

MINUTE ITEM

This Calendar Item No. 65 was approved as
Minute Item No. 65 by the California State Lands
Commission by a vote of 3 to 0 at its
8/24/97 meeting.

CALENDAR ITEM

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D. Plummer
B. Stevenson

**CONSIDER APPROVAL OF DETERMINATIONS PURSUANT TO PUBLIC
RESOURCES CODE SECTION 6702 (b) REGARDING A GROUND LEASE
AND LEASE DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE
CITY AND COUNTY OF SAN FRANCISCO, THROUGH ITS PORT COMMISSION,
AND THE CHINA BASIN BALLPARK COMPANY LLC**

BACKGROUND:

The San Francisco Port Commission (Port) has requested the California State Lands Commission to find that the lease for a new San Francisco Giants ballpark is consistent with the public trust, and to make the determinations described in Public Resources Code Section 6702 (b). The lease property, shown in Exhibits A and B (attached to this calendar item and incorporated by reference), is comprised of filled tide and submerged lands and other lands which, following their purchase by the Port, will become subject to the Burton Act. The Burton Act is the legislation through which the Port administers tide and submerged lands granted to the City and County of San Francisco by the State (Chapter 1333, Statutes of 1968, as amended). The parties to the Lease Disposition and Development Agreement (the "Lease DDA") and the Ground Lease are the Port and the developer of the ballpark, the China Basin Ballpark Company LLC ("CBBC"). The CBBC supports the request made by the Port to the State Lands Commission. Further discussion of the Port's request is included below under the heading "Section 24 of the Burton Act."

The Port has submitted all significant transactional documents to the Commission to support its request. Among them are the Lease DDA and the Ground Lease, applicable land use plans, resolutions of San Francisco's Board of Supervisors and Port Commission, an appraisal of the site in support of the lease rent, and an economic analysis of the project prepared by San Francisco's Budget Analyst to the Board of Supervisors. The Port has included excerpts from these and other documents in the grantee's report to the State Lands Commission, as mandated by the Commission's regulations (Title 2, California Code of Regulations, Sections 2800-2803). The grantee's report is attached to this calendar item as Exhibit C, and is incorporated by reference as a part of it.

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Public Resources Code Section 6702 sets forth three determinations which the Commission must address: First, whether the proposed lease or contract is in accord with the statute by which the Legislature granted the tide and submerged lands (here, the Burton Act); second, whether the proceeds of the lease will be deposited into a fund for statewide proposes permitted by the granting statute; and third, whether the lease or contract is in the best interests of the State.

By regulation (Title 2, California Code of Regulations, Section 2802), the Commission has set forth several criteria which it considers in determining whether a lease is in the best interests of the State: first, that the project is consistent with current policies and practices of the Commission; second, that the project is economically viable, necessary, and desirable; third, that it is appropriate for developmental mix; fourth, that the project is conducive to public access; fifth, that it is consistent with environmental preservation; and, last, that the project is otherwise in the best interests of the State. The staff has examined the proposed ballpark Ground Lease, Lease DDA, grantee's report, and supporting documentation as these items bear upon the criteria in statute and in regulation.

Project Description and Lease Terms

The lease is of a 12.5 acre parcel of land facing the China Basin channel, approximately one-half mile south of the Bay Bridge. The lease site is shown from two vantage points in Exhibits A-1 and A-2. Exhibit B shows how the lease site fits into the larger waterfront. The property is comprised of 3 tracts: (1) Pier 46B, now the location of the Port's maintenance facility and some private tenants; (2) Parts of Berry and Second Streets; and (3) a 3.5 acre parcel of land owned by Caltrans and now leased to private tenants month-to-month.

The site as it exists is closed to public access along China Basin, and is not inviting to general public use. The Port Commission has jurisdiction and control over all of the site, except the Caltrans parcel. The Port is authorized by statute (Chapter 11, Statutes of 1984) to purchase the Caltrans property at fair market value. The Port and Caltrans have negotiated a term sheet for the acquisition of the site at the price of \$3.6 million. Once the property is acquired, the former Caltrans property will become subject to the Burton Act, as the remainder of the property is now.

The Ground Lease authorizes several uses of the property for a term of up to 66 years, the maximum term permitted by the Burton Act:

- It authorizes an open-air, waterfront ballpark of 42,000 seats for approximately 81 regular season baseball games and also for concerts or special events,

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subject to measures which deal with noise, light, and traffic concerns. It authorizes commercial and entertainment uses within the ballpark, such as food service and retail sales.

- The Ground Lease calls for the construction of developed open spaces, plazas, and a PortWalk along China Basin which will link with other public access along the Bay. These areas will be open to both patrons and to the general public year round. A large public plaza will be constructed on the waterfront just outside the centerfield wall, and will be a part of the PortWalk. Upstairs from it, a smaller area known as Centerfield Terrace will be open to the general public, except at game times and during special events, and at night (according to hours agreed to by the Port).
- The Ground Lease permits the development of a Pavilion Building of up to 136,000 square feet along Third Street, which may be used for offices for the Giants, broadcasting and media facilities for games, a communications center for rent by the community (limited to 10,000 square feet), and a Pacific Bell children's learning center.
- The lease permits the CBBC to develop ancillary uses within the ballpark and its concourses, such as specialty retail stores and kiosks. It also allows the development of specialty retail and entertainment uses in the Pavilion Building, with square footage limitations. Retail sales from carts and other moveable facilities will be permitted in the public plazas and on the PortWalk.

The Port will lease the assembled site to the CBBC for \$1.2 million per year, subject to rent escalators based upon cost of living adjustments throughout the lease term. Lease extension beyond December 31, 2022, will require lease rent to be re-set to fair market value, subject to a specified floor and ceiling. The CBBC will be responsible for all costs of site development, and will solely bear any construction cost overruns in the development of the project. The staff of the State Lands Commission has reviewed the appraisal upon which the base rent was established, including the comparable sales to which it refers. The appraisal of the site supports the indicated amount as base fair market rent. The rent escalator clauses in the lease are commercially reasonable. Lease revenues will be deposited into the Port's trust account maintained by the City and County of San Francisco.

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Compliance with Burton Act and Integration With Surrounding Development

The ballpark project will be an important visitor-serving facility integrated into and encouraging public trust activities along this section of the San Francisco shoreline. The ballpark, together with its public spaces and access, visitor-serving specialty shops, and ancillary facilities, complements the overall use of the waterfront from the Ferry Building to China Basin, and is compatible with the public trust and the Burton Act.

The construction of the ballpark is a part of an economic and land use transition in the area of the waterfront immediately south of the Bay Bridge. Over time, the use of this area has evolved from maritime industrial towards public recreation and assembly, as well as commercial recreation and water-oriented retail. The Waterfront Plan developed by the Port recognizes that industrial maritime operations are now concentrated in the southern waterfront, while "people-oriented" uses comprise a growing portion of trust uses on the waterfront north of China Basin.

The PortWalk along China Basin Channel will connect with and extend the Embarcadero Promenade (Herb Caen Way). Pedestrians walking along the PortWalk will be able to directly view the playing field on game days from the pedestrian arcade along the right field wall by looking through a series of archways. Public plazas will adjoin the major pedestrian entrances at Third and King Streets, Lefty O'Doul Bridge, and behind center field, and will be open to general public use on non-game days.

The site at Pier 46B is ideally situated for visitors using public transit and enjoying the waterfront as they approach the ballpark. Public transit visitors to the ballpark will be able to exit Bay Area Rapid Transit's Embarcadero Station, and either take the above-ground Muni train along the renovated Embarcadero Roadway, or walk the shoreline Herb Caen Way. Both the Embarcadero and the PortWalk have been designed to carry large numbers of pedestrians and transit patrons on a north-south axis along the waterfront. The Ballpark will be the destination for thousands of visitors traveling in the hours before a game. The walk will be past existing and planned shops and restaurants and piers open to the public. Fans walking from the south will cross China Basin on the historic Lefty O'Doul Bridge.

The ballpark has been designed to maximize views of the Bay, South Beach Marina, the City skyline, and the Bay Bridge. The outfield wall and the scoreboard are low to preserve sightlines to the water for all fans. The identity of the ballpark will be tied to its location on water.

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The Port and the Giants are engaged in a joint project to bring direct ferry service to the ballpark by opening day in the year 2000. The Giants have retained Moffatt & Nichol Engineers to prepare a concept plan for the service. The Port Commission has reviewed the plan, which calls for two ferry berths at Pier 46B with direct access to the ballpark via the PortWalk. The Commission has directed staff to issue a Request for Proposal for an operator of the ferry service. The ferry docks at the ballpark will also serve as a landing area for water taxies, which may transport patrons to and from other waterfront attractions such as Fisherman's Wharf.

According to the grantee's report, the Port also contemplates that this facility may be the impetus for ferry service in the southern part of the City with its growing residential, commercial, research, and university communities of South Beach and Mission Bay. The Port now manages or leases eight ferry or excursion boat docking facilities along the San Francisco waterfront, carrying an estimated six million passengers per year. The Port believes that ferry service at the ballpark will be an integral addition to this service.

Section 24 of the Burton Act

The San Francisco Port Commission, as the administrator of lands granted in trust to the City and County of San Francisco through the Burton Act, is authorized to enter leases which conform with the Burton Act. Section 24 of the Burton Act (added by Chapter 1400, Statutes of 1969) provides that the rights and obligations of lessees under leases lawfully entered by the Port will remain in effect should the State amend, modify, or revoke the Burton Act by an act of the Legislature.

As to leases which are lawfully entered, Section 24 of the Burton Act provides San Francisco lessees within the Port Commission's jurisdiction essentially identical protections offered lessees statewide through Sections 6701-6706 of the Public Resources Code. Section 24 is limited to San Francisco Port jurisdiction, and is self-executing in that it requires simply that a lease be lawfully entered for its lease protection terms to take effect. No State Lands Commission action is necessary for lawfully entered leases. By contrast, Sections 6701-6706 apply to other grantee public agencies in the State where there is no grant provision such as Section 24, and require an application to the State Lands Commission and approval.

The ballpark project involves issues of special complexity, and presents title and financing issues unique to this transaction. As an accommodation to this lessee, its title company and lenders, the Port has chosen to request the State Lands Commission to make appropriate findings pursuant to Public Resources Code sections 6701-6706

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regarding the Ground Lease and, insofar as it confers the right to the use and occupation of, or the right to conduct operations upon or within the leased lands, the Lease DDA. The Port has also requested the Commission to find that these documents may be lawfully entered. The action by the State is not intended to imply or to state a limit on the terms of Section 24 of the Burton Act to insulate lawful Port leases from subsequent changes to the Burton Act by the Legislature. The Port has the option to decide whether a particular future lease will be brought before this Commission for approval under Sections 6701-6706, or to rely solely on the terms of Section 24, which require the State to honor the rights and obligations of leases which the Port has entered lawfully.

OTHER PERTINENT INFORMATION:

1. The City and County of San Francisco Planning Department prepared an environmental review document for the ballpark. The EIR was certified by the Planning Department and the San Francisco Redevelopment Agency on June 26, 1997. The California State Lands Commission staff has reviewed the EIR and Mitigation Monitoring Program adopted by the lead agency and by the Port. The Mitigation Monitoring Program is in Exhibit E, attached to this calendar item and incorporated by reference as a part of it.
2. Findings made in conformance with the State CEQA Guidelines (Title 14, California Code of Regulations, section 15091 and 15096) are contained in Exhibit D, attached to this calendar item and incorporated by reference as a part of it. The findings were adopted by the Port at its meeting of July 16, 1997.
3. A Statement of Overriding Considerations made in conformance with the State CEQA Guidelines (Title 14, California Code of Regulations, section 15093) is contained in Exhibit D. The Statement of Overriding Considerations were adopted by the Port at its meeting of July 16, 1997.

EXHIBITS:

- A-1. Site Map
- A-2. Site Map
- B. Location Map
- C. Grantee's Report
- D. CEQA Findings and Statement of Overriding Considerations
- E. Mitigation Monitoring Program

PERMIT STREAMLINING ACT DEADLINE:

N/A

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RECOMMENDED ACTION:

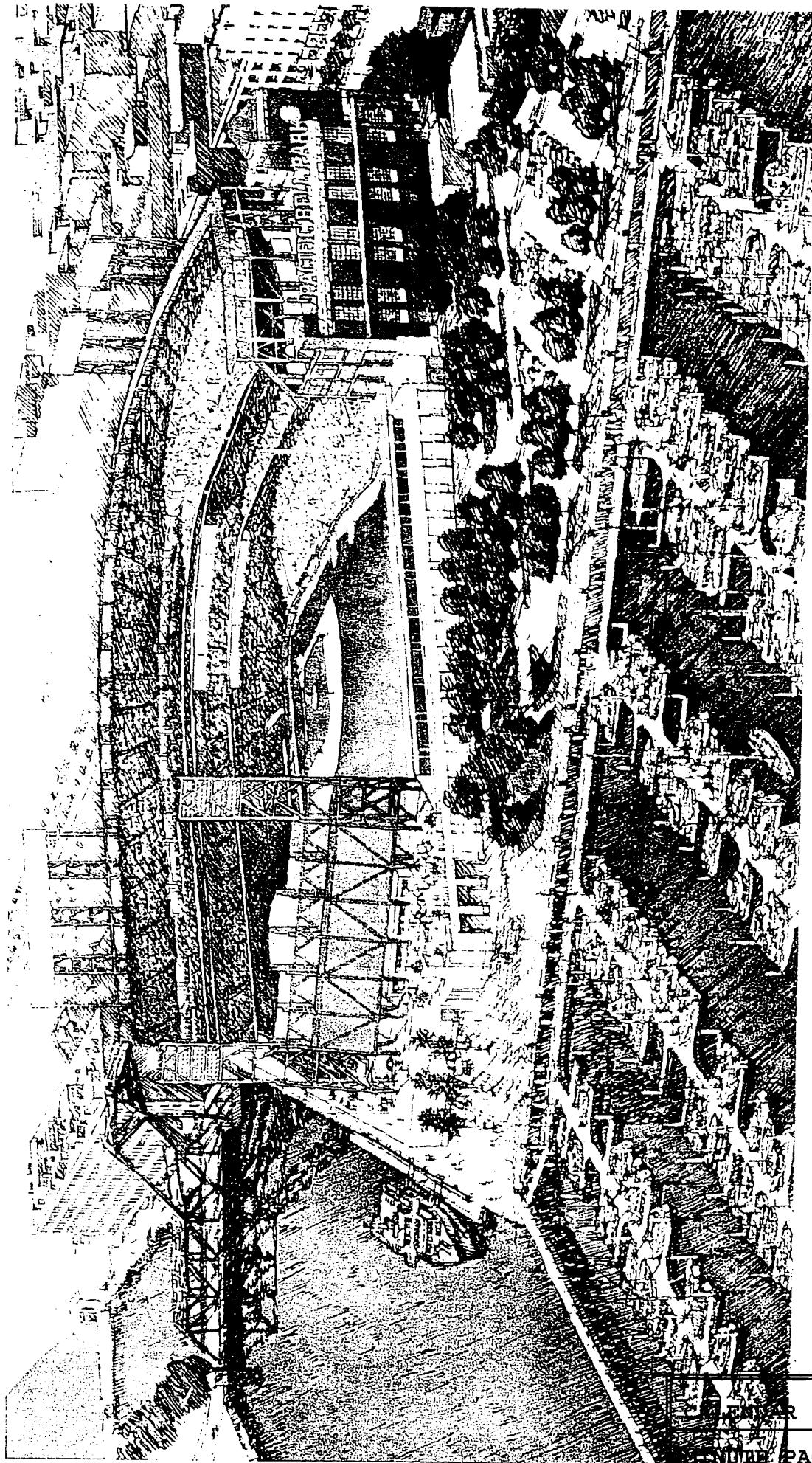
IT IS RECOMMENDED THAT THE COMMISSION:

1. FIND THAT THE FINAL EIR WAS PREPARED AND CERTIFIED FOR THIS PROJECT BY THE CITY AND COUNTY OF SAN FRANCISCO PLANNING COMMISSION AND THE SAN FRANCISCO REDEVELOPMENT AGENCY COMMISSION AS ADEQUATE, ACCURATE, AND OBJECTIVE, AND THAT THE STATE LANDS COMMISSION HAS REVIEWED AND CONSIDERED THE INFORMATION CONTAINED THEREIN.
2. ADOPT THE FINDINGS MADE IN CONFORMANCE WITH TITLE 14, CALIFORNIA CODE OF REGULATIONS, SECTIONS 15091 AND 15096 (h), AS CONTAINED IN EXHIBIT D ATTACHED TO THIS CALENDAR ITEM, SUBSTITUTING THE STATE LANDS COMMISSION IN THE PLACE OF THE PORT AS THE AGENCY ADOPTING THE FINDINGS, EXCEPT WHERE THE PORT HAS AFFIRMATIVE DUTIES FOR WHICH IT IS RESPONSIBLE.
3. ADOPT THE MITIGATION MONITORING PROGRAM, AS CONTAINED IN EXHIBIT E, ATTACHED TO THIS CALENDAR ITEM, SUBSTITUTING THE STATE LANDS COMMISSION IN THE PLACE OF THE PORT AS THE AGENCY ADOPTING THE FINDINGS, EXCEPT WHERE THE PORT HAS AFFIRMATIVE DUTIES FOR WHICH IT IS RESPONSIBLE.
4. ADOPT THE STATEMENT OF OVERRIDING CONSIDERATIONS MADE IN CONFORMANCE WITH TITLE 14, CALIFORNIA CODE OF REGULATIONS, SECTION 15093, AS CONTAINED IN EXHIBIT D, ATTACHED TO THIS CALENDAR ITEM, SUBSTITUTING THE STATE LANDS COMMISSION IN THE PLACE OF THE PORT AS THE AGENCY ADOPTING THE FINDINGS, EXCEPT WHERE THE PORT HAS AFFIRMATIVE DUTIES FOR WHICH IT IS RESPONSIBLE.
5. FIND THAT THE SAN FRANCISCO PORT COMMISSION, AS THE ADMINISTRATOR OF LANDS GRANTED IN TRUST TO THE CITY AND COUNTY OF SAN FRANCISCO THROUGH THE BURTON ACT (CHAPTER 1333, STATUTES OF 1968, AS AMENDED), IS AUTHORIZED TO ENTER LEASES WHICH CONFORM WITH THE TERMS OF THE BURTON ACT.

