modifications have been identified, the impact will be reduced to a level of less than significant through Mitigation Measure M-WS-1.

Under the Third Street Plaza Variant, the Project would not alter wind in a manner that would substantially affect off-site public areas, and, accordingly, the impact would be less than significant and no mitigation would be required.

MM M-WS-1: Develop and Implement Design Measures to Reduce Project Off-site Wind Hazards

F. Biological Resources

1. Impact BI-4: Effects on the movement of wildlife or established migratory corridors or nurseries (GSW DSEIR Appendix NOP-IS p. 81; RTC, Response BIO-1; Response BIO-6; PD-1.) The Project could interfere substantially with the movement of native resident or migratory wildlife species resident or with established native resident or migratory wildlife corridors, or impede the use of native wildlife nursery sites. Specifically, migratory and resident birds which breed locally in San Francisco have the potential to nest in shrub vegetation observed within the project site and could be adversely affected by Project construction. Implementation of Mitigation Measure M-BI-4a: Preconstruction Surveys for Nesting Birds would avoid disrupting or destroying active nests which could occur within the Project site during bird breeding season, and would reduce this impact to less than significant. Migratory birds may also be affected by increased risk of collisions with the proposed structures and due to the Project's artificial night lighting. This impact will be reduced due to a level of less than

significant through Mitigation Measure M-BI-4b: Bird Safe Building Practices, which requires bird safe practices in the proposed building and lighting design that are consistent with the City's *Standards for Bird-Safe Buildings*.

MM M-BI-4a: Preconstruction Surveys for Nesting Birds

MM M-BI-4b: Bird Safe Building Practices

G. Hydrology and Water Quality

1. Impact HY-6: Operational effects on water quality (GSW DSEIR p. 5.9-33; RTC, Response HYD-2; Response HYD-3; Response HYD-4; Response HYD-5.) Operation of the Project could affect the quality of effluent discharges from the Southeast Water Pollution Control Plant if future uses at the project site were to discharge unusual chemicals or pollutants not typically associated with most other San Francisco discharges, such as radioactive or biohazardous materials. National Pollutant Discharge Elimination System Mitigation Measure M-HY 6: Wastewater Sampling Ports will reduce the impacts to a level of less-than-significant by installing sampling ports as part of the Project design to facilitate sampling to monitor discharge quality and by participating in the City's existing Water Pollution Prevention Program.

MM M-HY-6: Wastewater Sampling Ports

H. Hazards and Hazardous Materials

1. Impact HZ-1: Routine transport, use and disposal of hazardous materials. (GSW DSEIR Appendix NOP-IS p. 111; RTC, Response HAZ-4; Response REC-1.) During operation, the proposed event center and other development would use common types of hazardous materials, such as cleaners, disinfectants and chemical agents, as well as diesel fuel for generators. This impact will be reduced to a level below significance by implementation of Mitigation Measure M-HZ 1a: Guidelines for Handling Biohazardous Materials, which requires that any businesses that handle biohazardous materials to certify that they follow the safety guidelines, use high efficiency particulate air filters or substantially equivalent devices, do not handle or use biohazardous materials requiring Biosafety Level 4 containment. In addition, during construction, there is the potential to encounter serpentinite, which could contain naturally occurring asbestos. This impact will be further reduced to less than significant by implementation of Mitigation Measure M-HZ 1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos, which will limit any potential exposure to naturally occurring asbestos. Together, these mitigation measures will reduce this impact to a level that is less than significant.

MM M-HZ-1a: Guidelines for Handling Biohazardous Materials

MM M-HZ-1b: Geologic Investigation and Dust Mitigation Plan for Naturally Occurring Asbestos

2. Impact HZ-2: Exposure to Contaminants during Construction. (GSW DSEIR Appendix NOP-IS p. 115; RTC, Response HAZ-1; Response HAZ-2; Response HAZ-3; Response HAZ-7.) The Project would be located on a site identified on a list of hazardous materials sites compiled pursuant to Government Code Section 65962.5. Construction activities associated with the Project could expose construction workers, the public, or the environment to hazardous materials. A Risk Management Plan (“RMP”) was prepared subsequent to and as required by the Mission Bay FSEIR, and remedial actions consistent with the RMP have been completed. Compliance with the RMP, as required by the deed restriction, would ensure that human health and environmental risks during and after development of the Project would be within acceptable levels and no new or different mitigation would be required. However, the Mission Bay FSEIR determined that further risk evaluation would be required, if future uses at the project site were to include a public school or child care facility. Thus, in the event that child care facilities were to occur under the Project, implementation of Mitigation Measure M-HZ-2: RMP Provisions for Child Care Facilities, would reduce this impact to less than significant.

MM M-HZ-2: RMP Provisions for Child Care Facilities

IIIA. FINDINGS FOR POTENTIALLY SIGNIFICANT CUMULATIVE IMPACTS THAT CAN BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Cultural and Paleontological Resources

1. Impact C-CP-1: Contribution to Cumulative Impacts on Cultural Resources (GSW DSEIR Appendix NOP-IS p. 57.) Implementation of the Project, along with cumulative projects in the Mission Bay area, could have a significant impact on recorded and unrecorded archeological resource. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measures M-CP-2a: Archeological Testing, Monitoring and/or Data Recovery Program and M-CP-2b: Accidental Discovery of Archeological Resources. Implementation of Mitigation Measure M-CP-2a would reduce any potential impacts to archeological resources by retaining an archeological consultant to create a testing program and be available to conduct an archeological monitoring and/or data recovery program. If an archeological site associated with descendant Native Americans, the Overseas Chinese, or other descendant group is discovered, a representative of that descendant group shall be contacted and can monitor the archeological field investigations of the site. Implementation of Mitigation Measure M-CP-2b would reduce any potential impacts to accidentally discovered buried or submerged historical resources by distributing an

“ALERT” sheet to the Project’s prime contractor, to any Project subcontractor, or to any utilities firm involved in soils disturbing activities. If an archeological resource is encountered, the soil disturbing activities shall be suspended until OCII or its designated representative determines what additional measures should be undertaken. Consequently, with implementation of these mitigation measures, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-CP-2a: Archaeological Testing, Monitoring and/or Data Recovery Program

Mitigation Measure M-CP-2b: Accidental Discovery of Archaeological Resources

B. Transportation and Circulation

1. Impact C-TR-4: Contribution to Cumulative Impacts on Muni (GSW DSEIR p. 5.2-222; RTC, Response TR-2; Response TR-12.) 2040 cumulative conditions could have significant impacts on Muni service and could contribute transit impacts at Muni screenlines. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events. The additional Muni capacity would generally be within what is currently provided for SF Giants games and the additional capacity provided as part of the Muni Special Event Transit Service Plan for the Project. Implementation of the mitigation measure would ensure that Muni service would be provided to accommodate the T Third demand via Muni bus shuttles to AT&T Park and/or the proposed event center, and would not result in secondary transportation impacts. Thus, with implementation of this mitigation measure, the Project’s transit impacts would be less than cumulatively considerable (i.e., less than significant) with mitigation.

Mitigation Measure M-TR-13: Enhanced Muni Transit Service during Overlapping Events

2. Impact C-TR-6: Contribution to Cumulative Impacts on Pedestrians (GSW DSEIR p. 5.2-227; RTC, Response TR-2.) Pedestrian volumes would increase between implementation of the Project and 2040 cumulative conditions due to buildout of planned Mission Bay developments in the Project vicinity. The Project’s contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South, and the Project’s TMP protocols for events would manage short-term peak pedestrian flows at adjacent intersections. Consequently, with implementation of

this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-6: Active Management of Pedestrian Flows at the Intersection of Third/South

3. Impact C-TR-9: Contribution to Cumulative Construction Impacts on UCSF Helipad Operations (GSW DSEIR p. 5.2-231; FSEIR, Chapter 12, Section 12.3.1.) Under cumulative conditions, development in the immediate Project vicinity would have the potential to result in cumulative impacts to the UCSF helipad. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction, which identifies feasible measures that would reduce potential temporary impacts associated with the use of cranes during the construction period and ensure the safe use of the UCSF Benioff Children's Hospital helipad, and the safety for people residing or working in the Project area during construction. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-TR-9a: Crane Safety Plan for Project Construction

C. Noise and Vibration

1. Impact C-NO-1: Contribution to Cumulative Construction Noise Impacts (GSW DSEIR p. 5.3-39; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response NOI-2.) Cumulative construction noise in the Project area could cause a substantial temporary or periodic increase in ambient noise levels during Project construction. The Project's contribution to this cumulative impact would be avoided or substantially reduced by the implementation of Mitigation Measure C-NO-1: Construction Noise Control Measures, which requires site-specific noise attenuation measures during construction to reduce the generation of construction noise. Consequently, with implementation of this mitigation measure, the Project would not make a considerable contribution to the cumulative impact, and this impact would be less than significant with mitigation.

Mitigation Measure M-C-NO-1: Construction Noise Control Measures

IV. SIGNIFICANT IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS THAN SIGNIFICANT LEVEL

Based on substantial evidence in the whole record of these proceedings, the OCII Commission finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to reduce the significant environmental impacts listed below as identified in the FSEIR.

The OCII Commission finds that the mitigation measures in the FSEIR and described below are appropriate, and that changes have been required in, or incorporated into, the Project that, to use the language of Public Resources Code section 21002 and CEQA Guidelines section 15091, may substantially lessen, but do not avoid (i.e., reduce to less-than-significant levels), the potentially significant or significant environmental effects associated with implementation of the Project as described in Sections III and IV.

The OCII Commission adopts all of the mitigation measures proposed in the FSEIR that are relevant to the Project and set forth in the MMRP, attached hereto as **Exhibit B**. The OCII Commission further finds, however, for the impacts listed below, that no feasible mitigation is currently available to render the effects less than significant. The effects therefore remain significant and unavoidable. Based on the analysis contained within the FSEIR, other considerations in the record and stated herein, and the standards of significance, the OCII Commission finds that because some aspects of the Project would cause potentially significant impacts for which feasible mitigation measures are not available to reduce the impact to a less-than-significant level, the impacts are significant and unavoidable.

With respect to a project for which significant impacts are not avoided or substantially lessened, a public agency, after adopting proper findings, may nevertheless approve the project if the agency first adopts a statement of overriding considerations setting forth the specific reasons why the agency found that the project's "benefits" rendered "acceptable" its "unavoidable adverse environmental effects." (CEQA Guidelines, §§ 15093, 15043, subd. (b); see also Pub. Resources Code, § 21081, subd. (b).) The California Supreme Court has stated, "[t]he wisdom of approving . . . any development project, a delicate task which requires a balancing of interests, is necessarily left to the sound discretion of the local officials and their constituents who are responsible for such decisions. The law requires that those decisions be informed, and therefore balanced." (*Goleta II, supra*, 52 Cal.3d at p. 576.) The OCII Commission determines that the following significant impacts on the environment, as reflected in the FSEIR, are unavoidable, but under Public Resources Code Section 21081, subdivisions (a)(3) and (b), and CEQA Guidelines 15091, subdivision (a)(3), 15092, subdivision (b)(2)(B), and 15093, the OCII Commission determines that the impacts are acceptable due to the overriding considerations described in Section VI below. This finding is supported by substantial evidence in the record of this proceeding.

