THIS PRINT COVERS CALENDAR ITEM NO. : 10.5

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, California Barrel Company LLC, for the mixed-use development of the 29-acre site located at 420 23rd Street as it relates to matters under the jurisdiction of the San Francisco Municipal Transportation Authority (SFMTA) including the Transportation Exhibit I and the transportation-related mitigation measures; authorizing the Director of Transportation to execute the SFMTA Consent to the Development Agreement; and adopting findings under the California Environmental Quality Act (CEQA)

SUMMARY:

- The Developer proposes a multi-phased, mixed-use development project at 420 23rd Street that would include residential and commercial uses, street improvements, community uses, childcare centers, and public open space.
- The City has negotiated a Development Agreement that include a Transportation Sustainability Fee, with a commitment from the SFMTA for the value of the funds to be expended in the Project area
- The Development Agreement requires the Developer to provide new transportation infrastructure, TDM amenities, and bus route terminal facilities.
- An Infrastructure Plan outlines the proposed horizontal infrastructure, including a new street grid and bus facilities as well as the roles and responsibilities of the Developer and key city agencies in implementing the Infrastructure Plan.

ENCLOSURES:

1. SFMTAB Resolution
2. Potrero Power Station Mixed-Use Project Development Agreement, Exhibit I, Transportation Exhibit
3. Potrero Power Station Mixed-Use Project Final Environmental Impact Report: https://sfplanning.org/environmental-review-documents
4. Potrero Power Station Mixed-Use Project Project Development Agreement: https://sfplanning.org/potrero-power-station#info
5. Potrero Power Station Mixed-Use Project Infrastructure Plan: https://default.sfplanning.org/devagreements/potreropower/potrero_power_infrastructure_plan-Jan2020.pdf
6. Potrero Power Station Mixed-Use Project CEQA Findings, including MMRP:https://commissions.sfplanning.org/cpcpackets/2017-011878DVA_013020.pdf

APPROVALS: **DATE**

DIRECTOR _____ February 10, 2020

SECRETARY _____ February 10, 2020

ASSIGNED SFMTAB CALENDAR DATE: February 18, 2020

PURPOSE

Consenting to the proposed Development Agreement between the City and County of San Francisco (City) and the Master Developer, California Barrel Company LLC, for the mixed-use development of the 29-acre site located at 420 23rd Street as it relates to matters under the jurisdiction of the San Francisco Municipal Transportation Authority (SFMTA) including the Transportation Exhibit I and the transportation-related mitigation measures; authorizing the Director of Transportation to execute the SFMTA Consent to the Development Agreement; and adopting findings under the California Environmental Quality Act (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 1: Create a safer transportation experience for everyone
Objective 1.1: Achieve Vision Zero by eliminating all traffic deaths.

Goal 2: Make transitMake transit and other sustainable modes of transportation the most attractive and preferred means of travel
Objective 2.3 – 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.

DESCRIPTION

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.

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 California Barrel Company LLC Mixed Use Project for the development of 29-acres at the former Potrero Power Station. The site is generally bounded by 23rd Street to the south, Illinois Street to the west, 22nd Street to the North and the San Francisco Bay to the east and includes 2.75 acres of land owned by the City and County of San Francisco and the Port of San Francisco.

Current uses on the site include a small office building occupied by the Project Sponsor, an electrical switchyard owned and operated by PG&E, and street rights of way or shoreline areas owned by the Port and City; the remainder of the site includes multiple vacant structures and unused infrastructure related to the site's previous use as a power station.

The site is currently zoned for industrial and production, distribution, and repair (PDR) uses. The 2009 Eastern Neighborhood Plan called for rezoning the site. In 2011, the Potrero Power Plant ceased its power-generating operations subject to a Settlement Agreement between then-owner Mirant Potrero LLC and the City. The Settlement Agreement provided Mirant or a future property owner the opportunity to work with the City and community on a redevelopment proposal for the site. In 2016, the Project Sponsor purchased the property from then-owner NRG Energy, and in 2017 began an extensive planning process with City agencies and the community to develop a master plan for the site.

The Project proposes Planning Code and Zoning Map amendments that would create a Potrero Power Station Special Use District. These changes would allow for creation of substantial housing opportunities, open space, and the addition of commercial, retail, and light manufacturing uses.

The following development is proposed for the site:

- 2,601 new housing units (30% of the residential units produced by the Project would be permanently affordable housing units)
- Two childcare facilities
- Funding or space for a public library
- An on-site community center
- 1.8 million gross square feet (gsf) of commercial uses, including 100,000 gsf of retail, 800,000 gsf of office, 650,000 gsf of life science/laboratory, 240,000 gsf of hotel, and 35,000 gsf of production, distribution, and repair (PDR) uses
- 6.9 acres of new or improved public open space
- 25,000 square feet of entertainment/assembly uses
- 50,000 square feet of community facilities
- Up to 2686 off-street parking spaces

The site will be served by new infrastructure including a street grid that will provide multi-modal access, including creation of a bicycle network, new pedestrian facilities, bus stop and terminal facilities to support the 55 Dogpatch.

The Project is subject to aggregate site-wide off-street parking ratios of:

- 0.6 parking spaces per residential unit
- 1 space per 1,500 occupied square feet of non-retail sales and services, industrial uses, PDR, laboratory or life science uses
- 3 spaces per every 1000 occupied square feet of grocery use
- 1 space per every 16 hotel guest bedrooms.

Parking is not allowed for any other use. In accordance with best practices, the Project would unbundle 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:

- **Affordable Housing.** 30% of the residential units produced by the Project will be permanently affordable through a combination of:
    - Inclusionary units within the on-site market-rate projects, including up to 36 units for the City's Homeless Prenatal Program.
    - Conveyance of development parcels at no cost to affordable housing developers for the construction of 100% affordable units and provision of gap financing to the recipient affordable housing developer for the project; and,
    - Payment of in-lieu fee to the Mayor's Office of Housing and Community Development for construction of affordable housing in Supervisorial District 10.
- **Open Space.** The Project would construct and maintain 6.9 acres of publicly-accessible open space including integrated waterfront parks, the extension of the Blue Greenway and Bay Trail, a green spaces within the site, and a publicly accessible soccer field on the roof of the garage or another location if no garage is constructed.
- **Child Care Facilities.** The Project would construct two childcare facilities each totaling not less than 6,000 gross square feet, to be leased to a licensed nonprofit operator without charge for initial three-year terms with controlled rates applied to subsequent leases.
- **Workforce Development Program.** The Project would make a $1 million financial contribution to training programs aimed at both construction and end-user employment opportunities onsite The DA also memorializes programmatic partnerships with future STEM employers to support job fairs, ongoing networking, technology-related career readiness, and curriculum development for further training efforts. The Project will also comply with First Source Programs for construction and operational activities, as well as a Local Business Enterprise Utilization Plan.
- **Transportation.** The Project would create a new street network to connect with existing and planned streets adjacent to the site, and will improve existing intersections through installation of new traffic signals at Illinois Street and 23rd Street and at Illinois Street and Humboldt Street. Proposed street designs are consistent with the City's Better Streets Plan. The site will provide a new Muni bus zone and shelter for the 55 Dogpatch and an SFMTA employee restroom.
- **SFPUC Facilities.** The Project would provide a capital contribution up to $1.5 million for the City to pay for Auxiliary Water Supply System (AWSS) infrastructure and would

provide a capital contribution for future sewer pump infrastructure serving the southeast waterfront area.

- **Library Facility.** The Project would provide a contribution of $2.5 million to the San Francisco Public Library for a library located on the Project Site or within ¾ of a mile from the Project site and would provide an option to lease a 7,000 square foot space on the Project Site for a public library.
- **Community Facility.** The Project would construct one on-site community center of at least 25,000 gross square feet, provide the space rent-free to a community facility operator (such as the YMCA), and provide a payment to the community facility operator for tenant improvements.
- **Historic Preservation.** The Project would retain Station A, including saving and restoring its existing walls and incorporating these existing features into a new building. The Project would also retain and rehabilitate the Boiler Stack.
- **Sea Level Rise Adaptation:** The Project's waterfront edge will be raised to protect buildings and open space against the high-end estimates of projected sea level rise at 2100 as established by the state. A Community Facilities District (CFD) will be established for the Project, which will ensure funding for sea level rise adaptation improvements along the San Francisco waterfront in the case the future sea level rise exceeds current projections.

Under the terms of the Development Agreement, consent by the SFMTA Board is required for: transportation-related components of the Infrastructure Plan; transportation components of the Development Agreement, including the Transportation Exhibit, which addresses Transportation Fees, the Project's TDM Plan, SFMTA Contact for the Project, Residential Parking Permits, an SFMTA Employee Restroom, and a Muni Shelter; 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.

Infrastructure Plan

The Development Agreement includes a Master Infrastructure Plan that documents the infrastructure (horizontal improvements) to the site. The SFMTA has actively participated in the development of this plan as it relates to street design and circulation. Streets have been designed to comply with Better Streets Plan guidelines and NACTO Urban Street Design guidelines.

The Infrastructure Plan proposes the creation of a grid network of streets that connect to the existing neighborhood grid outside of the site. Key elements include:

- New internal streets
- Extension of the Bay Trail multi-use path along the eastern edge of the site, adjacent to the San Francisco Bay
- Bicycle and pedestrian access to the Bay Trail
- Bicycle and pedestrian access to existing neighborhoods to the west of the site
- Muni-serving bus zone and bus bulb
- Connection via Maryland Street to future development at the Pier 70, immediately north of the site

Transportation Exhibit

The Transportation Exhibit, attached as Exhibit I to the Development Agreement, outlines the Project's transportation commitments with regard to six primary areas: (1) transportation fees, (2) transportation demand management, (3) staffing, (4) Residential Parking Permit restrictions, (5) SFMTA employee restroom, and (6) Muni bus shelter. The SFMTA Board is being asked to consent to the Exhibit.

Transportation Fee
The Project is subject to the full Transportation Sustainability Fee (TSF). Per the TSF Ordinance, fees will be paid upon City issuance of first construction documents for specific phases or buildings. These fees will amount to approximately $67 million by project completion.

Consistent with the City's Southern Bayfront Strategy, the SFMTA commits to investing at least the equivalent amount of funding as generated by the Project's TSF in transportation investments that support access to and within the surrounding neighborhood.

The following investment principles were considered in developing a list of priority projects:

- Transportation needs in Southern Bayfront area
- Overlap with articulated priorities from neighborhood groups
- Funding need/gap
- Reasonable alignment between timing of project funding and future fee availability

Examples of these capital investments are outlined in the Transportation Exhibit. The investments would support expanded reliability and frequency, and reduce delay on the T-Third line and area bus lines, and support the expansion of the Muni Metro East facility. Investments will also be made to close key gaps in the area walking and bicycling network. The funds will provide a contribution to the expansion of water transportation in the area. While these investments benefit the area around the projects, they also accrue important benefits for the greater transportation system and transportation system users.

Because the Transportation Fee is received over the course of project construction, which may be up to fifteen years, the Transportation Exhibit provides the ability for the SFMTA to pursue other funding to advance the SFMTA projects and be repaid by the Project's Transportation Fees.

