

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY

DIVISION: Sustainable Streets

BRIEF DESCRIPTION:

Consenting to the proposed Development Agreement between the City and County of San Francisco (City) and the Master Developer, BUILD, Inc., for the mixed-use development of the 17.12-acre site located at 700 Innes Avenue, as the Development Agreement relates to matters under the jurisdiction of the San Francisco Municipal Transportation Agency, including the Transportation Exhibit to the Development Agreement (which exhibit includes the Transportation Plan, Transportation Demand Management Plan, agreements between the City and the Developer as to required parking-garage consultations and payment for the transit-only lanes, and Transportation Fees), the Infrastructure Plan, and the transportation-related California Environmental Quality Act mitigation measures from the Environmental Impact Report, including the Mitigation Monitoring and Reporting Program and transportation-related improvement measures; authorizing the Director of Transportation to execute the SFMTA Consent to the Development Agreement; and adopting findings under the CEQA.



SUMMARY:

- The Developer proposes a mixed use development project at 700 Innes Avenue that would create residential and commercial uses, street improvements, and public open space.
- The City has negotiated a Development Agreement that requires the Developer to pay a Transportation Fee, which will address the impacts of development on the City's transportation system.
- The Development Agreement requires the Developer to provide new transportation infrastructure, including upgraded public streets, pedestrian paths, a separated bicycle facility, and the continuation of the Bay Trail.
- The Development Agreement includes a goal of reducing daily driving trips by 20 percent.
- The Development Agreement includes an Infrastructure Plan that outlines the proposed infrastructure.

ENCLOSURES:

1. SFMTAB Resolution
2. India Basin Project Final Environmental Impact Report: <http://sf-planning.org/environmental-impact-reports-negative-declarations>
3. India Basin Mixed-Use Project Development Agreement, Exhibit Q (Transportation Exhibit, including the Transportation Plan, TDM Plan)
4. India Basin Mixed-Use Project CEQA Findings, including the MMRP: <http://commissions.sfplanning.org/cpcpackets/2014-002541ENV%20GPA%20PCA%20MAP%20CWP%20DVA%20SHD.pdf>
5. Infrastructure Plan

APPROVALS:

		DATE
DIRECTOR	 _____	8/13/2018
SECRETARY	 _____	8/13/2018

ASSIGNED SFMTAB CALENDAR DATE: August 21, 2018

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PURPOSE

This calendar item seeks SFMTA Board consent to the proposed Development Agreement between the City and the Developer, for the mixed-use development of the 17.12-acre site located at 700 Innes Avenue, as the Development Agreement relates to matters under the jurisdiction of the SFMTA, including the Transportation Exhibit to the Development Agreement (which exhibit includes the Transportation Plan, TDM Plan, agreements between the City and the Developer as to required parking-garage consultations and payment for the transit-only lanes, and Transportation Fees), the Infrastructure Plan, and the transportation-related California Environmental Quality Act (CEQA) mitigation measures from the Environmental Impact Report, including the Mitigation, Monitoring, and Reporting Plan (MMRP) and transportation-related improvement measures; authorizing the Director of Transportation to execute the SFMTA Consent to the Development Agreement; and adopting findings under CEQA.

STRATEGIC PLAN GOALS AND TRANSIT FIRST POLICY PRINCIPLES

The proposed Development Agreement supports the following goals and objectives in the SFMTA's Strategic Plan and Transit First Policy Principles:

Goal 2: Make transit and other sustainable modes of transportation the most attractive and preferred means of travel.

Objective 2.2: Enhance and expand use of the city's sustainable modes of transportation.

Goal 3: Improve the quality of life and environment in San Francisco and the region.

Objective 3.2- Advance policies and decisions in support of sustainable transportation and land use principles.

Transit First Policy Principles:

2. Public transit, including taxis and vanpools, is an economically and environmentally sound alternative to transportation by individual automobiles. Within San Francisco, travel by public transit, by bicycle and on foot must be an attractive alternative to travel by private automobile.

3. Decisions regarding the use of limited public street and sidewalk space shall encourage the use of public rights of way by pedestrians, bicyclists, and public transit, and shall strive to reduce traffic and improve public health and safety.