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6. FIND THAT THE SAN FRANCISCO PORT COMMISSION HAS REQUESTED THE STATE LANDS COMMISSION TO FIND THAT THE GROUND LEASE AND THE LEASE DDA BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO THROUGH ITS PORT COMMISSION AND THE CHINA BASIN BALLPARK COMPANY LLC MEET THE REQUIREMENTS OF PUBLIC RESOURCES CODE SECTION 6702, AND ARE CONSISTENT WITH THE PUBLIC TRUST.
7. FIND THAT THE SAN FRANCISCO PORT COMMISSION HAS FILED WITH THE STATE LANDS COMMISSION A FULL AND COMPLETE APPLICATION AND GRANTEE'S REPORT FOR THE REQUESTED PUBLIC RESOURCES CODE SECTION 6702 APPROVAL.
8. DETERMINE, PURSUANT TO PUBLIC RESOURCES CODE SECTION 6702 (b) (1), THAT THE GROUND LEASE AND THE LEASE DDA (INSOFAR AS IT CONFERS THE RIGHT TO THE USE AND OCCUPATION OF, OR THE RIGHT TO CONDUCT OPERATIONS UPON OR WITHIN THE LEASED LANDS) BETWEEN THE CITY AND COUNTY OF SAN FRANCISCO AND THE CHINA BASIN BALLPARK COMPANY LLC ARE IN ACCORDANCE WITH THE PUBLIC TRUST AND THE BURTON ACT, THE GRANT UNDER WHICH TITLE TO THE TIDE AND SUBMERGED LANDS IS HELD.
9. DETERMINE, PURSUANT TO PUBLIC RESOURCES CODE SECTION 6702 (b) (2), THAT ALL PROCEEDS OF THE GROUND LEASE AND THE LEASE DDA SHALL BE DEPOSITED INTO AN APPROPRIATE FUND EXPENDABLE ONLY FOR STATEWIDE PURPOSES AUTHORIZED BY THE BURTON ACT.
10. DETERMINE THAT THE GROUND LEASE AND THE LEASE DDA ARE IN THE BEST INTERESTS OF THE STATE PURSUANT TO SECTION 6702 (b) (3) OF THE PUBLIC RESOURCES CODE AND TITLE 2, CALIFORNIA CODE OF REGULATIONS, SECTION 2802.
11. FIND THAT THE GROUND LEASE AND THE LEASE DDA MAY BE LAWFULLY ENTERED BY THE CITY AND COUNTY OF SAN FRANCISCO THROUGH ITS PORT COMMISSION WITHIN THE MEANING OF SECTION 24 OF THE BURTON ACT.
12. THE FINDINGS IN PARAGRAPHS EIGHT THROUGH ELEVEN APPLY TO THE GROUND LEASE AND LEASE DDA IN A FORM SUBSTANTIALLY SIMILAR TO THE GROUND LEASE AND LEASE DDA NOW ON FILE IN THE SACRAMENTO OFFICES OF THE STATE LANDS COMMISSION.

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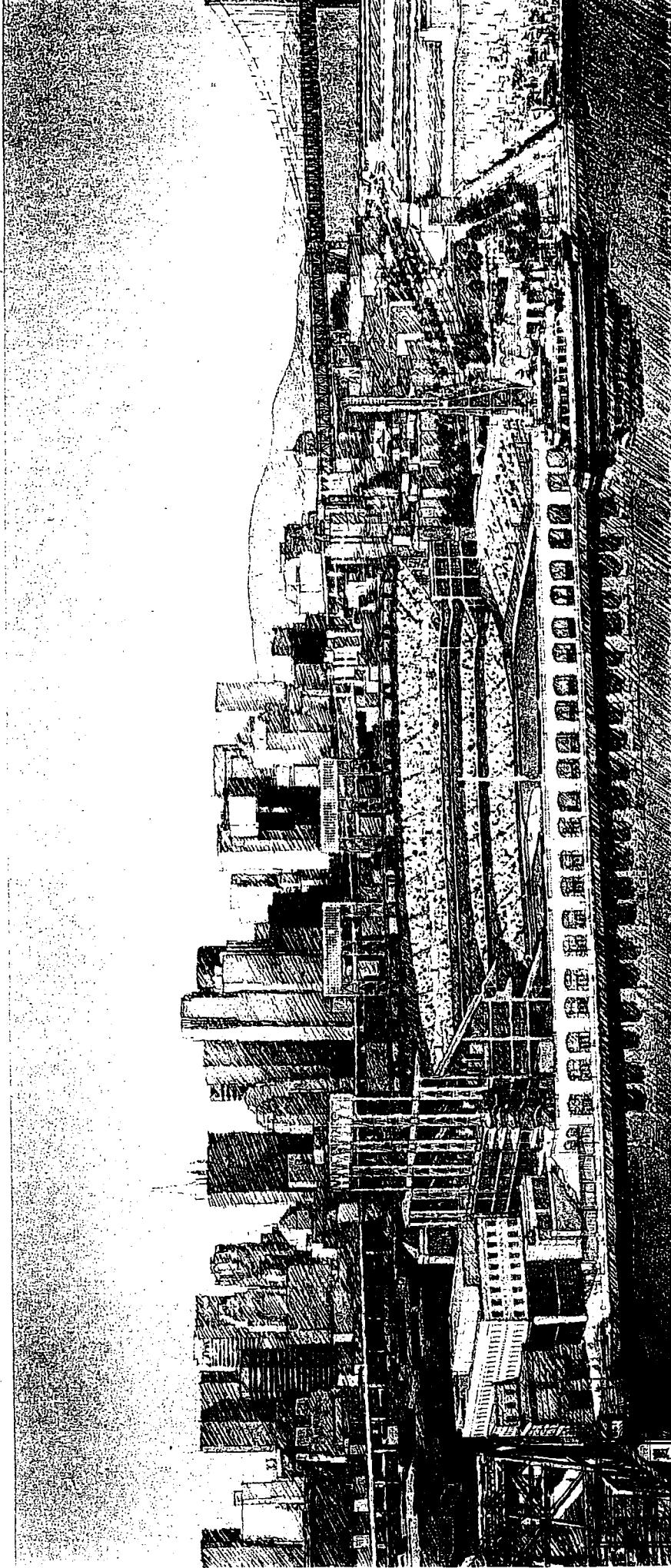
PACIFIC BELL PARK
AERIAL VIEW FROM SOUTH BEACH MARINA

JUNE 1997

Exhibit A-1



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PACIFIC BELL PARK

AERIAL VIEW FROM ACROSS CHINA BASIN

JUNE 1997

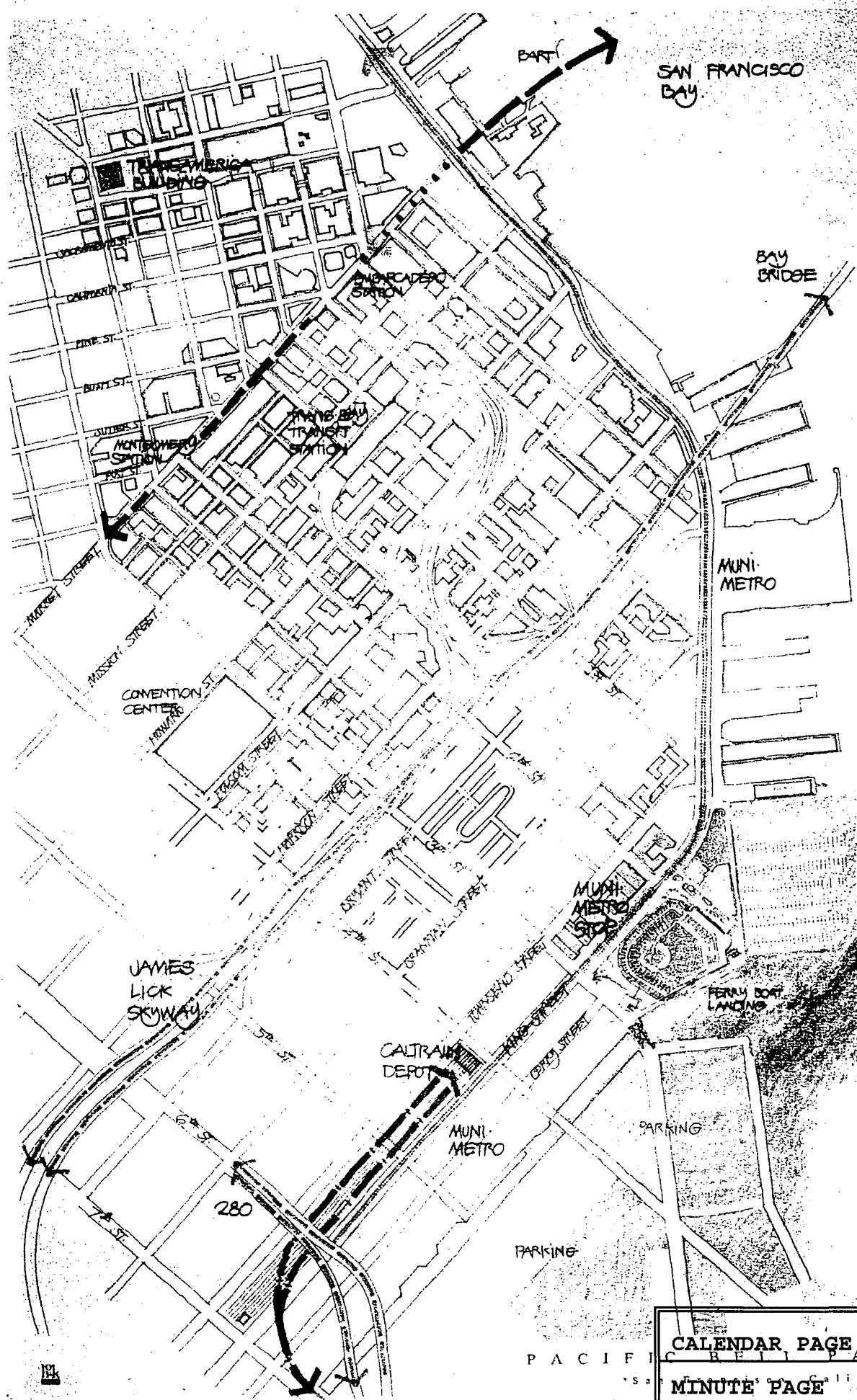
Exhibit A-2

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Exhibit B

Exhibit C



PORT OF SAN FRANCISCO

August 18, 1997

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Robert C. Hight
Executive Officer
State Lands Commission
100 Howe Avenue, Suite 100-South
Sacramento, CA 95825-8202

Re: The New Ballpark for the San Francisco Giants at Pier 46B
(Pacific Bell Park)

Dear Mr. Hight:

By this letter, the San Francisco Port Commission respectfully requests the State Lands Commission to affirm certain Port Commission approvals and findings concerning the Project as described below. This letter constitutes an application and Grantee's Report pursuant to California Code of Regulations, Title 2, Article 9, Section 2800, et seq.

The San Francisco Port Commission has reviewed and approved a ground lease ("Ground Lease" or "Lease") and a Lease Disposition and Development Agreement ("DDA") between the City and County of San Francisco through the San Francisco Port Commission ("Port") and the China Basin Ballpark Company LLC ("CBBC") as well as related transaction documents. In conjunction with those approvals, the Port Commission found that the Ground Lease, DDA, and other transaction documents are in accordance with the public trust for commerce, navigation and fisheries (the "Tidelands Trust"), including, without limitation, the statutory trust imposed by the Burton Act, Chapter 1333 of the Statutes of 1968, as amended ("Burton Act Trust"), and the terms of the Burton Act, and may be lawfully entered into. (The Tidelands Trust and Burton Act Trust are collectively referred to here as the "Public Trust".)

As you know, pursuant to Section 24 of the Burton Act, transaction documents legally entered are statutorily protected from impairment which may occur due to a subsequent amendment, modification, or termination of the Burton Act grant by the State. Thus, subsequent action by the State Lands Commission to grant similar protection under Public Resources Code Section 6702(b) would not be required.

However, as an accommodation to CBBC and its lenders, the Port respectfully requests that the State Lands Commission find that the Project is consistent with the Public Trust and the Burton Act and make the determinations set forth in Public Resources Code Section 6702(b) and its implementing regulations concerning the Ground Lease and DDA.

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We have provided the Commission staff final versions of the transaction documents as approved (in all cases by unanimous vote) by the Port, Board of Supervisors, or other City agencies, an appraisal, and applicable plans, resolutions and policies of relevance to the Public Trust and the Public Resources Code Section 6702(b) findings. Those submittals are listed in Attachment 1 to this letter. For the convenience of the Commission, excerpts from some of those documents are also submitted in attachments to this letter. The Port resolution finding consistency with the Public Trust is included here as Attachment 2.

The Project and Transaction

The Ballpark, Associated Plazas and Public Access

Under the transaction as approved by the Port, the Port will lease to CBBC an approximately 12.5 acre site bounded generally by King Street, Second Street, the China Basin Channel and Third Street, shown on Attachment 5 (the "Site"). CBBC for the development of the Ballpark and related facilities. The improvements consist of the following (the "Project"):

- An open-air, waterfront ballpark with up to 42,000 seats (the "Ballpark"). The San Francisco Giants will play approximately 81 regular season games per year at the Ballpark. In addition, concerts or other special events are permitted subject to conditions designed to address noise, light, and traffic concerns of the neighboring residential community. Under the lease, CBBC may also develop associated commercial and entertainment uses in the Ballpark such as food service and related retail.
- Open spaces and plazas for patrons or the general public, described more particularly below in the discussion of Ballpark design. These include a PortWalk running the entire span of the Ballpark along the water, an arcade for viewing games from the PortWalk, public plazas at the entrances, a large plaza on the waterfront outside the center field wall of the Ballpark, and a second story Main Concourse including a Centerfield Terrace and access thereto. The plazas are open to the public year around, the arcade is open to the public during games, and the Centerfield Terrace is open to the public except at night, during games and other special events, and certain special circumstances specified in the ground lease with the Port.
- A Pavilion Building of up to 136,000 square feet which may contain offices for the Giants, game-related broadcasting and media facilities, a communications center consisting of meeting and teleconferencing facilities available for rental use by the

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community of up to 10,000 square feet, and a Pacific Bell children's learning center. In addition, the Pavilion Building may include restaurant and special retail uses subject to size limitations. These uses are each ancillary to the Ballpark use and enhance public use of the Ballpark and adjacent trust assets.

The Project is depicted in the renderings supplied as Attachment 3 to this letter. The uses are defined in the Ground Lease, supplied under separate cover. Relevant excerpts regarding use provisions are included as Attachment 4. The combined floor area of the Ballpark, including the Pavilion Building, is about one million square feet.

Environmental Impact Report Re Project

With respect to environmental review, the City and County of San Francisco Planning Department prepared an environmental review document for the Ballpark entitled "SAN FRANCISCO GIANTS BALLPARK AT CHINA BASIN Environmental Impact Report" ("EIR"). The EIR was certified by the Planning Department and the San Francisco Redevelopment Agency on June 26, 1997. The EIR is a voluminous document which includes a comprehensive analysis of all potential significant environmental impacts of the Ballpark on the environment. It also identifies a variety of mitigation measures which have been adopted by local agencies as part of the Ballpark approval process. (A summary of the EIR is attached as Attachment 10.)

The EIR includes a thorough analysis of potential impacts of the Ballpark on the Bay, both during the construction and operation phases of the project. It identifies specific measures to address turbidity, Pacific herring spawning, suspended sediments, debris control, prevention of toxic spills and zinc particulate contamination, litter control, capture of storm water, and erosion and sedimentation control. These measures have all been imposed as part of the local Ballpark approvals and the FEIR concludes that the Project will have no significant, adverse water quality impacts.

The Project will have certain unavoidable, significant environmental impacts on transportation and on air quality (as a result of increased vehicular emissions). In accordance with the California Environmental Quality Act, however, the Port has found that the many economic, social and other benefits of the Project outweigh these significant environmental effects.

The Ballpark and the Public Trust

In adopting the DDA, Ground Lease and related documents, the Port Commission has found that the Ballpark is a use consistent with the Public Trust and the Burton Act. Five elements underlay this finding:

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- *Use:* The Project, including the Ballpark, its public spaces, public access, related specialty retail and ancillary facilities, and Pavilion building constitutes Bay-oriented public assembly, a trust compatible use in this location.
- *Context:* The Ballpark comprises a key element of the Port's new Waterfront Land Use Plan ("Waterfront Plan"). This Plan incorporates the Ballpark, and recognizes that the Ballpark will increase public use of other trust resources on the waterfront, and will serve as a catalyst to preservation, renovation and development of those resources.
- *Location:* The Ballpark's location at Pier 46B encourages public use of trust resources to travel to and from games--ferries by water and the Embarcadero Roadway by rail and foot.
- *Design:* The Ballpark's water-oriented design creates major new public access and view opportunities for both the general public year around and for patrons during games.

Use: The Ballpark is Bay Oriented Commercial Recreation and Public Assembly.

The Project, including the Ballpark, its public spaces, public access, related specialty retail and ancillary facilities, and its Pavilion building, constitutes a trust compatible use in this location. The Ballpark constitutes Bay Oriented Commercial Recreation and Bay Oriented Public Assembly, both uses encouraged by the San Francisco Waterfront Special Area Plan as adopted by the San Francisco Bay Conservation and Development Commission ("BCDC") pursuant to the McAtee Petris Act, itself an exercise of the Tidelands Trust. The Special Area Plan defines Bay-Oriented Commercial Recreation and Bay-Oriented Public Assembly as "Facilities specifically designed to attract large numbers of people to enjoy the Bay and its shoreline, such as restaurants, specialty shops and hotels." The location, design, and context of the Ballpark all serve to enhance public use of the San Francisco Bay and the San Francisco waterfront. Other uses permitted under the lease are ancillary (such as team offices, game broadcast facilities, food stands and other in-Ballpark retail), enhance public use of the Ballpark, and promote use of the other trust resources adjacent to the Bay in the immediate vicinity (the specialty retail, small meeting facilities available to the public, and the Pac Bell Children's Learning Center).

The construction of the Ballpark is part of an economic and land-use transition in this waterfront subarea which is consistent with an evolving use of the trust resources of the piers north of China Basin from maritime industrial towards public recreation and

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assembly, as well as commercial recreation and water-oriented retail. The Port's newly adopted Waterfront Plan, also an exercise of the Burton Act Trust, states:

The Port currently oversees a broad range of commercial, maritime and public activities on this public trust property. The piers north of China Basin were originally built in the early 1900's to support break-bulk cargo shipping, shipbuilding and commercial fishing. Over time, the introduction of container shipping and other changes in the cargo shipping industry, and the reduction in U.S. shipbuilding and repair operations led to a dramatic decline in industrial maritime activities north of China Basin. (Design and Access Element of the Waterfront Plan, submitted under separate cover, at page 2.)

The Waterfront Plan recognizes that today these industrial maritime operations are concentrated in the southern waterfront, while "people-oriented" uses comprise a growing portion of trust uses on the waterfront north of China Basin.

Context: The Ballpark as a Catalyst for Increasing the Number of Visitors to the Waterfront

The San Francisco waterfront needs more exposure. The recent removal of the Embarcadero freeway and the creation of the new Embarcadero Roadway have transformed the waterfront, but many citizens of the Bay Area have yet to visit and experience the change. Once they come, the new waterfront sells itself, and they come again as repeat visitors. This is why the Port has invested effort in special events which enhance public exposure; the waterfront experience is of sufficient charm and charisma, that we are seeing exponential growth in attendance at waterfront activities. From the Port's perspective, the Ballpark will be home to 81 or more of the largest possible such special events, exposing more than three million visitors a year to the waterfront experience.

While many of these fans already know the waterfront, a substantial number currently do not. The Giants estimate that over eighty percent of its current attendees are visitors from other Bay Area counties. Within that estimate, twenty-five percent are from outside the region altogether. The number of out of town visitors is likely to rise given the attractive new location. By way of example, Camden Yards in Baltimore attracts 24 per cent of its fans from outside the Baltimore-Washington, D.C. area. Overall attendance in the new Ballpark is expected to increase substantially from that achieved at 3Com Park.

The Port intends to expend the effort necessary to "capture" baseball fans as extended waterfront visitors. Families attending the game are already inclined to come early and many spend the evening and stay in hotels in the City. The EIR estimates that

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23 percent of the fans will arrive more than an hour before the game on weekdays and 40 percent on weekends. A market study performed by the Giants (provided under separate cover) estimates an 11 percent increase in overnight stays. These estimates may be conservative; out of town patrons at Camden Yards constitute 46 percent of all patrons, essentially making the Camden Yards a tourist destination. We believe the same will occur in San Francisco. The study estimates that these fans will spend about \$4.0 million on overnight spending and \$13.5 million on day trip spending outside the Ballpark. The Port anticipates that much of this activity will be directed towards waterfront uses.

