MEMORANDUM

TO: Community Investment and Infrastructure Commissioners

FROM: Tiffany Bohee
Executive Director

SUBJECT: Adopting environmental review findings pursuant to the California Environmental Quality Act, and conditionally approving a Major Phase Application for a residential project on Block 55 East and West with HPS Development Co. LP., generally bounded by Hudson Avenue on the eastern boundary and by Kirkwood Avenue on the western boundary of Hilltop Sub-phase area, for 66 housing units at the Hunters Point Shipyard Phase 1, together with 1) a report on the Schedule of Performance, 2) a Major Phase and Project Housing Data Table, 3) combined Basic Conceptual and Schematic Designs, and 4) the Vertical Disposition and Development Agreement; Hunters Point Shipyard Project Area

EXECUTIVE SUMMARY

The agreement implementing the first phase of redevelopment of the Hunters Point Shipyard ("Shipyard") is the Phase 1 Disposition and Development Agreement ("Phase 1 DDA"), between the Office of Community Investment and Infrastructure or "OCII" as successor to the San Francisco Redevelopment Agency ("SFRA") and HPS Development Co, LP ("Lennar" or the "Developer"). The Phase 1 development program includes the construction of infrastructure, parks, and housing. Under the Phase 1 DDA Lennar is required to build the infrastructure and parks, and then sell land to various vertical developers, either Lennar affiliates or third-parties including Bayview Hunters Point-based developers and contractors called Community Builders, to build housing and/or retail.

The Phase 1 DDA includes a process for vertical developers to receive development approvals in Phase 1 of the Shipyard called a "Major Phase Application." Under a Major Phase Application, vertical developers are required to submit overall plans for one or more development blocks. In the Major Phase Application vertical developers propose a development program, including a form Vertical Disposition and Development Agreement or "Vertical DDA," on file with the Secretary of the Commission, and specific architectural designs for buildings, in this case a combined Basic Conceptual and Schematic Designs ("Schematic Design," Attachment 1). The Vertical DDA describes development rights and responsibilities of vertical developers.

This Major Phase Application is for Block 55 and includes approximately 66 units of for-sale housing, five percent or three units of which will be below market rate ("BMR") units at 80 percent of Area Median Income ("AMI") in accordance with the Phase 1 DDA.

OCII staff has determined that the Major Phase Application is complete, is consistent with the Phase 1 DDA and the horizontal schedule of performance, the Hunters Point Shipyard Redevelopment Plan (the "Plan") and the Phase 1 Design for Development ("D for D").
Staff recommends approving the Major Phase Application for a residential project on Block 55, at the Hunters Point Shipyard Phase 1, including a) Schedule of Performance Report, b) a Major Phase and Project Housing Data Table, and c) a combined Basic Conceptual and Schematic Design, and d) form of Vertical Disposition and Development Agreement; Hunters Point Shipyard Redevelopment Project Area.

BACKGROUND

Hunters Point Shipyard and Candlestick Point Overview and Summary

The Hunters Point Shipyard and Candlestick Point areas (together the “Project”) are comprised of approximately 780 acres along the long-neglected waterfront lands of southeastern San Francisco (See Attachment 1, Major Phase Application Map, Page 7). These lands will be developed and transformed into productive areas for jobs, parks, and housing, including affordable housing through public-private partnerships as required by the Shipyard Disposition and Development Agreements (“DDAs”) with OCI. The Project will be implemented in two phases by affiliated but separate developers managed by Lennar under separate DDAs.

The Project will deliver over 12,000 new homes, approximately 32 percent of which will be below market rate and will include the rebuilding of the Alice Griffith public housing development consistent with the City’s HOPE SF program, up to 3 million square feet of research and development space, and more than 350 acres of new parks in the southeast portion of San Francisco. In total, the Project will generate over $6 billion of new economic activity to the City, more than 12,000 permanent jobs, hundreds of new construction jobs each year, new community facilities, new transit infrastructure, and provide approximately $90 million in community benefits. The Project’s full build out will occur over 20 to 30 years, but over 1,000 units of housing and 26 acres of parks will be completed over the next five years in the first phase of the Shipyard.