5. Pedestrian areas shall be enhanced wherever possible to improve the safety and comfort of pedestrians and to encourage travel by foot.

8. New transportation investment should be allocated to meet the demand for public transit generated by new public and private commercial and residential developments.

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DESCRIPTION

The India Basin site is a 17.12 acre site located within the Bayview Hunters Point neighborhood just northwest of the Hunters Point Shipyard and northeast of Hunters Point Hill. It is generally bounded by Innes Avenue on the southwest, the Griffith Street right-of-way on the northwest, the San Francisco Bay on the northeast and the Earl Street right-of-way on the southeast. The Project site is currently zoned for industrial development, with the site's few parcels along Innes Avenue designated for mixed-use development.

The India Basin Project proposes Planning Code and Zoning Map amendments that would create an India Basin Mixed-Use Zoning District. These changes would allow for creation of housing, office, retail, and open space uses. The following development is proposed for the site:

- 121,915 gross square feet of new office space
- 87,191 gross square feet of retail space
- 1575 new housing units (25% of these will be designated as below market rate)
- 15.5 acres of new or improved public open space
- Up to 1800 off-street parking spaces

The California Development Agreement Statute and local implementing law (California Government Code section 65864 *et seq.*, and San Francisco Administrative Code Chapter 56) authorize the City to enter into a development agreement regarding the development of real property. San Francisco's Office of Economic and Work Force Development (OEWD) in coordination with multiple city departments, including the SFMTA, has negotiated a Development Agreement with BUILD (the Developer) for the India Basin Project.

Project approvals also include City adoption of the Design for Development Document, which provides specific guidance for the character of the overall Project.

As described in more detail below, the Project will provide new transportation infrastructure, including upgraded public streets, pedestrian paths, a separated bicycle facility, and the continuation of the Bay Trail through the Project site. The Project will design streets to San Francisco's Better Streets Plan. The Project is subject to aggregate site-wide off-street parking ratios of one parking space per residential unit, one space per 700 gross square feet of retail uses, and one space per 1,200 gross square feet of office space. In accordance with best practices, the Project unbundles parking from both residential and non-residential uses.

Public Benefits:

The Office of Economic and Workforce Development and other City agencies, including the SFMTA, and the Developer have negotiated a public benefit package including:

- **Open space:** Creation or improvement of approximately 15 acres of public open space, including: over five acres of privately owned land that will be developed by the Developer and dedicated to San Francisco's Recreation and Parks Department at no cost

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to the City; shoreline, habitat and wetland improvements to the currently City-owned six-acre India Basin Open Space; as well as an extensive network of pedestrian and bicycle access and trails throughout the entire Project site.

- **Transportation:** Construction of new and an upgrade of existing public streets and rights-of-way, including a new grade-separated bicycle facility; contribution to City transportation infrastructure through payment of a Transportation Fee, estimated at about \$10.8 million; and a Transportation Demand Management (TDM) Plan with a goal to reduce single occupancy vehicle trips by 20% from what is anticipated based on the environmental analysis.
- **Affordable housing:** Overall, the Project will provide 25% (394 units) of its market rate units as affordable to low and moderate income households through a combination of on-site inclusionary units at an average median income of 110%, dedication of up to three on-site parcels for up to 180 units of low-income ownership and/or rental homes or paying an in-lieu fee for up to 75 off-site new construction or stabilization of existing affordable units through the City's acquisition re-habilitation program.
- **Sustainability and Sea Level Rise Protection:** The Project will implement sustainability measures and provide long-term funding sources through the formation of a Community Facilities District to protect the India Basin neighborhood shoreline from sea level rise.
- **Maintenance of Public Spaces and other Areas:** A services Community Facilities District will be established to provide private financing by the Developer for the cost of long-term management and maintenance of public spaces and certain portions of public rights-of-way with improvements that exceed basic city standards.
- **Community Facilities.** The Project will provide 3,000 square feet of partially subsidized on-site commercial space to a neighborhood-operated Child Care Facility.