The Port's Waterfront Plan recognizes this opportunity:

The new ballpark should attract an estimated three million baseball fans to the waterfront each season....The ballpark will create a unique opportunity to attract these visitors to activities on Port piers and seawall lots and will prolong their enjoyment of the waterfront before and after ball games and other events. Rincon Park South Beach Park the Brannan Street Wharf and parks south of the Channel will be enlivened as visitors discover these existing and planned public places. The water-oriented, mixed-use developments planned for the Ferry Building area, Piers 26-28, 30-32, 38 and 40, as well as adjacent seawall lots, will be designed and programmed to take advantage of ballpark visitor activity. New public and ballpark-related media exposure will aid the public's growing recognition of the waterfront. Increased demand for land uses to serve new visitors will accelerate the time frame for implementing the new development, open spaces and public access envisioned in the Waterfront Plan. (Waterfront Plan Amendments, submitted under separate cover, at page 30.)

The Waterfront Plan, including its area-specific Design and Access Element, provides for the development of open space, public access, and commercial recreational facilities to serve this group. These include:

- Design of pedestrian facilities to insure that members of the public have continuous horizontal access along the waterfront including the Ballpark. The Ballpark PortWalk, the main plaza on the water side of the Ballpark, and the walkways and open space integrated into the parking for the South Beach Marina are each designed to provide such continuity.
- Other waterfront parks will be developed in the immediate vicinity. These include Rincon Park, the Brannan Street Wharf, and Mission Bay. Access along Mission Creek will be improved.

Robert C. Hight
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- The Waterfront Plan specifies appropriate locations for retail commercial activities such as restaurants, specialty retail and hotels.

Location: The Ballpark at Pier 46B Encourages Use of Trust Assets for Transportation to and from Games.

At Pier 46B, the Ballpark is ideally situated for direct ferry boat service and pedestrian and transit access from downtown along the waterfront's newly-renovated Embarcadero Roadway.

Ferry Service to the Ballpark

The Port and CBBC are engaged in a joint project to bring direct ferry service to the ballpark by opening day of the year 2000. CBBC retained Moffatt & Nichol Engineers to perform a concept plan for the ferry landing facilities. (Submitted under separate cover; a rendering of the concept from the EIR is attached as Attachment 7.) The Port Commission has reviewed the Plan, which calls for two ferry berths at Pier 46B with direct access to the ballpark via the PortWalk. The Port Commission has directed staff to issue a request for proposals for an operator of the ferry service. (The Port Commission Resolution is Attachment 8.) In addition, the City and the San Francisco Redevelopment Agency have agreed that up to \$500,000 of tax increment from the Project will be available for ferry landing facilities if necessary. (Attachment C to the Owner Participation Agreement, which is in turn Attachment 20 to the DDA, submitted under separate cover). 3Com Park at Candlestick Point is currently served by ferries from Alameda and Tiburon. The Port and CBBC expect to see a substantial increase in ferry ridership given the convenience and proximity to the new Ballpark. The ferry facilities at the Ballpark may also serve as a landing area for water taxies which may transport patrons to and from other waterfront attractions such as Fisherman's Wharf.

The Port also contemplates that this facility could serve as the impetus for future ferry service in the southern part of the City serving the growing residential, commercial, research and university communities in South Beach and Mission Bay. The Port currently manages, leases and/or operates eight ferry or excursion boat docking facilities along the San Francisco waterfront. They carry an estimated total of over 6 million passengers per year. The Port sees ferry service at the Ballpark as an integral addition to this service.

Pedestrian and Transit Access from Downtown Along the Waterfront Embarcadero.

At the center of the Port's physical planning for the waterfront is the new Embarcadero Roadway and Pedestrian Promenade, also known as "Herb Caen Way". The

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roadway and promenade are designed to carry large numbers of pedestrians and transit patrons on a north-south axis along the waterfront.

The Ballpark is precisely the type of destination the Embarcadero Roadway and PortWalk were designed to serve. The hours before ball games will see the most intensive pedestrian and transit use of The Embarcadero. The Waterfront Plan provides:

The new ballpark should attract an estimated three million baseball fans to the waterfront each season, many of whom will travel by foot, bicycle, transit and car along The Embarcadero and its waterfront Promenade ("Herb Caen Way"). Others will travel along the Mission Bay waterfront via Terry Francois Blvd.

(Amendments to Waterfront Plan, submitted under separate cover, at page 30.)

Conservative estimates anticipate that more than 5,500 people will walk to a weekday evening game. (See the Ballpark Environmental Impact Report ("EIR"), provided under separate cover.) Fans arriving at the Ballpark from the south will cross the historic Lefty O'Doul Bridge overlooking China Basin Channel. About 3,500 people will ride to the game on MUNI metro, most coming along The Embarcadero.

Design: The Ballpark Architecture and Orientation Creates New Public Access Opportunities for the General Public and Maximizes Patron Enjoyment of the Bay.

The Ballpark Design Promotes Access to and along the Waterfront for the General Public

The Site currently contains no developed public access. As is typical of such industrial uses, the edge of the pier is inaccessible except to the industrial users. The Ballpark project will dramatically change the area, opening the adjacent waterfront to the public. The design provides for approximately 2.6 acres of improved walkways, plazas, and viewing areas as well as an outdoor cafe on the Centerfield Terrace. The details of public access treatment are set forth in the BCDC Application, submitted under separate cover. Attachment 9 is a site diagram which delineates public access areas. These areas are also shown on the renderings in Attachment 3.

Public access facilities include a walkway or "PortWalk" along China Basin Channel that will connect with and effectively extend the Embarcadero Promenade to the plaza adjacent to the Lefty O'Doul Bridge and the Bridge itself. The PortWalk will include "belvederes" or balconies cantilevered out beyond the rest of the PortWalk to provide additional space for fishing, viewing, or other activities outside the pedestrian flow on the PortWalk itself. The PortWalk will be open to the public continuously on a year-around basis.

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During games, members of the public walking along the PortWalk will be able to enter an adjacent 6,167 square foot area to view the playing field through an approximately 230 foot portion of the arcade which forms the right field wall.

Three public plazas will adjoin the entrances at (i) the corner of Third and King Streets (the main entrance), (ii) the corner of Third Street and China Basin Channel (Lefty O'Doul Plaza adjacent to the Bridge) and (iii) center field (the large plaza adjacent to the water and a terminus for the PortWalk). These plazas will be open to the public year-around on a 24-hour basis.

In addition to public access along the PortWalk, arcade and plazas, the public will be afforded the opportunity for views of the Bay from the Centerfield Terrace, a 16,818 square foot cafe and concession area on the second, Main Concourse level of the Ballpark. This Terrace will be open to members of the general public except during games and other special events (and for a reasonable time before and after), and during nighttime hours approved by the Port.

The Ballpark Design Creates Major View and Access Opportunities for its Patrons

For patrons, the Ballpark has been designed and oriented to maximize views from the stands to the Bay and Bay Bridge. The height of the outfield walls and scoreboard has been held to a minimum to avoid blocking lines of sight to the Bay and Bay Bridge from the stands. The essential transparency of the right field wall along the PortWalk enhances this tie to the water. (See renderings in Attachment 3.)

The Main Concourse within the Ballpark described above will provide views of the Bay, the South Beach Marina, the City skyline and the Bay Bridge. This 82,000 square foot area is continuous around the playing field, and will provide an accessible and unique Bay viewing opportunity for all fans and event patrons.

Public relations and marketing efforts from the inception of the Ballpark concept have emphasized this relationship to the Bay. The Giants are undertaking a considerable effort to establish a water-oriented identity for the park. The planned logo of the Ballpark shows a baseball splashing into the Bay. The team's mascot is a seal. This effort, though obviously symbolic, should not be minimized; it is backed by an advertising effort which will disseminate widely and fix in the public's mind the Ballpark's relationship to the water.

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Off-site Public Access will Provide Additional Enjoyment of the Bay for the General Public and Patrons Using South of Channel Parking

CBBC has developed as part of its BCDC application a conceptual plan for off-site public access improvements in an area adjacent to proposed interim Ballpark parking south of China Basin Channel. Proposed improvements consist primarily of a pedestrian walkway along the shoreline, a bicycle lane, a bicycle storage area, and a landscaped area including trees. The rip rap/seawall area will remain in its current condition. The improvements are designed to accommodate waterfront circulation and to create an area to enjoy Bay views to the north while acknowledging the interim nature of the use and the need to accommodate maritime support activities or other uses at this location in the future.

Expansion of the Land Area Subject to the Public Trust

The Ballpark Site consists of three major tracts (Attachment 5 shows the Site): (1) Pier 46B, which has housed the Port's maintenance facility and a number of private tenants; (2) portions of Berry Street and Second Street; and (3) an approximately 3.5 acre parcel at King and Third Streets, which is owned by Caltrans and is leased on a month-to-month basis to private tenants. The Port has jurisdiction and control over all of the Site except the Caltrans parcel, to which the Port will take title on or before the closing of the lease transaction, which is expected to occur in late October, 1997.

The property within the Port's jurisdiction is subject to the Public Trust and Burton Act. The Caltrans property does not appear to be presently encumbered by the Public Trust. Under special State legislation adopted in 1984, the Port has the right to purchase the Caltrans property at fair market value. Under the terms of that legislation, the property will become subject to the Burton Act Trust upon acquisition by the Port.

Thus the Project increases the value of the trust resource. The total acreage under the Public Trust will increase approximately 3.5 acres. The newly-created parcel consolidates land resources in a manner that increases the utility and financial value of the Site to the Public Trust due to the increased size, shape and resulting commercial versatility.

Fair Market Rent

CBBC will pay fair market compensation to the Port in the form of minimum rent. Full rent under the Ground Lease begins at \$1,200,000 per year upon delivery of the Site to CBBC. This rent is consistent with the Port's recent independent appraisal of the Site (supplied under separate cover). The appraisal is based on the highest and best use of the

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property. The rent will be deposited into the Port's Harbor fund pursuant to the Burton Act.

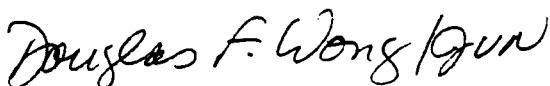
The rent is subject to certain periodic cost-of-living adjustments throughout the term. In addition, if CBBC extends the initial term of the Ground Lease beyond December 31, 2022, the Ground Lease provides for the rent to be reset to fair market value, subject to a specified floor and ceiling. The Ground Lease provides for a second fair market value adjustment if CBBC extends the term beyond December 31, 2042, again subject to a specified floor and ceiling.

The Ground Lease requires rent to be paid on an absolutely net basis. CBBC is responsible for all costs on the Site. In addition, CBBC bears the risk of any construction cost overruns for development of the Ballpark Project. See Attachment 6 for a summary of the transaction.

Conclusion

In conclusion, the Port sees the Ballpark Project as a major contributor to trust values, not just enhancing, but transforming the nature of the public's use and enjoyment of the waterfront. The Ballpark Project provides continuous lateral public access to the public, extending the existing pedestrian promenade to and across the Site. The Ballpark Project has been designed to bring the waterfront experience to the baseball fans, and the Port's physical and circulation planning has been designed to encourage those families attending a game to arrive early, spend the evening and become extended waterfront visitors. The Port requests the State Lands Commission find that the Ballpark Project serves the Public Trust and that the Ground Lease, the DDA, and related transactions are lawfully entered and meet the requirements set forth in Public Resources Code Section 6702(b).

Sincerely,



Douglas F. Wong
Executive Director
Port of San Francisco

ATTACHMENTS

- Attachment 1: List of Documents Submitted to State Lands Commission in Support of Port Application to Affirm Public Trust Findings
- Attachment 2: Port Commission Resolution No. 97-54 Regarding Public Trust
- Attachment 3: Project Renderings
- Attachment 4: Excerpts from the Ground Lease concerning Permitted Uses
- Attachment 5: Site Diagrams
- Attachment 6: Summary of the Transaction
- Attachment 7: Rendering from FEIR regarding Ferry Landing Facilities at the Ballpark
- Attachment 8: Port Commission Resolution No. 97-61 Regarding Request for Proposals for Construction and Operation of Ferry Landing Facilities at the Ballpark
- Attachment 9: Public Access Site Diagrams
- Attachment 10: Summary of EIR

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ATTACHMENT 1

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ATTACHMENT 1

Documents Submitted in Support of this Application

A. Transaction Documents

The transaction for the development the ballpark includes agreements between the City and County of San Francisco through its San Francisco Port Commission ("Port"), San Francisco Baseball Associates L.P., owner of the Giants franchise (the "Team Owner"), and the China Basin Ballpark Company LLC, the ballpark development entity established by the Team Owner ("CBBC"). These agreements, as approved by the Port, City and Redevelopment Agency of the City and County of San Francisco (the "Agency"), are:

1. *The Disposition and Development Agreement (DDA) between the Port and CBBC.
Final draft dated July 10, 1997;
2. The Ground Lease between the Port and CBBC, dated July 10, 1997, with revised "redlined" pages, transmitted to State Lands staff on July 23, 1997, following the Port Commission's approval of the documents on July 22, 1997;
3. The Owner Participation Agreement between the Redevelopment Agency and CBBC.
Final draft dated July 22, 1997;
4. The Non-Relocation Agreement and Guaranty between the Port, and the Team Owner.
Final draft dated July 10, 1997;
5. A Purchase and Sale Agreement between the Port and State of California, Department of Transportation based on:
 - Term Sheet for the purchase of the Caltrans Parcel between the City and County of San Francisco through its Port Commission and the State of California, Department of Transportation, dated July 7, 1997, executed by CBBC, Caltrans and the Port;**

Notes: *The final executed copy of the DDA will include the form of the Ground Lease and all other major transactional documents as exhibits. We anticipate transmittal of the signed DDA to you the week of August 18, 1997.

**The final Purchase and Sale Agreement, based on the Term Sheet, is in the process of being prepared.

- Indemnification Agreement dated July 7, 1997, executed by CBBC in favor of Caltrans;
- City Indemnification Agreement dated July 7, 1997, executed by CBBC in favor of the City, including the Port;

B. Appraisal

1. An appraisal of the Site dated June 1997 by John Clifford and Associates, MAI, under the Direction of the Port and the City.

C. Plans and Reports

1. The Final Environmental Impact Report for the Ballpark Project.
 - Draft, Response to Comments, and Appendix
2. The Waterfront Plan as adopted by the Port Commission on June 25, 1997, including the Waterfront Design and Access Element thereof.
3. The March, 1997 Moffatt & Nichol Conceptual Analysis of ferry berthing facilities at the Pacific Bell Park.
4. The Port planning document, dated March, 1997, and entitled "South Beach/China Basin Area: Study of Recreational and Retail Commercial Development Opportunities."
5. Plans and perspectives of the Ballpark.
6. A perspective for the South Beach Park Project.

D. Miscellaneous documents

1. All applicable resolutions of the Port, City and San Francisco Redevelopment Agency, including the following:
 - a) Port Commission:

Approval of CEQA Findings	Resolution 97-53	July 16, 1997
Approval of Burton Act Findings	Resolution 97-54	July 22, 1997

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Approval of Lease Disposition and Development Agreement	Resolution 97-55	July 22, 1997
Approval of Ground Lease	Resolution 97-56	July 22, 1997
Approval of Non-Relocation Agreement and Guaranty	Resolution 97-57	July 22, 1997
Approval of a Purchase and Sale Agreement for a parcel owned by Caltrans and authorization to seek Board of Supervisors approval of a Supplemental Appropriation	Resolution 97-58	July 22, 1997
Confirmation and Approval of Amendments to the City's General Plan and to the Rincon Point-South Beach Redevelopment Plan	Resolution 97-59	July 16, 1997
Approval to Vacate portions of Berry and Second Streets	Resolution 97-60	July 16, 1997
Authorize issuance of an RFP to select an operator to finance, build and operate a ferry landing adjacent to the proposed ballpark at China Basin	Resolution 97-61	July 16, 1997
b) <u>Board of Supervisors</u>		
Approval of CEQA Findings	Resolution 701-97	July 31, 1997
Approval of Lease Disposition and Development Agreement	Resolution 702-97	July 31, 1997
Approval of Ground Lease	Resolution 703-97	July 31, 1997
Approval of Non-Relocation Agreement and Guaranty	Resolution 704-97	July 31, 1997
Approval of a Purchase and Sale Agreement for a parcel owned by Caltrans	Resolution 705-97	July 31, 1997
Approval of Appropriation for Caltrans Site Acquisition	Ordinance 325-97	August 4, 1997
Approval of Amendments to the City's General Plan	Ordinance 277-97	August 7, 1997
Approval of Amendments of the Rincon Point-South Beach Redevelopment Plan	Ordinance 276-97	July 7, 1997
Approval to Vacate portions of Berry and Second Streets	Ordinance 303-97	July 21, 1997

c) Redevelopment Agency

Approval of CEQA Findings

Resolution 138-97 July 22, 1997

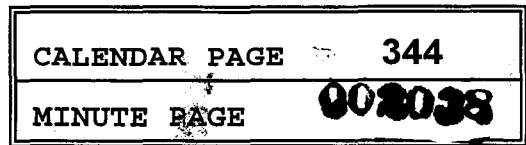
Authorizing Execution of Owner

Participation Agreement (OPA) and
Certain Related Documents

Approving the Schematic Design for the
Development of a Ballpark

Resolution 139-97 July 22, 1997

3. Excerpts from the Economic Research Associates market study of the financial contribution of the Ballpark and its patrons to the immediate vicinity and the City.
4. Letter from Steve Agostini, Director of Finance, Mayor's Office, letter dated June 25, 1997 regarding Mitigation and Improvement Measures for the Ballpark Project.
5. BCDC Application, dated August 7, 1997.
6. Stephen A. Gertz, Blue & Gold Fleet, letter dated June 24, 1997 regarding providing Ferry Service for the Ballpark Project.
7. Harvey M. Rose, Budget Analyst, Board of Supervisors, Memo to Finance Committee, July 23, 1997 regarding the Ballpark Project.
8. California Transportation Commission (CTC) Agenda Item: 2.4c (2), DIRECTOR'S DEED, approving the sale of the Caltrans Parcel to the City and County of San Francisco through its Port Commission, dated January 3, 1997, and Director of Finance approval, dated February 6, 1997.
9. Term Sheet, dated December 20, 1996, regarding the lease transaction and a related letter to Board of Supervisors from the Mayor, dated December 16, 1996.
10. Letter from Mayor Willie L. Brown to Board of Supervisors dated January 31, 1997 regarding the acquisition of the Caltrans Parcel.
11. Comprehensive drafts of the transaction documents, dated June 23, 1997 (replaced by drafts described in A 1-5).



