

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 29-2025

CONDITIONALLY APPROVING A BASIC CONCEPT AND SCHEMATIC DESIGN FOR THE FIRST PHASE OF THE MISSION BAY SOUTH BLOCK 4 EAST MIXED-USE AFFORDABLE HOUSING PROJECT OF APPROXIMATELY 165 RENTAL UNITS AND APPROXIMATELY 1,253 SQUARE FEET OF COMMERCIAL SPACE; APPROVING AN AMENDMENT TO THE MAJOR PHASE FOR BLOCKS 2-7 AND 13; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

WHEREAS, The former Redevelopment Agency of the City and County of San Francisco (“Former Agency”) Commission approved the Redevelopment Plan for the Mission Bay South Redevelopment Project (“Redevelopment Plan”) by Resolution No. 190-98 (Sept. 17, 1998). Concurrently, the Former Agency Commission approved the Design for Development for the Mission Bay South Redevelopment Project Area (“D for D”) by Resolution No. 191-98, and a conditionally authorized execution of an Owner Participation Agreement (“South OPA”) with Catellus Development Corporation, a Delaware corporation (“Catellus”), by Resolution No. 193-98. The San Francisco Board of Supervisors (“Board of Supervisors”) adopted the Redevelopment Plan by Ordinance No. 335-98 (Nov. 2, 1998) and amended it by Ordinance Nos. 143-13 (July 9, 2013), 032-18 (Mar. 6, 2018), 128-20 (July 31, 2020), 209-20 (Oct. 1, 2020) and 014-21 (Feb. 12, 2021). Together, the Redevelopment Plan, D for D, and South OPA are the “Plan Documents”; and,

WHEREAS, FOCIL-MB, LLC, (“FOCIL-MB”), a subsidiary of Farallon Capital Management, LLC, assumed all of Catellus’s obligations under the South OPA, as well as all responsibilities under the related public improvement agreements and land transfer agreements with the City and County of San Francisco (“City”). FOCIL-MB and its Transferees are bound by the South OPA and related agreements, including the requirements of the affordable housing program, equal opportunity program, and design review process; and,

WHEREAS, The South OPA and its Attachment C (Mission Bay South Housing Program) provide that the Master Developer will contribute land to the Former Agency, at no cost, for the development of affordable housing and the Former Agency will oversee the development of one thousand one hundred eight (1,108) affordable housing units in the Mission Bay South Redevelopment Project Area (the “Project Area”), with the ability to construct an additional 110 affordable housing units, pending assessment of the development impacts and any necessary approvals, for a maximum total of one thousand two hundred and eighteen (1,218) affordable housing units; and,

WHEREAS, On February 1, 2012, state law dissolved all redevelopment agencies, including the Former Agency, and created successor agencies to complete the enforceable obligations of the former redevelopment agencies and to wind down redevelopment affairs. California Health and Safety Code §§ 34170 *et seq.* (the “Redevelopment Dissolution Law”); and,

- WHEREAS, The Successor Agency to the Former Agency (commonly known as the Office of Community Investment and Infrastructure) (the “Successor Agency” or “OCII”) is completing the enforceable obligations of the Former Agency in the Project Area, consistent with the Redevelopment Dissolution Law and San Francisco Ordinance No. 215-12 (Oct. 4, 2012) (establishing the Successor Agency Commission (“Commission”) and delegating to the Commission the state authority under the Redevelopment Dissolution Law); and,
- WHEREAS, On January 24, 2014, the California Department of Finance determined “finally and conclusively” that the South OPA, including its affordable housing obligations and tax allocation pledge agreement, is an enforceable obligation under the Redevelopment Dissolution Law; and,
- WHEREAS, The Plan Documents, including the Design Review and Document Approval Procedure, Attachment G to the South OPA (“DRDAP”), sets forth review and approval processes for development in the Project Area. The DRDAP provides that development proposals will be reviewed and processed in “Major Phases,” as defined in and consistent with the Plan Documents. Subsequent to Major Phase approval, proposals for individual projects will occur in stages: Basic Concept, Schematic Design, Design Development Documents, and Final Construction Documents. However, the DRDAP allows for simultaneous submittal, review, and approval of the Basic Concept and Schematic Design (“BCSD”). Design plans and documents for any proposed project must be consistent with the approved Major Phase, though the DRDAP allows for a Major Phase to be amended by a Schematic Design submittal if the overall submittal is still consistent with the Plan Documents; and,
- WHEREAS, By Resolution No. 178-2005 (Nov. 1, 2005), the Former Agency Commission approved the Major Phase for Blocks 2 - 7 and 13 (“Major Phase”) that included Mission Bay South Block 4 East (“MBS 4E”), Assessor’s Block 8711, Lot 029B, as an Agency Affordable Housing Parcel (as defined in the South OPA). MBS 4E comprises an approximately 1.05 acre parcel bounded by 3rd Street, Mission Rock Street, China Basin Street, and the previously developed Mission Bay South Block 4 West; and,
- WHEREAS, By Resolution No. 30-2024 (Sept. 3, 2024), the OCII Commission authorized the Executive Director to enter into an Exclusive Negotiations Agreement (“ENA”) and Predevelopment Loan Agreement with Mission Bay 4 East Associates, L.P., a California limited partnership (the “Developer”), an affiliate of Curtis Development and Bayview Senior Services to undertake predevelopment activities on MBS 4E with the expectation that the ENA would lead to long term ground leases and the construction of improvements. The ENA established that the Developer intended to pursue development of MBS 4E with two distinct projects to be completed in two phases; and,
- WHEREAS, The Developer has evaluated MBS 4E and proposes two separate buildings with MBS 4E split equally between the two. Accordingly, the Developer has submitted two BCSD applications for MBS 4E. The combined program will provide a total of

