



126-0192020-002

Agenda Item **Nos. 5(c) through 5(e)**
Meeting of July 21, 2020

TO: Commission on Community Investment and Infrastructure

FROM: Nadia Sesay, Executive Director

SUBJECT: Approving the Report to the Board of Supervisors on the Amendment to the Redevelopment Plan for the Mission Bay South Redevelopment Project In Connection With an Increase in Hotel Rooms on the Mission Bay South Block 1 Hotel Parcel, and Authorizing Transmittal of the Report to the Board of Supervisors, Providing Notice that this Approval is within the Scope of the Mission Bay Redevelopment Project Approved Under the Mission Bay Final Subsequent Environmental Impact Report ("FSEIR"), a Program EIR and is Adequately Described in the FSEIR for the Purposes of the California Environmental Quality Act; and Adopting Environmental Findings Pursuant to the California Environmental Quality Act

Approving an Amendment to the Redevelopment Plan for the Mission Bay South Redevelopment Project in Connection With an Increase in Hotel Rooms on the Mission Bay South Block 1 Hotel Parcel; Recommending Adoption of the Redevelopment Plan Amendment by the Board of Supervisors and Submitting the Recommendation, Including the Redevelopment Plan Amendment, to the Board of Supervisors, Providing Notice that this Approval is within the Scope of the Mission Bay Redevelopment Project Approved Under the Mission Bay Final Subsequent Environmental Impact Report ("FSEIR"), a Program EIR and is Adequately Described in the FSEIR for the Purposes of the California Environmental Quality Act; and Adopting Environmental Findings Pursuant to the California Environmental Quality Act

London N. Breed
MAYOR

Nadia Sesay
EXECUTIVE DIRECTOR

Miguel Bustos
CHAIR

Mara Rosales
Bivett Brackett
Dr. Carolyn Ransom-Scott
COMMISSIONERS

- One S. Van Ness Ave.
5th Floor
San Francisco, CA
94103
- 415 749 2400
- www.sfocii.org

Conditionally Authorizing an Eighth Amendment to the Mission Bay South Owner Participation Agreement with FOCIL-MB, LLC, a Delaware Limited Liability Company, Providing Notice that this Approval is within the Scope of the Mission Bay Redevelopment Project Approved Under the Mission Bay Final Subsequent Environmental Impact Report ("FSEIR"), a program EIR

and is Adequately Described in the FSEIR for the Purposes of the California Environmental Quality Act; and Adopting Environmental Findings Pursuant to the California Environmental Quality Act

EXECUTIVE SUMMARY

SOMA Hotel LLC ("SOMA Hotel"), owns the hotel portion of Block 1, or Lot 8 Block 8715 ("Block 1 Hotel Parcel") in the Mission Bay South Project Area ("Plan Area"). SOMA Hotel requests Commission on Community Investment and Infrastructure ("Commission") approvals of amendments to the Redevelopment Plan for the Mission Bay South Redevelopment Project Area ("Redevelopment Plan") and the Mission Bay South Owner Participation Agreement ("South OPA"), together, the "Plan Documents." The amendments to the Plan Documents would allow for an increase in the number of hotel rooms on the Block 1 Hotel Parcel from 250 to 300, through a conversion of already designed and under-construction suites to individual hotel rooms ("SOMA Hotel Project"). In addition to amendments to the Plan Documents, approval of the SOMA Hotel Project would require the Commission's consideration of amendments to the Mission Bay South Block 1 Major Phase Application, approved by Commission in 2013 and to the Basic/Concept Schematic Design for the SOMA Mission Bay Hotel, approved by the Commission in 2014, however Commission will review these design document related actions at a later date as explained further in this memorandum.

The Block 1 Hotel Parcel is bounded by Channel Street to the south, Third Street to the east and Mission Bay Park P3 to the north. The remainder of Mission Bay Block 1, a 350-unit residential project with ground floor retail known as One Mission Bay, sits to the west. Attachments 1 and 2 of this memorandum show the Plan Area, including the Block 1 Hotel Parcel, and neighborhood retail and community facilities.

Staff recommends the Commission's:

- 1) *approval of a Report to the Board on the Plan Amendment and Authorization for Transmittal to the Board of Supervisors,*
- 2) *approval of the Plan Amendment, and;*
- 3) *authorization of an Eighth Amendment to the South OPA with FOCIL-MB LLC ("FOCIL")*

BACKGROUND

The Plan Area is a 238-acre development governed by the Plan Documents. The South OPA was executed between the San Francisco Redevelopment Agency ("Former Redevelopment Agency") and the original landowner and master developer, Catellus Development Corporation (later transferred to FOCIL). The Plan Documents create the land use designations and the regulatory framework for development in the Plan Area. Pursuant to the South OPA, master developer FOCIL has sold vertical parcels to individual developers, who have then designed and constructed buildings according to the permitted land uses and development controls specified in the Plan Documents.

Mission Bay South Block 1 ("MBS Block 1") is a 2.73-acre parcel located in the Plan Area. The original 1998 Redevelopment Plan designated a 500-room hotel and 50,000 square feet of retail space to MBS Block 1. The results of a 2013 economic feasibility assessment conducted by the MBS Block 1 owner

indicated that a 500-room hotel room would not be profitable. As a result, the MBS Block 1 owner requested that the Office of Community Investment and Infrastructure, as the Successor Agency to the Former Redevelopment Agency, amend the Redevelopment Plan to permit 350 dwelling units, 25,000 square feet of retail and a 250-room hotel room on the site. The Commission approved, by Resolution No. 15-2013 (May 21, 2013) an amendment to the Redevelopment Plan and subsequently the Board of Supervisors of the City and County of San Francisco finally approved, by Ordinance No. 143-12 (July 7, 2013), the amendment. Upon approval, the Block 1 Owner subdivided the 2.73-acre parcel to create a separate hotel parcel and transferred the hotel parcel and its development rights to SOMA Hotel LLC through an Assignment, Assumption and Release agreement dated December 20, 2013.

On November 18, 2014 the Commission approved a Schematic Design for the project (Reso No. 93-2014), which consisted of a 250-room hotel comprised of 213 standard hotel rooms and 37 suites, 10,000 square feet of meeting space, rooftop community space open to the public during normal business hours without any commercial obligation to the hotel project, and 4,000 square feet of retail space in an L-shaped 160 foot tower at the corner of Channel and Third Street. The general public will have access to the rooftop community space during normal business hours via a dedicated express elevator accessed at the street level, without being obligated to make a purchase from the rooftop bar or other retail uses located within the project. SOMA Hotel started construction on the project in 2018.

In February 2020, SOMA Hotel submitted a revised schematic design package and requested Plan Document amendments in order to convert suites into individual hotel rooms which would increase the total number of rooms within the hotel. SOMA Hotel is requesting this change due to changed market conditions for hotels and thus a decreased demand for suites.

The proposed conversion of suites would change the current development program of 213 hotel rooms and 37 hotel suites to 290 hotel rooms and 9 hotel suites, for a total of 299 rooms. Staff propose that this be rounded to 300 rooms in the proposed amendments to the Plan Documents. The currently designed 37 suites are one- and two-bedroom suites, with one bed per bedroom and a pull-out bed in the living room. Under the conversion proposal, each bedroom and living room will be converted to its own hotel room, utilizing already designed bathrooms adjacent to each room. Staff have reviewed the revised schematic design and the proposed suite conversion does not necessitate any changes to the massing of the building, require any additional built area, nor represent any changes to its exterior design.

DISCUSSION

Amended Documents Related to the SOMA Hotel Project

The SOMA Hotel Project requires amendments to Plan Documents which will permit the increase in hotel rooms. It also requires amendments to the Mission Bay South Block 1 Major Phase Application ("Block 1 Major Phase") as well as to the Basic Concept/Schematic Design for the SOMA Mission Bay Hotel ("Block 1 Hotel BC/SD"); however, these amendments will be heard at a later date, pending resolution of an issue related to the design of the hotel loading areas. The amended documents to be considered by Commission on July 21st and in the future are described in the table below:

Document	Content Summary	Memo Attach. #
Mission Bay South Redevelopment Plan Amendment	- Increases the number of hotel rooms permitted on Mission Bay South Block 1 from 250 to 300	4
Eighth Amendment to the South OPA	- Increases the number of hotel rooms permitted on Mission Bay South Block 1 from 250 to 300	5
Mission Bay South Block 1 Major Phase and BC/SD Amendments	- Increases the number of hotel rooms permitted on Mission Bay South Block 1 from 250 to 300	To be provided for at a future Commission date

Proposed Redevelopment Plan Amendment Related to the SOMA Hotel Project

Attachment 4 to this memorandum highlights these proposed changes to the Redevelopment Plan that would increase the number of hotel rooms allowed on the Block 1 Hotel Parcel.

Redevelopment plans may be amended, per the process outlined under Community Redevelopment Law ("CRL"), stated in Sections 33450-33458 of the California Health and Safety Code. According to the CRL, as amended by Redevelopment Dissolution Law and implemented by Ordinance No. 215-12 (Oct. 4, 2012), OCII may approve redevelopment plan amendments at a publicly noticed hearing and then forward the plan amendments to the Planning Commission and to the Board of Supervisors for final approval. CRL (Cal. Health & Safety Code § 33457.1) further requires preparation of a report on the plan amendment, "to the extent warranted," to provide relevant background information in support of the need, purpose, and impacts of the plan amendment; this report is transmitted to the Board of Supervisors. Attachment 3 provides the report for the SOMA Hotel Project.

Proposed South OPA Amendment Related to the SOMA Hotel Project

An Eighth Amendment to the South OPA is required to increase the number of hotel rooms on the Block 1 Hotel Parcel. The Master Developer of Mission Bay South, FOCIL, is the other party to the OPA and has consented to the Eighth Amendment.

With regard to the South OPA, Redevelopment Dissolution Law authorizes Oversight Boards to approve amendments to enforceable obligations if it finds that an amendment would be in the best interest of the taxing entities. (Cal. Health & Safety Code Section 34181(e)). Therefore, the approval of the Eighth Amendment to the South OPA is conditioned upon the Oversight Board approval of the amendment and its determination of the benefit to the taxing entities, and then is further conditioned on the State of California Department of Finance's subsequent review and approval of the Oversight Board's action.

Amendments to Block 1 Major Phase and Block 1 Hotel SD

In conjunction with the Plan Document amendments, the Block 1 Major Phase and Block 1 Hotel BC/SD will be amended to increase the number of hotel rooms permitted on the site from 250 to 300. However, some additional changes to the Block 1 Hotel BC/SD are required that are still underway, which will

require Commission approval at a future date. Specifically, the Block 1 Hotel BC/SD will be amended to add the dimensions of two off-street freight loading spaces. These spaces were constructed with a shorter height and length dimension than is specified in the Loading section of the Design for Development for the Mission Bay Project Area, and staff have determined that a loading management plan is necessary to ensure that the hotel, once operational, will be able to accommodate loading vehicles and will prevent idling at restricted curb space. The loading plan is currently being drafted, therefore staff recommends bringing the Amendments to the Block 1 Major Phase and BC/SD once the loading plan is completed and ready to be recorded against the property.

Public Benefits

Because the SOMA Hotel proposed amendments do not increase the gross square footage of the project currently under construction, this proposed amendment to the project is not subject to citywide development impact fees. When the original project was approved in 2013, the sponsor paid development impact fees outlined in the City and County of San Francisco Planning Code Article 4 and the San Francisco Citywide Development Impact Fee Register, including what was then known as the Transportation Impact Development Fee (now the Transportation Sustainability Fee). To meet the requirements of the Mission Bay Artwork Fee, SOMA Hotel has opted to provide public art onsite. It has also designated a rooftop community space to be open to the public and thus utilized as a public benefit.

Proposed Amendments and Findings for Recommendation of Plan Document Amendments

Redevelopment Plan Amendment Findings:

By allowing for additional hotel rooms on the Block 1 Hotel Parcel, the proposed Redevelopment Plan amendment will support the full economic use of the block and will accelerate the completion of development under the Mission Bay South Redevelopment Plan, the South OPA and the related enforceable obligations. In addition, the amendment allows SOMA Hotel to respond to changes in market conditions that have occurred since the Redevelopment Plan was adopted in 1998 and amended in 2013.

OCII staff recommends this amendment as it will further advance the following Redevelopment Project Objectives as set forth in Section 103 of the Redevelopment Plan:

- *Section 103 E. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.* Since the time of the Block 1 Hotel BC/SD approval in 2014, SOMA Hotel has identified changes within the hotel market in San Francisco which have necessitated the change from suites to individual rooms at the SOMA Mission Bay hotel.
- *Section 103 H. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area...* Facilitating an economically viable hotel on Block 1 strengthens the economic base of the Plan Area. A viable hotel will bring guests to Mission Bay who will then support local businesses and retail uses. The increase in hotel rooms or “keys” also increases the assessed value of the Block 1 parcel and resultant tax increment.

OPA Amendment Findings:

Staff recommends an eighth amendment to the South OPA in coordination with the Redevelopment Plan amendment. The increase in hotel rooms or “keys” is expected to increase the value of the hotel and thus generate more revenues from property taxes payable to the taxing entities in comparison to existing conditions. These taxing entities include the City and County of San Francisco, the Bay Area Rapid Transit District, the San Francisco Community College District, the San Francisco Unified School District and the San Francisco County Office of Education. The Plan Area document amendments do not propose any new capital expenditures by the Successor Agency or any change in the Successor Agency’s overall method of financing the redevelopment of Mission Bay South.

CALIFORNIA ENVIRONMENTAL QUALITY ACT

The proposed project is undertaken in furtherance of the Mission Bay Redevelopment Project, as defined in the Redevelopment Plan for the Mission Bay South Project Area. The Mission Bay Final Supplemental Environmental Impact Report (“Mission Bay FSEIR”) was certified by the former San Francisco Redevelopment Agency Commission and the San Francisco Planning Commission, and affirmed by the Board of Supervisors in 1998. The Mission Bay FSEIR is a program EIR pursuant to California Environmental Quality Act (“CEQA”) Guidelines Section 15168 and a redevelopment plan EIR pursuant to CEQA Guidelines Section 15180. The Mission Bay Project was comprised of the Mission Bay North and Mission Bay South Redevelopment Plans for the 303-acre area.

In connection with the request to permit the conversion of hotel suites into 50 additional hotel rooms within the hotel structure under construction on Block 1 (the “Project”), OCII staff has determined that the proposed Plan Amendment is within the scope of the program (i.e., the Mission Bay Project) approved earlier and analyzed in the Mission Bay FSEIR, and the program described in the Mission Bay FSEIR adequately describes this Project for the purposes of CEQA.

The Project is within the scope of density and consistent with the designated uses for Block 1 as described and analyzed in the FSEIR and would represent a minor change in hotel occupancy. OCII has reviewed the proposal and determined that the Project would not result in any new or substantially more severe impacts than were identified in the FSEIR.

Since the Mission Bay FSEIR was finalized, there have been no substantial project changes and no substantial changes in project circumstances that would require revisions to the FSEIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the FSEIR. Therefore, no further CEQA evaluation is necessary.

Based on the foregoing, OCII concludes that the analyses conducted and the conclusions reached in the Mission Bay FSEIR remain valid and that no supplemental environmental review is required. The proposed Project was analyzed in the Mission Bay FSEIR and would neither cause new significant impacts nor result in the substantial increase in the severity of previously identified significant impacts, and no new mitigation measures would be necessary to reduce significant impacts.

EQUAL OPPORTUNITY PROGRAM AND COMPLIANCE WITH OCII POLICIES

SOMA Hotel complies with the South OPA Program in Diversity/Economic Development Program, which includes OCII's Small Business Enterprise (SBE) Program, and has been working closely with contract compliance staff in good faith to comply with OCII programs.

SOMA Hotel has selected a diverse team of professional service consultants initially achieving 52% SBE (28.5% MBE and 18.5% WBE) participation on this development. During the construction phase, the project continues to make good faith efforts and is currently achieving nearly 14% S/M/WBE participation. While the overall percentage may not be met, the developer has made good faith efforts to meet the goal and is committed to continue making good faith efforts on the tenant improvements.

In addition, because the SOMA Hotel is commercial in nature, local permanent hiring will be subject to the City's First Source Hiring Program pursuant to the South OPA, which will ensure that San Francisco residents are given first consideration for the hotel's permanent entry-level employment, with a 50% goal of the entry-level positions being filled by San Francisco residents. Contract compliance staff has met with OEWD and SOMA Hotel well in advance for hospitality training in hopes of achieving successful hiring outcomes under the First Source Hiring Program.

COMMUNITY OUTREACH: MISSION BAY CITIZENS ADVISORY COMMITTEE

SOMA Hotel presented to the Mission Bay Citizens Advisory Committee meeting "MBCAC" on January 9th and received a majority vote to recommend the proposed Plan Document amendments to Commission.

Below is a summary of the MBCAC votes for the SOMA Hotel Project items:

1. Redevelopment Plan, OPA, Basic Concept / Schematic Design Amendments: 10 votes in favor, 1 abstained

STAFF RECOMMENDATION

OCII staff recommends the Commission approve the proposed amendments to the Redevelopment Plan and the South OPA. Staff will be returning to Commission with the proposed amendments to the Mission Bay South Block 1 Major Phase Application and the Basic Concept/Schematic Design for the SOMA Mission Bay Hotel at a future date.

Upon Commission approval of each action and consistent with Community Redevelopment Law, the SOMA Hotel Project sponsor will proceed to seek necessary approval actions from the Planning Commission and the Board of Supervisors for the Plan Amendment, as well as the Oversight Board and the California Department of Finance for the OPA Amendment.

If the amendments to the Plan Documents are approved, including the Mission Bay South Block 1 Major Phase Application and the Basic Concept/Schematic Design at a later date, SOMA Hotel plans to make final changes to the suite and room configuration towards the end of its construction process, in Q1 2021.

(Originated by Gretchen Heckman, Development Specialist)

DocuSigned by:
Nadia Sesay
4B924DCCB39648D...

Nadia Sesay
Executive Director

Attachments:

- Attachment 1: Mission Bay Land Use Map
- Attachment 2: Mission Bay Amenities Map
- Attachment 3: Report to Board on the Plan Amendment
- Attachment 4: Amendment to the Redevelopment Plan for the Mission Bay South Redevelopment Project
- Attachment 5: Eighth Amendment to the Mission Bay South Owner Participation Agreement

Attachment 1: Mission Bay Land Use Map



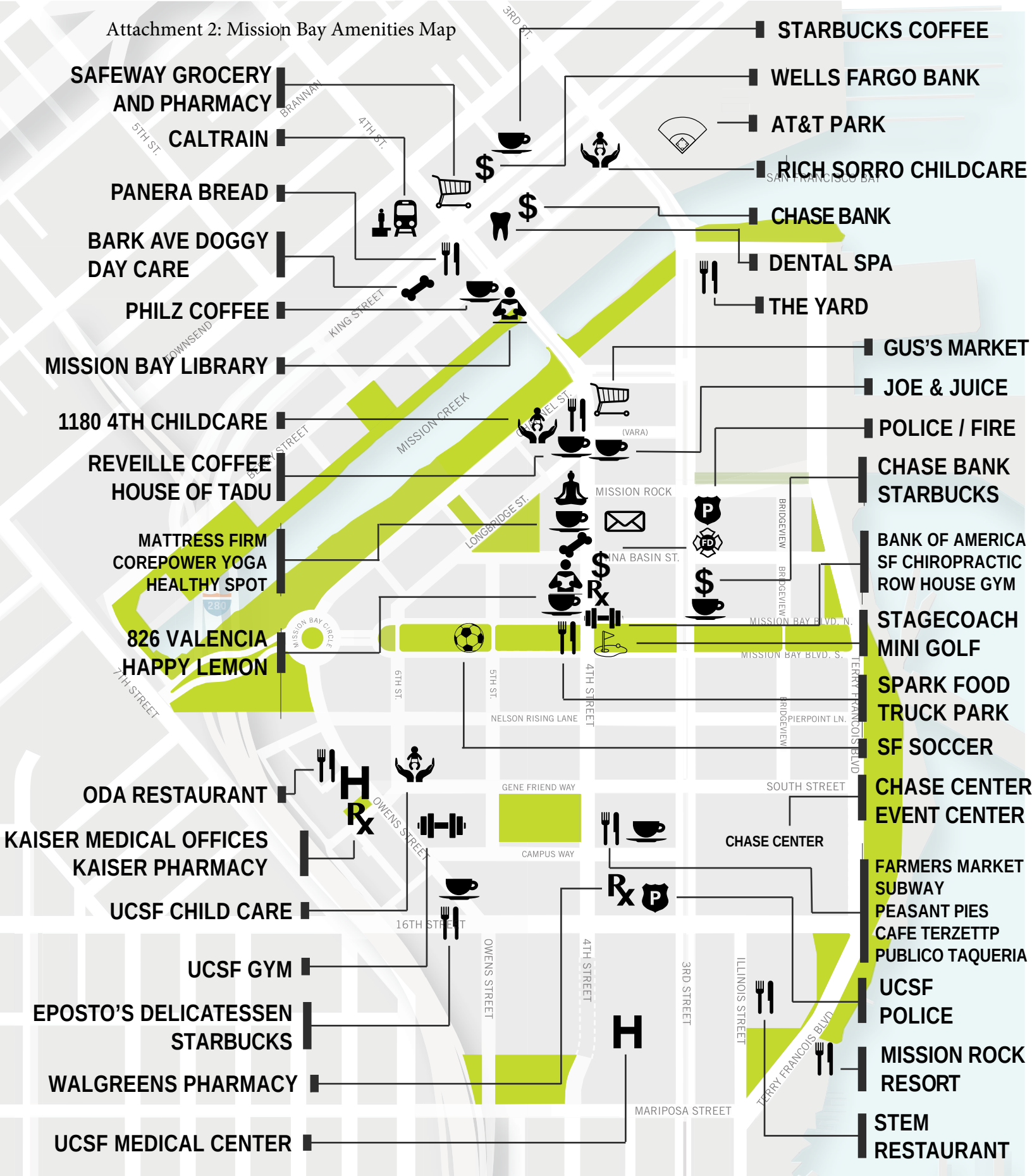
LEGEND:

Public Facility	Commercial
Parks	UCSF
Residential / Market Rate	UCSF Commercial
Residential / Affordable	
Hotel	

MISSION BAY
LAND USE MAP

December 2019





 Open Space

MISSION BAY AMENITIES

JANUARY 2020



0 200 800
100 400



office of
COMMUNITY INVESTMENT
and INFRASTRUCTURE

**REPORT TO THE BOARD OF SUPERVISORS ON AN AMENDMENT TO THE
REDEVELOPMENT PLAN FOR THE MISSION BAY SOUTH REDEVELOPMENT
PROJECT**

Prepared by:

The Office of Community Investment and Infrastructure,
as the Successor Agency to the San Francisco Redevelopment Agency

This report is from the Successor Agency to the Redevelopment Agency of the City and County of San Francisco to the Board of Supervisors of the City and County of San Francisco and is to support a proposed Amendment to the Redevelopment Plan for the Mission Bay South Redevelopment Project. This report contains the required sections which warrant updating since the Redevelopment Plan was approved on November 2, 1998 and amended on July 9, 2013 and March 6, 2018.

