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 with HPS Development Co. LP, and Marinship Development Interests, LLC on Block 52, generally bounded by Friedell Street, Kirkwood and Jerrold Avenues, for 74 housing units 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 Designs, and d) form of Vertical Disposition and Development Agreement; Hunters Point Shipyard Redevelopment 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 (“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 attached as Attachment 4) and specific architectural designs for buildings (“Schematic Design,” Attachment 1). The Vertical DDA grants development rights and responsibilities to vertical developers.

This Major Phase Application is for Block 52 and includes approximately 74 units of for-sale housing, 10.5 percent of which will be affordable (eight 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 52, 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, with its Community Builders, Lennar is planning to directly build Block 52.
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 OCII 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 OCII subsidized affordable units at 50 percent of AMI, which in 2014 is $53,400 per year for a family of four.

Block 52 includes total of 8 units at 80 percent of AMI, consisting of 4 one-bedroom, 2 two-bedroom, and 2 three-bedroom units. The distribution of affordable unit sizes is consistent with the overall Project distribution. The Developer is proposing to develop the Project as for-sale housing, therefore any affordable units would be sold through OCII’s Limited Equity Program. Final pricing of the affordable units will be determined closer to the marketing of the units based on then current AMI and other factors including homeowner association dues, however for reference the Developer is currently marketing units affordable at 80% 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 eight affordable units are depicted on pages 46 through 59 of the attached Schematic Designs and are also detailed below on Table 1, Development Summary.

Community Benefits and Community Builders
The Phase 1 DDA also obligates Lennar to provide training, assistance, and contracting opportunities to community residents and organizations, as well as offer opportunities for development of certain lots to Community Builders. Community Builders may participate on projects through one of the below programs:

1. **Fee Developer:** In exchange for a negotiated fee based on a scope of services, a Community Builder would provide a variety of value added development services for the project.

2. **Joint Venture:** This program choice requires a material equity investment from the Community Builder, and under this scenario the Community Builder would enter into a partnership agreement with the Developer and would share, pro rata, in any profits from the project.

3. **Independent:** This program choice requires the Community Builder to purchase the block from Lennar in accordance with the Phase 1 DDA, and then to enter into a VDDA with OCII.

Throughout this Major Phase Application’s predevelopment, design, and permitting process, Lennar has been engaged with the Community Builder, Marinship Development Interests, LLC (“Marinship”). One of the principles of Marinship, Derek Smith, started with Marinship’s predecessor, Marinship Construction Services, Inc. (MCSI) in the 1990s in Bayview Hunters Point (“BVHP”). The other principle of Marinship, Alvin Norman also started in BVHP in the late 1960s as Al Norman Mechanical, Inc (“Al Norman Mechanical”). Marinship rose to become the largest African American contractor in San Francisco for many years and Al Norman Mechanical continues to operate in BVHP and works on many projects citywide including the
Shipyard where Al Norman Mechanical is providing plumbing subcontracting on Block 53 and 54. In 2004, Marinship was formed to pursue construction management and real estate development opportunities and in addition to the Shipyard is currently working on real estate development projects in Nevada and Texas.

Marinship has been an integral part of the development process for this Major Phase Application and they will continue to play a key role and carry responsibilities throughout the development and construction process. Marinship is preparing a proposal to be a Joint Venture partner on Block 52 with Lennar. This decision of whether or not to be an Independent or Joint Venture Community Builder will be decided on the ability of Marinship to obtain financing for the development. This must be decided after the appraisal for the block is finalized and before the close of the VDDA and construction starting in April 2015.

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 3).

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 74 residential units, eight of which will be affordable, in five separate buildings on a single block with varying topography. The market rate and affordable units will be comprised of one, two and three bedroom units (see table below). The Major Phase and Housing Data Table scan be found in Attachment 1 the Schematic Designs pages 6 and 5 respectively.

c) Combined Basic Conceptual and 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 52 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 with some minor technical adjustments to reflect changes made for Block 49, factual updates such as a change of address for Lennar, and additional specificity regarding the marketing process of the affordable housing. Specifically, the sales procedures in the Marketing and Operating obligations (exhibit 6 to Attachment F, Affordable Housing Plan of the VDDA) require marketing information be provided to OCII the later of 60 days after Schematic Design approval or the effective date of the VDDA (which would be no later than the start of construction) so that the information may be provided to Certificate of Preference Holders (“COP Holders”). Additionally, the language was added to clarify that the developer will provide information to OCII on any COP Holders who apply for units.