Transportation Demand Management Plan
San Francisco's Transportation Demand Management Ordinance for new development called for a phasing in of requirements, whereby projects that had submitted development applications or complete environmental application between September 5, 2016 and January 1, 2018 would be subject to achieving 75% of their points target as defined in the Planning Commission's TDM Program Standards. Based on the date of the Project's application, it is subject to achieving 75% of its points target. In addition, the Project is required by Mitigation Measure M-TR-5 of the Project's Environmental Impact Report (EIR) to reduce the number of Project-generated vehicle trips during the P.M. peak hour by an estimated 11% as compared to estimated automobile trips calculated at the P.M. Peak Hour for the Project. If the estimated 11% reduction is not achieved, additional TDM measures are required to be implemented.

The Project is designed with three access streets that link internal Project uses and streets with

the surrounding transportation network: 23rd Street, Humboldt Street, and Maryland Street. The Project is reliant on the Pier 70 development to the north to develop a portion of Maryland Street to connect to 22nd Street. Additionally, PG&E controls a 4.8 acre sub-area on the northwest corner of the Project Site (PG&E sub-area) which includes Humboldt street; development of land uses and Project control of Humboldt Street within the PG&E sub-area would only occur when and if PG&E determines it is feasible to relocate the existing utility infrastructure and operations, or allows for a public access easement. Until the PG&E sub-area is developed or the Project otherwise gains an easement, Humboldt Street may not be improved to connect the Project site to Illinois Street. It is possible that the Project site would be accessible only via 23rd Street for a period of time (possibly until Maryland Street is improved to connect to the Project site as part of the Pier 70 Mixed-Use development).

During such time that the Project site is only accessible by 23rd Street (i.e., until access may be provided by Humboldt Street, Maryland Street, or another street other than 23rd Street), the Developer shall be responsible for implementing TDM measures necessary to limit the number of project-generated vehicles entering or exiting the project site to a maximum of 600 vehicles per lane per hour inbound and 600 vehicles per lane per hour outbound during the weekday pm peak hour. This would be achieved through additional TDM efforts. Note that the 55 Dogpatch would be able to serve the site and that the terminus amenities would not be affected by this scenario.

The Project's plans for complying with the TDM Ordinance, Mitigation Measure M-TR-5, and for addressing a single-access scenario are described in the Potrero Power Station TDM Plan. It includes TDM measures that will be applied across the site and/or benefit all site users, such as on-site childcare, unbundled car parking, carshare parking, multimodal wayfinding signage, transportation marketing campaigns and information, shuttle service that is free and open to the public, bicycle parking, and bicycle repair stations. The Plan also includes TDM measures that will specifically apply to residential uses like on-site affordable housing and lower parking rates than the neighborhood average. All site employees will benefit from real time transportation displays, showers and lockers, and consultations to support transportation choices and incentives to try transit. Additional TDM measures specifically serve site residents and retail employees including amenities such as lockers to support delivery of items that employees or residents might otherwise drive to pick up. Finally, the Project commits to managing and pricing the public/retail-serving parking to ensure users pay directly for parking that they use and that no discount is offered for longer-term or more frequent driving and parking.

Most measures will be implemented as part of the vertical development of each building, while some, such as the improvement of walking conditions, which the Project will accomplish by creating streets with sidewalks that meet the Better Streets Plan standards, will be provided as part of the Project's sitewide improvements.

The site will have a Transportation Coordinator that will manage and deliver the TDM program and associated compliance requirements.

The TDM Plan is attached as TP Schedule 1 to the Transportation Exhibit.

SFMTA Staffing for Implementation
The SFMTA has a team that focuses on monitoring of and compliance with approved Development Agreements to ensure that all parties, including the SFMTA, deliver their commitments as outlined in the Development Agreement. The SFMTA will designate a staff person from this team who will monitor the transportation related components of the Project and serve as a point person for the Project team and the community.

Residential Parking Permit
The Transportation Code authorizes Residential Parking Permits (RPPs) in certain designated areas of the City that allow residents of that area to apply for RPPs and thus be exempt from posted time restrictions. As articulated within the Transportation Exhibit, the Project is electing for Project buildings to not be eligible for RPPs, and residents of the Potrero Power Station project will not be eligible for the neighboring Dogpatch RPP. This restriction will be recorded within the Project's Master Covenants, Codes and Restrictions (CC&R) documents. This approach to RPP is intended to complement the Project's unbundled parking policy by ensuring that residential parking does not spill over onto neighborhood RPP streets.

SFMTA Employee Restroom
The site is designed to support Muni bus service through the site, with a terminus for the 55 Dogpatch on 23rd Street between Delaware Street and Maryland Street. The first phase of Project construction will provide a SFMTA employee restroom adjacent to the bus zone on 23rd Street. Restrooms for transit operators is a high priority for the SFMTA and meet a critical workforce need while supporting service reliability. The Project has committed to constructing and maintaining a restroom to serve Muni operators and other SFMTA personnel (parking control officers, bus supervisors, etc.). The restroom design will follow SFMTA specifications and only be for designated SFMTA personnel.

Muni Bus Shelter
Underground PG&E infrastructure prohibits the installation of any surface furniture within a certain area of the infrastructure. The location of a shelter for the 55 Dogpatch terminus on 23rd Street is in the middle of such an area. To ensure shelter amenities such as overhang, information, lighting, and seating, the Project will build the elements of a shelter into the façade of the building fronting the 55 Dogpatch zone. The Project will follow SFMTA specifications and work with the SFMTA to ensure that the design meets rider needs. The Project will maintain the shelter elements and provide access to SFMTA for needs such as updating maps and other information.

<u>Transportation-Related CEQA Mitigation Measures from the Environmental Impact Report (EIR)</u>
The EIR requires the Project to provide the following transportation related mitigation measures in response to impacts identified through the CEQA process (Transportation-Related Mitigation Measures):

- *Mitigation Measure M-TR-5: Implement Measures to Reduce Transit Delay Performance Standard.*
- *Mitigation Measure M-TR-7: Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street*

To comply with M-TR-5, the Project will employ TDM measures to limit the number of PM peak hour project-generated driving trips. M-TR-7, the Project will fund the installation of a traffic signal, including pedestrian countdown signalheads, at the intersection of Illinois and 22nd Street, stripe marked crosswalks, and construct ADA compliant curb ramps. The Project will fund the intersection and pedestrian improvements and the SFMTA may elect to implement or have the Project implement the improvements.

The Project's EIR also identified Transportation-Related Improvement Measures. While not required to reduce significant environmental impacts, 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 improvement measures have also been required by the Planning Commission as part of the conditional use approval for the Project. Transportation-Related Improvement Measures include:

- *Improvement Measure I-TR-A: Construction Management Plan and Public Updates*
- *Improvement Measure I-TR-B: Monitoring and Abatement of Queues*

Improvement Measure I-TR-A requires the Project to develop and implement a construction management plan that addresses circulation, access, staging, and delivery and would coordinate with nearby projects that use the same truck routes. It also requires support of construction worker TDM and provision of regular updates to neighborhood residents and businesses about construction activities and impact on travel lanes. Improvement Measure I-TR-B calls for the Project to monitor and adjust parking facility operation or design to ensure that recurring vehicle queues or vehicle conflicts do not occur adjacent to garage entries.

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

STAKEHOLDER ENGAGEMENT

The Project Sponsor has engaged in a robust community outreach program throughout the development and refinement of the Project design over the past several years. Community engagement included roughly 170 community meetings, including public site tours, workshops and presentations, Project Sponsor office hours, and presentations to community and stakeholder organizations and commissions.

Community voices have played an important role in shaping the design of the Project, particularly related to the height of buildings and the retention of the historic Station A building. Community feedback related to transportation includes support for the 55 Dogpatch alignment and terminal facilities, interest in TSF investment being focused on projects that serve the area-including support for a water transit pilot, and general concern about additional traffic impacts from the project. The site design and Transportation Exhibit reflect these interests.

The District Supervisor, Shamann Walton, supports this project and is sponsoring the project related legislation at the Board of Supervisors.

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 established fee rates for development projects. Potrero Power Station's TSF will amount to about $65 million over the six phases of the project. Per the Transportation Sustainability Fee Ordinance, and under the Development Agreement, 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

On January 30, 2020, in Resolution No. R-20635, the San Francisco Planning Commission certified the Final Environmental Impact Report (FEIR) for the Potrero Power Station Mixed-Use Project (Case No. 2017-011878ENV). On that same date, in Motion No. M-20636, 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 would adopt the CEQA findings as its own, and to the extent that the above actions are associated with any mitigation measures, the SFMTA Board of Directors would adopt these measures (Including M-TR-5: Implement Measures to Reduce Transit Delay Performance Standard and M-TR-7: Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street) and Improvement Measures(I-TR-A: Construction Management Plan and Public Updates and;Improvement Measure I-TR-B: Monitoring and Abatement of Queues) as conditions of this approval.

A copy of the FEIR, Planning Commission Resolution No. R20635 and Motion No. M-20636 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.

OTHER APPROVALS RECEIVED OR STILL REQUIRED

The Project has been reviewed by the Planning Commission. The Public Utilities Commission and the Port of San Francisco will consider approval of issues under their jurisdiction. The Board of Supervisors will consider approval of the DA and associated Planning Code amendments.

The City Attorney's Office has reviewed this calendar item.

RECOMMENDATION

Staff recommends that the SFMTA Board of Directors consent to the proposed Development Agreement between the City and the Master Developer as it relates to matters under the jurisdiction of the SFMTA including the Transportation Exhibit I and the transportation-related mitigation measures; authorizing the Director of Transportation to execute the SFMTA Consent to the Development Agreement; and adopting findings under the California Environmental Quality Act (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, California Barrel Company LLC. (Developer) filed an application with the City's Planning Department for approval of a development agreement (Development Agreement) relating to the Potrero Power Station Mixed Use Project, a 29-acre mixed-use project; and,

WHEREAS, The City and Developer negotiated the Development Agreement, which would authorize Developer to proceed with the Potrero Power Station Mixed Use Project in exchange for its delivery of various public benefits; and,

WHEREAS, The Potrero Power Station Mixed Use Project would create up to 2,601 new housing units, 30% of which would be permanently below market rate, 25,000 square feet of assembly uses, 50,000 square feet of community uses, two childcare centers, 1.8 million square feet of commercial uses, and would create or improve 6.9 acres of public open space; and,

WHEREAS, The Project will implement street improvements that enhance pedestrian safety, bicycling connectivity, and transit access; and,

WHEREAS, Under the terms of the Development Agreement, the Developer shall pay the Transportation Sustainability Fee, which will contribute to transportation projects that expand connectivity, reliability, and capacity within the area surrounding the project; and,

WHEREAS, Exhibit I to the Development Agreement includes a Transportation Exhibit, which includes the Transportation Sustainability Fee, Transportation Demand Management Plan, SFMTA Staffing, Residential Parking Permit restrictions, an SFMTA Employee Restroom, and a Muni bus shelter; and,

WHEREAS, On January 30, 2020, the San Francisco Planning Commission, in Resolution No. R-20635, certified the Potrero Power Station Mixed-Use Project (Case No 2017-011878ENV) Final Environmental Impact Report (FEIR); on that same date, in Motion No. M-20636 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 Potrero Power Station Mixed Use Project CEQA Findings); and,

WHEREAS, Since that time, there have been no changes to the Potrero Power Station Mixed Use 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 FEIR, Planning Commission motions and the CEQA findings, including the MMRP and statement of overriding considerations, 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; now therefore be it

RESOLVED, That the SFMTA Board of Directors has reviewed the Final Environmental Impact Report (FEIR) for the Project and finds that the FEIR is adequate for its uses the decision-making body for the actions taken herein, does hereby adopt the Potrero Power Station Mixed-Use Project CEQA Findings as its own and and to the extent the above actions are associated with any mitigation measures (including M-TR-5: Implement Measures to Reduce Transit Delay Performance Standard, and M-TR-7 Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street) and transportation-related Improvement Measures (I-TR-A: Construction Management Plan and Public Updates, and I-TR-B: Monitoring and Abatement of Queues), as conditions of this approval; and, be it

FURTHER RESOLVED, That the SFMTA Board of Directors does hereby consent to the Potrero Power Station Mixed-Use Project Development Agreement, including its exhibits containing the Transportation Exhibit, substantially in the form and terms as outlined in the Development Agreement with respect to the items under the SFMTA's jurisdiction; and, be it

FURTHER RESOLVED, That the SFMTA Director of Transportation is authorized to execute the SFMTA Consent to the Development Agreement; pending approval by the Board of Supervisors; 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 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 the approval under this Resolution shall take effect upon the effective date of the Board of Supervisors legislation approving the Potrero Power Station Mixed-Use Project Development Agreement.