July 21, 2020

REPORT TO THE BOARD OF SUPERVISORS ON AN AMENDMENT TO THE REDEVELOPMENT PLAN FOR THE MISSION BAY SOUTH REDEVELOPMENT PROJECT

INTRODUCTION

This Report (“Report”) on the proposed Amendment (“Amendment”) to the Redevelopment Plan (“Redevelopment Plan”) for the Mission Bay South Redevelopment Project (“Project”) has been prepared by the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (“Agency”) pursuant to the provisions of Section 33457.1 of the California Community Redevelopment Law (Health and Safety Code Section 33000 *et seq.*, “CRL”), which section provides as follows:

“To the extent warranted by a proposed amendment to a redevelopment plan, (1) the ordinance adopting an amendment to a redevelopment plan shall contain the findings required by Section 33367 and (2) the reports and information required by Section 33352 shall be prepared and made available to the public prior to the hearing on such amendment.”

DESCRIPTION OF THE PROPOSED AMENDMENT

The proposed Amendment affects the hotel land use on Block 1 of the Mission Bay South Redevelopment Project Area (“Plan Area”). The Amendment would modify the Redevelopment Plan to increase the total number of hotel rooms permitted on the Block 1 from 250 to 300, without any increase in floor area. Block 1 is bounded by 3rd Street to the east, Mission Bay Park P3 to the north, Channel Street to the south, and 4th Street to the west. It is the block affected by these changes and is within the Hotel District.

SCOPE OF THIS REPORT

In accordance with Section 33457.1 of the CRL, this Report contains only the information required by Section 33352 of the CRL that is warranted by the proposed Amendment. Because the proposed Amendment as described above is relatively minor (*i.e.*, limited to increasing the total number of hotel rooms permitted on Block 1 from 250 to 300) the contents of this Report are limited to the following:

- Reason for the proposed Amendment (subsection (a) of Section 33352 of the CRL);
- A description of how the proposed Amendment to increase the number of hotel rooms permitted on Block 1 will improve or alleviate the conditions of blight that continue to exist in the area (subsection (a) and (b) of Section 33352 of the CRL);
- The proposed method of financing the redevelopment of the Plan Area as applicable to the proposed Amendment (subsection (e) of Section 33352 of the CRL);

- Discussion of the Planning Commission’s forthcoming report regarding conformity of the Plan Amendment to the General Plan (to the extent required by Section 33453 of the CRL and Section 4.105 of the San Francisco Charter);
- A neighborhood impact report to the extent required by Section 33352 (m) of the CRL; and
- The report (environmental document) required by Section 21151 of the Public Resources Code as applicable to the proposed Amendment (subsection (k) of Section 33352 of the CRL).

Other information that Section 33352 requires to support a new redevelopment plan is not necessary for this proposed Amendment because of its limited scope in increasing the number of hotel rooms permitted on Block 1 within the Plan Area.

In approving the Redevelopment Plan in 1998, and the amendments in 2013 and 2018, the Board of Supervisors relied on information about the conditions of physical and economic blight within the Plan Area, the need for tax increment financing to carry out redevelopment in the Plan Area, and other factors justifying the establishment of the Plan Area. The proposed Amendment addresses one block in the Plan Area, and does not alter the boundaries of the Plan Area or the blight and financial determinations made at the time the Plan Area was originally adopted; therefore, an update to this information is not required. The proposed Amendment would not displace any residents of the Plan Area because there are no housing facilities located within the area affected by the proposed Amendment. Accordingly, there is no need for a relocation plan that might otherwise be required. There is no existing Project Area Committee (“PAC”) acting within the Plan Area nor is there a requirement that a PAC be created in connection with the proposed Amendment because no new area is proposed to be added to the Plan Area and the Agency’s eminent domain authority has expired. (However, in December 1996, the Mayor appointed a Mission Bay Citizens Advisory Committee, which is not a PAC, to provide for community input into the redevelopment of the Mission Bay area. On January 9, 2020 the Mission Bay Citizens Advisory Committee considered and recommended approval of the Amendment by the Agency and adoption by the Board of Supervisors.) Since the proposed Amendment does not alter the Project Area boundaries or make changes to the Redevelopment Plan to increase financing limits, extend its duration or add significant capital projects, no county fiscal officer’s report or consultation with the taxing entities is required.

REASON FOR PLAN AMENDMENT

The purpose of the proposed Amendment is to increase the number of permitted hotel rooms on Block 1, with no additional floor area. This flexibility in the land use regulation of Block 1 will facilitate the expeditious completion of redevelopment activities by enabling the owner to respond to changes in market conditions that have occurred since the 1998 adoption of the Redevelopment Plan and the 2013 and 2018, amendments to the Redevelopment Plan. The Amendment would allow flexibility to develop an economically-feasible hotel with fewer suites and more individual rooms than originally planned, while providing much-needed accommodations for visitors. A specific objective for redevelopment of the Plan Area is to “[c]reate a vibrant urban community in Mission Bay South which incorporates a variety of uses” including, among others, hotel uses.

Permitting an increase in the number of hotel rooms on Block 1 will provide for development of a much-needed hotel use.

The following Redevelopment Project Objectives, as set forth in Section 103 of the Redevelopment Plan would be further advanced by the adoption of the Amendment:

- Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.
- Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area.

DESCRIPTION OF HOW THE AMENDMENT WILL IMPROVE OR ALLEVIATE BLIGHT

As originally described in the 1998 Report to the Board of Supervisors for the Mission Bay South Redevelopment Plan, the area was blighted as defined under the CRL. Significant improvements have occurred in the Plan Area. However, the land use restrictions on Block 1 currently limit the number of hotel rooms on the site to 250 and thus preclude interior reconfiguration for the addition of any further hotel rooms. Due to lower anticipated demand for multi-room suites, an interior reconfiguration to split the aforementioned suites into individual rooms is necessary to respond to market conditions. The proposed Amendment will improve the physical and economic conditions on Block 1 by allowing a hotel that meets the needs of visitors, further strengthening the achievement of an economically vibrant area.

PROPOSED METHOD OF FINANCING / ECONOMIC FEASIBILITY OF AMENDMENT

The proposed Amendment will permit an increase in the maximum number of hotel rooms on Block 1. The proposed Amendment does not propose any new capital expenditures by the Agency, involve any new indebtedness or financial obligation of the Agency, or change the Agency's overall method of financing the redevelopment of the Plan Area. Instead, the proposed Amendment relies on private enterprise to finance the project on Block 1. The Agency will continue, however, to use tax increment financing and funds from all other available sources to carry out its enforceable obligations to pay for the costs of public infrastructure in the Plan Area.

REPORT OF THE PLANNING COMMISSION

Upon approval of the Amendment, the Commission on Community Investment and Infrastructure will refer it to the Planning Commission for its report and findings of conformity with the General Plan. The Planning Commission will review the Plan Amendment for conformity with the General Plan, which will be incorporated into a supplemental Report to the Board of Supervisors upon receipt.

ENVIRONMENTAL DOCUMENT

On October 19, 1998, the Board of Supervisors adopted Motion No. 98-132 affirming certification of the Final Subsequent Environmental Impact Report ("FSEIR") for Mission Bay North and South

by the Planning Commission and the Former Agency, and Resolution No. 854-98 adopting environmental findings and a statement of overriding considerations for the Mission Bay Project. Subsequent to certification of the FSEIR, the Redevelopment Agency and the Successor Agency issued several addenda to the FSEIR (the “Addenda”). Approval of the Plan Amendment is consistent with the project analyzed in the FSEIR and its Addenda and requires no further environmental review beyond the FSEIR pursuant to CEQA and CEQA Guidelines Sections 15180, 15162 and 15168.

NEIGHBORHOOD IMPACT REPORT

The Plan Area contains a significant amount of permanently affordable, low- and moderate-income housing, which is the result of the successful implementation to date of the Redevelopment Plan. The proposed Amendment does not impact or alter the Redevelopment Plan’s commitment to provide affordable housing. The Redevelopment Plan provides for the development of up to approximately 3,440 residential units, approximately 1,100 of which will be offered at below market rates. The process and requirements for the development of approximately 3,440 homes within the Plan Area is designed to provide new housing opportunities for households of diverse income, ages, lifestyles and family size. As of June 2020, 2,944 housing units have been completed, of which 612 are affordable homes. Another 152 affordable units are under construction. Another 454 units are planned for the Plan Area. OCII continues to promote the development of a wide variety of affordable housing including mixed-use development, development of new and rehabilitation of existing rental and ownership units, infill development, and mixed income development. The housing opportunities within the Plan Area address the demand for housing suitable for families, seniors, young adults, and others with special needs. The amount and timing of this development has been and will continue to be dependent on the amount and pace of the overall development in the Plan Area.

The proposed Amendment will not cause the destruction or removal of housing units from the low- and moderate-income housing market and no persons will be displaced, temporarily or permanently, from dwelling units as a result of the Amendment. In summary, the proposed Amendment will have no negative impact on housing within the Plan Area or in any way impact housing obligations or objectives as described in the Redevelopment Plan.

**REDEVELOPMENT PLAN
FOR THE
MISSION BAY SOUTH REDEVELOPMENT PROJECT**



office of

**COMMUNITY INVESTMENT
and INFRASTRUCTURE**

**SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE
CITY OF SAN FRANCISCO**

**Mission Bay South Redevelopment Plan Approved
and Adopted by the Board of Supervisors of the City
and County of San Francisco
Ordinance No. 335-98, November 2, 1998**

**Amendment Adopted by the Board of Supervisors
of the City and County of San Francisco
Ordinance No. 143-13, July 9, 2013**

**Amendment Adopted by the Board of Supervisors
of the City and County of San Francisco
Ordinance No. 032-18, March 6, 2018**

**Amendment Adopted by the Board of Supervisors
of the City and County of San Francisco
Ordinance No. []-20], [], 2020]**

**REDEVELOPMENT PLAN
FOR THE
MISSION BAY SOUTH REDEVELOPMENT PROJECT**

**Mission Bay South Redevelopment Plan
Approved and Adopted by the Board of Supervisors
of the City and County of San Francisco
Ordinance No. 335-98, November 2, 1998**

**Amendment Approved and Adopted by the Board of Supervisors
of the City and County of San Francisco,
Ordinance No. 143-13, July 9, 2013**

**Amendment Approved and Adopted by the Board of Supervisors of
the City and County of San Francisco,
Ordinance No. 032-18, March 6, 2018**

**REDEVELOPMENT PLAN
FOR THE
MISSION BAY SOUTH REDEVELOPMENT PROJECT**

**Amendment Approved and Adopted by the Board of Supervisors of
the City and County of San Francisco,
Ordinance No. []-20], [], 2020]**

TABLE OF CONTENTS

SECTION	PAGE
100 INTRODUCTION.....	1
101 Legal Foundation	1
102 Relationship of Plan to Plan Documents	2
103 Redevelopment Project Objectives	2
104 Planning Objectives and Policies.....	3
200 DESCRIPTION OF THE PLAN AREA.....	8
300 USES PERMITTED IN THE PLAN AREA	8
301 Redevelopment Land Use Map.....	8
302 Designated Land Uses.....	8
302.1 <u>Mission Bay South Residential</u>	8
302.2 <u>Hotel</u>	10
302.3 <u>Commercial Industrial</u>	11
302.4 <u>Commercial Industrial/Retail</u>	13
302.5 <u>UCSF</u>	15
302.6 <u>Mission Bay South Public Facility</u>	16
302.7 <u>Mission Bay South Open Space</u>	16
303 Other Land Uses	17
303.1 <u>Public Rights-of-Way</u>	17
303.2 <u>Other Public and Semi-Public Uses</u>	17
303.3 <u>Temporary and Interim Uses</u>	17
303.4 <u>Nonconforming Uses</u>	18
304 General Controls and Limitations.....	19
304.1 <u>Construction</u>	19
304.2 <u>Rehabilitation and Retention of Properties</u>	19
304.3 <u>Limitation on the Number of Buildings</u>	19
304.4 <u>Number of Dwelling Units</u>	19
304.5 <u>Limitation on Type, Size and Height of Buildings</u>	19
304.6 <u>Open Space</u>	20
304.7 <u>Utilities</u>	20
304.8 <u>Nondiscrimination and Nonsegregation</u>	21
304.9 <u>Fees and Exactions: All Plan Area Property Excepting X2, X3 and X4</u> .	21
304.10 <u>Fees and Exactions: Parcels X2, X3 and X4</u>	24
304.11 <u>Office Development Limitations</u>	24

305	Variations	25
306	Design for Development	25
400	PROPOSED REDEVELOPMENT ACTIONS.....	25
401	General Redevelopment Actions	25
402	Participation Opportunities; Extension of Preferences for Reentry Within Redeveloped Plan Area	26
402.1	<u>Opportunities for Owners and Business Tenants</u>	26
402.2	<u>Rules for Participation Opportunities, Priorities and Preferences</u>	27
402.3	<u>Owner Participation Agreements</u>	27
402.4	<u>Conforming Owners</u>	27
402.5	<u>Phasing with Development</u>	27
403	Cooperation with Public Bodies	27
404	Property Acquisition	28
404.1	<u>Real Property</u>	28
404.2	<u>Personal Property</u>	29
405	Property Management	29
406	Relocation of Persons, Business Concerns and Others Displaced by the Project	29
406.1	<u>Assistance in Finding Other Locations</u>	29
406.2	<u>Relocation Payments</u>	29
407	Demolition, Clearance, and Building and Site Preparation	29
407.1	<u>Demolition and Clearance</u>	29
407.2	<u>Preparation of Building Sites</u>	29
408	Property Disposition and Development	30
408.1	<u>Real Property Disposition and Development</u>	30
408.2	<u>Disposition and Development Documents</u>	30
408.3	<u>Development by the Agency</u>	31
408.4	<u>Development Plans</u>	31
408.5	<u>Personal Property Disposition</u>	31
409	Rehabilitation, Conservation and Moving of Structures.....	32
409.1	<u>Rehabilitation and Conservation</u>	32
409.2	<u>Moving of Structures</u>	32
410	Low-and Moderate-Income Housing.....	32
410.1	<u>Replacement Housing</u>	32
410.2	<u>Affordable Housing Production</u>	32
410.3	<u>Increased and Improved Housing Supply</u>	33
500	METHODS OF FINANCING THE PROJECT	34
501	General Description of the Proposed Financing Method.....	34

Mission Bay South Redevelopment Plan

502	Tax Increment Funds	34
503	Other Loans and Grants	36
600	ACTIONS BY THE CITY AND COUNTY	36
700	ADMINISTRATION AND ENFORCEMENT	36
800	PROCEDURE FOR AMENDMENT	36
900	SEVERABILITY	36
1000	DURATION AND EFFECTIVENESS OF THIS PLAN	36

100 INTRODUCTION

All initially capitalized terms shall have the meaning set forth herein, including Section 304.9 and Attachment 5.

101 Legal Foundation

This is the Redevelopment Plan (the “Plan”) for the Mission Bay South Redevelopment Project in the City and County of San Francisco (the “City”), State of California, and consists of the Text, the Legal Description of the Plan Area (Attachment 1), the Plan Area Map (Attachment 2), the Redevelopment Land Use Map (Attachment 3), the Zone Map (Attachment 3A), Proposed Public Improvements (Attachment 4) and Definitions (Attachment 5). This Plan was prepared by the Redevelopment Agency of the City and County of San Francisco (the “Agency”) pursuant to the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000 *et seq.*), the California Constitution and all applicable local laws and ordinances. The Plan is also referred to as the “Mission Bay South Redevelopment Plan.” The Mission Bay South Project Area covered by this Plan is hereinafter referred to as the Plan Area.

The proposed redevelopment of the Plan Area as described in this Plan is consistent with the Central Waterfront Plan, adopted by the Planning Commission of the City and County of San Francisco (the “Planning Commission”) on September 27, 1990, and other applicable elements of the General Plan for the City and County of San Francisco, in effect on the effective date of this Plan, and is in conformity with the eight Priority Policies of Section 101.1 of the City Planning Code in effect at the date of adoption of this Plan.

This Plan is based upon a Preliminary Plan formulated and adopted by the Planning Commission by **Motion No. 14483**, on October 23, 1997. It provides the Agency with the powers, duties, and obligations to implement and further the program generally formulated in this Plan for the redevelopment, rehabilitation, and revitalization of the Plan Area. This Plan sets forth the objectives and the basic land use controls within which specific redevelopment activities in the Plan Area will be pursued. It is consistent with provisions of the Community Redevelopment Law in effect at the date of adoption of this Plan.

This Plan and the other Plan Documents, including the Design for Development, shall supersede the San Francisco Planning Code in its entirety, except as otherwise provided herein.

Regardless of any future action by the City or the Agency, whether by ordinance, resolution, initiative or otherwise, the rules, regulations, and official policies applicable to and governing the overall design, construction, fees, use or other aspect of development of the Plan Area shall be (i) this Plan and the other applicable Plan Documents, (ii) to the extent not inconsistent therewith or not superseded by this Plan, the Existing City Regulations and (iii) any new or changed City Regulations permitted under this Plan.

102 Relationship of Plan to Plan Documents

This Plan is enacted to establish the powers, duties, and obligations to implement and further the program generally formulated in this Plan. All real property in the Plan Area is made subject to the controls and requirements of this Plan, and the other applicable Plan Documents.

In order to facilitate the implementation of this Plan, the City and the Agency have entered into the Mission Bay South Interagency Cooperation Agreement (“ICA”). The ICA is intended to provide the framework for cooperation among various City Agencies and the Agency in accordance with this Plan and the other applicable Plan Documents with respect to the review and approval of development authorizations in the Plan Area and, where appropriate, to facilitate cooperation of the City Agencies in issuance of those permits, approvals, agreements and entitlements at each applicable stage of development.

103 Redevelopment Project Objectives

The purposes of the Community Redevelopment Law, which will be attained through, and the major objectives of this Plan are:

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

construction of up to approximately 3,440 very low-, low- and moderate-income and market-rate units, including approximately 1,100 units of very low-, low- and moderate-income housing.

H. Strengthening the economic base of the Plan Area and the community by strengthening retail and other commercial functions in the Plan Area through the addition of up to approximately 335,000 Leasable square feet of retail space and a hotel of up to ~~500~~300 rooms and associated uses, ~~depending on the amount of residential uses constructed in the Hotel land use district,~~ and about 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses.