Phase 1 Development Program

In December 2003, the SFRA Commission approved the Phase 1 DDA with Lennar. The Phase 1 DDA has been amended six times since its approval in 2003. The SFRA Commission authorized; 1) on April 5, 2005, a First Amendment to the Phase 1 DDA; 2) on October 17, 2006, a Second Amendment to the Phase 1 DDA; 3) on August 5, 2008, a Third Amendment to the DDA; 4) on August 19, 2008, a Fourth Amendment to the Phase 1 DDA; 5) on November 30, 2009 a Fifth Amendment to the Phase 1 DDA; and 6) and on December 19, 2012 the Commission approved a Sixth Amendment to the Phase 1 DDA.

The Phase 1 DDA obligates Lennar to construct the infrastructure necessary to support the total vertical development of 1,498 housing units in the Phase 1 development and 26 acres of open space and parks. The Phase 1 development is well underway (70-80 percent of the horizontal infrastructure construction is complete) and the Phase 2 entitlements are fully in place. Now, Lennar is planning to directly construct Block 55.
Phase 1 Affordable Housing
Under the Phase 1 DDA, a minimum of 27 and a maximum of 40 percent of all the 1,498 Phase 1 units will be affordable (the maximum 40 percent will be achieved if OCIII exercises its right to purchase additional units for affordable housing). Within this total, at least 10.5 percent of the 1,280 private vertical developer units (approximately 134 units) constructed by vertical developers will be affordable to households earning no more than 80 percent of AMI, which in 2014 is $77,700 per year for a family of four. Of the 1,498 Phase 1 units, 218 will be OCIII subsidized affordable units at 50 percent of AMI, which in 2014 is $53,400 per year for a family of four.

In accordance with the Sixth Amendment to the Phase 1 DDA, the Developer shall have the right to determine the number of Inclusionary Units to be located in each Residential Project as long as the number of Inclusionary Units is no less than five percent and no more than 20 percent of the total number of Residential Units in each Residential Project. For purposes of calculating the number of Inclusionary Units, any fraction equal to or greater than one-half are rounded up to the nearest whole number and any fraction less than one-half are rounded down to the nearest whole number.

This rounding down over the course of the previous Major Phase approvals has created a deficit of one Inclusionary Unit in Phase 1. The Sixth Amendment to the Phase 1 DDA also states that at 300th, 600th, 900th and the 1200th Residential Unit to be transferred by the Developer to a Vertical Developer, at least 10.5 percent of the aggregate number of all of Residential Units in Phase 1 must be Inclusionary Units.

The 300th Residential Unit will be transferred by the Developer to a Vertical Developer on the Block 52 Residential Project. The Major Phase for Block 52 was approved by the Commission on July 1, 2014 and needs to be amended to include this one additional Inclusionary Unit to reach the aggregate 10.5 percent Inclusionary Unit mark at this 300th Residential Unit milestone.

Block 55 Affordable Housing
The proposed Block 55 development plan includes approximately 66 units of for-sale housing, three units (five percent) of which will be BMR units at 80 percent of AMI in accordance with the Phase 1 DDA. The proposed allocation of the affordable units is consistent with the Phase 1 DDA. The affordable units provide a bedroom mix that is comparable to the market-rate units, providing a mixture of three-bedroom and two-bedroom plus den units. The units are distributed on 3 of the 7 buildings.

The Developer is proposing to develop the Project as for-sale housing; therefore any affordable units would be sold through OCIII’s Limited Equity Program. Final pricing of the affordable units will be determined closer to the marketing of the units based on the then current AMI and other factors including homeowner association dues. However, for reference the Developer is currently marketing units affordable at 80 percent AMI in Blocks 50 and 51 and those Limited Equity Program sales prices start at approximately $170,000 for a one-bedroom to $246,000 for a two-bedroom. The location and floor plans of the seven affordable units are depicted on pages 12 through 14 of the attached Schematic Designs and are also detailed below on Table 1, Development Summary.
DISCUSSION

Summary of Major Phase Application

The Phase 1 DDA includes a Major Phase Application process for vertical developers to receive development approvals in Phase 1 of the Shipyard. Under a Major Phase Application, vertical developers are required to submit overall plans for one or more development blocks.