398 residential units and approximately 1,253 square feet of retail space. The proposed building on the southern half of MBS 4E includes 165 rental housing units (163 affordable units and two unrestricted manager's units) that will serve low-income households and households experiencing homelessness, resident-serving open spaces and amenities, resident and staff parking, and an approximately 1,253 square foot retail space (the "Phase I Project"). The proposed building on the northern half of MBS 4E includes 233 rental housing units (231 affordable units and two unrestricted manager's units) that will serve low-income households and households experiencing homelessness, resident serving open spaces and amenities, and resident and staff parking (the "Phase II Project"); and,

WHEREAS, To accommodate the proposed Phase I Project program, the Developer has requested an amendment to the D for D to modify certain provisions specific to MBS 4E (the "D for D Amendment"). The D for D Amendment includes: 1) decreasing the required minimum tower separation from 125 feet to 118 feet; and 2) exempting the MBS 4E from streetwall height limitations; and,

WHEREAS, By Resolution No. 28-2025, adopted concurrently with this Resolution, the Commission approved the D for D Amendment in connection with the Phase I Project, as more particularly identified in Resolution No. 28-2025; and,

WHEREAS, As allowed by the DRDAP, the BCSD application includes an application for an amendment to the Major Phase (the "Major Phase Amendment") to reflect the changes to the Major Phase that the Phase I BCSD will make. These changes include: 1) a Phase I Project site area as 22,825 square feet; 2) a building height for the Phase I Project of 160 feet; 3) residential unit count of 165; 4) 131 bicycle spaces; 5) 44 parking spaces; and 6) a range of net retail area from 1,200 - 1,500 square feet; and,

WHEREAS, In accordance with the DRDAP, OCII staff has determined that the MBS 4E BCSD submission for the Phase I Project, subject to the satisfaction of the conditions of approval set out in this Resolution (and incorporated herein by reference) (the "Conditions of Approval") will not be detrimental to the public welfare or injurious to the property or improvements in the vicinity of the Phase I Project, and will be consistent with the general purposes and intent of the Plan Documents; and,

WHEREAS, Under the South OPA and Section 3.6 of Attachment C (Mission Bay South Housing Program, OCII is authorized to increase the total amount of affordable housing units permitted under the South OPA if OCII makes certain determinations, namely that it has obtained all necessary amendments to existing land use and environmental approvals for the South Plan Area and provided FOCIL with reasonable assurance that the additional 110 units will not adversely affect FOCIL's development in the North Plan Area or South Plan Area as anticipated under the Mission Bay North and South Redevelopment Plans and Plan Documents with respect to the density and intensity of development, any requirements for or changes in Infrastructure or Infrastructure costs, the effects of any changes in traffic, and cumulative development or other environmental considerations, including delays because of environmental review or compliance; and,

WHEREAS, OCII has obtained all necessary amendments to existing land use and environmental approvals for the South Plan Area and provided FOCIL with reasonable assurance that the inclusion of an additional 110 affordable units in the Phase I Project will not adversely affect FOCIL's development in the North Plan Area or South Plan Area as anticipated under the Mission Bay North and South Redevelopment Plans and Plan Documents with respect to the density and intensity of development, any requirements for or changes in Infrastructure or Infrastructure costs, the effects of any changes in traffic, cumulative development or other environmental considerations, including delays because of environmental review or compliance; and,

WHEREAS, A presentation of the BCSD for the Phase I Project (along with the BCSD for the Phase II Project), including the Phase I Project's need for a Major Phase Amendment and D4D Amendment, was reviewed and approved by the Mission Bay Citizens Advisory Committee at its October 9, 2025 meeting; and,

