

450-0172016-002

Agenda Item **No. 5(b)**
Meeting of March 15, 2016

MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Tiffany Bohee, Executive Director

SUBJECT: Approving amendments to the Design for Development, Streetscape Master Plan and Major Phase 1 Application for Candlestick Point, and conforming changes to applicable Project Documents, and adopting environmental findings, including amending two adopted mitigation measures, pursuant to the California Environmental Quality Act and to the Disposition and Development Agreement with CP Development Co., LP, subject to City approvals to the extent required by the Interagency Cooperation Agreement and Planning Cooperation Agreement; Bayview Hunters Point and Hunters Point Shipyard Project Areas

EXECUTIVE SUMMARY

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In accordance with the Disposition and Development Agreement for Candlestick Point and Phase 2 of the Hunters Point Shipyard (as amended, the "DDA" or "Phase 2 DDA") the master developer, CP Development Co., LP ("Lennar" or "Developer") for Candlestick Point and Hunters Point Shipyard Phase 2 project ("Project") has submitted amendments to the Office of Community Investment and Infrastructure ("OCII") for the first Major Phase Application for Candlestick Point ("Major Phase 1 CP"), the Candlestick Point Streetscape Master Plan ("Streetscape Plan"), Candlestick Design for Development ("D4D") and corresponding changes to exhibits in the DDA.

On January 7, 2014, Commission of Community Investment and Infrastructure ("Commission") approved Major Phase 1 CP and the Streetscape Plan for the Candlestick Point project through Resolution No. 1-2014. The approved Major Phase 1 CP encompasses 16 blocks of new development in the Candlestick Park area of the project, including approximately 1,500 new residential units, 1.1 million square feet of mixed commercial uses, and approximately 50,000 square feet of community facilities. Major Phase 1 CP includes the Alice Griffith Public Housing

Replacement project and a regional destination featuring retail, housing and entertainment uses. Along with the approval of the Major Phase 1 CP and the Streetscape Plan, the Commission took the following actions: (1) amendments to the Project Phasing Plan including the schedule for transportation improvements; (2) approval of Master Signage Plan; and (3) issuance of an Addendum ("Addendum 1") to the Final Environmental Impact Report ("FEIR").

In the spring of 2015, the Developer submitted an application for Candlestick Point Sub-Phases 02, 03, and 04 ("CP-02-03-04") within Major Phase 1 CP, which generally encompass the following: (1) Candlestick Center ("CP Center") the retail core of Candlestick, (2) the four most northern blocks of the Candlestick South neighborhood ("CP South"), which are directly across Harney Way from CP Center, and (3) the four most western blocks of the Candlestick North neighborhood ("CP North"), which are directly across Ingerson Avenue from CP Center. Certain aspects of the CP-02-03-04 proposal include changes which require amendments to Major Phase 1 CP and the Streetscape Master Plan and refinements to the Project Documents that were adopted in 2010 including the D4D, the Infrastructure Plan, the Transportation Plan, and certain exhibits in the DDA (Below Market Rate Housing Plan – Housing Map, Development Plan, the Phasing Plan, and Schedule of Performance). The changes to the Major Phase 1 CP, Streetscape Plan, D4D and other Project Documents, will be collectively referred to as Project Amendments ("Project Amendments").

The Project Amendments consist of Project changes that result from a combination of additional City review of the detail design of the streetscape cross-sections and streetscape elements, and changes in Developer's development program. The streetscape elements were amended to accommodate changes in street width and streetscape design to meet requirements of emergency responders while maintaining a safe, pedestrian environment. Additional changes to the phasing of street-improvement projects were made at the request of the San Francisco Municipal Transportation Agency ("SFMTA") and Department of Public Works ("DPW").

The Developer's design program, include the addition of more residential units, from approximately 1,500 to a total 2,214 new residential units, of which 939 units are affordable. The total number of units in the Project is not changing; rather, the Developer is proposing increased block sizes to regularize the development blocks on Candlestick. The larger development blocks create permit for more development to occur sooner in the Project. The Developer is also proposing to increase neighborhood retail (from 125,000 to 131,000 square feet), and adjustments to the exact location of towers based which is the result of the changing block size and the retail development program. The Developer's design proposal is also requesting increased building heights to address ground-floor retail tenants' needs while not increasing development density, replacement of lost off-street parking, and accelerated park improvements. These changes have been vetted amongst applicable City departments, Mayor's Hunter Point Shipyard Citizens Advisory Committee ("Shipyard CAC") and OCII over the last two years.

All Project Amendments were reviewed in accordance with the Design Review and Document Approval Procedures ("DRDAP"), a component of the Phase 2 DDA. The Project Amendments require approval by the Commission. Subsequent to Commission approval, affected City departments and the Mayor must consent to the Project Amendments to the extent required by the Interagency Cooperation Agreement ("ICA") and the Planning Cooperation Agreement, both attachments to the DDA. Once all necessary City approvals have been received, the Project Amendments will be deemed finally approved and adopted without further action from the Commission.

The Phase 2 DDA and other Project Documents contemplated that variations and modifications would be made throughout each stage of the development process. OCII staff has determined the Project Amendments and has determined that they are consistent with the types of changes that the parties anticipated would be made through the planning process outlined in the Phase 2 DDA. Additionally, Planning Department and OCII staffs have worked with the Developer on these proposed Project Amendments to ensure they meet with spirit of the original vision of the Project and are consistent with the San Francisco General Plan, including the Candlestick Sub-Area Plan of the Bayview Hunters Point Area Plan. The submission has also been reviewed by other affected City departments and by the public through a series of public meetings. OCII staff and the OCII Director have determined that the Project Amendments do not constitute material changes under the ICA.

In accordance with the Planning and Cooperation Agreement, on March 3, 2016 the Planning Commission unanimously approved the amendments proposed in the D4D and the two modifications to Mitigation Measure TR-16 and TR-23.1 by Motion No.19580 (see Attachment M).

Staff recommends adopting environmental review findings pursuant to the California Environmental Quality Act and approving the amended Major Phase 1 CP, Streetscape Plan, Candlestick Point Design for Development, modifications to the adopted mitigation measures, and associated Project Documents subject to the approval by affected City Departments and the Mayor to the extent required by the ICA and the Planning and Cooperation Agreement.

BACKGROUND

In June 2010, the San Francisco Redevelopment Commission ("SFRA Commission") approved the Phase 2 DDA. The Project comprises approximately 700 acres along San Francisco's southeastern waterfront, which formerly held the Hunters Point Shipyard and Candlestick Park Stadium, and is now undergoing redevelopment into a series of high density, mixed use, and amenity rich neighborhoods. The Project is within two active Redevelopment Project Areas, the Hunters Point Shipyard Project Area and the Bayview Hunters Point Redevelopment Project Area.

The Phase 2 DDA reflects a "horizontal" land development model, wherein OCII assembles and conveys land to the Developer, together with other land acquired by the Developer, who in turn must build horizontal infrastructure improvements and provide various community amenities and other public benefits. In return, the Developer receives the right to sell land for vertical development. For vertical construction, the DDA contemplates that the Developer may choose to build vertical projects itself or with affiliates, or alternatively to convey finished lots to other developers for construction. Horizontal development of the Candlestick project site is divided into four "Major Phases" which are designed to ensure that public benefits are delivered at pace with private development throughout the build out of the Project. Within each Major Phase, there are various Sub-Phases, each of which is shown in the Phasing Plan in the DDA.

The DDA sets forth a Phasing Plan, Schedule of Performance, and DRDAP, among other implementing documents. The DRDAP, in turn, set forth a procedure by which the Developer would apply to OCII for approval of actual horizontal (infrastructure) and vertical (buildings) construction. The structure of approval includes three tiers: Major Phase approval, Sub-Phase approval, and approval of vertical construction. Vertical construction is further divided into schematic design approval, design development, and construction drawing approval.