ATTACHMENT 2

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Ballpark Project - Burton Act Findings

**POR T COMMISSION
CITY AND COUNTY OF SAN FRANCISCO**

RESOLUTION NO. 97-54

- WHEREAS, On March 26, 1996, the voters of the City and County of San Francisco approved Proposition B, which made certain changes to the City zoning laws to allow a new ballpark (the "Project") to be developed privately at China Basin on a site bounded generally by King Street, Second Street, China Basin Channel and Third Street (the "Property"); and,
- WHEREAS, The Port Commission, as trustee of the lands transferred to the City pursuant to the Burton Act (Chapter 1333 of the Statutes of 1968 as amended), has the authority to enter into leases, franchises, permits, licenses and privileges that are in conformance with the Burton Act; and,
- WHEREAS, Section 24 of the Burton Act (added under Chapter 1400 of the Statutes of 1969), provides that the rights and obligations of third parties arising from leases, contracts, or other instruments, if lawfully entered into, are protected from any impairment due to amendment, modification, or revocation of the Burton Act grant and that, should such an amendment, modification or revocation occur, the subject lease, contract or other instrument will remain in effect and the State Lands Commission may elect to succeed to the interest of the City and County of San Francisco in any such instrument; and,
- WHEREAS, The Port Commission has reviewed and considered the Final Environmental Impact Report for the Project and has adopted findings as required by the California Environmental Quality Act in Resolution No. 97-53 and hereby incorporates such Resolution by this reference; and,
- WHEREAS, The Port Commission has reviewed and considered the information contained in the FEIR; and,
- WHEREAS, By Resolution No. 97-53, the Port Commission has found that the Burton Act findings are part of the ballpark project for purposes of compliance with CEQA and adopted findings with respect to the FEIR and, as required by CEQA, which findings are incorporated herein by this reference; and,
- WHEREAS, The Port Commission is considering the following documents related to the proposed transaction with China Basin Ballpark Company LLC ("CBBC") and San Francisco Baseball Associates E.P. (the "Team")

BAL PARK COMPANY LLC	C A L E N D A R P A G E	346
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Ballpark Project - Burton Act Findings

Owner") ("Transaction Documents") to implement the Project: (i) a Lease Disposition and Development Agreement ("DDA") between the Port and CBBC; (ii) a Ground Lease between the Port and CBBC (the "Lease"); (iii) a Non-Relocation Agreement and Guaranty from the Team Owner, together with certain other agreements related to the Non-Relocation Agreement, including a Nondisturbance Agreement for the Baseball Sublease and an Intercreditor Agreement; and (iv) a Purchase and Sale Agreement between the Port and the State of California, Department of Transportation ("Caltrans") for the purchase of a parcel owned by Caltrans which is located within the ballpark site; and,

- WHEREAS, The nature of the improvements and uses contemplated for the Property under the Transaction Documents will expand and enhance public enjoyment of and access to the San Francisco Bay by bringing people of all ages to a place of public assembly and recreation adjacent to the shoreline at China Basin and providing unique vistas and overviews of the Bay and the City, and will encourage recreational visits to other nearby areas of the waterfront; and,
- WHEREAS, Many of the ballpark patrons are expected to walk or take public transit along The Embarcadero to access the facility, thereby facilitating the use of the Port's public trust improvements, including parks, public access areas and water-oriented commercial-recreation projects that are proposed under the Port's Waterfront Land Use Plan; and,
- WHEREAS, The Project provides significant public access to and along the waterfront where no such access currently exists, including an approximately 22-foot wide pedestrian walkway or "PortWalk" along China Basin Channel that will connect to and effectively extend the Embarcadero Roadway Pedestrian Promenade; and,
- WHEREAS, The Ballpark Project has been reviewed for consistency with the recently adopted Waterfront Land Use Plan; and,
- WHEREAS, CBBC has agreed to participate in a regional ferry service study and shall cooperate with the Port to implement feasible study recommendations and undertake measures to enhance the attractiveness of ferry service as a mode of transportation for ballpark events; and,
- WHEREAS, The parties intend that \$500,000 of the tax increment from the Project will be allocated for ferry terminal construction if needed; and,

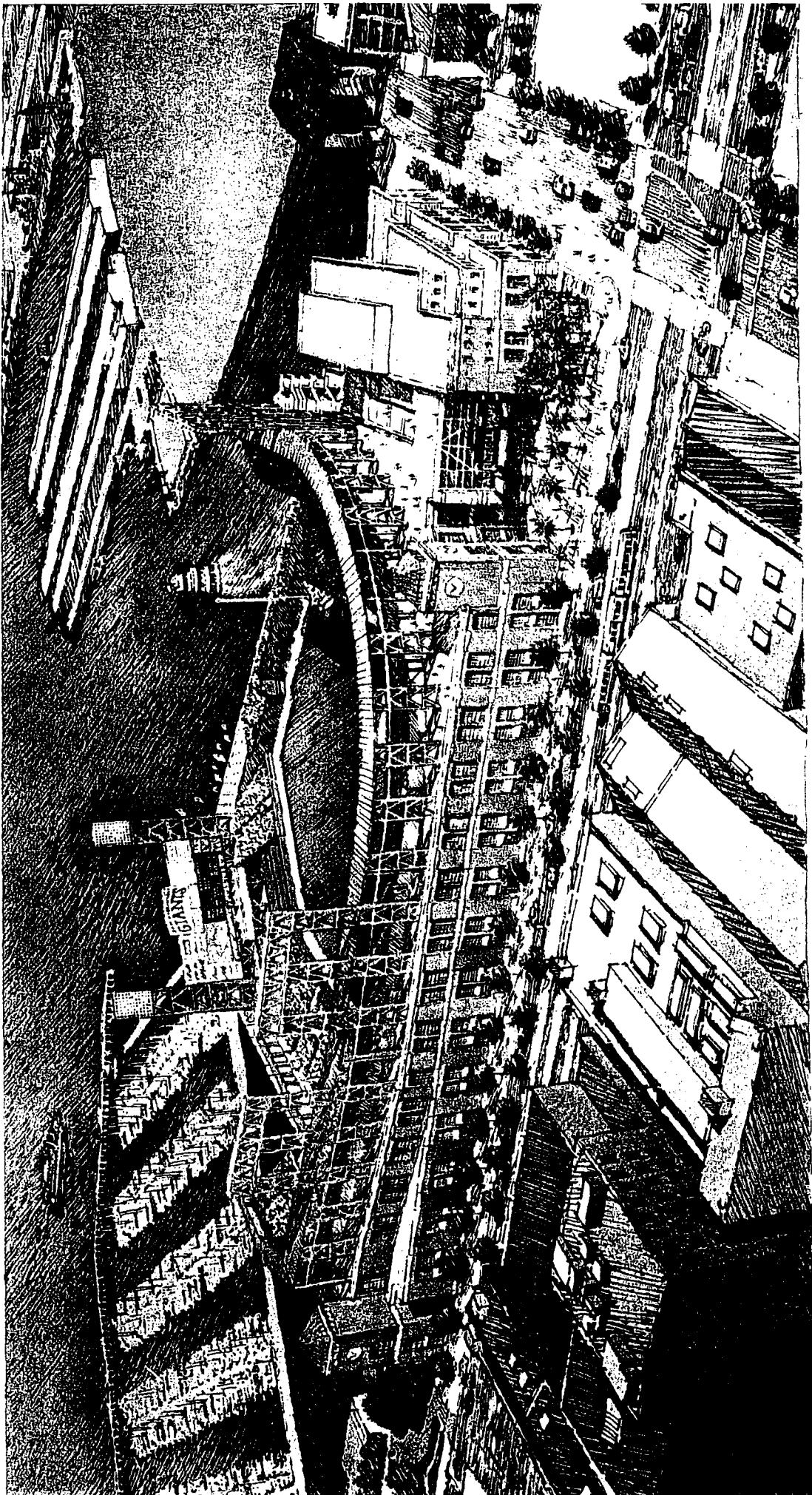
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Ballpark Project - Burton Act Findings

- WHEREAS, All revenues derived by the Port from the Lease and the DDA shall be deposited in a trust fund expendable only for public trust uses under the Burton Act; and,
- WHEREAS, The Project, as contemplated under the Transaction Documents, is in the best interest of the public and the State and is consistent with the public trust for commerce, navigation and fisheries, including, without limitation, the statutory trust imposed by the Burton Act; now, therefore, be it
- RESOLVED, That the Port Commission finds that the compensation to be paid to the Port under the proposed lease of the Property represents the fair market rent for the Property; and, be it further
- RESOLVED, That the Transaction Documents are in accordance with the public trust for commerce, navigation and fisheries, including, without limitation, the statutory trust imposed by the Burton Act and the terms of the Burton Act, and may be lawfully entered into; and, be it further
- RESOLVED, That the Port Commission hereby authorizes the Executive Director to seek concurrence from the State Lands Commission that the Transaction Documents are lawfully entered into in order to satisfy the requirements of CBBC and its lenders.

I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of July 22, 1997.

Donald G. Ward
Secretary



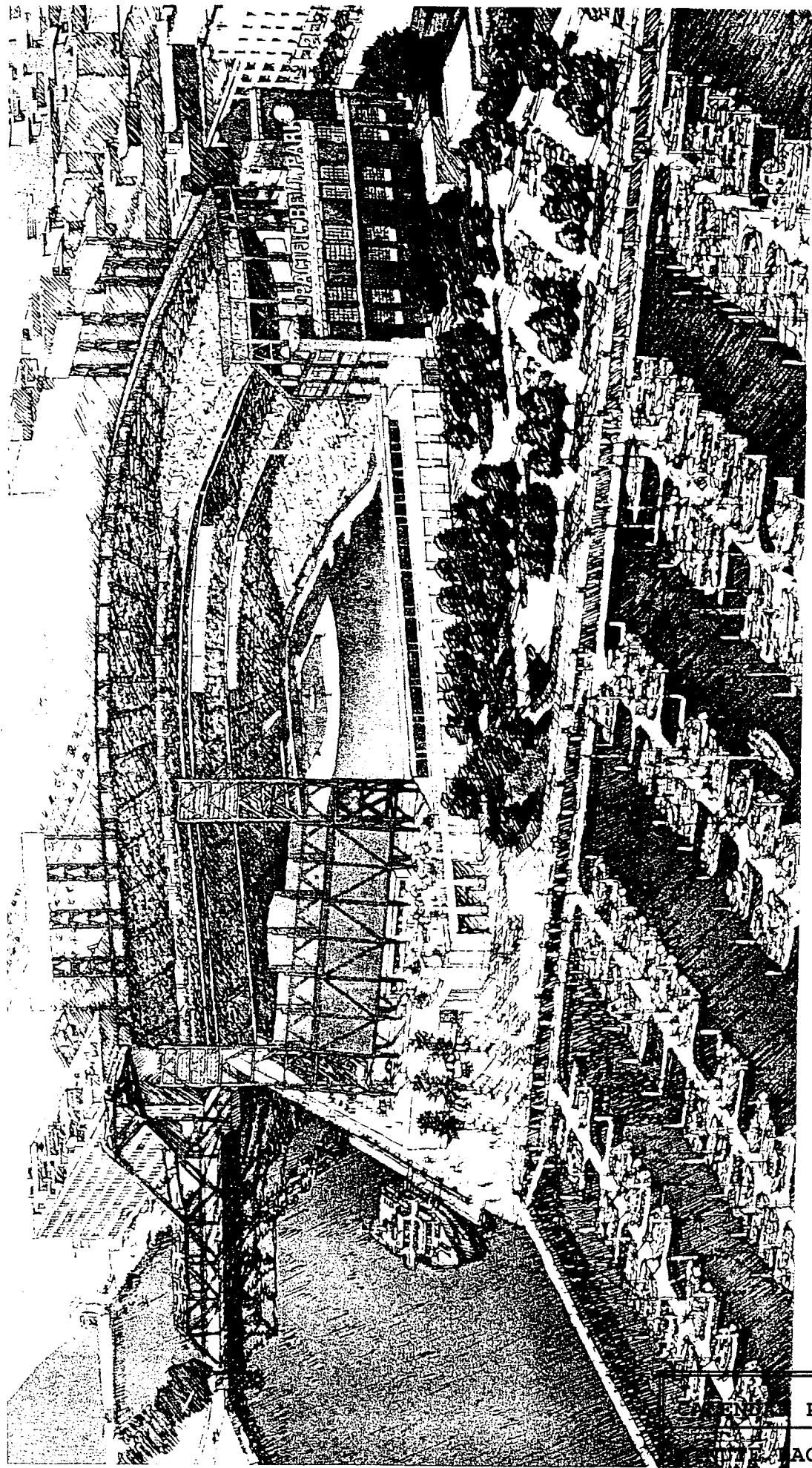
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SPORT

PACIFIC BELL PARK
AERIAL VIEW FROM 3RD AND KING STREETS

JUNE 1997



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PACIFIC BELL PARK
AERIAL VIEW FROM SOUTH BEACH MARINA

JUNE 1997

PACIFIC BELL PARK
LOS ANGELES, CALIFORNIA

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HOK
SPORT

PACIFIC BELL PARK

AN AERIAL VIEW FROM ACROSS CHINA BASIN

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STANDARD

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PACIFIC BELL PARK

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ATTACHMENT 4

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SECTION 3. USES

3.1 Permitted Uses.

(a) Description of Permitted Uses. Tenant may use the Premises for the following uses and purposes (collectively, the "Permitted Uses"), and no others, except as otherwise provided in this Lease, including, but not limited to, Section 3.1(b):

(i) The operation of a Major League Baseball franchise, including, without limitation, the exhibition, presentation and broadcasting (or other transmission) of Baseball Home Games, and activities related thereto, including, without limitation, training, practices and baseball exhibitions, All-Star Games, promotional activities and events, community and public relations, maintenance and operation of the Ballpark and related facilities (including facilities for ticket holders, and particularly including facilities, the use of which may be limited to particular classes of ticket holders, such as holders of Seat Rights, purchasers of "club" level or luxury box seats, or the like), the exhibition of advertising (subject to Section 3.4), marketing of games and other events, ticket sales, fantasy camps and any and all other activities which, from time to time, are customarily conducted by or are related to the operation of the business of a Major League Baseball franchise;

(ii) Subject to the provisions of Section 3.2 below, the exhibition, presentation and broadcasting (or other transmission) of other amateur or professional sporting events, exhibitions and tournaments, live concerts and musical performances, theater performances and other forms of live entertainment, public ceremonies, fairs, markets, fireworks displays, shows, sporting events or other public or private exhibitions ("Other Events") and activities related thereto;

(iii) Restaurants, clubs and bars (including brew pubs and sports bars);

(iv) Sale of food and alcoholic and non-alcoholic beverages, souvenirs and other items customarily sold and marketed (whether by Tenant, Subtenants, or otherwise) in sports and entertainment facilities;

(v) Sale and display of advertising on the scoreboard or elsewhere in the Ballpark, subject to Sections 3.4 and 45.5;

(vi) Sale or grant of rights to the name of the Ballpark (including related signage rights), subject to the provisions of Section 3.3;

(vii) Operating a baseball museum open to the public;

(viii) Conducting public tours of the Ballpark and related facilities;

(ix) Providing parking in the Project's parking facilities (including parking for customers, employees and Invitees and parking for Other Events);

(x) Specialty retail uses (as distinguished from department stores and supermarkets), including such uses located in the concourses of the Ballpark, along the Waterfront Promenade, Third Street and King Street, in the Pavilion Building, adjacent to other Public Access Areas and plaza areas within the Premises, and in movable or temporary retail facilities, including kiosks and carts, within the Premises (subject to Section 3.6 for any such movable or temporary retail facilities located within the Public Access Areas); provided, however, the floor area of each individual retail store shall not exceed the following limits: (A) twenty thousand (20,000) square feet for retail stores located in the Pavilion Building, and (B) five thousand (5,000) square feet for retail stores located elsewhere in the Premises;

(xi) Entertainment (including theaters, movie theaters and arcades), museum and educational uses (including a children's learning center in which children could learn about communication and information technology);

(xii) A communications center of up to ten thousand (10,000) square feet of floor area located in the Pavilion Building, including meeting and teleconferencing facilities available for use by the public;

(xiii) Providing ferry service to and from any Ferry Landing Facilities, subject to Landlord's approval in accordance with Sections 1.1(f) and 37 and further subject to the limitations in Section 3.5(b)(ix);

(xiv) Office use by (A) Tenant, (B) the Subtenant under the Baseball Sublease, (C) other Subtenants, if such use is (1) ancillary to the operation of other Permitted Uses specified in this subsection (a), or (2) for a maritime-related purpose;

(xv) Studio and related facilities for radio, television and other broadcast and entertainment media within the Ballpark and the Improvements, including support and production facilities, transmission equipment, antennas and other transceivers, and related facilities and equipment primarily for the broadcasting or other transmission of Baseball Home Games (including Post Season Games and exhibition games), and other events taking place within the Premises;

(xvi) Storage of maintenance equipment and supplies used in connection with the operation of the Premises for all other Permitted Uses, including groundskeeping vehicles; and

(xvii) Other uses reasonably related or incidental to any of the foregoing.

3.2 Limitations on Other Events.

(a) Approval of Certain Other Events. Certain Other Events will require the approval of Landlord, as provided in the Improvement Measures.

(b) Payment for Designated Services. Subject to the approvals and limitations set forth in subsection (a) above, and compliance with any other applicable Mitigation Measures and Improvement Measures, Tenant may conduct Other Events within the Project as follows:

(i) Other Events with a maximum estimated public attendance of up to Five Thousand (5,000) persons may be conducted without prior approval by Landlord.

(ii) Following the expiration or earlier termination of the Non-Relocation Agreement, if no Major League Baseball franchise is playing its Baseball Home Games in the Ballpark, the exhibition and presentation of a comparable number of other amateur or professional sporting events may be conducted without the prior approval of Landlord.

(iii) Except as provided in subparagraph (ii), Other Events with estimated public attendance exceeding 5,000 persons, may be conducted only with the prior consent of the Executive Director. From time to time, Tenant may propose one or more Other Events (including one or more series of Other Events) by giving notice to the Executive Director describing the nature of the event(s), the expected attendance, the date(s) and time(s) of the proposed event(s), and any other facts or circumstances which may be relevant to the Executive Director's consideration of such Other Event in accordance with this Section 3.2. The Executive Director and Tenant shall negotiate in good faith with each other and with any affected City departments to determine what, if any, Designated Services would be reasonably required in connection with such Other Event(s), and the incremental costs of providing such Designated Services with respect to such Other Event(s), taking into account all the facts and circumstances, including the security, litter pick-up, parking and traffic control and other such services to be provided by Tenant and/or the sponsor of such Other Event(s). Without limiting the approval rights as to certain Other Events under subsection (a) above, the Executive Director shall not withhold consent under this subsection (b) to any such Other Event as to which Tenant has agreed to pay Landlord (or City, as applicable) for the actual and reasonable incremental cost of providing Designated Services with respect to such Other Event, in an amount (A) agreed to in advance by Tenant and the Executive Director, or (B) reasonably determined by the Executive Director. The term "Designated Services" shall mean, with respect to any Other Event, such levels of incremental police services, fire marshal services, litter pick-up, street and sidewalk cleanup, first aid and paramedic services, and parking and traffic control services, as the Parties agree in advance are reasonably required by, and will be provided by City to the Premises and/or the surrounding area in connection with, such Other Event. Tenant shall not be required to

reimburse City or Landlord under this Section 3.2 for any costs of providing City services to or in connection with any Other Event, except to the extent of the incremental costs of Designated Services as agreed in advance, or as Tenant and the Executive Director otherwise agree in writing. In particular, the Parties intend that such an agreement may, with respect to any particular Other Event, include provisions for the payment by Tenant (or the sponsor of an Other Event), if the actual attendance at such Other Event materially exceeds the estimated attendance, of costs directly resulting from the provision of Designated Services in excess of the levels which were agreed upon based on estimated attendance.

(c) Notice. Whether or not Landlord's consent is required, Tenant will give reasonable advance notice to Landlord of any Other Event (as well as any other scheduled event permitted under Section 3.1(a)(i) which will be separately ticketed from any Baseball Home Game) which Tenant anticipates, in good-faith, will generate public attendance exceeding 2,000 persons. However, Tenant's failure to give such notice shall not constitute a default under this Lease. This subsection does not limit any other notice requirements of Tenant under the Improvement Measures with regard to Other Events.

3.3 Naming Rights to Ballpark.

Subject to Sections 3.4 and 45.5, Tenant shall have the right to name the Ballpark and/or other Improvements within the Project, and to change the name of the Ballpark and/or other Improvements within the Project from time to time; provided, however, (i) Tenant shall give ninety (90) days prior notice to Landlord of any change in the name of the Ballpark to any name other than "Pacific Bell Park", and (ii) any agreement by Tenant granting to a third Person a right to name the Ballpark or other Improvements (a "Naming Rights Agreement") shall in no event extend beyond or survive the expiration or earlier termination of this Lease (subject to the provisions of Sections 23 and 42) without the consent of Landlord, which Landlord may give or withhold in its sole discretion (except as otherwise provided in Section 16.4).

