MEMORANDUM

TO: Commission on Community Investment and Infrastructure

FROM: Tiffany Bohee
Executive Director

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

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

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

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

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

EXECUTIVE SUMMARY

Project Description

GSW Arena LLC (“GSW” or “Project Sponsor”), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association (“NBA”) team, proposes to construct a multi-purpose event center and a variety of mixed uses, including office, retail, open space and structured parking (the “Project”) on an approximately 11-acre site (Blocks 29-32) within the Mission Bay South Redevelopment Project Area of San Francisco.
The project site is bounded by South Street on the north, Third Street on the west, 16th Street on
the south, and by the future planned realigned Terry A. François Boulevard on the east. (See
Attachment A, Site Plan.) GSW has purchased the project site from the previous site owner, an
affiliate of salesforce.com.

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

Environmental Review

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

Since that time staff has worked with colleagues at the Planning Department, who have assisted
OCII with the environmental review for the Project, other City departments, and various
consultant teams to review the comments and drafted a Responses to Comments document (the
“RTC”), which was published on October 23, 2015. In summary the RTC contains: (1) a list of
persons, organizations, and public agencies commenting on the GSW DSEIR; (2) copies of
comments received on the GSW DSEIR; (3) written responses to those comments; (4) a
description of project refinements and discussion of associated environmental effects; (5) a
description and analysis of a new project variant (a minor variation of the proposed project); and (6) revisions to the GSW DSEIR to clarify or correct information in the GSW DSEIR. The RTC and the GSW DSEIR together comprise the Final Subsequent Environmental Impact Report (“Final SEIR” or “FSEIR”). The Commission will consider the adequacy of the Final SEIR at the meeting on November 3, 2015, and be asked to certify that the FSEIR has been presented to the Commission, the Commission has reviewed and considered the information in the FSEIR, the FSEIR has been completed in compliance with CEQA and it reflects the Commission’s independent judgment and analysis. As part of the Project approvals the Commission will consider the adoption of CEQA findings that include adoption of mitigation measures, adoption of a Mitigation Monitoring and Reporting Program (the “MMRP”) to ensure that mitigation measures identified in the Final SEIR will be implemented as part of the Project, rejection of alternatives that the Commission finds infeasible, and adoption of a Statement of Overriding Considerations.

**Event Center Management Plan Updates**

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

**Design Related Approvals**

The Project Sponsor has submitted an updated Major Phase application and Combined Basic Concept/Schematic Designs for Blocks 29-32 (“Schematic Designs”), pursuant to the Mission Bay South Owner Participation Agreement. The Major Phase application updates only Blocks 29-32 of the existing Major Phase that was approved for the previous salesforce.com development, which also incorporated Blocks 26-27 and 33-34. The Schematic Designs are very similar to the designs presented at the May 19, 2015 Schematic Design Workshop, however
certain refinements and updates have been made and are discussed below. As is typical with all OCII approvals of schematic designs, the action before the Commission is a conditional approval that requires the Project Sponsor either to continue to refine certain project elements in consultation with OCII staff or provide OCII staff additional information for review and approval during subsequent design phases.

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

Secondary Use Findings

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

Community Outreach

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

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

Golden State Warriors Project

GSW Arena LLC ("GSW"), an affiliate of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association ("NBA") team, proposes to construct a multi-purpose event center and a variety of mixed uses, including office/lab, retail, open space and structured parking on an approximately 11-acre site (Blocks 29-32) within the Mission Bay South Redevelopment Project Area of San Francisco. The project site is bounded by South Street on the north, Third Street on the west, 16th Street on the south, and by the future planned realigned Terry A. Francois Boulevard on the east. The project site is across Third Street from the University of California, San Francisco ("UCSF") research campus and near the UCSF Medical Center. The San Francisco Bay and the future public open space Park P22, known as "Bayfront Park", are located across Terry A. Francois Boulevard from the development site. GSW has purchased the project site from the previous site owner, an affiliate of salesforce.com.

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

Mission Bay South Regulatory Documents

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

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

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

The OPA between OCII and FOCIL-MB and the Interagency Cooperation Agreement (“ICA”) between OCII and City departments establishes the protocols for development approvals in Mission Bay South. As specified in the OPA, the first stage of development approval is the preparation of a Major Phase submittal, which provides information on proposed land uses and intensities of development, height, bulk, and massing of future buildings, location and general design of open space, and the subdivision of blocks into building parcels. The next stage after a Major Phase is the preparation of Combined Basic Concept/Schematic Designs for individual buildings and major open spaces, followed by subsequent design submittals (Design development and construction documents).

**DISCUSSION**

**Project Description**

The Project provides for the development of an 18,064-seat Event Center, over half a million leasable square feet of office/lab space, approximately 50,000 leasable square feet of new retail space, and a series of publicly accessible open spaces, as well as 1,082 parking spaces (950 of which would be on Blocks 29-32, with the other 132 spaces located in an existing South Street garage) and ancillary service and circulation areas. The mix of uses is designed to ensure that the site is active not only during an event, but also at all other times. Through the inclusion of office/lab and retail uses and activated public open spaces, the Project will provide employment and retail opportunities for the surrounding neighborhood and larger San Francisco community. The Project would be designed to Leadership in Energy and Environmental Design (LEED®) Gold standards using a campus approach, whereby each individual proposed structure as well as the overall site would qualify for individual Gold ratings. The land use program is summarized in Table 1.

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

<table>
<thead>
<tr>
<th>Project Component</th>
<th>Characteristic</th>
</tr>
</thead>
<tbody>
<tr>
<td>Event Center Basketball Seating Capacity</td>
<td>18,064 seats</td>
</tr>
<tr>
<td>Size</td>
<td>Total LSF a</td>
</tr>
<tr>
<td>Event Center</td>
<td>488,000</td>
</tr>
<tr>
<td>South and 16th Street Office Space</td>
<td>513,000</td>
</tr>
<tr>
<td>Gatehouse</td>
<td>2,000</td>
</tr>
<tr>
<td>Retail Space - Total</td>
<td>50,000</td>
</tr>
<tr>
<td><strong>Total Building Area</strong></td>
<td>1,053,000 LSF</td>
</tr>
<tr>
<td>Height/Levels</td>
<td>135 feet</td>
</tr>
<tr>
<td>Event Center</td>
<td>160 feet (11 stories) total [90-foot (6-story) podiums with 70-foot (5-story) towers above]; retail uses within street level and plaza-level floors</td>
</tr>
<tr>
<td>South and 16th Street Office/Retail Building</td>
<td>43 feet</td>
</tr>
<tr>
<td>Food Hall, South St and Terry Francois Blvd Retail</td>
<td>36 feet</td>
</tr>
<tr>
<td>Gatehouse</td>
<td></td>
</tr>
<tr>
<td>Parking/Loading Spaces</td>
<td>Blocks 29-32:</td>
</tr>
<tr>
<td></td>
<td>950 parking stalls below-grade or at-grade (concealed by Third Street Plaza)</td>
</tr>
<tr>
<td></td>
<td>13 truck docks below-grade</td>
</tr>
<tr>
<td></td>
<td>Existing off-site at 450 South Street Parking Garage</td>
</tr>
<tr>
<td></td>
<td>132 parking stalls</td>
</tr>
<tr>
<td>Vehicular Access</td>
<td>Access point for autos and all large trucks on 16th Street at Illinois Street</td>
</tr>
<tr>
<td></td>
<td>Access point for autos on South Street at Bridgeview Way</td>
</tr>
<tr>
<td>Open Space</td>
<td>3.2 acres</td>
</tr>
</tbody>
</table>

NOTES:

LSF = leasable square feet.

a The maximum commercial and retail square footage allowed under the Mission Bay South Redevelopment Plan is tracked by leasable square footage. Figures rounded to nearest thousand.

Environmental Review

Previous Environmental Review Steps

As part of its actions on September 17, 1998 establishing the Mission Bay North and South Redevelopment Project Areas, the former Redevelopment Commission certified the project's Final Subsequent Environmental Impact Report ("Mission Bay FSEIR"), adopted California Environmental Quality Act ("CEQA") findings, adopted a series of mitigation measures, and established a comprehensive system for mitigation monitoring. The Board of Supervisors, the Planning Commission, and various City departments adopted similar findings and mitigation monitoring plans. This Mission Bay FSEIR includes by reference a number of addenda.

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

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

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

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

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

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

**Project Refinements and Variant**

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

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

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

The TMP is summarized on SEIR pp. 5.2-55 – 5.2-69, and the entire document is included as SEIR Appendix TMP. As described on SEIR p. 5.2-55, the TMP is a working document that
would be expanded and refined over time by the project sponsor and City agencies involved in implementing the plan. If the project is approved, the requirement to implement and update the TMP would be incorporated into the project Mitigation Monitoring and Reporting Program as an enforceable condition of approval.

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

- **Development of a Local/Hospital Access Plan**— The TMP would be expanded to include a Local/Hospital Access Plan (L/HAP) to facilitate movements in and out to residents, employees, and patients in the UCSF and the Mission Bay area. The L/HAP would be implemented by SFMTA for the pre-event period for all large weekday evening events at the event center (i.e., those events with more than 12,500 attendees that start between 6:00 and 8:00 p.m., on average, approximately 50 times per year). The L/HAP would be configured to discourage event attendees arriving by car from using portions of Fourth Street, Owens Street, UCSF campus internal roads such as Nelson Rising Lane, Campus Lane, Fifth Street, and local residential streets. As part of the L/HAP, special temporary and permanent signage would be positioned at appropriate locations to direct event traffic towards designated routes in order to access off-street parking facilities serving the event center and away from streets within the Local/Hospital Access Plan network. In addition, three PCOs would be stationed at key intersections (i.e., Fourth/16th, Owens/Mission Bay Traffic Circle, and Fourth/Nelson Rising Lane) before the start of an event to facilitate local driver access to their destinations. These three additional PCOs would also be available after the event to be positioned at the most effective locations to direct outbound pedestrians, bicyclists, and vehicles, as determined by the PCO Supervisor.

- **Expansion of TMP monitoring surveys**— The proposed monitoring methods and surveys in the TMP would be expanded to include surveys of UCSF patients and staff to obtain information on access to the UCSF campus and Medical Center. These surveys would be in addition to the surveys proposed for event attendees, event center employees, visitor surveys of Mission Bay neighbors, and UCSF emergency providers.

- **Other Overlapping Event Transportation Strategies**— MTA and the Project Sponsor will use Designated Overlapping Event Transportation Strategies, as set forth in the FSEIR and MTA’s proposed resolution, to increase transit and alternative modes over private automobiles during events starting between 6-8 p.m. for non-Golden State Warriors large weekday evening events at the Event Center (with more than 12,500 attendees) that overlap with SF Giants regular season evening games at AT&T Park.

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

- **Sidewalk Widening along Terry A. Francois Boulevard.** In addition to the required 12.5 foot setback, the Project Sponsor is providing an additional 10 foot setback to provide more space for pedestrians, and thus to provide an improved pedestrian experience.

- **Restriping of South Street**— South Street would be re-striped to maintain the two eastbound lanes currently present between Bridgeview Way and Terry A. Francois
Boulevard. One westbound lane in the same section would remain. The previously-proposed parking lane and associated metered parking spaces at the northern side of the street are no longer part of the proposal for South Street. The purpose of this refinement is to better accommodate vehicles exiting the Event Center parking garage.

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

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

Project Variant

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

Certification of the FSEIR

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

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

- **Special Reserve Account Legislation:** Introduction of an ordinance at the Board of Supervisors directing the Controller to create a Special Reserve Account, the Mission Bay Transportation Improvement Fund, setting aside a portion of the $14.1 million in estimated project-generated tax revenues to pay for transit and traffic control augmentations serving the Event Center as well as capital improvements such as purchasing four additional light rail vehicles, expanding the T-Third platform, installing signage and signalization and making power and trackway improvements to the T-Third line and reserving additional funds to address transportation issues related to events that overlap with San Francisco Giants games.

- **Municipal Transportation Agency Board Actions:** The MTA Board is scheduled to consider a resolution that would adopt those components of the Project under its jurisdiction, agree to apply portions of the Mission Bay Transportation Improvement Fund towards identified Project related transportation operational and capital expenditures, and staff the advisory committee proposed for establishment in the abovementioned ordinance among other actions.

- **Project Sponsor & UCSF Agreement:** A signed Memorandum of Understanding between UCSF and the Project Sponsor that contemplates release or modification of the UCSF-held easement on the Warriors project site to accommodate the proposed Project design, and, for the benefit of hospital employee access at a specified shift change period places, under certain conditions, certain limits on overlapping non-Warriors events on Giants weekday evening game days based on a delay metric formula that UCSF and the Project Sponsor developed for designated routes to the UCSF Mission Bay hospital parking garage.

**Other Event Management Strategies**

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

On top of the major transportation improvements already in planning or under construction to serve Mission Bay (completion of the street grid, Central Subway, Caltrain modernization, etc.), the City and the Project Sponsor propose a number of capital and operating improvements to meet the project's anticipated transportation demand that are included in the Project or as mitigation measures or improvement measures, all of which will be paid for out of revenues generated by the Project:
• **Transit:** The City proposes to purchase four additional light rail vehicles and improve the capacity and frequency of the T-Third line; extend the existing boarding platform at Third and South Streets of the center-loading platform variant; run three special event shuttles to regional transit stations; complete the 16th Street Multimodal Corridor Project and increase bus service along 16th; and coordinate with both the Mission Bay shuttle program and regional transit operators such as Caltrain, Bay Area Rapid Transit (“BART”), Water Emergency Transportation Authority (“WETA”) and Golden Gate Transit to provide increased special event service.

• **Vehicular Access:** The City proposes to deploy up to 28 parking control officers to control key intersections and neighborhood circulation by overriding traffic lights, preventing lane and driveway blockages, creating local access only corridors and protecting emergency vehicle access to the UCSF Mission Bay campus; install changeable message signs along key access routes to direct traffic; signalize three intersections to prevent modal conflicts and protect bicycle and pedestrian safety; and utilize mobile technology to facilitate pre-purchase of parking spaces to reduce circling.

• **Transportation Demand Management:** The Project Sponsor will implement aggressive demand management strategies such as limiting on-site parking to 950 spaces; providing space for over 500 bicycles on-site and sponsoring a bikeshare station; and promote alternative transportation modes through wayfinding, promotional incentives, event ads, tickets websites or mobile applications.

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

**Schematic Design Overview**

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

• Event Center/Gatehouse - MANICA Architecture
• South and 16th Street Buildings – Pfau Long Architecture/AE3 Partners (Joint Venture Association)
• Retail/Food Hall - Richyworks
• Open Space/Landscaping – SWA Group and Merrill Morris Partners
• Parking – Walter P. Moore
Please see Attachment D for a list of the other subconsultants involved in the design of the Project, including the architects of record and structural and MEP engineers.

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

**Previous Major Phase Review**

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

**Updates since May 2015 Schematic Design Workshop**

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

**Event Center**

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

The building’s two primary entries are located at its northwest (“Main Entrance”) and southeast (“Performance Entry”) corners. Both entries lead to a publicly accessible grand building lobby prior to patron ticketing areas. The Performance Entry, in particular, is demarcated by the dramatic proscenium archway, designed to reinforce a sense of entry as patrons walk underneath the gateway-like structure. The proscenium also enhances outdoor programming opportunities for the Southeast Plaza by framing the space.
The Bayfront Terrace is located on the northern façade of the Event Center and includes both an event center amenity space (lower level) and a view terrace and interior space (upper level). The upper level will be publicly accessible, including nonevent hours, via two distinct building entries (accessible from Terry A. Francois Boulevard and the pedestrian path/Food Hall) and a dedicated elevator. The Bayfront Terrace’s levels will provide a dramatic panorama of the San Francisco skyline, Bay, Bay Bridge and planned Park P22. The Terrace’s height, below that of the Event Center itself, also helps step the building’s scale down towards the park and the water.