I. Facilitating emerging commercial-industrial sectors including those expected to emerge or expand due to their proximity to the UCSF new site, such as research and development, bio-technical research, telecommunications, business service, multi-media services, and related light industrial, through improvement of transportation access to commercial and industrial areas, improvement of safety within the Plan Area, and the installation of needed site improvements to stimulate new commercial and industrial expansion, employment, and economic growth.

J. Facilitating public transit opportunities to and within the Plan Area to the extent feasible.

K. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.

L. Achieving the objectives described above in the most expeditious manner feasible.

104 Planning Objectives and Policies

The Central Waterfront Plan of the San Francisco General Plan sets forth broad land use planning objectives and policies for the entire Central Waterfront, of which Mission Bay South is a part. In addition to the redevelopment objectives listed in Section 103, the following planning objectives and policies provide a more detailed treatment of the basic General Plan objectives and policies for the Plan Area, and will guide the uses permitted in the Plan Area, the construction of facilities therein, and other physical development of the Plan Area. Application of these objectives and policies is a concerted effort to recognize the positive attributes of the City, to enhance and conserve those attributes, and to improve the quality of the living environment based on human needs. This Plan implements the following to the extent feasible:

A. LAND USE

Objective 1 Create a vibrant urban community in Mission Bay South which incorporates a variety of uses including medical research, office, business

Mission Bay South Redevelopment Plan

services, retail, entertainment, hotel, light industrial, education, utility, housing, recreation and open space, and community facilities.

Policy 1 Consider land use compatibility in siting the various uses.

Policy 2 Integrate Mission Bay South land uses, scale and circulation systems with surrounding districts and San Francisco Bay.

Policy 3 Create a variety of retail and other visitor-serving uses that benefit residents, workers and visitors, including regional retail, entertainment, recreational, and hotel uses.

Policy 4 Where appropriate, encourage the siting of ground floor neighborhood-serving retail and personal service uses in locations convenient to serve Mission Bay South businesses, residents, visitors and working populations, and/or encourage the siting of other pedestrian-interest activities along pedestrian pathways, at major intersections and at transit stops.

Policy 5 Where appropriate, design building forms and ground floor uses that enliven and activate streets and open space and which provide visual interaction between building occupants and pedestrians (“eyes on the street”) for safety and security.

Objective 2 Assure that adequate community services and facilities are provided for Mission Bay South residents and working population.

Policy 1 Provide for general community services and recreational facilities at a scale appropriate to serve Mission Bay South.

Policy 2 Include adequate public improvements, utilities and amenities.

B. URBAN DESIGN

Objective 3 Emphasize in Mission Bay South the characteristic San Francisco development patterns, which give its neighborhoods image and means of orientation.

Policy 1 Provide pedestrian scale and interest in ground floor treatments of buildings through the use of treatments such as clear glass fenestration, cornice treatments and detailed facades.

Policy 2 Design in consideration of protecting major views of the Bay, the Bay Bridge and the Downtown skyline from Mission Bay South and, if feasible, the elevated 1-280 freeway along Mission Bay South, using street view corridors, open space, the careful placement of building forms and building massing.

Policy 3 Create a visual and physical access to San Francisco Bay and the channel of China Basin.

Mission Bay South Redevelopment Plan

Policy 4 Recognize that buildings, open spaces and view corridors, seen together, will create the character of Mission Bay South.

Policy 5 Achieve high quality design for buildings and landscaping.

Policy 6 Emphasize the importance of intersections by encouraging higher density uses, taller buildings (one to two stories or the tallest portion of buildings) and architectural variety on street corners.

Policy 7 Avoid extreme contrasts in color, shape and other characteristics, which will cause new buildings to stand out in excess of their public importance.

Policy 8 Promote building forms that enhance sun exposure on public open spaces.

Objective 4 Create a building form for the Mission Bay South area such that the scale of new development relates to the adjacent waterfront and to adjacent buildings.

Policy 1 Building heights should decrease as they approach the water's edge.

Policy 2 Provide variety in building design within a block to break up the perception of bulk and to achieve a visually interesting streetscape.

C. NEIGHBORHOOD ENVIRONMENT

Objective 5 Develop new residential neighborhoods in consideration of the character and quality of traditional San Francisco neighborhoods.

Policy 1 Create a pattern of buildings built to the front property line so that building facades generally define streets and public places.

Policy 2 As appropriate to the neighborhood, provide on-street parking in the manner typical throughout the City. Limit the amount of curb cut and garage door access to off-street parking in housing blocks.

Policy 3 Whenever possible, orient housing entrances toward the street or walkway.

Policy 4 Screen parking garages at-grade along streets with retail, housing, art elements or landscape treatments.

Policy 5 Encourage social interaction by use of outdoor common areas for horizontal circulation in residential blocks, when feasible.

Policy 6 Provide adequate active outdoor recreation spaces, including passive recreational spaces, and facilities for the area's residential population.

Mission Bay South Redevelopment Plan

Policy 7 Provide for building security through street orientation of housing, housing design and adequate street lighting.

Policy 8 Provide for pedestrian and open space security through visibility of public spaces and avoid obscured spaces with little sense of proprietorship.

Policy 9 Design buildings in consideration of noise and traffic in the area. Such design can include measures such as placing residential units above a podium of parking or commercial uses, installing double-glazed windows and using sound attenuation construction methods and materials along the traffic-facing walls, placing sleeping quarters away from noise sources, and installing varieties of trees that tolerate traffic impacts.

D. RECREATION AND OPEN SPACE

Objective 6 Provide a variety of open spaces adequate to serve the Mission Bay South community and to augment the City's open space network.

Policy 1 Create parks, open space and recreational facilities within a comfortable walking/wheelchair traveling distance to serve the needs of Mission Bay South residents, workers and visitors of all ages and that are accessible to everyone, including the physically disabled and the elderly.

Policy 2 Create an open space network which provides walking, jogging and bicycle paths between recreation and open space areas throughout Mission Bay South, and provide connections to City-wide pedestrian, bicycle and open space networks, where applicable.

Policy 3 Orient development and parks, public and private open space, and pedestrian areas to facilitate solar access and wind protection for public open space where feasible and consistent with the land uses and intensities contemplated by this Plan.

Policy 4 Enhance parks and open spaces by maintaining view corridors from such areas.

E. COMMERCE AND INDUSTRY

Objective 7 Maintain, enhance and diversify a sound and dynamic economic base for Mission Bay South and the City.

Policy 1 Encourage the siting of educational institutions, medical research and development, retail, multi-media/ telecommunications, recreational, entertainment and public and private utility uses at Mission Bay South in a manner compatible with adjacent uses.

Mission Bay South Redevelopment Plan

Policy 2 Encourage complementary support services to Mission Bay South such as office, light industrial, business service and neighborhood-serving retail in order to add to the economic diversity of the area and the City.

Objective 8 Expand employment opportunities in Mission Bay South for San Francisco residents.

Policy 1 Promote the creation of jobs for a highly skilled and professional work force.

Policy 2 Promote efforts to attract, retain and expand employment improvement opportunities for unskilled and semi-skilled workers.

F. TRANSPORTATION

Objective 9 Establish a street system, which is consistent in function and design with the character and use of adjacent land and efficient traffic flow.

Policy 1 Design the Mission Bay South street system in consideration of the layout of surrounding City streets consistent with the Infrastructure Plan for Mission Bay South.

Policy 2 Design the Mission Bay South streets (curb to curb) to the minimum scale necessary to provide required movement, parking, transit, bicycle and access functions.

Policy 3 Establish a truck route system to facilitate truck movements within and through Mission Bay South.

Policy 4 Within a “Transit First” environment, provide parking facilities in consideration of the needs of residents, workers, visitors and their service providers.

Policy 5 Explore opportunities for shared use of parking facilities, both day and night.

Objective 10 Accommodate the expansion of transit services to, from, through and within Mission Bay South.

Policy 1 Work with transit providers to coordinate the siting of transit stops at locations serving high-density uses.

Policy 2 Encourage the siting of shelters, and retail and personal service uses at or near transit stops.

Objective 11 Provide for the safe and convenient use of the bicycle as a means of transportation and recreation.

Objective 12 Provide for convenient, safe, and pleasant pedestrian circulation.

Policy 1 Recognize the importance of the pedestrian environment in the street level design of buildings.

Policy 2 Where appropriate, provide for public pedestrian-dominated streets with limited vehicular access.

Policy 3 Ensure quality street level environments, including street furniture.

Policy 4 Expand and enhance pedestrian access to San Francisco Bay and to the channel of China Basin.

200 DESCRIPTION OF THE PLAN AREA

The boundaries of the Plan Area are described in the “Legal Description of the Plan Area,” attached as Attachment I and shown on the “Plan Area Map,” attached as Attachment 2.

300 USES PERMITTED IN THE PLAN AREA

301 Redevelopment Land Use Map

The “Redevelopment Land Use Map,” attached hereto as Attachment 3, illustrates the location of the Plan Area boundaries, major streets within the Plan Area and the proposed land uses to be permitted in the Plan Area.

302 Designated Land Uses

Land uses are permitted in the Plan Area as either principal or secondary uses as provided below. Principal uses shall be permitted in the Plan Area in the particular land use district as set forth in Sections 302.1 through 302.7 of this Plan, in accordance with the provisions of this Plan.

Secondary uses shall be permitted in a particular land use district as set forth in Sections 302.1, 302.3 and 302.4, provided that such use generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan and is determined by the Executive Director to make a positive contribution to the character of the Plan Area, based on a finding of consistency with the following criterion: the secondary use, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community.

302.1 Mission Bay South Residential

The Mission Bay South Residential land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of residential uses and compatible local-serving retail and other uses which can be in mixed use facilities.

Mission Bay South Redevelopment Plan

- A. The following principal uses are permitted in the Mission Bay South Residential district:

Dwelling Units

Retail Sales and Services:

Local-Serving Business, excluding Bars, aerobics studios, and
dry- cleaning facilities that conduct onsite dry-cleaning operations
Restaurants
Automobile Rental

Arts Activities and Spaces:

Arts activities in ground floor commercial spaces and/or in Live/Work
Units

Office Use:

Local-Serving Business above the ground floor

Home and Business Services:

Catering Establishment
Household and business repair
Interior decorating shop

Other Uses:

Family Child Care Facility
Home Occupation
Live/Work Units
Open Recreation
Outdoor Activity Area
Parking
Automated Teller Machines (ATMs)
Telecommunications antenna and equipment
Installation of tower or antenna for reception of radio and television for
benefit of building occupants

- B. The following secondary uses shall be permitted in the Mission Bay South Residential district if the criteria set forth in this Section 302 are met:

Institutions, including but not limited to:

Local-Serving Child Care Facility
Small residential care facility licensed by the State
Small social service/philanthropic facility
Small vocational/job training facility
Church/religious institution

Retail Sales and Services:

Mission Bay South Redevelopment Plan

Aerobics studios

Animal Care:

Animal Services in enclosed building

Office Use:

Local-Serving Business on the ground floor

Other Uses:

Walk-Up Facility, except ATMs

Commercial wireless transmitting, receiving or relay facility with these reports if required

302.2 Hotel

The Hotel land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of primarily hotel, retail sales, destination retail, assembly and entertainment with compatible other uses, excluding Theaters.

The following principal uses are permitted in the Hotel district:

Retail Sales and Services:

Tourist Hotel

All Retail Sales and Services, including Bars and aerobic studios and excluding dry-cleaning facilities that conduct onsite dry-cleaning operations

Restaurants

Automobile Rental

Art Activities and Spaces

Assembly and Entertainment:

Amusement Enterprise

Nighttime Entertainment

Recreation building

Institutions:

Local-Serving Child Care Facility

Home and business services:

Catering Establishment

Animal Care:

Animal Services in enclosed building

Other Uses:

Open Recreation

- Outdoor Activity Area
- Parking
- Walk-Up Facility, including ATMs
- Commercial wireless transmitting, receiving or relay facility with required EMR reports
- Telecommunications antenna and equipment
- Installation of tower or antenna for reception of radio and television for benefit of building occupants

The following secondary uses shall be permitted in the Hotel district if the criterion for a secondary use as set forth in Section 302 is met:

Dwelling Units, as long as they do not preclude within the Hotel land use district the development of an economically feasible hotel (subject to the limitations in Section 304.5 of this Plan) that will comply with the Design for Development and other Plan Documents, which determination the Agency shall make at the time it approves any dwelling units in the Hotel land use district.

302.3 Commercial Industrial

The Commercial Industrial land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of Commercial Industrial uses, including Manufacturing, Office Use, Animal Care facilities, Wholesaling and Other Uses, as described below. This district also includes compatible local-serving retail and personal services (excluding Theaters), consisting of the balance of the uses discussed below.

A. The following principal uses are permitted in the Commercial Industrial district:

Manufacturing (including office space and administrative uses associated therewith):

- Light manufacturing uses involving assembly, packaging, repairing or processing of previously prepared materials
- Software development and multimedia
- Industrial or chemical research or testing laboratory
- Medical research and bio-technical research facility
- Experimental laboratory

Institutions:

- Vocational/job training facility

Retail Sales and Services:

- Local-Serving Business, including Bars and aerobics studios
- Automobile Rental

Arts Activities and Spaces

Mission Bay South Redevelopment Plan

Office Use

Home and business services:

- Blueprinting shop
- Building, plumbing, electrical, printing, roofing, furnace, or pest-control contractor's office
- Carpenter shop, sheet metal fabrication
- Household and business repair shop
- Multi-media business services
- Newspaper publication, desktop publishing
- Printing shop
- Sign-painting shop

Animal Care:

- Animal Services in enclosed building
- Animal care facilities for animal housing, handling, treatment, transport
- Commercial kennel

Wholesaling:

- Storage of household or business goods in enclosed building
- Wholesale Sales and Services in enclosed building
- Wholesale storage warehouse
- Cold storage plant

Automotive:

- Automobile service station
- Automobile wash

Other Uses:

- Greenhouse or plant nursery
- Open Recreation
- Outdoor Activity Area
- Parking
- Walk-Up Facility, including ATMs
- Commercial wireless transmitting, receiving or relay facility with required EMR reports
- Telecommunications antenna and equipment
- Installation of tower or antenna for reception of radio and television for benefit of building occupants

- B. The following secondary uses shall be permitted in the Commercial Industrial district if the criteria set forth in this Section 302 are met:

Institutions, including but not limited to the following:

- Clinic for outpatient care
- Local-Serving Child Care Facility

Mission Bay South Redevelopment Plan

- Post secondary school
- Social service/philanthropic facility
- Church/religious institution
- Clubhouse
- Lodge building
- Meeting hall

Assembly and Entertainment:
Nighttime Entertainment
Recreation building

Other Uses:
Public structure or use of a nonindustrial character

302.4 Commercial Industrial/Retail

The Commercial Industrial/Retail land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of industrial, commercial and office uses, retail and compatible other uses, excluding theaters, which can be in mixed-use facilities. The definitions of “Commercial Industrial” and “Retail” are as provided in Section 302.3.

A. The following principal uses are permitted in the Commercial Industrial/Retail district:

Manufacturing (including office space and administrative uses associated therewith):
Light manufacturing uses involving assembly, packaging, repairing or processing of previously prepared materials
Software development and multimedia
Industrial or chemical research or testing laboratory
Medical research and bio-technical research facility
Experimental laboratory

Institutions:
Vocational/job training facility

Retail Sales and Services:
All Retail Sales and Services, including Bars and aerobic studios
Restaurants
Automobile Rental

Arts Activities and Spaces

Office Use

Home and business services:
Blueprinting shop

Mission Bay South Redevelopment Plan

- Building, plumbing, electrical, printing, roofing, furnace, or pest-control contractor's office
- Carpenter shop, sheet metal fabrication
- Household and business repair shop
- Multi-media business services
- Newspaper publication, desktop publishing
- Printing shop
- Sign-painting shop

Animal Care:

- Animal Services in enclosed building
- Animal care facilities for animal housing, handling, treatment, transport
- Commercial kennel

Wholesaling:

- Storage of household or business goods in enclosed building
- Wholesale Sales and Services in enclosed building
- Wholesale storage warehouse
- Cold storage plant

Automotive:

- Automobile service station
- Automobile wash

Other Uses:

- Greenhouse or plant nursery
- Open Recreation
- Outdoor Activity Area
- Parking
- Walk-Up Facility, including ATMs
- Commercial wireless transmitting, receiving or relay facility with required EMR reports
- Telecommunications antenna and equipment
- Installation of tower or antenna for reception or radio and television for benefit of building occupants

- B. The following secondary uses shall be permitted in the Commercial Industrial/Retail district if the criteria set forth in this Section 302 are met:

Institutions, including but not limited to:

- Local-Serving Child Care Facility
- Social service/philanthropic facility
- Church/religious institution
- Clinic for outpatient care
- Post secondary school
- Clubhouse
- Lodge building

Mission Bay South Redevelopment Plan

Meeting hall

Assembly and Entertainment:
Nighttime Entertainment
Recreation building

Other Uses:
Public structure or use of a nonindustrial character

302.5 UCSF

The UCSF land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of institutional and academic uses as outlined in the 1996 Long Range Development Plan ("LRDP"). The land use district includes a proposed approximately 2.2-acre San Francisco Unified School District public school site. (Refer to Section 403 herein regarding cooperation between UCSF and the Agency.) The following indicates the type of uses, as defined in the UCSF LRDP, that will be developed by The Regents in the UCSF land use district, and which are generally consistent with the uses contemplated under this Plan:

Instruction:

Auditoriums, classrooms, seminar rooms
Teaching laboratories

Research:

Medical and biomedical laboratory facilities
Office-based or computer-based research facilities
Cold rooms, glass wash, microscopy areas, and other instrument areas

Clinical:

Community-serving clinic for outpatient care

Academic Support:

Animal care facilities for animal housing, handling, treatment, transport
Library and library facilities
Multimedia business services
Newspaper publication, desktop publishing

Academic/Campus Administration:

Administrative offices and administrative service
Academic offices and academic department/school facilities
Non-academic offices such as police and personnel offices

Campus Community:

Arts activities
Local-serving business and professional service

Mission Bay South Redevelopment Plan

- Local-serving child care facility
- Elementary school or secondary school
- Local-serving retail business or personal service establishments
- Social service/philanthropic facility
- Meeting hall
- Recreation building
- Open recreation/open space
- Public structure or use of a non-industrial character

Logistics:

- Automatic laundry
- Dry-cleaning establishment and hand-ironing establishment
- Hospital laundry plant
- Blueprinting shop
- Building, plumbing, electrical, printing, roofing, or pest-control office
- Carpenter shop, sheet metal fabrication
- Printing shop
- Sign-painting shop
- Service yard
- Storage building
- Cold storage plant
- Utility plant
- Installation of tower or antenna for reception
- Uses accessory to and supportive of the principal uses within a building

302.6 Mission Bay South Public Facility

The Mission Bay South Public Facility land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of land other than housing sites or open space owned by a governmental agency or other public or semi-public entity and in some form of public or semi-public use.

The following principal uses are permitted in the Mission Bay South Public Facility district:

- Fire/Police station
- Open lot or enclosed Storage
- Railroad tracks and related facilities
- Other public structure or use

302.7 Mission Bay South Open Space

The Mission Bay South Open Space land use district, shown on the Redevelopment Land Use Map (Attachment 3), consists of a comprehensive system of open spaces, including parks, plazas, and open space corridors. Only recreational uses and uses accessory to and supportive of recreational use are permitted in this district including, but not limited to, accessory parking,

kiosks and pushcarts; except that a facility containing up to 13,637 Leasable square feet of retail uses on a development footprint not to exceed 7,500 gross square feet may be constructed on parcel P22 on Attachment 2.

303 Other Land Uses

303.1 Public Rights-of-Way

As illustrated on the Redevelopment Land Use Map (Attachment 3) the major public streets within the Plan Area include: Owens Street, Third Street, Terry Francois Boulevard, Channel Street, Sixteenth Street, and Mariposa Street. Up to five new east-west major streets will be created between Channel Street and Sixteenth Street. Alignments are not exact and are shown on the Redevelopment Land Use Map for illustrative purposes.

Fourth Street will be realigned and extended from the channel of Mission Creek to Mariposa Street; Owens Street will be extended from Sixteenth Street to Mariposa Street; and Channel Street will be extended from Fourth Street to Third Street. Other existing streets, alleys and easements may be abandoned, closed or modified as necessary for proper development of the Plan Area.

Any changes in the existing street layout within the Plan Area, and in the event that Agency funding is used, outside of the Plan Area, shall be in accordance with the objectives of this Plan.