I certify that the foregoing resolution was adopted by the San Francisco Municipal

Transportation Agency Board of Directors at its meeting of February 18, 2020.

_____

Secretary to the Board of Directors
San Francisco Municipal Transportation Agency

Development Exhibit I
Transportation Exhibit

To

Development Agreement

(Potrero Power Station Mixed-Use Project)

I. Transportation Sustainability Fee

A. Payment by Developer. Developer shall pay to SFMTA a "**Transportation Fee**" in accordance with Planning Code section 411A, and subject to any annual escalation as permitted by the Development Agreement, that SFMTA will use and allocate in accordance with Section I.B below. The Transportation Fee must meet all requirements of, and will be payable on all Buildings in accordance with Planning Code sections 411A.1-411A.8 and the Development Agreement.

B. Accounting and Use of Transportation Fee by SFMTA. Section 411A.7 will apply except as follows: The Treasurer will account for all Transportation Fees paid for each Building in the Project (the "**Total Fee Amount**"). SFMTA will use an amount equal to or greater than the Total Fee Amount to pay for uses permitted by the TSF Fund under Planning Code section 411A.7 (including SFMTA and other agencies' costs to design, permit, construct, and install a series of transportation improvements) in the area surrounding or serving the Potrero Power Station SUD Area (the "**Transportation Improvements**"). SFMTA and other implementing agencies will be responsible for all costs associated with the design, permitting, construction, installation, maintenance, and operation of the Transportation Improvements above the Total Fee Amount. Examples of Transportation Improvements that SFMTA may fund with the Total Fee Amount include:

- **Muni Metro East (MME)**: Capital costs associated with an expanded facility for on-site storage and operation during facility rebuilding, capacity for expanded bus and LRV fleet, and tracks for storage.

- **Core Capacity Improvements:** Automation of train controls to reduce wait times between trains, and reduce delays.

- **Cesar Chavez Bike Connection:** Improve bicycle and pedestrian circulation in the area known as "the Hairball" – Cesar Chavez Street, Bayshore Boulevard and Potrero Avenue and Highway 101.

- **East-West Bike Connector:** Implementation of a connection across Caltrain tracks, likely between 17th Street and Owens Street, to connect the 4th Street bikeway and the 17th Street bikeway.

- **Bus Overhaul program:** Mid-life overhauls on the New Flyer fleet of 40-foot and 60-foot motor coaches, and 40-foot and 60-foot trolley coaches to improve vehicle reliability, reduce incidents of breakdowns, and prevent service interruptions and additional costly repairs.

- **Light Rail Vehicles:** Procure LRVs to expand Muni's fleet and to replace LRVs that are nearing the end of their useful life.

- **Pedestrian improvements**: Create sidewalks where there are none, considering physical feasibility, support of abutting property owners, and impact on utilities. Specific focus should be given to streets in Dogpatch including 23rd Street between Pennsylvania Street and the San Francisco Bay and Illinois Street between Mariposa Street and Cesar Chavez Street.

- **Traffic Calming Improvements:** Traffic calming measures as warranted in Dogpatch and Potrero Hill. Specific focus should be given to streets including the Indiana and Minnesota corridors in the Dogpatch neighborhood, and the 17th and 18th Street corridors in the Potrero Hill neighborhood, and areas in both neighborhoods impacted by freeway access.

- **18th Street Bridge Safety Enhancements:** Propose conceptual designs to enhance safety on the existing 18th Street overpass over Highway 280.

- **Water transit:** If service is proposed by the completion of Project buildout that meets the criteria in this section and is aligned with San Francisco's Guiding Principles for Emerging Mobility, then up to $2.5 million for pilot program for expanded network of water transit connections within San Francisco. Funds may be used for operations only, unless the provider is a public transportation agency, in which case funds may be used either for operations or in support of capital needs. To be eligible for these funds, a service must demonstrate alignment with San Francisco's Guiding Principles for Emerging Mobility. The service must also meet the following criteria:
    - Provision of regularly scheduled service, with allowance that the schedule may shift over the course of the pilot period to be responsive to population changes/population needs;
    - Service to multiple locations along San Francisco's northern waterfront and central/southern Bayfronts;
    - Duration of pilot is no less than 18 months;
    - Provision to the City of raw data and analysis, developed in accordance with methodology developed by the City, evaluating the success of the pilot program;
    - All trips supported by the funds are available to the public (no private trips); and,
    - The operator must have verifiable experience operating service of a similar scale and with similar operating characteristics and a demonstrated history of compliance with local, state, and federal regulatory requirements.

- **Safe streets around Jackson Park:** Transportation-related elements that support safe streets around a renovated Jackson Park, once it is an approved City project. Funds could

be used to support any of the following improvements, if warranted: street and sidewalk improvements, accessibility improvements, upgraded crosswalks, striping, traffic signals or signage, traffic calming such as speed humps, and/or corner bulbouts.

With respect to the Transportation Improvements, nothing in this Transportation Program will prevent or limit the City's absolute discretion to:(i) conduct environmental review in connection with any future proposal for improvements; (ii) make any modifications or select feasible alternatives to future proposals that the City deems necessary to conform to any applicable laws, including CEQA; (iii) balance benefits against unavoidable significant impacts before taking final action; (iv) determine not to proceed with such future proposals; or (v) obtain any required approvals for the improvements.

II. TDM Plan

Developer shall implement the Transportation Demand Management ("**TDM**") Plan attached as **TP Schedule 1** and otherwise comply with EIR Mitigation Measure M-TR-5, attached as **TP Schedule 2**. Under Planning Code Section 169.4(e), the Zoning Administrator shall order the recordation of the TDM Plan against the Project and it shall be enforceable though 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 of the TDM Plan. The Planning Code procedures shall apply, except that the Zoning Administrator shall have discretion to impose a penalty of up to $250 per violation. Developer agrees to a TDM Plan that will ensure that vehicle trips associated with the Project will not exceed 89% of the vehicle trips calculated for the Project in the Final Environmental Impact Report and the Technical Memorandum – Potrero Power Station Mixed-Use Development Project Estimation of Project Travel Demand, April 2018. The TDM measures (the "**TDM Measures**") outlined in the TDM Plan, or made in consultation with the relevant agencies, must achieve the TDM Plan's modal commitment.

III. SFMTA Contact

SFMTA commits to designating a staff person to follow up on the transportation related components of the Project, including this Exhibit, the DA, and the FEIR. This staff person will be a point person for the Developer and the community.

IV. RPP Permits

The Project will not be eligible for Residential Parking Permits under Transportation Code Section 405. Developer has agreed that such restriction will be included in the Conditions, Covenants and Restrictions (CC&Rs) of the Project.

V. SFMTA Employee Restroom: A subsequent license agreement between the SFMTA and the Project will include provisions related to following:

- Project's obligation to build a restroom pursuant to SFMTA specifications.
- License for SFMTA employees (operators, inspectors, parking control officers, and supervisory staff) to access property to use the restroom.

- SFMTA employee use of the restroom permitted on a 24/7 basis.
- The restroom will be for the exclusive use of SFMTA employees.
- Developer is responsible for maintenance and repair of the restroom.
- Developer is responsible for keeping the restrooms insured against damage, destruction, and loss.

VI. Muni Bus Shelter

- Developer will provide a shelter that meets SFMTA's specifications with regard to overhang, seating, provision of electricity, space for signage/real-time information, accessibility, and other elements.
- The SFMTA shall have access to shelter elements to update maps, signage, and other customer-serving information.
- Developer will be responsible for seeking any required encroachment permits, with SFMTA's support.
- Non-SFMTA advertising may not be displayed on or within any part of the shelter.
- Developer is responsible for maintenance and repair of the shelter.

POTRERO POWER STATION
TDM PLAN

September 9, 2019

NELSON
NYGAARD

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1 Introduction

The Potrero Power Station ("PPS") development is located on a 29-acre site in San Francisco's Central Waterfront area. PPS will include a mix of uses including residential, commercial, laboratory, retail, hotel, and open space. The site benefits from proximity to the waterfront and the Dogpatch neighborhood's retail and transportation options found on Third Street, as well as a relatively flat topography and close access to downtown San Francisco.

WHY TRANSPORTATION DEMAND MANAGEMENT (TDM)

TDM measures in general, and those described further in this plan specifically, work together to reduce vehicle miles traveled (VMT) trips by expanding mobility options and incentivizing the use of spatially and environmentally efficient modes. As discussed in the January 2018 Update of the Planning Department's TDM Technical Justification document (https://sfplanning.org/transportation-demand-management-program), achieving one point for a number of TDM measures proposed as part of the Project, including Shuttle Bus Services, Tailored Transportation Marketing Services, On-site Affordable Housing, and Unbundled Parking, is equivalent to approximately one percent reduction in VMT. Targeted programs strengthen the benefits of investments in bicycle and pedestrian infrastructure and the site's proximity to major transit nodes by reinforcing awareness of these options, breaking down barriers to incorporating them in travel routines, and incentivizing habitual use.

This TDM Plan reaffirms PPS's commitment to sustainability and to minimizing the Project's contribution to traffic congestion. It encourages the site's residents, employees, and visitors to use the most environmentally friendly and spatially efficient mode possible for each trip, with an emphasis on cycling, walking, and higher capacity modes.

The urban form planned at PPS and this TDM Plan are consistent with City of San Francisco policies that aim to encourage the use of transit and other non-auto modes of transportation, as well as the City's efforts to manage the transportation impacts of new development. The Plan was developed using San Francisco's new TDM Program per Planning Code Section 169 ('Ordinance') as a guide, and the PPS team used the Ordinance's framework to scale the site's programs appropriately.

Many campuses have implemented TDM programs to reduce VMT and find the optimal balance of transportation modes to accommodate growth. Genentech implemented an aggressive TDM strategy in 2006 that included programs such as shuttle service and parking cash-out accompanied by comprehensive marketing and communications through an online employee portal. Since implementation, Genentech's drive-alone mode share has decreased by almost 30%, decreasing carbon emissions

from 4.5 tons per employee to 1.9. Similarly, Stanford University's extensive TDM program, which has for years included meaningfully priced parking, transit subsidies, and incentive programs, has affected a substantial decrease in single-occupancy vehicle (SOV) commuting, from 72% in 2002 to 46% in 2011. Moreover, these programs serve campuses that grew rapidly during the periods noted, but this growth was not accompanied by substantial increases in parking. These two examples, along with many others from developments and employers across the country, attest to the power of thoughtfully crafted TDM programs.