In January 2014, the Developer sought approval of Major Phase 1 CP, as well as a Streetscape Plan and Signage Plan. At that time, the Developer also sought changes to the previously approved Project Phasing, and the schedule for implementing the Transportation Plan, Infrastructure Plan and other public improvements. These changes, including transit operation phasing, were analyzed in Addendum No. 1 to the FEIR, published on December 11, 2013, which included two minor revisions to Mitigation Measure TR-16 Widen Harney Way, and UT-2 Auxiliary Water Supply System. Two additional Addendums to the FEIR, Addendum 2 and 3 have analyzed proposed changes to the Project, which are no longer being pursued by the Developer.

Developer is now seeking amendments to Major Phase 1 CP, the Streetscape Plan, the D4D, the Phasing Plan, Schedule of Performance, the Infrastructure Plan, the Transportation Plan, and certain exhibits in the DDA.

2016 Major Phase 1 CP

The updated Major Phase 1 CP (See Attachment A for 2016 and 2014 Land Use Plans and Tables) is comprised of sixteen blocks of new development, and consists of two significant projects, the redevelopment of a major portion of the Alice Griffith public housing site, including the entirety of the Alice Griffith replacement units ("Alice Griffith Replacement Project") and the CP Center mixed-use destination featuring housing, retail and entertainment. The Major Phase 1 CP area is generally bounded by Hawes Street on the west, Carroll Avenue on the north, and Arelious Walker Drive on the east, with a rectangular extension to the south along Giants Drive that includes a portion of Candlestick Park Stadium Parking Area. Major Phase 1 CP contains five Sub-Phases that are projected to be built over the span of seven years. Infrastructure construction began on the first Sub-Phase, CP-01, in late 2014.

Major Phase 1 CP encompasses the creation of a new neighborhood that is projected to include 1.1 million square feet of mixed commercial uses, 47,000 square feet of community facilities, and a total 2,214 new residential units, of which 939 units are affordable. The affordable units include 256 Alice Griffith Replacement Units, an additional 248 OCII Affordable Units to be built as part of the Alice Griffith Replacement Project, and 290 OCII Affordable Units on two stand-alone affordable lots adjacent to CP Center. The OCII Affordable Units will be available for households earning up to 60 percent of Area Median Income ("AMI"). An additional 145 inclusionary units will be developed on market-rate housing sites and will serve households earning between 80 and 120 percent of AMI. Below in Table 1 is breakdown of the units by AMI for the updated Major Phase 1 CP.

TABLE 1 HOUSING DATA TABLE¹

Sub-Phase	Alice Griffith Units	OCII Units	Market Rate Units	Inclusionary Units @80%	Inclusionary Units @90%	Inclusionary Units @100%	Inclusionary Units @120%	Total
CP-01	220	105	0	0	0	0	0	325
CP-02	0	0	512	8	10	8	32	570
CP-03	0	140	413	7	7	7	26	600
CP-04	0	150	350	6	6	6	22	540
CP-05	36	143	0	0	0	0	0	179
Total	256	538	1,275	21	23	21	80	2,214

¹ The number and distribution of Inclusionary Units in each block is subject to change as the design and program for each block is finalized. Final unit counts, depth of affordability and distribution of Inclusionary Units will be determined in accordance with the DDA

Over nine acres of open spaces will be developed as part of this Major Phase to serve neighbors and visitors alike with a mix of gathering places for a range of active and passive pursuits. The new neighborhoods in Major Phase 1 CP will be easily accessible, with roadway improvements to serve automobiles, bicycles, pedestrians, and public transit.

The Major Phase 1 CP also includes 47,000 square feet of community facility spaces that could be used for a community local emerging businesses, the International African Market Place, San Francisco Fire Department Station, San Francisco Police Department Safety hub, and other civic uses. After Sub-Phase 02-03-04 is approved, in accordance with the DDA, OCII will work with the Developer during the Schematic Design process to develop a plan for the final allocation and uses for the community facility spaces within Major Phase 1 CP.

Retaining and expanding childcare opportunities within Candlestick is a priority for OCII. Currently, FranDelJA Enrichment Center ("FranDelJA") is the only provider of Childcare on Candlestick. FranDelJA is located in True Hope Church on Gilman Avenue near Arelious Walker Drive. FranDelJA, OCII, and the Developer have been working together to develop a plan to retain FranDelJA within Candlestick as development progresses. OCII has additionally identified opportunities for expanding childcare on Candlestick. For OCII's two stand-alone affordable developments in Major Phase 1 CP (Parcel CPS 11a and CPN 10a, see Attachment A) two Family Child Care Units will be included in each development. Family Child Care is care that takes place within the home of a state licensed caregiver. OCII has also identified two developments in Major Phase 2 CP of development for a new childcare facility: CPN 7 and CPN 2b. Major Phase 2 CP has an outside commencement date of June 2019. These two sites were selected because of their adjacency to the existing Bayview Hunters Point community and open space. Additionally, their location away from main commercial corridors makes them more appropriate for childcare pick-up/drop-off than other locations.

Project Amendments to Major Phase 1 CP largely reflect changes to development program and urban design changes as proposed by the Developer and further reviewed and refined by applicable City departments and OCII.

Streetscape Master Plan

Streetscape improvements define the character and use of neighborhood streets. The Streetscape Plan builds on the Infrastructure Plan, D4D, and the Transportation Plan approved in 2010 and incorporates a more detailed design for street furnishings, fixtures, plant selection, stormwater management, Bus Rapid Transit ("BRT") and intersections within the Candlestick site.

The Streetscape Plan includes design concepts and recommendations for streets, alleys, and open space in the Project. Where applicable, guidelines from the San Francisco Better Streets Plan and other City standards have been incorporated into this document. When fully implemented, the Streetscape Plan will transform the area currently characterized by vacant land, limited transit service, narrow and broken sidewalks and minimal open space into a compact, pedestrian-oriented neighborhood with tree-lined sidewalks, three new public parks, and new alleyways (called "shared public ways") that create a finer, pedestrian scale of blocks and building while increasing connectivity. The new street grid will allow for easy orientation and wayfinding and permit uninterrupted views from public thoroughfares to the San Francisco Bay.

The Streetscape Plan elements are part of a collective representation to enhance neighborhood identity. The streets will vary in width due to anticipated usage levels of vehicular traffic and transit. The hierarchy of streets will establish vehicle circulation patterns and promote pedestrian safety. The pattern of the streets, blocks, and open space are configured in such a way as to link the center of the site to the shoreline's open space and views. The physical linkage is achieved by providing new wedge shaped parks that connect the waterfront Candlestick Point State Recreation Area ("CPSRA") to the center of the site, while the visual linkage is achieved through a perpendicular orientation of the streets to the shoreline.

The Project Amendments to the Streetscape Plan that are described below in greater detail below largely represent changes based on City Department review of the cross-sections, streetscape components, and FEIR mitigations related to Gilman and Harney Way street cross-sections. Additional changes to the Streetscape Plan also reflect updated information related to the development program for CP Center and the associated pedestrian circulation environment. These changes are addressed in detail in the Transportation section below.

Regulatory Framework

The DRDAP outlines the process by which horizontal and vertical designs are reviewed and permitted. In accordance with the DRDAP, the Commission reviews and approves Major Phase Applications. Major Phase Applications deal with proposed uses and intensities of development, affordable housing parcels and unit set-asides, height, bulk, and massing of buildings, and the subdivision mapping of blocks into building parcels. Each Major Phase Application must also specify the required open space and infrastructure improvements to be built in association with the Major Phase, including street and utility construction, and streetscape improvements.

In addition, the Developer is required to submit a Streetscape Plan to provide a vision for the public realm contained in the Project's public rights-of-way. The Streetscape Plan builds on the D4D to establish guidelines for furnishings, paving, landscaping, stormwater management, sidewalk bulb-outs, and other streetscape elements.