This Major Phase Application includes:

a) A Schedule of Performance Report regarding compliance with the horizontal Schedule of Performance that identifies any deferred infrastructure (the deferred infrastructure is the asphalt concrete wearing surface, plantings, irrigation heads, street furniture, driveways, and sidewalks) that will be completed as part of the Major Phase Application. All of the non-deferred infrastructure has been installed and completed and the deferred infrastructure will be coordinated with the vertical construction schedule to prevent damage to items like trees and sidewalks from machinery (see Schedule of Performance Report, Attachment 4).

b) Major Phase and Housing Data Tables that detail the overall development program including for example, the number of units proposed, the number, location and size of affordable units, whether the project is residential or includes other land uses, and parcel acreage. Lennar proposes to construct 66 residential units, seven of which will be affordable, in seven separate buildings and on two blocks with varying topography. The market rate and affordable units will be comprised of three bedroom and two bedroom with a den units (see table below). The Major Phase and Housing Data Table can be found in Attachment 2.

c) Schematic Designs for which OCII staff has determined are consistent with the D for D and the Plan. See Attachment 1 for the designs. Staff’s analysis of the designs is described below.

d) An amended form of the Vertical DDA for Block 55 that describes the vertical developers’ rights and responsibilities and includes a construction schedule. The proposed form included in the Major Phase Application is consistent with previously approved Vertical DDAs (Resolution No. 21-2013, adopted May 21, 2013).

Development Summary

Block 55 site is located on the eastern and western boundaries of the Hilltop Sub-Area of the Shipyard development area and consists of two blocks: Blocks 55 East and West. The development consists of 27 townhomes on Block 55E and 39 townhomes on Block 55W. Block 55W measures approximately 65,200 sq. ft. in area (1.5 acre) and consists of Building 1, 2, 3 & 4 and is located on the southwestern portion of the Hilltop Sub-Area. It is bounded by Donahue Street to the west, Kirkwood Avenue to the north and Pocket Park 12 to the east. Block 55E measures approximately 40,100 sq. ft. in area (.92 acre) and consists of Building 5, 6 & 7. It is
located on the northeastern portion of the Hilltop Sub-Area and is bounded by Pocket Park 15 and Hudson Ave to the south and Donahue Street to the west, and Hill Drive to the east.

The development proposes seven separate buildings of varying typology with a total of 66 townhomes units. Each building is three-stories tall with each unit featuring private rooftop open space. The traditional townhomes are designed to accommodate a variety of family types. The development features six units with self-contained “in-law” units. These unit types provide a second unit on the garage level completed with a kitchen, dining room, bedroom and a bathroom within the units. The units range in size from 1,694 to 2,160 livable (excluding garages) gross sq. ft. area, with an average 1,848 livable gross sq. ft. Each unit is provided a with a two-car tandem parking garage. OCII staff has determined that the Major Phase Application is complete and consistent with the Phase 1 DDA and the horizontal schedule of performance, the Plan and the Phase 1 D for D.

BUILDING 1:
- Buildings 1 is located on the western segment of Block 55 and contains seven units in a single continuous building with covered roof terrace for each unit.
- The building provides a mixture of townhouses, ranging in size from four 2-bedroom + den and three 3-bedrooms units. The units in this building average 1,770 sq. ft. in size.
- The building is a three-story (32 feet) in height and overlooks toward the general vicinity of Candlestick Park.

BUILDING 2:
- Building 2 is located on the western segment of Block 55 and each unit consists of a narrow 16.5’ lot.
- It contains eight 2-bedrooms + den and three 3-bedroom units, a total of 11 units. The units in this building average 1,800 sq. ft. in size.
- The building is a three-story (32 feet) in height and overlooks toward the general vicinity of Candlestick Park.