Given these successes, robust TDM programs are becoming expected aspects of new developments in San Francisco and beyond. In early 2017, the City enacted a TDM Ordinance that requires developers to establish TDM programs scaled to the amount of parking they plan to build on-site. This ordinance reinforced existing policies that aimed to encourage the use of non-auto modes, such as the city's Transit First Policy, which was established in 1973 and amended to include pedestrians and bicyclists in 1999. New residents and office tenants also increasingly demand convenient access to quality multimodal infrastructure, and in urban areas like San Francisco, they assume that parking will be treated as a limited commodity that will be priced based on occupancy levels and market rates.

TDM AT POTRERO POWER STATION

This document includes a discussion of TDM measures and transportation investments aligned with the categories and measures included in the TDM Ordinance menu of measures, as well other transportation investments the Project is considering that fall outside the TDM Ordinance. The latter measures are aligned with the spirit of the TDM Ordinance and support and leverage the effects of TDM at the site and around the City. Notice(s) of Special Restrictions will be recorded, memorializing the TDM measures provided for each land use category per building and other associated requirements for the life of the Project. In addition to the implementation of TDM measures amounting to 75 percent of the applicable target as defined in the Planning Commission's TDM Program Standards, the Project is required by Mitigation Measure M-TR-5 of the Project's Environmental Impact Report (EIR) to reduce the number of Project-generated vehicle trips during the p.m. peak hour by an estimated 11 percent as compared to estimated automobile trips calculated at the P.M. Peak Hour for the Project. This 11 percent reduction is accounted for in the maximum vehicle trips shown in Table 1. If the estimated 11 percent reduction is not achieved, additional TDM measures are required to be implemented as further explained in Chapter 3 of this document under the heading Compliance and TDM Plan Adjustments.

Most measures will be implemented as part of the vertical development of each building, while some, such as the improvement of walking conditions, which the Project will accomplish by creating streets with sidewalks that meet the Better Streets Plan standards, will be provided as part of the Project's sitewide improvements. The implementation of each is further specified in the Project's Phasing Plan's Phasing Table.

Figure 1 Maximum P.M. Peak Hour Vehicle Trips per Phase

	Maximum P.M. Peak Hour Vehicle Trips Per Phase

Project Development Phase	Estimated Permitted Phase Total	EIR Estimated Phase Total	Cumulative Maximum Permitted Trips	Cumulative EIR Estimated Trips
Phase 1	370	413	370	413
Phase 2	430	491	800	904
Phase 3	260	288	1,060	1,193
Phase 4	620	699	1,680	1,892
Phase 5	240	269	1,920	2,161
Phase 6	290	320	2,210	2,482

Single Access/No PG&E Sub Area Scenario

Because the Developer does not control the PG&E sub-area (about 4.8 acres on the northwest corner of the project site; see Chapter 2, Figure 2-2, page 2-6), and development of land uses within the PG&E sub-area would only occur when and if PG&E determines it is feasible to relocate the existing utility infrastructure and operations, it is possible that development of the PG&E sub-area could be delayed. Until the PG&E sub-area is developed, Humboldt Street may not be improved to connect the Project site to Illinois Street and, therefore, it is possible that the Project site would be accessible only via 23rd Street for a period of time (possibly until Maryland Street is improved to connect to the Project site as part of the Pier 70 Mixed-Use development).

During the time that the Project site is only accessible by 23rd Street (i.e., until such time that access if provided by Humboldt Street, Maryland Street, Georgia Lane, or another street other than 23rd Street), the Developer shall be responsible for implementing TDM measures necessary to limit the number of project-generated vehicles entering or exiting the project site to a maximum of 600 vehicles per lane per hour inbound and 600 vehicles per lane per hour outbound during the weekday pm peak hour (Single Access Performance Standard). Once a second means of vehicle egress to and from the Project site is made available, the maximum vehicle trips reflected in Figure 1 will apply. As with the evaluation of maximum P.M. peak hour vehicle trips per phase discussed above, the determination of the weekday pm peak hour vehicular traffic generated by the Project for purposes of evaluating adherence to the Single Access Performance Standard will follow the monitoring methods outlined in Chapter 3.

Figure 2 PPS Phasing Plan

A GUIDE TO THIS DOCUMENT

Chapter 2 includes a discussion of point-generating TDM measures. Given that the Potrero Power Station Mixed-Use Development Project (the "Project") is a master planned project, which will be governed by a Development Agreement, in any event the Development Agreement conflicts with Planning Code Section 169, the Development Agreement shall apply. The project sponsor, SFMTA, and the Planning Department have prepared this TDM plan as an alternate means of satisfying the intent of Planning Code Section 169 for all new construction proposed by the Development Agreement and Design for Development within the Project Site Boundary. As noted below, some of the TDM measures will be implemented as a part of the constructi0n of particular buildings (called "Vertical Improvements"), some will be implemented on a district-wide basis, independent of any particular building (called "Horizontal Improvements"), while others will be implemented operationally, as appropriate for the measures identified in this TDM Plan. A TDM Coordinator will be hired to be responsible for implementation of all TDM measures, and for administering and managing monitoring and reporting requirements as further specified in Chapter 3.

The Project would rezone and establish development controls for a multi-phased, mixed-use development at the Project Site. The Project would include amendments to the General Plan, including the Central Waterfront area plan, and Planning Code and create a new Potrero Power Station Special Use District (SUD). The SUD would establish land use controls for the Project Site and incorporate design standards and guidelines in a new PPS Design for Development document. References to the Planning Code ("Code") within this TDM Plan, and in the PPS Design for Development document, are references to the City of San Francisco Planning Code as it exists as of the date of the Project's Development Agreement. Initially capitalized terms not expressly defined herein are defined in the Development Agreement or, if not defined in the Development Agreement, in the Code.

Figure 3 PPS Land Use Plan

2 Planned TDM Measures and Transportation Strategies

This initial TDM Plan consists of a package of measures that will work together to effect behavioral change and reduce vehicle miles travelled. These measures include infrastructure improvements, incentives, and ongoing programs, many of which have been successfully implemented in other urban, mixed-use environments. The obligation to implement certain measures will rest with the Project's Developer as part of sitewide improvements to the Project Site. Sitewide improvements are items such as streets and open space improvements that are distinct from new buildings. The obligation to implement other measures will be implemented with new buildings or vertical improvements. Following the description of each measure, **emboldened text** details the requirement for implementation of each specific TDM measure.

TDM ORDINANCE MEASURES

The TDM measures recognized by the City through the TDM Ordinance guidance materials are organized according to the categories set forth in the guidance materials. These categories include:

- INFO – Information Services
- ACTIVE – Active Transportation
- PKG – Parking Management and Policies
- HOV – High Occupancy Vehicle Measures
- CSHARE – Car Share and Scooter Share
- FAMILY – Family-Supportive Measures
- DELIVERY – Delivery-Supportive Measures
- LU – Land Use

TDM Ordinance Category: INFO

INFO-1: Multimodal Wayfinding Signage within Buildings

- ***Applies to: Residential, Office, Retail and Other (PDR)***

Building signage and wayfinding to indicate points of connection between different modes can help increase people's understanding of their non-auto travel options (see Figure 3). Each building lobby will include signage directing individuals to physical TDM measures within and adjacent to the building, such as bicycle parking, locker rooms, car-share, etc. Where appropriate, signage within building lobbies may also include site-wide features, such as shuttle and bus stop locations. Signage can also indicate the nature and location of nearby transit or bicycle routes and the location of bicycle parking.

Implementation. Multimodal wayfinding signage will be designed and installed within each new building at PPS.

Figure 3 Wayfinding Examples

Sources: sagittandy.blogspot.com/ (left), MIG/SVR (center), Takeform (right)

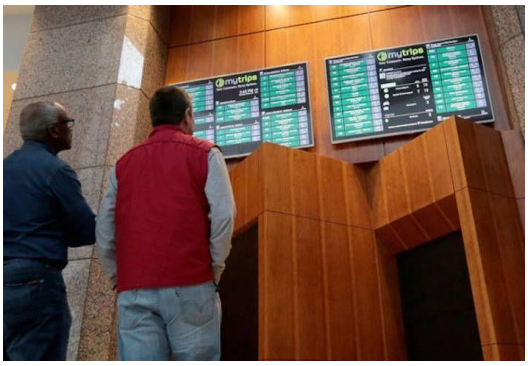
INFO-2: Real-Time Transportation Information Displays

- ***Applies to: Office***

Making such information readily available can increase residents' awareness of local transit options and can facilitate efficient trip planning and the use of non-auto modes. This measure consists of providing real-time transportation information to Potrero Power Station employees and visitors of Office buildings. Depending on the technologies available by the time the first phase of the Project is built, information could be displayed on screens in lobbies (see Figure 4) and other high traffic areas, as well as on a potential Project website and other communications channels.

Implementation. Each new building containing more than 25,000 square feet of office uses, will include dynamic transit information displays in building lobbies or use a similar approach based on state-0f-the-practice technology at the time of building design.

Figure 4 Transit Information Screen Displays



Source: TransitScreen

INFO-3: Tailored Transportation Marketing Services

- ***Applies to: Residential, Office and Retail***

A strong communication and marketing campaign is critical to the success of any TDM program, ensuring that residents, employees, and visitors receive information about relevant resources and incentives at appropriate times and through channels

that are easily accessible. Incorporating consistent branding into all communications can help create a sense of place and establish a cohesive identity for the transportation program. Branding can be used to emphasize that resident, employees, and visitors can travel seamlessly through the area.

The Potrero Power Station will develop a cohesive marketing effort to promote all transportation options to and from the site, including biking, walking and public transit. As part of a site-wide marketing campaign, Potrero Power Station will develop transportation welcome packets to inform new residents and employees of the range of transportation options available to them. These packets will likely include up-to-date information on local and regional transit services (including maps, schedules and fares) and where transit passes can be purchased, bicycle wayfinding maps, and nearby car share locations, in addition to other relevant travel information. They could also include sources for additional web-based transportation materials (e.g., 511.org, NextBus, and the San Francisco Municipal Transportation Agency website). Finally, the packets will include up-to-date information on the range of transportation benefits available, including any relevant details on how to take advantage of these benefits. This strategy will ensure that a lack of knowledge is not a barrier to choosing non-driving modes. For Office and Retail land use categories, representing the bulk of employees on site, personal consultation for each new employee will be provided accompanied by a request for a commitment to try new transportation options. A commitment could include a pledge, for example, to try transit, carpooling, bicycling, or walking within the first month of beginning employment at the Project site. Employees of Retail Land Use categories will also be offered a one-time financial incentive as further described below.

Implementation. The Project's TDM Coordinator will provide new residents and employees with a transportation welcome packet upon move-in or receipt of notification of new employee. These informational packets will be updated annually as local transportation options change. The TDM Coordinator will also engage in ongoing efforts to provide information on and market the use of non-auto modes and available transportation incentives.

The Project's TDM Coordinator will offer all employees of Retail and Office Land Use categories a personal transportation consultation and request for a commitment to try new transportation options.

In addition to the above, the TDM Coordinator will offer retail employees a one-time financial incentive amounting to at least 25 percent of the cost of a monthly Muni only "M" pass for one month, or equivalent value in e-cash loaded onto a Clipper Card. Outreach will be conducted to employees on an annual basis to encourage adoption of sustainable commute policies.

TDM Ordinance Category: ACTIVE

ACTIVE-1: Improved Walking Connections

- ***Applies to: Residential, Office and Retail***

High quality street design can greatly improve overall walking conditions, enhance access to transit, and facilitate safer and more convenient pedestrian and bicycle connections. A pedestrian-oriented urban design is essential for residents, employees, and visitors to fully take advantage of all available transportation options and programs throughout a site and nearby.