The Major Phase Application and Streetscape Plan should substantially conform to the Phase 2 DDA and relevant attachments, exhibits, and related agreements (together, the "Project Documents"), including:

- Bayview Hunters Point Redevelopment Plan (with respect to the Candlestick Point Site) and the Hunters Point Shipyard Redevelopment Plan (with respect to the Shipyard Site);
- Interagency Cooperation Agreement ("ICA");
- Infrastructure Plan;
- Transportation Plan;
- Parks and Open Space Plan;
- Financing Plan;
- Design for Development ("D4D");
- Below Market Rate Housing Plan
- Community Benefits Plan; and
- Mitigation Monitoring and Reporting Program.

The Project Amendments only impact a subset of the Project Documents referenced above:

- Design for Development ("D4D");
- Infrastructure Plan;

- Transportation Plan;
- Mitigation Monitoring and Reporting Program; and
- Relevant DDA Exhibits: Exhibit A-B-B Development Plan, Exhibit C-B Phasing Plan, Exhibit F-B Housing Map, Exhibit D-B Schedule of Performance.

All development in the Project is undertaken pursuant to the Final Environmental Impact Report ("FEIR"), which was certified by the Planning Commission and the SFRA Commission on June 3, 2010. As part of Major Phase 1 CP and Streetscape Master Plan approval on January 7, 2014 Addendum 1 was prepared and dated December 11, 2013 ("Addendum No. 1"). The proposed Project Amendments under consideration have been analyzed as part of Addendum No. 4 dated February 22, 2016 to analyze the environmental effects of the project modifications detailed below to the Project Documents.

DISCUSSION

Below is a summary of the Project Amendments that require changes to the Major Phase 1 CP, D4D, and Streetscape Plan. Detailed change logs for these three documents are listed in Attachment D, E and F. These changes also result in refinements to certain DDA Exhibits: the Development Plan, Phasing Plan, Schedule of Performance, and Below Market Rate Housing Plan – Housing Map, which are described below and attached as Attachment L for consistency. Following the Commission's approval, conforming changes of the applicable Project Documents, such as the Infrastructure Plan and Transportation Plan, will be made after receiving the consent of the affected City Departments and the Mayor to the extent required by the ICA and Planning Cooperation Agreement. If and to the extent additional refinements are required by applicable City departments, such refinements will be subject to the review and approval of the OCII Director and Developer. Unless any proposed changes are material in light of the matters discussed and considered by the Commission, no further action by the Commission will be required.

Project Amendments

The Developer's amended Major Phase Application for Major Phase 1 CP requires amendments to Project Documents to account for changes to land use, open space, urban design standards, and transportation. These proposed changes result in changes to one, or more, Project Documents. Table 3 provides a summary of the changes and indicates which Project Document has been amended to reflect the change.

Land Use Changes

The Developer is seeking changes to the land uses within Major Phase 1 CP as approved by the Commission January 2014 including the conversion of Office Space entitlement into Neighborhood Retail entitlement, and the dividing the Performance Venue entitlement into two locations on CP Center. Table 2 provides a summary of these changes.

Conversion of Office Space to Neighborhood Retail Space

The 2010 Project approvals assumed that Candlestick Point would include 150,000 square feet of office use and 125,000 square feet of neighborhood retail use. Site planning for CP-02-03-04 revealed demand for neighborhood serving retail that exceeded the original entitlement of 125,000 square feet of space intended for that use. As a

result, the Developer proposes to convert 15,500 square feet of office space to 6,000 square feet of neighborhood retail. The conversion rate was determined through an analysis that compared the environmental impact of each land use based on transportation, air quality, and greenhouse gas emissions. The specific analysis is provided in Addendum 4. This increase in the total amount of neighborhood serving retail will result in a robust neighborhood retail program, which meets demand for neighborhood shops and services in the new urban core of Candlestick Point. The remaining 134,500 square feet of office use would be included in the CP Center on the site with the hotel and performance venue space.

Performance Venue Location Change

The Project was originally entitled for a 10,000 seat, 75,000 square feet performance venue/arena. After a significant amount of financial analysis and consultation with potential operators, a performance venue of this size was determined to be financially infeasible. Currently, a 42,000 square foot Film Arts Center is proposed at CP Center at the corner of Harney Way and Ingerson Avenue. The Film and Art Center is for theatre film productions, film festivals, concerts, speaking engagements, and/or educational events. The balance of the original 75,000 square feet performance venue entitlement (33,000 square feet) would be included in the CP Center on the site with the hotel and office at the corner of Harney Way and Arelious Walker Drive. There would be no change in square footage in this land use category, but the proposed venues would have fewer seats than the originally planned facility. (See Attachment B to see Performance Venue location and massing for the entire CP Center site)

Table 2: Major Phase 1 CP Land Use – Approved vs. Proposed

	Approved 2014	Proposed 2016
Housing Units*	1,529 units	2,214 units
Below Market Rate Units **	774-893 units total consisting of: • 256 Alice Griffith Public Housing Replacement Units • 478 OCII Affordable Units at 60% AMI • 40-159 Inclusionary Units between 80% - 120% AMI	939 units total consisting of: • 256 Alice Griffith Public Housing Replacement Units • 538 Affordable Units at 60% AMI • 145 Inclusionary Units between 80% - 120% AMI
Neighborhood Retail	125,000 square feet ("sf")	131,000 sf (125,000 sf + 6,000 sf converted from 15,500 sf office)
Community Use***	50,000 sf	47,000 sf (Inclusive of SFPD Safety Hub, International African Market Place, space for local businesses and non-profit uses)
Office	150,000 sf	134,500 sf (Reduction of 15,500 sf due to conversion to 6,000 sf retail)

Performance Venue/Arena	10,000 seats (75,000 sf)	1,200 Seats (42,000 sf) Film Arts Center -and- 4,400 Seats (33,000 sf) Performance Venue
Hotel	220 Rooms 150,000 sf	No change
Parking	4,265 Spaces	4,836 Spaces (571 Spaces increase due to more units, on street replacement parking, grocery store)

* The Project Amendments would increase housing units in Major Phase 1 CP, but this would be balanced by reductions in later Major Phases within Candlestick Point. There would be no net change in housing units.

* See Attachment C for details of the Below Market Rate Unit Count by Sub-Phase

** The Project Amendments would decrease Community Use space in 2016 Major Phase 1 CP, but the remaining square footage will be used to build a 3,000 sf Welcome Center for California State Parks and Recreation – Candlestick Point State Recreation Area ("CPSRA") in a future Major Phase as requested by California State Parks and as required by the Community Benefits Plan in the Phase 2 DDA. There would be no net change in Community Use space.

Open Space Phasing Changes

The Developer is proposing to accelerate the development of Wedge Park and to incorporate the Alice Griffith Community Garden at the base of the Jamestown Walker Slope open space. Both changes are discussed below in more detail.

Addition of Wedge Park 2A to Major Phase 1 CP

Running along the southern edge of CP Center along Harney Way, the Wedge Plaza and Wedge Park connect the heart of Candlestick Point with the Candlestick Point State Recreation Area ("CPSRA"), an expansive state park that runs along the entire shoreline of Candlestick Point. Under the current Schedule of Performance, the Developer is only obligated to construct Wedge Plaza, which sits immediately south of the Film and Art Center. The remainder of Wedge Park - Wedge Park 2 and Wedge Park 3 - are associated with Major Phase 2 and 3 of Candlestick Point, respectively. Developer is now proposing to divide the development of Wedge Park 2 across two phases, Wedge Park 2a and Wedge Park 2b, and to accelerate the development of Wedge Park 2a. Early development of Wedge Park 2a will accommodate infrastructure required to serve CP-02-03-04, specifically, San Francisco Municipal Transportation Agency ("SFMTA") requires a layover area and a bus operator restroom in Wedge Park 2a, and the San Francisco Public Utilities Commission ("SFPUC") requires a pump station. The Schedule of Performance, Phasing Plan DDA Exhibits, and Major Phase 1 CP will be updated to reflect the earlier development of Wedge Park 2a. See Attachment D for Open Space and Wedge Park 2a Exhibit.