3.4 Advertising and Signs.

Subject to the prohibition on tobacco advertising provided in Section 45.5, Tenant shall have the right to install signs and advertising inside the Ballpark and on the exterior of the Ballpark and the Improvements. A copy of the sign guidelines for the Premises (which shall be in lieu of any other guidelines now in effect or hereinafter promulgated by the Port) is attached hereto as Exhibit G. Any proposed signs on the exterior of the Ballpark or other Improvements that do not conform to such guidelines shall be subject to Landlord's approval, in its reasonable discretion. All signs shall comply with applicable Laws regulating signs and advertising.

3.5 Limitations on Uses by Tenant.

(a) Limitations. Tenant's use of the Premises shall comply with the following restrictions and prohibitions:

(i) Subject to the provisions of Sections 10, 12 and 13 of this Lease, and without limitation on any right given Tenant to alter, modify, Demolish, Restore, or construct Improvements, Tenant shall not commit or permit to be committed any waste, damage or injury to the Premises or Improvements;

(ii) Tenant shall not conduct or allow to be conducted on the Premises any activity that creates a public or private nuisance;

(iii) Tenant may not use the Premises or any portion of the Premises for wholesale sales (it being understood that the foregoing limitation does not apply to retail businesses which sell merchandise at discount prices to the general public); hotels, hostels, time shares or lodging or other transient occupancy facilities; residential uses of any kind; and any unlawful use or other use of a type not generally considered appropriate for a first-class Ballpark and complementary commercial and entertainment complex conducted in accordance with good and generally accepted standards of operation;

(iv) Tenant may not use the Premises or any portion of the Premises for office space, except as permitted in Section 3.1(a)(xiv);

(v) Tenant may not use the Premises for large outdoor freestanding amusement rides, except on a temporary basis in connection with promotional activities and Other Events;

(vi) The Premises shall not be used for the landing or take-off of any aircraft, including helicopters, except on a temporary basis in connection with (A) construction (including Restoration and Subsequent Construction) of Improvements, but subject to Landlord's review and approval in its regulatory (as opposed to its proprietary) capacity, and (B) landings for emergency or medical services in connection with Baseball Home Games or Other Events;

(vii) No portion of the Premises within one hundred (100) feet of the shoreline shall be used for any of the following uses: non-maritime private clubs (it being understood by Landlord and Tenant that neither the sale of so-called Charter Seats, nor the designation of one level of the Ballpark as a so-called "club level", nor the maintenance or operation of facilities access to which is limited to persons purchasing "club-level" or so-called "luxury box" seats in the Ballpark, nor the operation of a limited-access restaurant and/or bar for certain categories of ticket holders, shall be deemed to be the operation of a private club) residential; non-accessory parking, except for interim parking; adult entertainment; non-marine animal services; mortuaries; heliports (except as provided in clause (vi) above); oil refineries; mini-storage warehouses; and hotels;

(viii) No portion of the Premises shall be used for department stores, supermarkets or "big box" retail centers; and

(ix) Ferry service permitted under Section 3.1(a)(xiii) shall not be used for excursions except as agreed upon by Landlord, which may give, withhold or condition such approval in its sole and absolute discretion (including requiring the payment of additional rent for such use).

(b) Land Use Restrictions. Tenant may not enter into agreements granting licenses, easements or access rights over the Premises if the same would be binding on Landlord's reversionary interest in the Premises, or obtain zoning changes or conditional use permits for any uses not provided for hereunder, in each instance without Landlord's prior written consent, which shall not be withheld or delayed unreasonably, and subject to the provisions of Section 6.

3.6 Public Access Areas.

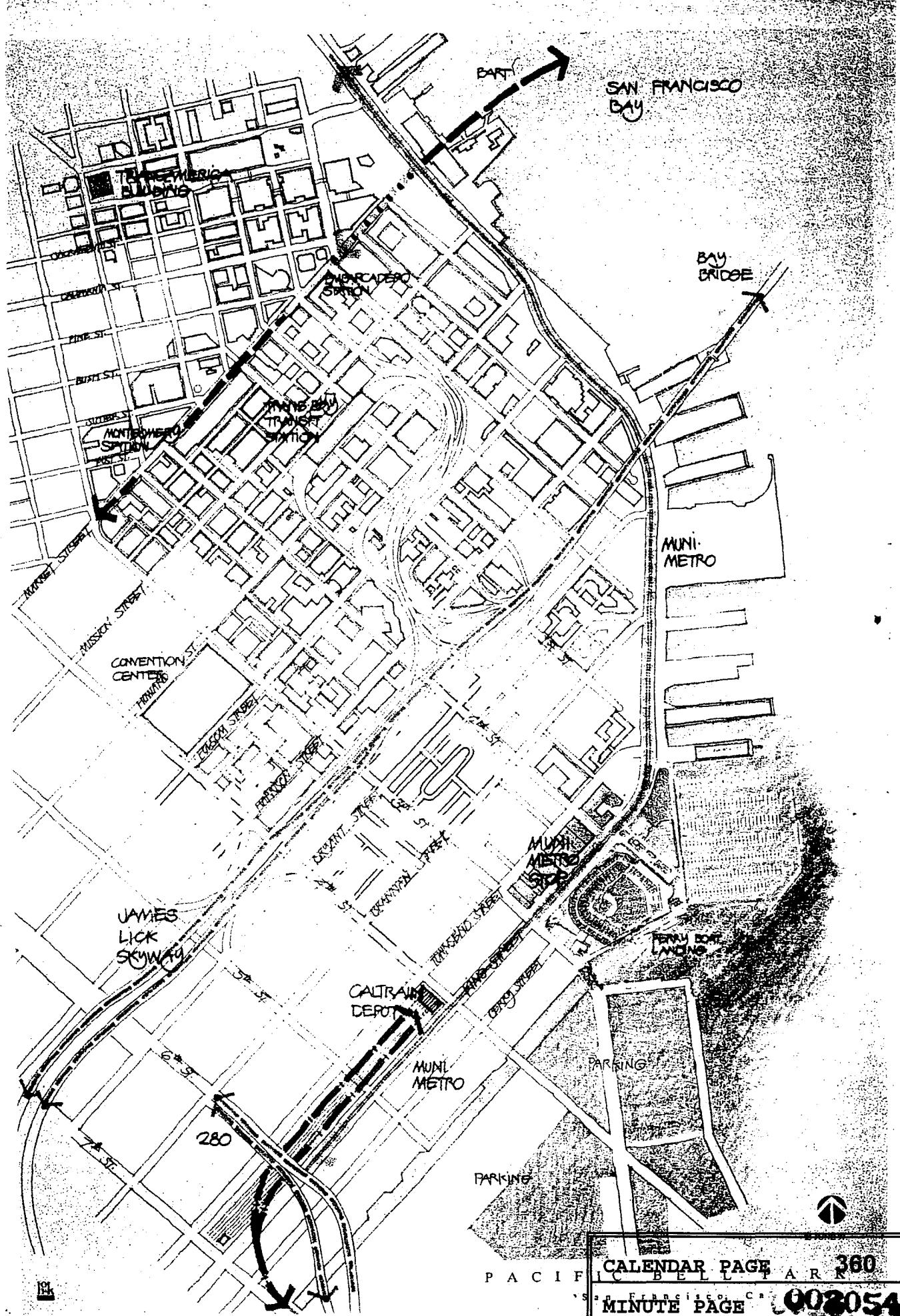
Landlord hereby reserves reasonable access rights over the portion of the Premises consisting of the Public Access Areas so as to permit use of such areas by the general public consistent with the Tidelands Trust, specifically recognizing, however, that (i) public access to the area labeled "Arcade Viewing Area" on Exhibit M may be limited to the times during Baseball Home Games, and (ii) the area labeled "Centerfield Terrace" on Exhibit M (the "Centerfield Terrace"), including the stairs to this area, may be closed to the public during, and for a reasonable time before and after, Baseball Home Games and Other Events, and for purposes of providing for the safety of persons and the protection of the Ballpark and other Improvements at nighttime hours reasonably approved by Landlord. Subject to Regulatory Approvals and consistent with the Tidelands Trust, Tenant and its Subtenants may locate movable or temporary retail facilities, including kiosks and carts, within the Public Access Areas, and in addition, may construct and install Improvements to the Centerfield Terrace (including retail, entertainment and restaurant improvements) designed to activate the Centerfield Terrace and enhance public access to or enjoyment of the Centerfield Terrace, provided that such Improvements do not unreasonably interfere with or restrict such public access rights.

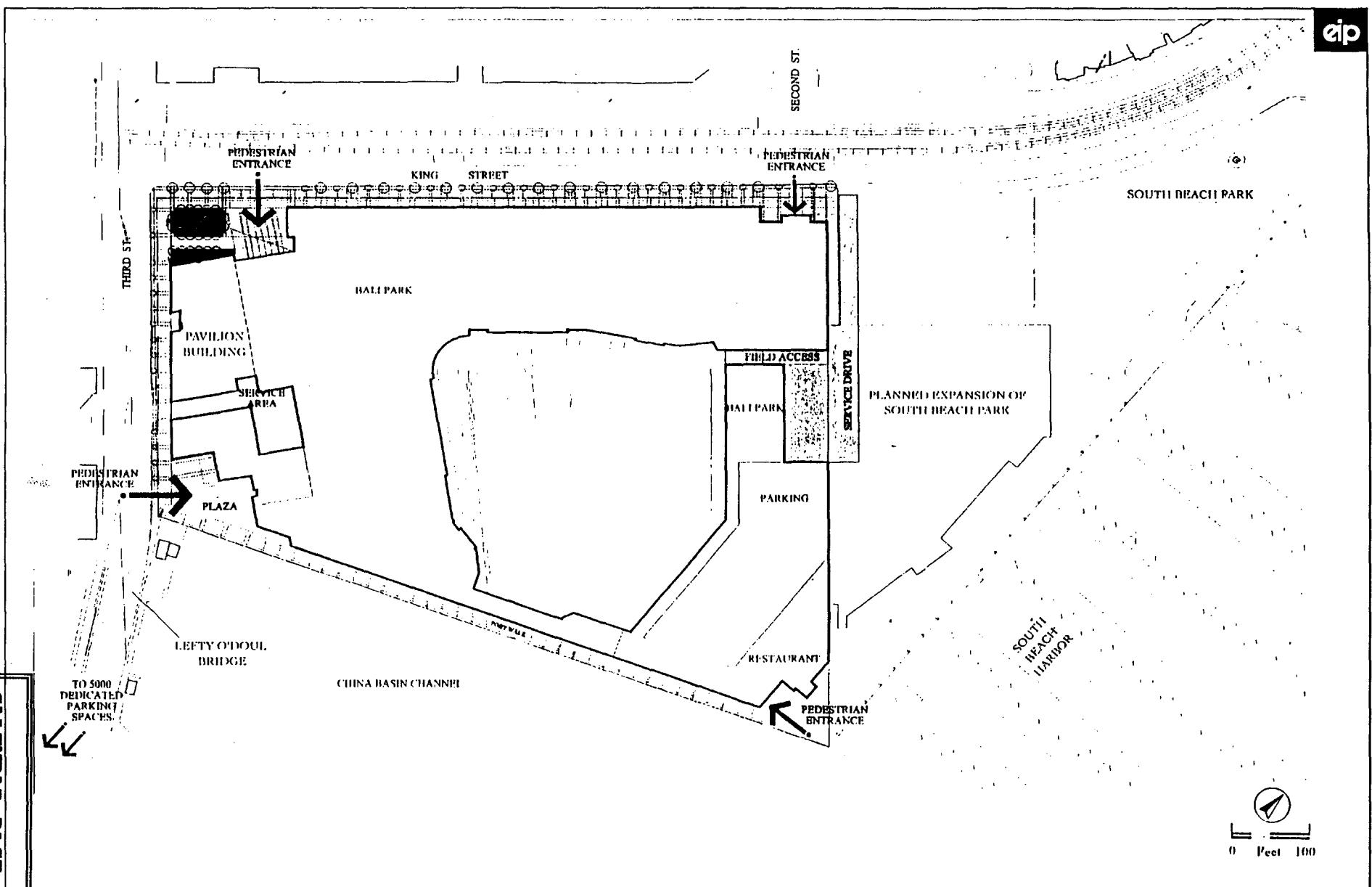
3.7 Agreement to Negotiate for Civic Events.

Tenant recognizes that Landlord may wish to use the Ballpark from time to time to provide a venue for civic events, including public ceremonies and protocol events ("Civic Events"). Tenant agrees to negotiate in good faith with City, including Landlord, for the use of the Ballpark for Civic Events, provided that such events do not conflict with the conduct of Permitted Uses, including, without limitation, Baseball Home Games and scheduled Other Events. Tenant may require payment of such rental or other compensation and provision of such insurance and indemnification as Tenant deems appropriate for such use. Tenant shall not be required to pay for Designated Services in connection with any Civic Events at the Ballpark, and the obligations of Tenant under Section 3.2 shall not apply to Civic Events. Civic Events shall, however, be subject to the Mitigation Measures and Improvement Measures.

ATTACHMENT 5

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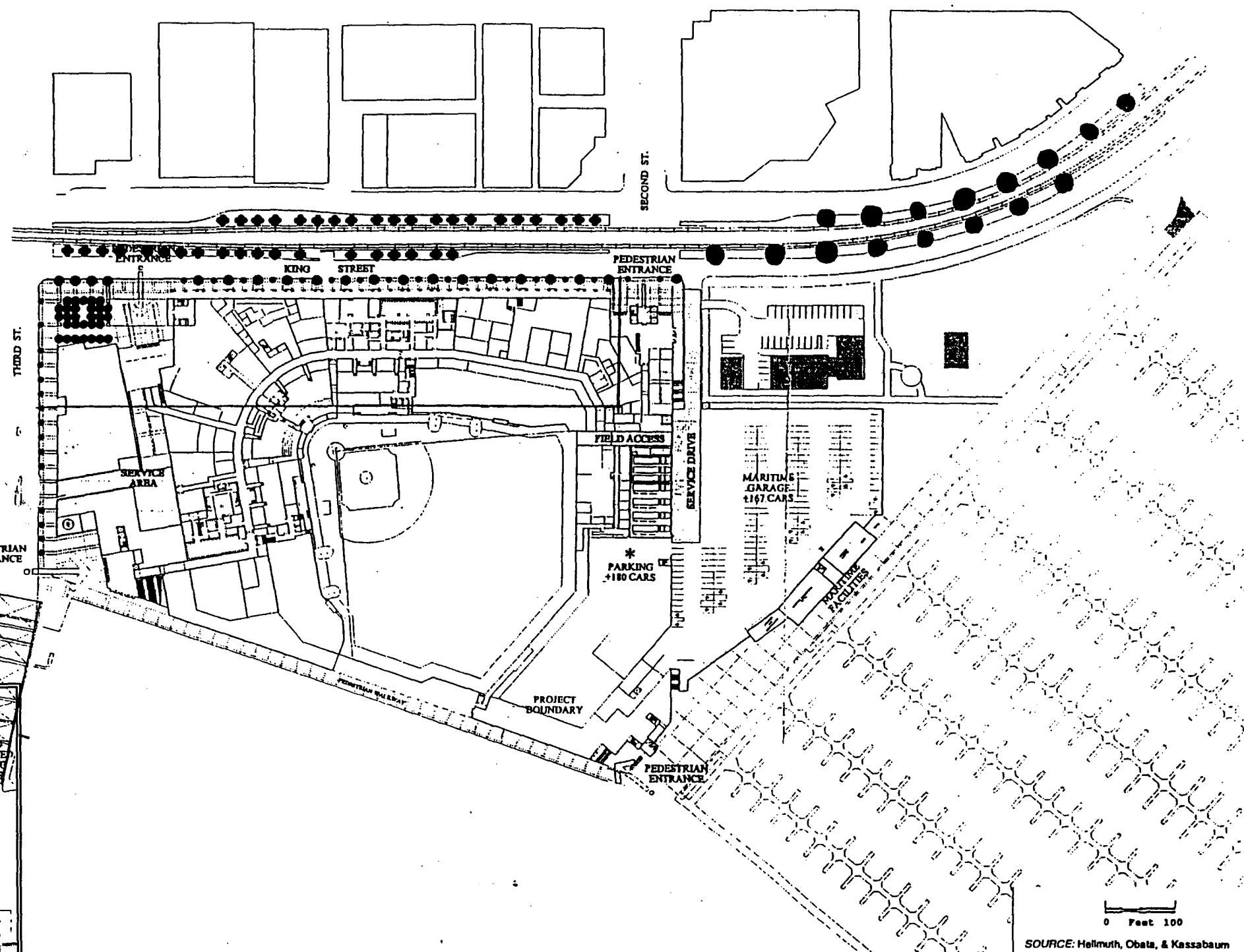


SOURCE: Hellmuth, Obata, & Kassabaum

GIANTS BALLPARK

Figure II.D.2 Site Plan for Proposed Project and Adjacent Area

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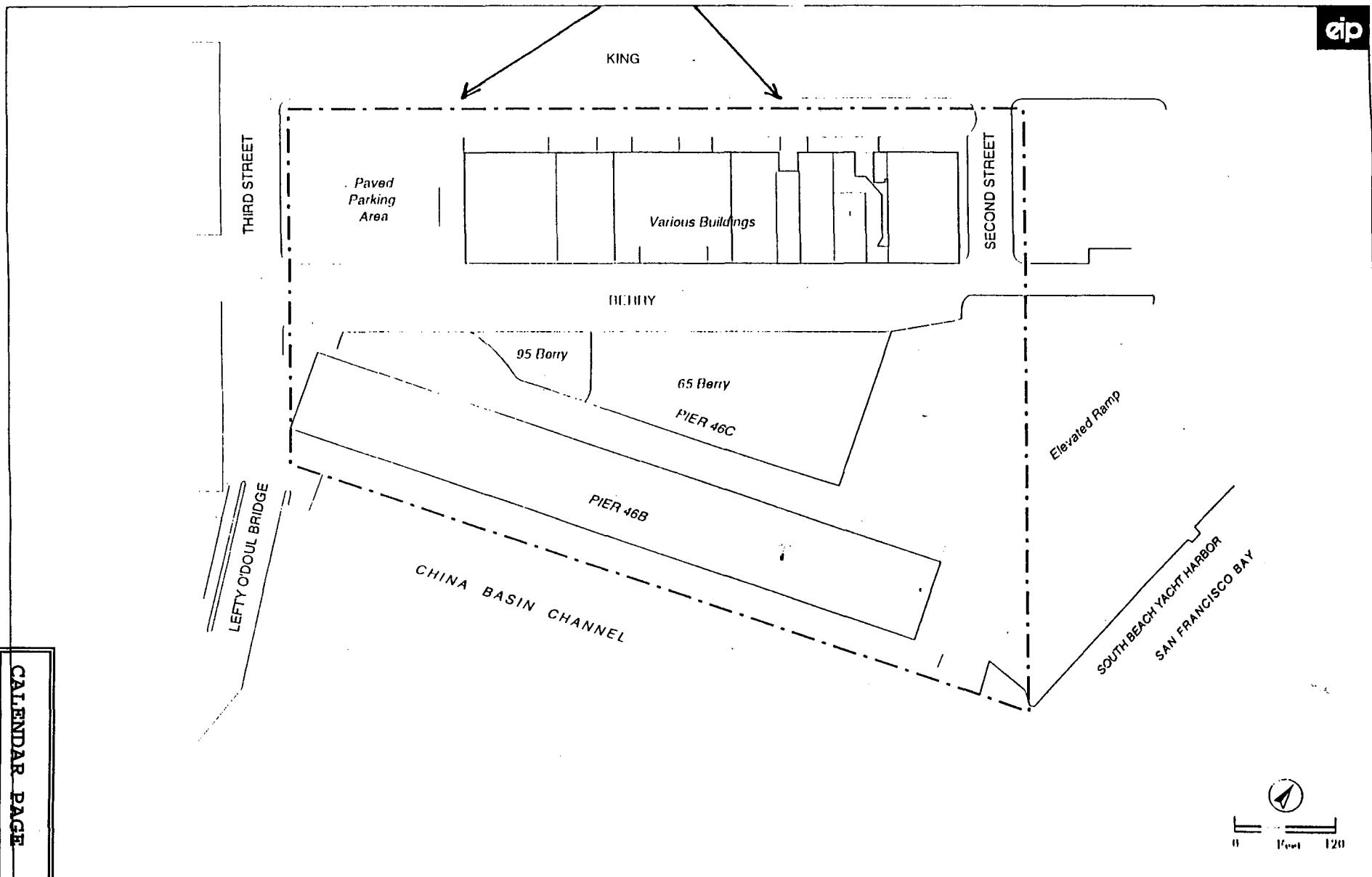


GIANTS BALLPARK

Figure II.D.2
Site Plan for Proposed Project and Adjacent Area

ATTACHMENT 4
CALTRANS PARCEL

eip



SOURCE: Geomatix Consultants, Incorporated, San Francisco, CA

GIANTS BALLPARK

Figure II.C.2 Existing Site

ATTACHMENT 6

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SUMMARY OF THE TRANSACTION FOR THE BALLPARK PROJECT AT CHINA BASIN, SAN FRANCISCO

On March 26, 1996, the voters of the City approved Proposition B, which amended the City's zoning laws to allow a new ballpark for the San Francisco Giants to be built at China Basin in San Francisco. The site for the new ballpark is approximately 12.5 acres in land area and is bounded generally by King Street, Second Street, the China Basin Channel and Third Street. The transaction would implement the policies and purposes of Proposition B. The transaction involves agreements among the City, through its Port Commission, San Francisco Baseball Associates L.P., owner of the Giants franchise (the "Team Owner"), the China Basin Ballpark Company LLC ("CBBC"), an entity established by the Giants to develop the ballpark and related improvements, and the Redevelopment Agency of the City and County of San Francisco.