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

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

**South Street and 16th Street Office/Retail Buildings**

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

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

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

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

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

Food Hall/Northeast Retail:

The Food Hall is located at the corner of South Street and Terry A. François Boulevard and consists of a roughly triangular structure. It is accessible at grade from an entry plaza, partially occupied by street furniture from neighboring retail tenants, and from the elevated pedestrian path 26 feet above grade. It is designed to accommodate a number of small, local vendors and producers of artisan goods, in combination with prepared food and sit-down dining areas. A retail tenant such as a food and beer garden will likely occupy the Food Hall roof, accessible from the pedestrian path or from Terry A. François Boulevard (via vertical circulation elements including stairwells, lifts, and the food hall interior). Standalone retail also lines Terry A. François Boulevard at grade, as well as additional stand-alone retail at the podium level on South Street (also accessible from the Pedestrian Path). These spaces are envisioned as centers for high-quality food and beverage, wellness, and community.
The Food Hall/Northeast Retail elements are designed to create a neighborhood atmosphere imbuing each separate façade with a small scale and independent character while maintaining a cohesive identity. The effect is achieved primarily through a framework consisting of steel beams, charcoal metal, and glass that will surround and define retail storefronts. This system develops a special common character for the retail areas, reminiscent of the industrial architecture in the surrounding area. To add organic urban quality, retail frontages will be further differentiated from one another utilizing a palette of infill materials, which may be inlaid in steel beams for additional color and texture. Taking advantage of the views of Park P22 and the Bay, open doorways and wide windows will create a porous ground level, terraces and programmed rooftops will provide views from above, and the Food Hall and nearby retail elevations will “step down” to the water to create a comfortable scale.

Gatehouse:

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

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

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

Public Open Space

The Project will include approximately 3.2 acres of publicly accessible open space areas that will be comprised of two primary plazas (one along Third Street and one at the southeast corner of the site) and additional paved and/or landscaped areas. The one-acre Main Plaza is raised eight feet above the Third Street sidewalk (sloping imperceptibly up to the Event Center Main Entrance) and will be roughly equivalent in area to the central flat plaza area at Union Square and the main plaza at Rockefeller Center. The plaza will be programmed to be activated on a
daily basis in conjunction with the activity generated by the fronting retail uses at the base of the surrounding buildings. The Main Plaza has been designed with flexibility in mind to accommodate the range of programming, and as a result, the design includes large-scale moveable occupiable planters that can be rearranged. The center oval shaped lawn area is designed to be similarly flexible and the center lawn can be replaced with wood, ice, and other surfaces to accommodate various types of events.

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

In addition to the plazas, there are private green roofs on top of the two office building podiums and public walkways that wrap around the exterior of the north and eastern-sides of the Event Center to connect the Main Plaza to the Food Hall, bayfront overlook, main concourse entry, Bayfront Terrace exterior entry, and 16th Street.

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

Circulation, Transit and Automobile and Bicycle Parking

All parking and loading for the site is located below ground, or concealed at grade, (two below grade, and one concealed at street level) and is accessed through two garage entries, one at the intersection of 16th and Illinois Streets and the other mid-block along South Street, between Third Street and Terry A. Francois Boulevard. Truck loading will only take place at the 16th Street entrance, with the retail parking using the South Street entrance. The Project is proposing 950 underground parking spaces within Blocks 29-32, with an additional 132 parking spaces located in an existing garage at 450 South Street, for a total of 1,082 spaces to serve the Project. Thirteen (13) loading docks, and five additional below-grade trash compactor locations, will be provided to serve the site. In addition, the Transportation Management Plan encourages people to utilize transit and other alternative modes of transportation to minimize the need for vehicle parking and minimize the traffic impacts surrounding the site.

The Project is incorporating bicycle facilities to encourage bicycling to and from the site and to take advantage of the dedicated bike lanes planned or existing on 16th Street and Terry A.
Francois Boulevard. In addition to enclosed bicycle storage for the office/retail buildings (111 spaces) and bicycle racks on the sidewalks surrounding the site (75 spaces), the Project will include a secure permanent bike valet for approximately 300 bicycles which will likely be operated on a valet basis during major events. The bike valet will be located at the corner of 16th Street and Terry A. Francois Boulevard near the Performance Entry to the Event Center, where the bicycle lanes serving the site are also located. The Project landscaping plan includes space within the plaza areas to allow for occasional temporary bike corrals with a capacity of 50-100 additional spaces for larger events anticipated to attract higher numbers of bicycle riders. Appropriate locations for the Bay Area Bike Share pods are being explored to connect the Event Center to the city system.

The Project will be well-served by local transit. The site sits adjacent to loading platforms for the Third Street Light Rail line (T Third Street), which will see increased service with completion of the Central Subway. The 55-16th Street motor coach provides service to Mission Bay from the 16th Street BART station, with the extension of the 22 Fillmore trolley coach planned to follow. Both lines will travel north along Third Street in front of the site. The Caltrain station is located less than a half-mile north from the site at 4th and King, with another Caltrain station located to the south at 22nd Street. The Transportation Service Plan proposes to provide special bus shuttles to connect event attendees with BART, ferry and other regional transit systems. The Project Sponsor is also planning to institute a robust set of Travel Demand Management strategies for Event Center patrons and others on-site to encourage and facilitate the choice of transit, biking, or other alternative modes in lieu of private vehicle access to the project site.

Public Art
The Project will be required to comply with the Mission Bay South Redevelopment Plan Art Requirement that requires any development with 25,000 gross square feet or more of retail and commercial uses to install art on-site or pay a fee to OCII for use for art in a public park, in an amount equal to 1% of the hard costs of initial construction of projects. A project can include a combination of on-site art and off-site fees to meet the 1% requirement. The Project Sponsor will be hiring an arts consultant as part of its professional services team to help develop a public arts program for the project and will conduct outreach to local artists to encourage their participation in the Project.

Development Impact Fees
The Project will be required to pay relevant development impact fees, Planning Code Sections 411 et seq. to the extent that payment of the fee applies by the terms of the Mission Bay South Plan. (Planning Code Section 411.3(a)(2)(B).) These fees include a Child Care Fee, the Transportation Development Impact Fee (“TIDF”), and others. The Child Care Fee is assessed at $1.21 per square foot of office space. Staff has determined that the TIDF applies in Mission Bay at this time because a ten year period in which the Plan provides that new or increased fees do not apply has expired. Staff has also determined that as to the application of the TIDF for office uses, since a transit impact fee was in effect in parts of the City, including in Mission Bay North Plan area at the time the Mission Bay North and South Plans were approved, that the TIDF for office is not an entirely new fee but an increased fee. Consequently, to be consistent with the Mission Bay South Plan, the TIDF for office that applies in Mission Bay is the current fee less
the amount of the TIDF for office in 1998, resulting in a fee of $8.87 for office space. As to other uses, the TIDF is entirely new and the current fee amounts apply. The Project will pay the standard amount of the TIDF for retail/entertainment space at $14.59 per square foot. The exact amount of the fee will be determined at the time the Project Sponsor seeks a construction permit.

**Conditions of Approval**

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

1. The Project shall comply with the Mitigation Monitoring and Reporting Program.

2. The Project is subject to the Improvement Measures as identified in the Mitigation Monitoring and Reporting Program.

3. The Blocks 29-32 Major Phase approval is contingent on the Executive Director of OCII’s finding that the Event Center use is a permitted secondary use for Blocks 29-32 under, and in accordance with, the Mission Bay South Redevelopment Plan.

4. Prior to approval of Design Development Documents, the Project shall obtain the approval of the Executive Director, or her designee, of administrative variances to the Streetscape Plan and the Infrastructure Plan to permit development of the Project in accordance with the proposed Blocks 29-32 Major Phase and proposed Blocks 29-32 BC/SD, including, among other things, the location of tree wells, grade of the pedestrian sidewalk and location of new and/or relocated utility lines.

5. Prior to issuance of a Certificate of Occupancy for each of the Gatehouse, the Event Center, the South Street Tower, the 16th Street Tower, the Food Hall and the retail buildings along Terry A. Francois Blvd. and South Street, the applicable owner, GSW or its successors, shall record a notice of special restrictions in such form approved by the Executive Director and Agency counsel (the “NSRs”), restricting the use of certain personal services, retail and restaurant spaces that do not exceed 5,000 square feet and that are excluded from the definition of Gross Floor Area under the Plan and Amended D for D within each such building to personal services, restaurant or retail use for the life of the building shall provide that limiting this excluded space in total to not exceed 75% of the ground floor of the building plus the ground level, on-site open space where such spaces are located.
6. Prior to approval of Design Development Documents by the Executive Director or her designee, submit the following for the Executive Director’s review and approval (or her designee):

   a. Design standards and guidelines for the retail components of the proposed development that will apply to future tenant improvements, including minimum depth and minimum and maximum frontages, transparency, textures, colors and such other relevant considerations as reasonably requested by OCII staff;

   b. A lighting plan for the open spaces that includes specific consideration for: Third Street Gardens and Plazas, Main Plaza, Pedestrian Path, Bayfront Overlook, Southeast Plaza and the 16th Street setback and ramp.

   c. A lighting plan for the Event Center building;

   d. A procedures manual to protect and maintain the Media Pedestals along 16th Street and other furniture within publicly accessible areas within the Project site.

7. Submit for Commission review and approval a signage plan for the Project and related amendments to the Mission Bay South Signage Master Plan applicable to the Project, which shall include at a minimum the following: (1) Event Center and Project signage; (2) signage for the retail and restaurant frontages facing the publicly accessible private open spaces (consisting of the Plaza, Pedestrian Path, 16th Street ramp, Third Street gardens and the Bayfront Overlook); and (3) wayfinding signage plans for pedestrians and for vehicular movement within the parking garage and the periphery of the proposed development on Blocks 29-32.

8. Further develop and refine the design of the retail spaces fronting Terry A. Francois Blvd. for review and approval by the Executive Director, or her designee; special consideration shall be given to the treatment of the setback areas in order to facilitate successful business, including, but not limited to, frontages, awnings, pavement, furniture, wind screens, and plantings.

9. Prepare mock-ups displaying the proposed materials, colors and textures of exterior walls, visible structural elements, window systems (including mullions and glazing materials), louvers, doors, soffits and all visible elements of the different buildings comprising the proposed development for review and approval by the Executive Director, or her designee, prior to installation.
10. Payment of new or increase Development Fee of Exaction, including but not limited to the TIDF, to the extent required under Section 304.9C(ii) of the Plan and at the time required under the applicable City Regulation.

**Proposed Amendments to the Design for Development Standards**

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

**Table 3: Design for Development Amendments Summary**

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

**Staff Review and Recommendation of Design Related Approvals**

OCII staff has reviewed the Blocks 29-32 Major Phase and Schematic Designs submitted by the Project Sponsor and finds that they are, on balance, consistent with the Commercial Industrial Guidelines of the Mission Bay South Design for Development, by being consistent with the overall height limit of 160 feet, providing a termination of a view corridor with an important architectural opportunity, and reconfiguring roadway locations through and across Blocks 29-32 in a manner which provides an equivalent or greater amount of privately-owned and publicly
accessible pedestrian access and open space. Staff also reviewed the leasable and developable area square footage limitations applicable to the Project and has concluded that the Project square footage is within the allowable allocations under the Redevelopment Plan and the Design for Development. Therefore staff recommends amending the Design for Development and conditionally approving the Major Phase and Schematic Designs.

Analysis and Approval of Secondary Uses

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

<table>
<thead>
<tr>
<th>Principal Uses:</th>
<th>Secondary Uses:</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Office Use (Golden State Warriors accessory office space and meeting rooms)</td>
<td>- Assembly and Entertainment</td>
</tr>
<tr>
<td>- Retail Sales and Services:</td>
<td>- Nighttime Entertainment (Event Center assembly and entertainment uses not otherwise meeting the definition of an arts activity or art space)</td>
</tr>
<tr>
<td>• All retail sales and services including bars and aerobic studios (Event Center retail)</td>
<td>- Recreation Building (Event Center assembly and entertainment uses not otherwise meeting the definition of an arts activity or art space)</td>
</tr>
<tr>
<td>• Restaurants (Event Center food services)</td>
<td>- Other Uses</td>
</tr>
<tr>
<td>- Arts Activities (Event Center dance, music, dramatic art, video, graphic art, and related crafts and performance events as well as conventions of an artistic and cultural nature)</td>
<td>• Public Structure (Event Center generally when not otherwise meeting the definition of an arts activity or art space)</td>
</tr>
<tr>
<td>- Art Spaces (Event Center when used as an art space similar to a studio, workshop, gallery, museum, or archive for events in which liquor is not sold)</td>
<td>• Use of Nonindustrial Character (Event Center generally not otherwise meeting the definition of an arts activity or art space)</td>
</tr>
<tr>
<td>- Other Uses:</td>
<td></td>
</tr>
</tbody>
</table>
Staff has analyzed the secondary uses and has concluded that the secondary uses included in the Project generally conform with the redevelopment objectives and planning and design controls established under the Redevelopment Plan and are uses that, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary and desirable for, and compatible with, the neighborhood and the community. Staff has prepared a Secondary Use Findings document through which the Executive Director can adopt findings confirming (1) the Project is located in the Commercial Industrial / Retail land use district, (2) the Project uses that are not principally permitted uses constitute secondary uses authorized in the Commercial Industrial / Retail land use district, (3) the secondary uses generally conform with redevelopment objectives and planning and design controls established pursuant to this Plan, and (4) the Project, including its secondary uses, makes a positive contribution to the character of the Plan Area because, at the size and intensity contemplated and at the proposed location, it will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community. The Secondary Use Findings document is attached as Attachment C.

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

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

In addition to meeting with the CAC, the Project Sponsor and OCII/City staff have also outreached to other stakeholders, including:

- Mission Bay life science community
- Neighborhood leaders from: South Beach, Rincon Hill, Mission Bay, Dogpatch, and Potrero Hill
- UCSF
- San Francisco Giants
- San Francisco Bicycle Coalition
- Eastern Neighborhood Waterfront Coalition
- Walk San Francisco
- Local residents and business/merchants
- Regional transportation providers such as BART, Caltrain, WETA, Golden Gate Transit, and Caltrans.
On October 6, 2015 the University of California San Francisco endorsed the Project, and on October 20, 2015 the Mission Bay life science community, represented by thirteen of the largest biotech companies in San Francisco, officially supported the Project.

**Equal Opportunity Program and Compliance with OCII Policies**

As required under the Mission Bay South Owner Participation Agreement, the Project Sponsor shall comply with the OCII's Small Business Enterprise ("SBE") Program and has worked closely with contract compliance staff to comply on this development. The Project Sponsor has undertaken an extensive outreach process to identify opportunities for SBE participation in the project. To offer opportunities to the greatest extent possible to small businesses and ensure their maximum participation, the Project Sponsor made deliberate efforts to divide scopes of work, including those for partnership opportunities with prime consultants. The Project Sponsor identified 42 professional services opportunities and undertook a multi-stage solicitation effort. Requests for qualifications ("RFQ") were issued first to allow small businesses a quick and easy way to submit interests and qualifications. This was followed by issuance of request for proposals ("RFP") to shortlisted firms to ascertain, in further detail, firm qualifications, approaches to the requested scope of work, and costs. Interviews were conducted to ensure the best possible selection and, in some instances, connect small businesses for teaming arrangements.

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

The Project Sponsor has expressed their commitment to meeting OCII’s requirements and goals during the construction phase of this project, which include the 50% SBE subcontracting participation goal, payment of prevailing wages, and the 50% local construction workforce hiring goal. Additionally, permanent hiring will be subject to the Mission Bay South Owner Participation Agreement in accordance with the City’s First Source Hiring Program, which will ensure that San Francisco residents are given first consideration for the project’s
permanent entry-level employment, with a 50% goal of the entry-level positions being filled by San Francisco residents.

Next Steps

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

(Originated by Sally Oerth, Deputy Director)

Tiffany Bonee
Executive Director

Attachment A: Mission Bay Location Map
Attachment B: Mission Bay Transportation Improvement Fund Legislation
Attachment C: Secondary Use Findings
Attachment D: Professional Services Subconsultants
Attachment E: SBE Bios
Mission Bay South Location Map
Be it ordained by the People of the City and County of San Francisco:

Section 1. Environmental Findings.