The public rights-of-way may be used for railroad, vehicular and/or pedestrian traffic, as well as for public improvements, public and private utilities and activities typically found in public rights-of-way. Railroad rights-of-way are allowed in any land use district.

Railroad rights-of-way may be outside the street rights-of-way.

303.2 Other Public and Semi-Public Uses

In any area shown on the Redevelopment Land Use Map (Attachment 3), the Agency is authorized to permit the maintenance, establishment or enlargement of utility easements and boxes and equipment appurtenant thereto. Other permitted public uses are specified in Sections 302.6 and 302.7 of this Plan.

303.3 Temporary and Interim Uses

Pending the ultimate development of land consistent with the land use program described in Attachment 3, certain interim and temporary uses are authorized as follows:

- A. Temporary Uses: The following uses are authorized as of right pursuant to this Plan for a period not to exceed ninety (90) days:

Booth for charitable, patriotic or welfare purposes;
Exhibition, celebration, festival, circus or neighborhood carnival;

Open Air Sales of agriculturally produced seasonal decorations including, but not necessarily limited to, Christmas trees and Halloween pumpkins;

Convention staging;

Parking; and

Truck parking and loading.

- B. Interim Uses: Interim Uses of over ninety (90) days may be authorized for an initial time period to be determined by the Executive Director of the Agency not to exceed fifteen (15) years, upon a determination by the Executive Director that the authorized uses will not impede the orderly development of the Plan Area as contemplated in this Plan. Extensions of this approval period may be authorized by the Executive Director in increments of up to five (5) year periods, subject to the same determination as required for the initial period. Permissible interim uses are as follows:

Rental or sales office incidental to a new development, provided that it be located in the development or a temporary structure;

Structures and uses incidental to environmental cleanup and staging;

Temporary structures and uses incidental to the demolition or construction of a structure, building, infrastructure, group of buildings, or open space, including but not limited to construction staging of materials and equipment;

Storage;

Parking; and

Truck Parking.

- C. Interim Pacific Bell Ballpark Parking: Interim parking associated with the Pacific Bell (San Francisco Giants) Ballpark within the Plan Area which was previously approved by the City Zoning Administrator is permitted as a matter of right, pursuant to the terms and conditions of the Zoning Administrator letter. Extensions of the original approval shall be governed by Section 303.3(B).

303.4 Nonconforming Uses

The Agency shall provide for the reasonable continuance, modification and/or termination of nonconformities as provided in this Section 303.4 to promote compatibility of uses, eliminate blighting conditions and effectuate the purposes, goals, and objectives of this Plan. The Agency shall permit the continuation of existing, nonconforming uses and structures for (1) 15 years after the date of adoption of this plan; or (2) for such use in fully enclosed warehouse buildings east of Third Street for an initial period through February 27, 2001 with an additional period of at least 25 years after the expiration of this initial period. In either case, the Executive Director is authorized to grant extensions of time if he/she determines that the extension will not impede the orderly development of the Plan Area. No extension shall be for a period in excess of two years. Successive extensions, subject to the same limitations, may be granted upon new application.

The Executive Director may authorize additions, alterations, reconstruction, rehabilitation, or changes in use through uses or structures which do not conform to the provisions of this Plan, subject to the same determination as is provided above for extensions of the nonconforming use period.

304 General Controls and Limitations

All real property in the Plan Area is made subject to the controls and requirements of this Plan. No real property shall be developed or rehabilitated after the date of the adoption of this Plan, except in conformance with the provisions of this Plan and the other applicable Plan Documents.

304.1 Construction

All construction in the Plan Area shall comply with the provisions of Section 306 of this Plan, the applicable Plan Documents, and all applicable laws.

304.2 Rehabilitation and Retention of Properties

Any existing structure within the Plan Area approved by the Agency for retention and rehabilitation shall be repaired, altered, reconstructed or rehabilitated in such a manner that it will be safe and sound in all physical respects and be attractive in appearance and not detrimental to the surrounding uses.

304.3 Limitation on the Number of Buildings

The number of Buildings in the Plan Area shall not exceed 500.

304.4 Number of Dwelling Units

The number of Dwelling Units presently in the Plan Area is currently none, and shall be approximately 3,440 under this Plan. Of those 3,440 Dwelling Units, 350 are allocated to the Hotel land use district and cannot be constructed on any site other than Block 1, with the remaining Dwelling Units allocated to the Mission Bay South Residential land use district. The total number of Dwelling Units that may be constructed within the Hotel land use district must not exceed 350 Dwelling Units and must not preclude the development of a hotel within the Hotel land use district as provided for in Section 302.2. ~~Further, inclusion of Dwelling Units within the Hotel land use district will reduce the total hotel size and Leasable square footage of retail allowed in the Plan Area as provided for in Section 304.5.~~

304.5 Limitation on Type, Size and Height of Buildings

The type of buildings may be as permitted in the Building Code as in effect from time to time. Approximately 335,000 Leasable square feet of retail space, a ~~3~~500-room hotel, including associated uses such as retail, banquet and conferencing facilities, approximately 5,953,600 Leasable square feet of mixed office, research and development and light manufacturing uses, with about 2,650,000 square feet of UCSF instructional, research and support uses are allowed in the Plan Area.

Mission Bay South Redevelopment Plan

The 5,953,600 Leasable square feet is allocated to the Zones depicted on Attachment 3A as follows: 504,000 Zone B; 414,000 Zone C; 35,600 Zone D. The balance is permitted in Zone A and on other sites designated Commercial Industrial on Attachment 3. In addition to the 5,953,600 Leasable square feet of Commercial Industrial uses, up to 45,000 Leasable square feet of such Commercial Industrial uses are permitted in Zone B and 36,000 Leasable square feet in Zone C, respectively, in lieu of all or a portion of the retail allocations provided below for such zones; provided, however, that the total development programs for Zones B and C shall not exceed 549,000 and 450,000 Leasable square feet, respectively.

Of the 335,000 Leasable square feet, up to 105,700 Leasable square feet may be City-serving retail, allocated as follows: 20,700 on blocks 29, 30, 31, 32 and 36 in Zone A; 45,000 Zone B; 36,000 Zone C; 4,000 Zone D. The balance of the permitted retail use, 229,300 Leasable square feet, is allocated as follows: 50,000 entertainment/neighborhood-serving retail in the Hotel district, 159,300 neighborhood-serving retail in Zone A and sites designated Commercial or Mission Bay South Residential on Attachment 3 in the Plan Area, and 20,000 neighborhood-serving retail on Agency-sponsored affordable housing sites.

In addition to the maximum densities described above, the following uses are permitted: (a) a total of up to approximately 10,000 additional Leasable square feet of neighborhood-serving retail uses on Agency-sponsored affordable housing sites (bringing the total permitted allocation of neighborhood-serving retail on Agency-sponsored affordable housing sites to 30,000 Leasable square feet); and (b) an up to approximately 13,637 Leasable square foot retail facility on parcel P22 on Attachment 2.

The floor area ratio for Commercial Industrial and Commercial Industrial/Retail shall be a maximum of 2.9:1, averaged over the entire area of these two land use districts combined, except that the area in Zones B-D shall be excluded from the calculation. The floor area ratio for Zones B-D shall be a maximum of 2.9:1, calculated separately for each Zone. Maximum building height within the Plan Area is 160 feet.

~~If Dwelling Units are constructed within the Hotel land use district, the~~ maximum size of the hotel ~~will be reduced to 250~~shall be up to 300 rooms and the maximum amount of retail square footage ~~will be reduced to~~shall be 25,000 Leasable square feet.

304.6 Open Space

Open space to be provided in the Plan Area is the total of all public open spaces and shall be approximately 41 acres, including approximately 8 acres of publicly accessible open space that will be provided within the UCSF land use district.

304.7 Utilities

All utilities within the Plan Area, and in the event Agency funding is used, outside of the Plan Area, shall be placed underground whenever physically and economically feasible.

304.8 Nondiscrimination and Nonsegregation

There shall be no discrimination or segregation based upon race, color, creed, religion, sex, gender identity, sexual orientation, age, marital or domestic partner status, national origin or ancestry, or disability including HIV/AIDS status permitted in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of property in the Plan Area.

304.9 Fees and Exactions: All Plan Area Property Excepting X2, X3 and X4

The following provisions shall apply to all property in the Plan Area excepting the property designated X2, X3 and X4 on Attachment 2 and parcels utilized as affordable housing developed by Agency-sponsored entities.

- A. Definitions: For purposes of this Section 304.9 only, the definitions below shall apply.

Administrative Fee. Any fee charged by any City Agency or the Agency in effect at the time of submission for the processing of any application for Building Permits, subdivision maps, other City regulatory actions or approvals for a Major Phase or Project in the Plan Area that are generally applicable on a City-wide basis for similar land uses.

Art Requirement. The installation and maintenance of works of art costing an amount equal to 1 percent of the hard costs of initial construction (excluding therefrom the costs of Infrastructure and tenant improvements) of a Project for retail or commercial uses exceeding 25,000 gross square feet of floor area prior to the issuance of the first certificate of occupancy or such later time as may be determined by the Agency not to exceed one year thereafter; provided, however, that where the works of art are proposed to be included within an Open Space Parcel, such installation may occur any time prior to completion of the improvements to the Open Space Parcel. Such works may include sculpture, bas-relief, murals, mosaics, decorative water features, fountains, tapestries or other artwork and shall be located in and permanently affixed to a Project, its grounds or an Open Space Parcel or the surrounding area.

Child Care Requirements. The requirements set forth in City Planning Code Section 314.

City-Wide. All privately-owned property within (1) the territorial limits of the City or (2) any designated use district or use classification of the City so long as (a) any such use district or use classification includes more than an insubstantial amount of affected private property other than affected private property within the Plan Area and the Mission Bay North Plan Area, (b) the use district or use classification includes all private property within the use district or use classification that receives the general or special benefits of, or causes the burdens that occasion the need for, the new City Regulation or Development Fees or Exactions, and (c) the cost of compliance with the new City Regulation or

Development Fee or Exaction applicable to the same type of use in the Plan Area (or portion thereof) does not exceed the proportional benefits to, or the proportional burdens caused by private development of that type of use in, the Plan Area (or portion thereof).

Development Fees or Exactions. A monetary or other exaction including in-kind contributions, other than a tax or special assessment or Administrative Fee, which is charged by the Agency or any City Agency in connection with any permit, approval, agreement or entitlement for a Major Phase or Project or any requirement for the provision of land for a construction of public facilities or Infrastructure or any requirement to provide or contribute to any public amenity or services. Development Fee or Exaction does not include Building Codes in effect from time to time generally applicable on a City-wide basis to similar land uses.

Improvements. Buildings, structures, Infrastructure and other work of improvement to be constructed in or for the benefit of the Plan Area.

Infrastructure. Open space (including, among other items, park improvements and restrooms), streets, sewer and storm drainage systems, water systems, street improvements, traffic signal systems, dry utilities, and other Improvements any of which are to be constructed in or for the benefit of the Plan Area.

Major Phase. A development segment comprising one or more of the numbered parcels shown on Attachment 2 (or portions of parcels) included with a numbered parcel or a remaindered parcel if so approved by Agency pursuant to the design review and document approval procedure under an applicable owner participation agreement containing one or more Projects.

Open Space Parcel. Those parcels or portions thereof designated for use as parks, plazas, or other public open space in Attachment 3 of this Plan.

Project. An individual Building and the related Improvements anticipated to be constructed in connection therewith under this Plan.

School Facilities Impact Fee. The sum payable to the San Francisco Unified School District pursuant to Government Code Section 65995.

- B. Administrative Fees: Nothing in this Plan shall preclude or constrain the Agency or any City Agency from charging and collecting an Administrative Fee or any such fee which may be provided for in any owner participation agreement.
- C. Development Fees and Exactions:
 - (i) Existing Development Fees or Exactions. Except as provided in the following provisions of this Section 304.9C, from and so long as this Plan is in effect, the following Development Fees or Exactions as same are in effect as of the date of adoption of this Plan, and only the following, are applicable to the

Plan Area: (a) the School Facilities Impact Fee; (b) the Child Care Requirements; and (c) the Art Requirement.

(ii) New or Increased Development Fees or Exactions. No increase in any Development Fee or Exaction and no new Development Fee or Exaction shall be applicable to the Plan Area for ten (10) years following the date of issuance to Owner of the first Building Permit for a Project in the South Plan Area and, thereafter, shall only be applicable if said new or increased Development Fee or Exaction is generally applicable on a City-Wide basis to similar land uses; provided, however, that any increase in the School Facilities Impact Fee authorized by any change in state law at any time after the approval of this Plan shall apply. Any new or increased Development Fee or Exaction which becomes effective more than ten (10) years following the date of issuance to Owner of the first Building Permit for a Project in the Plan Area shall be applicable to the Plan Area so long as such new or increased Development Fee or Exaction is (i) generally applicable on a City-Wide basis to similar land uses and (ii) not redundant as to the initial Project of a fee, dedication, program, requirement or facility described in the applicable Plan Documents related to (A) affordable housing or (B) open space.

Notwithstanding the foregoing, new or increased Development Fees or Exactions may be imposed in order to comply with changes in applicable federal or state law or regulations as further provided in Subsection 304.9C(iii); provided, however, that any such new or increased Development Fee or Exaction shall be applied to the Plan Area on a Project by Project basis in a manner which is proportional to the impacts caused by the development in the Plan Area; that is, any such Development Fee or Exaction shall be no more than the equitable share of the cost of funding reasonable compliance with the applicable federal or state law or regulation taking into account the equitable amount allocable to the impacts caused by previous or existing development within the City. In no event shall any Project within the Plan Area be required to pay a new or increased Development Fee or Exaction in connection with compliance with any such federal or state law or regulation which is not applied on a City-Wide basis to similar land uses.

(iii) Protection of Public Health and Safety. Notwithstanding any provision of this Section 304.9C to the contrary, the Agency and any City Agency having jurisdiction, shall exercise its discretion under this Plan and the other applicable Plan Documents in a manner which is consistent with the public health, safety and welfare and shall retain, at all times, its and their respective authority to take any action that is necessary to protect the physical health and safety of the public including without limitation authority to condition or deny a permit, approval, agreement or other entitlement or to change or adopt any new City Regulation if required (a) to protect the physical health or safety of the residents in the Plan Area, the adjacent community or the public, or (b) to comply with applicable federal or state law or regulations including without limitation changes in

Existing City Regulations reasonably calculated to achieve new, more restrictive federal or state attainment or other standards applicable to the City for water quality, air quality, hazardous materials or otherwise relating to the physical environment where such City Regulations are generally applicable and proportionally applied to similar land uses on a City-Wide basis but subject, in all events, to any rights to terminate any owner participation agreement between an owner and the Agency as set forth in the applicable Plan Documents. Except for emergency measures, any City Agency or the Agency, as the case may be, will meet and confer with the owner in advance of the adoption of such measures to the extent feasible, provided, however, that said City Agency and the Agency shall each retain the sole and final discretion with regard to the adoption of any new City Regulation in furtherance of the protection of the physical health and safety of the public as provided in this Subsection 304.9C(iii).

(iv) Nonconflicting Laws. In addition to the reservation set forth in Section 304.9C(iii), the City Agencies and the Agency reserve the right to impose any new City Regulations and any changes to the Existing City Regulations (except for the Planning Code sections superceded by this Plan) that do not conflict with the development allowed by this Plan and the other applicable Plan Documents. As used herein, “conflict” means any proposed new or changed City Regulations which preclude or materially increase the cost of performance of or compliance with any provision of this Plan or the applicable Plan Documents or do any of the following: alter the permitted uses of land; decrease the maximum building height of buildings; reduce the density or intensity of development permitted; delay development; limit or restrict the availability of Infrastructure; impose limits or controls on the timing, phasing or sequencing of development; or modify Development Fees or Exactions except as permitted by this Section 304.9C. Notwithstanding the foregoing, the City may apply its then current standards for Infrastructure pursuant to then applicable City Regulations. Nothing in this Plan or the other applicable Plan Documents shall be deemed to limit any City Agency’s or the Agency’s ability to comply with the California Environmental Quality Act (“CEQA”).

304.10 Fees and Exactions: Parcels X2, X3 and X4

The parcels designated X2, X3 and X4 (as shown on Attachment 2) shall be subject to all fees and exactions under the City Planning Code in effect from time to time, except as otherwise provided pursuant to an owner participation agreement if the Agency determines that the public benefits under the owner participation agreement exceed those that would otherwise be obtained through imposition of the City Planning Code fees and exactions.

304.11 Office Development Limitations. By Resolution No. 14702, the Planning Commission adopted findings pursuant to Planning Code Section 321(b)(1) that the office development contemplated in this Plan in particular promotes the public welfare, convenience and necessity, and in so doing considered the criteria of Planning Code Section 321(b)(3)(A)-(G). The findings contained in Resolution No. 14702 are incorporated herein by reference and

attached as Attachment 6 to this Plan. Because the office development contemplated by this Plan has been found to promote the public welfare, convenience and necessity, the determination required under Section 321(b), where applicable, shall be deemed to have been made for all specific office development projects undertaken pursuant to this Plan. No office development project contemplated by this Plan may be disapproved either (i) for inconsistency with Planning Code Sections 320-325 or (ii) in favor of another office development project that is located outside the Plan Area and subject to Planning Code Sections 320-325; provided, however, that (x) no office development project shall be approved that would cause the then applicable annual limitation contained in Planning Code Section 321 to be exceeded, and (y) the Planning Commission shall consider the design of the particular office development project to confirm that it is consistent with the Commission's findings contained in Resolution No. 14702. Upon such determination, the Planning Commission shall issue a project authorization for such project. The decision on the design of any particular office development project reviewed pursuant to this Section 304.11 shall be binding on the Agency.

305 Variations

The Agency may modify the land use controls in this Plan where, owing to unusual and special conditions, enforcement would result in undue hardships or would constitute an unreasonable limitation beyond the intent and purposes of these provisions. Upon written request for variation from the Plan's land use provisions from the owner of the property, which states fully the grounds of the application and the facts pertaining thereto, and upon its own further investigation, the Agency may, in its sole discretion, grant such variation from the requirements and limitations of this Plan. The Agency shall find and determine that the variation results in substantial compliance with the intent and purpose of this Plan, provided that in no instance will any variation be granted that will change the land uses of this Plan.

306 Design for Development

Within the limits, restrictions and controls established in this Plan, the Agency is authorized to establish height limits of buildings, land coverage, density, setback requirements, design and sign criteria, traffic circulation and access standards, and other development and design controls necessary for proper development of both private and public areas within the Plan Area, as set forth in the Design for Development.

400 PROPOSED REDEVELOPMENT ACTIONS

401 General Redevelopment Actions

The Agency proposes to achieve the objectives of Sections 103 and 104 and effectuate the policies of Section 104 of this Plan by:

- A. The acquisition of real property;
- B. The demolition or removal of certain buildings and improvements and the relocation of rail lines;

- C. The provision for participation in redevelopment by owners presently located in the Plan Area and the extension of preferences to business occupants and other tenants desiring to remain or relocate within the redeveloped Plan Area;
- D. The management of any property acquired by and under the ownership or control of the Agency;
- E. The provision of relocation assistance to eligible occupants displaced from property in the Plan Area;
- F. The installation, construction or reconstruction of streets, utilities, parks, other open spaces, and other public improvements;
- G. The disposition of property for uses in accordance with this Plan;
- H. The redevelopment of land by private enterprise or public agencies for uses in accordance with this Plan and to promote economic development of the area;
- I. The rehabilitation of structures and improvements by present owners, their successors and the Agency;
- J. The assembly of adequate sites for the development and construction of residential, commercial or industrial facilities; and
- K. Provision for very low-, low- and moderate-income housing.

To accomplish the above activities in the implementation and furtherance of this Plan, the Agency is authorized to use all the powers provided in this Plan and all the powers now or hereafter permitted by law.

402 Participation Opportunities; Extension of Preferences for Reentry Within Redeveloped Plan Area

402.1 Opportunities for Owners and Business Tenants

In accordance with this Plan and the rules for participation by owners and the extension of preferences to business tenants adopted by the Agency pursuant to this Plan and the Community Redevelopment Law, persons who are owners of real property in the Plan Area shall be given a reasonable opportunity to participate in redevelopment by: (1) retaining all or a portion of their properties and developing or improving such property for use in accordance with this Plan; (2) acquiring adjacent or other properties within the Plan Area and developing or improving such property for use in accordance with this Plan; or (3) selling their properties to the Agency and purchasing other properties in the Plan Area.

The Agency shall extend reasonable preferences to persons who are engaged in business in the Plan Area to participate in the redevelopment of the Plan Area, or to reenter into business within the redeveloped Plan Area, if they otherwise meet the requirements of this Plan.