A. Transportation and Circulation

1. Impact TR-2: Effects on Vehicle Traffic on Multiple Intersections without SF Giants game. (GSW DSEIR p. 5.2-117; FSEIR, Chapter 12; Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at seven intersections that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. These include the intersections of King/Fourth Streets, Fifth/Harrison Streets/I-280 westbound off-ramp, Fifth/Bryant

Streets/I-280 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, and Seventh/Mississippi/16th Streets. Mitigation Measure M-TR-2a: Additional PCOs during Events would reduce the Project's impacts related to event-related traffic conditions, and would not result in secondary transportation-related impacts, but would not reduce impacts to less-than-significant levels. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would require the Project Sponsor to work with the City to pursue and implement commercially reasonable strategies to reduce transportation impacts. The measures identified above would reduce traffic congestion in the Project vicinity and would not result in secondary transportation impacts. However, even with implementation of these measures, the arrival and departure peak of vehicle trips to and from the event center through these intersections would continue to occur, and therefore, the Project's significant traffic impacts would remain significant and unavoidable with mitigation.

The Project would result in significant and unavoidable impacts at intersections not previously identified in the Mission Bay FSEIR due to event-related vehicles that would result in exceedance of the intersection LOS threshold. Mission Bay FSEIR Mitigation Measures 47a - 47c, and 47e - 47i would minimize traffic impacts but would not reduce them to less-than-significant levels, and traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during Events

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mission Bay FSEIR Mitigation Measure E.47: Transportation System Management Plan

2. Impact TR-3: Effect of Project on Traffic Volumes at Freeway Ramps without SF Giants game. (GSW DSEIR p. 5.2-132; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project would result in significant traffic impacts at the I-80 eastbound on-ramp at Fifth/Bryant Streets that would operate at LOS E or LOS F under Existing plus Project conditions without a SF Giants game at AT&T Park. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts would help reduce the Project traffic increase on regional freeway mainline and ramps. However, the reduction in Project-generated vehicle trips would not reduce impacts to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts.

3. Impact TR-5: Effect of Project Regional Transit Service Demand without SF Giants game. (GSW DSEIR p. 5.2.144, RTC, Response TR-2; Response TR-5; Response TR-12.) The Project would result in a substantial increase in transit demand that could not be accommodated by regional transit capacity such that significant adverse impacts to regional transit service would occur under Existing plus Project conditions without a SF Giants game at AT&T Park. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus would help reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay and North Bay service is uncertain and full funding for the service has not yet been identified, the Project's significant impacts remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and/or Bus Service

4. Impact TR-11: Effect of Project Traffic at Multiple Intersections with SF Giants game. (GSW DSEIR p. 5.2-171; RTC, Response TR-2; Response TR-4; Response TR-12.) On days with overlapping evening events at the project site and at AT&T Park, intersections in the Project vicinity would become more congested prior to and following the events, and the Project would result in significant traffic impacts at the following ten study intersections: King/Fifth/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/South Streets, Seventh Street/Mission Bay Drive, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, and Mariposa Street/I-280 northbound off-ramp. Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs during Overlapping Events, and Mitigation Measure M-TR-11b: Participation in the Ballpark/Mission Bay Transportation Coordinating Committee would minimize the severity of traffic impacts at these intersections and would not result in secondary transportation impacts, but would not improve intersection LOS to LOS D or better. Thus, traffic impacts at the ten study intersections would remain significant and unavoidable with mitigation.

In addition to the mitigation measures described above, Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would require the Project Sponsor to continue to work with the City to pursue and implement additional strategies to reduce transportation impacts. One potential strategy involves using off-site parking lot(s) south of the event center and providing shuttles to the event center if the location of off-site parking is not within walking distance to the event center;

but regardless, secondary traffic impacts associated with Mitigation Measure M-TR-11c, involving the use of one or more off-site parking lot(s) would contribute to the same significant and unavoidable impact (with mitigation) that would be caused by the Project-generated traffic described in the first paragraph in this impact statement above. With implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, the significant traffic impacts identified above at the intersections of Fourth/16th Streets and Mariposa Street/I-280 northbound off-ramp would not occur, and instead a significant and unavoidable traffic impact would occur at the intersection of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp. Thus, with implementation of off-site parking lots during overlapping events as part of Mitigation Measure M-TR-11c, significant traffic impacts would occur at nine rather than ten intersections; however, impacts in the Project vicinity during overlapping evening events at the project site and at AT&T Park would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Regular Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

5. Impact TR-12: Effect of Project Traffic at Freeway Ramps with SF Giants game. (GSW DSEIR p. 5.2-180; RTC, Response TR-2; Response TR-4; Response TR-12.) The Project, under the Basketball Game scenario with an overlapping SF Giants evening game at AT&T Park, would result in a significant impact at the I-80 westbound off-ramp at Fifth/Harrison Streets during the weekday evening and Saturday evening peak hours (i.e., attendees driving to San Francisco from the East Bay), and at the I-280 northbound off-ramp at Mariposa Street during the weekday evening peak hour (i.e., attendees driving to the event center and AT&T Park from the south of the project site). The Project would also result in a significant impact at the I-80 eastbound on-ramp at Fifth/Bryant Streets during the weekday late evening peak hour (i.e., attendees returning to the East Bay). As discussed in Impact TR-3 for conditions without an overlapping SF Giants evening game, no feasible mitigation measures are available for the freeway ramp impacts because there is insufficient physical space for additional capacity without redesign of the I-80 and I-280 ramps and mainline structures, which may require acquisition of additional right-of-way; and other potential measures would not adequately

address the short-term peak travel patterns associated with special events. Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project traffic increase on regional freeway mainline and ramps. However, the mitigation measures would not reduce impacts related to freeway ramp operations to less-than-significant levels. Thus, for these reasons, the Project's impacts related to freeway ramp operations would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

6. Impact TR-14: Effect of Project on Regional Transit Demand with SF Giants game. (GSW DSEIR p. 5.2-184, RTC, Response TR-2; Response TR-4; Response TR-12.) Under existing plus Project conditions with an overlapping SF Giants evening game at AT&T Park, the Project would result in significant Project-specific transit impacts to East Bay, North Bay and South Bay transit service. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, and would not result in secondary transportation impacts. However, since the provision of additional South Bay, North Bay and BART service is uncertain and full funding for the service has not yet been identified, the mitigation measures would not reduce the impact to a less-than-significant level. Accordingly, the Project's significant impacts to regional transit demand would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service during Events

Mitigation Measure M-TR-5b: Additional North Bay Bus and Ferry Service during Events

Mitigation Measure M-TR-14: Additional BART Service to the East Bay during Overlapping Events

7. Impact TR-18. Effect of Project on Traffic Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-191, RTC, Response TR-2.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following additional study intersections, or analysis

periods: Third/Channel Streets (weekday late evening), Fourth/Channel Streets (Saturday evening), Seventh Street/Mission Bay Drive (weekday late evening), Illinois/Mariposa Streets (weekday evening, Saturday evening), and Owens/16th Streets (weekday late evening). Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's traffic impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

8. Impact TR-19: Effect of Project Traffic on Freeway Ramps Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-197.) The Project without implementation of the Muni Special Event Transit Service Plan would result in significant traffic impacts at the following three additional freeway ramp locations: I-80 eastbound on-ramp at Fifth/Bryant Streets (weekday late evening), I-80 westbound off-ramp at Fifth/Harrison Streets (Saturday evening), I-280 northbound off-ramp at Mariposa Street (weekday evening). Mitigation Measure M-TR-2b: Auto Mode Share Performance Standard and Monitoring, and Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring, would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of the mitigation measures, however, the Project's impacts related to freeway ramp operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Measures to Reduce Transportation Impacts

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

9. Impact TR-20: Effect of Project Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-199; RTC, Response TR-2; Response TR-5.) Under existing plus Project conditions without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts, as follows: T Third during the weekday evening, weekday late evening, and Saturday evening peak hours; 22 Fillmore during the weekday late evening; and Saturday evening

peak hours. Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring would reduce the severity of the impact, and would not result in secondary transportation impacts. Even with implementation of this mitigation measure, however, the Project's impacts related to transit operations would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-18: Auto Mode Share Performance Standard and Monitoring

10. Impact TR-21: Effect of Project Regional Transit Demand Without Muni Special Event Transit Service Plan. (GSW DSEIR p. 5.2-202, RTC, Response TR-2.) Under existing plus Project conditions without a SF Giants game at AT&T Park and without the Muni Special Event Transit Service Plan, the Project would result in significant Project-specific transit impacts on WETA and Golden Gate Transit service during the weekday late evening peak hours. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service and Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service would reduce or minimize the severity of the impact, but not to a less than significant level. Accordingly, the Project's significant impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

B. Noise

1. Impact NO-5: Noise Impacts from Project Traffic and Crowd Noise. (GSW DSEIR p. 5.3-32; RTC, Response NOI-2; Response NOI-3; Response NOI-6.) Noise levels generated by crowds prior to, during, and after events could result in a substantial increase in noise levels at the receptor adjacent to the northbound Muni T-Line transit platform, particularly during nighttime egress hours of 9 p.m. to 11 p.m., and this impact would be significant and unavoidable. Operation of the Project would introduce new mobile noise sources that would contribute to ambient noise levels in the Project vicinity. Increases in roadway traffic noise would be significant and unavoidable during events either with or without implementation of the Muni Special Event Transit Service Plan, even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, the Project's effect on crowd and traffic noise remains significant and unavoidable with mitigation.

Mitigation Measure M-TR-2c: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact AQ-1: Impacts of Criteria Air Pollutants from Construction Activities. (GSW DSEIR p. 5.4-28; FSEIR, Chapter 12, Sections 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response PD-3.) Construction of the Project would generate emissions of fugitive dust and criteria air pollutants. The Project Sponsor, through its contractors, would be required to implement dust control measures in compliance with the requirements of the Construction Dust Control Ordinance, which would ensure that the construction-related impacts due to fugitive dust would be less than significant.

Estimated emissions of criteria air pollutants indicate that average daily construction emissions of PM₁₀ and PM_{2.5} would be below the applicable thresholds. Emissions of ROG and NO_x, however, would exceed the applicable significance thresholds. Implementation of Mitigation Measure M-AQ-1: Construction Emissions Minimization would reduce ROG and NO_x emissions, but additional implementation of Mitigation Measure M-AQ-2b: Emission Offsets would be further required to reduce NO_x emissions to below the applicable threshold. However, because implementation of emissions offsets is dependent in part on the actions of a third party and a specific emission offset project has not yet been identified, this measure is not fully within the control of the Project Sponsor. As such, the impact related to regional emissions of criteria pollutants during construction is conservatively considered significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

2. Impact AQ-2: Impacts of Criteria Air Pollutants from Project Operations. (GSW DSEIR p. 5.4-37, FSEIR, Chapter 12, Section 12.2.1; Response AQ-1; Response AQ-4; Response AQ-6; Response AQ-7.) Operation of the Project would include a variety of sources that would contribute to long term emissions of criteria air pollutants (ROG, NO_x, PM₁₀, and PM_{2.5}). These sources would include new vehicle trips, maintenance and operation of standby diesel generators, boilers, and area sources such as landscape equipment and use of consumer products. Calculations of average daily and maximum annual emissions indicate that the Project without mitigation would result in levels of ROG and NO_x that would exceed significance thresholds; this would be a significant impact. Mitigation Measures M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the severity of the impact. However, this impact is conservatively considered significant and unavoidable with mitigation because implementation of an emissions offset project is dependent in part on

the actions of a third party and a specific emission offset project has not yet been identified, beyond the control of the Project Sponsor.