In accordance with the actions that this ordinance contemplates, the Board of Supervisors adopted a resolution concerning findings under the California Environmental Quality Act (California Public Resources Code sections 21000 et seq.). A copy of such resolution is on file with the Clerk of the Board of Supervisors in File No. __________ and is incorporated herein by reference.

Section 2. The Administrative Code is hereby amended by adding Section 10.100-364, to read as follows:

/ / / /
SEC. 10.100-364. MISSION BAY TRANSPORTATION IMPROVEMENT FUND.

(a) Establishment and Purpose of the Fund. The Mission Bay Transportation Improvement Fund (the “Fund”) is established as a category four fund, for the purpose of safeguarding monies in the General Fund to pay for: City services and capital improvements to address transportation and other needs of the community in connection with Warriors basketball games and other events (collectively, “Events”) at the Golden State Warriors Event Center and Mixed Use Project (the “Event Center”) on Blocks 29-32 in Mission Bay South (the “Project Site”), including, but not limited to, measures included in the City’s transportation services plan for the Event Center; and enhancements to multi-modal transportation serving Mission Bay South and surrounding areas beyond what is necessary to address the community’s needs with regard to Events at the Event Center.

(b) Use of the Fund. In furtherance of the Fund’s purpose under subsection (a) above, money received in the Fund as described in subsection (c) below shall be used exclusively to pay for the City’s costs relating to Events at the Event Center (collectively, “Required Uses”):

(1) Costs of providing services to the Project Site and surrounding neighborhood, including, but not limited to, public transit services, special event shuttles, parking and traffic engineering and control services, pedestrian and bicycle access programs, parking enforcement programs, local access programs (including, without limitation, access to the University of California at San Francisco hospitals in Mission Bay South), police services, litter pick-up, street and sidewalk cleanup, and any other measures to improve services consistent with the purpose of this ordinance; and

(2) Costs of procuring transit equipment and making transportation infrastructure improvements, including, without limitation, Municipal Transportation Agency (MTA) costs to purchase additional Municipal Railway light rail vehicles, construct crossover tracks and loading platform improvements in the T-Third right of way, and make parking and traffic improvements (such as, without limitation, cameras, vehicle messaging signs, traffic signals, Municipal Railway and other transportation network upgrades, and power augmentation for light rail vehicles and related
transportation services), bicycle and pedestrian access improvements, and other related street
improvements, costs to study the feasibility of a ferry landing and service for Mission Bay South and
other surrounding areas, and any financing and soft costs related to such equipment purchases or
infrastructure improvements.

(c) Deposits to the Fund. Deposits to the Fund shall be determined through the process set out
below, and appropriated under the Charter’s budgetary and fiscal provisions:

(1) Beginning in fiscal year 2016-2017, and subject to approval from its Board of
Directors in accordance with the public hearing process described in subsection (d)(3) below, the MTA
will prepare and submit to the Mayor budgets to pay for all measures that are part of MTA’s
transportation services plan for the Event Center and all transportation improvement measures,
consistent with its two-year budget process under the Charter and MTA Board Resolution
No. _____________ (the “MTA Resolution”). The budget proposal will include two components. In
one component, the MTA will provide for expenditure for Required Uses of City revenues and
development impact fees from the Project Site or Events at the Event Center that are dedicated under
the City Charter or otherwise by operation of law to the MTA’s Municipal Transportation Fund
(collectively, “MTA Dedicated Funds”). In the other component of its budget proposal, the MTA will
propose how the remaining costs (net of those to be paid from MTA Dedicated Funds) for the Required
Uses for the upcoming budget cycle will be paid for from the Fund. In any fiscal year before the fiscal
year in which the Controller anticipates that the Event Center will open, the MTA budget will include
any funds then required to finance capital expenditures, including hard and soft costs, not to exceed the
sum of discretionary, unrestricted General Fund revenues and MTA Dedicated Funds that the
Controller determines that the Event Center has generated or will likely generate for that fiscal year.
Also, beginning with the fiscal year in which the Controller anticipates that the Event Center will open,
the Department of Public Works and the Police Department, shall prepare budget proposals to pay for
those expenditures for City services and capital improvements related to the Event Center that qualify
as Required Uses under subsection (b), and, no later than March 1 of each year, submit those budgets to the Mayor and Board of Supervisors. The budgets that such departments prepare shall be sufficient to cover all the costs of the department’s respective services to address community needs relating to the use and operation of the Event Center and pay for Required Uses consistent with the purpose of the Fund.

(2) The Mayor and Board of Supervisors shall include in the City’s annual budget monies for deposit into the Fund sufficient to meet the budgeted expenditures in the proposals, provided that for the first five years of operation of the Event Center, the annual deposit shall be at least the amount specified in subsection (c)(3) below and further provided that, for any fiscal year, the total annual deposit in the Fund, plus the Overlapping Event Reserve (described in subsection (c)(4) below), shall not exceed 90% of the total amount that the Controller estimates to be the annual General Fund revenues from the Project site and events at the Event Center as determined through the financial assessment described in subsection (d)(1) below. That 90% shall be the “Maximum Annual Funding Amount” for the Fund.

(3) Subject to the Maximum Annual Funding Amount, the required City deposit the first five fiscal years of operation of the Event Center, beginning in the fiscal year in which the Event Center opens to the public, shall be as follows:

(A) First fiscal year: the deposit into the Fund shall be no less than $8,100,000.

(B) Second fiscal year: the deposit into the Fund shall be no less than $8,300,000.

(C) Third fiscal year: the deposit into the Fund shall be no less than $8,500,000.

(D) Fourth fiscal year: the deposit into the Fund shall be no less than $8,800,000.

(E) Fifth fiscal year: the deposit into the Fund shall be no less than $9,100,000.
(4) In addition to the annual deposit described in subsections (c)(2) and (c)(3) above, beginning in the fiscal year in which the Event Center is open, there shall be a reserve in the Fund of $1,000,000, for the term of the Fund (the “Designated Overlapping Event Reserve”). The sum of the annual deposit plus the Designated Overlapping Event Reserve shall not exceed the Controller’s determination of the Maximum Annual Funding Amount. Monies in the Designated Overlapping Event Reserve shall be immediately available to the MTA to pay for enhancements to multi-modal transportation serving Mission Bay South and surrounding areas beyond what is needed to address effects from operation of the Event Center, including, but not limited to, operational measures and capital improvements, relating to pre-event peak periods on weekday evenings when an Event, other than a Warriors basketball game, with attendance anticipated by the MTA (based on information provided by the Event Center’s operator) of more than 12,500 people occurs at the Event Center and a San Francisco Giants baseball game also occurs at AT&T Park. The Advisory Committee referenced in subsection (d)(2) below shall make recommendations to the MTA about expenditure of such funds before the MTA determines how to expend the funds. If the MTA, at either the MTA Board of Directors or MTA Director level, determines not to follow any such recommendations, the MTA will articulate its reasons for its decision. To the extent the MTA draws on monies in the Designated Overlapping Event Reserve during the first five fiscal years of the Event Center’s operation, the annual deposit to the Fund for the following year shall include funds to bring the Designated Overlapping Event Reserve to its full funding level, again provided that the annual deposit, plus the Designated Overlapping Event Reserve, do not exceed the Maximum Annual Funding Amount. In addition, if the Advisory Committee determines, based on review of travel time data collected by the MTA for routes to the Event Center, that any considerable additional traffic congestion affecting access by hospital employees to the University of California at San Francisco hospitals at Mission Bay occurs in the pre-event peak period during weekday evenings when there is an event–other than a Warriors game–with more than 12,500 people at the Event Center and a Giants game at AT&T Park, and the Advisory Committee
recommends using, in addition to the Designated Overlapping Event Reserve, any balance in the Fund that is not budgeted for other purposes under this ordinance, for services or capital projects to address such occurrence, then the Director of Transportation will consider approving such recommendations, which approval the Director will not unreasonably withhold or delay, and the Director will take such actions as are necessary to seek any required approvals and implement such recommendations, all as provided in the MTA Resolution.

(5) After the first five fiscal years of operation of the Event Center, if at the end of any fiscal year during the remaining term of the Fund as described in subsection (e) below, the balance in the Fund exceeds expenditures, then, in addition to the Designated Overlapping Event Reserve, such excess monies shall carry forward as a reserve for Required Uses consistent with the Fund’s purpose to the extent such excess monies do not exceed 25% of the total expenditures from the Fund for the previous fiscal year. Before the end of the first five fiscal years, 100% of any such Fund balance shall carry forward.

(6) The Fund may receive and use for the Required Uses any grants, gifts, or other contributions of money or property that the owner of the Event Center or any other person or entity may offer the City to support the City in furthering the purpose of the Fund. Subject to any applicable legal restrictions, the City may use such grants, gifts, or other contributions of money or property to make its annual deposit to the Fund or to fund the Designated Overlapping Event Reserve.

(d) Reports, Public Review, and Accountability.

(1) For the fiscal year in which the Controller anticipates that the Event Center will open to the public, and for every five years after the Event Center opens, the Controller shall conduct a financial assessment of the economic impact of the Project. This assessment shall include an estimate of discretionary, unrestricted General Fund revenues that the City and County of San Francisco expects to receive from the Project site and from events at the Event Center. These revenue estimates shall be net of City revenues and development impact fees dedicated for specific purposes under the
Charter, Municipal Code, or state law, including, but not limited to, MTA Dedicated Funds. The Controller may conduct such assessment more frequently if the Controller considers it appropriate to do so to monitor the Maximum Annual Funding Amount.

If at any time during the term of the Fund the Controller determines that the sum of the annual deposit for the year and the Designated Overlapping Event Reserve exceeds the adjusted Maximum Annual Funding Amount, then the Controller shall make prorata reductions to the deposit and the Reserve to reflect the amount of the reduction in the Maximum Annual Funding Amount; provided that nothing in this ordinance shall limit the authority of the Board of Supervisors and Mayor to appropriate other monies from the General Fund to make up any such reductions.

If in any year City expenditures for Required Uses exceed the Maximum Annual Funding Amount for the year, regardless of the source of the funds for those expenditures, the City shall be entitled to a credit, distributed on a prorata basis between the annual deposit and the Overlapping Event Designated Reserve, against its funding obligations under this Section 10.100-364 for the following year, in the same total amount that those expenditures exceeded the Maximum Annual Funding Amount, unless the Board of Supervisors and the Mayor waive that credit as part of the budgetary process.

(2) In developing the proposed annual budgets for uses of the Fund, the MTA, in coordination with the Department of Public Works and the Police Department, will seek the input and recommendations from the Warriors Event Center Community Improvement Measures Fund Advisory Committee established in Administrative Code Chapter 5, Article XXIII.

(3) As provided in the MTA Resolution, before submitting to the Mayor the MTA’s proposed budget for expenditures from the Fund, the MTA Board of Directors will hold a public hearing on the proposed budget. In the hearing the MTA Board of Directors will consider the recommendations of the Advisory Committee.
(4) In any fiscal year after the fiscal year in which the Event Center opens, before the Mayor or Board of Supervisors make any reduction in the annual budgeted expenditures from the Fund, there shall be a public hearing before the Board of Supervisors or one of its committees regarding such proposed reduction.

(e) Term of the Fund. The Fund shall remain in effect for as long as Events are held at the Event Center.

Section 3. Chapter 5 of the Administrative Code is hereby amended by adding Article XXIII, Sections 5.23-1 through 5.23-6, to read as follows:

**ARTICLE XXIII:**

**MISSION BAY TRANSPORTATION IMPROVEMENT FUND ADVISORY COMMITTEE**

**SEC. 5.23-1. ESTABLISHMENT OF COMMITTEE.**

The Board of Supervisors hereby establishes the Mission Bay Transportation Improvement Fund Advisory Committee (the “Advisory Committee”).

**SEC. 5.23-2. MEMBERSHIP OF COMMITTEE.**

The Advisory Committee shall consist of five members, appointed as follows:

(a) Seat 1 shall be held by an employee, officer, or other representative of the Golden State Warriors Event Center and Mixed Use Project (the “Event Center”), appointed by the Event Center’s owner.

(b) Seat 2 shall be held by an employee, officer, or other representative of the University of California at San Francisco, appointed by the Chancellor of the University of California San Francisco or the Chancellor’s designee.
(c) Seat 3 shall be held by a person who resides within a half mile of the Event Center, appointed by the Mayor.

(d) Seat 4 shall be held by a representative of a business that operates within a half-mile of the Event Center, appointed by the Mayor.

(e) Seat 5 shall be held by a person appointed by the Supervisor representing the district in which the Event Center is located.

In addition, there shall be five alternate members of the Advisory Committee, one designated for each of the five seats. Each alternate member shall meet the qualifications set forth above for the seat as to which the person is designated to serve as an alternate, and shall be appointed by the appointing authority for that seat.

SEC. 5.23-3. ORGANIZATION AND TERMS OF OFFICE.

(a) Each member and each alternate member shall serve at the pleasure of the member’s appointing authority, and shall serve for the life of the Advisory Committee unless removed by the appointing authority.

(b) If a vacancy occurs in any seat on the Advisory Committee, the appointing authority for the vacated seat shall appoint a successor to that seat. During the pendency of a vacancy, the alternate member for that seat shall serve as, and have the full powers of, a member of the Advisory Committee. In addition, if a member of the Advisory Committee is not in attendance at a meeting, the alternate member designated to serve as an alternate for the absent member’s seat shall attend that meeting and for purposes of that meeting have the full powers of the absent member.

(c) Members of the Advisory Committee shall receive no compensation.

(d) Any member who misses three regular meetings of the Advisory Committee within a period of 12 months without the express approval of the Advisory Committee at or before each missed meeting shall be deemed by operation of law to have resigned from the Advisory Committee ten days after the
third unapproved absence. The Advisory Committee shall inform the appointing authority of the 
resignation.

(e) As provided in Municipal Transportation Agency (MTA) Board of Directors Resolution 
No. __________, the MTA will provide administrative support for the Advisory Committee.

SEC. 5.23-4. DUTIES OF COMMITTEE.

The Advisory Committee shall be the central City-sponsored community advisory body charged 
with providing input to the MTA, the Department of Public Works, and the Police Department (“Other 
City Departments”) and decision-makers regarding allocation of monies in the Mission Bay 
Transportation Improvement Fund (the “Fund”), established in Administrative Code Section 10.100-
364, for Required Uses, as defined in that section. The Advisory Committee shall be advisory, as 
appropriate, to the MTA and the Board of Supervisors. The Advisory Committee shall perform the 
following functions as needed:

(a) Collaborate with the MTA and Other City Departments on prioritizing the community 
improvement measures for Required Uses and identifying implementation details as part of the annual 
budget process;

(b) Recommend to the MTA uses of the Designated Overlapping Event Reserve, as defined in 
Administrative Code Section 10.100-364;

(c) Collaborate with the MTA and the Other City Departments and decision-makers in the 
monitoring of the uses of the Fund for the purpose specified in Administrative Code Section 10.100-
364; and,

(d) Review travel time data collected by the MTA for routes to the Event Center to determine if 
traffic conditions associated with the Event Center, especially when there are weekday evening 
overlapping events with large attendance at the Event Center and AT&T Park, should entail additional
City actions and expenditures from the Fund or the Designated Overlapping Event Reserve, and make recommendations to the MTA on additional actions and expenditures.

SEC. 5.23. MEETINGS AND PROCEDURES.

Not less than six months before the date on which the Event Center is anticipated to open as determined by the Controller, the Advisory Committee shall hold its inaugural meeting. There shall be at least ten days’ notice of the inaugural meeting. Following the inaugural meeting, the Advisory Committee shall hold a regular meeting not less than once every six months until the sunset date set forth in Section 5.23-6. The Advisory Committee shall elect its own officers and may establish rules for its own organization and procedures.

SEC. 5.23-6. SUNSET DATE.