402.2 Rules for Participation Opportunities, Priorities and Preferences

In order to provide opportunities to owners to participate in the redevelopment of the Plan Area and to extend reasonable preferences to businesses to reenter into business within the redeveloped Plan Area, the Agency has promulgated rules for participation by owners and the extension of preferences to business tenants for reentry within the redeveloped Plan Area.

402.3 Owner Participation Agreements

The Agency shall require as a condition to participation in redevelopment that each participant enter into a binding agreement with the Agency by which the participant agrees to rehabilitate, develop, use and maintain the property in conformance with this Plan and to be subject to its provisions.

Whether or not a participant enters into an owner participation agreement with the Agency, all other provisions of this Plan are applicable to all public and private property in the Plan Area.

In the event that a participant fails or refuses to rehabilitate, develop and use and maintain its real property pursuant to this Plan and the owner participation agreement, the real property or any interest therein may be acquired by the Agency and sold or leased for rehabilitation or development in accordance with this Plan.

402.4 Conforming Owners

Subject to any owner participation agreement provisions, the Agency may determine in its sole and absolute discretion, that certain real property within the Plan Area meets the requirements of this Plan, and the owner of such property will be permitted to remain as a conforming owner without an owner participation agreement with the Agency, provided such owner continues to operate, use and maintain the real property within the requirements of this Plan. However, a conforming owner shall be required by the Agency to enter into an owner participation agreement with the Agency in the event that such owner desires to: (a) construct any additional improvements or substantially alter or modify existing structures on any of the real property described above as conforming; or (b) acquire additional contiguous property within the Plan Area.

402.5 Phasing with Development

Subject to the terms of owner participation agreements, owners shall be required to provide for infrastructure, affordable housing and open space in conjunction with development of improvements in the Plan Area.

403 Cooperation with Public Bodies

The Agency is authorized to financially (and otherwise) assist any public entity in the cost of public land, buildings, facilities, structures or other improvements (within or without the

Plan Area) which land, buildings, facilities, structures or other improvements are or would be of benefit to the Plan Area, in accordance with the ICA.

The Regents of the University of California will work cooperatively with the Agency regarding land use and planning issues in that portion of the Plan Area to be used by the University for educational purposes. This cooperative effort will assure that the mutual interests of UCSF and the Agency are addressed. However, because the University is exempt under Article 9, Section 9 of the State Constitution from local planning, zoning and redevelopment regulations when using its property in furtherance of its educational purposes, the portion of the Plan Area to be used by UCSF for educational purposes would not be subject to the actions of the Agency to implement this Plan. That portion of the Plan Area within the UCSF land use district to be developed either as a site for the San Francisco Unified School District or as public open space and the dedicated public streets (i.e., 4th Street) would be subject to the jurisdiction of the Agency.

The Regents would develop the UCSF site in accordance with the uses and total gross square footage described in UCSF's 1996 Long Range Development Plan ("LRDP"), as it may be amended from time to time. The LRDP has been subjected to environmental analysis pursuant to the California Environmental Quality Act ("CEQA"), and a Final Environmental Impact Report has been certified by the Regents. As each UCSF development project within the Plan Area is proposed, the Regents will determine whether additional environmental review will be necessary. To the extent provided in CEQA, the CEQA Guidelines and the UC CEQA Handbook, the City, the Agency and the public would have an opportunity to comment on any environmental documentation prepared by the Regents for individual development projects.

404 Property Acquisition

404.1 Real Property

The Agency may acquire real property located in the Plan Area by any means authorized by law.

It is in the public interest and necessary in order to eliminate the conditions requiring redevelopment and in order to implement this Plan for the power of eminent domain to be employed by the Agency to acquire real property in the Plan Area which cannot be acquired by gift, devise, exchange, purchase or any other lawful method, except that the Agency is not authorized to employ the power of eminent domain to acquire property on which any persons legally reside. Eminent domain proceedings, if used, must be commenced within twelve (12) years from the date the ordinance adopting this Plan becomes effective.

The Agency is authorized to acquire structures without acquiring the land upon which those structures are located. The Agency is authorized to acquire either the entire fee or any other interest in real property less than a fee.

404.2 Personal Property

Where necessary to implement this Plan, the Agency is authorized to acquire personal property in the Plan Area by any lawful means, including eminent domain.

405 Property Management

During such time as property, if any, in the Plan Area is owned or leased by the Agency, such property shall be under the management and control of the Agency. Such property may be rented or leased by the Agency, and such rental or lease shall be pursuant to such policies as the Agency may adopt.

406 Relocation of Persons, Business Concerns and Others Displaced by the Project

406.1 Assistance in Finding Other Locations

The Agency shall assist or cause to be assisted all eligible persons (including individuals and families), business concerns and others displaced from the Plan Area pursuant to this Plan in finding other locations and facilities, as may be required by law. In order to implement this Plan with a minimum of hardship to eligible persons, business concerns and others, if any, displaced by implementation of this Plan, the Agency shall assist such persons, business concerns and others in finding new locations in accordance with all applicable relocation statutes and regulations (Section 33410 et seq. of the Community Redevelopment Law).

406.2 Relocation Payments

The Agency shall make or cause to be made relocation payments to persons (including individuals and families), business concerns and others displaced by implementation of this Plan as may be required by law. Such relocation payments shall be made pursuant to the California Relocation Assistance Law (Government Code Section 7260 et seq.), Agency rules and regulations adopted pursuant thereto, and as may be applicable in the event that federal funding is used in the implementation of this Plan, in accordance with the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, as amended. The Agency may make such other payments as it determines to be appropriate and for which funds are available.

407 Demolition, Clearance, and Building and Site Preparation

407.1 Demolition and Clearance

The Agency is authorized to demolish and clear buildings, structures and other improvements from any real property in the Plan Area owned or leased by the Agency or other public entity as necessary to carry out the purposes of this Plan.

407.2 Preparation of Building Sites

The Agency is authorized to prepare, or cause to be prepared, as building sites, any real property in the Plan Area owned or leased by the Agency or other public entity. In connection therewith, the Agency may cause, provide for, or undertake the installation or construction of

streets, utilities, parks, playgrounds and other public improvements necessary to carry out this Plan. The Agency is also authorized to construct foundations, platforms and other structural forms necessary for the provision or utilization of air rights sites for buildings to be used for residential, commercial, public and other uses provided in this Plan.

408 Property Disposition and Development

408.1 Real Property Disposition and Development

For the purposes of this Plan, the Agency is authorized to sell, lease, exchange, subdivide, transfer, assign, pledge, encumber by mortgage or deed of trust or otherwise dispose of any interest in real property. To the extent permitted by law, the Agency is authorized to dispose of or acquire real property by negotiated lease, sale or transfer without public bidding. Property containing buildings or structures rehabilitated by the Agency shall be offered for resale within one (1) year after completion of rehabilitation or an annual report concerning such property shall be published by the Agency as required by law.

Real property acquired by the Agency may be conveyed by the Agency without charge to the City and, where beneficial to the Plan Area, without charge to any public body. All real property acquired by the Agency in the Plan Area shall be sold or leased to public or private persons or entities for development for the uses permitted in this Plan, or may be developed by the Agency for public uses.

All purchasers or lessees of property acquired from the Agency shall be made obligated to use the property for the purposes designated in this Plan, to begin and complete development of the property within a period of time which the Agency fixes as reasonable and to comply with other conditions which the Agency deems necessary to carry out the purposes of this Plan.

408.2 Disposition and Development Documents

To provide adequate safeguards to ensure that the provisions of this Plan will be carried out and to prevent the recurrence of blight, all real property sold, leased or conveyed by the Agency, as well as all property subject to owner participation agreements, is subject to the provisions of this Plan.

The Agency shall reserve such powers and controls in the disposition and development documents as may be necessary to prevent transfer, retention or use of property for speculative purposes and to ensure that development is carried out pursuant to this Plan.

Leases, deeds, contracts, agreements and declarations of restrictions of the Agency may contain restrictions, covenants, covenants running with the land, rights of reverter, conditions subsequent, equitable servitudes or any other provisions necessary to carry out this Plan. Where appropriate, as determined by the Agency, such documents, or portions thereof, shall be recorded in the office of the County Recorder.

All property in the Plan Area is hereby subject to the restriction that there shall be no discrimination or segregation based upon race, color, creed, religion, sex, gender identity, sexual

orientation, age, marital or domestic partner status, national origin or ancestry, or disability including HIV/AIDS status permitted in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of property in the Plan Area. All property sold, leased, conveyed or subject to a participation agreement shall be expressly subject by appropriate documents to the restriction that all deeds, leases or contracts for the sale, lease, sublease or other transfer of land in the Plan Area shall contain such nondiscrimination and nonsegregation clauses.

408.3 Development by the Agency

To the extent now or hereafter permitted by law, the Agency is authorized to pay for, develop or construct any publicly-owned building, facility, structure or other improvement either within or without the Plan Area, for itself or for any public body or entity, which buildings, facilities, structures or other improvements are or would be of benefit to the Plan Area. Specifically, the Agency may pay for, install or construct the buildings, facilities, structures and other improvements, and may acquire or pay for the land and site preparation required therefor.

In addition to the public improvements authorized under this Section 408 and the specific publicly-owned improvements, the Agency is authorized to install and construct, or to cause to be installed and constructed, within or without the Plan Area, for itself or for any public body or entity for the benefit of the Plan Area, public improvements and public utilities, including, but not limited to, those described in Attachment 4.

The Agency is authorized to install and construct or cause to be installed and constructed temporary public improvements necessary to carry out this Plan. Temporary public improvements may include, but are not limited to, parks, streets, and utilities. Temporary utilities may be installed above ground only with the written approval of the Agency.

The Agency may enter into contracts, leases and agreements with the City or other public body or entity pursuant to this Section 408.3, and the obligation of the Agency under such contract, lease or agreement shall constitute an indebtedness of the Agency which may be made payable out of the taxes levied in the Plan Area and allocated to the Agency under subdivision (b) Section 33670 of the Community Redevelopment Law, Section 502 of this Plan or out of any other available funds.

408.4 Development Plans

All private development plans shall be submitted to the Agency for approval and architectural review consistent with the Plan and the other applicable Plan Documents. Except for UCSF, all public development plans shall be in accordance with the Plan and any applicable Plan Documents.

408.5 Personal Property Disposition

For the purposes of this Plan, the Agency is authorized to lease, sell, exchange, transfer, assign, pledge, encumber or otherwise dispose of personal property which is acquired by the Agency.

409 Rehabilitation, Conservation and Moving of Structures

409.1 Rehabilitation and Conservation

The Agency is authorized to rehabilitate and conserve or to cause to be rehabilitated and conserved, any building or structure in the Plan Area owned by the Agency. The Agency is also authorized and directed to advise, encourage and assist in the rehabilitation and conservation of property in the Plan Area not owned by the Agency. The Agency is also authorized to acquire, restore, rehabilitate, move and conserve buildings of historic or architectural significance.

It shall be the purpose of this Plan to encourage the retention of existing businesses that are generally compatible with proposed developments in the Plan Area and in conformity with the uses permitted in this Plan, and to add to the economic viability of such businesses by programs that encourage voluntary participation in conservation and rehabilitation. The Agency is authorized to conduct a program of assistance and incentives to encourage owners of property within the Plan Area to upgrade and maintain their property in a manner consistent with the Plan and with other standards that may be established by the Agency for the Plan Area.

409.2 Moving of Structures

As necessary in carrying out this Plan, the Agency is authorized to move, or to cause to be moved, any structure or building which can be rehabilitated to a location within or outside the Plan Area.

410 Low-and Moderate-Income Housing

410.1 Replacement Housing

In accordance with Section 33334.5 of the Community Redevelopment Law, whenever dwelling units housing persons and families of low or moderate income are destroyed or removed from the low and moderate income housing market as part of implementation of this Plan, the Agency shall, within four (4) years of such destruction or removal, rehabilitate, develop or construct, or cause to be rehabilitated, developed or constructed, for rental or sale to persons and families of low or moderate income an equal number of replacement dwelling units at affordable rents within the Plan Area or within the territorial jurisdiction of the City in accordance with all of the provisions of Sections 33413 and 33413.5 of the Community Redevelopment Law.

410.2 Affordable Housing Production

In accordance with subdivision (b) of Section 33413 of the Community Redevelopment Law, at least 15 percent of all new or rehabilitated dwelling units developed within the Plan Area by public or private entities or persons other than the Agency, shall be available at affordable housing cost to persons and families of very low, low or moderate income. Not less than 40 percent of the dwelling units required to be available at affordable housing cost to persons and families of very low, low or moderate income shall be available at affordable housing cost to very low income households.

At least 30 percent of all new or rehabilitated dwelling units developed by the Agency shall be available at affordable housing cost to persons and families of very low, low or moderate income. Not less than 50 percent of these dwelling units shall be available at affordable housing cost to, and occupied by, very low income households.

410.3 Increased and Improved Housing Supply

Pursuant to Section 33334.2 of the Community Redevelopment Law, not less than twenty percent (20%) of all taxes which are allocated to the Agency pursuant to subdivision (b) of Section 33670 of the Community Redevelopment Law and Section 502 of this Plan shall be used by the Agency for the purposes of increasing, improving and preserving the City's supply of housing for persons and families of very low, low or moderate income unless certain findings are made as required by that section to lessen or exempt such requirement. In carrying out this purpose, the Agency may exercise any or all of its powers, including the following:

- A. Acquire land or building sites;
- B. Improve land or building sites with on-site or off-site improvements;
- C. Donate land to private or public persons or entities;
- D. Finance insurance premiums pursuant to Section 33136 of the Community Redevelopment Law;
- E. Construct buildings or structures;
- F. Provide subsidies to or for the benefit of persons or families of very low, low or moderate income;
- G. Develop plans, pay principal and interest on bonds, loans, advances or other indebtedness or pay financing or carrying charges;
- H. Preserve the availability of affordable housing units which are assisted or subsidized by public entities and which are threatened with conversion to market rates;
- I. Require the integration of affordable housing sites with sites developed for market rate housing;
- J. Assist the development of housing by developers.

The Agency may use the funds specified in this Section to meet, in whole or in part, the replacement housing provisions in Section 410.1 or the affordable housing production provisions in Section 410.2 above. These funds may be used inside the Plan Area, or outside the Plan Area only if findings of benefit to the Plan Area are made as required by said Section 33334.2 of the Community Redevelopment Law.

500 METHODS OF FINANCING THE PROJECT

501 General Description of the Proposed Financing Method

The Agency is authorized to finance the implementation of this Plan with financial assistance from the City, State of California, federal government, tax increment funds, interest income, Agency bonds, donations, loans from private financial institutions, assessments, the lease or sale of Agency-owned property or any other available source, public or private.

The Agency is also authorized to obtain advances, borrow funds and create indebtedness in carrying out this Plan. The principal and interest on such advances, funds and indebtedness may be paid from tax increments or any other funds available to the Agency.

The City or any other public agency may expend money to assist the Agency in carrying out this Plan. As available, gas tax funds from the state and county may be used for street improvements and public transit facilities.

502 Tax Increment Funds

All taxes levied upon taxable property within the Plan Area each year, by or for the benefit of the State of California, the City, any district or any other public corporation (hereinafter sometimes called “taxing agencies”) after the effective date of the ordinance approving this Plan, shall be divided as follows:

- A. That portion of the taxes which would be produced by the rate upon which the tax is levied each year by or for each of said taxing agencies upon the total sum of the assessed value of the taxable property in the Plan Area as shown upon the assessment roll used in connection with the taxation of such property by such taxing agencies, last equalized prior to the effective date of such ordinance, shall be allocated to and when collected shall be paid into the funds of the respective taxing agencies as taxes by or for said taxing agencies on all other property are paid (for the purpose of allocating taxes levied by or for any taxing agency or agencies which does not include the territory of the Plan Area on the effective date of such ordinance but to which such territory is annexed or otherwise included after such effective date, the assessment roll of the County of San Francisco last equalized on the effective date of said ordinance shall be used in determining the assessed valuation of the taxable property in the Plan Area on said effective date).
- B. Except as provided in subdivision (e) of Section 33670 or in Section 33492.15 of the Community Redevelopment Law, that portion of said levied taxes each year in excess of such amount shall be allocated to and, when collected, shall be paid into a special fund of the Agency to pay the principal of and interest on loans, monies advanced to or indebtedness (whether funded, refunded, assumed or otherwise) incurred by the Agency to finance or refinance, in whole or in part, the implementation of this Plan. Unless and until the total assessed valuation of the taxable property in the Plan Area exceeds the total assessed value of taxable

property in the Plan Area as shown by the last equalized assessment roll referred to in subdivision A hereof, all of the taxes levied and collected upon the taxable property in the Plan Area shall be paid into the funds of the respective taxing agencies. When said loans, advances indebtedness, if any, and interest thereon, have been paid, all monies thereafter received from taxes upon the taxable property in the Plan Area shall be paid into the funds of the respective taxing agencies as taxes on all other property are paid.

The portion of taxes mentioned in 502B above are hereby irrevocably pledged for the payment of the principal of and interest on the advance of monies, or making of loans or the incurring of any indebtedness (whether funded, refunded, assumed or otherwise) by the Agency to finance or refinance the implementation of this Plan in whole or in part, including but not limited to direct and indirect expenses. The Agency is authorized to make such pledges as to specific advances, loans and indebtedness as appropriate in carrying out this Plan.

The Agency is authorized to issue bonds from time to time, if it deems appropriate to do so, in order to finance all or any part of the implementation of this Plan. Neither the members of the Agency nor any persons executing the bonds are liable personally on the bonds by reason of their issuance.

The amount of bonded indebtedness of the Agency to be repaid from the allocation of taxes to the Agency pursuant to Section 33670 of the Community Redevelopment Law, which can be outstanding at one time, shall not exceed \$450,000,000, except by amendment of this Plan.

The bonds and other obligations of the Agency are not a debt of the City or the State, nor are any of its political subdivisions liable for them, nor in any event shall the bonds or obligations be payable out of any funds or properties other than those of the Agency, and such bonds and other obligations shall so state on their face. The bonds do not constitute indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

The Agency shall not establish or incur loans, advances or indebtedness to finance in whole or in part the Project beyond twenty (20) years from the effective date of the ordinance adopting this Plan unless amended following applicable provisions of the Community Redevelopment Law, except that the Agency may incur loans, advances or indebtedness beyond twenty (20) years from the effective date of the ordinance adopting this Plan to be paid from the Low and Moderate Income Housing Fund as defined by the Community Redevelopment Law or to meet the Agency's replacement housing or inclusionary housing requirements as set forth in Sections 33413 and 33413.5 of the Community Redevelopment Law. This limit shall not prevent the Agency from refinancing, refunding, or restructuring indebtedness after the time limit if the indebtedness is not increased and the time during which the indebtedness is to be repaid is not extended beyond the time limit to repay indebtedness required by Section 33333.2 of the Community Redevelopment Law.

The Agency shall not pay indebtedness or receive property taxes pursuant to Section 33670 from the Plan Area after forty-five (45) years from the effective date of the ordinance adopting this Plan.

503 Other Loans and Grants

Any other loans, grants, guarantees or financial assistance from the United States government, the State of California or any other public or private source will be used if available.

600 ACTIONS BY THE CITY AND COUNTY

The City shall aid and cooperate with the Agency in carrying out this Plan and shall take all actions necessary to ensure the continued fulfillment of the purposes of this Plan and the other applicable Plan Documents, including preventing the recurrence or spread of conditions causing blight in the Plan Area, pursuant to the ICA.

700 ADMINISTRATION AND ENFORCEMENT

Except as otherwise specified in Section 600 above, the administration and enforcement of this Plan, including the preparation and execution of any documents implementing this Plan, shall be performed by the Agency.

The provisions of this Plan or other documents entered into pursuant to this Plan may also be enforced by legal action instituted by the Agency to seek appropriate remedy, except as may be limited by owner participation agreements. Such remedies may include, but are not limited to, specific performance, damages, reentry, injunctions or any other remedies appropriate to the purposes of this Plan. In addition, any recorded provisions, which are expressly for the benefit of owners of property in the Plan Area, may be enforced by such owners.

800 PROCEDURE FOR AMENDMENT

This Plan may be amended by means of the procedure established in Sections 33450-33458 of the Community Redevelopment Law or by any other procedure hereafter established by law.

900 SEVERABILITY

If any provision, section, subsection, subdivision, sentence, clause or phrase of the Plan is for any reason held to be invalid or unconstitutional, such decision shall not affect the validity of the remaining portion or portions of the Plan.