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

IVA. SIGNIFICANT CUMULATIVE IMPACTS THAT CANNOT BE AVOIDED OR REDUCED TO A LESS-THAN-SIGNIFICANT LEVEL

A. Transportation and Circulation

1. Impact C-TR-2: Project Traffic Contribution to Cumulative Impacts at Multiple Intersections. (GSW DSEIR p. 5.2-212; RTC, Response TR-2.) Overall, combined for all analysis peak hours, the Project would result in cumulative impacts, or contribute to 2040 cumulative impacts at the following 16 study intersections: King/Third Streets, King/Fourth Streets, King/Fifth Streets/I-280 ramps, Fifth/Harrison Streets/I-80 westbound off-ramp, Fifth/Bryant Streets/I-80 eastbound on-ramp, Third/Channel Streets, Fourth/Channel Streets, Seventh Street/Mission Bay Drive, Third/South Streets, Third/16th Streets, Fourth/16th Streets, Owens/16th Streets, Seventh/Mississippi/16th Streets, Illinois/Mariposa Streets, Mariposa Street/I-280 northbound off-ramp, and Third/Cesar Chavez Streets. As noted above, the Project would result in Project-specific impacts or contribute considerably to cumulative impacts at nine intersections during the weekday p.m. peak hour, and at the eight intersections during the Saturday evening peak hour. Implementation of Mitigation Measure M-TR-2a: Additional PCOs during Events, Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts, Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events, Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee, and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions; however, these impacts would remain significant and unavoidable with mitigation.

With implementation of the off-site parking facilities as part of Mitigation Measure M-TR-11c, the Project would also result in cumulative impacts, or contribute to 2040 cumulative impacts at 16 study intersections; however, significant traffic impacts would not occur at the intersections of Fourth/16th Streets or Mariposa Street/I-280 northbound off-ramp, and

instead would occur at the intersections of Pennsylvania/Cesar Chavez Streets/I-280 northbound off-ramp and Pennsylvania Street/I-280 southbound off-ramp. Therefore, the Project's contribution to this 2040 cumulative impacts would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-2a: Additional PCOs during

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11a: Additional PCOs During Overlapping Events

Mitigation Measure M-TR-11b: Participation in Ballpark/Mission Bay Transportation Coordinating Committee

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

2. Impact C-TR-3: Project Traffic Contribution to Cumulative Impacts at Freeway Ramps. (GSW DSEIR p. 5.2-220; RTC, Response TR-2.) The Project, in combination with past, present, and reasonably foreseeable development in San Francisco, would contribute considerably to cumulative traffic impacts at three freeway ramps (i.e., I-80 eastbound on-ramp at Fifth/Bryant Streets, I-80 westbound off-ramp at Fifth/Harrison Streets, and I-280 southbound on-ramp at Mariposa Street). Implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events would reduce the Project's contribution to cumulative impacts related to event-related traffic conditions but would not mitigate the contribution to less-than-significant levels. Therefore, the Project's contribution to cumulative impacts at the ramp locations is considered significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

3. Impact C-TR-5: Project Traffic Contribution to Cumulative Impacts to Regional Transit. (GSW DSEIR p. 5.2-226; RTC, Response TR-2.) The Project would result in significant cumulative transit impacts to regional transit. Implementation of Mitigation Measure M-TR-5a: Additional Caltrain Service, Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service, and Mitigation Measure M-TR-14:

Additional BART Service to the East Bay during Overlapping Events would reduce or minimize the severity of the capacity utilization exceedances for the regional transit service providers, although not to less than significant levels. Accordingly, the Project's cumulative impacts to regional transit capacity would remain significant and unavoidable with mitigation.

Mitigation Measure M-TR-5a: Additional Caltrain Service

Mitigation Measure M-TR-5b: Additional North Bay Ferry and Bus Service

Mitigation Measure M-TR-14: Additional BART Service to the East Bay During Overlapping Events

B. Noise

1. Impact C-NO-2: Project Contribution to Cumulative Impacts on Crowd and Traffic Noise. (GSW DSEIR p. 5.3-42; RTC, Response NOI-2b.) Operation of the Project would contribute to ambient noise levels in the Project vicinity. Cumulative increases in roadway traffic noise would be significant and unavoidable during events even with implementation of Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts and Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-TR-2b: Additional Strategies to Reduce Transportation Impacts

Mitigation Measure M-TR-11c: Additional Strategies to Reduce Transportation Impacts of Overlapping Events

C. Air Quality

1. Impact C-AQ-1: Project Contribution to Regional Air Quality Impacts. (GSW DSEIR p. 5.4-55; FSEIR, Chapter 12, Sections 12.2.1, 12.2.3, 12.3.2; Response AQ-1; Response AQ-2; Response AQ-3; Response AQ-4; Response AQ-6; Response AQ-7.) The analysis of construction-related and operational criteria pollutant impacts (Impact AQ-1 and Impact AQ-2, respectively) assesses whether the Project would be considered to result in a cumulatively considerable contribution to regional and localized air quality impacts. Mitigation Measure M-AQ-1: Construction Emissions Minimization, Mitigation Measure M-AQ-2a: Reduce Operational Emissions, and Mitigation Measure M-AQ-2b: Emission Offsets would reduce the Project's contribution to the cumulative impact, although it cannot be certain that Project's contribution would be reduced to less than cumulatively considerable. Therefore, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-AQ-1: Construction Emissions Minimization

Mitigation Measure M-AQ-2a: Reduce Operational Emissions

Mitigation Measure M-AQ-2b: Emission Offsets

D. Utilities and Service Systems

1. Impact C-UT-2: Wastewater Treatment Capacity (GSW DSEIR p. 5.7-16; RTC, Response UTIL-3; Response UTIL-4; Response UTIL-5; Response UTIL-6.) The SFPUC has determined that the Project in combination with full build out of Mission Bay South would result in wastewater flows that could exceed the capacity of the Mariposa Pump Station and associated force mains and conveyance piping. Therefore, improvements to the Mariposa Pump Station and associated facilities would be required to accommodate the cumulative wastewater flows. While temporary or interim measures to accommodate the flows would not result in significant environmental effects because they would be operational or internal to the pump stations, construction of the permanent improvements could potentially result in significant environmental effects. Because specific plans and design for permanent pump station improvements and associated force mains and conveyance piping have not been finalized and CEQA environmental review has not been completed, it is not possible at this time to conclude whether impacts resulting from these improvements could be mitigated to a less than significant level. Furthermore, implementation of any improvements to the City's pump stations and force mains is outside of the Project Sponsor's control and there is uncertainty in timing as to when the SFPUC will be able to complete the necessary capacity improvements. Therefore, this would be a significant and unavoidable impact related to requiring construction of new wastewater facilities or the expansion of existing wastewater facilities in the Mariposa sub-basin the construction of which could cause significant environmental impacts, with no feasible mitigation available to the Project Sponsor.

Cumulative wastewater flows could also exceed the capacity of the Mission Bay Sanitary Pump Station, resulting in a significant impact related to construction and/or expansion of related wastewater facilities. However, the Project's contribution would not be cumulatively considerable (i.e., it would be less than significant) because the Mission Bay Sanitary Pump Station was designed to accommodate 0.29 mgd of wastewater flows from the project site, and the Project would discharge only 0.182 mgd to the pump station which would be within the remaining capacity at the pump station. Even so, for the reasons mentioned in the first paragraph above, impacts relating to the construction of expanded wastewater treatment capacity would be significant and unavoidable.

2. Impact C-UT-4: Wastewater Demand (GSW DSEIR p. 5.7-19; RTC, Response UTIL-5.) The SFPUC has determined that there is currently inadequate capacity to serve the Project's wastewater demand in combination with anticipated increased wastewater

flows from other projects (including UCSF's demand and other reasonably foreseeable development). The impact analysis determined that the Project's contribution to this impact would be cumulatively considerable, and therefore, this cumulative impact on the wastewater system was determined to be significant and unavoidable with mitigation. Implementation of Mitigation Measure M-C-UT-4, Fair Share Contribution for Pump Station Upgrades, would offset the Project's contribution to this impact. The measure would require the Project Sponsor to contribute its fair share to the SFPUC for the required improvements to the Mariposa Pump Stations and associated wastewater facilities. However, because the necessary improvements have not been completely defined and implementation of the improvements to the City's wastewater system is outside of the Project Sponsor's control, this impact would be significant and unavoidable with mitigation.

Mitigation Measure M-C-UT-4: Fair Share Contribution for Mariposa Pump Station Upgrades

V. EVALUATION OF ALTERNATIVES

This section describes the Project as well as the Project alternatives (the "Alternatives") and the reasons for approving the Project and for rejecting the Alternatives. This section also outlines the project objectives and provides a context for understanding the reasons for selecting or rejecting alternatives.

CEQA mandates that an EIR evaluate a reasonable range of potentially feasible alternatives to a proposed Project or the Project location that would meet most of the project objectives while reducing or avoiding any of the significant environmental impacts of the proposed Project. CEQA requires that every EIR also evaluate a "No Project" alternative. Alternatives provide a basis of comparison to the Project in terms of their significant impacts and their effectiveness in meeting project objectives. This comparative analysis is used to consider reasonable, potentially feasible options for minimizing the significant environmental impacts of the Project.

After an extensive alternative screening and selection process, OCII selected three alternatives, in addition to the Project, to carry forward for detailed analysis in the GSW SEIR:

- Alternative A: No Project Alternative
- Alternative B: Reduced Intensity Alternative
- Alternative C: Off-site Alternative at Piers 30-32 and Seawall Lot 330

These alternatives adequately represent a range of potentially feasible alternatives to the Project as required under CEQA.

The GSW SEIR also analyzed two Project variants:

- Third Street Plaza Variant

- Muni UCSF/Mission Bay Station Variant

The GSW DSEIR noted that the Third Street Plaza Variant also served as an alternative to the Project because it would meet all of the project objectives and would lessen or avoid a significant environmental impact of the Project. Specifically, the Third Street Plaza Variant would lessen or avoid the Project's potential wind impacts, which the GSW DSEIR conservatively identified as significant and unavoidable with mitigation. After publication of the GSW DSEIR, the Project Sponsor identified minor refinements that have been incorporated into the Project that will reduce the Project's wind impacts to less than significant with mitigation. Therefore, because the Third Street Plaza Variant no longer lessens or avoids a significant environmental impact of the Project, it is now properly treated as a Project variant, and not a true alternative to the Project. As explained above, the environmental impacts of the Project and the Third Street Plaza Variant would be the same and the same mitigation measures would apply, except that no mitigation would be required to reduce wind impacts of the Third Street Plaza Variant to a less than significant level. As further explained above, OCII is approving the Project so either the Project or the Third Street Plaza Variant may be implemented by the Project Sponsor, at the sponsor's election.