Alice Griffith Community Garden

As part of the Project, the Developer is relocating the former Alice Griffith Community Garden ("Community Garden") to a new location. Originally, the community garden was to be relocated at Bret Harte Elementary School. However, due to site constraints a different location was needed. The Project Amendments would now include a Community Garden within improvements to the Jamestown Walker Slope at the corner of Ingerson Avenue and Arelious Walker Drive. This location has several benefits over the previously selected Bret Harte site, specifically: it is larger, more easily accessible to pedestrians and transit riders, and more accessible to persons

with disabilities. OCII and the Developer have received support on the revised design and location of the Community Garden from the Alice Griffith residents and the Shipyard CAC. Major Phase 1 CP will be updated to include the development of the Alice Griffith Community Garden in the Jamestown Walker Slope open space. See Attachment E for Alice Griffith Community Garden

Urban Design Changes

The Developer is proposing changes to the urban design standards for Candlestick Point in order to encourage greater architectural diversity and appropriately scaled ground-floor retail. The developer is also proposing to regularize the size of development blocks within Candlestick Point, and change the location of three towers.

Height Increase within CP Center on Western Corner of Harney Way & Ingerson Avenue Intersection

The Sub-Phases CP-02-03-04 Application proposes an increase in the maximum height at CP Center on the corner of Harney Way and Ingerson Avenue from 85 feet to 120 feet. The proposed height increase would allow for a landmark building (proposed Film Arts Center) above a two-story anchor retail space. OCII and Planning staff believe the increased height at this location will create a strong corner presence for the most critical intersection at Candlestick Point and allow creative architectural elements and varied roofline, consistent with Planning Department goals. Major Phase 1CP and the D4D will be updated to reflect the height increase. See Attachment F to see height increase changes.

Height Increase from 65 feet to 80 feet for Mixed Use Building on Harney and Ingerson Avenue

The approved height limit for the buildings along Harney Way and Ingerson Avenue within and adjacent to the CP Center is 65 feet. The Project Amendments would increase the maximum height of these buildings to 80 feet and restrict residential and commercial uses above ground floor retail to a maximum of five floors. Additional density will not be added due to the height increases. The purpose of limiting development above the ground floor is to require appropriate height for ground floor retail at 20 feet. It also maintains the development density on the site. An increased height limit will create a strong streetwall for Harney Way and Ingerson Avenue at Candlestick's core. An 80 foot height limit on Harney Way and Ingerson Avenue will help to create a strong statement that will anchor future development at Candlestick Point. Major Phase 1 CP and the D4D will be updated to reflect the height increase. See Attachment F pg. 2 to see the change from 65'-80' feet.

Height Increase from 65 feet to 80 feet for the Hotel Site

The proposed project changes include an increase in the height of the building located at the corner of Arelious Walker Drive and Harney Way from 65 feet to 80 feet. This building would include the 220-room hotel, performance venue space, and office space. The increase in height is intended to ensure consistency in the built form along Harney Way and allow greater flexibility to design the building as an iconic entry statement to CP Center given its important location at the intersection of Arelious Walker Drive and Harney Way. The height increase does not change number of hotel rooms. The additional height would also allow for a taller floor-to-floor height at ground level, which would provide flexibility for different uses and amenities. Major Phase 1 CP and the D4D will be updated to reflect the height increase. See Attachment F pg. 2 to see the change from 65'-80' feet.

Sub-Phase CP 04 Boundary Change: Increase in Depth of Blocks

The Sub-Phase CP-04 block depths in CP South as approved by the 2014 Major Phase 1 CP and the 2010 Project Documents are substantially less than other blocks at Candlestick Point. These blocks were originally

conceived to be predominately retail blocks with a service alley (the mid-block break) along the back of the blocks. After rethinking the development planned for these blocks in relation to Sub-Phases CP-02 and CP-03, the Developer now proposes to increase the block boundaries to regularize development blocks throughout Candlestick. The additional block depth will permit housing units to line the mid-block break. This proposal allows greater variety in housing types and more efficient land use on these blocks. See Attachment G to see Sub-Phase boundary change in the Major Phase.

In addition, this change would shift some residential uses closer to Harney Way and CP Center, which are centers of neighborhood activity and public transit services. For some households, this change would marginally increase the accessibility of transit and other necessary amenities, and contribute to neighborhood walkability. The revised Sub-Phase boundary would additionally result in a corresponding decrease in the depth of blocks immediately to the southeast of Sub-Phase CP-04 in Sub-Phases CP-10 and CP-11, and also result in a corresponding relocation of Towers J and K, which is discussed in the section below.

In making the Sub-Phase CP-04 boundary and associated development blocks larger, the development blocks in Sub-Phases CP-10 and CP-11 have correspondingly reduced in size. Agency Lots CPS 11a and CPS 6b, which are designated for OCII's stand-alone affordable housing developments, are located in Sub-Phases CP-04 and CP-11 respectively. As such, one implication of the Sub-Phase boundary adjustment is that CP South 6b has been reduced in size and CP South 11a has increased in size. The Project Housing Map dated January 7, 2014, identifies 165 units on block CPS 6b and 90 units on block CPS 11a, for a total of 255 units on both blocks. At OCII's request, Developer prepared a fit test for the revised Agency Lots. OCII's staff determined, after review of the fit-test, that 255 units could still be accommodated between blocks CPS 6b and CPS 11a. Additionally, by increasing the size of block CPS 11a, additional affordable housing units will be delivered sooner than previously anticipated. To provide development of housing in parity with market-rate development, OCII released the Affordable Housing Request for Proposals for block CPS 11a as well as CPN 10a on February 17, 2015. If approved, the Sub-Phase boundary adjustment will be reflected in Final Transfer and Subdivision Maps for these blocks.

Under Sections 1.5 through 1.8 and Section 3.4 of the Phase 2 DDA, together with applicable provisions of the DRDAP, the Developer may request changes in the phasing, timing and the boundaries of any Major Phase or Sub-Phase, and amount or timing of public and community benefits, subject to the approval of the OCII, which shall not be unreasonably withheld. Changes to the Major Phase and Sub-Phase boundary will be reflected in changes to Major Phase 1 CP, D4D, and DDA Exhibits including the Schedule of Performance, Phasing Plan, and Below Market Rate Housing Plan – Housing Map.

Relocated Hotel

The 2010 D4D and 2014 Major Phase 1 CP depicts the potential hotel location in the interior of CP Center. The proposed D4D revisions would relocate the hotel from the center of the block to the corner of Harney Way and Arellious Walker Drive. The D4D guidelines corresponding to the hotel would be updated to reflect this new location. (See 2016 Figure 5.7 in the D4D).

Tower Relocation: Towers G, J & K

The D4D defines two types of tower, or high rise, locations in the Project area:

- Fixed high rise locations: Towers within 'fixed high-rise locations' must be built in specific locations.
- Encouraged high rise locations: Towers within 'encouraged high rise locations' are given suggested locations. However, these towers may be built elsewhere within an 'allowable high rise location zone'.

The Final EIR Tower Variant 3D included specific locations within the tower zones identified in the D4D. Section 4.2.1, Table 4.1, and Figure 4.3 of the D4D provides the allowed tower locations. Modifications are proposed for the locations of Tower J, Tower K, and Tower G.

Tower J and Tower K

Towers J (maximum height of 420 feet) and K (maximum height of 370 feet) are located within the CP South neighborhood (D4D Section 5.4). They are proposed as parts of Sub-Phases CP-11 and CP-10, respectively. With the proposed increase of the depth of blocks within Sub-Phase CP-04, the two towers move approximately 100 feet south-east, immediately adjacent to the approved locations. Tower K remains within the approved, allowable tower location zone. Tower J is proposed to have a revised, fixed high-rise location.