Potrero Power Station's street cross sections are being developed with state-of-the-practice street design principles in mind. Streets within the development will be consistent with the Design for Development and Infrastructure Plan documents, both of which have been prepared in consultation with SFMTA, DPW and Planning Department to reflect the goals of the Better Streets Plan and urban street design guidelines from the National Association of City Transportation Officers (NACTO) (see an example of a street designed using NACTO guidelines in Figure 5). The Project is also committed to continuing the Blue Greenway pedestrian and bicycle trail through the site, along the Bayfront and 23rd Street. These improvements will help shape the overall neighborhood environment and enable other TDM measures to succeed.

Implementation. The Project will construct sidewalks and streets in conformance with the Design for Development and Infrastructure Plan, which have been prepared in consultation with SFMTA to ensure that streets will be safe and comfortable

for non-motorized users and include features including wide sidewalks, clear crossings, and high-quality bicycle infrastructure. The sidewalks and streets will be constructed in phases, per the Project's Phasing Plan.

Figure 5 Complete Streets Design Features

Source: New York City Department of Transportation

ACTIVE-2: Bicycle Parking in Compliance with Code Requirements

- ***Applies to: Residential, Office, Retail and Other (PDR)***

Safe and convenient bicycle parking is a key ingredient for creating a bicycle friendly environment. PPS intends to provide bicycle parking space at the Code-required amount, consistent with the PPS Special Use District (SUD). There are several methods of providing secure (Class I) bicycle parking spaces for residents and employees. Bicycle rooms or cages can be placed at convenient locations within Buildings or in nearby public spaces, and bicycle owners who qualify can receive a key or access card to use the space (often the same card used to access an elevator or parking garage). Supportive amenities such as showers and lockers will also be provided for use by employees.

On-street Class II bicycle racks in highly visible locations will also be provided to facilitate short-term bicycle parking. Bicycle racks will be easy to use and located in the most visible and convenient parts of the building frontage (near entrances to establishments at PPS). Public bicycle parking is often considered secure when it is situated in well-lit, highly visible areas.

Implementation. Each new building will include Class I bicycle parking spaces and Class II bicycle parking spaces in accordance with the requirements of the PPS SUD.

ACTIVE-3: Showers and Lockers for Employees

- ***Applies to: Office, Retail and Other (PDR)***

Showers and lockers located near bicycle rooms can allow those who have to bicycle, walk or run longer distances to rinse off and change from clothing suitable for cycling to work attire, eliminating one potential barrier to cycling, walking or running to work. As such, the development will provide showers and lockers for office, retail, and PDR employees in amounts required by the PPS-SUD.

Implementation. Each new building will install and maintain showers and lockers in or near bicycle storage in accordance with the requirements of the PPS-SUD.

ACTIVE-5A: Bicycle Repair Stations

- ***Applies to: Residential, Office and Retail***

Maintenance can be a key barrier to using a bicycle as a primary transportation mode. Fix-it stations can address this barrier by providing a place to complete bicycle repairs that could include a fix-it pole (to allow bicycles to be hoisted off the ground for easier access) and bicycle tools. These fix-it stations can also be equipped with up-to-date bicycle maps, information on bicycle-related programming on-site or nearby, and other information for cyclists.

Implementation. Each new building will install a regularly maintained bicycle fix-it station similar to the one shown in Figure 6 in or immediately adjacent to bicycle storage. The bicycle fix-it station will be fitted with a fix-it pole or other mechanism to hold bicycle for repair, appropriate tools, and bicycle-related information, each in the manner required by the Design for Development.

Figure 6 DERO Bicycle Fix-it Station

Source: DERO

TDM Ordinance category: PKG

PKG-1: Unbundle Parking

- ***Applies to: Residential, Office and Retail***

"Unbundling" parking means that the cost of parking is separate from the cost of residential and commercial units. It is an increasingly common practice in urban areas, and the City of San Francisco requires residential developments to unbundle parking.

Unbundling parking cost changes parking from a required purchase to an optional amenity, so that households can choose how many spaces they wish to lease or purchase. This approach provides a cost savings to households who decide to dispense with their cars, and it can help attract households who wish to live in a transit-oriented neighborhood where it is possible to live well with only one car, or even no car, per household. Thirty percent of San Francisco households do not own a vehicle.1

For this measure to work optimally for office, the users of parking – not their building managers or employers – must be the ones who ultimately pay daily or monthly costs.

Implementation. Each new building will unbundle parking costs. This means for Residential uses, parking costs will not be included in the sale or lease price. For Office and Retail uses, employers shall not pay the cost of parking for its employees.

PKG-2: Short-Term Daily Parking Provision

- ***Applies to: Retail***

Paying a lump sum for unlimited use of any service results in people using that service more, as there is no refund for less use. Parking demand works the same way: drivers paying a monthly fee to park are effectively paying a big fee for the first day of parking and then every day after parking is free, encouraging driving on days when other choices may have been a reasonable option. To shift the decision-making and reduce excess parking demand, parking will be managed at an hourly or daily rate only, without a long-term parking option for retail employees or visitors.

Specifically, any available parking within the shared parking supply could be used by site visitors at an hourly or daily rate. Visitors could include residential, office or hotel guests and retail, assembly space and open space users. Grocery Store parking would be dedicated for grocery use during business hours and on the same block as the grocery store. For additional information regarding general assumptions for the Project's parking system, see PKG-4: Minimize Parking Supply.

Implementation. Potrero Power Station parking facilities shall not offer a parking rate or pass for a term longer than one day for employees and visitors of the Retail Land Use. Additionally, no discounted rate shall be offered for weekly, monthly or similar time-specific periods.

PKG-4: Minimize Parking Supply

- ***Applies to: Residential***

Building excessive parking leads to increased automobile use, contributing to more vehicle trips, increased traffic congestion, higher housing costs, and greater greenhouse gas emissions. Given the large number of households with no vehicle and the demand for housing in San Francisco, a limited supply of parking, could be expected to attract a high proportion of residents without vehicles, which in turn should result in fewer vehicle trips from the development. The Project site will be directly

1 U.S. Census, American Community Survey 2013, five-year estimates

served by high-quality transit and is in a neighborhood that is already facing vehicular congestion, which further discourages driving and parking.

Through the Design for Development, the Project has established maximum Residential parking ratio of 0.6 spaces per unit, which is lower than the neighborhood average.

The Project will provide parking, both within each block and a centralized parking garage. Upon completion of all phases of the Project, no more than 0.6 spaces shall be provided per residential unit. Due to the phased nature of the Project, the Project may construct more or less than 0.6 spaces per unit within each building or phase. Any off-street parking spaces or stalls that would result in the cumulative off-street parking ratio exceeding 0.6 spaces per unit may not be used for any parking purpose and must be physically separated to preclude use of such spaces until such time that sufficient residential development is completed to bring the parking ratio into conformance with the maximum 0.6 space per unit requirement.

TDM Ordinance Category: HOV

HOV-2: Shuttle Bus Service

- ***Applies to: Residential, Office and Retail***

Providing shuttle service to nearby regional transit hubs can reduce a barrier to commuting by transit. PPS will provide shuttle service to the 16th Street BART station and the 22nd Street Caltrain station as depicted in Figure 5.6.1 of the PPS Design for Development, unless otherwise agreed upon with SFMTA. The shuttle shall be sized to target a capacity utilization of approximately, but no greater than 85 percent. If the 85 percent capacity utilization standard is exceeded, the size or number of shuttles in operation shall increase.

The proposed service would run every 15 minutes during weekday peak periods and would comply with all applicable laws and regulations. The service would be open to the public and free to users, unless otherwise agreed upon with SFMTA. See Figures 5.6.2, 5.21.1 and 5.21.2 of the Design for Development for designated on-site shuttle stop locations for legal loading and unloading, and preliminary dimensions.

Implementation. As detailed in the Development Agreement, the Project shall provide a shuttle with connections to 16th Street BART and the 22nd Street Caltrain terminal.

San Francisco Municipal Transportation Agency is planning new Muni service (55 Dogpatch) that would parallel the east-west route, and the agency is planning significant service increases on the T-Third over the long term that would obviate the need for supplemental north-south service. The Project team's intent is to provide sufficient service to meet the needs of PPS residents, employees, and visitors, and to complement Muni service once the 55 Dogpatch is in place.

TDM Ordinance Category: CSHARE

CSHARE-1: On-Site Car Share Parking

- ***Applies to: Residential, Office, Retail and Other (PDR)***

Allowing residents, workers, and visitors to rent cars on-site can make it easy for people who do not have a car (or who have a limited number of cars per household) to have access to a vehicle when needed (e.g. to run errands that require hauling heavier items). The Project will provide car-share spaces in convenient locations in buildings on-site. Spaces will be located in high-visibility parking spots within publicly-accessible parking facilities, with clear exterior signage to increase visibility and emphasize the convenience of car share.

Implementation. Each new building shall provide the number of car-share parking spaces required by the SUD.

Figure 7 Zipcar Car-Share

Source: Flickr, Marcin Wichary

TDM Ordinance Category: FAMILY

FAMILY-2: On-Site Child Care

- ***Applies to: Residential, Office, and Retail***

Providing child care services on-site can help minimize a key barrier for parents to taking non-auto modes to work. In doing so, it can reduce travel needs for both residents and employees by eliminating an extra round trip to a separate childcare destination. A minimum of 12,000 square feet of child care will be provided within buildings at the Project Site of which at least 6,000 square feet shall be provided by Phase 2 and the total 12,000 square feet delivered by Phase 4. The Phasing Plan attached to the Development Agreement may be revised from time to time in accordance with the Project's Development Agreement. An on-site child care provider(s) will be identified, and a facility (or facilities) consistent with best practices will be designed.

Implementation. The Project shall provide on-site child care facilities pursuant to the requirements of the Phasing Plan attached to the Development Agreement.

TDM Ordinance Category: DELIVERY

DELIVERY-1: Delivery Supportive Amenities

- ***Applies to: Residential and Office***

Providing storage space for perishable groceries can have a direct effect on reducing trips by encouraging and facilitating online ordering. Where this type of measure has been implemented without direct staff monitoring at all times, building residents typically access deliveries through a locker system with unique pick-up codes that include the locker number and access times for the delivery recipient. Regardless of the precise method, providing some kind of secure place for delivery storage can allow residents and employees to confidently arrange for deliveries, even if they may not be able to pick items up or get them to their own refrigerator or pantry immediately.

Implementation. Each new Residential and Office building will provide in-building lockers that are refrigerated and/or allow for dry storage of sensitive or perishable deliveries.

TDM Ordinance Category: LAND USE

LU-2: On-Site Affordable Housing

Residents living in affordable housing typically own fewer cars per household than residents of market-rate units. Thirty percent of the Residential Units produced by the Project will be Affordable Housing Units pursuant to the Project's Affordable Housing Plan. Inclusionary Rental Units will be restricted, on average, to a Housing Cost that is affordable to Households earning not more than 72% of Area Median Income (AMI) and not more than 99% AMI for inclusionary for-sale units, pursuant to the Project's Affordable Housing Plan.

Implementation. The Project will provide significant affordable housing on-site in accordance with the requirements of the Development Agreement's Affordable Housing Plan.

ADDITIONAL TDM AND TRANSPORTATION STRATEGIES

In addition to the TDM measures described in the last section, PPS plans to make further important investments in transportation infrastructure and programs in the spirit of encouraging the use of non-auto modes.