Under the terms of the Development Agreement, consent by the SFMTA Board is required for transportation-related components of the Development Agreement, including: the Transportation Exhibit (which exhibit includes the Transportation Plan, TDM Plan, agreements between the City and the Developer as to required parking-garage consultations and transit-only lanes, and Transportation Fees); the Infrastructure Plan; and, the transportation-related CEQA mitigation measures from the Environmental Impact Report, including the Mitigation, Monitoring, and Reporting Plan (MMRP), and transportation-related improvement measures.

Transportation Exhibit

The Transportation Exhibit, attached as Exhibit Q to the Development Agreement, outlines the Project's transportation commitments in five areas: (1) the Transportation Plan, (2) the TDM Plan, (3) parking-garage consultation, (4) transit-only lanes, and (5) Transportation Fees. The SFMTA Board is being asked to consent to all of these items.

Transportation Plan

The India Basin Transportation Plan describes the design of the site's internal streets, outlines how people on bikes, people walking, and vehicles will circulate through the site and connect to the adjacent transportation network, and it describes the planned TDM program. The Developer

and the City will use the Transportation Plan as a foundation for future transportation decisions for the Project site.

Transportation Demand Management Plan

The Transportation Plan contains a TDM Plan. The CEQA MMRP requires a TDM Plan for the site that achieves an auto trip reduction target and produces 15% fewer driving trips than identified by the Project's transportation impact study, based on standard trip generation rates and mode split assumptions, at project completion. The Developer is committing to a higher performance standard of 20% fewer driving trips than the Project's transportation impact study identifies. The TDM Plan is part of the Transportation Plan and is attached to Exhibit Q to the Development Agreement.

The TDM Plan includes TDM measures that will be applied across the site, to benefit residents, employees, and visitors, such as a shuttle, on-site bikeshare, bicycle parking, on-site car share, parking pricing, multi-modal wayfinding signage, real-time transit information, and sitewide transportation staff. Additional TDM measures specifically serve site residents and employees, such as unbundled parking and on-site childcare services/facilities. Measures specifically serving residents include bike maintenance, project-subsidized bike share memberships, family-focused TDM amenities, and amenities such as lockers to support delivery of items that residents might otherwise drive to pick up. Measures that specifically serve site office and retail employees include bike maintenance, showers, and lockers to support people who walk or bicycle to work and secure bicycle parking.

The TDM Plan commits the Project to on-going monitoring and reporting of the site's success in meeting its auto trip reduction target. If the Project does not reach the 20% reduction target, the Developer or site's transportation coordinator will work with the SFMTA and the Planning Department to revise the TDM program to achieve the target. Persistent failure to comply may result in the City imposing additional measures for the Project to implement.

The site will have a Transportation Coordinator, or may create a Transportation Management Association that will manage and deliver the TDM program and associated compliance requirements.

Parking-Garage Consultation

The Project's entitlements include up to 1,800 parking spaces. The Transportation Exhibit requires the Developer to develop a garage and TDM Report that presents information and data related to the Developer's parking proposal in advance of submitting any phase application with a parking garage. This report will address:

- the status of project build-out;
- implementation of the TDM Plan for phases already constructed and any proposed changes to the site's TDM program;
- current and anticipated transit service on lines serving the site;

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- conceptual analysis of the parking garage, including the expected capacity of the garage at completion, a discussion of any features of the design that would allow for adaptability of portions of the garage, and any requirements for future adaptation; and
- discussion of how the information presented is reflected in the parking-garage proposal.

After submitting to the City a Garage and TDM Report, the Developer, the SFMTA, and the Planning Department will discuss the proposed development and operations of the garage. The City will have the opportunity to make recommendations related to possible refinements, and the Developer will consider these in good faith and provide a response.

The City's Office of Economic and Workforce Development and the SFMTA negotiated this provision to the Transportation Exhibit to provide flexibility to respond to the combination of the changing trends in auto ownership, the high costs of construction associated with parking facilities, the Project's strong commitment to TDM, and the demonstrated relationship between provision of parking and driving.

Transit-Only Lanes

The MMRP requires the Developer to pay the SFMTA the Developer's fair share portion of the costs to design and construct one of the two travel lanes in each direction of the Evans Avenue–Hunters Point Boulevard–Innes Avenue–Donohue Avenue corridor from a mixed-flow lane to a transit-only lane between the Jennings Street/Evans Avenue/Middle Point Road and Donahue Street/Robinson Street intersections. The Developer has agreed that the SFMTA, in its sole discretion, may request and receive payment for the Developer's fair share portion of these costs before the corresponding mitigation measure is triggered under the Environmental Impact Report.