Tower G

The Developer is seeking to develop the majority of CP Center (CP-02) as a retail center with parking underneath. Around the edge of CP Center, the Developer is proposing mixed-use development with housing, a hotel, and the Film & Art Center. Developer proposes relocating Tower G (maximum height of 240 feet), which is currently designated to be located in the middle of CP Center, west from the middle of the block to a location on Arelius Walker Drive near Jamestown Avenue. This new location would be adjacent to the hotel site.

At the center of CP-02, Tower G presented technical and practical difficulties. Specifically, the retail portion of CP Center will now be constructed before Tower G. Since the retail portion of CP Center and Tower G are being designed and constructed independently, they cannot be co-located. The proposed location for Tower G will allow the two uses to proceed on separate schedules. Additionally, the new location better integrates the tower with the public right-of-way by placing the tower adjacent to a major thoroughfare. This will improve accessibility via automobile and bicycle. The new location would be within CP-02 and outside the current approved tower zones. The D4D would be amended to allow a tower at this location. Exhibit C, K and N of the Addendum No. 4 contain a detailed overview and visual analysis of these changes, and the revised locations are also reflected in the 2016 D4D, Table 4.3 and Figure 4.3 pp. 84-85.

The Developer worked with staff at OCII and Planning Department staff to achieve a shift in the tower location that met the urban design goals of the site. The D4D now includes additional provisions to assure that care is taken to integrate the tower into the whole neighborhood. A pedestrian plaza and mews has been added to the designs to provide meaningful connectivity between the tower facing Jamestown Avenue and CP Center. OCII staff additionally consulted with California State Parks on the change of tower location. State Parks supported changes to the changes for Towers J and K, and raised concerns to the change to the Tower G location stating that the proposed location would negatively impact the visitor's experience. OCII staff explained the importance of the relocation to the urban design and functions of its neighborhood, demonstrated the minimal visual impact the proposed location would have on the park, and offered State Parks' staff the opportunity to provide input on design factors, such as exterior finish and window placement. However, State Parks continues to object the

Tower G relocation. Nonetheless OCII staff will continue to collaborate with State Parks as development proceeds on Candlestick Point.

The Planning Commission concluded on March 3, 2016 that these tower location shifts would not result in any new or more severe significant environmental effects and meet the spirit of the original approvals and are consistent with the General Plan.

Transportation Changes

Continued collaboration with the public and City agencies, as well as the Developer's advancement of designs for Candlestick, has led to changes in parking, off-site improvements, and street widths.

Relocation of Displaced On-Street Parking Spaces to the CP Center Garage

The FEIR assumed that 430 on-street car parking spaces would be constructed within the Sub-Phase CP-02-03-04 street network. With the preparation of detail design development and construction drawings for the street network, the number of on-street parking spaces that can be accommodated within the CP-02-03-04 street network would be 161 – a decrease of 269 on-street car parking spaces. The reduction resulted from the need for the street design to provide adequate clearances for emergency vehicles and accommodate essential sidewalk amenities such as fire hydrants, transit stops, transit shelters, and ADA facilities. The Developer now proposes the addition of 269 parking spaces to the CP Retail Center parking garage.

The D4D parking standards now enable these previously planned street parking spaces to be provided within the parking structure. Maximum parking ratios for cinemas and grocery stores that are consistent with the Planning Code have also been added. Width allowance for parking entries have been minimally increased from 24 feet to 27 feet where such entries would serve both vehicular ingress/egress and loading.

OCII and Planning Department staff reviewed the changes to the parking standards and access. The changes meet the spirit of the original design to emphasize pedestrian, bicycle and transit access over vehicular access and is consistent with the General Plan. Other than along Arellio Walker Drive, where an adjacent above grade parking structure has always been proposed, parking will be completely below grade and/or wrapped with active uses. While additional parking ingress and egress are now proposed, the revised standards and guidelines preserve pedestrian safety and comfort and maintain the urban streetwall and activation at the ground level. The net results of the changes to the parking provisions do not increase the overall amount of parking or create an amount of parking greater than what is been permitted by the Planning Code (Planning Code Section 151.1 – Parking Maximums). The additional width for combined vehicular ingress/egress and loading is consistent with the Planning Code. The proposed changes to the parking standards will be included in amendments to the Streetscape Plan, Major Phase 1CP, and D4D.

Reconfiguration of Mid-Block Breaks

The D4D calls for mid-block breaks – narrow streets and pedestrian mews with a quiet, walkable character – on private parcels or easements at the middle of many blocks in Candlestick Point. In the course of preparing detailed auto and transit circulation plans for Candlestick Point, it was found that re-orienting some mid-block breaks in the Project Area resulted in reduced conflicts between cars and transit vehicles. Accordingly, the Developer is proposing to reorient these mid-block breaks. These proposed changes will be included in amendments to the Streetscape Plan, Major Phase 1CP, and D4D.

Revisions to Configuration of Gilman Avenue

The approved Major Phase 1 CP Application Schedule of Performance requires the Developer to construct streetscape improvements on Gilman Avenue concurrently with the development of Sub-Phase CP-02. Gilman Avenue has historically served not just as a neighborhood street, but also as one of three primary access routes to and from large events at Candlestick Park. As a result, it is currently configured to facilitate egress from the former stadium site, with one lane eastbound and two lanes westbound (when Candlestick Park was in operation, parking was prohibited on the north side of the street on game days such that a third westbound lane was provided for stadium egress). As required by Mitigation Measure ("MM") TR-23.1, the streetscape improvements would include two lanes of travel in each direction and on-street parking on both sides of the street. Sidewalks would be narrowed from 15 feet to 12 feet. Mitigation Measure ("MM") TR-23.1 also requires one travel lane in each direction to be converted to transit-only for project impacts to transit travel times.

Based on initial outreach, neighborhood residents, San Francisco Municipal Transportation Agency ("SFMTA"), Department of Public Works ("DPW"), and the Planning Department expressed concerns regarding the approved cross-section for Gilman Avenue improvements as they would have resulted in a reduction in sidewalk widths. In addition, the originally-approved off-site improvement to Gilman Avenue would have required relocation of existing utility poles, and there is no City funding available nor is there a Developer obligation to relocate utility poles.

As a result, the Developer worked with the Shipyard CAC and City agencies to develop a revise the cross section for the Gilman Avenue improvements. The proposed configuration would retain the current 15-foot sidewalks, utility poles, and on-street parking. The new cross section provides one lane of travel in each direction with a center turn lane. Intersections between Third Street and Arellio Walker Drive would be modified from all-way-stop-control to signal control. In addition, far-side bus stops with bulb outs would be located on the corridor at Ingalls Street and Griffith Street. See Attachment I to see the FEIR cross-section and the revised design concept for Gilman.

The change in the street cross section for the Gilman Avenue off-site improvements will result in a street that balances pedestrian safety and transit and automobile access. The proposed changes to Gilman Avenue will be included in amendments to the D4D. A detailed analysis of the Mitigation Measure modification is available in Exhibit J of Addendum 4.

Change in Phasing of Harney Way Off-Site Improvements:

The Project Documents, the Schedule of Performance and the 2014 Major Phase 1 CP identify Harney Way between Arellio Walker Drive and Thomas Mellon Circle as an off-site improvement to be constructed by the Developer in conjunction with CP-02. The Harney Way improvements include an initial configuration and a potential longer-term configuration involving a second phase of improvements. This initial configuration would maintain the existing two travel lanes in each direction, add two Bus Rapid Transit ("BRT") lanes on the north side, add a center median to accommodate left-turn lanes at intersections, add a median between the westbound travel lanes and BRT lanes to accommodate a dedicated west bound right turn lane at Executive Park Boulevard East and an eastbound BRT stop just west of Executive Park Boulevard, provide a 12-foot sidewalk on the north side of Harney Way and provide a 13-foot two-way Class I bicycle facility on the south side separated from traffic by a five-foot median.