There are five principal documents in the ballpark transaction. Those are: (1) a Lease Disposition and Development Agreement ("DDA"); (2) a Ground Lease; (3) a Non-Relocation Agreement and related Guaranty; (4) a Purchase and Sale Agreement for the Caltrans-owned parcel located within the ballpark site; and (5) an Owner Participation Agreement ("OPA").

Tenant Under Ground Lease

China Basin Ballpark Company LLC ("CBBC") will be the tenant under the Ground Lease and has obtained a commitment for the private financing needed for construction of the improvements. CBBC is a limited liability company which was organized for the purpose of developing and operating the Ballpark at China Basin. CBBC is presently controlled by San Francisco Ballpark Associates ("SFBA"). SFBA is the limited partnership which owns the San Francisco Giants baseball franchise. CBBC is capitalized separately from SFBA. CBBC currently has paid in capital of \$9,750,000 and its capitalization will increase through scheduled quarterly contribution from its members. In addition, CBBC will receive all revenues from Ballpark operations, including charter seat sales, sponsorship agreement revenues, concession revenues, pouring rights, and rent from a sublease to SFBA.

Rent

The Ground Lease provides for a base rent during the approximately 25-year initial term of \$1,200,000 per year. Rent is adjusted by certain periodic cost-of-living index changes. Rent begins upon delivery of the site under the Ground Lease. Site delivery is anticipated to occur in late October, 1997. The Port's Executive Director, with the recommendation from the City's Director of Property, determined that the rent represents fair market value based on comparable land values and information generated by hazardous materials and geotechnical investigations of the site. The rent is supported by a current independent appraisal. The rent is based on the value of the land for use as mixed use one to two-story industrial/commercial development, which the appraisal determined was the highest and best use of the property given geotechnical constraints. The land value is premised on the Port's clearing its uses and occupancies by tenants from the site, but the land was otherwise valued in its "as is" physical condition. Because the rent is based on the value of the land in its "as is" condition, the rent reflects the following: (i) hazardous materials present on the property, (ii) the need to demolish or rehabilitate the existing improvements, (iii) geotechnical constraints affecting new development

on the property and
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(iv) use restraints affecting the Port property under the public trust. CBBC will be responsible under the lease for the costs of remediating toxics, demolishing the existing improvements and constructing the new improvements, including substructure work (e.g. piers, foundations, and seawall improvements). The Port is responsible only for the cost of acquiring the Caltrans parcel to complete assembly of the site and relocating the Port maintenance facility and other occupancies from the site, provided that CBBC will be responsible for any relocation costs for Caltrans tenants in excess of \$500,000. At the end of the approximately 25-year initial term of the lease, the rent will be adjusted to fair market value if CBBC determines to extend the term. If the parties fail to agree upon fair market rent and CBBC confirms exercise of its option to extend the term, then the fair market rent is determined by an appraisal and arbitration process. The adjusted rent is subject to a specified floor and ceiling. If CBBC does not extend the term for at least 10 years after the minimum term expires, the Port has the option to require CBBC to raze the improvements, clear the site, and return the site to the Port in developable condition at the end of the term. At the end of approximately 45 years, there is a second market adjustment if CBBC elects to extend the term. The process for determining the new rent is essentially the same as the first market adjustment.

Description of the Transaction

The configuration of the proposed transaction may be summarized as follows:

- **The Leasehold Disposition and Development Agreement (DDA)**: The DDA is an agreement between the City, through its Port Commission, and CBBC. The DDA provides the road map for the ballpark transaction. The DDA, among other matters, sets forth the terms and conditions for the parties to later enter into the Ground Lease. The form of the Ground Lease is attached to the DDA. Among the conditions that will need to be satisfied before the Ground Lease transaction may close under the DDA are that CBBC provide evidence to the City that it has adequate financing to build the ballpark, that the State Lands Commission approve the transaction, that CBBC obtain all required regulatory approvals for development of the project and that the City complete actions necessary to assemble and deliver the site, including completing the street vacations, acquiring the Caltrans parcel, obtaining possession from existing tenants, and relocating the Port maintenance facility. When the conditions to closing are satisfied, the Port and CBBC will enter into the Ground Lease, and the Port will deliver possession of the site to allow CBBC to begin construction. The DDA governs CBBC's obligation to construct the ballpark and related improvements from delivery of the site through completion of construction. The DDA requires that CBBC build the ballpark in accordance with a scope of development and schedule of performance. Under the DDA, CBBC specifically agrees to a program for hiring minority and women owned subcontractors in the construction of the ballpark and related improvements, and also agrees to prevailing wage provisions. Mitigation measures which are required under the EIR and other improvement measures related to the construction of the ballpark are attached to the DDA. To the extent those measures are identified as the responsibility of the developer, they constitute contractual obligations of CBBC under the DDA.
- **The Ground Lease**: The Ground Lease between the City, through its Port Commission, and CBBC is the principal document governing the use and occupancy of the site. Under the Ground Lease, the City will lease the land comprising the China Basin site, and CBBC will

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build, own and operate the ballpark and related improvements during the lease term. The Ground Lease sets the fair market rent which CBBC is required to pay the City for use of the property. The Ground Lease also defines the leased premises, establishes the term and delineates the permitted uses and limitations on uses. Limitations on uses include restrictions required under the tidelands trust. The Ground Lease specifically provides for the payment of possessory interest taxes (which are necessary to support issuance of the tax allocation bonds) and obligates CBBC to assume sole responsibility for the condition, maintenance, repair and operation of the project. The Ground Lease contains provisions requiring the approval of the Port for major alterations to the ballpark and imposing a number of requirements on how those improvements may be made. The Ground Lease permits CBBC to mortgage its leasehold interest (but not the City's ownership interest) as needed to obtain financing for development of the ballpark. Under the Ground Lease, CBBC agrees to a program to afford opportunities to minority and women owned businesses and San Francisco residents, including the development of a welfare-to-work and youth employment training program, in the operation of the project. Mitigation measures which are required under the EIR and other improvement measures related to the operation of the ballpark are attached to the Ground Lease. To the extent those measures are identified as the responsibility of the tenant, they will constitute contractual obligations of CBBC under the Ground Lease.

- Non-Relocation Agreement and Guaranty: As an essential inducement for the City to lease the site to CBBC and for the City to approve the overall ballpark transaction, including the issuance of the tax allocation bonds to finance certain infrastructure to support the ballpark, the Team Owner will enter into two main agreements for the benefit of the City: a Non-Relocation Agreement and a Guaranty. Execution and delivery of the Non-Relocation Agreement, Guaranty and related documents is a condition to the City's obligation to close on the Ground Lease.

Under the Non-Relocation Agreement, the Team Owner agrees to cause the Giants to play its home baseball games at the ballpark from completion of the Ballpark through December 2022, which is the end of the initial term of the Ground Lease. The Team Owner's agreement not to relocate is subject to a baseball lease and use agreement between CBBC and the Team Owner (the "Baseball Sublease") for the playing of San Francisco Giants baseball games in the new ballpark, once construction by CBBC is complete. Under the DDA, the Baseball Sublease as approved by the Port must be in place before the Ground Lease closes. The Team Owner's agreement not to relocate is also subject to an Intercreditor Agreement between the City and the lenders to the Team Owner. The Intercreditor Agreement allows the City an opportunity to find a local buyer for the team before the lenders can compel a sale of the Giants baseball franchise to an outside buyer, if there is a default under the loan. Also related to the Non-Relocation Agreement is a Nondisturbance and Attornment Agreement which govern in the event of a default by CBBC under the Baseball Sublease. Under the Nondisturbance Agreement, if the Ground Lease is terminated due to CBBC's default, the City agrees not to disturb the Team Owner's occupancy of the ballpark and to be bound by the terms of the Baseball Sublease so long as the Team Owner performs all of its obligations directly to the City.

Under the Guaranty, the Team Owner agrees to guarantee certain obligations of CBBC to the City and the Redevelopment Agency if the Team Owner defaults under the Non-Relocation

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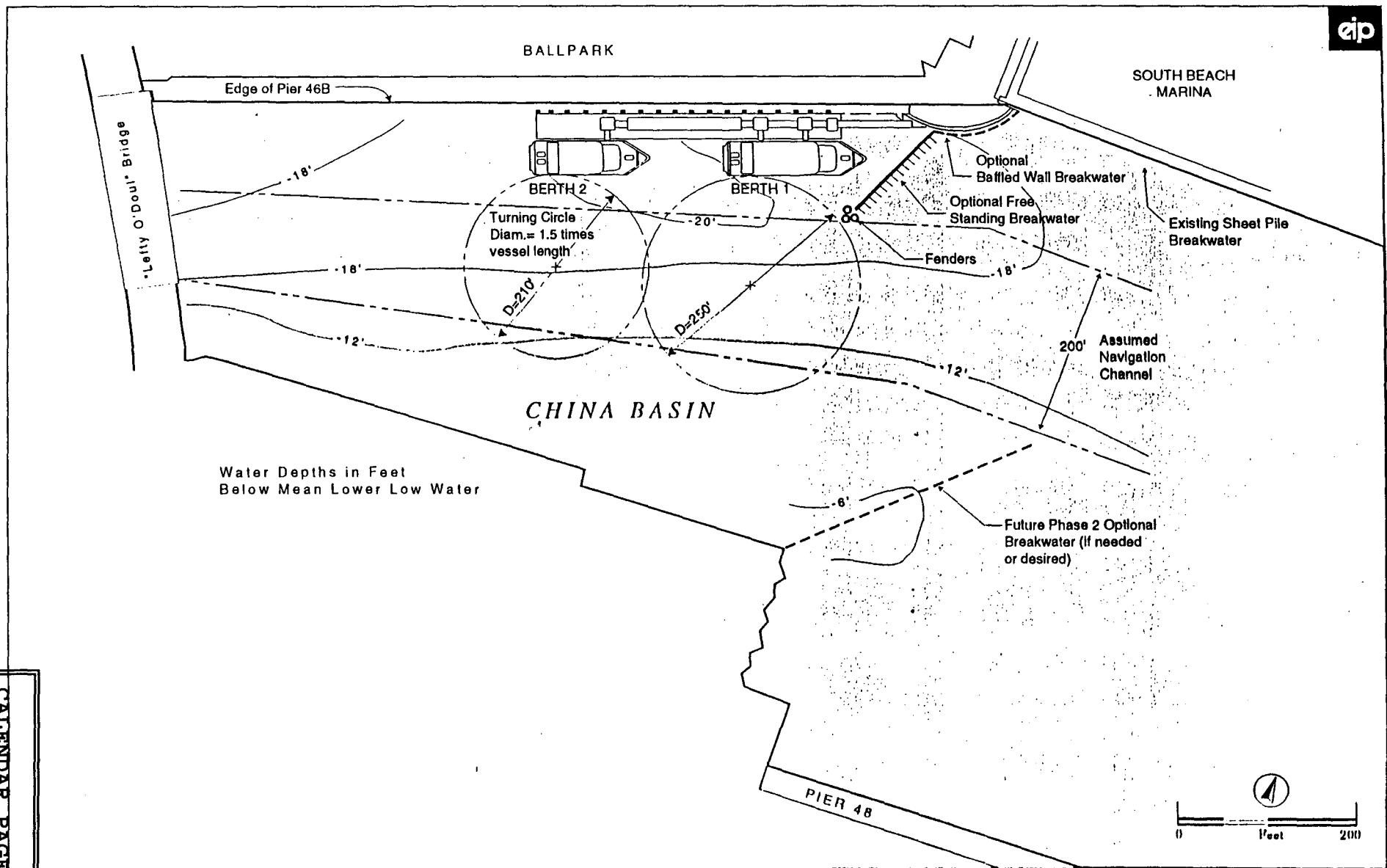
Agreement. The guaranteed obligations include CBBC's obligation pay rent to the Port and demolish the improvements under the Ground Lease and its obligation to pay debt service on the tax allocation bonds to the Redevelopment Agency under the OPA.

- The Caltrans Parcel Purchase and Sale Agreement: Special State legislation (Section 2.6 of Chapter 1333 of the Statutes of 1968, known as the Burton Act), gives the Port the right to negotiate directly with the State for the purchase of the Caltrans-owned parcel bounded by King, Berry, Second and Third Streets. The State legislation requires that the property be held by the City's Port Commission subject to the Burton Act, upon acquisition of the property. The Caltrans parcel comprises roughly one-third of the total ballpark site. As a condition to the closing of the Ground Lease under the DDA, the City, through its Port, must acquire the Caltrans Parcel and terminate the tenancies. The City, Caltrans and CBBC have negotiated an agreement in principle for the acquisition of the Caltrans Parcel.
- The Owner Participation Agreement (OPA): The Rincon Point-South Beach Redevelopment Plan has been amended to add the ballpark site to the project area to accommodate development of the ballpark and related improvements. The Redevelopment Agency of the City and County of San Francisco will enter into an Owner's Participation Agreement (the "OPA") with CBBC. The OPA sets forth the terms and conditions for the use of tax increment financing. The tax increment financing must be in place before the closing of the Ground Lease in order for CBBC to obtain its private loan to finance construction of the ballpark. The OPA specifies the permitted uses of the tax increment, including construction of the Waterfront Promenade along the China Basin Channel and other public infrastructure improvements. There is a \$500,000 allocation for construction of the ferry facilities if needed. Under the OPA, the Redevelopment Agency will commit to use its best efforts, subject to Board of Supervisors approval, to issue tax allocations bonds in a principal amount sufficient to produce net proceeds not to exceed \$15,000,000, based on the estimated tax increment revenues from the ballpark which will be available to pay debt service on the bonds. The issuance of the bonds is a condition to the closing of the Ground Lease under the DDA. No tax increment proceeds will be made available to CBBC in amounts exceeding the capacity of the possessory interest taxes generated by the ballpark development itself to pay debt service on the bonds. No tax increment will be drawn from other project areas. In addition, under the OPA, CBBC will agree to pay any shortfall in tax increment revenues from the site needed to pay debt service on the bonds, including shortfalls due to any reassessment of the ballpark improvements. Failure by CBBC to pay any such shortfalls will constitute a default under the Ground Lease, and could result in forfeiture of the Ground Lease unless CBBC or the lenders for the ballpark cure the default. In addition to the tax allocation bonds, the OPA addresses the responsibilities of the Agency and CBBC for the area where the ballpark and South Beach Park meet.

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ATTACHMENT 7



SOURCE: Port of San Francisco (1991), HOK Sports (1996)

GIANTS BALLPARK

Figure VII.A.1 Ferry Variant Site Plan

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Ballpark Project - Ferry Service

PORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCORESOLUTION NO. 97-61

WHEREAS,

The Port of San Francisco and the San Francisco Giants are committed to providing ferry service to the proposed Pacific Bell Ballpark at China Basin. To accomplish this goal Port staff has been actively discussing this issue with the Giants and other government entities; and

WHEREAS,

Port staff has concluded that the best approach to providing viable ferry service to South Beach and the new ballpark by April, 2000 is to establish a commercial ferry facility located adjacent to the ballpark at China Basin; and,

WHEREAS,

Port staff has extensively researched a number of alternatives to providing the ferry facilities; and

WHEREAS,

Staff recognizes a potential opportunity to utilize a ferry landing facility at China Basin for a wider range of public trust and Waterfront Land Use Plan implementation activities than just the ballpark, including commuter service and excursions; and,

WHEREAS,

In order to promote the widest range of trust uses and realize the possible revenue from these operations, Port staff believes the Port should pursue this opportunity; and

WHEREAS,

Port staff requests authorization to solicit proposals and negotiate a lease agreement with a commercial ferry operator to design, build and operate a ferry terminal adjacent to the ballpark under a long term (ten to fifteen year) lease; and,

WHEREAS,

Under the proposed solicitation, the successful ferry operator would be responsible for investing the necessary capital to develop the berthing facilities and would operate the facilities as a private terminal. The operator would control the ferry berth on a full time basis, although the lease could include provisions requiring that other excursion operators be allowed access to the facility for services the operator chooses not to provide; and,

WHEREAS,

A number of local ferry operators have expressed interest in obtaining the right to operate this ferry facility; and, now, therefore,
be it

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RESOLVED, Port staff is authorized to issue a Request For Proposals in the fall of 1997, or before, for a commercial ferry boat operator to finance, develop and operate a two berth ferry landing facility adjacent to the proposed ballpark; and, be it further

RESOLVED, That staff is directed to select an operator and negotiate a lease agreement by mid-1998.