Unless extended by an ordinance adopted by the Board of Supervisors, this Article XXIII shall expire by operation of law, and the Advisory Committee shall terminate, on the date on which the Fund expires. Notwithstanding Rule 2.21 of the Board of Supervisors Rule of Order, which provides that advisory bodies created by the Board should sunset within three years, the Board intends the Advisory Committee to exist for longer than three years. After the expiration of the Advisory Committee, the City Attorney shall cause this Article XXIII to be removed from the Administrative Code.
Section 4. Effective Date. This ordinance shall become effective 30 days after enactment. Enactment occurs when the Mayor signs the ordinance, the Mayor returns the ordinance unsigned or does not sign the ordinance within ten days of receiving it, or the Board of Supervisors overrides the Mayor’s veto of the ordinance.

APPROVED AS TO FORM:
DENNIS J. HERRERA, City Attorney

By: ____________________________
    THOMAS J. OWEN
    Deputy City Attorney
Secondary Use Determination
(Proposed)

Date: November 3, 2015
Applicant: GSW Arena LLC
Site: Blocks 29-32, Mission Bay South Redevelopment Project Area

INTRODUCTION

GSW Arena LLC, an affiliate of the Golden State Warriors basketball team (“GSW”), has proposed to construct a multi-purpose event center (the “Event Center”), in addition to a variety of mixed uses, including office, retail, open space and structured parking (the “Project”), on an approximately 11-acre site on Blocks 29-32 (the “Property”) within the Mission Bay South Redevelopment Plan Area (the “Plan Area” or “Project Area”).

The Event Center would serve as the new venue for Golden State Warriors home games which, based on their current season schedule, would be anticipated to include 2-3 preseason games, 41 regular season games, and up to 16 post-season games, for up to approximately 60 total Golden State Warriors home games per year. In addition, to these games, the Event Center is anticipated to host approximately 160 other events per year including concerts, family shows, conventions, corporate events, and other sporting events. Anticipated attendance at events would range from 3,000 to 18,500. See Draft Subsequent Environmental Impact Report prepared for the Event Center Project (“GSW DSEIR”), page 3-39 [Table 3-3], for further information on event characteristics at the Event Center.

The Event Center would include a wide variety of uses, including spectator seating and suites, restaurants/bars and clubs, meeting rooms; spectator support facilities such as food service/kitchens, concessions, merchandising and restrooms; Golden State Warriors management offices, practice facility and locker rooms; command center and operations space for police/security, fire protection services and traffic control; media support facilities; and Event Center operation and maintenance areas. In addition to the Event Center, the Project includes two 11-story (160-foot tall) office and retail buildings; a 2-story (36-foot tall) commercial and retail building that also serves as the access way to parking facilities called the “gatehouse;” a 3-story (43-foot tall) “food hall” with stalls for vendors of food and artisanal goods; approximately 3.2 acres of open space, plazas and pedestrian pathways; and 3-levels (two below grade and one at street level) of enclosed on-site parking facilities and loading facilities. See GSW DSEIR, pages 3-15 to 3-20, for further discussion of the anticipated Project facilities and amenities.

Table 1 below identifies each of the above-described Project buildings and facilities and the use designations that cover each of the Project components, based on the Basic Concept/Schematic Design application for the Project, dated November 3, 2015. As demonstrated in Table 1, most Project buildings and facilities are principal permitted uses authorized on the Property pursuant to the Mission Bay South Redevelopment Plan (the “Plan”). Table 1 also identifies Project components that, as discussed further in these findings, are authorized secondary uses pursuant to the Plan.
### TABLE 1

<table>
<thead>
<tr>
<th>Project Component</th>
<th>Use Designation</th>
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<tr>
<td><strong>Event Center</strong></td>
<td><strong>Principal Uses:</strong></td>
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<tr>
<td></td>
<td>• Office Use (Golden State Warriors office space and meeting rooms)</td>
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<td>• Retail Sales and Services:</td>
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<td></td>
<td>- All retail sales and services including bars and aerobic studios (Event Center retail)</td>
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<tr>
<td></td>
<td>• Restaurants (Event Center food services)</td>
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<td>• Arts Activities (Event Center dance, music, dramatic art, video, graphic art, and related crafts and performance events as well as conventions of an artistic and cultural nature)</td>
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<td>• Art Spaces (Event Center when used as an art space similar to a studio, workshop, gallery, museum, or archive for events in which liquor is not sold)</td>
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<td>• Other Uses:</td>
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<td>• Outdoor Activity Area (Bayfront terrace)</td>
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<td><strong>Secondary Uses:</strong></td>
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<td></td>
<td>• Assembly and Entertainment</td>
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<td>- Nighttime Entertainment (Event Center assembly and entertainment uses not otherwise meeting the definition of an arts activity or art space)</td>
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<td>- Recreation Building (Event Center assembly and entertainment uses not otherwise meeting the definition of an arts activity or art space)</td>
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<td>• Other Uses</td>
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<td>- Public Structure (Event Center generally when not otherwise meeting the definition of an arts activity or art space)</td>
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<td>- Use of Nonindustrial Character (Event Center generally when not otherwise meeting the definition of an arts activity or art space)</td>
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<tr>
<td><strong>Office and Retail Buildings</strong></td>
<td><strong>Principal Use:</strong></td>
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<td></td>
<td>• Office Use</td>
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<td>• Retail Sales and Services:</td>
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<td>- All retail sales and services, including bars and aerobic studios</td>
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<td></td>
<td>• Restaurants</td>
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<tr>
<td><strong>Gatehouse &amp; Food Hall Buildings</strong></td>
<td><strong>Principal Uses:</strong></td>
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<td>• Office Use (Accessory)</td>
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<td>• Retail Sales and Services:</td>
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<td>- All retail sales and services, including bars and aerobic studios</td>
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<td>• Restaurants</td>
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<tr>
<td><strong>Parking and Loading Facilities</strong></td>
<td><strong>Principal Use:</strong></td>
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<td></td>
<td>• Other Uses:</td>
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<td>- Parking</td>
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<td><strong>Open Space Facilities</strong></td>
<td><strong>Principal Uses:</strong></td>
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<td>• Other Uses:</td>
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<td>- Open Recreation</td>
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<td>- Outdoor Activity Area</td>
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* The Event Center includes a variety of supporting uses including Golden State Warriors practice facility, Golden State Warriors office space and meeting rooms, an outdoor activity area called “bayfront terrace,” and Event Center food and retail space.
As set forth in the Plan, principal uses are permitted and do not require the Executive Director (“Director”) to authorize those uses based on written findings. With respect to secondary uses, the Plan provides the Office of Community Investment and Infrastructure (“OCII”) with the discretion to approve authorized secondary uses subject to the Director making a finding of consistency as required by Section 302 of the Plan. OCII’s authority over these land use matters is an exercise of state authority under the Community Redevelopment Law, Cal. Health & Safety Code §§ 33000 et seq., as amended by the Redevelopment Dissolution Law, Cal. Health & Safety Code §§ 34161 et seq., which requires OCII to implement and complete agreements that the California Department of Finance (“DOF”) has finally and conclusively determined to be enforceable obligations. See Letter, J. Howard, DOF, to T. Bohee, OCII (Jan. 24, 2014) (approving completion of the Mission Bay South Owner Participation Agreement between OCII and FOCIL-MB, LLC, as an enforceable obligation).

For the reasons set forth herein, as provided in Section 302 of the Plan, the Director hereby approves the Event Center as a secondary use as permitted under the Plan and finds the secondary use generally conforms with the redevelopment objectives and planning and design controls established under the Plan and is a use that, at the size and intensity contemplated and at the proposed location, will provide a development that is both necessary and desirable for, and compatible with, the neighborhood and the community.

**BACKGROUND**

Each of the land use districts included in the Plan sets forth general categories of secondary uses that may be permitted within the land use district. A secondary use allowed within a land use district may be developed subject to the conditions set forth Section 302 of the Plan. Specifically, Section 302 of the Plan provides as follows:

“Secondary uses shall be permitted in a particular land use district . . . 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.”

The Director, in consultation with OCII staff and after reviewing the Final Subsequent Environmental Impact Report (“FSEIR”), and the Major Phase and Combined Basic Concept and Schematic Designs (“BC/SD”) applications for the Project finds that the secondary uses included in the Project are both necessary and desirable for, and compatible with, the neighborhood or the community.1 In reaching this determination, the Director adopts the findings set forth below confirming (1) the Project is located in the Commercial Industrial / Retail land use district, (2) the Project uses that are not principally permitted uses constitute secondary uses authorized in the Commercial Industrial / Retail land use district, (3) the secondary uses generally conform with redevelopment objectives and planning and design controls established pursuant to this Plan, and (4) the Project, including its secondary uses, makes a positive contribution to the character of the Plan Area because, at the size and intensity contemplated and at the proposed location, it will provide a development that is both necessary and desirable for, and compatible with, the neighborhood or the community.

ANALYSIS

(1) The Project is located on Blocks 29-32 within the “Commercial Industrial / Retail” land use district, which permits a broad array of land uses under the Plan.

The Plan describes seven land use districts in the 238 acres of Plan Area: (a) Mission Bay South Residential, (b) Hotel, (c) Commercial Industrial, (d) Commercial Industrial / Retail, (e) University of California, San Francisco (“UCSF”), (f) Mission Bay South Public Facility, and (g) Mission Bay South Open Space. The “Commercial Industrial / Retail” land use district is located on the east side of Third Street and south of South Street. This district is described in Section 302.4 of the Plan and shown on Attachment 3 to the Plan. The district allows a large variety of uses. The “Commercial Industrial / Retail” land use district and the “Hotel” land use district are the only districts that permit “all retail sales and services” as opposed to “local-serving” retail sales and services (which is generally authorized in the Plan’s other land use districts). By authorizing “all retail sales and services” within the “Commercial Industrial / Retail” and the “Hotel” land use districts, OCII anticipated that these land use districts would include regional retail facilities and attractions. The “Commercial Industrial / Retail” land use district also includes an extensive list of general secondary uses to allow for broad flexibility of authorized land uses. This flexibility is warranted by the location of the “Commercial Industrial / Retail” land use district, which is situated along the southeast and southwest borders of the Plan area, and is adjacent to the Bay and to uses outside of the Plan area. Furthermore, the Commercial Industrial/ Retail land use district does not limit the size of any of the uses that are permitted as principal or secondary uses, subject to the overall development limitations of the Plan. Accordingly, the Plan provides for a wide array of potential uses to be permitted in this district to respond readily and appropriately to market conditions.

(2) Most components of the Project, including some uses at the Event Center constitute principal permitted uses under the Plan; the other uses qualify as a secondary use under several of the secondary use categories included in the “Commercial Industrial / Retail” land use district.

As illustrated above in Table 1, principal permitted uses included in the Project include office and retail uses that are located in the high-rise office and retail buildings, the gatehouse, food hall and Event Center; arts activities held at the Event Center such as dance, music, dramatic art, video, graphic art, and related performance events as well as convention events of a cultural nature; art spaces; open recreation and outdoor activity areas; and parking and loading facilities. In addition to these principal permitted uses, other Event Center uses are allowed as a secondary use as explained further below.

a. Assembly and Entertainment Secondary Use:

Section 302.4(B) authorizes Assembly and Entertainment secondary uses within the “Commercial Industrial / Retail” land use district. The Plan does not describe or define “assembly and entertainment,” however this term is interpreted by OCII to mean a location where a group of people gather for entertainment purposes. Within the “Commercial Industrial / Retail” land use district, the Plan identifies two subcategories of “Assembly and Entertainment” uses: “Nighttime Entertainment” and “Recreation Building.” (Plan, § 302.4(B).) As discussed further below both categories of “Assembly and Entertainment” uses are broad categories which permit development and operation of Event Center activities.
i. Nighttime Entertainment:

The Plan (Attachment 5 – Definitions) defines Nighttime Entertainment as “[a]n assembly and entertainment use that includes dance halls, discoteques, 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.” (Ibid.)

The Event Center is an “evening-oriented entertainment [use]… which requires… place of entertainment police permits which are not limited to non-amplified live entertainment….” Though the definition set forth in the Plan identifies certain venue-types included in the Nighttime Entertainment use category, the list is illustrative and not all-inclusive. Furthermore, the Event Center is found to be a similar evening-oriented entertainment activity as a dance hall, discotheque, nightclub, private club, or bar because, like those uses, the Event Center will generally offer alcoholic beverages, provide amplified live entertainment, and serve as a venue for assembly and entertainment events usually occurring in the evening. As discussed further in Part (2)(c) below, the Plan includes no size limitation for Nighttime Entertainment Assembly and Entertainment secondary uses within the Commercial Industrial / Retail land use district. Moreover, as is evident throughout the City, dance halls, night clubs, and private clubs can be very large facilities or a complex of facilities. As such, OCII does not interpret the Plan as including a size limitation on nighttime entertainment uses.

Furthermore, the Nighttime Entertainment subcategory of Assembly and Entertainment does not prohibit a nighttime entertainment use from including daytime hours of operation. The Nighttime Entertainment subcategory of Assembly and Entertainment only requires the use be “evening-oriented.” As discussed in the GSW DSEIR, pp. 3-38 to 3-42, the majority of events anticipated at the Event Center would occur in the evening hours. Further, some events that would occur in the daytime, such as family shows, would be principally permitted as Arts Activities (such as Disney on Ice). For this reason, the Director finds the entertainment uses in the Event Center that seek a secondary use designation to be an “evening-oriented” use.

Accordingly, the Director finds that entertainment uses proposed at the Event Center that are not principal permitted art activity uses are Nighttime Entertainment uses and are therefore permitted secondary uses for the Property under the Plan as an Assembly and

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2 Under the Police Code, a Place of Entertainment Permit is required for premises to which patrons are admitted, which serves food and/or beverages for on-site consumption and where “Entertainment” is furnished or occurs upon the premises. As defined in Police Code Section 1060(g), “Entertainment” includes, among other things:

(1) Any act, play, review, pantomime, scene, song, dance act, song and dance act, or poetry recitation, conducted in or upon any premises to which patrons or members are admitted; and (2) the playing or use of any instrument capable of producing or used to produce musical or percussion sounds, including but not limited to, reed, brass, percussion, or string-like instruments, or karaoke, or recorded music presented by a live disc jockey on the premises. Such activities are the hallmark of any concert or family show, are likely to occur at convention and corporate events and will also occur during Golden State Warriors games.
Entertainment Use, subject to the necessary findings required by Section 302 of the Plan (as set forth in Sections (3) through (4) below).

ii. Recreation Building:

The Event Center is a building proposed to offer entertainment for the enjoyment of audiences. The Plan does not contain a definition of the term “Recreation;” however, this term commonly refers to leisure and entertainment activities including, but not limited to, athletic leisure activities including both the participation in, and observation of, athletic events. (See, e.g., Merriam-Webster.com. Merriam-Webster, n.d. Web. 16 Sept. 2015. <http://www.merriam-webster.com/dictionary/recreation> [defining “recreation” as “something people do to relax or have fun: activities done for enjoyment”].) OCII interprets “Recreation Building” as used in the Plan consistent with the usual definition of “Recreation” and, therefore, the Director finds that a “Recreation Building” includes buildings, like the Event Center, that provide leisure and entertainment activities.

Additionally, “recreation facilities” are discussed in the 1998 Mission Bay FSEIR. As explained in the 1998 Mission Bay FSEIR, “taking advantage of relatively undeveloped but close-in locations and excellent freeway access, the large recreation facilities in the Project Area use almost one-quarter of the open land area used by businesses.” (1998 Mission Bay FSEIR, p. V.C.4.) “[L]arge-scale recreation and retail activities” in the Plan area in 1998 included “[t]he Mission Bay Golf Center opened in 1992, using almost 300,000 square feet of land area (over 6 acres) for a driving range. A restaurant and retail shop have opened as sub-tenants of the center. An in-line hockey sports facility (Bladium) opened in 1995 west of Third Street just south of the Lefty O’Doul Bridge. Similar to the Esprit Outlet and the Golf Center, Bladium also offers retail and eating and drinking operations.” (Ibid.) Bladium occupied a lot of 310, 943 square feet. San Francisco Redevelopment Agency, Report to the Board for the Mission Bay South Redevelopment Project, Appendix D (Building Inventory), p. 13 (Aug. 1998). OCII envisioned that the total acreage of land dedicated to recreational facilities within the Plan Area would decrease as redevelopment occurred. However, OCII anticipated that new recreation uses would continue to be developed within the Plan Area and, for that reason, the Plan authorizes both outdoor “Open Recreation” and indoor “Recreation Building” uses.