Development Summary

Block 52 site is located on a prominent site along the southern edge of the Hilltop of the Shipyard development area. Block 52 is comprised of five separate buildings of varying typology with a total of 74 residential units each with access to private and/or shared open space. As outlined on page 5 of Attachment 1, Block 52 Combined Basic Conceptual and Schematic Design, the Major Phase Application is complete, is consistent with the Phase 1 DDA and the horizontal schedule of performance, the Plan and the Phase 1 D for D.

- **BUILDINGS 1 AND 2:** Buildings 1 and 2 sit at the north end of the block and are three-stories (35 feet) in height. Each building contains eight one-bedroom units over a concrete ground floor featuring an accessible unit, utility rooms, three wall mounted bicycle parking spaces, nine parking stalls and access to a second floor landscaped shared open space.

- **BUILDINGS 3 AND 4:** Buildings 3 and 4 contain two story (35 feet) townhomes and face onto a small-scale pedestrian and vehicular mews. Each townhouse building contains nine three-bedroom homes with main living areas on the second floor, and parking in private garages at the first floor.

- **BUILDING 5:** Building 5 is a five-story (55 feet) structure anchoring the prominent corner at Jerrold and Coleman streets. The ground floor contains a retail space at the corner, building lobby, amenity spaces, four dwelling units, utility and bicycle parking rooms, 40 independent lift parking spaces, two Accessible Spaces and one electric charging station. The upper floors (floors 2-5) include 34 one and two-bedroom units. Each upper story unit features a private balcony, and each unit has access to a shared landscape outdoor area, fitted with two fire pits and an outdoor kitchen at the podium level.

- **ALL BUILDINGS TOTAL:** The overall parking ratio is just under 2:1 (spaces per unit), which means most units will have two parking spaces and some will have one. It provides a total of 86 parking stalls spaces (no Car Share is required on these block because all the buildings have fewer than 50 units), and 27 bicycle spaces. See Attachment 1, Major Phase Application Map, Page 6, the Major Phase and Project Housing Data Table for complete development details.

- **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.

The proposed allocation of the affordable units is consistent with the Phase I DDA requirements. The affordable units provide a bedroom mix that is comparable to the market-rate units, providing a mixture of condominium and townhouses, ranging in size from 1-bedrooms, 2-bedrooms, and 3-bedrooms, as shown in the table below. The affordable units are located on all five buildings. For Buildings 1 and 2, the affordable units are one 1—bedroom and one 2-bedroom condominium units. For Buildings 3 and 4, the affordable units are one 2-bedroom and one 3-bedroom townhouse. For Building 5, a total of four affordable units are provided in all four floors of the building. The sizes of the affordable units are two 1-bedroom and two 2-bedroom condominiums. In total, Block 52 includes 8 affordable units. Pages 44 through 51 of Attachment 1 depict the proposed location and floor plan the affordable units.

Table 1: Development Summary

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Design Summary

Site Context:
Block 52 is bounded by Friedell Street, Kirkwood and Jerrold Avenues and it slopes to the highest point in the Hilltop at the corner of Jerrold Avenue and Coleman Streets. From the highest point, Block 52 provides unobstructed views of the San Francisco city skyline, the Bay Bridge, Yerba Buena Island, and the Oakland skyline. The design approach takes advantage of these views and creates a cohesive community on the Hilltop in five residential buildings with many varying components.
Form and Orientation:
Each of the proposed buildings on Block 52 has been individually developed to provide the modulation required by the D for D. While the block is split into five distinct buildings, commonality in materials, details, landscaping and coloring serve to link the structures and establish a cohesive overall design. The site layout orients the buildings to maximize views and access to natural light while taking advantage of the naturally sloped site. 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 52 are designed to take in natural light and fresh air through the use of large operable windows at living spaces.

Open Space:
Buildings 1 and 2 share an open space that back onto each other, creating an open buffer increasing the distance between the building masses and maximizing the open feel of these podium level gathering areas. Buildings 3 and 4 each face onto small-scale pedestrian and vehicular mews and feature large private balconies off primary living areas that face either into the mews or the backyards.