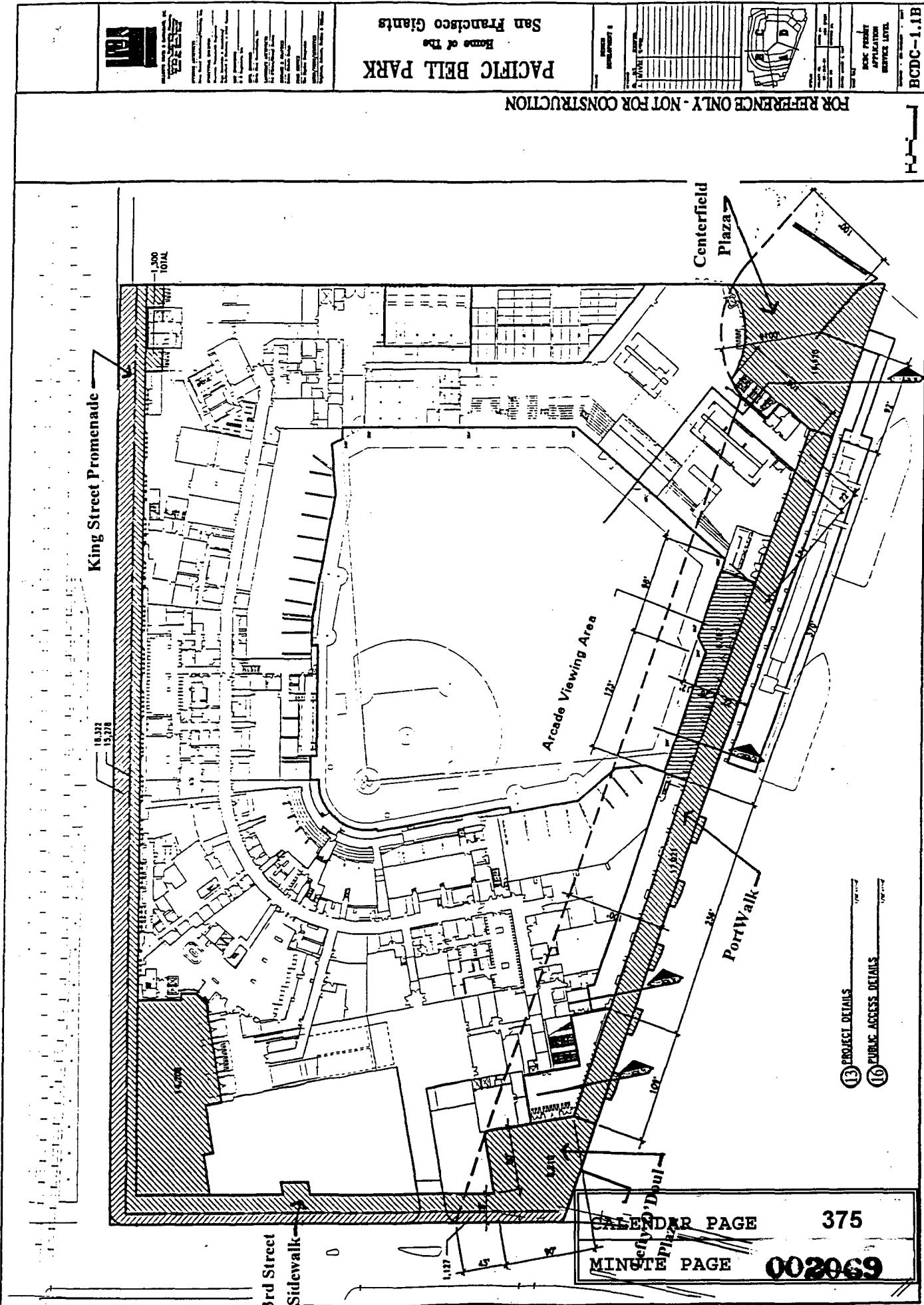
I hereby certify that the foregoing resolution was adopted by the Port Commission at its meeting of July 16, 1997.

Mildred A. Guevarado
Secretary

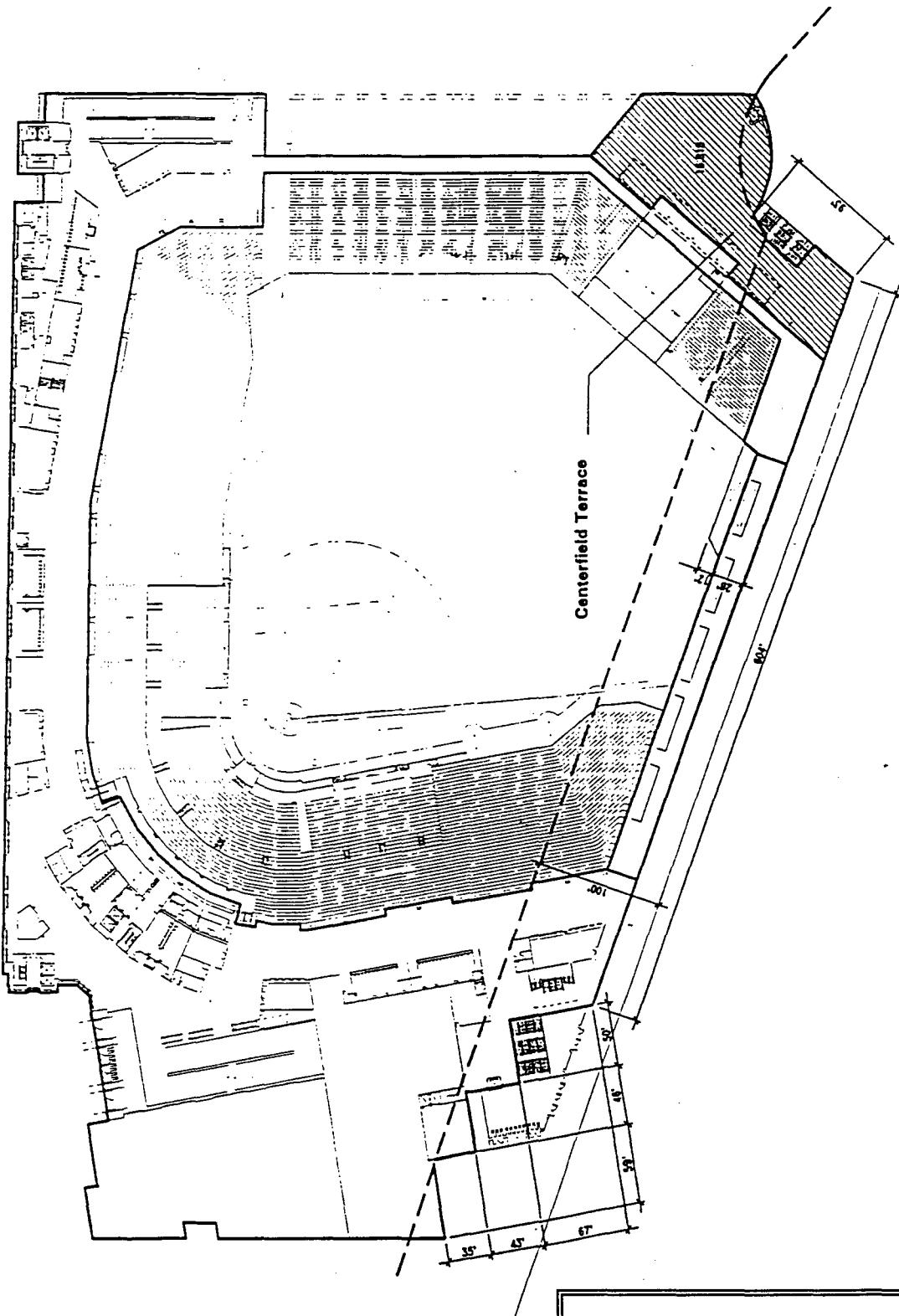
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ATTACHMENT 9
FIRST LEVEL



ATTACHMENT 9
SECOND LEVEL



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(1) PROJECT PLANS

ATTACHMENT 10

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SUMMARY OF SAN FRANCISCO GIANTS BALLPARK AT CHINA BASIN ENVIRONMENTAL IMPACT REPORT

The following is a brief summary of the San Francisco Giants Ballpark at China Basin Environmental Impact Report (EIR). It is intended only to summarize the key components of the EIR; readers should consult the EIR for a detailed discussion of the information summarized below.

A. PROJECT DESCRIPTION

BACKGROUND

The San Francisco Giants major league baseball team (Giants) currently plays at 3Com Park at Candlestick Point (previously called Candlestick Park). Since its opening, 3Com has been the subject of complaints about poor public transit access and weather. These unfavorable conditions resulted in a number of efforts to finance and construct a new ballpark in San Francisco. Under the direction of new ownership, the Giants are proposing to build a privately financed ballpark at China Basin. This is the subject of this the San Francisco Giants Ballpark at China Basin the EIR. The proposed ballpark was placed on the ballot as Proposition B, and received voter approval in March of 1996. The measure amended the City Planning Code to establish development standards for a ballpark at China Basin. It also directed the City and County of San Francisco to adopt conforming amendments to its General Plan and other relevant plans and codes, and to request and apply for conforming amendments to all applicable state and regional plans and regulations. In addition, the measure created the Northeast China Basin Special Use District, adopted as Section 249.[18] of the City Planning Code.

INTRODUCTION

The primary objective of the project sponsor (CBBC) is to develop and operate a ballpark and related facilities in San Francisco. The new facility is intended to improve conditions for fans and players and provide the amenities associated with a modern ballpark. The Giants selected the proposed location at China Basin because it would be convenient for San Franciscans, providing better public transit access and waterfront amenities.

The two-block project site is adjacent to San Francisco Bay and bordered by King Street, Second Street, China Basin Channel and Third Street. The California State Department of Transportation (Caltrans) owns the northern block (Lots 3B, 26 and 27 on Assessor's Block 3794) of the site bounded by Second, King, Third and Berry Streets. The Port of San Francisco is in the process of acquiring the Caltrans property. The southern portion of the site (Piers 46B and 46C on Assessor's Block 9900) is held in trust by the City and County of San Francisco.

PROJECT COMPONENTS

The proposed project includes demolition, construction and redevelopment of the site. Upon project completion, the site would be redeveloped with an open-air, natural grass, ballpark and commercial facilities. The project would include an amendment to the *Rincon Point - South Beach Redevelopment Plan*, including the Design for Development document, 378

site to the plan area, designating its land use as ballpark, adding the definition of ballpark use to the Project Plan and the Land Use Plan for the South Beach sub-area, and providing development standards.

The proposed project would consist of a 42,000-seat ballpark and an ancillary retail and commercial structure. The ballpark would be about 130 ft. high along the King Street frontage, with lighting structures about 175 ft. high. Pedestrian entrances would be located at each corner of the ballpark, and three entrances would be adjoined by public plazas. A loading and service area and approximately 180 parking spaces would be developed under the ballpark structure. Access to these facilities would be provided by a driveway from King Street at the northeast corner of the site. The 136,000-sq.-ft. retail and commercial structure, to be called the Pavilion Building, would front Third Street and also operate year-round. It would provide retail space on the ground level, and the Pacific Bell Children's Learning Center and Communications Center, broadcast studios, and the Giants' executive offices on the upper floors. Surface parking would be provided for 25 to 30 vehicles at the Pavilion Building.

Approximately 355,000 sq. ft. of the 13-acre site would be enclosed by the ballpark's structure. Another 132,000 sq. ft. of the site would be covered with the playing field. The ballpark's total gross floor area would be about 1,248,000 gross sq. ft., including 171,000 gross sq. ft. of commercial/Pavilion Building facilities and 1,077,000 gross sq. ft. of baseball uses.

The primary use of the ballpark would be for approximately 80 Giants' home baseball games per year. The ballpark may be used for events other than baseball, such as music and entertainment presentations or civic gatherings, that use up to the ballpark's proposed seating capacity of 42,000. By placing seating in the field, the ballpark's capacity for large special events could exceed 50,000 people; such events would occur no more than five times per year. Also under consideration is the erection of a temporary enclosed amphitheater within the ballpark which would seat approximately 5,000 to 15,000 patrons. The enclosed amphitheater could be used during the off-season for 30 to 40 "tent" events (such as music concerts) each year.

The scoreboard system would include at least one scoreboard with full-color instant-replay video capabilities, matrix board/message boards, auxiliary and line scoreboards, exterior message center board and advertising panels and other signs. The primary scoreboard, located in centerfield, would be about 125 ft. above the playing surface at its highest point. A smaller display board would be located above the arches in the right-field wall. The lighting plan for the ballpark calls for lighting banks at the structure's upper levels on standards approximately 175 ft. high. These banks would be designed to illuminate various zones on the playing field.

The ballpark's King Street facade would feature brick with stone trim and large industrial-style windows, reflective of the older commercial buildings across King Street and elsewhere in the South of Market area. The design of the ballpark places seating close to the playing field, with sight lines for baseball optimized, and viewing unobstructed by structural supports. The waterfront would serve as a key element in the project design. Nearly all of the ballpark's waterfront frontage would be just beyond the right-field wall. The existing waterfront area at Pier 46B, now closed to pedestrians, would be improved to provide access to the ballpark and waterfront. Pedestrians on the walkway along the waterfront could see into the ballpark through a series of arched openings that would provide a direct view of the playing field. Proposed

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improvements to the existing walkway surface include the application of a new patterned concrete surfacing with a salt or exposed aggregate finish.

The parking plan calls for at least 5,000 dedicated parking spaces to be provided on an interim basis immediately south of China Basin Channel on about 40 acres owned by the Catellus Development Corporation and the Port of San Francisco.

The project would result in the demolition of eight one- and two-story structures north of Berry Street, containing about 111,000 sq. ft. of floor area; some have already been partially demolished previously for the widening of King Street. South of Berry Street, three one- and two-story Port-owned structures with about 316,000 sq. ft. of floor area would be demolished. Construction of the ballpark would commence immediately after demolition is complete, and is expected to take about 29 months. The ballpark is scheduled to open in April 2000.

B. MAIN ENVIRONMENTAL EFFECTS

The EIR identifies potentially significant environmental impacts in the following areas: visual quality and lighting; traffic (freeways and freeway ramps, arterials and intersections, local and regional transit systems and pedestrian circulation); noise (related to concert events, traffic noise and construction noise); air quality; seismicity; water quality and aquatic ecology; and cultural resources.

C. GROWTH INDUCEMENT

This section evaluates whether the project and foreseeable activities fostered by the project might encourage other activities that would induce growth in employment or economic activity. Most game-day project jobs would be held by existing employees now holding similar positions for ballgames at 3Com Park. About 400 new year-round jobs would be provided by the proposed centerfield restaurants and uses in the Pavilion Building. The project would not directly induce population growth or demand for housing because new on-site employment would not increase substantially.

As part of the project, the Rincon Point - South Beach Redevelopment Plan Area would be expanded to include the site. Redevelopment of the ballpark site would continue and intensify the evolution under the Redevelopment Plan of a mixed commercial and residential neighborhood in South Beach.

The ballpark would add a regional special event center to the San Francisco waterfront, encouraging greater day and nighttime pedestrian activity in the area and generating demand for additional restaurants, bars and retail establishments north of China Basin Channel. Such demand could be substantial, encouraging new development and conversion of existing uses to retail, restaurants, sports lounges and bars. Thus, the ballpark could intensify the pace and change the type of future growth. A portion of the increased demand generated by the ballpark could be met by the regional commercial/entertainment center proposed near the site in Mission Bay and through development of Port property under the Port's *Draft Waterfront Land Use Plan*, if it is adopted. The Port could capitalize on the game and event day activity at the ballpark with its

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planned new development and public access improvements on Port property, increasing the potential for public use and enjoyment of the waterfront.

D. SUMMARY OF ISSUES ADDRESSED BY PROPOSED MITIGATION MEASURES (Full text provided in EIR)

VISUAL QUALITY AND LIGHTING

- Parking area lighting

TRANSPORTATION

- Ballpark Transportation Coordination Committee
- Transportation Management Plan
- Traffic Routing Plan
- Additional transit services
- Ferry service
- CalTrain service
- Transit incentive program
- Transportation demand management
- Public information/outreach programs
- Motorist Information System
- Special events
- MUNI Metro extension
- Transit priority
- Bus bridge
- Closure of Lefty O'Doul Bridge
- Berry Street sidewalk/China Basin Channel walkway
- Crosswalk improvements

NOISE

- Concert noise
- Pile-driving noise

AIR QUALITY

- Construction PM₁₀

SEISMICITY

- Emergency evacuation planning

WATER QUALITY AND AQUATIC ECOLOGY

- Shallow draft tugboats
- Monitoring of Pacific Herring spawning
- Silt curtain
- Debris control
- Prevention of toxic spills
- Enclosure of zinc application area
- Litter control
- Capture of storm water

CULTURAL RESOURCES

- Subsurface resources

E. VARIANTS TO THE PROPOSED PROJECT

This chapter evaluates three variants of the Giants ballpark project and, for each variant, provides a comparative analysis of potential environmental impacts. The variants selected for analysis are as follows:

- Ferry Variant - Under this variant, the project would include berthing facilities for ferry service at China Basin. This Variant could assist in reducing regional air pollution emissions to less-than-significant levels in the year 2015; and
- No Dedicated Parking Variant - Under this variant, the project would not include any dedicated parking south of China Basin Channel. This Variant would improve traffic levels of service at intersections on Third Street, Fourth Street and Mariposa Street near the ballpark site. This Variant could eliminate CO violations at Third and Bryant and Third and Townsend in the year 2000; however, some locations in areas north and west of the ballpark showing CO violations with the project could have slightly greater exceedances. As with the project, no CO violations are expected by the year 2015.
- Increased Dedicated Parking Variant - Under this variant, the project would include the dedicated parking south of China Basin Channel and approximately 1,800 additional dedicated parking spaces on Port land, including Pier 50, to a total of about 6,800 spaces south of the Channel. This Variant would foster increased traffic and associated vehicle emission impacts in the year 2000 and year 2015.

F. ALTERNATIVES TO THE PROPOSED PROJECT

The Alternatives chapter evaluates two alternatives to the Giants ballpark project and, for each alternative, provides a comparative analysis of potential environmental impacts. The alternatives selected for analysis are as follows:

- No Project -- Continued Use of 3Com Park Alternative - Under this alternative, the project site would continue to be used for existing maritime and commercial uses and the Giants would continue operations at 3Com Park at Candlestick Point. The

No Project Alternative is	382
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the environmentally superior alternative because it reduces all potentially significant effects of the project; and

- Reduced Project Alternative - Under this alternative, the project site would be developed with a baseball field, a seating bowl, and necessary baseball support services only. It would not include facilities for retail, commercial and restaurant uses that would operate year-round. The Reduced Project Alternative would avoid the project's exceedance of BAAQMD's significance threshold for nitrogen oxides (NO_x).

The City, in conjunction with the project sponsor, has evaluated alternate sites for a ballpark for over 30 years. A brief history of the other locations considered is presented in Section C of the EIR, Alternative Sites Considered and Rejected as Infeasible, with a brief explanation of the reasons underlying the determination in accordance with CEQA Guidelines 15126(d) and applicable case law.

The Reduced Project Alternative is the environmentally superior alternative other than the No Project Alternative.

**ATTACHMENT A
PORT PACIFIC BELL PARK FINDINGS**

I. INTRODUCTION.

The following findings are hereby adopted by the Port Commission of the City and County of San Francisco ("Port Commission") pursuant to the requirements of the California Environmental Quality Act, California Public Resources Sections 21000 *et seq.* ("CEQA"), the Guidelines for Implementation of CEQA, 15 California Code of Regulations Sections 15000 *et seq.*, (the "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code.

These findings are adopted, and incorporated by reference, in the Port Commission Resolution 97-____, dated July 16, 1997.

The Project is described in detail in Article II, below.

Article III of this document sets forth the basis for approval of the Project, and the economic, social and other considerations which support the rejection of the elements of the Alternatives and Variants analyzed in the FEIR which were not incorporated into the Project.

Article IV sets forth findings as to the disposition of each of the mitigation measures proposed in the FEIR. Mitigation measures are grouped in the following categories: (1) Adopted; (2) Adopted as Modified; (3) Under the jurisdiction of other City Agencies; and (4) Under the Jurisdiction of Non-City Agencies. Exhibit 1, attached to these findings, contains the Mitigation Monitoring Program. The full text of the mitigation measures as proposed in the FEIR is set forth in Exhibit 2 attached hereto.

Article V identifies the significant adverse environmental impacts (including the unavoidable significant adverse impacts) of the Project which have not been mitigated to a level of insignificance by the adoption of mitigation measures as provided in Article IV, above.

Article VI contains a Statement of Overriding Considerations, setting forth specific reasons in support of the Port Commission's approval of the Project and its rejection of elements of the Alternatives and Variants not incorporated in the Project.