The Event Center is a large recreation facility that will provide patrons with the opportunity to watch professional basketball and other sports events, and will offer food concessions for audiences and other users of the facility. As noted above and discussed further in Part (2)(c) below, the Plan includes no size limitation for secondary uses within the Commercial Industrial / Retail land use district.

For these reasons, the Director finds that the Event Center is a Recreation Building use within the plain meaning of that term, and therefore is a permitted secondary use for the Property under the Plan, subject to the necessary findings under Section 302 of the Plan (see Sections (3) through (4) below).
Secondary Use Findings- Blocks 29-32, Mission Bay South  
November 3, 2015

b. Other Uses:

Section 302.4(B) authorizes other secondary uses within the “Commercial Industrial / Retail” land use district including “public structures or uses of a nonindustrial character.” The Plan does not define either of these subcategories of other secondary uses. However, as discussed in further detail below, the Director finds that the Event Center qualifies as a secondary use both as a Public Structure and a Use of a Nonindustrial Character.

i. Public Structure

The term “public structure” is not defined in the Plan. The Director finds that “public structure” should be interpreted to cover facilities that provide public services to the community whether publicly and privately owned. The size and design of the Event Center will allow it to host various events that, due to venue constraints, could not currently be hosted at any other public or private venue in the City. Notably, the City’s Office of Economic and Workforce Development (“OEWD”) reports that the space constraints of existing City convention and meeting venues result in a significant loss of employment and financial benefits to the City. OEWD, Moscone Expansion Project: Fiscal Responsibility and Feasibility Report (Jan. 2013). The Event Center will serve as a new, civic landmark that will host a variety of entertainment, convention, conference, cultural, and civic events. Like other Public Structures within the City, including the publicly-owned Moscone Center as well as public and private museums within the City, the Event Center will typically charge admission to members of the public. The Director finds that the assessment of an admission fee does not change the public nature of a public structure such as the Moscone Center, a museum, or the Event Center. This determination is consistent with OCII precedent; for example, in approving the UCSF Medical Center the Executive Director found that it constituted a secondary use as a public structure notwithstanding those members of the public generally pay for medical services provided at the center.

Furthermore, as noted above and in Part (2)(c) below, the Plan includes no size limitation for secondary uses within the Commercial Industrial / Retail land use district.

For the above reasons, the Director finds that the Event Center qualifies as a Public Structure secondary use and therefore is a permitted secondary use for the Property under the Plan, subject to the necessary findings under Section 302 of the Plan (see Sections (3) through (4) below).

ii. Use of a Nonindustrial Character

As a secondary use, the Plan authorizes “uses of a nonindustrial character” generally. The Plan does not define these uses. As described in the 1998 Mission Bay FSEIR, under the Plan “[t]he Project Area would change from an underdeveloped industrial area with large swaths of vacant land, to a fully developed mixed use urban area, with about 30,000 employees and about 11,000 residents.” (1998 Mission Bay FSEIR, p. II.6.) In order to facilitate this change from an underdeveloped industrial area to a mixed use urban area, the Plan broadly authorizes “uses of a nonindustrial character” within the Commercial Industrial / Retail land use district subject, as with all secondary uses, to the Director making necessary findings. The Event Center is not an industrial use and is consistent with the objective to transition Mission Bay from an underdeveloped industrial area with large swaths of vacant land to a fully developed mixed use urban area. The Project will also generate thousands of construction and permanent jobs that will make a substantial
Secondary Use Findings- Blocks 29-32, Mission Bay South  
November 3, 2015

contribution towards the Plan Area goal to provide employment opportunities for 30,000 people.

Furthermore, as noted above and in Part (2)(c) below, the Plan includes no size limitation for secondary uses, such as Uses of a Nonindustrial Character within the Commercial Industrial / Retail land use district.

For the above reasons, the Director finds that the Event Center qualifies as a Use of a Nonindustrial Character secondary use and therefore is a permitted secondary use for the Property under the Plan, subject to the necessary findings under Section 302 of the Plan (see Sections (3) through (4) below).

c. The Commercial Industrial / Retail land use district does not restrict the size of an authorized principal or secondary use.

The Plan does not limit the permitted size of secondary uses authorized in the Commercial Industrial / Retail land use district. Where the Plan intends to limit the size of a use, the Plan expressly includes such a size limitation. For example, in the Mission Bay South Residential land use district only “small” residential care, social service / philanthropic, and vocational / job training facilities are permitted. (Plan, p. 9.) No such size limitations are included for any primary or secondary use permitted within the Commercial Industrial / Retail land use district. Additionally, as the Commercial Industrial / Retail land use district permits “all retail sales and services” and not just “local-serving retail,” the Plan contemplates that large regional facilities could be developed in this land use district.

The Plan includes general limitations on overall development, such as the limitation of 5,000,000 leasable square feet within Zone A of the Mission Bay South Redevelopment area, which is the area where the Project is proposed. A staff review of leasable square footage authorized or built to date in Zone A shows that the Project, if approved, will not exceed any of the development limitations in the Plan. Memorandum, Sally Oerth, OCII, Deputy Director, to Tiffany Bohee, OCII, Executive Director, Re: “Review of square footage limitations applicable to the Golden State Warriors Event Center and Mixed-Use Project” (Oct. 27, 2015) (“Square Footage Memorandum”). (See also GSW DSEIR, pp. 4-5 to 4-6.) Therefore, the size of the Project is consistent with the Plan’s general limitation on the amount of overall Plan Area development.

(3) The Event Center generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan.

To authorize a secondary use, the Director must consider whether a proposed secondary use “generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan.” (Plan, § 302.) “General conformity” does not require a determination that a project is fully consistent with every redevelopment objective and planning and design control. (Clover Valley Foundation v. City of Rocklin (2011) 197 Cal. App. 4th 200, 238 [“A given project need not be in perfect conformity with each and every general plan policy.”].) The Plan requires the Director to consider redevelopment objectives and planning and design controls collectively to determine whether, on the whole, a secondary use “generally conforms.” (Save Our Peninsula Committee v. Monterey County Bd. of Supervisors (2001) 87 Cal.App.4th 99, 142 [“the governmental agency must be allowed to weigh and balance the plan’s policies when applying them, and it has broad discretion to construe its policies in light of the plan’s purposes”].) In undertaking this evaluation, OCII must consider whether the proposed project is “‘in agreement or harmony with’ the terms of the applicable plan, not in rigid conformity with every detail thereof.” (San Franciscans Upholding Downtown Plan v. City and County of San Francisco (2002) 102 Cal.App.4th 656, 678, quoting Sequoyah Hills Homeowners Assn. v. City of Oakland (1993) 23 Cal.App.4th 704, 718.)
The Director has undertaken this “general conformity” review for the Project and its secondary uses. The Director finds that, while the Project promotes some redevelopment objectives and planning and design controls more directly than others, the Project promotes critical redevelopment objectives relating to blight and economic development and, in consideration of all the benefits of the Project and its proposed secondary uses, concludes the Project generally conforms with redevelopment objectives and planning and design controls established pursuant to this Plan. The Director’s determination of general conformity with redevelopment objectives and planning and design controls is accorded “broad deference.” (Ross v. California Coastal Com. (2011) 199 Cal.App.4th 900, 930; see also Building Industry Assn. of Central California v. County of Stanislaus (2010) 190 Cal.App.4th 582, 591 [“A local entity's land use determination is accorded substantial judicial deference.”]; Citizens for Planning Responsibly v. County of San Luis Obispo (2009) 176 Cal.App.4th 357, 373 [discussing the local agencies ‘“wide-ranging discretion’ endowed by the Constitution with respect to formulating basic land use policy”].)

As discussed above, the Plan does not require the Director to individually evaluate each redevelopment objective listed in Section 103 and make a general conformity determination with respect to each individual objective. However, to further support the Director’s finding of general conformity, Section 3.1 below includes a brief analysis illustrating that the Project generally conforms with each redevelopment objective listed in Section 103 of the Plan. Sections 3.2 and 3.3, in turn, include additional analysis supporting the conclusion that the Project and its secondary uses also generally conform with planning objectives and policies included in Section 104 of the Plan as well as the Design for Development for the Mission Bay South Project Area (“D for D”).

a. The Event Center generally conforms with the redevelopment objectives listed in Section 103 of the Plan as described below.

i. 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.

The Director finds that the Event Center generally conforms to this Major Objective. The location of the Project on Blocks 29-32 has not been redeveloped since the adoption of the Plan in 1998. At that time, the Property was the site of a large concrete batching plant (Bode Gravel Co.) and several dilapidated industrial and garage buildings, which were incompatible land uses for the Commercial Industrial/Retail land use district and were subsequently demolished. See San Francisco Redevelopment Agency, Report to the Board for the Mission Bay South Redevelopment Project, Appendix D (Building Inventory), pp. 48-52 (Aug. 1998). The Event Center will improve underutilized blocks within the Plan Area and will provide substantial economic benefits within the Plan Area.

The Event Center will provide San Francisco with a state-of-the-art and world-class multi-purpose event center that meets NBA requirements for sports facilities and can be used year-round for sporting events and entertainment and convention purposes with events ranging in capacity from approximately 3,000-18,500. The Event Center will thus attract those events which currently bypass San Francisco due to the current lack of a world class facility in the City. In addition to the Event Center, the Project includes a mix of office use, retail, and open space that will promote visitor activity and interest during times when the Event Center is not in use, and provide amenities to visitors of the Event Center as well as the surrounding neighborhood. The Project will provide
substantial tax revenue available for OCII to support the construction of affordable housing, parks and open space, and critical utility, water quality, and transportation infrastructure. The Project will generate thousands of jobs for residents of Mission Bay and the City of San Francisco area during both construction and operation.

The current undeveloped site is incompatible with the existing land uses in the area. Development of the Project will correct this deficiency and, as discussed further in Section (4) below, will be compatible with surrounding land uses. Furthermore, while development of the Project will result in some significant and unavoidable environmental impacts as addressed in the Project’s FSEIR, the Director finds that development of the Project will correct environmental deficiencies in the Plan area. Specifically, through complying with the MMRP for the 1998 Mission Bay FSEIR and the MMRP for the Project, the Project will not only implement all feasible mitigation measures to address environmental impacts caused or contributed to by the Project but will also help to address existing environmental deficiencies in the Plan Area consistent with this Objective.

ii. 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.

The Director finds that the Event Center generally conforms to this Major Objective, which has been substantially fulfilled through the development of a 43 acre research campus for UCSF in the UCSF land use district under the Plan. The Property is not included in this district and was not contemplated to be developed as part of the UCSF Long Range Development Plan. The Project will not interfere with the objective to accommodate the 2,650,000 square feet academic and research activities associated with UCSF within the Plan Area. The Director also finds that the Project, including its retail uses, restaurants, and open space, would contribute vitality to Mission Bay’s street life and activate its pedestrian realms, which the Director finds would generally benefit the employees, students, and visitors that use the UCSF campus.

iii. Assembling land into parcels suitable for modern, integrated development with improved pedestrian and vehicular circulation in the Plan Area.

The Director finds that the Project generally conforms to this Major Objective. The Project includes a state of the art sports and entertainment venue that will qualify for gold certification under the Leadership in Energy and Environmental Design (“LEED”) standard and that meets, among other things, the criteria for an “environmental leadership development project” under the Jobs and Economic Improvement Through Environmental Leadership act of 2011. Additionally, the Project includes expanded Mission Bay TMA shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay South. These additional shuttle services would be an integrated part of the Mission Bay TMA network and would continue to be free of charge for all residents and employees in Mission Bay, regardless of their origin or destination. (GSW DSEIR, p. 5.2-51.)
As discussed in the Project’s FSEIR, the Project results in less than significant pedestrian impacts after implementation of Mitigation Measures M-TR-6, M-TR-8, and M-TR-22. While the Project would result in several significant and unavoidable vehicular transportation impacts, these impacts are not caused by the manner in which the parcels are assembled for the Project. Moreover, as discussed in the GSW DSEIR (pp. 3-36 to 3-38) the Project includes a number of off-site roadway network and curb regulations, transit network, pedestrian and bicycle network improvements in the project site vicinity, including, but not limited to, roadway restriping, intersection signalization, on-street parking, new perimeter sidewalks, bicycle lanes, signage and other improvements that will benefit the Plan Area.

iv. Replanning, redesigning and developing undeveloped and underdeveloped areas which are improperly utilized.

The Director finds that the Event Center generally conforms to this Major Objective. As described in the GSW DSEIR (p. 3-10), the Property is currently undeveloped, a portion of it is used as a surface parking lot, and a chain link fence surrounds its perimeter. Therefore, the Director finds that the Property is underutilized and that the Project would replan, redesign, and redevelop the Property consistent with this objective.

v. Providing flexibility in the development of the Plan Area to respond readily and appropriately to market conditions.

The Director finds that the Event Center generally conforms to this Major Objective. The Plan generally, and the Commercial Industrial / Retail land use district specifically, provides broad categories of uses that are intended to provide OCII with substantial flexibility in developing the Plan Area to respond readily and appropriately to market conditions. The Project is an example of the type of project that, although not specifically contemplated in 1998 when the Plan was enacted, is nevertheless consistent with the Plan’s vision to create a vibrant and diverse mixed use urban area that includes among other uses office, retail, recreation, and assembly and entertainment uses. The Project constitutes an appropriate and important response to market conditions because the City currently lacks a venue, like the Event Center, capable of hosting a similar diverse array of sports, artistic, and other assembly and entertainment events. Notably, the City’s Office of Economic and Workforce Development (“OEWD”) reports that the space constraints of existing City convention and meeting venues result in a significant loss of employment and financial benefits to the City. OEWD, Moscone Expansion Project: Fiscal Responsibility and Feasibility Report (Jan. 2013). Significantly, the Project is privately-financed and will generate substantial amounts of property tax revenues that will be dedicated to public infrastructure and affordable housing costs. The successful completion of the Plan Area is dependent on these types of economically feasible land uses that will provide the revenues to repay the bonded indebtedness used to build the public infrastructure contemplated in the 1998 Mission Bay FSEIR for the area.

vi. Providing opportunities for participation by owners in the redevelopment of their properties.

The Director finds that the Event Center generally conforms to this Major Objective. On October 9, 2015, GSW Arena LLC acquired the property from the prior owner, Bay Jacaranda 2932, LLC (an affiliate of salesforce.com). In accordance with terms of an Assignment, Assumption and Release agreement between GSW Arena LLC, Bay
Jacaranda 2932 and OCII, GSW Arena LLC assumed all applicable obligations under the Mission Bay South Owners Participation Agreement related to Blocks 29-32. Approval of the Project would allow GSW Arena LLC the opportunity to participate in the development of its property through the ability to develop an economically feasible project that meets its mission and desires within the context of the overall Plan.

vii. 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.

The Director finds that the Project generally conform to this Major Objective through their future generation of significant amounts of property tax revenues that are contractually obligated to pay for affordable housing under the Mission Bay South Owner Participation Agreement and the Mission Bay South Tax Increment Allocation Pledge Agreement between OCII and the City and County of San Francisco. OCII has a remaining financial obligation to develop over 500 units of affordable housing in Mission Bay South at several sites dedicated to affordable housing in the Plan Area. The Plan Area’s property tax revenues are a significant source of funding. The Property itself is not one of the sites dedicated to housing because it is located within the Commercial Industrial / Retail land use district, where residential uses are not authorized. Therefore, development of the Project does not develop land within the Plan Area that may otherwise be available for residential uses and does not interfere with residential uses, which are located in other land use districts.

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

The Director finds that the Event Center generally conforms to this Major Objective. The Project includes retail and commercial uses that will strengthen the economic base in the Plan Area, as described in Section 3.1 (a) above. The Project is also consistent with the total leasable square footages anticipated within the Plan Area for the reasons set forth in the Square Footage Memorandum. (See also GSW DSEIR, pp. 4-5 to 4-6.)

ix. 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.