1000 DURATION AND EFFECTIVENESS OF THIS PLAN

The Provisions of this Plan shall be effective for thirty (30) years from the date of adoption of this Plan by the Board of Supervisors, except that the nondiscrimination and nonsegregation provisions shall run in perpetuity. After this time limit on the duration and effectiveness of the plan, the Agency shall have no authority to act pursuant to this Plan except to pay previously incurred indebtedness and to enforce existing covenants or contracts, and,

except that, if the Agency has not completed its housing obligations pursuant to Section 33413 of the Community Redevelopment Law, it shall retain its authority to implement its requirements under Section 33413, including its ability to incur and pay indebtedness for this purpose, and shall use this authority to complete these housing obligations as soon as reasonably possible.

ATTACHMENT 1

LAND USE PLAN AND LEGAL DESCRIPTION

All that certain real property situate in the City and County of San Francisco, State of California, more particularly described as follows:

Commencing at the intersection point of the northeasterly line of Sixth Street (82.50 feet wide) with the southeasterly line of Berry Street (82.50 feet wide), said intersection having a coordinate of north 468817.32, east 1451868.98 in the California Coordinate System of 1927, Zone 3; thence along said southeasterly line of Berry Street south $46^{\circ} 18' 07''$ west 990.05 feet to the southwesterly line of Seventh Street (82.50 feet wide); thence along said southwesterly line of Seventh Street south $43^{\circ} 41' 53''$ east 440.00 feet to the southeasterly line of Channel Street (200.00 feet wide), and being the true point of beginning; thence continuing along said southwesterly line of Seventh Street south $43^{\circ} 41' 53''$ east 2017.19 feet to the westerly line of Pennsylvania Street (90.00 feet wide); thence along said westerly line of Pennsylvania Street south $3^{\circ} 10' 56''$ east 600.92 feet to the southerly line of Mariposa Street (66.00 feet wide); thence along said southerly line of Mariposa Street north $86^{\circ} 49' 04''$ east 1690.17 feet to the westerly line of Illinois Street (80.00 feet wide); thence along said westerly line of Illinois Street south $3^{\circ} 10' 56''$ east 63.85 feet; thence north $86^{\circ} 49' 04''$ east 80.00 feet to a point on the easterly line of Illinois Street, last said point being on the Mission Bay Project boundary; thence along said Mission Bay Project boundary the following courses and distances; thence north $35^{\circ} 06' 05''$ east 616.30 feet; thence northeasterly along an arc of a curve to the left, tangent to the preceding course with a radius of 440.00 feet through a central angle of $12^{\circ} 49' 53''$ an arc distance of 98.54 feet; thence tangent to the preceding curve north $22^{\circ} 16' 12''$ east 700.07 feet; thence northerly along an arc of a curve to the left, tangent to the preceding course with a radius of 340.00 feet through a central angle of $12^{\circ} 28' 00''$ an arc distance of 73.98 feet; thence tangent to the preceding curve north $9^{\circ} 48' 12''$ east 86.42 feet; thence northerly along the arc of a curve to the left, tangent to the preceding course with a radius of 340.00 feet, through a central angle of $11^{\circ} 58' 09''$, an arc distance of 71.03 feet; thence tangent to the preceding curve north $2^{\circ} 09' 57''$ west 121.44 feet; thence north $3^{\circ} 10' 56''$ west 198.86 feet; thence north $2^{\circ} 19' 47''$ west 292.70 feet; thence northwesterly along an arc of a curve to the left, tangent to the preceding course with a radius of 481.57 feet through a central angle of $24^{\circ} 30' 49''$, an arc distance of 206.04 feet; thence tangent to the preceding curve north $26^{\circ} 50' 36''$ west 402.03 feet; thence northwesterly along an arc of a curve to the right, tangent to the preceding course with a radius of 236.29 feet, through a central angle of $9^{\circ} 00' 04''$ an arc distance of 37.12

Mission Bay South Redevelopment Plan

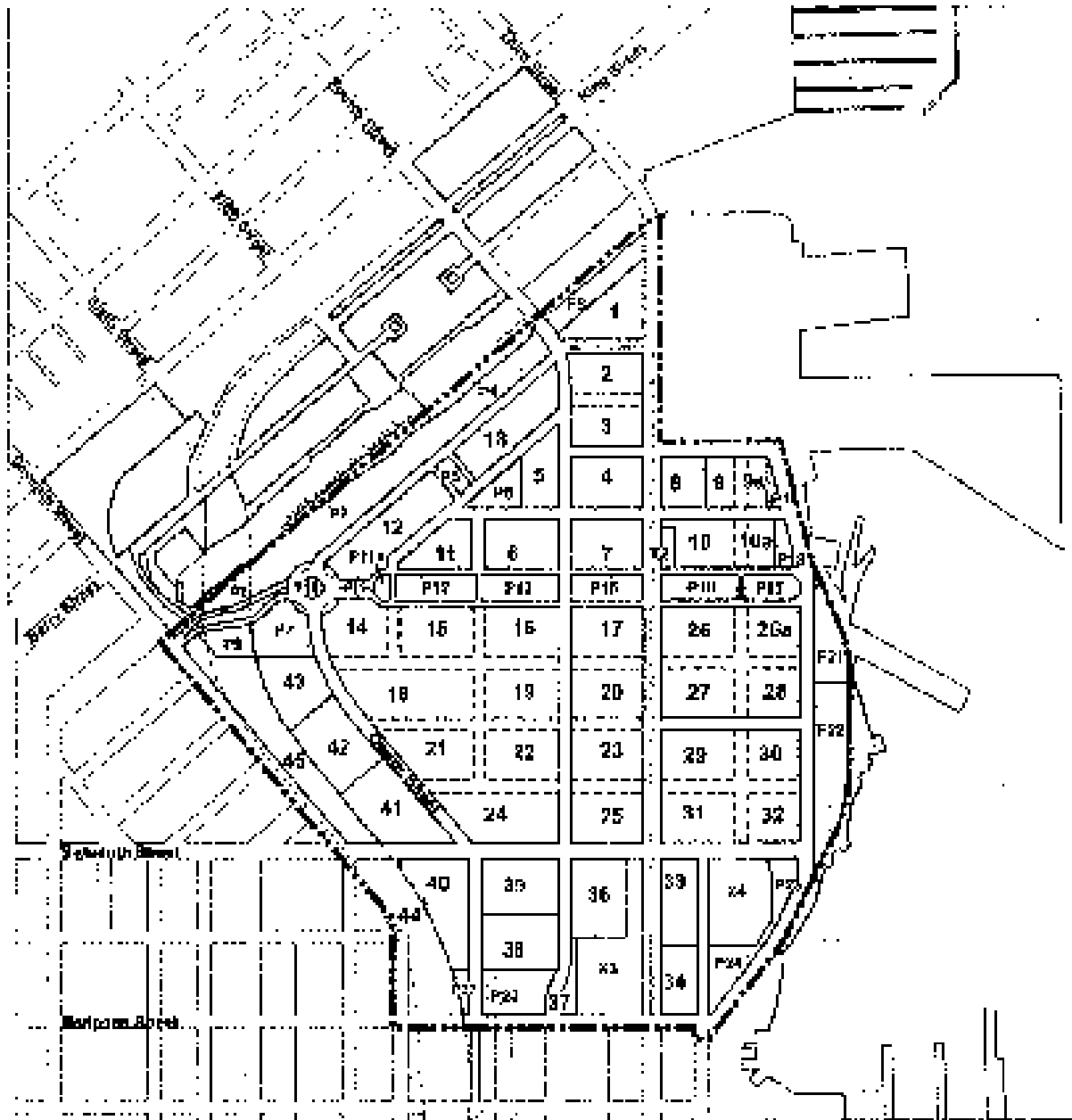
feet; thence tangent to the preceding curve north $17^{\circ} 50' 32''$ west 652.35 feet to the easterly prolongation of the northerly line of future Mission Rock Street (65.25 feet wide); thence leaving said Mission Bay Project boundary, along said easterly prolongation and along said northerly line of future Mission Rock Street, south $86^{\circ} 49' 04''$ west 673.43 feet to the easterly line of Third Street; thence along said easterly line of Third Street north $3^{\circ} 10' 56''$ west 23.36 feet to an angle point therein; thence along said easterly line of Third Street south $86^{\circ} 49' 04''$ west 12.50 feet to an angle point in the easterly line of Third Street; thence along said easterly line of Third Street north $3^{\circ} 10' 56''$ west 1265.04 feet; thence south $64^{\circ} 21' 26''$ west 95.76 feet to the intersection of the westerly line of Third Street with said southeasterly line of Channel Street; thence along said southeasterly line of Channel Street south $46^{\circ} 18' 07''$ west 3578.74 feet to the true point of beginning.

Containing 10,340,343 square feet, more or less.

The bearings used in the above description are on the California Coordinate System of 1927, Zone 3. Multiply the above distances by 0.999928 to obtain grid distances.

ATTACHMENT 2

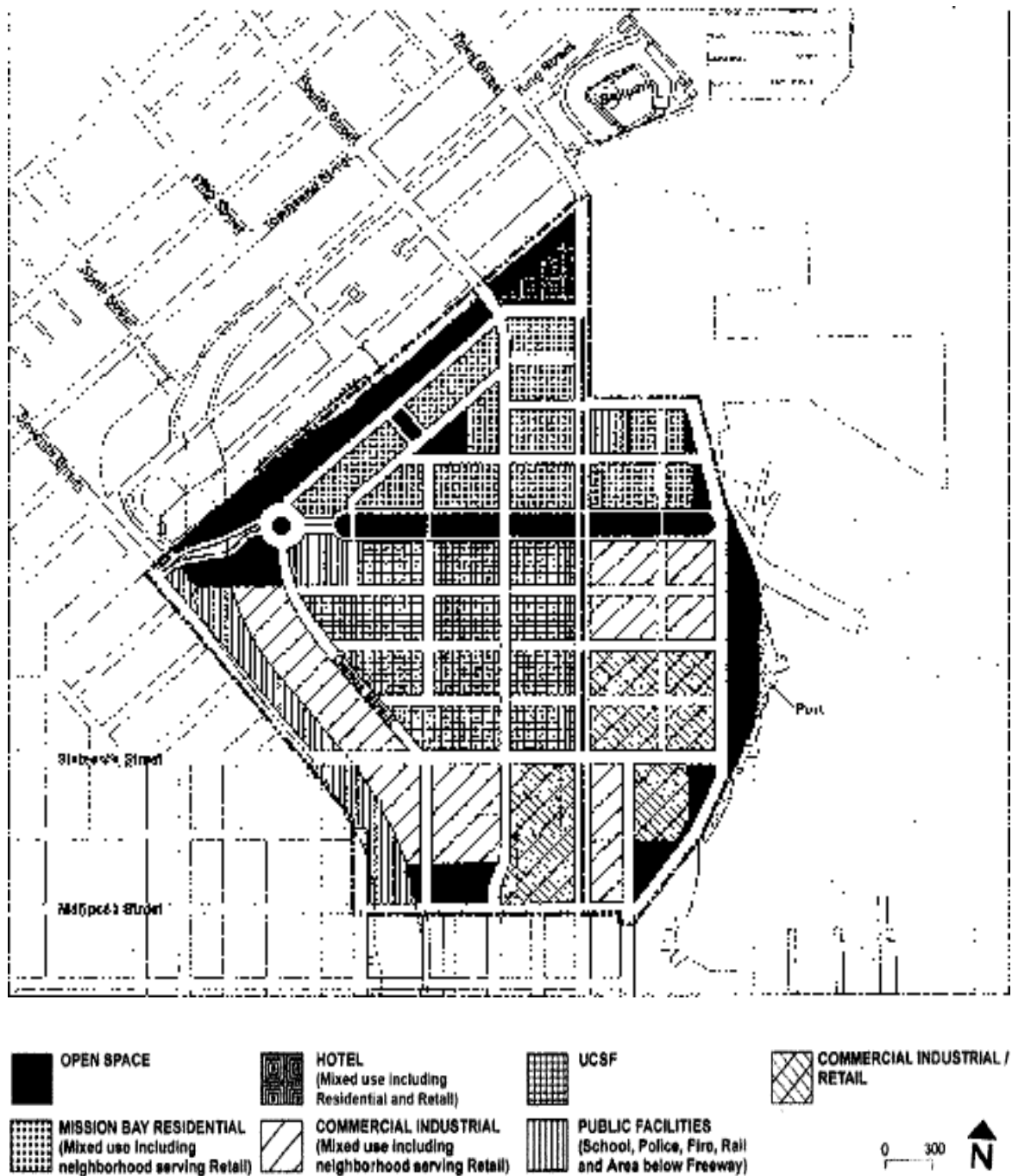
PLAN AREA MAP



Note: Street alignments and open space configurations shown on the figure are not exact and are indicated for illustrative purposes.

ATTACHMENT 3

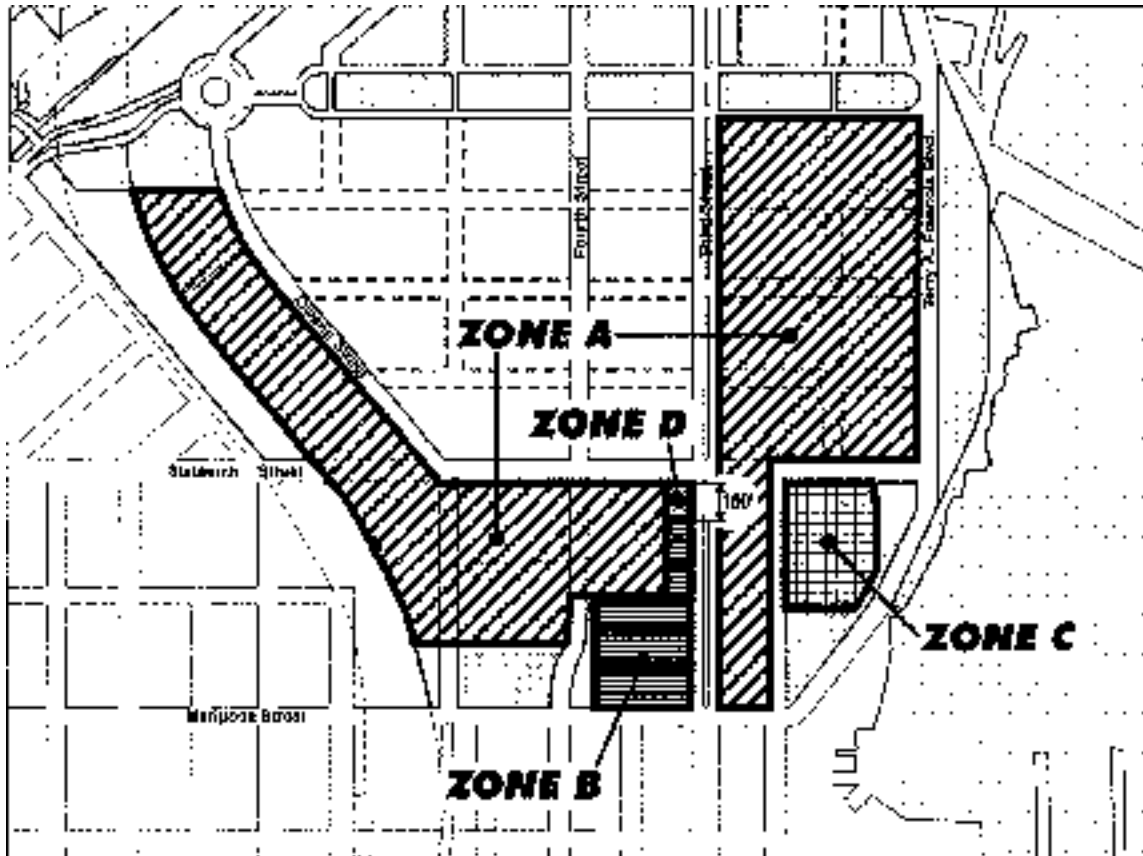
REDEVELOPMENT LAND USE MAP



Note: Street alignments and open space configurations shown on the figure are not exact and are indicated for illustrative purposes.

ATTACHMENT 3a

ZONE MAP



Note: Street alignments and open space configurations shown on the figure are not exact and are indicated for illustrative purposes.

ATTACHMENT 4

PROPOSED PUBLIC IMPROVEMENTS

Public roadways and other walkways, roadways, lanes and connections
Freeway improvements; such as bridge widenings and freeway ramp and related improvements
Median, curbs, gutters and sidewalks
Traffic signals, street signage and pavement striping
Street lighting Landscaping (including street right-of-way landscaping)
Public open spaces, including plazas and parks
Functional and decorative facilities in parks and plazas such as fountains, bathrooms, benches, tables, trash receptacles, signage and landscaping
China Basin Channel and San Francisco Bay edge improvements and landscaping
Potable water distribution and fire suppression facilities (low pressure water and high pressure water)
Reclaimed and/or recycled water facilities
Combined and/or separated sanitary and storm sewer facilities (including pumping and treatment facilities)
Storm drains, pump stations facilities, treatment facilities and flood control facilities
Natural gas, electric telephone and telecommunications facilities
Utilities and utility relocations
Suction inlets along China Basin Channel or the San Francisco Bay for fire protection
Police and/or Fire Station structure and police and fire equipment and facilities
Pedestrian bridge across China Basin Channel
Structures for environmental investigations/testing/remediation in connection with roads, plazas, parks or other improvements
Water recirculation facilities
Rail facilities, signals, crossings and improvements
Islais Creek rail bridge and related improvements
Erosion control features related to public facilities
Improvements related to overland flows
MUNI light rail/bus/transit facilities and related improvements
Public school, school yard and related facilities
Additional temporary, interim and/or permanent facilities and improvements related to the foregoing

ATTACHMENT 5

DEFINITIONS

Following are definitions for certain words and terms used in this Plan. All words used in the present tense shall include the future. All words in the plural number shall include the singular number and all words in the singular number shall include the plural number, unless the natural construction of the wording indicates otherwise. The word “shall” is mandatory and not directory.

Adult Entertainment. An amusement and entertainment use which includes the following: adult bookstore, as defined by Section 791 of the San Francisco Police Code; adult theater, as defined by Section 791 of the Police Code; and encounter studio, as defined by Section 1072.1 of the Police Code, as in effect as of the date of adoption of this Plan.

Amusement Enterprise. An amusement and entertainment use which provides eleven or more amusement game devices such as video games, pinball machines or other such similar mechanical and electronic amusement devices, in a quantity which exceeds that specified in Section 1036.31 of the San Francisco Police Code, as in effect as of the date of adoption of this Plan, as accessory uses.

Animal Services. An animal care use which provides medical care and accessory boarding services for animals, not including a commercial kennel.

Arts Activities and Spaces. Arts activities shall include performance, exhibition (except exhibition of films), rehearsal, production, post-production and schools of any of the following: dance, music, dramatic art, film, video, graphic art, painting, drawing, sculpture, small-scale glass works, ceramics, textiles, woodworking, photography, custom-made jewelry or apparel, and other visual, performance and sound arts and crafts. It shall include commercial arts and art-related business service uses including, but not limited to, recording and editing services; small-scale film and video developing and printing; titling; video and film libraries; special effects production; fashion and photo stylists; production, sale and rental of theatrical wardrobes; and studio property production and rental companies. Art spaces shall include studios, workshops, galleries, museums, archives, and other similar spaces customarily used principally for arts activities, exclusive of Theaters, dance halls, and any other establishment where liquor is customarily served during performances.

Automobile Rental. A retail use which provides vehicle rentals whether conducted within a building or on an open lot.

Bar. A principal retail use not located in a Restaurant which provides on-site alcoholic beverage sales for drinking on the premises, including bars serving beer, wine and/or liquor to the customer where no person under 21 years of age is admitted (with Alcoholic Beverage Control “ABC” licenses 42, 48 or 61) and drinking establishments serving liquor (with ABC licenses 47 or 49) in conjunction with other uses which admit minors, such as theaters and other entertainment.

Building. Any structure having a roof supported by columns or walls, and intended for permanent occupancy.

Building Code. The City's Building Code, Electric Code, Mechanical Code and Plumbing Code and any construction requirements in the Housing Code and the Fire Code of the City (including the Port) and including H-8 occupancy for life science buildings and laboratories above the third floor permitted by the State of California Building Code.

Building Permit. A permit issued by the Central Permit Bureau of the City, which will allow the commencement of construction.

Business or Professional Service. An office use which provides to the general public, general business or professional services, including but not limited to, accounting, architectural, clerical, consulting, insurance, legal, management, real estate brokerage and travel services. It also includes business offices of building, electrical, furnace, painting, pest control, plumbing or roofing contractors, if no storage of equipment or items for wholesale use are located on-site. It may also include incidental accessory storage of office supplies and samples. Loading and unloading of all vehicles shall be located entirely within the building containing the use. It may provide services to the business community, provided that it also provides services to the general public. This use does not include research service of an industrial or scientific nature in a commercial or medical laboratory, other than routine medical testing and analysis by a healthcare professional or hospital.