The SFMTA will provide a cost estimate for the Developer's fair share of the design and construction costs of the transit only lanes, to be paid in full in advance of the design and implementation of the transit-only lanes. If the cost for the SFMTA to complete the transit-only lanes is less than the amount paid by the Developer, the SFMTA will refund the Developer the difference between the amount paid and the actual cost.

Transportation Fee

The Developer must pay a Transportation Fee to the SFMTA, as required of development projects under the City's Planning Code. The SFMTA will expend the Transportation Fee in accordance with San Francisco Planning Code Section 411A.7 to address the impacts of development on the City's transportation system, including projects that expand the transportation system's connectivity, reliability, and capacity.

Because the Project's initial applications were filed before new fees went into effect, the amount of the Transportation Fee was set at an interim rate between the previous, lower Transportation Impact Development Fee and the current, higher Transportation Sustainability Fee. The Transportation Fee will total approximately \$10.8 million over the course of Project's build-out.

Infrastructure Plan

The India Basin Infrastructure Plan is an Exhibit to the Development Agreement that defines the infrastructure improvements (also referred to as Horizontal Improvements in the Development Agreement) required to construct the India Basin Development Project (Project), and identifies the responsibilities of the City and the Developer for design, construction, and operation of the infrastructure, including elements of sustainability, environmental remediation, demolition, grading, street and transportation systems, open space and parks, low pressure potable water system, recycled non-potablewater system, auxiliary water supply system, separated sewer system, stormwater system, stormwater management, and dry utility systems. SFMTA staff have provided input to inform the Infrastructure Plan, as it relates to transportation.

Transportation-Related CEQA Mitigation Measures from the EIR

The Project's EIR requires the Project to provide the following transportation and circulation related mitigation measures in response to impacts identified through the CEQA process (Transportation Related Mitigation Measures):

- Provide funds for temporary transit-service improvements, until the applicable portion of the Candlestick Point/Hunters Point Shipyard Phase II Transportation Plan is in operation, or implement a temporary shuttle service, until the applicable portion of the Candlestick Point/Hunters Point Shipyard Phase II Transportation Plan is in operation (M-TR-3P, and M-TR-3V)
- Implement passenger loading strategies for a future school (M-TR-8V)
- Implement transit-only lanes on Innes Avenue (M-TR-6)
- Prepare and implement transportation demand management (M-AQ-1f)

The Project's EIR also identified five Transportation-Related Improvement Measures. While not required under the MMRP, SFMTA staff recommend that the Developer's commitment to these improvement measures be conditions of SFMTA's approval to improve transportation-related aspects of the Project. These Transportation-Related Improvement Measures include:

- Reconfigure southbound approach at Jennings Street/Evans Avenue/Middle Point Road (I-TR-2V)
- Implement queue abatement strategies (I-TR-6)
- Implement an active loading management plan (I-TR-7)
- Implement construction management strategies including: traffic control plan for construction, reducing single-occupant vehicle mode share for construction workers, provide project construction updates to adjacent residents and businesses (I-TR-10)
- Reconfigure eastbound approach at Jennings Street/Evans Avenue/Middle Point Road (I-C-TR-1)

The MMRP articulates specific implementation, monitoring, and reporting requirements associated with these measures. The SFMTA generally plays a monitoring role for the Transportation Related Mitigation Measures, and is responsible for implementation of the capital

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improvements associated with the transit capacity, transit delay, and intersection reconfiguration measures (which the Developer will fund).

STAKEHOLDER ENGAGEMENT

The Developer initiated community and stakeholder engagement in connection with the Project in 2013. Over the past five years, the Developer's project team has held numerous community engagement meetings with neighbors in the India Basin and surrounding neighborhoods, stakeholder meetings, and public workshops. The project team also engaged community members through an India Basin Working Group to focus on design, and a Bayview Working Group to focus on issues of transit access, jobs, and housing. The Developer also initiated and sponsored an India Basin Transportation Action Plan to study transportation improvements beyond the Project site, and coordinate improvements with neighboring projects and property owners. Input from neighborhood groups and stakeholders has informed the project proposal. The District Supervisor, Malia Cohen, supports this project and is sponsoring the project related legislation at the Board of Supervisors.