The Director finds that the Event Center generally conforms to this Major Objective through its transportation, safety, and site improvements. Specifically, as discussed more fully in Chapter 5.2 of the GSW DSEIR, as part of the Project, and through implementation of mitigation measures and improvement measures described in the FSEIR, the Project will improve physical transportation infrastructure adjacent to the
Secondary Use Findings- Blocks 29-32, Mission Bay South
November 3, 2015

project site - including travel lanes, sidewalks, bicycle lanes, traffic signals, and light rail platform. The Project will also improve transit services through expansion of the Mission Bay TMA shuttle system, provision of the Muni Special Event Transit Service Plan, and implementation of a Transportation Management Plan (TMP). The TMP provides for, among other things, pre-event and post-event operation of the curbs adjacent to the project site to accommodate shuttles stops, and taxi zone, and private vehicle and TNC passenger loading/unloading zones. The TMP also includes Transportation Demand Management (TDM) strategies designed to reduce use of single-occupant vehicles and to increase the use of rideshare, transit, bicycle, and walk modes for trips by employees and visitors to and from the project site. The TMP is summarized on GSW DSEIR pp. 5.2-55 – 5.2-69, and the entire document is included as GSW DSEIR Appendix TMP. As described on GSW DSEIR p. 5.2-55, the TMP is a working document that would be expanded and refined over time by the project sponsor and City agencies involved in implementing the plan.

As discussed in the Project’s GSW FSEIR, with limited exceptions, the majority of traffic associated with the Project will occur in the evening or on weekends and, therefore, the Director finds the Project generally will not interfere with transportation access to commercial and industrial uses within the Plan Area during regular business hours. Moreover, the area surrounding the Project has already been substantially built out with commercial industrial and other uses. Construction of the Project would develop one of the few remaining vacant and underutilized parcels in this area. In doing so, the Project would secure the Property, increase the diversity of uses in the area, contribute towards creating an attractive and interesting urban environment, and reduce the need for Plan Area residents and employees to drive to reach retail, food, and recreation resources. For these reasons, the Director finds that the Project complements the existing commercial-industrial sectors and residential areas that have developed under the Plan’s mixed-use objectives. The Director further finds that the continued development of the mixed-use nature of the Plan Area will enhance the areas desirability as an area for City residents to both live and work.

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

The Director finds that the Event Center generally conforms to this Major Objective. Development of the Project includes implementation of several improvements to the existing public transit network near the Property. Furthermore, the Project requires implementation of a Transportation Management Plan that is designed to increase the use of rideshare, transit, bicycle, and walk modes for trips to and from the Project. As discussed in Chapter 5.2 of the GSW DSEIR, the Project would result in transit demand exceeding existing capacity during some large weekday evening events at the Event Center and days in which events overlap with San Francisco Giants games at AT&T Park. However, the Director finds that with the exception of days with large or overlapping events, demand will generally not exceed capacity after development of the Project. The Director finds further that the Project generally conforms with this objective by encouraging and facilitating the use of public transit to travel to and within the Plan Area. The Project also facilitates public transit opportunities by providing expanded Mission Bay TMA shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay South.
xi. Providing land in an amount of approximately 41 acres for a variety of publicly accessible open spaces.

The Director finds that the Event Center generally conforms to this Major Objective. The Event Center will not impede the development of the 41 acres of publicly accessible open space required under the Plan. In fact, the Event Center will enhance this objective by providing additional open space of approximately 3.2 acres on the Property, including a proposed Third Street Plaza on the west side of the project site between the Event Center and Third Street, and a proposed ground-level Southeast Plaza in the southeastern corner of the site. These plazas would be connected by a pedestrian ramp wrapping around the exterior of the north and eastern sides of the Event Center. On the east side of the Event Center, the pedestrian path would offer a “bayfront overlook” to provide eastward views across the Bay. Another pedestrian path would wrap around the southwest portion of the Event Center.

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

The Director finds that the Event Center generally conforms to this Major Objective. OCII did not envision that Blocks 29-32 would remain underutilized (and in its current state) nearly two decades after the Plan was adopted. Indeed, previous proposals to develop the Property have not succeeded. See Redevelopment Agency Commission Resolution No. 97-2011 (Sep. 9, 2011) and Nos. 10-2012, 11-2012, 12-2012, 13-2012, and 14-2012 (Jan. 31, 2012) (approving major phase application and design documents for Salesforce.com campus on Property). The Director finds that the Project proposes an expeditious construction schedule and will assist in achieving Plan objectives in an efficient manner.

Furthermore, San Francisco Ordinance No. 215-12 (Oct. 4, 2012) delegates to OCII and the OCII Commission the authority to act in place of the former redevelopment agency to implement, modify, enforce and complete surviving redevelopment projects including the Mission Bay South Redevelopment Project. Redevelopment Dissolution Law requires OCII to fulfill its enforceable obligations, such as the Mission Bay South OPA, and “expeditiously wind down the affairs of the redevelopment agency.” Cal Health & Safety Code § 34177 (h). To implement Redevelopment Dissolution Law, Ordinance No. 215-12 authorizes the OCII Commission to “take any action that the Redevelopment Dissolution Law requires or authorizes on behalf of the Successor Agency and any other action that the Commission deems appropriate consistent with the Redevelopment Dissolution Law to comply with such obligations.” Approval of the Project is consistent with the Redevelopment Dissolution Law and Ordinance No. 215-12 and will facilitate the wind down of the Mission Bay South Redevelopment Project.

b. The Event Center generally conforms with the planning objectives and policies in Section 104 of the Plan.

Section 302 of the Plan requires the Director’s finding of consistency to consider general conformity with redevelopment objectives and planning and design controls. Section 103 of the Plan sets forth the “redevelopment plan objectives.” Section 104 of the Plan includes planning objectives and policies that are separate from the Plan’s redevelopment objectives. Section 104 planning objectives and policies are intended to provide further guidance for development within the Plan Area. Section 302 of the Plan does not require the Director to consider general conformity with these Section 104 planning objectives and policies as part of the Director’s secondary use findings. Moreover, unlike Section 103 redevelopment objectives, Section 104 provides that the Plan should implement the planning objectives and policies only to the extent feasible.
Nevertheless, the Director finds that, in addition to meeting the redevelopment objectives under Section 103 of the Plan, the Project generally conforms to the planning objectives and policies in Section 104 of the Plan. Some Section 104 planning objectives and policies are not directly applicable to the Project such as neighborhood environment planning objectives and policies which address the development of new residential neighborhoods within the Plan Area and not non-residential developments such as the Project. With respect to Section 104 planning objectives and policies that are not directly applicable to the Project, the Director finds that the Project does not interfere with OCII’s ability to generally conform with those objectives and policies. With respect to Section 104 planning objectives and policies that are relevant to the Project, the Director finds that the Project generally conforms to planning objectives and policies included in Section 104. A brief discussion of the Project’s general conformity with land use, urban design, recreation and open space, commerce and industry, and transportation planning objectives and policies is set forth below.

i. The Event Center generally conforms with land use planning objectives.

The Director finds that the Project, including the Event Center, provides a diverse array of uses including office, retail, entertainment, recreation and community facilities. The Director finds these uses will complement the existing business, institution and residential uses within the Plan Area and assist in achieving the Plan’s objective to create a vibrant mixed-use urban community. The Director finds further that while the Project is easily accessible from surrounding residences and businesses, the Property’s location is well suited for the Project because it is located on the east side of 3rd Street which provides a reasonable buffer between the Project and the Mission Bay Residential and UCSF land use districts.

ii. The Event Center generally conforms with the urban design planning objectives.

The Director finds one important characteristic of San Francisco’s development pattern is that a substantial portion of the waterfront is developed with community oriented civic, entertainment, and open space uses that draw residents and visitors to waterfront areas of the City. The Project, including the Event Center, is consistent with this development pattern and will create an iconic Mission Bay attraction near the waterfront. The Director finds further that, in consideration of surrounding development, including the 8-story UCSF parking structure and 14-story UCSF Hearst Tower, the Project’s scale is appropriate and compatible with adjacent development. Finally, the Director finds that the Project’s tallest buildings are located on the west side of the Property furthest from the Bay and that heights appropriately step down towards Bayfront Park and the Bay.

iii. The Event Center generally conforms with recreation and open space planning objectives.

The Director finds the Project makes a positive and significant contribution toward recreation and open space opportunities within the Plan Area. The Project includes approximately 3.2 acres of open space and provides public views looking toward the Bay and Downtown San Francisco. Additionally, as discussed in Section 2(a)(ii) above, the Event Center constitutes a Recreation Building and, therefore, the Project will offer significant indoor recreation opportunities to patrons in addition to the 3.2 acres of open space providing outdoor activity and open recreation amenities.

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3 See also Memorandum, S. Oerth, Deputy Director, to T.Bohee, Executive Director, re: “Applicability of Certain Redevelopment Plan Land Use Provisions to the Event Center Project.” (Oct. 27, 2015).
iv. The Event Center generally conforms with commerce and industry planning objectives.

The Director finds the Project will enhance and diversify the economic base in the Mission Bay South, substantially expand employment opportunities within the Plan Area, and provide an important resource for the City by developing a multi-purpose Event Center capable of hosting a variety of events, some of which could not be hosted at other existing venue within the City due to size or logistical constraints.

v. The Event Center generally conforms with transportation planning objectives.

While many of the Section 104 transportation planning objectives and policies concern development of the street system within the Plan Area and not the subsequent development of land use projects within the Plan Area, the Director finds that the Project generally conforms with relevant transportation planning objectives and policies in Section 104. As is common with development within San Francisco, and urbanized areas generally, the FSEIR acknowledges that the Project will result in project-specific and cumulative transportation impacts particularly during days in which large events and events that overlap with San Francisco Giants games at AT&T Park are held. However, such impacts do not require the Director to find that the Project does not generally conform with transportation planning objectives and policies in Section 104 of the Plan. The Plan, and 1998 Mission Bay FSEIR, allows for and includes a redevelopment objective to promote the development of 5,000,000 leasable square feet within Zone A of the Mission Bay South Redevelopment area. Providing for this development will necessarily result in traffic increases and additional demand for transit resources.

The Director finds that the Project generally conforms with transportation planning objectives and policies in Section 104 because it is designed and proposed in a manner that makes efficient use of the Plan Area’s street system and transit resources, and provides for various improvements to the street and transit network in the Plan Area. The majority of events at the Event Center will be held in the evening or on weekends and, as a result, the Project will generate the greatest traffic impacts after business hours, which reduces potential conflicts with commercial, industrial, and institutional operations in the Plan Area. Furthermore, OCII, the City, and the project sponsor have been working with UCSF and neighbors to develop a Local / Hospital Access Plan in order to further address concerns related to local access in the Mission Bay area. In addition, the Project will facilitate public transit opportunities by providing expanded Mission Bay TMA shuttle service to increase frequency of, and the number of stops offered by, the shuttle service in Mission Bay South.

c. The Event Center generally conforms to the planning and design controls established pursuant to the Plan.

i. The Event Center conforms with the Redevelopment Plan’s land use standards.

The Plan establishes the “basic land use controls within which specific redevelopment activities in the Plan Area will be pursued.” (Plan, § 101) The Plan’s land use controls govern all other planning and design controls, including the Design for Development for the Mission Bay South Project Area (“D for D”).
Section 302 of the Plan requires that a secondary use generally conform with the Plan’s planning and design controls. The Event Center conforms with these planning and design controls, which are primarily set forth in Section 304 of the Plan, the Land Use Map (Attachment 3 to the Plan), and the Zone Map (Attachment 3a to the Plan). The Land Use Map provides the location of Plan Area boundaries and land use districts. Section 304 (General Controls and Limitations) of the Plan establishes, among other things, the number of permitted buildings and dwelling units, open space requirements, and limitations on type, size and height of buildings. In particular, Section 304.5 establishes the overall amount of leasable square footage that can be developed in each of several land use districts, floor area ratios, and a maximum height of 160 feet; it also provides that “[t]he type of buildings may be as permitted in the Building Code as in effect from time to time.” The Zone Map, in conjunction with Section 304 of the Plan, allocates the amount of square footage that may be developed by zone.

The Event Center is within the maximum development program outlined in the Plan. Consisting of a single building of approximately 487,939 leasable square feet and not more than 135 feet at its highest point, the Event Center conforms to the Plan’s size and height limitations, including the maximum 5,000,000 square feet of leasable space permitted in the aggregate in “Zone A” of the Plan Area, the maximum floor area ratio of 2.9:1 permitted in the aggregate for blocks designated Commercial Industrial/Retail, and the 160 feet height limitation.

ii. The Event Center generally conforms with the D for D Design Standards and Guidelines.

In addition to its conformity with the Plan, the Event Center also generally conforms to the planning and design controls in the D for D, which provide ancillary design standards and guidelines that must be consistent with the Plan and the objectives described above.

The D for D guidelines emphasize four key concepts that work together to provide a “flexible urban design framework” for all elements of design and construction in the Plan Area. These concepts are: 1) an urban street grid to allow for the transformation of an industrial district; 2) view corridors to connect Mission Bay to the Bay and downtown; 3) an open space network linked visually and physically to invite intensive use; and 4) interesting urban scale buildings to establish a building edge along primary streets. (D for D, p. 47.) As will be discussed below, the Event Center generally conforms to these concepts and to the more specific objectives of the Commercial Industrial Design Guidelines, which provide that the commercial uses within the Commercial Industrial Retail zone are intended to complement the planned UCSF research campus and contribute to the mixed-use vibrancy of the Mission Bay community. “The guidelines encourage an active and visually interesting pedestrian environment and building placement and character that will give the commercial areas a distinctive identity and one that will complement the overall visual perception of Mission Bay.” (D for D, p. 73.)

The Event Center fits within the D for D’s urban design framework because its design features include the following: 1) The Event Center’s location will respect the

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4 See Square Footage Memorandum.

5 As explained above at pp. 10-11, “general conformity” does not require strict compliance with all of the specific standards in the D for D, but rather consistency with the purposes and objectives underlying those standards.

6 The D for D states: “In the event of any conflict between this Design for Development and the Redevelopment Plan, the Redevelopment Plan provisions shall control.” (D for D, p. 7.)
established Mission Bay street grid, as it will be placed between South Street and 16th Street, and along Terry Francois Boulevard, immediately across from the proposed Bayfront Park. Public access through the Project will be provided from each surrounding intersection and from each frontage, with continuous pedestrian throughways encircling the entire Event Center. 2) Pedestrian rights-of-way will provide view corridors, will be incorporated on all four sides of the Project, and will be aligned with the existing north-south axis formed by Bridgeview and Illinois Streets, and with the existing east-west axis across Third Street. The Event Center and its gatehouse structure will be centered at the terminus of the east-west view corridor along Campus Way, which originates on the UCSF campus. As a view-corridor terminus, the Event Center will serve as a district landmark and City-wide reference. 3) The Event Center’s location on the site and its circular shape will result in enhanced, publicly-accessible open spaces on the land surrounding it, from which expanded views from Mission Bay to the waterfront will be offered. These open spaces will build on the Mission Bay open space network by integrating and expanding the parks that will be constructed along the waterfront. 4) Finally, the Event Center’s unique, rounded shape in the context of other structures on the northern, southern and western frontages will create a strong, interesting and legible city-edge near the waterfront.

Besides addressing the D for D’s overall goals, the Event Center also generally conforms with many of the specific design standards and guidelines.

   a. The Event Center generally conforms with the D for D’s Maximum Development standards.

   The Event Center is proposed for Blocks 29-32 and is located in the Commercial Industrial/ Retail District, as shown on Map 2 of the D for D, and in Height Zone 5 (“HZ-5”), as shown on Map 4 of the D for D. In the HZ-5 area, the D for D provides that a maximum of 942,200 square feet of net area of land may be developed. This standard for maximum development is distinct from the Plan’s limits on the amount of leasable floor area that is allocated to various areas in the Plan Area and that, as noted above, the Event Center satisfies. The Event Center will use approximately 129,026 square feet of Developable Area and the entire Project will use 228,917 square feet of Developable Area, leaving approximately 713,283 square feet for other projects in HZ-5.