Catering Establishment. A home and business service, which involves the preparation and delivery of goods, such as the following items: food, beverages, balloons, flowers, plants, party decorations and favors, cigarettes and candy.

City Agency/Agencies. Includes all City departments, agencies, boards, commission and bureaus with subdivision or other permit, entitlement, or approval authority or jurisdiction over development within the Plan Area, or any portion thereof, including, without limitation, the Port Commission (the "Port"), the City Administrator, the Public Works Department, the Public Utilities Commission, the Planning Commission, the Public Transportation Commission, the Parking and Traffic Commission, the Building Inspection Commission, the Public Health Commission, the Fire Commission, and the Police Commission, together with any successor City Agency, department or officer designated by or pursuant to law.

City Regulations. Includes (i) those City land use codes, including those of its Port Commission (including, without limitation, the Planning and Subdivision Codes, the City General Plan and Waterfront Land Use Plan), (ii) those ordinances, rules, regulations and official policies adopted thereunder and (iii) all those ordinances, rules, regulations, official policies and plans governing zoning, subdivisions and subdivision design, land use, rate of development, density, building size, public improvements and dedications, construction standards, new construction and use, design standards, permit restrictions, development fees or exactions, terms and conditions of occupancy, or environmental guidelines or review, including those relating to hazardous substances, pertaining to the Plan Area, as adopted and amended by the City from time to time.

Developable Land Area. All areas within a lot including without limitation, private open space, private lanes, and private sidewalks; but excluding public streets and rights-of-way, and public open space.

Dwelling Unit. A room or suite of two or more rooms that is designed for residential occupancy for 32 consecutive days or more, with or without shared living spaces, such as kitchens, dining facilities or bathrooms.

Existing City Regulations. Those City Regulations in effect as of the date of adoption of this Plan.

Family Child Care Facility. A use in a residential unit, which provides less than 24-hour care for up to 12 children by licensed personnel and which meets the requirements of the State of California and other authorities.

Floor Area Ratio. The ratio of the Gross Floor Area of buildings to Developable Land Area, calculated as described in Section 304.5 for Commercial Industrial and Commercial Industrial/Retail areas. In cases in which portions of the Gross Floor Area of a building project horizontally beyond the lot lines, all such projecting Gross Floor Area shall also be included in determining the floor area ratio. If the height per story of a building, when all the stories are added together, exceeds an average of 18 feet, then additional Gross Floor Area shall be counted in determining the floor area ratio of the building, equal to the average Gross Floor Area of one additional story for each 18 feet or fraction thereof by which the total building height exceeds the number of stories times 18 feet; except that such additional Gross Floor Area shall not be counted in the case of Live/Work Units or a church, Theater or other place of public assembly.

Gross Floor Area. The sum of the gross areas of the several floors of a building or buildings, measured from the exterior faces of exterior walls or from the centerlines of walls separating two buildings. Where columns are outside and separated from an exterior wall (curtain wall) which encloses the building space or are otherwise so arranged that the curtain wall is clearly separate from the structural members, the exterior face of the curtain wall shall be the line of measurement, and the area of the columns themselves at each floor shall also be counted.

(a) Except as specifically excluded in this definition, “gross floor area” shall include, although not be limited to, the following:

- (1) Basement and cellar space, including tenants’ storage areas and all other space except that used only for storage or services necessary to the operation or maintenance of the building itself;
- (2) Elevator shafts, stairwells, exit enclosures and smokeproof enclosures, at each floor;
- (3) Floor space in penthouses except as specifically excluded in this definition;

- (4) Attic space (whether or not a floor has been laid) capable of being made into habitable space;
 - (5) Floor space in balconies or mezzanines in the interior of the building;
 - (6) Floor space in open or roofed porches, arcades or exterior balconies, if such porch, arcade or balcony is located above the ground floor or first floor of occupancy above basement or garage and is used as the primary access to the interior space it serves;
 - (7) Floor space in accessory buildings, except for floor spaces used for accessory off-street parking or loading spaces as described herein, and driveways and maneuvering areas incidental thereto; and
 - (8) Any other floor space not specifically excluded in this definition.
- (b) “Gross floor area” shall not include the following:
- (1) Basement and cellar space used only for storage or services necessary to the operation or maintenance of the building itself;
 - (2) Attic space not capable of being made into habitable space;
 - (3) Elevator or stair penthouses, accessory water tanks or cooling towers, and other mechanical equipment, appurtenances and areas necessary to the operation or maintenance of the building itself, if located at the top of the building or separated therefrom only by other space not included in the gross floor area;
 - (4) Mechanical equipment, appurtenances and areas, necessary to the operation or maintenance of the building itself if located at an intermediate story of the building and forming a complete floor level;
 - (5) Outside stairs to the first floor of occupancy at the face of the building which the stairs serve, or fire escapes;
 - (6) Floor space used for accessory off-street parking and loading spaces and driveways and maneuvering areas incidental thereto;
 - (7) Arcades, plazas, walkways, porches, breezeways, porticos and similar features (whether roofed or not), at or near street level, accessible to the general public and not substantially enclosed by exterior walls; and accessways to public transit lines, if open for use by the general public; all exclusive of areas devoted to sales, service, display, and other activities other than movement of persons;
 - (8) Balconies, porches, roof decks, terraces, courts and similar features, except those used for primary access as described in Paragraph (a)(6) above, provided that:

(A) If more than 70 percent of the perimeter of such an area is enclosed, either by building walls (exclusive of a railing or parapet not more than three feet eight inches high) or by such walls and interior lot lines, and the clear space is less than 15 feet in either dimension, the area shall not be excluded from gross floor area unless it is fully open to the sky (except for roof eaves, cornices or belt courses which project not more than two feet from the face of the building wall).

(B) If more than 70 percent of the perimeter of such an area is enclosed, either by building walls (exclusive of a railing or parapet not more than three feet eight inches high), or by such walls and interior lot lines, and the clear space is 15 feet or more in both dimensions, (1) the area shall be excluded from gross floor area if it is fully open to the sky (except for roof eaves, cornices or belt courses which project no more than two feet from the face of the building wall), and (2) the area may have roofed areas along its perimeter which are also excluded from gross floor area if the minimum clear open space between any such roof and the opposite wall or roof (whichever is closer) is maintained at 15 feet (with the above exceptions) and the roofed area does not exceed 10 feet in depth; (3) in addition, when the clear open area exceeds 625 square feet, a canopy, gazebo, or similar roofed structure without walls may cover up to 10 percent of such open space without being counted as gross floor area.

(C) If, however, 70 percent or less of the perimeter of such an area is enclosed by building walls (exclusive of a railing or parapet not more than three feet eight inches high) or by such walls and interior lot lines, and the open side or sides face on a yard, street or court, the area may be roofed to the extent permitted by such codes in instances in which required windows are involved;

(9) On lower, nonresidential floors, elevator shafts and other life-support systems serving exclusively the residential uses on the upper floors of a building;

(10) One-third of that portion of a window bay conforming to the requirements of Section 136(d)(2) of the San Francisco Planning Code (in effect as of the date of adoption of this Plan) which extends beyond the plane formed by the face of the facade on either side of the bay but not to exceed seven square feet per bay window as measured at each floor;

(11) Ground floor area devoted to building or pedestrian circulation and building service;

(12) Space devoted to personal services, Restaurants, and retail sales of goods intended to meet the convenience shopping and service needs of downtown workers and residents, not to exceed 5,000 occupied square feet per use and, in total, not to exceed 75 percent of the area of the ground floor of the building plus the ground level, on-site open space;

- (13) An interior space provided as an open space feature in accordance with the requirements herein;
- (14) Floor area devoted to child care facilities provided that:
 - (A) Allowable indoor space is no less than 3,000 square feet and no more than 6,000 square feet, and
 - (B) The facilities are made available rent free, and
 - (C) Adequate outdoor space is provided adjacent, or easily accessible, to the facility. Spaces such as atriums, rooftops or public parks may be used if they meet licensing requirements for child care facilities, and
 - (D) The space is used for child care for the life of the building as long as there is a demonstrated need. No change in use shall occur without a finding by the Redevelopment Agency that there is a lack of need for child care and that the space will be used for a facility described herein dealing with cultural, educational, recreational, religious, or social service facilities;
- (15) Floor area permanently devoted to cultural, educational, recreational, religious or social service facilities available to the general public at no cost or at a fee covering actual operating expenses, provided that such facilities are:
 - (A) Owned and operated by a nonprofit corporation or institution, or
 - (B) Are made available rent-free for occupancy only by nonprofit corporations or institutions for such functions. Building area subject to this subsection shall be counted as occupied floor area, except as provided herein, for the purpose of calculating the off-street parking and freight loading requirements;
 - (C) For the purpose of calculating the off-street parking and freight loading requirement for the project, building area subject to this subsection shall be counted as occupied floor area, except as provided herein.

Home Occupation. A work-related use in a Dwelling Unit intended for sole proprietor businesses.

Leasable Floor Area. The Floor Rentable Area, as defined and calculated in the 1996 Building Owners and Managers Association International publication “Standard Method for Measuring Floor Area in Office Buildings.”

Live/Work Unit. A building or portion of a building combining residential living space with an integrated work space principally used by one or more of the residents. Live/work Units are subject to the same land use controls as Dwelling Units.

Local-Serving Business. A local-serving business provides goods and/or services which are needed by residents and workers in the immediately surrounding neighborhood to satisfy basic personal and household needs on a frequent and recurring basis, and which if not available would require trips outside of the neighborhood. Also referred to as “neighborhood-serving” business.

Local-Serving Child Care Facility. A local-serving institutional use, which provides less than 24-hour care for children by licensed personnel and which meets the requirements of the State of California and other authorities. Such use is local-serving in that it serves primarily residents and workers of the immediately surrounding neighborhood on a frequent and recurring basis, and which if not available would require trips outside of the neighborhood.

Nighttime Entertainment. An assembly and entertainment use that includes dance halls, discotheques, nightclubs, private clubs, and other similar evening-oriented entertainment activities, excluding Adult Entertainment, which require dance hall keeper police permits or place of entertainment police permits which are not limited to non-amplified live entertainment, including Restaurants and Bars which present such activities, but shall not include any arts activities or spaces as defined by this Plan, any Theater performance space which does not serve alcoholic beverages during performances, or any temporary uses permitted by this Plan.

Office Use. A space within a structure intended or primarily suitable for occupancy by persons or entities which perform for their own benefit or provide to others at that location, administrative services, design services, business and professional services, financial services or medical services, excluding office space and administrative uses associated with Manufacturing, as described in Sections 302.3 and 302.4, above.

Open Air Sales. A retail use involving open air sale of new and/or used merchandise, except vehicles, but including agricultural products, crafts, and/or art work.

Open Recreation. An area, not within a building, which is provided for the recreational uses of patrons of a commercial establishment.

Outdoor Activity Area. An area, not including primary circulation space or any public street, located outside of a building or in a courtyard which is provided for the use or convenience of patrons of a commercial establishment including, but not limited to, sitting, eating, drinking, dancing, and food-service activities.

Parking. A parking facility serving uses located on either parcels or blocks occupied by said facility or on other parcels or blocks.

Plan Documents. This Plan and its implementing documents including, without limitation, any owner participation agreements, the Mission Bay ~~North-South~~ Design for Development and the Mission Bay Subdivision Ordinance and regulations adopted thereunder.

Restaurant. A full service or self-service retail facility primarily for eating use which provides ready-to-eat food to customers for consumption on or off the premises, which may or may not

provide seating, and which may include a Bar. Food may be cooked or otherwise prepared on the premises.

Retail Sales and Services. A commercial use which provides goods and/or services directly to the customer including Outdoor Activity Areas and Open Air Sales Areas. It may provide goods and/or services to the business community, provided that it also serves the general public.

Storage. A use which stores goods and materials used by households or businesses at other locations, but which does not include junk, waste, salvaged materials, automobiles, inflammable or highly combustible materials. A storage building for household or business goods may be operated on a self-serve basis.

Theater. An assembly and entertainment use other than Adult Entertainment, which displays motion pictures, slides, or closed-circuit television pictures, or is used as live theater performance space.

Walk-Up Facility. A structure designed for provision of pedestrian-oriented services, located on an exterior building wall, including window service, self-service operations, and automated bank teller machines (“ATMs”).

ATTACHMENT 6
PLANNING COMMISSION RESOLUTION

September 17, 1998

Case No. 96.771EMTZR
Finding of Consistency
With the General Plan and
Sections 320 through 325 of the
Planning Code And Recommending
For Approval of the Mission
Bay South Redevelopment Plan

SAN FRANCISCO
CITY PLANNING COMMISSION

RESOLUTION NO. 14702

WHEREAS, On September 17, 1998, by Resolution No. 14698, the Planning Commission adopted amendments to the General Plan and recommended to the Board of Supervisors approval of those amendments to the General Plan including amendments to Part 2 of the Central Waterfront Plan which would eliminate the Mission Bay Specific Plan in order to facilitate the adoption of proposed Mission Bay North and Mission Bay South Redevelopment Plans which would guide the development of the Mission Bay area of the City, generally bounded by Townsend Street to the north, Third Street and Terry Francois Boulevard to the east, Mariposa Street to the south, and Interstate 280 and Seventh Street to the west, for the term of the Redevelopment Plans; and

WHEREAS, Pursuant to Section 33346 of the California Health and Safety Code regarding California Redevelopment Law, the planning policies and objectives and land uses and densities of the Redevelopment Plans must be found consistent with the General Plan prior to Redevelopment Plan approval by the Board of Supervisors; and

WHEREAS, The Planning Commission wishes to facilitate the physical, environmental, social and economic revitalization of the Mission Bay area, using the legal and financial tools of a Redevelopment Plan, while creating jobs, housing and open space in a safe, pleasant, attractive and livable mixed use neighborhood that is linked rationally to adjacent neighborhoods; and

WHEREAS, The proposed Mission Bay South Redevelopment Plan provides for a type of development, intensity of development and location of development that is consistent with the overall goals and objectives and policies of the General Plan as well as the Eight Priority Policies of Section 101.1 of the Planning Code; and

WHEREAS, The Planning Commission believes that the Mission Bay South Redevelopment Plan would achieve these objectives; and

WHEREAS, The proposed Mission Bay South Redevelopment Plan ("Plan") and its implementing documents, including, without limitation, owner participation agreements, the Design for Development and the Mission Bay Subdivision Ordinance (the "Plan Documents") contain the

land use designations of Commercial Industrial and Commercial Industrial/Retail which could allow development of up to approximately 5.9 million square feet of commercial/industrial space, including office space, over the next 30 years; and

WHEREAS, The Design for Development document proposed for adoption by the San Francisco. Redevelopment Agency ("Agency") contains detailed design standards and guidelines for all proposed development in the Mission Bay South Redevelopment Plan Area ("South Plan Area"); and

WHEREAS, The South Plan Area comprises approximately 238 acres bounded by the south embankment of the China Basin Channel and Seventh Street, Interstate 280, Mariposa Street, Terry Francois Boulevard and Third Street; and

WHEREAS, Any office development in the South Plan Area will be subject to the limitation on the amount of square footage which may be approved, as set forth in Planning Code 321 or as amended by the voters; and

WHEREAS, Planning Code Sections 320-325 require review of proposed office development, as defined in Planning Code Section 320, by the Planning Commission and consideration of certain factors in approval of any office development; and

WHEREAS, Based upon the information before the Planning Commission regarding design guidelines for the South Plan Area, location of the Commercial Industrial and Commercial Industrial/Retail land use designations in the South Plan Area, and the goals and objectives of the Plan and the Plan Documents, the Planning Commission hereby makes the findings set forth below, in accordance with Planning Code Section 321; and

WHEREAS, The Planning Commission has reviewed and considered the factors set forth in Planning Code Section 321(b) in order to make the determination that the office development contemplated by the Plan in particular would promote the public welfare, convenience and necessity. Those factors include consideration of the balance between economic growth and housing, transportation and public services, the contribution of the office development to the objectives and policies of the General Plan, the quality of the design of the proposed office development, the suitability of the proposed office development for its location, the anticipated uses of the proposed office development, in light of employment opportunities to be provided, needs of existing businesses, and the available supply of space suitable for such anticipated uses, the extent to which the proposed development will be owned or occupied by a single entity, and the use of transferable development rights for such office development; and

WHEREAS, The Planning Commission will review the design and details of individual office developments which are proposed in the South Plan Area, using the design standards and

guidelines set forth in the Design for Development reviewed by this Planning Commission, to confirm that the specific office development continues to be consistent with the findings set forth herein; and

WHEREAS, On September 17, 1998 by Motion No. 14696, the Commission certified the Final Subsequent Environmental Impact Report ("FSEIR") as accurate, complete and in compliance with the California Environmental Quality Act ("CEQA"); and

WHEREAS, On September 17, 1998 by Resolution No. 14697, the Commission adopted findings in connection with its consideration of, among other things, the adoption of the Mission Bay South Redevelopment Plan, under CEQA, the State CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and made certain findings in connection therewith, which findings are hereby incorporated herein by this reference as if fully set forth; and

WHEREAS, The Planning Commission finds the Mission Bay South Redevelopment Plan as described in Exhibit A to this Resolution consistent with the General Plan, as it is proposed to be amended, and to Section 101.1 of the Planning Code as described in Exhibit A to Resolution No. 14699 which findings are hereby incorporated herein by this reference as if fully set forth.

NOW, THEREFORE ,BE IT RESOLVED, That the Planning Commission having considered this proposal at a public meeting on September 17, 1998 pursuant to Planning Code Sections 302(b) and 340, having heard and reviewed oral and written testimony and reports, and having reviewed and certified the Final Subsequent Environmental Impact Report on the Redevelopment Plans as adequate and complete, does hereby find the Mission Bay South Redevelopment Plan , dated September 4, 1998, in conformity with the General Plan as it is recommended to be amended by Resolution No. 14698 ; and

BE IT FURTHER RESOLVED, That the Planning Commission hereby finds that the office development contemplated by the Plan in particular promotes the public welfare, convenience and necessity for the following reasons:

1. The office development is part of the Plan, which would eliminate blighting influences and correct environmental deficiencies in the South Plan Area through a comprehensive plan for redevelopment, including the implementation of Risk Management Plans to address environmental deficiencies.
2. The Plan and Plan Documents include a series of detailed design standards and guidelines which will ensure quality design of office development as well as a quality urban design scheme.
3. The Plan provides the important ability to retain and promote, within the City and County of San Francisco, academic and research activities associated with UCSF through the provision of a major new site and space for adjacent office and related uses.

4. The retention of UCSF through the Plan will also allow the facilitation of commercial-industrial sectors expected to emerge or expand due to their proximity to the UCSF new site, which sectors are likely to need office space as part of their activities.
5. Implementing permitted office uses as part of the Plan enables the achievement of a coordinated mixed-use development plan incorporating many features, such as large open spaces and parks and a new street grid, which would not be achieved if the area were to be developed in a piecemeal fashion under existing land ownership patterns and regulations.
6. Implementing the office use contemplated by the Plan would strengthen the economic base of the South Plan Area and the City as a whole by strengthening retail and other commercial functions in the South Plan Area community through the addition of approximately 358,600 leasable square feet of various kinds of retail space, and about 5,953,000 leasable square feet of mixed office, research and development and light manufacturing use:
7. Build-out, including office uses, of both the Mission Bay North Redevelopment Plan Area and the South Plan Area is anticipated to result in significant positive fiscal impacts to the City. These impacts include a cumulative surplus to the City's General Fund of up to \$452 million in 1998 dollars. Another approximately \$117 million in net revenues will accrue to other City funds with dedicated uses, such as senior programs, hotel tax funds (including grants for the arts, fine art museums, visitors and convention services and housing), the Department of Public Works and MUNI. The San Francisco Unified School District is projected to receive a net cumulative surplus of about \$5 million.
8. The development proposed by the Project will also have significant positive economic impacts on the City. At full build-out, employment in the Mission Bay North and South Plan Areas is expected to be about 31,100. Direct and indirect job generation is estimated to be about 42,000. About 56% of the direct and indirect jobs are expected to be held by San Francisco residents. The estimated total of 23,500 jobs will comprise about 5% of all jobs held by City residents. Project-related construction employment is projected to total 700 annual full-time equivalent jobs over the build-out period, representing a five percent increase in the City's construction job industry base. The employees working at Mission Bay are expected to generate total household wealth of about \$1.5 billion annually. Total direct and indirect wages are expected to be \$2.15 billion, of which \$1.2 billion is expected to be earned by San Franciscans.
9. The Plan provides an unprecedented system for diversity and economic development, including good faith efforts to meet goals for hiring minority-and women-owned consulting and contracting businesses, hiring of minority and women laborers, compliance with prevailing wage policies, participation in the City's "First Source Hiring Program" for economically disadvantaged individuals, and contribution of \$3 million to the City to help fund the work force development program. The Plan also includes the payment of fees for child care and school facilities. Development of office uses will help to create the employment opportunities to achieve such hiring goals.