Delays associated with two nearby major transportation projects (the extension of Geneva Avenue and the replacement of the US 101/Harney Way interchange) have delayed the final design of the BRT alignment. Given these delays, it is unlikely that the BRT alignment will be finalized by 2019. Consequently, the improvements anticipated in the initial configuration, which include several BRT related improvements, are affected by this delay. The timing of the second phase of improvements would not be affected by these delays. The initial configuration would be constructed between Arelious Walker Drive and Executive Park East only, although the sidewalk and Class I cycletrack would be completed all the way to Thomas Mellon Drive. The BRT lanes between Executive Park Boulevard East and Thomas Mellon Drive would then be constructed at a later time to match the desired interim alignment (and accommodate the future permanent alignment). This full construction of Harney Way would occur prior to operation of the BRT, which is currently expected by 2023.

This change will prevent wasteful duplication of street design efforts. It will ensure that BRT operation proceeds as originally scheduled, while allowing the Developer to modify some interim construction plans in response to delays in external projects that are beyond the Developer's control. The change of Harney Way Phasing will require a modification of MM TR-16 (see Attachment J and Exhibit I of Addendum 4) and amendments to the Schedule of Performance and Major Phase 1 CP.

Pedestrian circulation within CP Center

CP Center is now proposed with internal circulation that features three north-south routes through the site that connect to the adjacent street network and have limited vehicular access. The illustrative example in the original D4D featured continuation of Earl Street and 8th Street through the site and featured an east-west route that connected through to Arelious Walker Drive. Along with the garage structure along Arelious Walker Drive, the current proposal now features a below grade parking structure for almost the full footprint of CP Center. While vehicular ingress and egress is still concentrated along Arelious Walker Drive, a new ingress and egress is now proposed for Ingerson Avenue and an egress-only is proposed for Harney Way. These proposed changes are included in amendments to Major Phase 1 CP and the D4D. (See Figure 5.7 in the D4D pg. 183).

Jamestown Offsite Improvement Changes

According to the current Schedule of Performance, the off-site and on-site improvements to Jamestown Avenue are to occur during different Major Phases. Improvements on Jamestown Avenue from Arelious Walker Drive to Griffith Street are to be completed as part of Major Phase 1 CP, and the off-site portion of Jamestown Avenue between the southeastern property line of 833-989 Jamestown Avenue and Third Street are to be resurfaced and restriped in association with Sub-Phase CP-09 in Major Phase 2 CP. The on-site improvements to Jamestown Avenue are intended to achieve a more gradual road profile. Review by DPW showed that re-grading would create a substantial grade difference between Jamestown Avenue and the private parcels along Jamestown Avenue, reducing the private parcels' amount of developable land.

To address the potential reduction in developable land and to avoid impacting the private parcel, Developer proposes to reduce the scope of the improvements. Developer will re-grade the street to achieve the required road alignment; however, the re-grading will no longer extend to the intersection of Jamestown Avenue and Griffith Street. Rather, the CP-02-03-04 limit of work on Jamestown will be approximately 1,000 feet closer to Arelious Walker Drive along Jamestown Avenue. The boundary between Major Phase 1 CP and Major Phase 2 CP represents the limit of work for the CP-02-03-04 Jamestown Improvements. The proposed changes to

Jamestown Avenue will be reflected in amendments to Major Phase 1 CP and the Schedule of Performance and Phasing Plan. See DDA Exhibits Attachment L.

Minor Circulation Modifications

Bicycle network: a new Class I bicycle facility has been added on Ingerson Avenue between West Harney Way and the Candlestick Point State Recreation Area ("CPSRA"). A Class I bicycle facility on Earl Street between Ingerson Avenue and the CPSRA has been changed to a Class II bicycle facility.

BRT stops: at the request of the SFMTA, BRT stops were removed at the intersection of Harney Way and Arelious Walker Drive, and at the intersection of West Harney Way and Egbert Avenue. These changes are designed to make BRT service faster and more reliable.

SFFD Cross-Section Changes

The Commission approved updates to the Project Documents in Resolution No. 1-2014 on January 7, 2014. Beginning in February 2014, OCII staff circulated these updates to City departments for their review. During its review, the San Francisco Fire Department ("SFFD") asserted that the Project must provide a minimum unobstructed width of 26 feet on all streets (the "26 foot Standard"). This conflicted with some street widths in the 2010 Project Documents, specifically the Infrastructure Plan and Transportation Plan. SFFD's 26 foot Standard requires an update to the Major Phase 1 CP and the Streetscape Plan. The Project's principal arterials and boulevards already met the 26 foot Standard. However, neighborhood residential streets were designed to reduce hazards to pedestrians and make neighborhoods more walkable, resulting in minimum street widths of 20 feet. While the approved neighborhood residential streets conformed to State Fire Code requirements and the San Francisco Better Streets Plan, SFFD asserted that it would be necessary to widen the streets to meet the 26 foot Standard in order to accommodate fire-fighting apparatus.

In response, all affected City departments met and revised street plans. These revisions produced a limited allocation of streets providing 26 feet of unobstructed width, alternating with slightly narrower streets. SFFD is now satisfied that the revised streets will provide their preferred access to each neighborhood within Candlestick Point. Other City departments are satisfied that the revisions do not undermine other elements of operability including: ADA-compliant parking, pedestrian clear width on sidewalks, and pedestrian safety. To limit the impact of the street widenings on neighborhood character, streetscape elements including bike lanes, mountable medians, and wider parking stalls were used to limit travel-lane width while maintaining unobstructed width. At the Commission's meeting of May 20, 2014, OCII staff provided background on the 2010 adopted street designs, and an overview of the proposed revisions, and analysis of the implications of adopting such revisions.

OCII staff reviewed the street cross-section revisions for their effects on Project objectives as established in the Project Documents. OCII staff supports the revisions and confirms they do not reduce the approved amounts of affordable and workforce housing units; the approved amounts of parks and open space; or the approved bicycle facilities. The revisions will ensure that emergency response professionals will be able to work effectively in the neighborhood, while preserving the qualities of scale and walkability that are essential to the character of the neighborhood. The street cross-sections shown in Chapter 6 of the Streetscape Plan are substantially in conformance with the cross-sections represented in the Vesting Tentative Subdivision Map ("VTSM") as approved by DPW. There is always some consideration for minor street section revisions as the design progresses from the VTSM to the final construction permit set. See Attachment G for all the cross-section changes in Candlestick Point.

DDA Exhibit Refinements

The Project Amendments described above require refinements to several DDA Exhibits (see Attachment L for updated DDA Exhibits).

Exhibit C-B Phasing Plan

The Phasing Plan is contained in DDA Exhibit C-B. The Phasing Plan illustrates the locations and boundaries of the Project's Major Phases, Sub-Phases, and offsite improvements. The Phasing Plan was originally approved with the original DDA in June 2010, and subsequently modified at the time of Major Phase 1 CP Application approval in January 2014.

As a result of the Project Amendments discussed above, the following updates will be made to the Phasing Plan:

- The boundary between Sub-Phases CP-04 and Sub-Phases CP-10 and CP-11 will be relocated to the southeast. This will allow an increase in block depths in Sub-Phase CP-04 and regularize block size in Candlestick Point.
- Part of Wedge Park 2, now referred to as Wedge Park 2a, will now be within Sub-Phase CP-03 instead of Sub-Phase CP-07. Wedge Park 2b will remain within Sub-Phase CP-07.
- A section of Jamestown Avenue previously planned for development in Sub-Phase CP-02 will now be developed in Sub-Phase CP-09.
- The portion of Harney Way between Executive Park Boulevard and Alana Way, previously planned for development in Sub-Phase CP-02, will now be developed in Sub-Phase CP-06

Exhibit D-B Schedule of Performance

The Schedule of Performance is contained in DDA Exhibit D-B. The Schedule of Performance indicates the timing of Major Phase and Sub-Phase Applications and commencement and completion of Sub-Phase and off-site improvements. The Schedule of Performance was originally approved with the DDA in June 2010 and was subsequently modified at the time of Major Phase 1 CP Application approval in January 2014.