While not included in the City's TDM Ordinance menu of measures, the additional measures shown in Figure 8 will also facilitate successful implementation of the full transportation program, tying program areas together and ensuring critical pieces of infrastructure exist to support use of other on-site transportation programs. For example, provision of transit layover facilities is essential to maximizing the impact of a multimodal transit subsidy, much like high quality bicycle routes are key to encouraging enough site users to consider cycling a primary travel option and, in turn, make full use of on-site bicycle parking.

Figure 8 Additional Transportation Strategies

Strategy Area	Additional Transportation Strategies	Related TDM Measures
Program Management and Implementation	Expanded role of TDM coordinator to include coordination with fresh food-related shops, vendors, and for events at the site	▪ Strategic Multimodal Signage/Wayfinding ▪ Real-time Travel Information ▪ Transportation Welcome Packets and Ongoing Transportation Marketing Campaign
Transit	Provision of layover space and operational needs for the 55 Dogpatch Muni route on 23rd Street	▪ Shuttle Bus Service ▪ Multimodal Transportation Subsidy
	Required Transportation Sustainability Fee	
Bicycle	Investment in completing the Blue Greenway through the site	▪ Bicycle Parking ▪ Bicycle Repair Station and Maintenance Services ▪ Showers and Lockers for Employees ▪ Improved Walking Conditions
	Traffic-calmed interior roadways	
	Space allocated for bike share docks	
Loading	Ample curb frontage allocated to passenger and commercial loading	▪ Multimodal Transportation Subsidy ▪ Minimize Parking Supply ▪ Cold/Dry Storage for Grocery/Package Delivery

Bike Share Docks

PPS plans to make adequate space available for bike share at the site. Access to bike share will be provided in high-traffic areas near key buildings and site entrances, facilitating easy and convenient use of the bike share system. This will serve to further reinforce the site's multimodal brand.

Figure 9 Bay Wheels Dock

Source: SFMTA

3 TDM PLAN IMPLEMENTATION

RELATIONSHIP TO THE PLANNING CODE

References to the Planning Code or Code herein are references to the City of San Francisco Planning Code as it exists as of the date of the Project's Development Agreement. Future changes to the Planning Code may apply to the Project pursuant to the terms of the Development Agreement. Refer to Potrero Power Station Design for Development, Appendix D for key provisions of the Planning Code as of the effective date of the Development Agreement. References to the TDM Plan include the TDM Measures as required by the TDM Program (guided by Planning Code Section 169) and the Mitigation Measure M-TR-5; and all monitoring and requirements for both.

TDM COORDINATOR

The Project's TDM Coordinator is crucial to the successful implementation and oversight of the Project's TDM Plan. This person will manage the roll-out of all programs, including managing vendors and engaging with new site residents, tenants and employees to introduce them to the site's transportation offerings through welcome packets, consultations, and other digital or online materials. The TDM Coordinator may be an employee of the developer or the position may be contracted with a third-party provider of TDM measures. The TDM Coordinator shall be delegated authority with the appropriate resources to coordinate and implement the TDM Plan.

The purpose of the TDM Coordinator is to provide oversight and management of the Project's TDM Plan implementation. In this way, a single representative for the Project is aware of and responsible for the orderly and timely implementation of all aspects of the TDM Plan and can adequately manage the components of the TDM Plan. This is especially important when implementation of individual measures is undertaken by different individuals or entities. The TDM Coordinator may also implement certain elements of the TDM Plan, thereby also acting as a provider of certain programmatic measures (see detail below). The primary responsibilities of the TDM Coordinator are:

- To serve as a liaison to the San Francisco Planning Department regarding the administration and implementation of the TDM Plan for the life of the Project including notifying the San Francisco Planning Department of new contract information if TDM Coordinator changes;
- To facilitate City staff access to relevant portions of the property to conduct site visits, surveys, outreach, inspection of physical measures, and/or other empirical data collection, and facilitate in-person, phone, and/or e-mail or web-based interviews with residents, tenants, employees, and/or visitors;
- To ensure that TDM measures required for the Project are implemented. This will include certifying that physical (e.g., requisite bicycle parking supply and quality; bicycle repair station; car-share parking, etc.) and programmatic (e.g., tailored transportation marketing services, contributions or incentives for sustainable transportation, etc.) measures for the building are in place for the time period agreed to in the conditions of approval and that they are provided at the standard of quality described in the Planning Department's TDM Program Standards (https://sfplanning.org/transportation-demand-management-program);
- To prepare and submit ongoing compliance forms and supporting documentation, along with the associated administrative fee (https://sfplanning.org/resource/fee-schedule-applications), to the Planning Department;
- To manage monitoring and reporting requirements as described below;
- To request a TDM Plan review by Planning Department staff if changes to the plan are desired; and

- To work with Planning Department staff to correct any violations through enforcement proceedings, if necessary. The TDM Coordinator should participate in any trainings/workshops offered by the City, on a regular basis, as they become available (e.g., on an annual basis).

MONITORING AND REPORTING

The TDM Program includes three monitoring and reporting processes. The first process occurs prior to issuance of the First Certificate of Occupancy (San Francisco Department of Building Inspection) for a Vertical Improvement. The second process occurs after the First Certificate of Occupancy is issued by the San Francisco Department of Building Inspection and the Vertical Improvement is operational. It includes monitoring of physical measures, as well as vehicle trip reduction to ensure compliance with Mitigation Measure M-TR-5, as further described below. M-TR-5 is included as Attachment B of this TDM plan. An optional third process to revise an approved TDM Plan is also provided, which may occur at any point after approval of the Development Agreement. The TDM Program Standards along with this TDM Plan describes all three processes, as further described under Monitoring Documentation. Planning Department staff will conduct a site visit once every three years to confirm all approved physical measures in the TDM Plan continue to be implemented and/or installed. TDM coordinators will be informed in advance of these site visits. If the Project is in good standing (i.e., submits satisfactory Ongoing Monitoring and Reporting Forms for five consecutive years), then the annual requirement will shift to one submittal every three years. If, at any time, the Project fails to demonstrate satisfactory ongoing monitoring and reporting, the Project may be required to revert back to an annual submittal schedule until the Project again demonstrates five consecutive years of satisfactory monitoring and reporting.

Pre-Occupancy Monitoring and Reporting

For every Vertical Improvement that is an entire building, a Notice of Special Restrictions referencing this TDM Plan shall be recorded on the deed of the property before a Building Permit can be issued. This must occur before a site inspection is conducted. Prior to the issuance of a First Certificate of Occupancy for a given Vertical Improvement, the TDM Coordinator shall facilitate a site inspection by Planning Department staff to confirm that all applicable physical measures in the TDM Plan have been implemented and/or installed. This process is more fully described as follows:

Prior to the site visit, TDM Coordinator shall provide to Planning Department staff a Pre-Occupancy Monitoring and Reporting Form including 1) a copy of the TDM Plan 2) TDM Coordinator contact information 3) a copy of a signed letter stating that the TDM Coordinator agrees to distribute a copy of the TDM Plan with new employee packets, tenant lease documents, and/or deeds to each new employee or tenant and 4) documentation that approved programmatic measures in the TDM Plan have or will be implemented as required.

Within 30 days of the Pre-Occupancy Monitoring and Reporting Form submittal, Planning Department staff will review the documentation of the programmatic measures in the TDM Plan and schedule a site visit. During the site visit, Planning Department staff will verify that physical measures are provided as specified in the TDM Plan and complete corresponding sections of a Pre-Occupancy Monitoring and Reporting Form for programmatic measures. Planning Department staff will then review the documentation and finalize a Pre-Occupancy Monitoring and Reporting Form. This process, starting from the scheduled site visit date, shall not take longer than 30 days. The First Certificate of Occupancy from the Department of Building Inspection shall not be issued until the TDM Coordinator receives an approved Pre-Occupancy Monitoring and Reporting Form.

The administrative fee associated with the TDM Plan Review Application covers the cost of pre-occupancy monitoring and reporting.

Ongoing Monitoring, Evaluation, and Refinement

TDM Measures

During the established monitoring period, Planning Department staff will verify that the TDM Coordinator is maintaining physical measures and continuing to provide programmatic measures as specified in the TDM Plan. The TDM Coordinator will submit annual *Ongoing Monitoring and Reporting Forms* and supporting documentation, along with the associated administrative fee, as further described under "Monitoring Documentation".

No monitoring and reporting is required for land use category D (e.g. PDR) projects on an ongoing basis, although site visits may be performed by Planning Department staff without being subject to the ongoing administrative fee. TDM Coordinators will be informed in advance of these site visits.

Trip Reduction

In addition to the monitoring of the TDM measures mentioned above, monitoring for the purposes of reducing vehicle trips consistent with Mitigation Measure M-TR-5: "Implement Measures to Reduce Transit Delay" will also be implemented as stated below.

Within one year of issuance of the PPS's First Certificate of Occupancy, a qualified transportation consultant approved by the SFMTA will begin monitoring daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan, as stated within this section of this TDM Plan.

A document with the results of the annual daily and p.m. peak hour vehicle counts shall be submitted to the Planning Department's Environmental Review Officer and SFMTA for review within 30 days of the data collection or with the Project's annual TDM Monitoring Report as agreed to by the Environmental Review Officer in consultation with the SFMTA.

Monitoring Methods

The TDM Coordinator shall prepare, or work with a third-party consultant to prepare, TDM Monitoring Reports that will include all the requirements for Pre-Occupancy and On-going Monitoring and Reporting requirements per the TDM Program Standards and data collected by qualified transportation consultant for review and approval by the Planning Department's Environmental Review Officer and the SFMTA for Mitigation Measure M-TR-5. The TDM Monitoring Report shall include the following components or comparable alternative methodology and components as approved or provided by Planning Department staff:

- Trip Count: The vehicle data collection shall include counts of the number of vehicles entering and exiting the Project site on internal streets at the site boundaries on 22nd, Illinois, and 23rd Streets for three weekdays during the p.m. peak period (4 p.m. to 7 p.m.). The data for the three weekdays (Tuesday, Wednesday, or Thursday) shall be averaged, and the surveys shall be conducted within the same month annually. The qualified transportation consultant shall submit the proposed methodology for the Planning Department's approval prior to conducting the components of the trip count. It is anticipated that the Planning Department will have a standard trip count methodology developed and available to project sponsors at the time of data collection.

- Documentation of Plan Implementation: The TDM Coordinator shall work in conjunction with the Planning Department to submit and successfully complete Ongoing Monitoring and Reporting Forms, which includes the data collected on Mitigation Measure M-TR-5 as an Appendix, to document the implementation of TDM Program elements and other basic information during the reporting period. These forms shall be included in the TDM Monitoring Report submitted to Planning Department staff.

- Degree of Implementation: The TDM Monitoring Report shall include descriptions of the degree of implementation (e.g., how many tenants or visitors the TDM Plan will benefit, and on which locations within the site measures will be/have been placed, etc.)

- Assistance and Confidentiality: Planning Department staff will assist the TDM Coordinator on questions regarding the components of the TDM Monitoring Report and shall ensure that the identity of individual survey responders is protected. Additional methods (described below) may be used to identify opportunities to make the TDM Program more effective and to identify challenges that the program is facing.

Monitoring Documentation

TDM Monitoring Reports for both the TDM measures and trip reduction shall be submitted to the Planning Department 18 months following 75 percent occupancy of the first Development Phase. Thereafter, annual TDM Monitoring Reports (referred to as "reporting periods") shall be submitted until eight consecutive reporting periods show that the fully built Project has met the performance standard, or until expiration of the Project's Development Agreement, whichever is earlier. The monitoring

and reporting requirements for the TDM measures per the TDM Program's Standards shall continue for the Life of the Project, beyond the expiration of the Project's Development Agreement.