Building 5 is the prominent structure of all the buildings. It is a five-story structure occurring at the corner of Jerrold Avenue and Coleman Streets. The ground floor of this contain a lobby, amenity spaces, four dwelling units, utility and bicycle parking rooms, 40 independent lift parking spaces, two Accessible Spaces and one electric charging station. In addition, Building 5 features a retail space at the corner of Jerrold Avenue and Coleman Street. This will be the first retail space on the Hilltop. The upper floors include 34 one and two-bedroom units. In addition to the private balconies of each unit, there is a landscaped shared outdoor area with two fire pits and an outdoor kitchen at the podium level. All shared and private open spaces at Building 5 take advantage of the views from the Hilltop to the Bay and beyond.

Materiality and Color:
The material palette offers a variety of colors and features. The material palette for Building 5 consists of textured concrete panels. Three textures of concrete panels are applied in a vertical orientation, emphasizing the five-story height of the structure. These panels wrap the outermost walls of the building in subtle gray and purple colors. Buildings 1 and 2 utilize horizontal application of the materials used at Building 5. The base of the street façade at Buildings 1 and 2 uses board-formed concrete. Tiles are used to highlight the lobby entrance. Upper ground levels use horizontally oriented rectangular wall panels. Windows are organized in horizontal bands, shifting locations from floor to floor and enlivened with colorful accents complimentary to the color of the wall tile at the ground floor.

Buildings 3 and 4 use wood walls punctuated by colorful entry doors. The two levels above continue the quiet horizontal application of textured concrete rain screen panels as well as at the leading faces of the townhouses along the mews. Every other townhouse in each building steps back 8-feet, creating a series of recesses along the mews that are punctuated with boldly colored stucco wall finishes. An alternating pattern of balconies jutting across the face of the stucco emphasizes the horizontal orientation of the wall panels and windows. The buildings will be painted in different palettes that complement each other to create a harmonious project. Building 1 and 2 will use the same palette while Building 5 and each building will have individual and yet related color palettes. Common building materials and elements will create a cohesive design.
Staff Recommendation for Conditional Approval

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 staff recommends approval of the Block 52 Schematic Designs subject to the following conditions:

1. The Developer shall provide samples of materials, colors, finishes, and architectural detailing for review and approval during the Design Development and Construction Document phases in order to ensure that the quality and diversity shown in the Schematic Design is achieved, and mock-ups of the actual exterior finishes must be prepared during an early phase of construction for review and approval.

2. The ground level of Building 5 where retail use is scheduled to occur shall consist of a storefront transparent façade and egress/ingress points shall be provided along Coleman Street and Jerrold Avenue street frontages. Further, an on-street parking plan shall be prepared for OCII staff’s review and approval.

3. All roof-mounted equipment shall be fully screened from ground-level view within 150 feet of the property. 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.

4. Block 52 shall fully comply with the minimum setback requirements. Future development documents shall provide dimensions and measurements of front setback areas.

5. 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 element at Jerrold and Coleman from other portions of the Jerrold and Coleman facades.

6. 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.

7. The Developer shall explore way to provide street level access to ground/garage level units that does not require passing through the garage.

Next Steps and Schedule

After this Major Phase Approval, Lennar and Marinship will work to finalize the design and construction documents. Construction on Block 52 is estimated to begin in April 2015 with construction finishing in May 2017.
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.

With respect to Block 52, SBE participation thus far has been 84 percent. Of the 84 percent, 50.3 percent consists of women-owned businesses, minority owned-SBE is 13.3 percent, and San Francisco based SBE is 18.3. There will be more opportunities for SBE participation in the future during construction phase.

On the Shipyard to date Lennar has achieved 77.5 percent SBE participation on its vertical projects in the area of professional service contracts, of that 24.2 percent were from minority-owned firms and 36.1 percent were from women-owned firms. 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. Attached are Lennar’s workforce projections for construction hiring for Block 52 (see Jobs Projection and Phase 1 Vertical Professional Consultants Summary, Attachment 2).

Community Outreach

OCII and Lennar staff presented the Major Phase Application for Block 52 to the Mayor’s Hunters Point Shipyard Citizens Advisory Committee ("CAC") during its meetings in April and May 2013. 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 January to June 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 San Francisco Planning Commission ("Planning Commission") certified the Final Environmental Impact Report for Phase 2 ("Phase 2 EIR") under the California Environmental Quality Act ("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 52 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 52.

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

Tiffany Bohce
Executive Director

Attachment 1: Block 52 Combined Basic Conceptual and Schematic Design
Attachment 2: Block 52 SBE Contracting and Workforce Report
Attachment 3: Major Phase Schedule of Performance Report
Attachment 4: Form of Vertical Disposition and Development Agreement