The proposed Project Amendments include the following updates to the Schedule of Performance:

- Part of Wedge Park 2 will now be referred to as Wedge Park 2a. The Completion Outside Date for Wedge Park 2a will now be 12/30/20, rather than 12/29/23.
- Wedge Park 2b will have the same completion date as the previous Wedge Park 2 date of 12/29/23.
- The Harney Way off-site improvement will be divided into two sections, Harney Way 1 and Harney Way 2. The Commencement Outside Date for Harney Way 2 will now be 12/29/22, rather than 12/30/18, the original Commencement Outside Date for Harney Way. The Completion Outside Date for Harney Way 2 will now be 12/29/23, rather than 12/30/19, the original Completion Outside Date for Harney Way. The Commencement Outside Date and Completion Outside Date for Harney Way 1 will be unchanged from the original schedule for Harney Way.
- The Mini-Wedge 2 Park in Sub-Phase CP-11 will now have a Commencement Outside Date of 12/27/27 and a Completion Outside Date of 12/26/28. This will amend an error in prior versions, in which no schedule for this improvement was provided.

Exhibit F-B Housing Map

The Below Market Rate Housing Plan – Housing Map (“Housing Map”) is contained in DDA Exhibit F-B. The Housing Map indicates the location and number of Subsidized Agency Affordable Housing Units and Alice Griffith Replacement Housing Units. The Housing Map was originally approved with the DDA in June 2010, and subsequently modified at the time of Major Phase 1 CP Application approval in January 2014.

The Project Amendments include the following updates to the Housing Map due to the boundary change of Sub-Phase Boundary 4:

- Block 11a will be amended from 90 units to include 150 units
- Block 6b units will decrease from 165 units to 105 units

There is no change to the number of market rate or affordable housing units in the Project.

Exhibit A-B-B Development Plan

The Development Plan is contained in DDA Exhibit A-B-B. It indicates the location and character of all planned land uses in the Project Area. The Development Plan was originally approved with the DDA in June 2010. This Exhibit has been updated to reflect the planned land uses in the amended Major Phase 1 CP.

Project Document Amendments

The table below summarizes the proposed change by Project Documents. The Project Amendments include changes to the D4D, the Streetscape Plan, the Major Phase 1 CP Application, and the DDA exhibits. Details of these changes are provided in Attachment Q.

Table 3: Project Documents Requiring Revisions

Major Change Summary	Revisions to Project Documents		
	D4D	Streetscape Plan	Major Phase 1 CP Application
Off-street parking replacement	X		X
Timing of Improvements/Grading Changes for Jamestown		X	X
Revisions to Street Cross-Sections		X	X
Replacement of Displaced On-Street Parking in CP 02 Center Garage	X		X
Revision to Sub-Phase CP-04 Boundary	x		X
Revision to Sub-Phase CP-02 Boundary			X
Tower Relocations; Towers G, J, & K	X		X

Relocated Hotel	X		X
Performance Venue Modifications	X		X
Conversion of Office Space to Neighborhood Serving Retail Use	X		X
Height Increase From 65' to 80' for Mixed-Use Buildings on Harney Way and Ingerson Avenue	X		X
Height Increase from 65' to 80' for Hotel	X		X
Bike Route and BRT Stop Changes		X	X
Change In Phasing of Harney Way Off-Site Improvements			X
Change in Street Cross Section for Gilman Avenue Off-Site Improvements.			X

CITIZENS ADVISORY COMMITTEE AND COMMUNITY REVIEW

The Hunters Point Shipyard Citizen's Advisory Committee ("Shipyard CAC"), the Alice Griffith Tenants, and the Bayview Hunters Point community have participated in the review of the amendments to Major Phase 1 CP, the Streetscape Plan, and D4D through a series of workshops held at various locations throughout the Bayview/Hunters Point neighborhood. All of these documents are a result of a strong collaboration with the Shipyard CAC, public agency representatives, and other active members of the Alice Griffith and Bayview Hunters Point communities. The Bayview Citizens Advisory Committee ("District 10 CAC") provided input on various aspects of the updates to the Gilman Avenue cross section. The Shipyard CAC endorsed the refinements to the Candlestick Point Design for Development, the Candlestick Point Streetscape Master Plan, and the Candlestick Point Major Phase 1 Application on September 14, 2015.

Public Review of Refinements to Project Documents

Public review of refinements to the Project Documents is a critical part of the process. The Shipyard CAC, the Alice Griffith Tenants, and the Bayview Hunters Point community have participated in the review of the amended Major Phase 1 CP, Sub Phase CP-02-03-04 Application, and associated refinements to the Streetscape Plan and D4D. Public outreach occurred through a series of workshops held at various locations throughout the Bayview/Hunters Point neighborhood. A list of public outreach meetings is provided in Table 4 below.

The Shipyard CAC holds regular meetings with each of its subcommittees:

- Business, Employment & Opportunity Subcommittee
- Environmental & Reuse Subcommittee
- Executive Subcommittee
- Housing Subcommittee
- Planning, Development & Finance Subcommittee

Elements of the Major Phase 1 CP and CP-02-03-04 Sub-Phase Applications and the associated refinements to the Project Documents were brought to each subcommittee for review. Once each item was heard and its

content approved, the item was sent to the Shipyard CAC. As noted in the table below, each subcommittee heard items relevant to its expertise: The Planning, Development, and Finance Subcommittee reviewed proposed refinements to the D4D, Streetscape Master Plan, land use plan, and parks and open space. The Housing Subcommittee reviewed the Affordable and Market Rate housing that would be included in CP-02-03-04. The Business, Employment, and Opportunity Subcommittee reviewed the community facilities to be included in CP-02-03-04, most notably the International African Marketplace. Through the process, all material refinements to the project documents were vetted at the subcommittee level and sent to the Shipyard CAC for their review. The Shipyard CAC endorsed the refinements to the D4D, the Streetscape Plan, and the Major Phase 1 Application on September 14, 2015.

Table 4: Public Review of Refinements to Project Documents

Committee	Topic	Action	Date
Planning, Development & Finance Subcommittee	CP-02-03-04 Sub Phase Application	Review and Comment on CP-02-03-04 Design	5/14/2015
Planning, Development & Finance Subcommittee	Parks and Open Space	Heard update on Parks and Open Space, Input Provided	6/4/2015
Business, Employment & Opportunity Subcommittee	Community Facilities	Review and Comment on Community Facilities	7/16/2015
Housing Subcommittee	Affordable and Market Rate Housing	Heard update on CP-02-03-04 housing program	7/16/2015
Planning, Development & Finance Subcommittee	CP-02-03-04 Sub Phase Application	Review and Comment on Major Phase 1 CP, D4D, Streetscape Master Plan	9/10/2015
Business, Employment & Opportunity Subcommittee	Community Facilities	Approved Community Facilities for Full CAC	9/17/2015
Shipyard CAC Full Committee	Sub-Phase Application and Refinements to Project Documents	Recommendation for Approval	9/14/2015
Shipyard CAC Full Committee	Community Facilities	Recommendation for Approval	10/19/2015
Shipyard CAC Full Committee	AG Community Garden	Recommendation of Approval	2/8/2016
Shipyard CAC Full Committee	Wedge Park 2a	Recommendation of Approval	3/14/2015

Public Review of Gilman Avenue Off-Site Improvements

A robust community outreach process accompanied the design of the Gilman Avenue off-site improvements. The Streetscape Plan and applicable Project Documents define the scope of work for the Gilman Avenue off-site improvements. Before any design work began, the Developer and the design team brought this plan to the Shipyard CAC Planning, Development, and Finance Subcommittee for their review. The members of the subcommittee raised concerns about the new Gilman Avenue cross section defined in the Infrastructure Plan,

as it would result in narrowed sidewalks. The Developer and design team brought these concerns to OCII, DPW, and MTA to determine a new cross section that would maintain existing sidewalk widths.