Compliance and TDM Plan Adjustments

If the vehicle trip monitoring data indicates that the Project has exceeded the maximums set forth in Table 1, additional TDM measures shall be selected and implemented to reduce the number of Project-generated vehicle trips to meet the maximum for that Development Phase. These measures could include expansion of measures already included in the Project's proposed TDM Plan (e.g., providing additional project shuttle routes to alternative destinations, increases in tailored transportation marketing services, etc.), other measures identified in the City's TDM Program Standards Appendix A (as such appendix may be amended by the Planning Department from time to time) that have not yet been included in the project's approved TDM Plan, or, at the Developer's discretion, other measures not included in the City's TDM Program Standards Appendix A that the City and the Developer agree are likely to reduce peak period driving trips.

Where additional TDM measures are required pursuant to the paragraph immediately above, the Developer shall have 30 months to demonstrate a reduction in vehicle trips to meet the performance standard. If the performance standard is not met within 30 months, the Developer shall submit to the Environmental Review Officer and the SFMTA a memorandum documenting proposed methods of enhancing the effectiveness of the TDM measures and/or additional feasible TDM measures that would be implemented by the Developer, along with annual monitoring of the Project-generated vehicle trips to demonstrate their effectiveness in meeting the performance standard. The comprehensive monitoring and reporting program related to Mitigation Measure M-TR-5 shall be terminated upon the earlier of (i) expiration of the Project's Development Agreement, or (ii) eight consecutive reporting periods showing that the fully built project has met the performance standard. However, compliance reporting for the City's TDM Program shall continue to be required.

If the additional TDM measures do not achieve the performance standard, then the Developer shall select additional measures to reduce vehicle trips, which may include on-site or off-site capital improvements intended to reduce vehicle trips from the Project. Capital measures may include, but are not limited to, peak period or all-day transit-only lanes (e.g., along 22nd Street), turn pockets, bus bulbs, queue jumps, turn restrictions, pre-paid boarding pass machines, and/or boarding islands, or other measures that support sustainable trip making. The monitoring and reporting plan described above may be modified by the Planning Department in coordination with the SFMTA to account for transit route or transportation network changes, or major changes impacting the Project Site. The modification of the monitoring and reporting plan, however, shall not change the performance standards set forth herein.

Single Access Performance Standard/No PG&E Sub Area Scenario

The determination of the weekday pm peak hour vehicular traffic generated by the Project for purposes of evaluating adherence to the Single Access Performance Standard will follow the monitoring methods outlined herein. Based on the annual TDM Monitoring Report, as well as Pre-Occupancy and On-going Monitoring and Reporting requirements of this TDM Plan, the City shall determine whether the number of project-generated vehicles exceeds or will exceed the Single Access Performance Standard within that year. If the City determines the Single Access Performance Standard has been, or will be exceeded, Developer shall select and implement additional TDM measures and/or on-site or off-site capital improvements in order to reduce the number of Project-generated weekday pm peak hour vehicle trips to meet the Single Access Performance Standard. If the additional TDM measures and/or on-site or off-site capital improvements selected by the project sponsor are not sufficient to achieve the Single Access Performance Standard, then the project sponsor shall implement additional measures selected by the City to reduce vehicle trips, which may include on-site or off-site capital improvements intended to reduce vehicle trips from the project. Potential capital improvements could be the construction of Maryland Street between 23rd Street and 22nd Street (in the event that the Pier 70 Project does not construct the Maryland Street improvements connecting the Pier 70 and Potrero Power Station sites within the time period anticipated in the Pier 70 Project's EIR and Phasing Plan). If the City requires installation of off-site improvements identified in the two year SFMTA Capital Improvement Program and/or identified as mitigation or improvement measures to which other development project(s) are to make a fair-share contribution, the City will enter into a fair-share agreement with the Developer to provide for reimbursement to Developer of its costs that exceed its fair-share contribution toward the improvement(s). The developer shall be responsible for the full cost of any on or off-site capital improvements that are not improvements identified in the SFMTA Capital Improvement Program and/or

identified as mitigation or improvement measures to which other development project(s) are to make a fair-share contribution. Developer shall be responsible for obtaining any required approvals for any such on or off-site improvements, such as environmental clearance, street improvement permits, encroachment permits, and/or sidewalk legislation.

TDM Plan Update (Optional)

At any time after the approval of the Development Agreement, the Developer may propose an update to the TDM Plan by submitting a TDM Plan Update Application and associated application fee. The Planning Department shall ensure that the amended TDM Plan meets the TDM Program Standards that were in effect at the time that the Development Agreement was approved or the TDM Program Standards in effect at the time that the TDM Plan Update Application is filed, if elected by PPS. Possible reasons that the Developer may request to update the TDM Plan include altering the TDM measures within the TDM Plan or reducing or increasing the number of Accessory Parking spaces associated with the Project. The point values associated with TDM measures may be updated and new TDM measures may be added. If these updates have occurred, a TDM Coordinator can select from and use the associated point values of these updated or new measures for their TDM Plan Update.

APPENDIX A

Excerpts from Potrero Power Station TDM Application

LAND USE TABLES

If you are not sure of the eventual size of the project, provide the maximum estimates.

Gross Floor Area and Occupied Floor Area are defined in Planning Code Section 102.

Land Use Category A (Retail)	
Gross Floor Area (GFA)	233,377
Occupied Floor Area (OFA)	233,377
Number of Accessory Parking Spaces	44
Target Points	25 (75% of 33)

Land Use Category B (Office)	
Gross Floor Area (GFA)	1,485,035
Occupied Floor Area (OFA)	1,485,035
Number of Accessory Parking Spaces	843
Target Points	24 (75% of 32)

Land Use Category C (Residential)	
Gross Floor Area (GFA)	2,682,427
Occupied Floor Area (OFA)	2,682,427
Number of Accessory Parking Spaces	1,609
Target Points	23 (75% of 31)

Land Use Category D (Other)	
Gross Floor Area (GFA)	45,040
Occupied Floor Area (OFA)	45,040
Number of Accessory Parking Spaces	0
Target Points	3

TDM PLAN WORKSHEET

Category	Measure	Points	Land Use Category A Retail	B Office	C Residential	D Other
ACTIVE-1	Improve Walking Conditions: Option A; or	1	■ 1	■ 1	■ 1	○ —
	Improve Walking Conditions: Option B	1	■	■	■	○ —
ACTIVE-2	Bicycle Parking: Option A; or	1	■ 1	■ 1	■ 1	■ 1
	Bicycle Parking: Option B; or	2	■	■	■	■
	Bicycle Parking: Option C; or	3	■	■	■	■
	Bicycle Parking: Option D	4	■	■	■	○ —
ACTIVE-3	Showers and Lockers	1	■ 1	■ 1	⊘	■ 1
ACTIVE-4	Bike Share Membership: Location A; or	1	■	■	■	○ —
	Bike Share Membership: Location B	2	Ⓑ	Ⓑ	Ⓑ	○ —
ACTIVE-5A	Bicycle Repair Station	1	■ 1	■ 1	■ 1	○ —
ACTIVE-5B	Bicycle Maintenance Services	1	■	■	■	○ —
ACTIVE-6	Fleet of Bicycles	1	■	■	■	○ —
ACTIVE-7	Bicycle Valet Parking	1	Ⓑ	⊘	⊘	○ —
CSHARE-1	Car-share Parking and Membership: Option A; or	1	Ⓟ 1	Ⓟ 1	Ⓟ 1	Ⓟ
	Car-share Parking and Membership: Option B; or	2	Ⓟ	Ⓟ	Ⓟ	Ⓟ
	Car-share Parking and Membership: Option C; or	3	Ⓟ	Ⓟ	Ⓟ	Ⓟ
	Car-share Parking and Membership: Option D; or	4	Ⓟ	Ⓟ	Ⓟ	○ —
	Car-share Parking and Membership: Option E	5	Ⓟ	Ⓟ	Ⓟ	○ —
DELIVERY-1	Delivery Supportive Amenities	1	■	■ 1	■ 1	○ —
DELIVERY-2	Provide Delivery Services	1	Ⓑ	⊘	⊘	○ —
FAMILY-1	Family TDM Amenities: Option A; and/or	1	⊘	⊘	■	⊘
	Family TDM Amenities: Option B	1	⊘	⊘	■	⊘
FAMILY-2	On-site Childcare	2	■ 2	■ 2	■ 2	⊘
FAMILY-3	Family TDM Package	2	⊘	⊘	■	⊘
HOV-1	Contributions or Incentives for Sustainable Transportation: Option A; or	2	■	■	■	○ —
	Contributions or Incentives for Sustainable Transportation: Option B; or	4	■	■	■	○ —
	Contributions or Incentives for Sustainable Transportation: Option C; or	6	■	■	■	○ —
	Contributions or Incentives for Sustainable Transportation: Option D	8	■	■	■	○ —
HOV-2	Shuttle Bus Service: Option A; or	7	Ⓑ 7	Ⓑ 7	Ⓑ 7	○ —
	Shuttle Bus Service: Option B	14	Ⓑ	Ⓑ	Ⓑ	○ —

■ = applicable to land use category.
Ⓑ = applicable to land use category, see fact sheets for further details regarding project size and/or location.
Ⓟ = applicable to land use catgory only if project includes some parking.
⊘ = not applicable to land use category.
○ = project sponsor can select these measures for land use category D, but will not receive points.

NOTE: Please tally the points on the next page.

NOTE: A project sponsor can only receive up to 14 points between HOV-2 and HOV-3.

Category	Measure	Points	Land Use Category A Retail	B Office	C Residential	D Other
HOV-3	Vanpool Program: Option A; or	1				
	Vanpool Program: Option B; or	2				
	Vanpool Program: Option C; or	3				
	Vanpool Program: Option D; or	4				
	Vanpool Program: Option E; or	5				
	Vanpool Program: Option F; or	6				
	Vanpool Program: Option G	7				
INFO-1	Multimodal Wayfinding Signage	1	1	1	1	1
INFO-2	Real Time Transportation Information Displays	1		1		
INFO-3	Tailored Transportation Marketing Services: Option A; or	1			1	
	Tailored Transportation Marketing Services: Option B; or	2		2		
	Tailored Transportation Marketing Services: Option C; or	3	3			
	Tailored Transportation Marketing Services: Option D	4				
LU-1	Healthy Food Retail in Underserved Area	2				
LU-2	On-site Affordable Housing: Option A; or	1				
	On-site Affordable Housing: Option B; or	2			2	
	On-site Affordable Housing: Option C; or	3				
	On-site Affordable Housing: Option D	4				
PKG-1	Unbundle Parking: Location A; or	1				
	Unbundle Parking: Location B; or	2				
	Unbundle Parking: Location C; or	3			3	
	Unbundle Parking: Location D; or	4				
	Unbundle Parking: Location E	5	5	5		
PKG-2	Parking Pricing	2	2			
PKG-3	Parking Cash Out: Non-residential Tenants	2				
PKG-4	Parking Supply: Option A; or	1				
	Parking Supply: Option B; or	2			2	
	Parking Supply: Option C; or	3				
	Parking Supply: Option D; or	4				
	Parking Supply: Option E; or	5				
	Parking Supply: Option F; or	6				
	Parking Supply: Option G; or	7				
	Parking Supply: Option H; or	8				
	Parking Supply: Option I; or	9				
	Parking Supply: Option J; or	10				
	Parking Supply: Option K	11				

= applicable to land use category.
= applicable to land use category, see fact sheets for further details regarding project size and/or location.
= applicable to land use catgory only if project includes some parking.
= not applicable to land use category.
= project sponsor can select these measures for land use category D, but will not receive points.