10. The Plan includes the opportunity for substantial new publicly accessible open spaces totaling approximately 49 acres, including a large Bayfront park and open space on both edges of the Channel. Office users will benefit from the conveniently located open space, and the development of office uses will help to finance the provision of such open space and its maintenance.

11. The office uses would be located in an ideal area to take advantage of a wide variety of transit, including the Third Street light rail system. The South Plan Area has been designed in consultation with the City, including MUNI, to capitalize on opportunities to coordinate with and expand transit systems to serve the Project. The South Plan Area also includes Transportation Management Programs which will be in place throughout the development of the Plan Areas.

12. The South Plan Area includes sites for both a new school site and fire/police stations to serve the South Plan Area, so that necessary services and assistance are available near the office uses and so that office uses will not otherwise burden existing services.

13. The Plan and Plan Documents include significant new infrastructure, including a linked program for creation of a comprehensive vehicular, bicycle and pedestrian circulation system. The public infrastructure will include public streets, underground pipes, traffic signals and open space, plus additional substantial infrastructure as described in the Mission Bay South Infrastructure Plan. The office development would be adequately served by the infrastructure and the tax increment generated by office development in the South Plan Area will also provide a critical component of the financing of such infrastructure.

14. This new infrastructure included in the Plan will be financed through a self-taxing financing device to be imposed upon the South Plan Area (excluding affordable housing sites and open space). If the uses in the South Plan Area, including any office uses, generate new property tax revenue, then 60% of that new revenue will be dedicated to retiring the special taxes which initially will finance the infrastructure to be donated to the City. This system will allow for substantial infrastructure to be constructed without contributions from the General Fund or new taxes on other areas of the City.

15. In addition, 20% of the new property tax revenue generated by the uses in the South Plan Area, including office uses, will be dedicated to the creation of affordable housing in Mission Bay; and

BE IT FURTHER RESOLVED, That the Planning Commission has considered the factors set forth in Planning Code Section 321(b)(3)(A)-(G) and finds as follows:

(A) The apportionment of potential office space over the course of many approval periods during the anticipated 30-year build-out of the South Plan Area will remain within the limits of Planning Code Section 321 and will maintain a balance between economic growth and housing, transportation and public services, pursuant to the terms of the Plan and the Plan Documents which provide for the appropriate construction and provision of housing, roadways, transit and all other necessary public services in accordance with the Infrastructure Plan; and

(B) As determined in this Resolution, above, and for the additional reasons set forth in Planning Commission Resolution No. 14699, the adoption of the Plan, which includes office uses and

contemplates office development, and all of the other implementation actions, are consistent with the objectives and policies of the General Plan and Priority Policies of Planning Code Section 101.1 and will contribute positively to the achievement of City objectives and policies as set forth in the General Plan; and

(C) The design guidelines for the South Plan Area are set forth in the Design for Development. This Planning Commission has reviewed the design standards and guidelines and finds that such standards and guidelines will ensure quality design of any proposed office development. In addition, the Planning Commission will review any specific office development subject to the terms of Planning Code §§320-325 to confirm that the design of that office development is consistent with the findings set forth herein; and

(D) The potential office development contemplated in the Plan is suitable for the South Plan Area where it would be located. As discussed above, transportation, housing and other public services including open space will be provided in the South Plan Area. In addition, the office development would be located convenient to UCSF, which will allow other businesses locating in the South Plan Area to be able to develop research and development, light industrial and office space as necessary to accommodate their needs. The office development would be located in an area which is not currently developed, nor is it heavily developed with other office uses; and

(E) As noted above, the anticipated uses of the office development will enhance employment opportunities and will serve the needs of UCSF and other businesses which wish to locate in the South Plan Area, where the underdeveloped nature of the area provides a readily available supply of space for potential research and development, light industrial and office uses; and

(F) The proposed office development is available to serve a variety of users, including a variety of businesses expected to locate or expand in proximity to the UCSF site, and could accommodate a multiplicity of owners; and

(G) The Plan does not provide for the use of transferrable development rights ("TDRs") and this Planning Commission does not believe that the use of TDRs is useful or appropriate in the South Plan Area, given the availability of space for development and the fact that only one building in the South Plan Area, the former Fire Station No. 30, has been identified as a potential historic resource; and

BE IT FURTHER RESOLVED, That the Planning Commission will review and approve the design of specific office development which may be proposed in the South Plan Area and subject to the provisions of Planning Code §§320-325, using the design standards and guidelines set forth in the Design for Development, as reviewed by this Planning Commission, to confirm that the specific office development continues to be consistent with the findings set forth herein; and

BE IT FURTHER RESOLVED, That upon such determination, the Planning Commission will issue a project authorization for the proposed office development project; and

BE IT FURTHER RESOLVED, That the Planning Commission does hereby recommend approval of the Mission Bay South Redevelopment Plan to the Board of Supervisors.

I hereby certify that the foregoing Resolution was ADOPTED by the Planning Commission at a special joint hearing with the Redevelopment Agency Commission on September 17, 1998.

Linda Avery
Commission Secretary

AYES: Commissioners Antenore, Chinchilla, Joe, Martin and Mills

NOES: None

ABSENT: Commissioners Hills and Theoharis

ADOPTED: September 17, 1998

NAMBAYNSOREDEV.RES

Free Recording Pursuant to
Government Code Section 27383 at the
Request of the Successor Agency to the
Redevelopment Agency of the City and
County of San Francisco
RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Attachment 5

Successor Agency to the Redevelopment
Agency of the City and County of San
Francisco
One South Van Ness Avenue, 5th Floor
San Francisco, CA 94103
Attn: Executive Director

Block 8715, Lot 008

**EIGHTH AMENDMENT TO MISSION BAY SOUTH OWNER PARTICIPATION
AGREEMENT (BLOCK 1)**

Dated _____, 2020

By and Among

**THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY
AND COUNTY OF SAN FRANCISCO**

And

FOCIL-MB, LLC

**EIGHTH AMENDMENT TO MISSION BAY SOUTH OWNER PARTICIPATION
AGREEMENT (BLOCK 1)**

This Eighth Amendment to the Mission Bay South Owner Participation Agreement (Block 1) (this “**Eighth Amendment**”), dated for reference purposes only as of [_____, 2020], is by and among the Successor Agency to the Redevelopment Agency of the City and County of San Francisco, a public body organized and existing under the laws of the State of California (the “**Successor Agency**”), commonly known as the Office of Community Investment and Infrastructure, FOCIL-MB, LLC, a Delaware limited liability company (the “**Owner**”). As used in this Amendment, “City” means the City and County of San Francisco, a charter city and county. All initially capitalized terms used herein shall have the meanings set forth in the South OPA (as defined below), unless otherwise specifically provided herein.

RECITALS

This Eighth Amendment is made with reference to the following facts and circumstances:

A. The Board of Supervisors of the City and County of San Francisco (“**Board of Supervisors**”) adopted the Redevelopment Plan for the Mission Bay South Redevelopment Project on November 2, 1998 by Ordinance No. 335-98 (“**Redevelopment Plan**”) and amended the Redevelopment Plan on July 9, 2013 by Ordinance No. 143-13 and on March 6, 2018 by Ordinance 032-18. The Redevelopment Plan establishes land use controls for the Mission Bay South Project Area (“**South Plan Area**”).

B. The former Redevelopment Agency of the City and County of San Francisco (the “**Former Agency**”) and Catellus Development Corporation, a Delaware corporation (“**CDC**”), entered into that certain Mission Bay South Owner Participation Agreement dated as of November 16, 1998 (the “**Original OPA**”) and recorded December 3, 1998 as Document No. 98-G477258-00 in the Official Records of San Francisco County (the “**Official Records**”), which was subsequently amended by (i) a First Amendment to Mission Bay South Owner Participation Agreement (the “**First OPA Amendment**”) dated as of February 17, 2004 and

recorded March 4, 2004 as Document No. 04-H669955-00 in the Official Records, (ii) a Second Amendment to Mission Bay South Owner Participation Agreement (the “**Second OPA Amendment**”) dated as of November 1, 2005 and recorded November 30, 2005 as Document No. 2005I080843 in the Official Records, (iii) a Third Amendment to Mission Bay South Owner Participation Agreement (the “**Third OPA Amendment**”) dated as of May 21, 2013 and recorded December 9, 2013 as Document No. 13-J802261-00 in the Official Records, (iv) a Fourth Amendment to Mission Bay South Owner Participation Agreement (the “**Fourth OPA Amendment**”) dated as of June 4, 2013 and recorded December 9, 2013 as Document No. 13-J802262-00 in the Official Records, (v) a Fifth Amendment to Mission Bay South Owner Participation Agreement (the “**Fifth OPA Amendment**”) dated as of April 29, 2014 and recorded August 15, 2014 as Document No. 2014J927657 in the Official Records, (vi) a Sixth Amendment to Mission Bay South Owner Participation Agreement (the “**Sixth OPA Amendment**”) dated as of July 26, 2018 and recorded August 13, 2018 as Document No. 2018-K654772-00 in the Official Records and (vi) a Seventh Amendment to Mission Bay South Owner Participation Agreement (Blocks 29-32) (the “**Seventh OPA Amendment**”) dated as of [] and recorded [] as Document No. [] in the Official Records. The Original OPA, as amended by the First OPA Amendment, Second OPA Amendment, Third OPA Amendment, Fourth OPA Amendment, Fifth OPA Amendment, Sixth OPA Amendment and Seventh Amendment shall be referred to in this Eighth Amendment as the “**South OPA**”. The South OPA establishes terms pursuant to which the private developer will develop improvements within the South Plan Area.

C. CDC’s rights, interests and obligations under the South OPA were transferred (i) to Catellus Operating Limited Partnership, as the successor by merger to CDC, then (ii) to Catellus Land and Development Corporation through an assignment and assumption agreement, and (iii) ultimately to Owner, through an assignment and assumption agreement.

D. On February 1, 2012, the Former Agency was dissolved pursuant to California State Assembly Bill No. IX 26 (Chapter 5, Statutes of 2011-12, First Extraordinary Session)

("AB 26"), codified in relevant part in California's Health and Safety Code Sections 34161 - 34168 and upheld by the California Supreme Court in *California Redevelopment Assoc. v. Matosantos*, No. S194861 (Dec. 29, 2011). On June 27, 2012, AB 26 was amended in part by California State Assembly Bill No. 1484 (Chapter 26, Statutes of 2011 -12) ("**AB 1484**"), which among other things, provide that a successor agency is a separate public entity from the public agency that provides for its governance. (AB 26 and AB 1484, as amended from time to time, are primarily codified in Cal Health & Safety Code §§ 34170 et seq., and referred to as the "**Redevelopment Dissolution Law.**")

E. Pursuant to the Redevelopment Dissolution Law, all of the Former Agency's assets (other than housing assets) and obligations were transferred to the Successor Agency. Some of the Former Agency's housing assets were transferred to the City, acting by and through the Mayor's Office of Housing and Community Development.

F. Under the Redevelopment Dissolution Law, a successor agency has the continuing obligation, subject to certain review by an oversight board and the State of California's Department of Finance ("**DOF**"), to implement "enforceable obligations" which were in place prior to the suspension of such redevelopment agency's activities on June 28, 2011, the date that AB 26 was approved. The Redevelopment Dissolution Law defines "enforceable obligations" to include bonds, loans, judgments or settlements, and any "legally binding and enforceable agreement or contract that is not otherwise void as violating the debt limit or public policy" (Cal. Health & Safety Code § 34171(d)(l)(e)), as well as certain other obligations, including but not limited to requirements of state law and agreements made in reliance on pre-existing enforceable obligations. The South OPA meets the definition of "enforceable obligations" under the Redevelopment Dissolution Law.

G. Subsequent to the adoption of AB 1484, on October 2, 2012, the Board of Supervisors, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12, which was signed by the Mayor on October 4, 2012, and which, among other matters, delegated to the Successor Agency Commission, commonly known as the Commission on

Community Investment and Infrastructure ("**Commission**" or "**OCII**"), the authority to (i) act in the place of the Redevelopment Agency Commission to, among other matters, implement, modify, enforce and complete the Former Agency's enforceable obligations; (ii) approve all contracts and actions related to the assets transferred to or retained by OCII, consistent with the applicable enforceable obligations; and (iii) take any action that the Redevelopment Dissolution Law requires or authorizes on behalf of the Successor Agency and other action that the OCII deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations.

H. The Board of Supervisors' delegation to the OCII includes authority to approve and amend all contracts and actions relating to assets transferred to the Successor Agency, including the Mission Bay South OPA, subject to Oversight Board approval and review by the Department of Finance, as allowed under the Redevelopment Dissolution Law.

I. Within the South Plan Area, Owner sold that certain property commonly known as Block 1 of Mission Bay South in the City and County of San Francisco, California ("Block 1") to Block 1 Associates LLC in 2012, pursuant to the Assignment, Assumption and Release Agreement ("ARRA") dated May, 17, 2012. Thereafter in 2013, Block 1 Associates LLC sold a portion of Block 1 commonly known as the hotel parcel (the "**Hotel Parcel**") following the processing of a subdivision map to separate Block 1 into two separate subdivided parcels, one that was retained by Block 1 Associates LLC, and the other, i.e. the Hotel Parcel, that was purchased by and transferred to SOMA Hotel LLC under that certain Assignment, Assumption and Release Agreement, dated as of December 20, 2013 and recorded on the same date, as Document No. 2013-J807647-00 in the Official Records. FOCIL consented to this transfer in a Consent to Transfer and Assignment and Assumption Agreement (Hotel Parcel – Portion of Block 1) dated December 17, 2013. SOMA Hotel LLC is the current owner of the Hotel Parcel.

J. To allow a zoning change for mixed-uses on Block 1, the Board of Supervisors approved, by Ordinance No. 143-13, an amendment to the Redevelopment Plan. The Successor Agency Commission and Oversight Board approved a Third OPA Amendment to authorize the

construction of up to 350 residential units and an up to 250-room hotel on Block 1, with up to 50,000 square feet of neighborhood-serving retail uses. Subsequently, the Department of Finance approved the Third OPA Amendment. Accordingly, SOMA Hotel LLC has obtained all required approvals to construct the planned hotel and retail project on the Hotel Parcel, which includes a 160-foot-tall, 250-room hotel, 4,000 square feet of neighborhood-serving retail, and podium parking at the intersection of Channel and Third Street. Construction of the project is underway and is anticipated to be complete in the first quarter of 2021.

K. SOMA Hotel LLC now proposes, wholly within the existing building envelope of the previously approved projects' existing, approved building, increasing the number of hotel rooms from 250 to 299 (with up to 300 to be permitted) (the "**Project**"). This room increase will be achieved through the conversion of some two-room suites and one-room suites, all with living rooms, on floors 5 through 16 into separate, one-room hotel rooms. The Project will not increase the hotel's floor area, nor will it necessitate any additional improvements or parking. The approved internal infrastructure plan allows this change to be made with minimal changes to construction. However, because the Project increases the number of permitted rooms, the Project requires this Eighth Amendment and amendments to the Basic Concept / Schematic Design and Major Phase for Block 1 and the Mission Bay South Redevelopment Plan. It also requires consent from the master developer, FOCIL-MB LLC.

L. The costs incurred by the Successor Agency and the City Agencies in connection with the negotiation of the Hotel Project and this Eighth Amendment and related documents, including, without limitation, the amendment to the Redevelopment Plan, a Basic Concept / Schematic Design and Major Phase amendment, and environmental review documentation to comply with the California Environmental Quality Act, shall be deemed, under Article 6 of the South OPA, to be Agency Costs.

M. The Owner and the Successor Agency wish to enter into this Eighth Amendment to the South OPA to implement the amendment to the Redevelopment Plan that the Board of

Supervisors approved, by Ordinance No _____ (_____), to allow an increase in the number of hotel rooms from 250 to up to 300 within the existing building envelope on the Hotel Parcel.

N. The increase in hotel rooms would fulfill the objectives of the Redevelopment Plan, including providing flexibility in the development of the South Plan Area to respond readily and appropriately to market conditions, providing opportunities for participation by owners in the redevelopment of their properties, strengthening the economic base of the South Plan Area and the community by strengthening hospitality options in the South Plan Area, and achieving these objectives in the most expeditious manner feasible. FOCIL and the Successor Agency (the “**Parties**”) now wish to enter this Eighth Amendment to implement the amended Mission Bay South Redevelopment Plan and the Project.

O. Under Redevelopment Dissolution Law, the Oversight Board of the City and County of San Francisco (“**Oversight Board**”) has the authority, subject to Department of Finance review, to “approve any amendments to [any contracts between the dissolved redevelopment agency and any private parties] if [the Oversight Board] finds that amendments . . . would be in the best interests of the taxing entities.” Cal. Health & Safety Code § 34181(e). For the reasons stated above, this Eighth Amendment meets this standard for amendment of an enforceable obligation.

P. The Oversight Board, consistent with its authority under Redevelopment Dissolution Law, determined, by Resolution No. _____, that an amendment to the South OPA that would allow up to 300 hotel rooms on Block 1, is in the best interests of the taxing entities.

Q. Under Redevelopment Dissolution Law, DOF must receive notice and information about all Oversight Board actions, which do not take effect until DOF has either not requested review within five days of the notice or requested review and approved the action within 40 days of its review request. On [_____, 2020], the Successor Agency provided a copy of Oversight Board Resolution No. [__-2020] to DOF, which did not object to the amendment to

the South OPA within the statutory time period for its review, or which approved the amendment to the South OPA within the statutory time period of the Successor Agency's review request.

AGREEMENT

Accordingly, for good and valuable consideration, the receipt and adequacy of which are acknowledged, the Successor Agency and FOCIL agree as follows:

1. Maximum Number of Hotel Guest Rooms. Wherever the South OPA (as amended and including without limitation any Attachment thereto) makes reference to the number of hotel guest rooms to be developed on Block 1, specifically "250" guest rooms, such phrases shall be deemed to refer to "up to 300" guest rooms, wherever the number "250" appears.

2. Scope of Development Section 1.B.3. Section 1.B.3 of the Scope of Development is hereby amended to read as follows:

1.B.3. On Block 1, an up to 300 room hotel and facilities such as banquet and conference rooms and associated facilities, with up to 25,000 Leasable square feet of retail and up to 350 Dwelling Units, which may include Owner Affordable Housing Units.

3. General Provisions.

3.1. South OPA in Full Force and Effect. Except as otherwise amended hereby and as previously revised to reflect various non-material changes, all terms, covenants, conditions and provision of the South OPA shall remain in full force and effect.

3.2. Successors and Assigns. This Eighth Amendment is binding upon and will inure to the benefit of the successors and assigns of the Former Agency, Successor Agency, the Owner, and, as applicable, the City, subject to the limitations set forth in the South OPA.

3.3 Recitals. The Recitals of this Eighth Amendment are included for convenience of reference only and are not intended to create or imply covenants under this Eighth Amendment. In the event of any conflict or inconsistency between the Recitals and the terms and conditions of this Eighth Amendment, the terms and conditions of this Eighth Amendment control.

3.4 Counterparts. This Eighth Amendment may be executed in any number of counterparts, all of which, together shall constitute the original agreement hereof.

IN WITNESS WHEREOF, the Successor Agency has caused this Eighth Amendment to be duly executed on its behalf and the Owner has signed or caused this Eighth Amendment to be signed by duly authorized personas, all as of the day first above written.

Authorized by Successor Agency Resolution
No. 19-2020, adopted July 21, 2020

SUCCESSOR AGENCY:

Successor Agency to the Redevelopment
Agency of the City and County of San
Francisco, a public body organized and
existing under the laws of the State of
California

By: _____
Name:
Title:

Approved as to Form:

By: _____
Name:
Title:

[Signatures continue on following page]

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
)ss
County of San Francisco)

On _____, before me, _____, a notary public in and for said State, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____ (Seal)

OWNER:

FOCIL-MB, LLC,
a Delaware limited liability company

By: _____
Name:
Title:

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
)ss
County of San Francisco)

On _____, before me, _____, a notary public in and for said State, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____ (Seal)

Exhibit A

Hotel Parcel Legal Description

Real property in the City of San Francisco, County of San Francisco, State of California, described as follows:

LOT 3 AS SHOWN ON THAT CERTAIN MAP ENTITLED "PHASE 3 FINAL MAP 8786" RECORDED ON OCTOBER 27, 2015 IN BOOK FF OF MAPS, PAGES 146-148 AS INSTRUMENT NO. 2015-K149659-00, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

APN: Lot 008, Block 8715