BUILDING 3:
- Building 3 is located on the southwestern portion of the Hilltop Sub-Area and is bounded by a pocket park to the west and east, Kirkwood Avenue to the north.
- The building contains six 2-bedroom with an in-law quarter units and three 3-bedroom units, a total of nine units.
- The building is a three-story (32 feet) in height and overlooks toward the general vicinity of the San Francisco Bay.
- The units in this building average 2,100 sq. ft. in size.

BUILDING 4:
- Building 4 is located on the southwestern portion of the Hilltop Sub-Area and is bounded by a pocket park to the west and east, Kirkwood Avenue to the north.
- The building is a three-story (32 feet) in height and overlooks toward the general vicinity of the bay. The units in this building average 1,792 sq. ft. in size.
BUILDING 5:
- Building 5 is located on the northeastern portion of the Hilltop Sub-Area and is bounded by a pocket park to the south, Donahue Street to the west, Hudson Avenue to the south and a community facility lot to the north.
- The building is a three-story (32 feet) in height and overlooks toward the general vicinity of the downtown area.
- The units in this building average 1,780 sq. ft. in size.

BUILDING 6:
- Building 6 is located on the northeastern portion of the Hilltop Sub-Area and is bounded by a pocket park to the north and east, Hudson Avenue to the south and community facility lot 3 to the north.
- The building contains five 3-bedroom units and six 2-bedroom+den units, for a total of 11 units.
- The building is a three-story (32 feet) in height and overlooks toward the general vicinity of the downtown area.
- The units in this building average 1,800 sq. ft. in size.

BUILDING 7:
- Building 7 is located on the northeastern portion of the Hilltop Sub-Area and is bounded by a pocket park to the north, Hudson Avenue to the south, a community facility lot to the north, and Coleman Avenue to the east.
- The building contains six 3-bedroom units and four 2-bedroom+den units, for a total of ten units.
- The building is a three-story (32 feet) in height and overlooks toward the general vicinity of the downtown area.
- The units in this building average 1,800 sq. ft. in size.

Parking
The overall parking ratio is just under 2:1 (spaces per unit), which is permitted by the D4D, and parking is contained on the ground floor of each unit. It provides a total of 132 parking stalls spaces (no Car Share is required on these block because all the units are individual townhomes). In addition, each unit is provided bicycle storage within the garage. See Attachment 1, Page 3.

Affordable Housing Requirement
The DDA requires that the affordable units be substantially equivalent in size, location, amenities and quality to reflect the mix of unit sizes and room configurations of the market rate residential units in the rental project, with a goal of comparability in square footage and interior features. The affordable units are also required to be dispersed throughout the buildings within the block in a unit type mix that is representative of the market rate dwelling units.

Block 55 and includes three units below BMR units at 80 percent of AMI in conformance with the Phase 1 DDA. The affordable units provide a bedroom mix that is comparable to the market-rate units, 2-bedroom+den and 3-bedroom units, as shown in the table below. Pages 12 through 14 of Attachment 1 depict the proposed location of the affordable units.
Table 1: Development Summary

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Design Summary

Site Context
Block 55 contains two distinct blocks: 55 East and 55 West, located on the northeastern portion of the Hilltop Sub-Area and is bounded by Pocket Park 15, Hudson Ave and Donahue Street. Block 55W is located on the southwestern portion of the Hilltop Sub-Area and is bounded by Donahue Street, Kirkwood Avenue and Pocket Park 12.

Form and Orientation
Each of the proposed buildings on Block 55 has been individually developed to provide the modulation required by the D for D. While the development is split into two distinct blocks, commonality in materials, details, landscaping and coloring serve to link the structures and establish a cohesive overall design. The site layouts orient the buildings to maximize views while taking advantage of the location of the sites. The interior spaces of the residential units are efficient in design with living spaces oriented to the light and views. All the units on Block 55 feature individual rooftop decks designed to take advantage of views.