Primary issues raised by neighbors and stakeholders during project outreach included: the type of open space developed; the location of the project's affordable housing obligation; the need for amenities in the neighborhood; parking loss, transit, and traffic calming; and, concern about proximity to Shipyard contamination. The Developer created an India Basin Transportation Action Plan documenting community concepts for the transportation network outside of the project site to inform the future design of Innes Avenue, which is not part of this development project.

ALTERNATIVES CONSIDERED

The Project is a mixed-use development project and not specifically a transportation project, although it includes mitigation measures and public benefits that are transportation-related. Alternatives to the Project were analyzed in the Environmental Impact Report.

FUNDING IMPACT

The 2015 Transportation Sustainability Fee legislation granted lower fee rates for projects with development and environmental applications submitted on or before July 21, 2015. India Basin is one such project. These fees will amount to about \$10.8 million over the phases of the project; per the Transportation Sustainability Fee Ordinance, fees will be paid upon City issuance of a first construction documents for specific phases or buildings.

Through the terms of the Development Agreement, the SFMTA will recover costs associated with staff review of the horizontal infrastructure.

ENVIRONMENTAL REVIEW

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On July 26, 2018, in Motion No. 20247, the San Francisco Planning Commission certified the

Final Environmental Impact Report (FEIR) for the India Basin Project (Case No. 2014-002541ENV) (Project). On that same date, in Motion No. 20248 the San Francisco Planning

Commission adopted California Environmental Quality Act (CEQA) Findings, a Statement of Overriding Considerations, and a Mitigation, Monitoring, and Reporting Plan (MMRP). As part of the approval of this item, the SFMTA Board of Directors would adopt these CEQA findings as its own, and to the extent the above actions are associated with any mitigation measures, the SFMTA Board of Directors would adopt those measures, and transportation-related Improvement Measures I-TR-2V, I-TR-6, I-TR-7, and I-TR-10, and I-C-TR-1 as conditions of this approval.

A copy of the CEQA determination is on file with the Secretary to the SFMTA Board of Directors, and may be found in the records of the Planning Department at 1650 Mission Street in San Francisco, and is incorporated herein by reference.

OTHER APPROVALS RECEIVED OR STILL REQUIRED

The Project has been reviewed by the Planning Commission. The Board of Supervisors will consider approval of the DA and associated zoning map and Planning Code amendments. The Project's environmental review findings and Development Agreement will also be considered for approval over the coming several months by the Port Commission, the Recreation and Park Commission, and the San Francisco Public Utilities Commission. San Francisco's Public Works Department will also be asked to consent to the Development Agreement.

RECOMMENDATION

Staff recommends that the SFMTA Board of Directors approve the resolution consenting to the proposed Development Agreement between the City and the Developer, for the mixed-use development of the 17.12-acre site located at 700 Innes Avenue, as the Development Agreement relates to matters under the jurisdiction of the SFMTA, including the Transportation Exhibit to the Development Agreement (which exhibit includes the Transportation Plan, a TDM Plan, agreements between the City and the Developer as to required parking-garage consultations and payment for transit-only lanes, and Transportation Fees); the Infrastructure Plan; and the transportation-related CEQA mitigation measures from the EIR, including the MMRP and transportation-related improvement measures; authorizing the Director of Transportation to execute the SFMTA Consent to the Development Agreement; and adopting findings under CEQA.