WHEREAS, OCII's remaining approvals for the Phase I Project consist of approval of a commitment of a permanent loan agreement and long-term ground lease; and,

WHEREAS, As described in the Commission Memorandum accompanying this Resolution, OCII has determined that the conditional approval of the BCSD and Major Phase Amendment are statutorily exempt from the California Environmental Quality Act under Section 21080.40 of the California Public Resources Code as actions in furtherance of an affordable housing project dedicating all of its residential units to lower income households; now, therefore be it,

RESOLVED, The Commission hereby approves the BCSD and Major Phase Amendment for the Phase I Project, attached hereto as Exhibit A, subject to the following Conditions of Approval, the approval of which are delegated to the Executive Director upon resubmission of the Major Phase Amendment and BCSD to the Agency:

During Design Development, as defined in the DRDAP, and in coordination with OCII staff, the Developer shall:

1. Livability of Units: Further study the unit layout, floor to ceiling heights, and other residential elements that may impact the livability of the units. This may include, but is not limited to:
 - a) Evaluate the location of structural columns in unit living spaces and implement measures to minimize maintenance issues at column proximities near the walls and windows, including potential reductions of wall thickness and mitigate the creation of unusable floor areas.
 - b) Coordinate structural, mechanical, electrical, and plumbing systems to limit ceiling soffits and maintain the highest feasible floor-to-ceiling heights in residential living areas.
 - c) Interior Walls: Ensure the interior walls do not conflict with window glazing and terminate at vertical mullions of windows, using devices such as 'mullion mate' that help to reduce the wall thickness at mullions
2. Ground Floor: Design of the ground-floor facades shall be subject to further design review to ensure that the frontage:

- a) Storefront: The proportion and character of glazed façade area shall be consistent with that shown in the approved Basic Concept and Schematic Design submittals.
 - b) Garage, Loading and Utility Doors: Continue to refine the materiality of garage, loading and utility doors to be visually integrated with the adjacent façade systems.
 - c) Blank Walls: Engage the pedestrian experience with a pleasant façade design by minimizing blank walls, specially along China Basin Street, by maintaining a human scale, while integrating with the overall building design.
- 3. Façade Modulation: Continue refinement to building façade modulation, especially along China Basin Street:
 - a) Modulation Refinement: Refine the modulation to align with the interior demising walls of units to ensure efficient and accessible floor layouts.
 - b) Unit Coordination: Alternatively, unit demising walls may be adjusted to achieve efficient use of modulation.
- 4. Façade Skin and Fenestration: Continue to refine the appearance of skin elements and placement of window elements:
 - a) Non-formliner Panels: Refine the treatment of non-formliner façade panels to enhance visual interest, to the extent possible, without increasing the cost of the materials. Variations in color, texture, or aggregate exposure may be used to achieve this objective.
 - b) Façade Vents: Integrate façade vents and other necessary building appurtenances as a part of or aligned with the window assembly that is consistent with or complementary to the overall façade design and minimizes visual disruption with nonaligned, random openings in the facade. Location of vents may be located on secondary façades (i.e., return sides of projected massing) or within darker or textured panels where appropriate. Study the use of vertical cavities in the exterior wall system to refine vent locations.
- 5. Building Roofline: Refine the roofline design, (e.g., use of open or transparent railings), to reinforce the vertical massing articulation along the façades, in coordination with waterproofing and maintenance consideration.
 - a) Parapet Design: Study reinforcing the vertical massing expression by use of open railings, in coordination with waterproofing and maintenance considerations.
 - b) Mechanical Equipment and Screening: Continue to setback rooftop mechanical equipment and use parapet and screening to hide from the side view of higher residential units.
- 6. Site Coordination: Continue coordination with all city agencies, as required in finalizing plans with respect to, but not limited to the following:
 - a) Bike Share Station: Coordinate with San Francisco Municipal Transportation Agency (“SFMTA”) in finalizing the plans and details for

locating the bike share station on China Basin Street as well any required bike racks as on the sidewalk of 3rd Street.