OCII and the Developer's design team presented the new cross sections, along with conceptual plans for the Gilman corridor to various community groups for their review and input. The community engagement process for Gilman Avenue included three community workshops, two Shipyard CAC meetings, one District 10 CAC meeting, and three meetings with stakeholder groups. A summary of all outreach activities is shown in Table 5 below. Community input and feedback focused on a few specific topic areas, including the street cross section, pedestrian safety, parking, traffic congestion, personal safety, and street trees and plantings. This process resulted in a set of plans for the corridor that includes input from a variety of neighborhood stakeholders and critical City agencies.

Table 5: Gilman Avenue Off-Site Community Engagement

Event	Date	Location
Planning, Development, and Finance Subcommittee	11/13/2014	Hunters Point Construction Trailer
Shipyard CAC	12/8/2014	1800 Oakdale Avenue
Community Workshop #1	12/18/2014	True Hope Church
Meeting with Principal Jeremy Hilinski	1/6/2015	Bret Harte Elementary
Community Workshop #2	1/24/2015	Bret Harte Elementary
Meeting with Rec + Park	2/5/2015	Rec + Park Offices
Community Workshop #3	3/16/2015	Bret Harte Elementary
Alice Griffith Tenants Association	4/13/2015	Bret Harte Elementary
District 10 CAC	4/15/2015	Bayview Public Library

SMALL BUSINESS AND LOCAL WORKFORCE

Connecting Bayview Hunters Point residents with jobs created by the Project is a core benefit of the Phase 2 DDA. The Phase 2 DDA both require the Developer and vertical developers to follow an equal opportunity program, which substantially consists of: 1) the Bayview Hunters Point Employment and Contracting Policy ("BVHP ECP"); 2) the Small Business Enterprise Policy ("SBE"); 3) the Nondiscrimination in Contracts and Equal Benefits Policy; 4) the Minimum Compensation Policy; 5) the Health Care Accountability Policy; 6) the Prevailing Wage Policy; and 7) the Card Check Neutrality Policy.

Under the SBE Program, developers must make good faith efforts to award 50% of the contracting opportunities to SBE consultants and contractors with first consideration for businesses with addresses in the BVHP Area (defined as zip codes 94124, 94134, and 94107). On Sub-Phase CP-01 to date Lennar has achieved approximately 55% SBE participation.

The BVHP ECP also requires developers to make good faith efforts to achieve 50% local workforce participation, with First Consideration to BVHP Area residents, in construction workforce hiring, permanent/temporary workforce hiring, and trainee program. On the Project to date, Lennar has achieved approximately 36% Local Workforce, of which 64% (or 23% of total work hours) are performed by BVHP Area residents.

The development in Major Phase 1 CP will include the first commercial (non-residential) development for the Project and is the first time OCII and the Developer will be implementing the BVHP ECP's end-use workforce goals. OCII staff have been working closely with staff from the Office of Economic and Workforce Development ("OEWD") and the Developer to create the agreements that commits future tenants/employers in the CP Center and other commercial development to meet the requirements of the BVHP ECP. OEWD has additionally been examining their workforce training programs and access points to determine how to tailor existing resources to connect BVHP and San Francisco residents to opportunities at Candlestick.

CALIFORNIA ENVIRONMENTAL QUALITY ACT

As lead agency under the California Environmental Quality Act ("CEQA"), OCII, in consultation with the San Francisco Planning Department, issued Addendum No. 4 to the Project FEIR on February 22, 2016. Addendum No. 4 evaluates the proposed Project Amendments, as stated in the applications for Major Phase 1 CP and Sub-Phase CP-02-03-04, including the D4D changes.

Addendum No. 4 concludes that the proposed Project Amendments will not cause new significant impacts not identified in the FEIR, will not increase the severity of significant impacts identified in the FEIR, and will not require new mitigation measures to reduce significant impacts. Addendum No. 4 identifies and discusses recommended modifications to two previously adopted transportation-related mitigation measures: Mitigation Measure TR-16, which provides for improvements to Harney Way, and Mitigation Measure TR-23.1, which provides mitigation to maintain headways for the 29-Sunset transit line.

Mitigation Measure TR-16 Widen Harney Way ("Harney Way Improvements") was amended in Addendum No. 1 to allow implementation prior to issuance of the occupancy permit for the Candlestick Point Sub-Phase CP-02, instead of prior to issuance of the first grading permit for Major Phase 1 CP of the Project, and to provide a two-way cycle track on Harney Way rather than the previously proposed bicycle lane.

Mitigation Measure TR-16 is further amended in Addendum No. 4 to divide the Harney Way Improvements into two phases of improvements due to the delays in SFMTA finalizing the Bus Rapid Transit ("BRT") alignment along Harney. The mitigation measure would be modified to allow the Developer to limit the construction of the first phase of Harney Way improvements during Sub-Phase CP-02 to the area of Harney Way between Arellous Walker Drive and Executive Park Boulevard East, although the sidewalk on Harney Way would be completed all the way to the planned sidewalk and cycle track at Thomas Mellon Drive. When the BRT alignment has been finalized, the Developer would complete the BRT lanes between Executive Park Boulevard East and Thomas Mellon Drive. Thus, the first phase of improvements would be completed prior to operation of the BRT, and would not delay the start of BRT service.

Addendum No. 4 concludes that the proposed modifications to the mitigation measures would not result in new or more severe impacts. Staff recommends that the OCII Commission adopt the modifications to Mitigation Measures TR-16 and TR-23.1 as set forth in Addendum 4. Other than as described in the Addendum 4, no Project changes have occurred, and no changes have occurred with respect to circumstances surrounding the Project that will require major revisions of the FEIR due to the involvement of new significant effects or a substantial increase in the severity of previously identified significant effects, and no new information has

become available that shows that the Project will cause new or more severe significant environmental impacts. OCII concludes that the analysis and conclusions reached in the FEIR certified on June 3, 2010 remain valid, and that no subsequent or supplemental environmental review is required for the proposed modifications to the Project beyond Addendum No. 4.

STAFF RECOMMENDATION

OCII staff has determined that the proposed changes to the Project Documents are reasonable and will enhance the urban character of Project. OCII staff has additionally determined that the public benefits including affordable housing, parks and open space, and community facilities will be provided in parity with the market rate development, and, by accelerating delivery, the amendments enhance the Project's benefit to the public. OCII staff and Planning Department staff concur that the Project Amendments meets the spirit of the original approvals and are consistent with the General Plan. The Planning Commission through Motion No.19580 further concluded that the Project Amendments would neither cause new significant environmental impacts nor result in the substantial increase in the severity of previously identified significant impacts. OCII staff recommends approval of the Project Amendments and the conforming changes to the Project Documents.

NEXT STEPS

Upon Commission approval, conforming changes will be made to the applicable Project Documents. In the spring of 2016, the Developer will present the Schematic Designs of the CP Retail Center. The Developer is planning on completing the CP Center project by the spring of 2019.

(Originated by Lila Hussain, Project Manager)



Tiffany Bohee
Executive Director

Attachment A: 2014 and 2016 Land Use Map and Tables

Attachment B: Land Use Massing Map

Attachment C: Below Market Rate Map

Attachment D: Open Space and Wedge Park 2a

Attachment E: Alice Griffith Community Garden

Attachment F: Height Increases

Attachment G: Sub-Phase Boundary Change

Attachment H: Tower Location Change

Attachment I: Gilman Avenue Cross-section

Attachment J: Harney Way Phasing

Attachment K: Candlestick Point Cross-Sections

Attachment L: DDA Exhibits

Attachment M: Planning Commission Motion

Attachment N: Design for Development

Attachment O: Major Phase 1 Application

Attachment P: Streetscape Master Plan

Attachment Q: Master Change Log