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
BOARD OF DIRECTORS

RESOLUTION No. _____

WHEREAS, California Government Code section 65864 *et seq.* (the Development Agreement Statute) and San Francisco Administrative Code Chapter 56 authorize the City to enter into a development agreement regarding the development of real property; and,

WHEREAS, Under San Francisco Administrative Code Chapter 56, BUILD Inc. (Developer) filed an application with the City's Planning Department for approval of a development agreement (Development Agreement) relating to the 700 Innes Avenue Development Project, a 17.12-acre mixed-use project on 1700 Innes Avenue site, which is part of the larger India Basin Mixed-Use Development Project (India Basin Project); and,

WHEREAS, the City and Developer have undergone a joint environmental review process for the India Basin Project, and are in the process of negotiating the Development Agreement, which would authorize Developer to proceed with its portion of the India Basin Project in exchange for its delivery of various public benefits; and,

WHEREAS, The India Basin project would create up to 1,575 new housing units, 25% of which would be permanently below market rate, 121,915 gross square feet of new office space, up to 87,191 gross square feet of retail space, and would create or improve fifteen acres of public open space; and,

WHEREAS, the Developer has developed and will implement a Transportation Demand Management Plan that results in the India Basin Project producing 20% fewer driving trips than identified by the project's Transportation Impact Study and promotes measures that encourage sustainable modes of travel such as transit, bicycling and walking; and,

WHEREAS, Under the terms of the Development Agreement, the Developer will pay the Transportation Fee, which the SFMTA will expend in accordance with San Francisco Planning Code Section 411A.7 to address the impacts of development on the City's transportation system, including projects that expand the transportation system's connectivity, reliability, and capacity; and,

WHEREAS, On July 26, 2018, the San Francisco Planning Commission, in Motion No. 20247, certified the India Basin Project (Case No. 2014-002541ENV) Final Environmental Impact Report (FEIR); on that same date, in Motion No. 20248 the San Francisco Planning Commission adopted California Environmental Quality Act (CEQA) Findings, a Statement of Overriding Considerations, and a Mitigation Monitoring and Reporting Program (MMRP) (collectively, the India Basin CEQA Findings); and,

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WHEREAS, Since that time, there have been no changes to the India Basin Project, changes to the circumstances under which the project will be undertaken, or substantial new information that would trigger the need for a subsequent environmental impact report; and,

WHEREAS, A copy of the Planning Commission Resolution, the CEQA findings, and the CEQA determination are on file with the Secretary to the SFMTA Board of Directors, and may be found in the records of the Planning Department at 1650 Mission Street in San Francisco, and are incorporated herein by reference; and,

WHEREAS, The India Basin Project requires horizontal infrastructure development, including the design and creation of new streets; and,

WHEREAS, Exhibit I to the Development Agreement includes the Infrastructure Plan that outlines the project's responsibility to construct horizontal infrastructure upon the review and approval of various city agencies, including the SFMTA; and,

WHEREAS, Exhibit Q to the Development Agreement includes a Transportation Exhibit, which includes the Transportation Plan, Transportation Demand Management Plan, agreements between the City and Developer as to required parking-garage consultations and payment for transit-only lanes, and the Transportation Fee; and,

WHEREAS, Exhibit U to the Development Agreement includes Applicable Impact Fees and Exactions, including the Transportation Fee; now, therefore be it

RESOLVED, That the SFMTA Board of Directors adopts the India Basin California Environmental Quality Act (CEQA) findings as its own, and to the extent the above actions are associated with any mitigation measures or improvement measures including Improvement Measures I-TR-6, I-TR-7, I-TR-10, the SFMTA Board of Directors adopts those measures as conditions of this approval; and, be it

FURTHER RESOLVED, That the SFMTA Board of Directors does hereby consent to the Development Agreement, including its exhibits containing the Infrastructure Plan, Transportation Exhibit, and Applicable Fees and Exactions, substantially in the form and terms as outlined in the Development Agreement with respect to the items under the SFMTA's jurisdiction, and authorizes the SFMTA Director of Transportation to execute the SFMTA Consent to the Development Agreement; pending approval by the Board of Supervisors; and, be it

FURTHER RESOLVED, That, subject to appropriation of any necessary funds, the SFMTA Board of Directors authorizes the Director of Transportation to take any and all steps (including, but not limited to, the execution and delivery of any and all agreements, notices, consents and other instruments or documents) necessary, in consultation with the City Attorney, to consummate and perform SFMTA obligations under the Development Agreement, or otherwise to effectuate the purpose and intent of this Resolution; and, be it