Open Space
Each unit is equipped with a street facing landscaped front entry, private balconies, ground level and roof deck. The areas for the landscape front entries range from 78 to 105 sq. ft the balconies range from 44 to 110 sq. ft., the rear decks range from 70 to 137 q. ft. and the roof decks range from 174 to 348 sq. ft. The combined open space for each unit ranges from 351 to 745 sq. ft. with the average at 487 per unit.
Materiality and Color
The building massing and color variations are articulated to represent the individual units. Along the street façades on Coleman Street, Kirkwood and Hudson Avenues, recesses at the grouped entries and stair towers provide building modulation and entry doors set back from the sidewalks. Landscaped front courts and garage setbacks at the individual unit entries activate the sidewalk and relate to the residential buildings across the street. Side yards at the larger Buildings Four and Five create relief along the street edge. The building volume above the street level is articulated based on views from the site and connections to the existing neighborhood. Framed bay windows further break down scale and create a dynamic and varying street façades at each block.

The rear façades feature alternating open and enclosed balcony projections capture the prominent bay views while maintaining privacy between the units. Wraparound windows and balconies maximize light and air at the corner units. Decorative metal screens at the façade of the stair tower provide further interest from the adjacent pocket parks and unique identities to each of the building blocks. Rooftop terraces atop each unit offer a generous outdoor living space and are shaded from trellis and protected from wind by the stair tower massing.

Staff Recommendation for Conditional Approval
OCII staff has determined that the Major Phase Application is complete, is consistent with the Phase 1 DDA and the horizontal schedule of performance, the Hunters Point Shipyard Redevelopment Plan (the “Plan”) and the Phase 1 Design for Development (“D for D”).

As is typical, there are a few remaining design issues to be resolved by OCII staff in subsequent design stages, including the Design Development phase. OCII and San Francisco Planning Department staff recommends approval of the Block 55 Schematic Designs subject to the following conditions:

1. The Major Phase for Block 52 shall be amended to include one additional Inclusionary Unit.

2. Where possible, the construction drawings shall consolidate driveways and curb cuts in order to enhance streetscape and provide street parking.

3. Where possible, the applicant shall study the use of differentiated material for the front portion of the driveway that aligns with the furnishing and street tree zone. Permeable pavers or similar treatment across the base of the driveways would be preferred.

4. Where possible, the applicant shall study finding a way to better emphasize the entries. As currently designed, the front entries are somewhat lost given the dominance of the garage doors.

5. A higher grade shall be evaluated to help the transition between the public realm of the sidewalk and the unit’s interior private realm. Either a change-in-grade or a low wall could be employed to separate the private open space and the public right-of-way.
6. The applicant shall revise the landscaping plan within the setback area to help create a more active front porch-like space.

7. All roof-mounted equipment shall be screened from ground-level view. Screening material for roof-mounted equipment shall be architecturally compatible with the design, color, and materials of the proposed buildings. Screening incorporated into the building design such as mechanical wells and parapet walls are preferred.

8. The Developer shall further study and submit for review, prior to the submittal of Design Development documents, ways to differentiate the paneling of the upper portion (from the second floor up) of the corner elements for Buildings 1, 2, 6 and 7.

9. The Developer shall further study, define and submit for review and approval prior to the submittal of future phases of design the characteristics of the garage doors. Garage doors shall screen the parking areas from pedestrian view.

10. In the event the Developer effectuates a condominium map on the project, is required to prepare and record a Covenants, Conditions and Restrictions (CC&Rs) and Home Owners Association, such documents shall be reviewed and approved by OCII.

Next Steps and Schedule

After this Major Phase Approval, Lennar will have to submit Design Development documents for staff review and approval. Once the Design Development documents are approved, Lennar will work to finalize the design and construction documents. Construction on Block 55 is estimated to begin in April 2015 with construction finishing in May 2017. The construction is anticipated to be completed in four phases as outlined in Attachment 1, page 11.

Small Businesses and Local Workforce

The Vertical DDA and the Phase 1 DDA both require Lennar and vertical developers to follow an equal opportunity program, which substantially consists of 1) the Bayview Hunters Point Employment and Contracting Policy ("BVHP ECP"), 2) the Small Business Enterprise Policy ("SBE"), 3) the Nondiscrimination in Contracts and Equal Benefits Policy, 4) the Minimum Compensation Policy, 5) the Health Care Accountability Policy, 6) the Prevailing Wage Policy, and 7) the Card Check Neutrality Policy.