   The standards for HZ-5 also provide controls for the amount of Developable Area at base height, midrise height and tower height (as a percentage of Developable Area), bulk standards and the number, location, and separation of towers. Of the total of 942,200 square feet of Developable Area in HZ-5, 93 percent of the area may be developed

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7 Notably, the Mission Bay street grid illustrated in the Plan and D for D is not exact and may vary. See Notes (Attachment 3, Redevelopment Land Use Map) and D for D (Map 3) (Plan Boundary, Development Block and Street Grid Map). See also Section 3.c.ii.hh, below (The Event Center conforms with the D for D’s standards for Street System).

8 Map 2 (Land Use Plan) of the D for D and Attachment 3 (Redevelopment Land Use Map) of the Plan are identical.

9 In general, Developable Area refers to the footprint of buildings and Leasable Floor Area refers to building space occupied by and benefiting occupants.

10 See Square Footage Memorandum.
with buildings at the base height of 90 feet; 7 percent of the area may be developed with buildings at the tower height of 160 feet. With a height of 135 feet and a maximum diagonal plan dimension of 600 feet, the Event Center does not meet D for D standards but nonetheless satisfies the Design Guidelines describing the standards.

The D for D establishes 90 feet as the predominant height of commercial buildings, but also encourages taller buildings to “mark significant areas along Third Street, Sixteenth Street, and the Freeway (e.g. major intersections, transit stops, and gateways), reinforce major destinations and elements within Mission Bay, and preserve, frame and enhance views and view corridors.” (D for D, p. 78.) In addition the D for D objectives call for buildings that “result in a new, attractive view element as seen from nearby vantage points,” the clustering of taller buildings “to establish a distinctive and memorable skyline which reinforces activity and density patterns,” and a “variety in buildings heights, massing, and building articulation . . . to promote visual variety and reduce the scale of development.” (D for D, p. 78.) In particular, building heights should “promote visual interest and modulate the scale of development, especially along the Bayfront. Strong horizontal and vertical elements also serve to modulate the scale of development and create interesting streetscapes for pedestrians.” (D for D, p. 82.) The Event Center conforms with all of these Design Guidelines.

The Event Center building will contribute toward the variety of building heights, massing and building articulation for the site and will provide a new, attractive view element as seen from nearby vantage points. The frontage along Bayfront Park will be open and inviting and will avoid the homogenous and unrelieved facades that are discouraged in the Architectural Details Design Guidelines. Other characteristics of the building design are discussed in the View Corridors (and Building Architecture) section below.

In addition to the open space provided on-site, the Event Center would encourage public engagement with off-site open space in the Plan Area by drawing patrons and visitors to Mission Bay for basketball games and other events, and by creating a view terrace overlooking the proposed Bayfront Park and the Bay beyond, which terrace would be open to the public.

The proposed development pattern remains consistent with the general intent of the D for D that locates the Project’s tallest buildings on the west side of the Property furthest from the Bay and appropriately steps the building height on the site as toward Bayfront Park and the Bay. In addition, the proposed heights, in consideration of surrounding development, including the 8-story UCSF parking structure and 14-story UCSF Hearst Tower, are appropriate and compatible with adjacent development.

In certain limited instances, the OCII Commission will consider approval of amendments to the D for D where needed to achieve the above-described objectives for a unique building, such as the Event
The proposed D for D amendments define the Event Center’s height as part of the developable area for base height buildings, amend bulk limitations to allow a diagonal plan dimension of 600 feet for an Event Center and amend tower separation requirements to provide a minimum of 40 feet between a tower and an Event Center. These amendments, however, remain consistent with the Plan and the overall redevelopment objectives and planning and design controls established pursuant to this Plan. By defining the Event Center as a base height building, a more interesting variety of heights can be achieved within the Project site and even within the Event Center building itself, which fronts several raised open spaces or adjacent retail areas of varying elevations and only reads uninterrupted from grade to roof along its 16th Street frontage. The Event Center height and bulk as implemented through the Project design contributes to the mixed-use vibrancy of the Mission Bay Community, encourages an active and visually interesting pedestrian environment and building placement and character that will give the area a distinctive identity, all in conformance with the Design Guidelines.

b. The Event Center generally conforms with the D for D’s Setback standards.

Under the D for D, the Commercial/Industrial districts, including Blocks 29 and 31, has the following applicable setback requirements:

- 5’ setback on east side from Mission Rock to Mariposa Street.
- 20’ setback on north side of 16th Street from Terry Francois to Owens.

The Event Center is generally consistent with the D for D standards for setbacks. While the proposed D for D amendments would permit minor encroachments within this setback in a few places along the north side of 16th Street between Terry Francois Blvd and Third Street in order to accommodate the curved façade of the event center and master planning of Blocks 29-32, the amendments require that a minimum average of 20’ be provided along that frontage, which is generally consistent with this standard. The resulting location and form for the Event Center building benefits the project and neighborhood in several key ways: first, by adding variety and visual interest along 16th Street where the Event Center meets grade closer to the property line; second, by enabling construction of a below-grade loading dock to preserve pleasant streetside visuals and absorb regular noise-generating activities; and third, by maintaining room on the northeast side of the

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11 OCII will consider other amendments to the D for D that do not relate to this Secondary Use Determination, but rather that relate to principal uses. For example, a proposed D for D amendments reallocates one of the 25 towers authorized under the existing D for D from HZ-2 to HZ-5, but does not increase the D for D authorization for total number of towers within the Plan Area. This reallocation does exceed the maximum development standards for leasable square footage. See Memorandum, S. Oerth, Deputy Director, to T.Bohee, Executive Director, re: “Applicability of Certain Redevelopment Plan Land Use Provisions to the Event Center Project.” (Oct. 27, 2015).
property for a generously sized Food Hall to serve the neighborhood’s shopping and entertainment needs. The curvature of the Event Center form, which necessitates the minor encroachment into the 16th Street setback, also allows a net increase in the amount of open space for pedestrian circulation and queuing along the 16th Street property line as the curve pulls further from the street.

The Event Center generally conforms with the D for D’s Lot Coverage and Streetwall standards.

c. Under the D for D, the Commercial/Industrial districts has no maximum lot coverage requirement, but is subject to the following applicable streetwall requirements:

- Minimum length: 70% of block length frontage required for streetwalls along primary streets (including 3rd and 16th).
- Minimum height: 15 feet
- Maximum height: Not to exceed 90’ except for mid-rise and towers
- Corner Zone conditions: At all intersections along primary streets (including the intersection of 3rd and 16th), buildings must be built to streetwall at all corners for a distance of 50’. Corner entries are exempted. The height of buildings at corner may be no less than 15 feet.
- Projections: Architectural projections over a street, alley, park, or plaza shall provide a minimum of 8 feet of vertical clearance from the sidewalk or other surface above which it is situated.

The diverse urban character achieved in the Plan Area as a result of the D for D setback and streetwall requirements would be maintained by the Event Center, which meets grade in a strong architectural statement along one portion of 16th Street and steps down to the more pedestrian-friendly scale of the bike valet entry along another portion of the same frontage. The pedestrian pathway entry and retail terrace located at the intersection of 16th Street and Illinois Street support the sense of mixed scale and activities, assisted by the activation of the property line through the Food Hall located in the northeast portion of the site and dynamic, pedestrian oriented open spaces and passageways surrounding, and leading from the public street to, the Event Center. The Event Center would meet the Street Frontage Commercial Industrial Design Guidelines by encouraging variety within the streetwall and visual relief for Bayfront Park along Terry Francois Boulevard, and create variations from the streetwall to create open space, pedestrian circulation space and landscaping areas.

d. The Event Center generally conforms with the D for D’s Open Space standards.
The Design Guidelines encourage the development of publicly-accessible open spaces at ground level and pedestrian walkways within commercial development. The Design Guidelines also encourage walkways to mid-block open spaces or courtyards and, where feasible, walkways designed in relation to local serving retail such as cafes and to the public open space network. (D for D, p. 75.) The Event Center conforms to these Design Guidelines.

The Project will include approximately 3.2 acres of publicly accessible open space areas that will be comprised of two primary plazas (one along Third Street and one at the southeast corner of the site) and additional paved and/or landscaped areas. The one-acre Main Plaza is raised eight feet above the Third Street sidewalk (sloping imperceptibly up to the Event Center Main Entrance). The Main Plaza has been designed with flexibility in mind to accommodate the range of programming, and as a result, the design includes large-scale moveable occupiable planters that can be rearranged. The center oval shaped lawn area is designed to be similarly flexible and the center lawn can be replaced with wood, ice, and other surfaces to accommodate various types of events.

The smaller 25,000-square foot Southeast Plaza at the corner of Terry A. Francois Boulevard and 16th Street leads into the secondary entrance to the Event Center. A 300-space bicycle valet facility is located on this plaza, and an additional overflow, temporary bicycle corral could be located in this plaza for larger events.

In addition to the plazas, there are private green roofs on top of the two office buildings and public walkways that wrap around the exterior of the north and eastern-sides of the Event Center to connect the Main Plaza to the Food Hall, bayfront overlook, main concourse entry, Bayfront Terrace exterior entry, and 16th Street.

The open spaces will also serve to move people to and from the Event Center events in an organized manner, allowing for adequate staging areas to avoid spilling of pedestrians onto the surrounding streets. Pedestrians and patrons may walk from one Event Center entry to another via the pedestrian path that curves along the Event Center’s northern side, bringing patrons past retail and potential art or lighting installations as they rise from an elevation of approximately 10 feet to 26 feet above grade along a gentle slope. Additional access around the building includes a walk along the 16th Street sidewalk and landscaped setback area, and passage through the walkway connecting 16th Street midblock with the Main Plaza along Third Street. Both the walkway and the pedestrian path terminate at the Main Plaza to the northwest, and the Southeast Plaza to the southeast, thereby creating a continuous network of programmed or passive public spaces.

e. The Event Center generally conforms to the D for D’s standards for Sunlight Access to Open Space.

Additional shadow analysis pursuant to the D for D is not required unless, as a part of the specific project application, the applicant seeks a
variance from the D for D’s Design Standards establishing the shape and location of buildings. A project for which an exception is sought may not create additional areas of public open space, including Bayfront Park, which is adjacent to the Blocks 29-32, in continuous shadow for periods of one hour, using the methodology described in the D for D.

Sunlight access and shadow analysis of the Project was prepared for, and discussed in, Appendix WS of the GSW DSEIR. The GSW FSEIR concluded that if the Project were completed, the area of Bayfront Park that would be in continuous shadow for a period of one hour from March to September between 10am and 4pm would be “well under 20 percent,” the threshold established by the D for D. The GSW FSEIR concluded that the entire Project, including the Event Center building itself, would be in conformance with the sunlight and shadow requirements of the D for D.

f. The Event Center generally conforms with the D for D’s standards for Wind Analysis.

The D for D requires wind review for all projects that include buildings over 100 feet in height. Wind tunnel testing may also be required for these buildings unless a qualified wind consultant, with concurrence by OCII, determines that the exposure, massing, and orientation of the building are such that adverse wind impacts will not occur. Wind analysis is conducted to assess wind conditions for projects in conjunction with the anticipated pattern of development on surrounding blocks.

The Buildings would exceed 100’ in height, and therefore wind tunnel testing and wind analysis would be required under the D for D. Two wind analyses were performed for the entire Project in connection with, and discussed in, the DSEIR (the “DSEIR Wind Analysis”) and the Responses to Comments to the DSEIR (the “RTC Wind Analysis”). The RTC Wind Analysis considered the Project as developed with the proposed mitigation measures, including design measures to reduce or avoid wind impacts, incorporated into the FSEIR. The RTC Wind Analysis also found that the number of off-site study points at which wind speed would exceed the wind hazard criterion would be reduced. The DSEIR Wind Analysis also found that the Project would result in a reduction of so-called “wind comfort” criteria, including the average of wind speeds exceeded 10 percent of the time, the average percentage of time the wind speed would exceed the pedestrian comfort criterion, and the number of exceedances of the pedestrian comfort criterion at off-site public areas.

The GSW FSEIR concluded that the design modifications to the Project would reduce wind impacts to less than significant, as verified by wind tunnel testing. The Event Center fully conforms with the D for D Standards for wind.

g. The Event Center generally conforms with the D for D’s standards for View Corridors (and Building Architecture).
The D for D Design Guidelines generally provide that no building or portion thereof may block a view corridor (which follow street alignments and are defined by Map 3 of the D for D), but allow for view corridors, in a few locations, to terminate in buildings where the “termination points are important architectural opportunities and . . . designed in a [manner] that reflects their importance.” (D for D, p. 74.) The Event Center represents an “important architectural opportunity” that conforms to this Design Guideline.

The view corridors established by the Mission Bay street grid (Campus Lane to the west, Bridgeview Way to the north) would terminate at the Event Center. These view corridors will provide the public with a visual termination point of the Event Center that will be an iconic and architecturally significant public landmark. As a terminus of the view corridor, the Event Center would provide a dramatic and visually interesting focal point and furthers many of the Commercial Industrial Guidelines regarding Architectural Detail.

The Event Center would be a unique circular shape that stands apart from the traditional building forms in the Plan Area. Further, the Event Center would maximize visual contrast within the building form by utilizing at least four primary building materials (glass, metal, wood, concrete) on the facade and locating entrances and visual points of interest and landscaping at varied intervals around the Event Center exterior. A dramatic proscenium archway at the southeast corner entry, an activated pedestrian pathway adjacent to the Food Hall proposed as part of the larger mixed-use development, and small retail kiosks and seating terraces below the cantilevered Bayfront Terrace would provide additional visual variety to the drum shaped curves that characterize the Event Center. Finally, the Event Center would incorporate multi-layered open space of varied elevations (including street level, plaza level and grand connecting stairways), an iconic public forecourt and activated pedestrian walkways that are visually interesting and achieve on-site circulation and porosity, all as required by the amended Commercial Industrial Guidelines.

As an architecturally significant building with an array of inviting open spaces, the Event Center will serve to draw visitors and residents toward the site and would honor the spirit of the Mission Bay street grid system by providing opportunities to view the Bay that are unparalleled in the Plan Area, including the elevated view terrace located on the cantilevered Bayfront Terrace and overlooking the Bayfront Park and the Bay beyond. Further, the Event Center would draw many more members of the public to the Plan Area, allowing a greater number of people to experience and enjoy the Bay, the shoreline parks and the Mission Bay open space, contributing to an ultimate objective of the Mission Bay view corridors system.

The Event Center generally conforms with the D for D’s standards for Street System.
Both the Plan (Attachment 3, Redevelopment Land Use Map) and the
D for D (Map 3, Plan Boundary, Development Block and Street Grid
Map) illustrate the Mission Bay South street grid system, but both
documents provide flexibility regarding specific street alignments. The
Plan states that “[s]treet alignments . . . are not exact and are indicated
for illustrative purposes.” (Plan, Attachment 3, p. 41.) The D for D
states: “Specific roadway locations and alignments may vary.”
Significantly, the D for D Design Guidelines encourage the
development of publicly-accessible open space and walkways to
enhance the pedestrian experience in the Commercial Industrial area.
(D for D, p. 75.)

To accommodate the Event Center building within the varas located on
Blocks 29-32, proposed D for D Amendments permit the
reconfiguration of the on-site vara so long as the overall site design
provides roughly equivalent privately-owned, publically accessible
pedestrian access and open space.

The Event Center will reconfigure the on-site varas that are illustrated
in the Plan and D for D to provide roughly equivalent privately-owned
but publically accessible pedestrian access and open space. The Project
will provide approximately 139,000 gross square footage of open space
on-site, compared to the approximately 102,000 gross square footage
that would have been occupied by the vara streets. With this
reconfiguration and the resulting increase in the amount of on-site open
space and pedestrian access, the Event Center generally conforms to the
intent of the existing D for D.

iii. The Event Center generally conforms with the D for D’s Parking standards.