The GSW FSEIR noted that the Muni UCSF/Mission Bay Station Variant would result in an incremental noise reduction at Hearst Tower, and therefore, an incremental reduction in the crowd noise impact identified in the GSW DSEIR as significant and unavoidable. Even with the incremental reduction, however, the Project could still result in a substantial increase in noise levels and the incremental reduction would not be sufficient to reduce the impact to a less-than-significant level. In any event, as explained above, the Muni UCSF/Mission Bay Station Variant has been incorporated into the Project approved by OCII and thus need not be discussed in this section.

A. Reasons for Selection of the Project

The Project will meet all of the Project Objectives identified above in Section IC, and will provide numerous public benefits as explained in greater detail in Section VI.

- 1. Construct a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.*

The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities, can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by

NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

2. *Provide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.*

The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood. The Project is also financially feasible for the Project Sponsor and will provide substantial tax revenue available for OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

3. *Develop a project that meets high-quality urban design and high-level sustainability standards.*

The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to Leadership in Energy and Environmental Design ("LEED®") Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.

4. *Optimize public transit, pedestrian and bicycle access to the site by locating the project within walking distance to local and regional transit hubs, and adjacent to routes that provide safe and convenient access for pedestrians and bicycles.*

The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including Caltrain, Bay Area

Rapid Transit, AC Transit, Golden Gate Transit, other regional carriers. The Project will also implement a number of off-site roadway network and curb regulations, and transit network, pedestrian and bicycle network improvements in the project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements.

Further, as part of the Project, the Project Sponsor prepared and will implement a TMP. The TMP is a management and operating plan to facilitate multimodal access at the event center during Project operation. The TMP includes various management strategies designed to reduce use of single-occupant vehicles and to increase the use of rideshare, transit, bicycle, and walking for trips to and from the project site.

5. *Provide adequate parking and vehicular access that meets NBA and project sponsor's reasonable needs for the event center and serves the needs of project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.*

The Project provides adequate parking and vehicular access that meets NBA and the Project Sponsor's reasonable needs for the event center and serves the needs of Project visitors and employees, while encouraging the use of transit, bicycle, and other alternative modes of transportation.

6. *Provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to lack of a world class 3,000-4,000 seat facility.*

The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the limited availability of such world class facilities. The City is currently unable to attract or accommodate certain events because there are no venues in the city with the flexibility for such small or large seating capacities that can accommodate such events. With the event center, the City will be able to accommodate such events, for which there is a high demand in the City.

7. *Develop a project that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.*

The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the

objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.

The Project also meets the major redevelopment objectives of the Mission Bay South Redevelopment Plan. These major redevelopment objectives are also the primary objectives of the Mission Bay South Redevelopment Plan as set forth in the Mission Bay FSEIR. (GSW DSEIR, p. 3-4.)

1. Eliminating blighting influences and correcting environmental deficiencies in the Plan Area, including, but not limited to, abnormally high vacancies, abandoned buildings, incompatible land uses, depreciated or stagnant property values, and inadequate or deteriorated public improvements, facilities and utilities.
2. Retaining and promoting, within the City and County of San Francisco, academic and research activities associated with the University of California San Francisco (“UCSF”), which seeks to provide space for existing and new programs and consolidate academic and support units from many dispersed sites at a single major new site which can accommodate the 2,650,000 square foot program analyzed in the UCSF Long Range Development Plan.
3. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Area.
4. Replanning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.
5. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.
6. Providing opportunities for participation by owners in the redevelopment of their properties.
7. Strengthening the community’s supply of housing by facilitating economically feasible, affordable housing through installation of needed site improvements and expansion and improvement of the housing supply by the construction of up to approximately 3,440 very low-, low- and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.
8. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of up to

approximately 335,000 Leasable square feet of retail space and a hotel of up to 500 rooms and associated uses, depending on the amount of residential uses constructed in the Hotel land use district, and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

9. Facilitating emerging commercial-industrial sectors including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.
10. Facilitating public transit opportunities to and within the Plan Area to the extent feasible.
11. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.
12. Achieving the objectives described above in the most expeditious manner feasible.

The Project is consistent with all of the above major redevelopment project objectives. The successful completion of the Plan Area is dependent on economically feasible land uses, such as the Project, that will provide the revenues to repay the bonded indebtedness used to build the public infrastructure for the area. The Project will improve underutilized blocks within the Plan Area and will provide substantial economic benefits within the Plan Area.

The area surrounding the Project has already been substantially built out with commercial, industrial and other uses. Construction of the Project would develop one of the few remaining vacant and under-utilized parcels in this area. In doing so, the Project would secure the Property, increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. There are few existing retail, restaurant, and entertainment uses within the Plan Area; by including those uses, the Project would contribute vitality to Mission Bay's street life and activate its pedestrian realms, which would generally benefit Mission Bay including the employees, students, and visitors that use the UCSF campus.

Furthermore, the Project includes implementation of several improvements to the existing public transit network and open space near the Property. For example, the Project will provide expanded Mission Bay Transportation Management Association ("TMA") shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay

South. These shuttle service improvements would be an integrated part of the Mission Bay TMA network and would continue to be free of charge for all residents and employees in Mission Bay, regardless of their origin or destination. The Project would enhance Plan Area open space through the creation of a substantial public plaza and creation of enhanced public views, including the elevated view terrace located on the Bayfront Terrace and overlooking the Bayfront Park and the Bay beyond. The Project would also draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space.

B. Environmentally Superior Alternative

CEQA Guidelines section 15126.6 requires that each EIR identify the “environmentally superior alternative” among those considered. If the No Project Alternative is identified as environmentally superior, then the EIR must also identify the environmentally superior alternative among the other alternatives. (CEQA Guidelines, § 15126.6, subd. (e)(2).)

As discussed in the SEIR, Alternative A, the No Project, would result in substantially less severe environmental impacts than the Project. However, per CEQA Guidelines Section 15126.6, if the environmentally superior alternative is the “no project” alternative, an EIR shall also identify an environmentally superior alternative among the other alternatives. The three remaining alternatives consist of the Reduced Intensity Alternative, the Off-site Alternative at Piers 30-32 and Seawall Lot 330, and the Third Street Plaza Variant. As discussed more fully below, *infra* Section VC, the Reduced Intensity Alternatives would result in somewhat less severe environmental impacts than the Project, including transportation, noise, air quality, and wastewater demand; however, this alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would more effectively avoid and substantially reduce the severity of a number of significant impacts related to noise, air quality, and utilities that were identified for the Project; however, this alternative would result in substantially more severe significant impacts related to noise, vibration, and air quality, and also introduce new significant and unavoidable adverse impacts related to transportation and biological resources that would not occur under the Project. The Third Street Plaza Variant would have all of the same significant impacts as the Project.

Therefore, overall, the Reduced Intensity Alternative is considered the environmentally superior alternative, because it would reduce the severity of adverse environmental effects across a broad range of environmental resources and would not result in any new significant environmental impacts. (See also GSW DSEIR, pp. 7-99 – 7-109, 8-1 – 8-14.)

C. SEIR Alternatives Rejected and Reasons for Rejection

The OCII Commission rejects the Alternatives set forth in the FSEIR, and listed below, because the OCII Commission finds that there is substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this section and elsewhere in the record on these proceedings under CEQA Guidelines section 15091, subdivision (a)(3), that make the Alternatives infeasible. In making these determinations, OCII is aware that CEQA defines “feasibility” to mean “capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors.” (Pub. Resources Code, § 21061.1; see also *Goleta II*, *supra*, 52 Cal.3d at p. 565.) OCII is also aware that under CEQA case law the concept of “feasibility” encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of the project, and (ii) the question of whether an alternative is “desirable” from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal and technological factors. (See, e.g., *City of Del Mar*, *supra*, 133 Cal.App.3d at p. 417; *Sequoyah Hills Homeowners Assn. v. City of Oakland* (1993) 23 Cal.App.4th 704, 715; *CNPS*, *supra*, 177 Cal.App.4th at p. 1001.)

1. Alternative A: No Project Alternative

Under the No Project Alternative, the Golden State Warriors organization would not relocate to San Francisco, and Blocks 29-32 in the Mission Bay South Plan Area would not be developed with the event center and mixed-use development described in Section I. Instead, it is assumed that in the short term, the Warriors organization would exercise its option to stay in Oakland, and accordingly, the team would continue to play its home games at Oracle Arena and lease their management offices and practice facility at the Oakland Convention Center in Oakland. Oracle Arena, built in 1966 and remodeled in 1996, is the oldest facility still in use by the NBA. Therefore, under this alternative, it is likely that the Warriors organization would either build a new arena at its current location or relocate and build a new facility in the long term in the Bay Area or elsewhere.

Currently, there are no other development proposals pending at Blocks 29-32, but given its prime location, existing entitlement, and ongoing development on similar sites adjacent to or near to Blocks 29-32, it is reasonable to expect that development at Blocks 29-32 would occur in the foreseeable future. Thus, the No Project Alternative does not assume that the project site at Blocks 29-32 would remain under its current vacant conditions, but rather that the site would be developed. Consistent with CEQA Guidelines Section 15126.6, subdivision (e)(2), this scenario represents what is reasonably expected to occur in the foreseeable future if the Project were not approved, based on current plans, available infrastructure, and community services. Specifically, the No Project Alternative assumes that Blocks 29-32 would be developed with another mixed-use development project consistent with the restrictions and controls established in the Mission Bay South Redevelopment Plan and the South Design for Development.

For the purposes of the GSW DSEIR, a hypothetical development scenario was developed that conforms to the Mission Bay South Redevelopment Plan and associated Design for Development, which allows all building to be a maximum of 90 feet in height, except for one 160-foot high tower on Block 29. The No Project Alternative assumes that approximately 1,056,000 gross square feet (“gsf”) of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. There would be no event center. The commercial/industrial uses would presumably consist of office and research/development uses, with a 13-story, 160-foot tall office tower located on Block 29 along Third Street and varying heights of office mid-rise buildings, all less than 90 feet in height, throughout Blocks 29, 30, 31, and 32. One- to two-story retail uses would be located at the corner of Third and South Streets on Block 29 and along the re-aligned Terry A. Francois Boulevard on Block 30. There would be two, above-grade, five- to five-and-a-half-story parking structures, one on South Street and one on 16th Street, with 1,050 parking stalls on-site, plus 132 spaces off-site at the South Street garage, for a total of 1,182 spaces. It is assumed that publicly accessible open spaces would be provided amidst the office buildings. Possible future uses for this hypothetical development scenario could include biotech uses, UCSF-related uses, or a wide variety of private or public uses that are allowed as principle uses under the Mission Bay South Redevelopment Plan.

This scenario assumes that no further CEQA environmental review would be required beyond the Mission Bay FSEIR and that no amendments to the Mission Bay South Redevelopment Plan or Design for Development would be needed, although OCII would make a final determination as to the need for supplemental CEQA environmental review or minor changes to Mission Bay planning documents on a project-specific basis.