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FURTHER RESOLVED, That, by consenting to the SFMTA matters in the Development Agreement between the City and the Developer, the SFMTA Board of Directors does not intend to in any way limit, waive or delegate the exclusive authority of the SFMTA; and, be it

FURTHER RESOLVED, That, subject to appropriation of any necessary funds, the Board of Directors authorizes the Director of Transportation to take any and all steps (including, but not limited to, the execution and delivery of any and all agreements, notices, consents and other instruments or documents) necessary, in consultation with the City Attorney, to consummate and perform SFMTA obligations under the Development Agreement, or otherwise to effectuate the purpose and intent of this Resolution; and, be it

FURTHER RESOLVED, That, by consenting to the SFMTA matters in the Development Agreement between the City and the Developer, the SFMTA Board does not intend to in any way limit, waive or delegate the exclusive authority of the SFMTA; and, be it

FURTHER RESOLVED, That the approval under this Resolution shall take effect upon the effective date of the Board of Supervisors legislation approving the India Basin Development Agreement.

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of August 21, 2018.

Secretary to the Board of Directors
San Francisco Municipal Transportation Agency

DA EXHIBIT Q

TRANSPORTATION EXHIBIT

to

DEVELOPMENT AGREEMENT

(700 Innes Avenue, or India Basin)

EXHIBIT Q

TRANSPORTATION EXHIBIT

This Transportation Exhibit to the Development Agreement (DA) outlines the Project's transportation commitments in five areas: (i) the Transportation Plan, (ii) transportation demand management, (iii) parking-garage consultation, (iv) transit-only lanes, and (v) Transportation Fees.

I. Transportation Plan

The City and Developer will follow the India Basin Transportation Plan, which is attached to this Exhibit Q as Schedule Q-1, as amended from time to time by the mutual consent of the Parties.

II. Transportation Demand Management Plan

Developer shall implement a Transportation Demand Management (TDM) Plan in compliance with EIR Mitigation Measure M-AQ-1f, as set forth in the MMRP. The MMRP is attached to this Exhibit Q as Schedule Q-2. In accordance with the Transportation Plan and instead of the 15% reduction required as part of EIR Mitigation Measure M-AQ-1f, Developer agrees to reduce the number of aggregate daily one-way vehicle trips by 20% (the "reduction goal") for all Buildings that have received a certificate of occupancy and that are at least 75 percent occupied, relative to the aggregate daily, one-way vehicle trips anticipated for those Buildings based on the trip generation rates contained within the Transportation Impact Study dated July 2017 and the Supplement to the Transportation Impact Study, dated April 27, 2018, (together, the "Final Transportation Impact Study") as calculated before the imposition of the TDM measure.

Developer must obtain the Planning Department's approval of the TDM Plan before Developer submits its site permit application for the first Building on the Project Site. Developer shall implement the TDM Plan for each Building on the Project Site upon the issuance of the certificate of occupancy for that Building.

Developer shall comply with its obligations under the TDM Plan throughout the life of the Project or variant. The Developer that is responsible for the Completion of the Infrastructure (other than the Transferable Infrastructure) in each Development Phase shall monitor, submit monitoring reports, and adjust the TDM Plan if the reduction goal is not being achieved, as described in the Transportation Plan. TDM Plan monitoring and reporting, and any required TDM Plan adjustments shall be carried out in accordance with EIR Mitigation Measure M-AQ-1f. Each Developer must comply with the TDM Plan, as amended from time to time.

Upon the earlier of (i) the expiration of the Development Agreement, or (ii) the date the Planning Department determines the reduction goal has been met for up to eight consecutive reporting periods (subject to Developer's right to satisfy the reduction goal through payment of the offset fee, as set forth in EIR Mitigation Measure M-AQ-1f), Developer shall submit the TDM Plan to the Zoning Administrator to order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the Project Site. In accordance with EIR Mitigation Measure M-AQ-1f, the final TDM Plan shall be either (a) the TDM Plan that met the reduction goal for eight consecutive reporting periods; or (b) if the Developer has paid an

Exhibit Q

additional offset fee, the TDM Plan that achieved the highest reduction goal for any reporting period. This Notice shall include the Project's final TDM Plan and detailed descriptions of each TDM measure. Any apportionment of any offset fee among Developers will be made by the monitoring and reporting Developer as provided above.