- b) Passenger Loading: Coordinate with SFMTA in finalizing the plans and details for locating the accessible passenger loading area on China Basin Street.
7. Building Color, Materials and Planting Palette: Continue to develop and refine the building color and materials, including wall systems, glazing, awnings, and other materials.
- a) Ground Floor: Ensure that ground-floor materials demonstrate durability, quality, and visual interest. Provide documentation of durability and graffiti prevention strategies and specify replaceability, and/or protective coatings for exposed concrete and unitized concrete panels.
 - b) Material Samples: Provide samples of all proposed materials to verify their color, pattern and texture to aid in the determination of their quality, stability, and durability.
 - c) Locally Sourced Sustainable Materials: Explore opportunities to incorporate locally sourced, sustainable, or recycled materials that respond to climate, light, neighborhood context, and cultural or historical considerations.
 - d) Exterior Building Color: Continue to refine the building's exterior color template in alignment with the massing strategy and in harmony with the context of the existing neighborhood.
8. Landscape Plans: Provide enlarged and detailed landscape plans showing all planting, paving and furnishings, including the spacing and layout of planting pattern. Planting on terraces should not obstruct natural light entering through the windows of units.
9. Lighting Plan: Develop a detailed lighting plan.
- a) Lighting for courtyard and roof amenities should be subtle, facing downwards and reinforce the overall building design.
 - b) Lighting in all resident accessible open space areas shall be adequate for safety and avoid glare or light spill into residential units.
10. Signage: The Developers shall submit exterior signage plans prior to or concurrent with the Design Development submittal, pursuant to the Mission Bay South Signage Master Plan and below:
- a) Master Signage Plan: Submit a comprehensive Master Signage Plan for both residential and retail uses, in consultation with the northern Phase II building project, so that both projects present a cohesive signage.
 - b) Exterior Signage: Submit signage for building name, common spaces and wayfinding signage, as well as retail storefront signage locations at appropriate stages of the building and Tenant Improvement ("TI").

11. Value-Engineering and Substantive Design Changes: In the event that substantive exterior architectural design elements are reconsidered post-Basic Concept and Schematic Design approval, the Developer shall engage OCII staff early on in the value-engineering process and all exterior architectural value-engineering decisions for review and approval.
12. Utility and Mechanical Infrastructure Screening: All utility and mechanical equipment shall be screened from public view by locating them within the building footprint, or below sidewalk grade.
 - a) Setback Zones: No additional meters or mechanical equipment shall be located within setback zones, unless required by a utility provider. In such case, utility provider requirements must be documented and proposed mechanical locations and screening will be subject to further OCII review and approval.
13. Wind: Early in the DD and for OCII review and approval, schedule a wind tunnel retest with both buildings in conjunction with the anticipated pattern of development on surrounding blocks. Use all feasible means, including making any necessary modifications to the building design, to eliminate wind hazards and to reduce adverse wind impacts, including uncomfortable wind conditions, as required by the D for D.
14. Construction worker and Employees Requirements: Developer shall comply with the OCII Prevailing Wage Policy and Sections 65912.130 and 65912.131 of the State of California Government Code, including by offering employment opportunities to State of California-registered apprentices, and by providing health insurance to construction workers, employees and their dependents.
15. Tribal Cultural Resources: To mitigate potential effects on Tribal Cultural Resources within the Project site, Developer shall implement the following measures:
 - a) Archeological Testing Program developed by an archaeologist, approved by the City Archaeologist and implemented prior to construction;
 - b) Native American Cultural Sensitivity Training prior to construction and monitoring by Native American consultant during testing and construction;
 - c) Public Interpretation Land Acknowledgement; and
 - d) Focus on planting native species in new landscaping, as provided for in the Basic Concept and Schematic Design.

In advance of the submittal of Construction Documents, as defined in the DRDAP, the Developer shall provide:

16. Architectural Mock-Up Scope. Prior to Construction Document submittal and in advance of building materials purchasing, provide scope and plans for performance design mock-up, including primary building materials, color palette, wall systems, glazing and detail installation. OCII staff shall approve a) mock-up plans prior to mock-up construction, and of b) mock-up materials, as per Construction Documents, and their application, after OCII's staff mock-up observations and prior to materials purchases and shipping.

In advance of the start of construction and before procurement of materials, the Developer shall provide:

17. Architectural Mock-Up. Prior to procuring façade materials, construct a physical material performance mock-up to allow for OCII, design team, and contractor review of material durability, texture, color and detail installation.
18. Noise. Prior to the start of construction, the Developer and its general contractor shall meet with OCII staff to discuss noise regulations and hours of construction operation to ensure that they understand the existing regulations and do not work outside the allowed hours of operations. During construction, the Developer shall designate a single point of contact to address all construction-related concerns from OCII, the City, residents of Mission Bay and other stakeholders; and, be it further

RESOLVED, That the Commission authorizes the Executive Director to take such other actions as may be necessary or appropriate, in consultation with OCII counsel, to effectuate the purpose of the intent of this resolution.

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of November 18, 2025.

Commission Secretary

Exhibit A: Basic Concept / Schematic Design for Mission Bay South Block 4 East Phase I and Amendment to the Major Phase for Blocks 2 - 7 and 13