The No Project Alternative is rejected as infeasible for the following reasons:

(a) Environmental Impacts: The No Project Alternative would result in similar impacts to those disclosed in the Mission Bay FSEIR and would be subject to all mitigation measures identified in the Mission Bay FSEIR applicable to Blocks 29-32. Many impacts of the No Project Alternative would also be similar to those of the Project. This is because many of the impacts would result from the conversion of a vacant parcel at this same location to a fully developed City block, regardless of the type of the development, and the same or similar mitigation or improvement measures identified for the Project would apply to the No Project Alternative. As explained in the GSW DSEIR, however, the No Project Alternative would reduce or avoid numerous significant impacts of the Project. (GSW DSEIR, pp. 7-32 to 7-46.) Overall, the No Project Alternative would result in substantially less severe environmental impacts than the Project but would fail to meet the basic objectives of the Project, as explained below.

(b) Project Objectives: This alternative would not meet, or would substantially reduce the ability to meet, the project objectives identified in the GSW FSEIR. The No Project Alternative would fail to achieve the primary objective of the Project Sponsor of constructing a new multi-purpose event center and home court for the Golden State Warriors NBA basketball team that

can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500 and expands opportunities for the City's tourist, hotel and convention business. Further, this alternative would not optimize or provide public transit, pedestrian, parking, and vehicular and bicycle access to an event center, nor would it provide the City with a 3,000 to 4,000 seat performing arts venue. Lastly, because the No Project Alternative would substantially reduce the scale of development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to "[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project." As explained below, the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The No Project Alternative includes a substantially reduced amount of development compared to the Project, which would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Specifically, the No Project Alternative assumes that approximately 1,056,000 gsf of commercial/industrial plus 31,700 gsf of retail uses would be developed at Blocks 29-32, for a total of 1,087,700 gsf. The Project, by comparison, includes a total of 1,955,000 gsf of development. The property tax base, and therefore the tax increment bonding capacity, is driven directly by the construction costs associated with each project, as well as assumptions about whether those buildings are sold at market value, or remain on the tax rolls at construction value. As explained in greater detail below, the OCII Commission finds that reducing the intensity of development at the site to the levels proposed under the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII. The No Project Alternative includes even less development than the Reduced Intensity Alternative (1,087,700 total gsf for the No Project Alternative compared to 1,548,000 total gsf under the Reduced Intensity Alternative). Therefore, the OCII Commission finds that the No Project Alternative would substantially reduce the amount of tax increment bonds available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. OCII considers this to be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to "[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project."

The OCII Commission rejects the No Project Alternative on each of these grounds independently. The OCII Commission finds each of these reasons to be sufficient independent grounds for rejecting the No Project Alternative as infeasible.

2. Alternative B: Reduced Intensity Alternative

The Reduced Intensity Alternative was designed to reduce transportation and construction-related impacts that were identified for the Project. This alternative is identical to the Project with respect to the event center's design and siting on Blocks 29-32, but the mixed use development of commercial-industrial-retail uses throughout the rest of the site would be reduced in scale by 40 percent. The office uses would be reduced from 580,000 to 373,000 gsf, retail uses would be reduced from 125,000 to 75,000 gsf, and on-site, subgrade parking reduced from 950 to 750 stalls. The total development would be reduced from 1,955,000 to 1,673,000 gsf, or a reduction of 282,000 gsf. Reducing the size of the event center was considered, but was determined not to be potentially feasible due to the current standards of the NBA for professional basketball games, the current market demand for season tickets, and the likelihood that reducing the size or scale of the event center would not avoid or lessen the significant and unavoidable transportation-related impacts.

In addition, there would be only one instead of two 160-foot-tall office towers; the tower at Third and 16th Streets would be lowered by seven floors, such that the height of this structure would be 55 feet instead of 160 feet. Retail uses would be reduced across the project site, with 5,000 gsf less at the South Street podium, 5,000 gsf less at the Gatehouse, 11,000 gsf less at the 16th Street podium, and 29,000 gsf less at the food hall complex at South Street and Terry A. Francois Boulevard. Like the Project, the same gatehouse would be located mid-block along Third Street, and vehicle access would be from South and 16th Streets. The area of open space would be the same as that for the Project (i.e. 3.2 acres).

Operations under the Reduced Intensity Alternative would be essentially the same as that for the Project. The event center operations would be identical, as described in the GSW DSEIR, Chapter 3, Table 3-3. Operations of the office and retail uses would be expected to be the same as for the Project, though reduced in scale commensurate with the reduced gross square footage of uses. For the purposes of this alternatives analysis, it is assumed that the Reduced Intensity Alternative would incorporate the same design standards, infrastructure improvements, and transportation management planning assumptions as those under the Project.

The Reduced Intensity Alternative is rejected as infeasible for the following reasons:

(a) Environmental Impacts:

Impacts of the Reduced Intensity Alternative would be similar to those of the Project with respect to nearly all resource areas. This is because many of the impacts would result from the development of a vacant parcel with an event center and mixed-use development, regardless of

the size of the mixed-use development. And in all cases, the same mitigation or improvement measures identified for the Project would apply to the Reduced Intensity Alternative.

The Reduced Intensity Alternative would not avoid or substantially lessen any of the significant and unavoidable impacts that were identified for the Project. Nor would the Reduced Intensity Alternative result in any changes to the significance determinations identified for the Project, and all mitigation measures would apply to this alternative. However, the Reduced Intensity Alternative would have similar but slightly less severe significant impacts than the Project (i.e., the significance determination would be the same but the severity, magnitude and/or frequency of the impact would be notably less) with respect several resource areas, as explained in the GSW DSEIR. (GSW DSEIR, pp. 7-66 to 7-67.) Overall, the Reduced Intensity Alternative would not provide substantial environmental benefits in comparison to the Project.

(b) Project Objectives:

This alternative would not meet, or would substantially reduce the ability to meet, the project objectives identified in the GSW SEIR. Because the Reduced Intensity Alternative would include an event center identical to the Project, this alternative would meet the project objectives related to providing a venue for sporting events, entertainment, and convention purposes. However, because the Reduced Intensity Alternative would substantially reduce the scale of office development at the site, the alternative would be substantially less effective than the Project in meeting the Project objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.” As explained below, the reduction in office space would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

(c) Other Feasibility and Policy Considerations:

The Reduced Intensity Alternative would substantially jeopardize the economic feasibility of the Project and would reduce the economic benefits the Project will provide for the Mission Bay area, as well as the entire City. The components of the Project other than the event center, such as the office buildings and retail component, are critical to the Project’s overall economic model. The Reduced Intensity Alternative would reduce the overall size of the Project by reducing the non-event center components; the retail component of the Project would be reduced from 125,000 square feet to 75,000 and the non-GSW office component from 580,000 to 373,000, for a total reduction of 282,000 square feet. In addition, the on-site parking garage would be reduced from 950 to 750 spaces. The retail programming for the Project is necessary to provide an active and lively visitor-serving destination, and a sufficiently sized amount of retail is

necessary to ensure the attractiveness of the event center to prospective patrons. However, supporting the retail tenants on non-event days is an important factor in attracting and maintaining a vibrant retail tenant base. As a result, the office components of the Project will afford the retail proprietors the benefit of an on-site population of potential customers, even on days when the Event Center is not active. Thus, the significant reduction in the office component under the Reduced Intensity Alternative would necessarily result in a reduced potential customer base, thereby increasing the potential risk of any prospective retail tenant.⁵ Consequently, the Reduced Intensity Alternative would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Furthermore, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Compared with the Project, the Reduced Intensity Alternative would lead to a reduction over the next 25 years of approximately \$45 million (\$11.7 million to the normal taxing entities, \$9 million to affordable housing, and \$24.3 million to parks and open space and infrastructure).⁶

It is anticipated that, because of immediate needs and contractual obligations, OCII will issue bonds against certain of these revenues to provide immediately available funds to advance goals around affordable housing and infrastructure, especially important in a growing community like Mission Bay. The potential financial consequences of going forward with the Reduced Density Alternative can be determined through a series of typical bonding assumptions (i.e., a 5% interest rate, 25 year amortization, full utilization of all revenue for debt service because debt service coverage is provided by AB1290 subordination, and reserves and issuance costs of approximately 8%). Applying these assumptions to the revenue from Reduced Intensity Alternative results in net proceeds from tax increment bonds sales being lowered by approximately \$13.49 million (\$3.64 million for affordable housing and \$9.85 million for parks and open space and infrastructure) compared with what would occur under the Project. In addition, due to the 2% annual growth (which is not used for debt service), another

⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

⁶ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Mission Bay Development Group, Seth Hamalian, Letter to Clarke Miller, Re: Relative difference in property tax base and tax increment bonding capacity between the proposed project and a lower density alternative, October 13, 2015.

approximately \$7.3 million of direct increment (\$2 million for affordable housing and \$5.3 million for parks and open space and infrastructure) would also be lost compared with what would occur under the Project. These amounts of money foregone under the Reduced Intensity Alternative represents a conservative assessment and the actual amount of lost revenue would likely be much greater.⁷ Thus, the OCII Commission finds that, compared to the Project, the Reduced Intensity Alternative would substantially reduce the tax increment bonds available to OCII to support the construction of affordable housing, parks and open space and critical utility, water quality and transportation infrastructure in the Mission Bay area. OCII considers this to be an undesirable policy outcome, and one that (as mentioned above) would not be as effective as the Project in meeting the objective to “[p]rovide sufficient complementary mixed-use development, including office and retail uses, to create a lively local and regional visitor-serving destination that is active year-round, promotes visitor activity and interest during times when the event center is not in use, provides amenities to visitors of the event center as well as the surrounding neighborhood, and allows for a financially feasible project.”

Further, the Reduced Intensity Alternative would reduce the ability to meet the long-term planning objectives for the Mission Bay area. As explained above, the Project will increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban

conjunction with a residential and hotel mixed-use development across The Embarcadero on Seawall Lot 330. As described in the GSW DSEIR, this alternative would be essentially the same as that previous proposal, although without the formerly proposed fire station, since the San Francisco Fire Department has proceeded with a different plan for upgrading its waterfront facilities.

Site Description

Piers 30-32 and Seawall Lot 330 are located along The Embarcadero, between Bryant Street and Brannan Street, just south of the Bay Bridge, and within the jurisdictional boundary of the Port of San Francisco (“Port”). Piers 30-32 is an approximately 12.7-acre rectangular-shaped concrete pier structure that extends east from the bulkhead wharf into the San Francisco Bay. With the exception of Red’s Java House, located on the northwest corner of the piers, Piers 30-32 have no existing on-deck structures and are used for surface parking and an occasional berthing location for cruise ships and other large vessels. Substantial areas of Piers 30-32 are in poor structural condition and can no longer safely support heavy loads such as trucks or large crowds. Seawall Lot 330 is an approximately 2.3-acre paved inland site, located directly across The Embarcadero from Piers 30-32, and currently operates as a surface parking lot. The site is within the City’s Rincon Point-South Beach neighborhood adjacent to several existing residential uses. Piers 30-32 are within an area subject to the San Francisco Bay Conservation and Development Commission (“BCDC”) San Francisco Waterfront Special Area Plan. In addition, Piers 30-32 are within the purview of the State Lands Commission as part of its stewardship of state-owned lands, waterways, and resources and subject to public trust considerations under the Burton Act.

