

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
BOARD OF DIRECTORS

RESOLUTION No. 221101-105

WHEREAS, The Potrero Yard Modernization Project (Project) includes the simultaneous development and construction of a facility (Facility) with a modern bus storage and maintenance component (Bus Yard Component) and, if feasible, a multi-family housing and commercial component (Housing Component); and,

WHEREAS, The San Francisco Municipal Transportation Agency (SFMTA) will deliver the Bus Yard Component under its Building Progress Program and, if feasible, pursue the Housing Component consistent with the citywide Public Land for Housing initiative, which encourages joint development opportunities for housing on public sites; and,

WHEREAS, Based on the Project's public and private features, staff have determined it is appropriate and in the City's best interest to deliver the Project utilizing a joint development procurement method; and,

WHEREAS, The joint development solution provides for a single point-of-responsibility for managing project complexity and contractors (e.g., design-build contractors, maintenance contractors for private housing development), financing, and successfully delivering the Project; and,

WHEREAS, The SFMTA and San Francisco Public Works (SFPW) partnered to procure a developer to design, build, and finance the Facility, operate the Housing Component, and maintain certain Facility infrastructure elements; and,

WHEREAS, In November 2019, the SFMTA submitted a project application for the Project to the San Francisco Planning Department (Planning Department) to initiate environmental review of the Project under the California Environmental Quality Act (CEQA); and,

WHEREAS, A Request for Qualifications for the Project was issued on August 21, 2020, and three of the responding teams (Potrero Mission Community Partners, Potrero Neighborhood Collective, and Potrero Yard Community Partners) were short-listed; and,

WHEREAS, On April 7, 2020, the SFMTA Board approved Resolution 200407-035, authorizing the SFMTA to use a joint development procurement method to deliver the Project and seek approval from the Board of Supervisors (BOS) for that method; and,

WHEREAS, On March 16, 2021, the BOS adopted Ordinance 38-21 to approve a joint development delivery method and a best-value selection of the developer for the Project and exempted various Project agreements from certain San Francisco Administrative Code requirements that are

inconsistent with the joint development delivery method, with the ordinance being signed by the Mayor and effective on April 25, 2021; and,

WHEREAS, A Request for Proposals for the Project (RFP) was released to the three short-listed teams on April 9, 2021 (RFP), with proposals due December 30, 2021, and all three short-listed teams submitting timely proposals; and,

WHEREAS, The Project's Draft Environmental Impact Report (DEIR) was published by the Planning Department on June 30, 2021, reviewed by the Historic Preservation Commission on August 4, 2021, and reviewed by the Planning Commission on August 26, 2021, and the public comment period closed on August 31, 2021, and the SFMTA anticipates bringing the Environmental Impact Report to the Planning Commission for approval in 2023, after including updated Project details, responding to all comments received to the DEIR, and otherwise complying with all relevant CEQA Guidelines; and,

WHEREAS, On March 1, 2022, the SFMTA Board adopted Resolution 220301-017 to approve the form of Predevelopment Agreement (Form PDA) for the Project, with a term that will not exceed 568 days, a potential termination payment that will not exceed \$9,990,000, and if approved by the Board of Supervisors, a potential continuation payment of \$4,000,000; and,

WHEREAS, In March of 2022, the SFMTA completed its evaluation of the submitted RFP proposals and determined that two proposers (Qualified Proposers) submitted responsive proposals that passed all administrative pass-fail criteria, and those Qualified Proposers were Potrero Mission Community Partners, led by John Laing Group and Edgemoor Infrastructure & Real Estate, and Potrero Neighborhood Collective (PNC), led by Plenary Americas US Holdings Inc. (Plenary); and,

WHEREAS, On May 26, 2022, the SFMTA exercised its RFP right to request proposal revisions ("Proposal Revisions") from the Qualified Proposers so they could better align their proposals with the SFMTA's stated Project goals and offer the best value to the SFMTA and City with respect to the Project; and,

WHEREAS, The Form PDA was modified in the request for Proposal Revisions to increase a continuation payment from \$4,000,000 to \$4,350,000; and,

WHEREAS, The SFMTA received a timely Proposal Revision from PNC on July 20, 2022, and based on evaluation of the submitted Proposal Revision, the SFMTA selected PNC as the preferred proposer to enter into the PDA on September 12, 2022, and after selecting PNC as the preferred proposer, the SFMTA further modified the Form PDA to include details and commitments from PNC's RFP proposal (Final PDA) and PNC submitted the required post-selection deliverables; and,

WHEREAS, On October 17, 2022, the SFMTA issued a notification of intent to award the Final PDA and issued a public announcement naming the PNC as the preferred proposer and as permitted in the RFP, PNC created Potrero Neighborhood Collective, LLC (Lead Developer), which has Plenary as its sole member, to be the developer under the Final PDA; and,

WHEREAS, The SFMTA is requesting the SFMTA Board of Directors to authorize the Director of Transportation to execute the Final PDA with the Lead Developer; and,

WHEREAS, The Final PDA sets the terms for the parties' negotiation of the future agreements for the delivery of the Project and outlines the Project predevelopment activities to be performed by the Lead Developer; and,

WHEREAS, The SFMTA can terminate the PDA at any time for convenience, and if the PDA terminates for any reason other than the Lead Developer's default or the parties' execution of the agreements for the delivery of the Project, the PDA includes a termination payment to the Lead Developer in the amount described in the form of PDA presented to the SFMTA Board, which shall not exceed \$9,990,000; and,

WHEREAS, If there is final certification of the environmental impact report for the Project under CEQA and final adoption of the special use district, conditional use authorization, General Plan Referral, and related General Plan amendments needed for the Project, the Lead Developer's PDA obligations will suspend unless the SFMTA elects, in its sole discretion, to issue a notice for the Lead Developer to continue the PDA work (Continuation Notice); and,

WHEREAS, If the SFMTA issues the Continuation Notice, it must pay the Lead Developer a continuation payment of \$4,350,000 (Continuation Payment) and the SFMTA cannot make the Continuation Payment without the prior approval from the Board of Supervisors under Section 9.118 of the San Francisco Charter, so the SFMTA will not issue the Continuation Notice without first obtaining the prior approval for the Continuation Payment from the Board of Supervisors; and,


WHEREAS, The PDA should be executed as soon as possible to meet the November 30, 2027, deadline for substantial completion of the Bus Yard Component and the infrastructure it shares with the Housing Component; and,

WHEREAS, On October 6, 2022, the SFMTA, under authority delegated by the Planning Department, determined that the Potrero Yard Modernization Project Predevelopment Agreement is not a "project" under the California Environmental Quality Act (CEQA) pursuant to Title 14 of the California Code of Regulations Sections 15060(c) and 15378(b); and,

WHEREAS, A copy of the CEQA determination is on file with the Secretary to the SFMTA Board of Directors and is incorporated herein by reference; now, therefore, be it

RESOLVED, That the SFMTA Board of Directors authorizes the Director of Transportation to execute a Predevelopment Agreement with Potrero Neighborhood Collective, LLC for the Potrero Yard Modernization Project, with a term that will not exceed 568 days, a potential termination payment that will not exceed \$9,990,000, and if approved by the Board of Supervisors, a potential continuation payment of \$4,350,000.

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of November 1, 2022.



Secretary to the Board of Directors
San Francisco Municipal Transportation Agency