Under the BVHP ECP, developers must make good faith efforts to award 50 percent of the contracting opportunities to SBE consultants and contractors with first consideration for businesses with addresses in the BVHP Area (defined as zip codes 94124, 94134, and 94107). The BVHP ECP also requires developers to make good faith efforts to achieve 50 percent local workforce participation, with First Consideration to BVHP Area residents, in construction workforce hiring, permanent/temporary workforce hiring, and trainee program.

SBE Contracting

On the Shipyard to date Lennar has achieved 70 percent SBE participation on its vertical projects in the area of professional service contracts, of that 32 percent were from minority-owned firms and 32 percent were from women-owned firms.
Block 55 SBE Participation
As detailed in Attachment 3, Block 55, SBE participation thus far has been 83 percent. Of the 83 percent, 57 percent consists of women-owned businesses, 70 percent consists of minority owned businesses, and 73 percent are San Francisco based SBEs. There will be more opportunities for SBE participation in the future during the construction phase.

Local Workforce
Hundreds of short and medium term construction jobs are anticipated to be created during this Major Phase. Lennar is already working with YCD to refer BVHP and San Francisco residents to City Build to work on the construction.

Community Outreach
OCII and Lennar staff presented the Major Phase Application for Block 55 to the Mayor’s Hunters Point Shipyard Citizens Advisory Committee (“CAC”) during its meetings in April and May 2014. At these meetings, both OCII and Lennar staff conducted a review of the proposed development and facilitated discussions regarding the Schematic Designs. The CAC recommended that the Major Phase move forward to the Commission for consideration.

Enforceable Obligation
On December 14, 2012, the California State Department of Finance issued a Final and Conclusive Determination under California Health and Safety Code § 34177.5 (i), that the Phase 1 DDA and the Phase 2 DDA are enforceable obligations that survived the dissolution of the Redevelopment Agency. The Phase 1 VDDA and the Schematic Designs are implementing documents of that Phase 1 DDA and the Phase 1 DDA is shown on line HPSY 21 of the approved Recognized Obligation Payment Schedule for July to December 2014, which was approved by the Oversight Board and the Department of Finance.

California Environmental Quality Act
The SFRA Commission and the San Francisco Planning Commission (“Planning Commission”) adopted California Environmental Quality Act (“CEQA”) findings, a statement of overriding considerations, and certified the Final Environmental Impact Report for Phase 1 in 2000 (“Phase 1 EIR”), and subsequently issued a First and Second Addendum to the Phase 1 EIR in 2003 and 2006, respectively, to address project changes. The Commission has received the Phase 1 EIR and the Phase 1 EIR was made available to the public during prior Commission meetings.

Additionally, the SFRA Commission and the Planning Commission certified the Final Environmental Impact Report for Phase 2 (“Phase 2 EIR”) under CEQA on June 3, 2010. As part of its action in 2010, the SFRA Commission, by Resolution No. 59-2010 adopted findings pursuant to CEQA, including a Mitigation Monitoring and Reporting Program and a Statement of Overriding Considerations for the Project. Subsequently this Commission issues a First Addendum to the Phase 2 EIR to address project changes and amended the previously adopted CEQA findings by Resolution No. 1-2014.

OCII staff has determined that the Block 55 Basic Combined Conceptual and Schematic Designs as submitted are consistent with the development as analyzed in the Phase 1 EIR and subsequent
Addendums, and recommends that the Commission require no additional environmental review pursuant to State CEQA Guidelines Sections 15180, 15162, 15163, and 15164. OCII staff recommends that the Commission adopt the previously approved CEQA findings and conditionally approve the Major Phase for Block 55.

(Originated by Thor Kaslofsky, Project Manager, Hunters Point Shipyard and Immanuel Bereket, Associate Planner)

Tiffany Bohee
Executive Director

Attachment 1: Block 55 Combined Basic Conceptual and Schematic Design
Attachment 2: Major Housing Data Table
Attachment 3: HPS Phase 1 Vertical SBE Professional Services Contracting Report
Attachment 4: Major Phase Schedule of Performance Report