Alternative Description

This alternative assumes the same design and programming as the Project Sponsor’s previously-proposed project at this location, with the only exception being the removal of the fire house and associated San Francisco Fire Department facilities. The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would have an event center on Piers 30-32 with the same basketball seating capacity as the Project (18,064 seats), totaling 694,944 gsf (including the GSW offices), plus an event hall covering 25,946 gsf. Also located on Piers 30-32, this off-site alternative would include about 90,000 gsf of retail/restaurant uses, 13,172 gsf for services, about 252,554 gsf for parking and loading, and 1,820 gsf for Red’s Java House, for a total building area of about 1,078,436 gsf. The height of the event center would be 128 feet high, with seven arena levels, height of the retail buildings 32 to 58 feet, with 1 to 3 levels, and the parking would be 31 feet high, with 3 levels. Red's Java House would be relocated from its current location in the northwest corner of Piers 30-32 to near the southwest corner, and relocation would be conducted consistent with the Port of San Francisco Building Code requirements and the Secretary of the Interior’s Standards for the Treatment of Historic Properties. Other proposed facilities on Piers 30-32 would include a water taxi dock, a “dolphin” berthing structure, and over seven acres of public open space on Piers 30-32. There would be 500 parking spaces at Piers 30-32. Vehicular

access would be at one midblock access point on The Embarcadero, between Bryant and Brannan Streets. Maritime uses include a water taxi dock on the north side and berthing for deep water vessels on the east side.

Seawall Lot 330 would be developed with a combination of residential, hotel, and retail uses (including restaurants and parking) and would be designed to architecturally connect to the development at Piers 30-32. A total of 534,890 gsf of building development is proposed at Seawall Lot 330, consisting of 208,844 gsf of residential, 178,406 gsf of hotel, 29,854 gsf of retail, 106,339 gsf parking, and 11,447 gsf of shared support areas. The development would include a four-story building (ground level plus three podium levels containing a combination of retail, residential, hotel and parking uses) above which a 13-story residential tower would be developed in the south portion of the site (i.e., 17 stories total) and a 7-story hotel tower in the north portion of the site. The tallest structure on Seawall Lot 330 would be the proposed residential tower, which would measure approximately 175 feet at its building rooftop. The hotel would consist of two building wings connected by a multi-level glass bridge, approximately 105 feet in height. The podium building would vary in height, ranging from 20 to 50 feet depending on location, and would incorporate rooftop open space areas. The Seawall Lot 330 development would contain multiple ground-level vehicular and pedestrian/bicycle access points to the site, and a pedestrian/bicycle pathway through the development connecting Main Street and The Embarcadero. A total of 259 vehicle parking spaces are proposed on Seawall Lot 330.

Operations under this alternative are assumed to be essentially the same as those of the Project at Mission Bay, with the same year-round schedule and types of events at the event center, and typical operational schedules for the hotel, residential, and retail uses.

Construction of the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would require approximately 32 months for the entire development, about 6 months longer than the construction schedule for the Project. Unlike the Project, extensive in-water construction activities would be required in the vicinity of Piers 30-32 due to the seismic and structural upgrades to the pier structure that would be required. At or in the vicinity of Piers 30-32, construction activities would include: demolition of portions of the existing Piers 30-32 pier deck; removal and/or disconnection of existing pier piles; installation of new pier piles and reconstruction of the pier deck; dredging within a portion of the Pier 28-30 open water area; strengthening of the seawall and sections of the bulkhead wharf adjacent to Piers 30-32 along The Embarcadero promenade; construction of all above-deck Piers 30-32 development, including foundations, event center structure, retail buildings, parking and loading structure, and open space features; installation of associated on-site utilities; interior finishing, exterior hardscaping and landscaping improvements; installation of floating dock facilities along the north side of Piers 30-32; and installation of frontage improvements along The Embarcadero.

At Seawall Lot 330, construction activities would include: site demolition, clearing and excavation; pile installation and foundation construction; construction of all proposed Seawall

Lot 330 development, including podium structure and residential and hotel towers; installation of associated on-site utilities; interior finishing; exterior hardscaping and landscaping improvements; and installation of frontage improvements along The Embarcadero and Bryant and Beale Streets.

This alternative would require numerous federal and state permits and approvals, including approvals from the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Services, National Marine Fisheries Service, California State Lands Commission, San Francisco Bay Conservation and Development Commission, and California Department of Fish and Wildlife. Local approvals would be required from the San Francisco Planning Commission, San Francisco Port Commission, and the San Francisco Board of Supervisors as well as the San Francisco voters.

It should be noted that this alternative includes a mix of uses different than that of the Project, including new residential and hotel uses and substantially fewer office uses. Because of these differences, this alternative would result in impacts that would not occur for the Project, particularly due to the residential uses. However, the program for this alternative is based on the previous proposal by the Project Sponsor for this site, and was determined to be the most viable mix of uses for this site at the time it was under active consideration.

Under the Off-site Alternative, development at Blocks 29-32 at Mission Bay would not be precluded. Development of the Off-site Alternative could occur concurrently with development of Blocks 29-32 per the Mission Bay Plan, potentially contributing to localized impacts at both sites.

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 is rejected for the following reasons:

(a) Environmental Impacts:

The Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid or lessen some of the impacts of the Project identified in the GSW FSEIR, but it would also result in different significant impacts — including significant and unavoidable impacts — that would not occur under the Project.

The Off-site Alternative would have slightly more severe impacts than were identified for the Project (i.e., impact determination would change from LS to LSM and would require implementation of additional mitigation measures not required for the Project) with respect to:

- Construction water quality impacts (Impact would change from LS to LSM. There would be greater potential for adverse effects on water quality to occur, as well as more complex mitigation requirements.)
- Water quality impacts associated with trash and littering (Impact would change from LS to LSM.)

The Off-site Alternative would have substantially more severe significant impacts than were identified for the Project (i.e., impact determination would change from LS or LSM to SU or SUM and would require implementation of additional and/or different mitigation measures not required for the Project) with respect to:

- Construction noise levels substantially higher than ambient levels, exceeding Federal Transit Administration (“FTA”) criterion for residential exposure to construction. (Impact would change from LS to SUM.)
- Construction vibration impacts exceeding thresholds for human annoyance at nearby sensitive receptors. (Impact would change from LS to SUM.)
- Cumulatively considerable contribution to construction noise and vibration impacts, assuming other construction activities in the vicinity were to overlap with the construction activities. (Impact would change from LSM to SUM.)
- Exposure of sensitive receptors to increased PM_{2.5} concentrations and cancer risk from toxic air contaminant concentrations during construction and operation and associated contribution to cumulative impacts. (Impact would change from LSM to SUM.)

The Off-site Alternative would have different significant and unavoidable impacts that were not identified for the Project (i.e., new SU or SUM impact and would require implementation of different mitigation measures not required for the Project) with respect to:

- Traffic impacts at different intersections than those identified for the Project. The number of intersections with significant traffic impacts would increase, and these impacts would occur under a greater number of scenarios. Even though the Off-site Alternative would generate fewer vehicle trips than the Project, traffic impacts would be substantially greater due to its more central and congested location closer to downtown. (Impact would be SUM.)
- Construction noise impacts on special-status fish and marine mammals (Impact would be SUM.)

Overall, the Off-site Alternative at Piers 30-32 and Seawall Lot 330 would avoid and lessen several of the environmental impact identified for Project, but it would also result in new and different significant environmental impacts that would not occur under the Project.

(b) Project Objectives:

As described in the GSW DSEIR, the objectives for the proposed Event Center and Mixed-Use Development at Blocks 29-32 are intended to be consistent with the overall objectives of the Mission Bay Redevelopment Plan. (GSW DSEIR, pp. 3-4 – 3-5.) Development at Piers 30-32 and Seawall Lot 330 as proposed in the Off-Site Alternative would not achieve any of the

redevelopment objectives identified for the Mission Bay South Redevelopment Plan, which are described above in Section V.A. However, since it is assumed that an alternative development would occur at Blocks 29-32, it is assumed such development would achieve at least some of the redevelopment objectives identified for the Mission Bay South Redevelopment Plan. As discussed in the context of the No Project Alternative above, it is also reasonable to assume that such an alternative development on Blocks 29-32 would substantially reduce the scale of development at the site as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. Therefore, the OCII Commission finds that this alternative would substantially reduce the ability to meet the project objectives within the context of the overall objectives of the Mission Bay Redevelopment Plan.

(c) Other Feasibility and Policy Considerations:

There are numerous uncertainties with regard to the acquisition of all the necessary permits and approvals required for the Piers 30-32 and Seawall Lot 330 site, including permits from the U.S. Army Corps of Engineers, State Lands Commission, San Francisco Bay Conservation and Development Commission (“BCDC”), Port of San Francisco, and voter approval under Proposition B.

Piers 30-32 and SWL Lot 330 are both under the jurisdiction of the Port of San Francisco. The current height limits (which are unchanged from 2012) for those sites are 40 feet and 65-105, respectively. Proposition B, passed by the voters in 2014, requires that any height increase on property within the Port’s jurisdiction from the height limit that existed in June of 2014 must go to the San Francisco voters for approval. Consequently, in order for the proposed project to proceed at those locations, the first step in the entitlement process would be to seek and obtain a height reclassification of the sites at the ballot. Taking a height reclassification to the ballot requires the Project Sponsor wait until the next election, and in advance of that expend significant sums to draft the ballot measure, collect signatures to place it on the ballot, and campaign for its approval.⁸

After completing the height reclassification process (if successful), the project would then commence seeking project approvals, which would require analysis under the California Environmental Quality Act as well as the National Environmental Policy Act (“NEPA”) because the Army Corps of Engineers (a federal agency) has certain permitting authority over the piers. The work required to retrofit the existing piers, which are in poor condition, would be extremely expensive, costing over an estimated \$120 million, and would entail in-water work requiring

⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

certain mitigation measures to protect biological resources. Under the Burton Act, a state law that governs the Port's authority, the Port could not enter into a lease of more than 66 years in length; thus, the maximum term the arena could be leased would be 66 years. As a consequence, the extremely high costs of retrofitting the Piers in order to allow arena construction could only be amortized over a relatively short period of time, making the recovery of the capital costs of the project financially infeasible for the Project Sponsor. In addition, the mitigation measures required to protect biological resources would likely include limiting the months in which construction can occur, particularly in-water work in order to protect the resources. These mitigations serve to increase the construction times and risk.⁹

Finally, the time entailed in pursuing the required two-part entitlement process would take significantly longer than at a site not under the jurisdiction of the Port or subject to federal permitting for in-water construction. Piers 30-32 are also regulated by other state and regional agencies, in addition to the U.S. Army Corps of Engineers. The Project Sponsor's lease at its current location at Oracle Arena expires in 2017 and the Project Sponsor must make a definitive decision about the long-term venue for the team as quickly as possible as a result.¹⁰ Presumably, the Project Sponsor initially anticipated all of the above-described challenges could potentially be overcome and the Event Center at the Piers 30-32 and Seawall Lot 330 site could have been developed in a successful manner within a reasonable period of time. (*Uphold Our Heritage v. Town of Woodside* (2007) 147 Cal.App.4th 587, 600 ["No proponent, whether wealthy or not, is likely to proceed with a project that will not be economically successful."].) However, as of today, in consideration of the circumstances surrounding the Project, including the Project Sponsor's goal of constructing a new NBA Arena in time for the 2018-2019 NBA season, the OCII Commission finds that these uncertainties, combined with other factors, make the alternative infeasible.