The D for D parking standards provide a maximum/minimum of 1 space per 1,000
square feet for commercial industrial use. The proposed Project will meet all
applicable parking requirements under the existing D for D except that the Event
Center will provide 1 space for each 50 seats, or 360 parking spaces (approximately 1
space per 1,500 square feet).12 In addition, a proposed amendment to the D for D
establishes that offsite parking facilities may be used to satisfy some portion of the
parking requirements for the Project, provided that the entrances to the offsite parking
facilities are located within 300 feet of the Project entrance. Because the Event Center
will be used most frequently for nighttime use, the proposed D for D amendments also

12 The other D for D parking requirements with which the Project complies include: parking
for retail uses must be screened from view of pedestrians; the ratio of compact spaces to standard size
spaces is 50%; minimum size requirements for parking spaces are 127.5 square feet for compact and
160 square feet for standard size cars; retail uses have a maximum of one space for each 500 square
feet of gross floor area up to 20,000 square feet; and restaurant uses (exceeding 5000 square feet of
occupied floor area) have a maximum of one space for each 200 square feet of gross floor area; and
one secure bicycle parking space must be provided for every 20 vehicular parking spaces.
allow on-site parking to be shared among on-site uses (for example, without limitation, parking spaces provided for daytime office use may be used by the Event Center on nights and weekends). Together with the implementation of the Transportation Management Plan that is proposed as part of the project operations to reduce use of single-occupant vehicles accessing the site, the proposed parking ratio for the Event Center at 1 space per 50 seats is appropriate and generally conforms with the intent of the existing D for D and fully complies with the D for D as amended.

iv. The Event Center generally conforms with the D for D’s Loading standards.

- The D for D permits multi-parcel developments to aggregate the number of loading spaces, does not set a maximum number of loading spaces, and includes the following off-street loading space requirements:
  - Commercial uses with a gross floor area above 500,000 square feet have three spaces, plus one for each additional 400,000 square feet.
  - Retail uses with a gross floor area over 100,000 square feet have three spaces, plus one for each additional 80,000 square feet.
  - Service and loading docks must be screened from streets and adjacent uses. Loading spaces may be aggregated for multi-parcel developments. The dimensions of loading spaces must be at least 10’ wide by 35’ long by 14’ high, and loading areas and all refuse storage and dumpsters must be enclosed within structures and out of view from pedestrian areas.
  - The Event Center’s seven loading spaces conform with the D for D.

v. The Event Center generally conforms with the D for D’s Signage standards.

The D for D provides that OCII may require submission of a uniform signage program that it will consider as part of the design review process. OCII will require the Event Center developer to submit a comprehensive signage program for (1) Event Center signage; (2) signage for the retail and restaurant frontages facing the publicly accessible private open spaces (consisting of the Plaza, Pedestrian Path, 16th Street ramp and the Bayfront Overlook); and (3) wayfinding signage plans for pedestrians and for vehicular movement within the parking garage and the periphery of the proposed development on Blocks 29 through 32. OCII will review the signage program as part of the ongoing design review process that will include review and approval of Design Development documents and final construction drawings. This process for review of signage generally conforms with the D for D. The proposed D for D amendments will allow OCII, in its discretion, to consider flashing signs, moving signs, roof signs, and business signs above ½ of the base height of the building.

(4) The Project, including the Event Center, will make a positive contribution to the character of the Plan Area because, at the size and intensity contemplated and at the proposed location, will provide a development that is both necessary and desirable for, and compatible with, the neighborhood or the community.

a. The Event Center will make a positive contribution to the character of the Plan Area.

The Director hereby finds that development of the Event Center on the Property, as a secondary use, will make a positive contribution to the character of the Plan Area. The Event Center will be
a lively and vibrant use of a currently vacant, in-fill site, building upon and greatly enhancing the urban character of and diversity of uses in the burgeoning Mission Bay neighborhood. The Event Center would constitute a unique amenity in the Mission Bay neighborhood as the City’s first ever multi-purpose indoor event center, attracting a rich diversity of live events including sporting events, concerts, family shows, cultural events, conferences and conventions. Furthermore, through the creation of a substantial public plaza and the maintenance of sweeping view corridors, the Event Center would enhance the existing open space system within Mission Bay.

b. The size of the Event Center is appropriate for the Property and Mission Bay.

As discussed above, where the Plan intended to limit the size of an authorized use, the Plan does so. (See, e.g., Plan, p. 9 [authorizing “Small social service” facilities in the Mission Bay South Residential land use district].) The Plan does not limit the size of any of the uses included in the Project. The Property is located in the Commercial Industrial / Retail land use district, which is one of the Plan’s most diverse and intense land use districts. The Director finds that the location of the Property on the east side of 3rd Street creates a natural buffer between the Project and the majority of the Plan Area’s residential uses, which makes it an ideal location within the Plan Area for a project of this size. Finally, the Project is consistent with the overall development size limitations within the Plan Area. (See Square Footage Memorandum.) For these reasons, the Director finds that the Project is consistent with development square footage limitations set forth in the Plan and that the size of the Project is appropriate for the Property.

c. The intensity of the Event Center use is appropriate for Property and Mission Bay.

The Director hereby finds that the intensity of the Event Center is appropriate for the Property and the Mission Bay. Current uses within the Plan Area are heavily focused on employment-generating uses that generally operate during normal business hours. As a result, the Plan Area is highly active during business hours but due to the limited amount of existing housing in the Plan Area and limited existing retail, cultural, and entertainment amenities, the intensity of uses within the Plan Area outside of normal business hours is minimal. With a majority of events anticipated to be held during evening and weekend hours, the Event Center would contribute vitality to Mission Bay’s street life and activate its pedestrian realms particularly during nighttime hours. Therefore, the Project would bring an intensity of nighttime uses to the Plan Area that is commensurate with the existing intensity during business hours and, as such, makes the Plan Area a more desirable area in which to live and work.

d. The Event Center is both necessary and desirable to achieve the Plan’s goals and objectives for the Mission Bay community and the neighborhood surrounding the Property.

The Director hereby finds that the development of the Event Center on the Property, as a secondary use, is necessary and desirable for the neighborhood and the community. The Director finds the Event Center is necessary in that it will provide significant economic benefits to the Plan Area. By creating thousands of construction and permanent jobs that will pay prevailing and living wages, the Event Center will provide significant economic opportunities to the residents of Mission Bay and the greater San Francisco community. The Project facilitates the buildout of the Plan Area as a diverse and economically prosperous mixed-use area consistent with the objectives of the Plan. Additionally, the Director finds the Event Center is desirable because it will provide a venue for events (many of which must be held outside the City limits currently due to the absence of a suitable site) and expands entertainment and leisure opportunities for the residents of both Mission Bay and the City as a whole. As a destination for both residents and visitors, the Event Center would also draw patrons to the existing and future retail establishments and open space amenities in Mission Bay.
e. The Event Center is compatible with the Mission Bay community and the neighborhood surrounding the Property.

The Director also finds that development of the Event Center on the Property is compatible with the neighborhood and the community. The Property is an urban in-fill site in the Plan’s diverse and intense Commercial Industrial / Retail land use district. Mission Bay is, by design, home to a wide variety of uses, making it an accommodating location for an Event Center. Among the wide variety of existing and currently proposed uses that are permitted in the immediate area are public open space to the east, office space and parking to the north, office and parking to the west, hospital to the southwest and office (including medical and scientific offices) to the south. Nearly all of the surrounding uses are day-time oriented, whereas the Event Center would be used for events most often during the evening hours. The Event Center would help to activate the site and the greater Plan Area during currently under-utilized times of day, complementing the existing uses in the area.

Most events at the Event Center would be held during nighttime and evening hours, when other uses in the vicinity of the Property are less intensive, including the adjacent commercial uses, medical offices, and the UCSF Medical Center. Use of the Event Center would not preclude operation of the adjacent uses. Mission Bay is also well served by public transportation, including access to Caltrans, Muni, and several bus lines.

A number of commenters have expressed concern that the Event Center is not compatible with the UCSF Medical Center. The UCSF Medical Center was approved as a secondary use under the “other uses” category of secondary uses because the Director determined it constituted a “public structure” (as a hospital operated by the University of California) and a “non-industrial use” (as a hospital that does not include manufacturing, warehousing, or distribution of goods). As discussed above, Plan objectives include “[c]reat[ing] a vibrant urban community in Mission Bay South which incorporates a variety of uses including medical research, office, business services, retail, entertainment, hotel, light industrial, education, utility, housing, recreation and open space, and community facilities.” (Plan, p. 3 [Land Use Objective 1].) Consistent with this objective, the Director believe the Plan’s use compatibility criteria must be interpreted in a manner that promotes the development of a variety of uses within the Plan Area. OCII understands that views differ on issues of compatibility. However, if a more narrow interpretation of compatibility was endorsed by OCII, then the goals to create a diverse mixed-use community would be hindered. The Director believes a narrow interpretation of compatibility is particularly inappropriate where the question before OCII is whether one secondary use (UCSF Medical Center) is inconsistent with another secondary use (the Event Center).

Finally, the Director finds that the FSEIR demonstrates the UCSF Medical Center and Event Center can operate successfully and safely together. The FSEIR includes a number of measures to ensure compatibility with the neighborhood and community. These measures include the adoption of a Transportation Management Plan, a copy of which is incorporated herein by reference, and adoption of site management practices, as further described in Section 3.6.2 of the FSEIR. These practices are designed to minimize effects from the Event Center and associated event patrons on surrounding land uses, including noise impacts. Furthermore, on October 7, 2015, a memorandum of understanding was entered between GSW and UCSF relating to the Project. In consideration of various commitments made by GSW to address certain traffic concerns, UCSF agreed to “actively and publicly support… the entitlement and construction of the Project.” (See October 7, 2015 MOU between GSW and UCSF, pp. 2-3.) For all of these reasons, the Director finds that the Event Center is compatible with the UCSF Medical Center as well as other existing residences and businesses in the Plan area.
APPROVAL

For the reasons set forth above, the Executive Director determines that the Event Center is a permitted secondary use under Section 302 and 302.4 of the Plan. In making this Secondary Use Determination, the Executive Director: 1) has considered Commission Resolution No. _____, making certain CEQA findings and adopting a statement of overriding considerations, mitigation measures and a mitigation monitoring and reporting program, which resolution is incorporated herein by this reference; 2) finds and determines that the Secondary Use Determination is within the scope of the Project analyzed in the FSEIR; and 3) conditions this Secondary Use Determination on (a) compliance with conditions adopted in the OCII resolution approving the major phase and basic concept/schematic design applications for the GSW Event Center and Project; and (b) compliance with the Mitigation Monitoring and Reporting Program, including Improvement Measurements, adopted in connection with the Final Subsequent EIR, a copy of which is attached hereto as Exhibit ___, including, without limitation, compliance with the Transportation Management Plan, which is attached hereto as Exhibit ___.

Approved on _______

________________________
Tiffany Bohee
Executive Director
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* Full SBE credit is granted to joint ventures and associations where the SBE partner performs at least 35% of the joint venture or association agreement.

** Ethnicity and/or gender data were gathered from third-party sources and presented for informational purposes only. Such data have not been verified.
The following are biographies of SBE consultants holding the ten largest contracts by dollar value. Please refer to Attachment D for contract values.

**MEI Architects**

Established in 2003, MEI Architects is a San Francisco-based practice committed to delivering quality design to the community. Over the past ten years they have delivered sensitive design, excellent construction documents, and responsive construction administration services to their clients. San Francisco projects include the SF General Hospital and Trauma Center, Chinese Hospital Replacement Facility, and San Francisco International Airport Secure Corridor, as well as the Polytrauma Aquatic Center in Palo Alto.

**YamaMar Design**

Founded in 2005 by architects David Yama, AIA LEED AP, and Karen Mar, RA, YamaMar Design is a full service architecture firm with experience in residential, commercial, institutional and event related projects. YamaMar helps guide their clients through all phases of design and construction. San Francisco projects include the Mexican Museum, Tehama Lofts, and Textainer Offices. Other notable projects include St. Helena Hospital in Napa, and the Swatch Olympic Pavilion in Atlanta.

**AE3 Partners**

Formed from the merger of three existing firms in 2007, AE3 Partners is currently a 25-person practice with offices in San Francisco, Oakland, Los Angeles, Kansas City and Atlanta. AE3 Partners is an integrated practice that provides architecture, engineering, construction management and real estate services. Their practice areas include multi-residential, civic, institutional, transportation, education and healthcare projects for public sector agency clients, corporate clients, and private developers. San Francisco projects include Hunters Point Shipyard Phase 1 Blocks 56-57, Mission Bay Block 3West, and St. Anthony Foundation Phases I and II, as well as the South Central Los Angeles Regional Center.

**Merrill Morris Partners**

Merrill Morris Partners (MMP) was founded in San Francisco in 1980 and is a woman-owned Landscape Architecture Firm. They support an outstanding team of individuals whom have extensive experience providing landscape architectural services under the purview of the OCII. MMP is known for capabilities in working with diverse groups, and bridging private, agency and community interests. MMP is a strong advocate for incorporating green design principles into all projects. They maintain a diverse portfolio of project types serving both public clients and the private development community. San Francisco projects include Alice Griffith Blocks 2 & 4 (public housing rebuild), the Alexandria Mission Bay Parking Structure, Mission & 10th Street Family & Senior housing towers (developed by Mercy of California), and San Francisco International Airport Bayfront Park. Other notable projects include the Pacific Shores Center Campus in Redwood City and the SVBX Milpitas BART Station.

**SJ Engineers**

SJ Engineers was established in San Francisco in March 1984 and has a current staff of twelve people. The firm is a 100% minority owned consulting firm offering engineering services in the field of
mechanical, plumbing and fire protection. They have extensive and diverse experience in public, residential, commercial, industrial, medical, institutional, and recreational facilities, for both new and remodel work. SJ Engineers has successfully completed more than 30 major projects that involved OCII and City of San Francisco. Their most relevant San Francisco projects include the Yerba Buena Gardens Entertainment Retail Center/Sony Metreon, Yerba Buena Tower CB1/Four Seasons Hotel, and Yerba Buena Gardens Children’s Center.

**Meyers+ Engineers**

Meyers+ Engineers was founded in San Francisco in November 2014 by Randy Meyers after a career spanning 37 years. His most recent positions include Senior Vice President, regional leader of engineering for HOK and Executive Vice President of WSP Group in San Francisco for 29 years. Past experiences include the Transbay Transit Center and the San Francisco 49ers Stadium.

**Smith Fause & McDonald Inc. (SFMI)**

Smith, Fause & McDonald, Inc. was founded in San Francisco in 1986 to provide engineering services in the areas of acoustics and audiovisual systems. Core clientele include institutional and public sector clients involved in the construction or renovation of multi-use and complex facilities, including San Francisco City Hall, San Francisco Public Utilities Commission Headquarters, Public Safety Building in Mission Bay, and San Francisco International Airport data center.

**OLMM Consulting Engineers**

OLMM has been in business in San Francisco since 1986. OLMM Consulting Engineers is a highly regarded and well-established structural engineering firm with offices in San Francisco and Oakland. OLMM provides complete structural design, seismic analysis, and retrofit design services to both public and private sector clients. San Francisco projects include Terminal 2 at San Francisco International Airport, San Francisco Main Library, and Contemporary Jewish Museum.

**Divis Consulting Inc.**

Divis Consulting was formed in San Francisco in 2004 and incorporated in 2007 to provide project management, engineering, construction observation, and subsurface investigation services as both a subconsultant to geotechnical engineering firms and as a prime consultant to individuals and private/public entities. Divis Consulting’s experience includes multi-family housing, mid to high rise commercial, infrastructure, public facilities and medical facilities. San Francisco projects include Mission Bay Block 1 and Transbay Block 8.

**Pritchard Peck Lighting**

Pritchard Peck Lighting was established in San Francisco in 2011 by Jody Pritchard and Kristin Peck with the intent on building a team of talented professionals who seek to elevate the practice and deliver a fresh and accessible perspective on lighting design. Both women provide a creative approach to problem solving with a strong aptitude for technology. Their San Francisco portfolio include Transbay Block 9, 160 Folsom, Transbay Block 1, Pinterest, and ACT Strand Theater.