Land Use Category Totals

	A Retail	B Office	C Residential	D Other
Point Subtotal from Page 1:	14	15	14	2
Point Subtotal from Page 2:	11	9	9	1
Totals:	25	24	23	3

TP Schedule 2
Mitigation, Monitoring, and Reporting Plan
(Transportation Components)

<table>
<tr><th>Mitigation Measure</th><th>Responsibility for Implementation</th><th>Mitigation Schedule</th><th>Monitoring/ Reporting Responsibility</th><th>Monitoring Actions/ Schedule and Verification of Compliance</th></tr>
<tr><td colspan="5">EIR Section 4.E Transportation and Circulation</td></tr>
<tr><td>Mitigation Measure M-TR-5: (Dependent on approval of Proposed Project OR Project Variant)

Proposed Project:

Mitigation Measure M-TR-5: Implement Measures to Reduce Transit Delay

Performance Standard. The project sponsor shall be responsible for implementing transportation demand management (TDM) measures to limit the number of project-generated vehicle trips during the p.m. peak hour to a maximum of 89 percent of the EIR-estimated values of each of the phases of project development (performance standard), as shown in the table below. The number of vehicle trips by phase to meet the above stated performance standard shall be included in the approved TDM Plan.

<table>
<tr><th rowspan="2">Project Development Phase</th><th colspan="2">Maximum P.M. Peak Hour Vehicle Trips</th></tr>
<tr><th>Phase Total</th><th>Running Total</th></tr>
<tr><td>Phase 1</td><td>380</td><td>380</td></tr>
<tr><td>Phase 2</td><td>400</td><td>780</td></tr>
<tr><td>Phase 3</td><td>270</td><td>1,050</td></tr>
<tr><td>Phase 4</td><td>640</td><td>1,690</td></tr>
<tr><td>Phase 5</td><td>300</td><td>1,990</td></tr>
<tr><td>Phase 6</td><td>270</td><td>2,260</td></tr>
</table>

Monitoring and Reporting. Within one year of issuance of the project's first certificate of occupancy, the project sponsor shall retain a qualified transportation consultant approved by the SFMTA to begin monitoring daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan, which shall be included as a part of the approved TDM Plan. The vehicle data collection shall include counts of the number of vehicles entering and exiting the project site on internal streets at the site boundaries on 22nd, Illinois, and 23rd streets for three weekdays. The data for the three weekdays (Tuesday, Wednesday or Thursday) shall be averaged, and surveys shall be conducted within the same month annually. A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to Environmental Review Officer in consultation with the SFMTA).</td><td>Project sponsor, a qualified transportation consultant approved by the SFMTA</td><td>Within one year of issuance of the project's first certificate of occupancy: the first monitoring of daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan.

Ongoing: A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to ERO in consultation with the SFMTA).</td><td>Planning Department staff and SFMTA</td><td>Considered complete when eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier.</td></tr>
</table>

Mitigation Measure	Responsibility for Implementation	Mitigation Schedule	Monitoring/ Reporting Responsibility	Monitoring Actions/ Schedule and Verification of Compliance
EIR Section 4.E Transportation and Circulation (cont.)				
The project sponsor shall begin submitting monitoring reports to the Planning Department 18 months following 75 percent occupancy of the first phase. Thereafter, annual monitoring reports shall be submitted (referred to as "reporting periods") until eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier. If the City finds that the project exceeds the stated performance standard for any development phase, the project sponsor shall select and implement additional TDM measures in order to reduce the number of project-generated vehicle trips to meet the performance standard for that development phase. These measures could include expansion of measures already included in the project's proposed TDM Plan (e.g., providing additional project shuttle routes to alternative destinations, increases in tailored transportation marketing services, etc.), other measures identified in the City's TDM Program Standards Appendix A (as such appendix may be amended by the Planning Department from time to time) that have not yet been included in the project's approved TDM Plan, or, at the project sponsor's discretion, other measures not included in the City's TDM Program Standards Appendix A that the City and the project sponsor agree are likely to reduce peak period driving trips. For any development phase where additional TDM measures are required, the project sponsor shall have 30 months to demonstrate a reduction in vehicle trips to meet the performance standard. If the performance standard is not met within 30 months, the project sponsor shall submit to the Environmental Review Officer and the SFMTA a memorandum documenting proposed methods of enhancing the effectiveness of the TDM measures and/or additional feasible TDM measures that would be implemented by the project sponsor, along with annual monitoring of the project-generated vehicle trips to demonstrate their effectiveness in meeting the performance standard. The comprehensive monitoring and reporting program shall be terminated upon the earlier of (i) expiration of the project's development agreement, or (ii) eight consecutive reporting periods showing that the fully built project has met the performance standard. However, compliance reporting for the City's TDM Program shall continue to be required. If the additional TDM measures do not achieve the performance standard, then the City shall impose additional measures to reduce vehicle trips as prescribed under the development agreement, which may include on-site or off-site capital improvements intended to reduce vehicle trips from the project. Capital measures may include, but are not limited to, peak period or all-day transit-only lanes (e.g., along 22nd Street), turn pockets, bus bulbs, queue jumps, turn restrictions, pre-paid boarding pass machines, and/or boarding islands, or other measures that support sustainable trip making. The monitoring and reporting plan described above may be modified by the Environmental Review Officer in coordination with the SFMTA to account for transit route or transportation network changes, or major changes to the development program. The modification of the monitoring and reporting plan, however, shall not change the performance standard set forth in this mitigation measure.				

EIR Section 4.E Transportation and Circulation (cont.)				
Project Variant: **Mitigation Measure M-TR-5 (Variant): Implement Measures to Reduce Transit Delay** ***Performance Standard.*** The project sponsor shall be responsible for implementing transportation demand management (TDM) measures to limit the number of project-generated vehicle trips during the p.m. peak hour to a maximum of 89 percent of the EIR-estimated values of each of the phases of project development (performance standard), as shown in the table below. The number of vehicle trips by phase to meet the above stated performance standard shall be included in the approved TDM Plan.	Project sponsor, a qualified transportation consultant approved by the SFMTA	Within one year of issuance of the project's first certificate of occupancy: the first monitoring of daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan. Ongoing: A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to ERO in consultation with the SFMTA).	Planning Department staff and SFMTA	Considered complete when eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier.

Project Development Phase	Maximum P.M. Peak Hour Vehicle Trips			
	Project Variant		No PG&E Subarea Scenario	
	Phase Total	Running Total	Phase Total	Running Total
Phase 1	370	370	370	370
Phase 2	440	810	440	810
Phase 3	250	1,060	250	1,060
Phase 4	630	1,690	670	1,730
Phase 5	240	1,930	240	1,970
Phase 6	280	2,210	NA	NA

Monitoring and Reporting. Within one year of issuance of the project's first certificate of occupancy, the project sponsor shall retain a qualified transportation consultant approved by the SFMTA to begin monitoring daily and p.m. peak period (4 p.m. to 7 p.m.) vehicle trips in accordance with an SFMTA and San Francisco Planning Department agreed upon monitoring and reporting plan, which shall be included as a part of the approved TDM Plan. The vehicle data collection shall include counts of the number of vehicles entering and exiting the project site on internal streets at the site boundaries on 22nd, Illinois, and 23rd streets for three weekdays. The data for the three weekdays (Tuesday, Wednesday or Thursday) shall be averaged, and surveys shall be conducted within the same month annually. A document with the results of the annual vehicle counts shall be submitted to the Environmental Review Officer and the SFMTA for review within 30 days of the data collection, or with the project's annual TDM monitoring report as required by the TDM Plan (if the latter is preferable to Environmental Review Officer in consultation with the SFMTA).

EIR Section 4.E Transportation and Circulation (cont.)				
The project sponsor shall begin submitting monitoring reports to the Planning Department 18 months following 75 percent occupancy of the first phase. Thereafter, annual monitoring reports shall be submitted (referred to as "reporting periods") until eight consecutive reporting periods show that the fully built project has met the performance standard, or until expiration of the project's development agreement, whichever is earlier. If the City finds that the project exceeds the stated performance standard for any development phase, the project sponsor shall select and implement additional TDM measures in order to reduce the number of project-generated vehicle trips to meet the performance standard for that development phase. These measures could include expansion of measures already				

included in the project's proposed TDM Plan (e.g., providing additional project shuttle routes to alternative destinations, increases in tailored transportation marketing services, etc.), other measures identified in the City's TDM Program Standards Appendix A (as such appendix may be amended by the Planning Department from time to time) that have not yet been included in the project's approved TDM Plan, or, at the project sponsor's discretion, other measures not included in the City's TDM Program Standards Appendix A that the City and the project sponsor agree are likely to reduce peak period driving trips. For any development phase where additional TDM measures are required, the project sponsor shall have 30 months to demonstrate a reduction in vehicle trips to meet the performance standard. If the performance standard is not met within 30 months, the project sponsor shall submit to the Environmental Review Officer and the SFMTA a memorandum documenting proposed methods of enhancing the effectiveness of the TDM measures and/or additional feasible TDM measures that would be implemented by the project sponsor, along with annual monitoring of the project-generated vehicle trips to demonstrate their effectiveness in meeting the performance standard. The comprehensive monitoring and reporting program shall be terminated upon the earlier of (i) expiration of the project's development agreement, or (ii) eight consecutive reporting periods showing that the fully built project has met the performance standard. However, compliance reporting for the City's TDM Program shall continue to be required. If the additional TDM measures do not achieve the performance standard, then the City shall impose additional measures to reduce vehicle trips as prescribed under the development agreement, which may include on-site or off-site capital improvements intended to reduce vehicle trips from the project. Capital measures may include, but are not limited to, peak period or all-day transit-only lanes (e.g., along 22nd Street), turn pockets, bus bulbs, queue jumps, turn restrictions, pre-paid boarding pass machines, and/or boarding islands, or other measures that support sustainable trip making. The monitoring and reporting plan described above may be modified by the Environmental Review Officer in coordination with the SFMTA to account for transit route or transportation network changes, or major changes to the development program. The modification of the monitoring and reporting plan, however, shall not change the performance standard set forth in this mitigation measure.				
EIR Section 4.E Transportation and Circulation (cont.)				
Mitigation Measure M-TR-7: Improve Pedestrian Facilities at the Intersection of Illinois Street/22nd Street In the event that the Pier 70 Mixed-Use District project does not implement improvements at the intersection of Illinois Street/22nd Street, as part of the proposed project's sidewalk improvements on the east side of Illinois Street between 22nd and 23rd streets, the project sponsor shall work with SFMTA to implement the following improvements: • Install a traffic signal, including pedestrian countdown signal heads at the intersection of Illinois Street/22nd Street. • Stripe marked crosswalks in the continental design. • Construct/reconstruct ADA compliant curb ramps at the four corners, as necessary. In the event that the Pier 70 Mixed-Use District project does not implement these improvements, the project sponsor shall be responsible for costs associated with design and implementation of these improvements. The SFMTA shall determine whether the SFMTA or the project sponsor would implement these improvements.	Project sponsor and SFMTA	Ongoing during project construction	ERO or other Planning Department staff along with SFMTA	Considered complete when intersection improvement is complete