Furthermore, development must occur within the Plan Area to further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Piers 30-32 and Seawall Lot 330 are not located within the Plan Area. Therefore, the Off-Site Alternative does not further any of the Mission Bay South Redevelopment Plan redevelopment objectives. Even if, as noted above, an alternative mixed use development project was assumed to be proposed and ultimately developed on the project site in the future if the Off-Site Alternative was selected, OCII finds that such an alternative development on the project site would likely be substantially smaller in scale as compared to the Project, and, as a result, would be substantially less effective than the Project in meeting the redevelopment objectives relating to economic growth because the reduction in development would generate far less revenue that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation

⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁰ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

infrastructure. Additionally, one of the major Mission Bay South Redevelopment Plan redevelopment objectives is to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Approving the Off-Site Alternative and assuming an alternative development project would be proposed on the project site in the immediate future would not further the goal to successfully complete the Mission Bay South Redevelopment Plan “in the most expeditious manner feasible.” Therefore, the OCII Commission finds that approval of the Off-site Alternative would not further the Mission Bay South Redevelopment Plan redevelopment objectives. The OCII Commission rejects the Off-site Alternative at Piers 30-32 and Seawall Lot 330 on each of these grounds both collectively and independently. The OCII Commission finds each of these reasons sufficient independent grounds for rejecting the Off-site Alternative at Piers 30-32 and Seawall Lot 330 as infeasible.

D. Alternatives Considered but Rejected from Further Consideration

Alternative Locations

The DSEIR explains that eleven additional alternative locations for the Project were considered but rejected because they either would not achieve most of the basic project objectives, would not reduce or avoid significant environmental Project impacts, and/or do not represent potentially feasible alternatives for other economic, social, or environmental reasons. (GSW DSEIR, section 7.5, pp., 713 through 7-14 and 7-110 through 7-116.) The OCII Commission finds each of these reasons sufficient independent grounds for rejecting these alternative locations as infeasible.

Alternative Locations Proposed After Publication of the GSW DSEIR

Subsequent to publication of the GSW DSEIR and after the end of the public comment period on the GSW DSEIR, a potential alternative site for the Project – near Pier 80 – proposed by a group called the Mission Bay Alliance (“MBA”), was brought to light through local media (“MBA Alternative Site”). MBA subsequently presented the MBA Alternative Site to OCII in a comment letter on October 13, 2015, which was more than two and one half months after the public comment period on the GSW DSEIR had closed. The MBA Alternative Site is an approximately 21-acre site bounded by Cesar Chavez Street, Islais Creek Channel, and Interstate 280. Although this potential site was not presented to OCII until late in the environmental review process, it has been thoroughly vetted and is not considered a feasible option.

First, it should be noted that a similar site is described in the GSW DSEIR. Among the alternative locations that were considered for inclusion in the GSW DSEIR but ultimately rejected was the so-called Pier 80 or India Basin Area, located very close to the newly proposed MBA Alternative Site. The OCII Commission finds each of the reasons provided in the FSEIR for rejecting the Pier 80 or India Basin Site provides sufficient independent grounds for also rejecting the MBA Alternative Site as infeasible.

In any event, the OCII Commission finds that the MBA Alternative Site is not a feasible option for the following additional reasons.

The MBA Alternative Site consists of approximately 12 separate lots located across the street from Pier 80 in San Francisco. About half of the parcels appear to be held by 3-4 different private parties; the other, larger lots are controlled by the City and the Port of San Francisco.¹¹ The SFMTA currently operates a bus acceptance facility at the Port property located at 1399 Marin Street. The SFMTA owns the property at 1301 Cesar Chavez Street, where it operates and is currently expanding its Islais Creek Motor Coach Facility. This facility has been in the planning and acquisition stages since 1990 and once completed, will be among the SFMTA's largest facilities. Furthermore, SFMTA also recently began construction on a maintenance and operations building at the southeast corner of the site, which once completed, will be used to store and service buses and include administrative offices and a community meeting space. SFMTA considers these properties to be "critical" to its mission. The Project Sponsor does not control or own the publicly or privately owned sites and no evidence suggests it would be feasible for the Project Sponsor to acquire such rights.

The parcels located across from Pier 80 are zoned PDR-2 and have heights ranging from 40 feet to 68 feet. The PDR-2 zoning would not allow the office buildings. In contrast to the allowed heights, the proposed Event Center would be 135 feet in height and the office and retail buildings would be 160 feet in height. Thus, the development would not be permitted without approval of ordinances rezoning the permitted uses and height limits in the Planning Code and the Height Maps in order to accommodate the proposed Event Center and office buildings. In the case of the Port property, any increase in height limit would require voter approval due to the passage of Proposition B by the voters in 2014, which requires voter approval for any height increase on Port property.

The MBA Alternative Site would not avoid significant impacts of the Project, and would have more severe transportation, air quality, hydrology and water quality impacts.

Access to this location would require a greater proportion of event attendees to travel by auto, as local and regional transit service in the site's vicinity is limited, and the site is located further from locations accessible via bicycle and walk modes. The T Third light rail line is the primary Muni light rail route that would serve the site. The 19 Polk Muni bus route, with a connection at Evans/Connecticut Streets, runs north to Market Street and connects with the Civic Center BART station, but has limited service during the weekday and Saturday evening and late evening peak periods. The closest BART station is at 24th Street and Mission Street, approximately two miles to the west. The closest Caltrain station is at 22nd Street, under the I-280 freeway, approximately two-thirds of a mile to the north. It offers less train service (fewer trains stop there) than the Caltrain station at Fourth/King Streets, as it is an intermediate station, as opposed to the line terminal at Fourth/King Streets. Due to its remote location, this site would not meet

¹¹ Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

the project objectives to locate the Event Center within walking distance to local and regional transit hubs.

Unlike the project site, the MBA Alternative Site is located in an Air Pollution Exposure Zone. Consequently, this site would likely result in substantially more severe air quality health risk impacts than the Project. The MBA Alternative Site is located directly adjacent to the Islais Creek Channel, and thus would have a greater potential to result in adverse impacts on water quality and aquatic resources due to stormwater runoff into the Bay during both project construction and operation. The MBA Alternative Site is also located within the 100-year flood zone, and accordingly, locating the project here would expose people and structures to a greater risk of loss, injury or death due to flooding than the proposed location outside of the 100-year flood zone. Moreover, because it is directly adjacent to the Islais Creek Channel and is at a low elevation relative to sea level, the MBA Alternative Site would be more vulnerable to flooding in the future due to sea level rise and is more vulnerable to tsunami risk than the project site.¹²

In consideration of SFMTA's active and expanding use and development on a portion of the MBA Alternative Site, the number of private lots included as part of the site (none of which are owned or in the control of the Project Proponent), and the other considerations discussed above, the OCII Commission finds that the MBA Alternative Site could not be assembled in a successful manner within a reasonable period of time taking into account existing development on the site as well as economic, legal, and environmental factors. The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative location.

Alternative Concepts, Designs, and Strategies

In developing the alternatives selected for detailed analysis in the GSW DSEIR, and throughout the environmental review process, OCII, with the assistance of the Planning Department, considered additional alternative concepts, designs, and strategies that could potentially avoid or lessen the Project's environmental impacts. In some cases, the alternative concepts were incorporated into the Reduced Intensity Alternative analyzed in the GSW DSEIR or into the mitigation measures proposed for the Project. In other cases, however, alternative concepts were determined to either be infeasible or to result in the same or more severe environmental impacts compared to those of the Project, and therefore were not included in the range of alternatives carried forward for full analysis. The reasons the alternative concepts, designs, and strategies are rejected are described below.

Alternative Strategy to Reduce Size/Scale of the Event Center

The size and scale of the event center is currently designed to meet the primary objective of meeting the NBA requirements for sports facilities, and specifically for use as the home court for the Golden State Warriors basketball team. The capacity of 18,064 seats is over 1,000 fewer

¹² Sally Oerth, OCII, and Chris Kern, SF Planning Department, Letter to Tiffany Bohee, Re: Proposed Alternative at Pier 80, October 23, 2015.

seats than the average capacity of all current NBA facilities. The 18,064-seat capacity is also well below the capacity of the Warriors' current home court at the Oracle Arena in Oakland.¹³ However, while the event center is designed to meet the specific needs for NBA basketball games, it is also designed on balance to achieve the overall project objectives of providing a year-round venue for a variety of sporting events, entertainment, and convention purposes that promotes environmental sustainability, transportation efficiency, greenhouse gas reduction, and job creation.

The 18,064-seat capacity will be the fifth lowest capacity in the NBA, despite the high current market demand for season tickets. Currently, the Warriors have 14,500 season ticket holders and there are over 17,000 people on the waiting list for season tickets. Therefore, the Project Sponsor has indicated that reducing the capacity of the event center below 18,064 is not feasible due to its already small size relative to other NBA facilities and the overwhelming market demand for season tickets.¹⁴

A reduced size event center would also not meet the project objective of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500, and expands opportunities for the City's tourist, hotel and convention business.

The viability of attracting top entertainment events, including large touring shows, is influenced primarily by the buildings' gross potential and secondarily by the venues' ability to support large event requirements/logistics such as rigging, space requirements, power, data, lighting and sound. Today's concerts typically tour with 12 to 24 tractor-trailers of equipment, requiring a venue that not only has the infrastructure to mount a 200,000 lb show but is able to compete economically with other markets to attract these type of events to the market. The business model for these events is impacted dramatically by potential attendance, and therefore, most large-scale entertainment events could not occur at the event center if the capacity is reduced below 18,500. Therefore, reducing the capacity of the event center below 18,500 would deprive City residents the opportunity to attend these types of events in the City and would substantially reduce opportunities for the City's tourist, hotel and convention business.¹⁵

Moreover, the City of San Francisco currently lacks a public venue that can compete for "arena" type entertainment attractions. The lack of a state-of-the-art arena venue in the City prevents top

¹³ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹⁴ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015

¹⁵ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

domestic and international music tours, political conventions, major award shows, athletic tournaments, family shows and a variety of other entertainment and sporting events from taking place in San Francisco. The existing venues in San Francisco cannot support these needs and, as a result, over a hundred of the top tours and attractions are currently unable to perform in the City. And there is currently a high market demand for these types of events in the City. The market demand for such attractions in San Francisco is demonstrated by the high demand for similar venues on the Peninsula, such as Levi's stadium, the Shoreline Amphitheatre and HP Pavilion, as well as the existing Oracle Arena.¹⁶

Furthermore, as described above, most of the event center-related impacts could be mitigated with the adopted mitigation measures, and it is unlikely that reducing the size/scale of the event center could effectively or substantially lessen the Project's significant transportation-related impacts.