The final TDM Plan shall be enforceable through the Notice of Violation procedures in the Planning Code, or any other applicable provision of law. The Zoning Administrator shall retain the discretion to determine what constitutes a separate violation under the Planning Code. The Planning Code procedures related to such violations set forth in Section 176 shall apply, except that the Zoning Administrator shall have discretion to impose a maximum penalty of up to \$250 per violation. If the submittal of monitoring reports is no longer required in accordance with Mitigation Measure M-AQ-1f, the provisions of Planning Code Section 169.5(b) shall apply.

III. Parking-Garage Consultations

(a) **Parking and TDM Report.** Six months before submitting to the Planning Department a Development Phase Application for any Development Phase of the Project that includes a parking garage, Developer shall submit to the Planning Director, with copies provided to the Director of Transportation, a Parking and TDM Report that contains the following information:

(i) the status of vertical build-out in prior Development Phases of the Project;

(ii) a summary of the TDM Plan's implementation, including progress towards achieving the reduction goal (defined in Section II, above), proposals to improve or adjust the TDM program towards achievement of the reduction goal, if applicable, and the current inventory of parking available on the Project Site;

(iii) descriptions of current transit services and any transit service changes budgeted for implementation by the anticipated date of occupancy for the proposed Development Phase;

(iv) a conceptual analysis of the parking garage(s), including the expected capacity of the garage(s) at completion, a discussion of any features of the design(s) that would allow for adaptability of portions of the garage(s), and any requirements for future adaptation;

(v) a description of how the information presented within the Parking and TDM Report is reflected in the Development Phase Application.

(b) **Parking and TDM Recommendations.**

(i) The Planning Director and the Director of Transportation will have 45 days after their receipt of the Parking and TDM Report to provide to Developer written recommendations regarding TDM and the development, operations, or management of the proposed parking garage.

(ii) Developer shall meet and confer with the Director of Planning and Director of Transportation within 15 days, of Developer's receipt of their written recommendations.

(iii) Developer shall make commercially reasonable efforts to incorporate the written recommendations of the Director of Planning and Director of Transportation and shall respond to their written recommendations with a document that includes:

(1) the manner in which Developer will incorporate accepted recommendations into the TDM Plan or the development, operations, or management of the parking garage; and

(2) a reasoned narrative setting forth the reasons it did not accept any parking and TDM recommendations.

IV. Transit-Only Lanes

In accordance with EIR Mitigation Measure M-C-TR-2, Developer shall pay to the SFMTA Developer's fair share portion of the costs to design and construct one of the two travel lanes in each direction of the Evans Avenue–Hunters Point Boulevard–Innes Avenue–Donohue Avenue corridor from a mixed-flow lane to a transit-only lane between the Jennings Street/Evans Avenue/Middle Point Road and Donahue Street/Robinson Street intersections.

Developer agrees the SFMTA may request Developer's fair share portion before the time set forth in the Mitigation Schedule for EIR Mitigation Measure M-C-TR-2, when the SFMTA, in its sole discretion, determines the transit lanes are necessary to prevent the degradation of transit service and travel time along the corridor. The SFMTA will make this determination based on its monitoring of transit service and travel time along the corridor.

Once the SFMTA makes this determination, the SFMTA will alert and invoice Developer an estimate of its fair share portion, determined in accordance with M-C-TR-2, and Developer shall pay this amount to the SFMTA within 30 days of receiving the invoice. Developer shall pay the SFMTA any additional funds required to cover Developer's fair share portion, determined in accordance with M-C-TR-2, within 30 days of receiving the SFMTA's invoice showing its final cost to design and construct the transit-only lanes. If Developer's fair share portion of the cost to complete the transit-only lanes is less than the estimate initially paid by Developer, the SFMTA will refund Developer the difference.

V. Transportation Fee.

Developer shall pay to the SFMTA a Transportation Fee as set forth in Exhibit U to the DA.

SCHEDULE Q-1
INDIA BASIN TRANSPORTATION PLAN
[see attached]

Schedule Q-1

SCHEDULE Q-2

MMRP

[to be attached]

Schedule Q-2