Detailed traffic modeling of a smaller event center has not been performed. For this reason, it is not possible to determine exactly how small the event center would need to be in order to avoid some or all of the Project's significant and unavoidable traffic impacts. Based on the modeling that has been performed, however, a smaller event center could potentially result in significant impacts at fewer intersections; but, as indicated by the modeling conducted for the No Event scenario, even a substantially smaller Event Center would result in significant and unavoidable traffic impacts including at the intersection of 16th/Seventh/Mississippi Streets. Thus, even a substantially smaller event center than the 18,500-seat event center would still have significant and unavoidable traffic impacts, would not meet NBA standards for an arena, and would not meet the basic project objectives. As a result, this alternative strategy would not effectively avoid or substantially lessen transportation-related impacts. Thus, reducing the size and scale of the event center was screened from further consideration for detailed alternatives analysis. It should be noted, however, that reducing the size of Project features other than the event center were included under the Reduced Intensity Alternative, which is analyzed in the GSW DSEIR.

The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative strategy.

Alternative Strategy to Reduce Number of Events at the Event Center that Would Overlap with SF Giants Games at AT&T Park.

As explained in the GSW FSEIR, it is estimated that there would be a potential for about 32 overlapping events per year, but in rare circumstances there could be as many as 40 events (with varying combined total attendance) in one year. These estimates are based on the followig182.9 Tm[(F)] TJy

assumptions, which are conservative because they rely on current scheduling information and do not account for any advanced coordination between the SF Giants and the Golden State Warriors, or internal schedule coordination at the event center:

- Overlap with Golden State Warriors games. The regular NBA (late October through mid-April) and regular baseball seasons (April through September) overlap slightly in the first half of April, and for both teams, only half of the games are home games. Conservatively, about 2 games per year could overlap during the regular season. If either or both of the Warriors and SF Giants were to move on to the post season, there would be increased likelihood of overlapping events, with up to approximately five additional overlapping events if both teams were to advance to their respective championship final series in the same year.
- Overlap with concerts. As indicated in Chapter 3, Project Description, Table 3-3, the major concert season is fall, winter, and early spring. Thus, of the 45 yearly concerts, about 20 could overlap with the regular baseball season, but at most, only half of these (10) are estimated to occur on the same day as a SF Giants home game.
- Overlap with family shows. As indicated in Chapter 3, Project Description, Table 3-3, the approximate 55 family shows would be distributed throughout the year on Wednesday through Sunday. Since the SF Giants play for six months of the year during the regular season, it is assumed that half of the family shows (27) would occur during the baseball season (April through September), but the SF Giants only play home games at AT&T Park for half of that time, leaving 14 days of possible overlap. However, the SF Giants also play games on Monday and Tuesday when there would be no family shows. So about 10 of the family shows are estimated to occur on the same day as a SF Giants home game.
- Overlap with other non-Golden State Warriors sporting events. Of the approximate 30 other non-Golden State Warriors sporting events that would be held at the event center, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games, or about 7 events.
- Overlap with conventions/corporate events. Of the approximate 31 conventions or corporate events, it is assumed that half could occur during baseball season, and half of those could overlap with SF Giants home games. However, these events would almost exclusively be during the day, and only about 35 percent of the SF Giants games are day games; this indicates the potential for an estimated 3 overlapping events.

Based on league schedules and concert scheduling as described in the GSW FSEIR, it is anticipated that in a regular year, on average, there is a possibility of about nine large events

(about 12,500 or more attendees) at the event center overlapping with a SF Giants evening game at AT&T Park (i.e., two basketball games and seven concerts) annually. If either or both teams make it to their respective championships, the number of large events overlapping could moderately increase; however, it is unlikely that this scenario would occur on a regular basis.

The OCII Commission has considered whether there are feasible strategies to further reduce the number of events at the event center that would overlap with SF Giants games at AT&T Park in an effort to reduce potential environmental impacts. For the following reasons, however, the OCII Commission finds that it is not feasible to reduce the number of overlapping events.

First, the NBA schedule, and therefore, the Warriors schedule is beyond the Project Sponsor's and OCII's control. Similarly, the Major League Baseball ("MLB") schedule, and therefore, the SF Giants schedule is also beyond the Project Sponsor's and OCII's control. In other words, because neither the lead agency or responsible agencies nor the Project Sponsor has any control over MLB or NBA schedules, it is not possible to reduce the number of Warriors basketball games that overlap with SF Giants baseball games at AT&T Park.

Second, there is no feasible strategy to reduce the number of concerts, family shows, or conventions/corporate events at the event center that would overlap with SF Giants Games at AT&T Park. The financial model of most venues, such as the event center, is predicated on programming the venue for a variety of shows and events over the course of the year. The costs of developing and constructing a new event venue, or even the more limited costs of rehabilitating an existing venue, demand that the venue be utilized throughout the year in order to most effectively amortize the costs of the facility. In other words, the event center must host year-round events because the business model (particularly where the venue is privately financed) demands year-round revenue to be economically successful.¹⁷ Therefore, it is not feasible to prohibit events at the event center during the SF Giants baseball season. Moreover, prohibiting events during the SF Giants baseball season would be inconsistent with the overall Project purpose of constructing an event center that can be used year-round for sporting events and entertainment and convention purposes.

Third, shifting of event start times for most entertainment attractions can be difficult or impossible, particularly without sufficient advance notice of the need to make such a request. The difficulty in doing such is driven primarily by the requirements of the client (tour management), which falls outside the control of the promoter or the venue operator. Most arena events are routed months and sometimes more than a year in advance. The event is designed in almost all circumstances to be able to play the venue in a single day (load-in, show, load-out). The tour maintains an extremely regimented schedule for all venues played across the country

¹⁷ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment – Golden State Warriors, LLC, Jennifer Cabalquinto, Memorandum, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

and internationally in order to efficiently and effectively move the show from venue to venue, which can include dozens of tractor trailers, tour buses, and support vehicles. It is very common for the show to load-out in one city and travel a significant distance, in some cases hundreds of miles, in order to load-in in another city the next morning. The artists' travel arrangements, as well as the logistics to move the show from city to city, are carefully choreographed, which makes it extremely difficult to alter any schedules, including show start times. Similar circumstances apply to moving a show date. The tours are routed as much as a year in advance.¹⁸

Any requirements that would necessitate that shows move to alternate dates would in almost all circumstances result in an event cancellation as the tour and artists' schedule and logistics could not absorb such a move due to the ongoing commitments of the tour. As a consequence, while some staggering of start times may at times be possible with sufficient advance notice, there are practical, industry-driven limits on how often one could successfully negotiate staggered start times. In short, there is an inherent degree of temporal inflexibility built into the industry model for road shows. Thus, to be able to attract and accommodate the type of events that are both desirable and financially necessary for the Project, it is not possible to prohibit events from occurring at the event center during times that might overlap with an SF Giants game at AT&T Park.¹⁹

Additionally, reducing the number of events that might overlap with an SF Giants game at AT&T Park would not decrease magnitude of the Project's traffic impacts on days when overlapping events occur. Therefore, a reduction in overlapping events would not effectively avoid or substantially lessen the magnitude of the Project's transportation-related impacts identified in the FSEIR. Furthermore, the OCII Commission finds that a limit on overlapping events is infeasible from an economic and policy perspective because a restriction, such as an overlapping event restriction, that results in a reduction in the number of events held at the Event Center annually would directly impact the public revenues generated by events held at the Event Center that could be used for purposes such as funding affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

The OCII Commission finds each of these reasons sufficient independent grounds for rejecting this alternative strategy.

¹⁸ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

¹⁹ GSW Arena LLC, Rick Welts, Letter to Tiffany Bohee, Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015; Attachment - Stephen Collins, Memorandum Re: Event Center and Mixed-Use Development Mission Bay Blocks 29-32, October 23, 2015.

VI. STATEMENT OF OVERRIDING CONSIDERATIONS

Pursuant to CEQA section 21081, subdivision (b), and CEQA Guideline 15093, the OCII Commission hereby finds, after consideration of the FSEIR and all other evidence in the record, that each of the specific overriding economic, legal, social, technological and other benefits of the Project as set forth below independently and collectively outweighs the significant and unavoidable impacts of the Project and is an overriding consideration warranting approval of the Project. Any one of the reasons for approval cited below is sufficient to justify approval of the Project. Thus, even if a court were to conclude that not every reason is supported by substantial evidence, the OCII Commission will stand by its determination that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the preceding findings, which are incorporated by reference into this Section, and in the documents found in the Record of Proceedings, as defined in Section I.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, the OCII Commission specifically finds that there are significant benefits of the Project to support approval of the Project in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. The OCII Commission further finds that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where, and to the extent, feasible. All mitigation measures proposed in the FSEIR that are applicable to the Project are adopted as part of this approval action. Furthermore, the OCII Commission has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technical, legal, social and other considerations.

The Project has the following benefits:

- The Project includes the construction of a state-of-the-art multi-purpose event center in San Francisco that meets NBA requirements for sports facilities and can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. Although the event center is one of the smallest venues used by NBA basketball teams, it meets the NBA's requirements and will provide sufficient capacity to meet the market demand for Golden State Warriors basketball games. Further, the event center will provide sufficient capacity to accommodate a variety of desirable events, including other sporting events, small and large concerts and shows, conventions and conferences, and other family events. No similar-sized event center currently exists in San Francisco, so the construction of the event center will attract events to the City that cannot be accommodated by other venues. By providing a state-of-the-art event center that can accommodate a wide variety of small- and large-scale events, including Warriors basketball games, the Project will

benefit City residents and expand opportunities for the City's tourist, hotel and convention business.

- The Project provides sufficient complementary mixed-use development to create a lively local and regional visitor-serving destination that is active year-round. In addition to the event center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the event center is not in use, and provide amenities to visitors of the event center as well as the surrounding neighborhood.
- The Project meets high-quality urban design and high-level sustainability standards. The Project is designed to LEED® Gold standards and incorporates a variety of design features to provide energy and water conservation and efficiency, encourage alternative transportation, promote a healthy indoor environment, minimize waste, and maximize recycling opportunities.
- The Project is located in an urban infill area in Mission Bay, immediately adjacent to local transit stops and less than a mile from other regional transit resources, including train and ferry and therefore will promote public transit and further the City's Transit First Policy. The Project will also implement a number of off-site roadway network and curb regulations, transit network, pedestrian and bicycle network improvements in the project site vicinity, including roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements, that will substantially benefit the community.
- The Project will provide the City with a world class performing arts venue of sufficient size to attract those events which currently bypass San Francisco due to the current lack of a world class facility in the City. The City is currently unable to attract or accommodate certain events because there are no venues in the city that can accommodate such events. With the event center, however, the City will be able to accommodate such events, for which there is a high demand in the City.
- The Project will promote environmental sustainability, transportation efficiency, greenhouse gas reduction, stormwater management using green technology, and job creation consistent with the objectives of the California Jobs and Economic Improvement Through Environmental Leadership Act (AB 900), as amended.
- The Project will provide substantial tax revenue available to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure.

- The Project will generate thousands of jobs for residents of Mission Bay and the City of San Francisco area during both construction and operation.

In summary, the development and revitalization of the Mission Bay area and the betterment of the quality of life for the residents of this community is one of OCII's highest priorities. Having considered these benefits, the OCII Commission finds that the benefits of the Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.