II. PROJECT DESCRIPTION.

Balipark Project. The Project consists of a series of approvals that together define the terms under which the Project will occur. It is composed of the following major permits and approvals and related and collateral actions:

Amendments to the General Plan of the City and County of San Francisco;
Proposition M and General Plan consistency determination;
Waterfront Land Use Plan consistency findings;
Amendments to the Rincon Point-South Beach Redevelopment Plan;

Amendments to the Design For Development Agreement;
Conditional Use Authorization;
Owner Participation Agreement;
Lease Disposition and Development Agreement;
Ground Lease;
Caltrans Parcel acquisition;
Public Trust/Burton Act findings;
Street Vacations;
Zoning Administrator approval of interim uses in Mission Bay;
Parcel Map approval;
Demolition and Building Permit issuance;
Soil Remediation Plan/Soil Management Plan acceptance;
Bay Conservation and Development Commission Major Permit;
State Lands Commission Public Trust/Burton Act oversight; and
Army Corps of Engineers Permit

As described in Section IV, only some of the approvals are before the Port Commission at this time.

Detailed Project Description/Relationship to Ballpark FEIR. The following is a description of the uses contemplated by the Project and their relationship to the FEIR. The Project is based primarily on the Project Description contained in the FEIR and incorporates some aspects of the Reduced Project Alternative as discussed below.

The Project site ("Site") is adjacent to the San Francisco Bay, with its address on King Street near the South Beach area of San Francisco. The two-block site is bounded generally by King Street, Second Street, China Basin Channel and Third Street.

The Project would include the following major uses: baseball facilities (used for baseball and other assembly and entertainment uses), retail/commercial uses, assembly and entertainment uses, and parking.

Baseball Facilities. The Project includes an approximately 42,000 seat ballpark. The ballpark facilities would consist of spectator facilities, club houses, locker rooms and related facilities, administrative facilities, press facilities and stadium service facilities. The baseball facilities will be used for approximately 81 Giants' home baseball games per year, plus any post-season games. The ballpark may also be used for events other than baseball, such as music and entertainment presentations or civic gatherings. The FEIR analyzes the environmental impact of all of these uses.

Commercial/Retail Facilities. The Third Street side of the ballpark would include an approximately four-level building containing approximately 136,000 square feet of commercial uses. This space, referred to as the "Pavilion Building," would have two entrances and two public plazas. The Pavilion Building would contain retail and office uses, as well as the Pacific Bell Children's Learning Center/Communications Center. The FEIR analyzes the environmental impact of these uses. The FEIR also includes in the Project Description an

approximately 35,000 square foot restaurant facility in the centerfield area. This facility is not included in the Project, and has been replaced with additional plaza space which will include a concession area and café. The Reduced Project Alternative analyzes the ballpark and a minimal amount of Giants' administrative office space on the Site. It does not include other commercial uses such as the centerfield restaurant. In this respect, the commercial/retail component of the Project is a combination of the uses described in the FEIR Project Description and the Reduced Project Alternative and has been fully analyzed in the FEIR.

Parking. The Project includes approximately 50 parking spaces which would be developed at grade beneath the left-field and centerfield grandstands, plus 25-30 surface spaces proposed for the Pavilion Building. The Project also proposes approximately 5,000 off-site dedicated interim ballpark parking spaces which would be located south of the China Basin Channel on property owned by the Port of San Francisco ("Port") and the Catellus Development Corporation ("Catellus"). The Project Description includes the on-site spaces and the approximately 5,000 dedicated interim ballpark parking spaces off-site. Interim parking will be available for 10 years. After that time, parking could be replaced, removed or supplemented. The proposed parking therefore is analyzed in the FEIR.

III. ALTERNATIVES.

Reasons for Selecting the Project Set Forth in the Ballpark Approvals. As discussed in Section II above, the Project is based primarily on the Project Description analyzed in the FEIR, and, to the extent it does not include the 35,000 square foot centerfield restaurant, incorporates elements from the Reduced Project Alternative. The FEIR analyzed two Alternatives to the Project, including the "No Project" Alternative, and three Variants.

Alternative A is the "No Project" Alternative, which assumes continued play at 3Com Park. It also assumes the short-term continuation of industrial uses, together with longer-term opportunities to develop commercial uses on the Site in accordance with the proposed Waterfront Land Use Plan. Alternative B analyzes the construction of a less intense development, including only the ballpark and Giants' administrative office space. Section C of the Alternatives discussion provides detail about alternative sites which were considered and rejected as infeasible and therefore were not required to be analyzed in the FEIR.

The FEIR also analyzes three variants: Ferry Service Variant, No Dedicated Parking Variant and Increased Dedicated Parking Variant.

In approving the Project, the Port Commission has carefully considered the attributes and environmental effects of the Project and the Alternatives and Variants discussed in the FEIR. This consideration, along with the reports from staff, and considerable public testimony, has resulted in the Project. The Project represents the combination of features which, in the opinion of the Port Commission, most closely achieves the Project Sponsor's objectives and all of the City's objectives as follows:

Project Sponsor's Objectives. The FEIR includes several project objectives identified by the project sponsor, China Basin Ballpark Company ("Project Sponsor") as

essential to the Project's success. Several of these objectives relate to the location of the Site; these are addressed under Section III.B.3 below. The remaining objectives are as follows: A ballpark of approximately 42,000 seats and associated facilities meeting major league standards for size and quality of improvements expected in modern ballparks; the dedication of 5,000-7,000 parking spaces for exclusive use by the ballpark; space for the construction of an ancillary building to include a children's learning center and other uses to be sponsored by Pacific Bell; the use of seating capacity for occasional major civic and entertainment events; ability to convert the ballpark's infield area during the off-season to a small, enclosed amphitheater with a capacity of 5,000-15,000 seats for music, concerts and entertainment; and creation of a ballpark that will generate sufficient interest from fans and associated revenue sources to support private financing.

The Project as proposed includes approximately 5,000 dedicated, interim parking spaces, provides the ability to hold special events, including events in an enclosed amphitheater, and incorporates a variety of commercial and retail uses consistent with Project Sponsor's remaining objectives.

City's and Port's Objectives.

In addition to the Project Sponsor's objectives, the City and County of San Francisco has identified, and the Port Commission acknowledges and identifies, the following additional objectives for the development of this waterfront site:

Proposition B. One of the City's primary objectives is to comply with the directives of Proposition B, as approved by the voters of the City and County of San Francisco. Proposition B amended Part II, Chapter II of the San Francisco Municipal Code ("Planning Code"), establishing zoning and development standards for the Site. It also directed the City and County of San Francisco to adopt conforming amendments to its General Plan and other relevant plans and codes and to request and apply for conforming amendments to all applicable state and regional plans and regulations.

Proposition B provides not only for the ballpark, but for assembly and entertainment uses with associated parking, and various uses accessory to or related to ballpark and assembly and entertainment uses, including sports clubs, restaurants and retail shops. The Project analyzes a mixed-use project including a ballpark, assembly and entertainment uses, commercial/retail uses and parking, consistent with Proposition B.

Rincon Point - South Beach Redevelopment Plan. As described in the Report on the Redevelopment Plan Amendment for the Rincon Point - South Beach Redevelopment Project Area proposed for adoption by the Redevelopment Agency Commission on June 26, 1997 (the "Board Report"), the Project also assists in facilitating the objectives of the Rincon Point - South Beach Redevelopment Plan (the "Plan"). Rincon Point - South Beach is a 115 acre redevelopment project composed of the Rincon Point Subarea and the South Beach Subarea. The purpose of the Plan is to transform this blighted area into a new mixed-use waterfront neighborhood incorporating rehabilitation and new development. As discussed in the Board Report, the Project will further the Redevelopment Agency's ability to carry out the purposes of the Plan by the following:

1. Eliminating and preventing the spread of blight and deterioration by reversing the lack of private investment in the area, by eliminating deteriorated, obsolete and dysfunctional buildings and other improvements, by providing solutions to eliminate groundwater and soil contamination and the presence of hazardous materials as barriers to the successful and feasible redevelopment of the area, and by reversing the cycle of abnormally high business vacancies and economically infeasible lease rates;

2. Encouraging and promoting new and continuing private sector investment within the Project area and the surrounding areas to prevent the loss of, and to facilitate the capture of, commercial activity;

3. Achieving an environment reflecting high quality architectural, landscape, and urban design and land use principles;

4. Providing for increased sales, business license and other fees, taxes and revenues to the City and County of San Francisco;

5. Creating local job opportunities and preserving the existing employment base; and

6. Replanning, redesigning and redeveloping deteriorated areas.

The Project is a major waterfront recreational and commercial use, which is consistent with the mixed-use nature of the area and contributes to the variety of activities on the waterfront, together with the existing South Beach Harbor and South Beach Park. The baseball facilities assist in fulfilling the Redevelopment Agency's objectives, but the retail, entertainment and assembly and commercial components are also important in that they provide for additional uses of the facility year-round when baseball events do not occur. This ensures additional opportunities for use of the waterfront, and contributes further to the Redevelopment Agency's economic revitalization goals, including additional employment opportunities and fees, taxes and revenues available for re-investment in the Plan Area.

The Project design has been subject to significant public scrutiny, and has been revised in response to public comment. It includes high quality architectural, landscape, and urban design and land use principles which are subject to review by the Planning Commission, as well as the Redevelopment Agency and the Port.

Waterfront Public Access. The Project not only brings people to the waterfront, but also provides public access where no such access currently exists. The Port's Waterfront Land Use Plan calls for provision of pedestrian walkway or "PortWalk" public access improvements to connect South Beach Harbor and the proposed South Beach Park with waterside access to the Third Street Bridge, providing a link with the future Mission Bay open space network. The Project incorporates an approximately 22-foot wide pedestrian walkway or "Portwalk" along its right-field line which will connect to two public plazas on either end of the Site and connect with The Embarcadero Promenade ("Herb Caen Way"). Pedestrians walking along the PortWalk will be able to see through the pedestrian arcade which forms the right field wall by looking through a series of archways which provide a direct view onto the playing field. In addition to public access along the PortWalk and plazas, the public will be afforded the opportunity for views of

the Bay from the café and concession area on the second level of the ballpark. The Reduced Project Alternative would also include waterfront public access, but would not provide the same opportunities for year-round use of non-baseball facilities on the Site. These additional facilities are an important attraction, designed to draw additional people to the waterfront.

Transit Accessibility. In consideration of the excellent transportation access to this site (from I-280 via King Street and from Downtown via the MUNI Metro extension), one of the Port's objectives for the site is that it provide activities that have a city-wide and regional draw. The Project achieves transportation goals for the Project itself as defined in the Project Sponsor's objectives, for the surrounding areas, and for the City and the region. The Project is located at the Site in large part because both the Project Sponsor and the City desired it to be readily accessible by public transportation, including regional transit, including MUNI buses and the MUNI MMX service, CalTrain, Samtrans, Golden Gate Transit, BART, and AC Transit. The Project achieves the appropriate balance in the amount of interim dedicated parking it provides, taking into consideration the City's transit-first policy. The 5,000 interim dedicated spaces are proposed by the Project Sponsor to allow some opportunity for parking in the area, while encouraging transit, pedestrian, bicycle and other non-single occupant vehicle travel to the ballpark.

Environmental Clean-Up. The Site is characterized by groundwater and soil contamination, and includes a number of buildings which contain hazardous materials. The Project includes a comprehensive environmental plan, which addresses groundwater monitoring, encapsulation of site soils, and identifies procedures for handling, removal and disposal of hazardous materials contained in buildings on the Site.

Alternatives Rejected and Reasons for Rejection.

Alternative A. Alternative A, the "No Project" Alternative, would not be desirable or meet City and Port goals. The situation would amount to a continuation of the existing conditions, which is characterized by underused buildings, environmental contamination and unacceptable rates of vacancy and turnover. The current uses do not provide the opportunity to alleviate these conditions, and do not present any opportunity for public access. In addition, the No Project Alternative would not allow the City to meet the important objective of carrying out the mandate of the voters pursuant to Proposition B.

The No Project Alternative also contemplates potential long-term commercial development consistent with the proposed Waterfront Land Use Plan. Such development is speculative at this time and therefore would not necessarily meet all of the specific objectives of the City or the Project Sponsor described above. The "No Project" Alternative is rejected in favor of the Project and is found infeasible for the following environmental, economic and social reasons:

- a. The No Project Alternative does not provide a means for carrying out the mandate of the voters pursuant to Proposition B.

- b. The "No Project" Alternative does not meet any of the Project Sponsor's objectives or the objectives of the Port and City and County of San Francisco.
- c. The "No Project" Alternative fails to alleviate the blighted condition of the Site and the Plan Area.
- d. The "No Project Alternative" does not provide opportunities for new, significant sources of jobs, fees, taxes and revenues.
- e. The "No Project" Alternative fails to provide increased opportunities for public access along the waterfront.
- f. The "No Project" Alternative does not provide for a comprehensive program of hazardous waste remediation.

Alternative B. Alternative B does not contain any opportunities for retail or commercial uses, with the exception of the Giants' administrative offices. This Alternative is accepted to the extent that it includes elimination of the proposed large restaurant space in the centerfield area. With the exception of elimination of this restaurant space, Alternative B is rejected and found infeasible for the following environmental, economic and social reasons:

- a. Alternative B does not provide a means for carrying out the mandate of the voters pursuant to Proposition B in that it does not include the retail and other commercial uses approved pursuant to Proposition B.
- b. Alternative B does not meet the majority of the Project Sponsor's objectives, particularly those related to providing space for Pacific Bell facilities and providing other improvements expected in modern ballparks.
- c. Alternative B does not provide the opportunity for commercial and other retail uses, which are identified by the Project Sponsor and the City as an important objective.
- d. Alternative B would not include the additional sources of employment projected to be provided by the commercial/retail opportunities.
- e. Alternative B would not include the additional fees, taxes and revenue projected to be provided by the commercial/retail opportunities.
- f. Alternative B would not encourage year-round use of the facility, and in turn would not maximize opportunities to draw the public to the waterfront.

Alternative Sites Considered and Rejected. The Alternatives Section of the FEIR contains a discussion of alternative sites which were considered and rejected as infeasible by the Project Sponsor prior to preparation of the DEIR. That discussion explains in detail the Project Sponsor's efforts to identify a suitable location for a ballpark in the City and County of San Francisco over the last four decades. As discussed in that section, based upon an extensive review of alternative sites, the Site is the only location which meets the Project Sponsor's

objectives and provides an accessible, available and desirable site for a new ballpark. It is also the only location consistent with the directive of Proposition B.

Variant 1 (Ferry Variant). Under this Variant, the Project would include construction of a passenger ferry landing on the north side of the China Basin Channel. The ferry landing would consist of two berths connected by a 10-foot wide walkway fixed to a floating deck 30 feet wide by 360 feet long. The floating dock would be moored parallel to the edge of Pier 46B on the north side of China Basin Channel, adjacent to the new ballpark. Ferry service to the ballpark is proposed from each of the existing ferry terminals around San Francisco Bay. Variant 1 is rejected as infeasible for the following environmental, economic and social reasons:

a. Variant 1 would require the Project Sponsor to construct and operate a substantial transportation enterprise. Ferry facility construction and ferry service operation is a complex matter, involving industry-specific expertise that the Project Sponsor does not possess, particularly in light of the less than continuous frequency of events at the Site. In addition, this Variant is based on a conceptual plan only, and there are significant economic, technological and regulatory barriers that would need to be overcome before ferry service could be put in place. The feasibility of implementation is therefore speculative.

b. Variant 1 is not a substantial component of the transportation mitigation program and would not in and of itself reduce any potentially significant impacts to a level of insignificance. Ferry service is one component of a comprehensive system of improvements and operational measures designed to address transportation-related issues related to the Project. The proposed ferry service, once implemented, would be expected to result in some net reduction in the number of single-occupant vehicle trips to the Site. The Port Commission declines to adopt this Variant in light of its current infeasibility together with its relatively minor contribution to reduction of traffic impacts.

As discussed in Section IV below, however, the Port Commission adopts herein as a mitigation measure a modified version of Variant 1. The modified measure would require the Project Sponsor to participate in the public-private partnership of Bay Area governmental agencies and ferry service providers and to make good-faith efforts to assist in implementing feasible study recommendations related to ballpark ferry service.

Variant 2 (No Dedicated Parking Variant). The No Dedicated Parking Variant would be similar to the Project, but it would not include the approximately 5,000 interim dedicated parking spaces south of the Channel. Variant 2 is rejected as infeasible for the following environmental, economic and social reasons:

a. Variant 2 does not meet the Project Sponsor's objective related to the provision of dedicated ballpark parking.

b. Variant 2 does not provide the opportunity for an interim pilot program to determine the precise amount of permanent parking that is appropriate for the Project. If, at the

end of the interim period, provision of 5,000 parking spaces is not warranted, the Project could be modified to resemble Variant 2.

Variant 3 (Increased Parking Variant). The Increased Dedicated Parking Variant would add approximately 1,800 dedicated parking spaces on Port-owned land, including Pier 50, to the Project. The total number of dedicated parking spaces available under this Variant would be about 6,800 spaces. Variant 3 is rejected as infeasible for the following environmental, economic and social reasons:

a. Variant 3 provides a level of parking greater than contemplated in Proposition B and would not be as effective in addressing the City's "transit first" policy.

b. Variant 3 proposes parking on Pier 50, which is being considered by the Port for other near-term uses. In addition, the Bay Conservation and Development Commission ("BCDC") and the Port generally discourage the use of piers for parking, except in limited circumstances.

c. Variant 3 does not provide the opportunity for an interim pilot program to determine the precise amount of permanent parking that is appropriate for the Project. If, at the end of the interim period, provision of more than 5,000 parking spaces is warranted, the Project could be modified to resemble Variant 3.

IV. MITIGATION MEASURES.

The findings in this section concern mitigation measures set forth in the FEIR. These findings fall into three categories: (1) a recitation of mitigation measures adopted by the Port Commission; (2) a recitation of mitigation measures adopted by the Port Commission as modified; (3) a recitation of mitigation measures proposed for adoption by other City agencies; and (4) a recitation of mitigation measures proposed in the FEIR and recommended by the Port Commission for adoption which are enforceable by agencies other than City agencies. None of the mitigation measures is rejected completely.

All of the mitigation measures discussed in the FEIR are coded and attached hereto as Exhibit 2. In the text of these findings, mitigation measures adopted by the Port Commission are referenced by the number and topic in Exhibit 2. In addition, Appendix A to Exhibit 2 contains various improvement measures, proposed in the FEIR, which are not mitigation measures but which may be considered by decisionmakers in connection with the subsequent actions described below. Mitigation measures within the jurisdiction of other agencies are similarly referenced together with an indication of the appropriate jurisdiction. Mitigation measures are organized by subject matter in the same order that those subjects appear in the FEIR.

The Port Commission recently adopted a Waterfront Land Use Plan. With the approval of the Waterfront Land Use Plan, the Port Commission adopted a number of mitigation measures to be applied to Port projects, as applicable, to avoid significant environmental effects. Those mitigation measures have been reviewed and, where applicable, have been incorporated in the DDA or the Lease or will be addressed in the Port's building permit process, as appropriate.

The approvals before the Port Commission include: (1) Burton Act Findings; (2) Lease Disposition and Development Agreement ("DDA"); (3) Ground Lease ("Lease"); (4) Purchase Agreement for the Caltrans Parcel; (5) Non-Relocation Agreement and Guaranty; (6) Ratification of General Plan and Redevelopment Plan Amendments; and (7) Approval of the vacation of certain portions of Berry Street and Second Street. The primary documents which will govern the construction and the use and operation of the ballpark are the DDA and the Lease, respectively, which are now before the Port Commission for consideration. Attachments to the DDA and the Lease contain lists of mitigation measures as well as other improvement measures imposed by the Port on the Project.

Some of the specific mitigation measures, in particular the transportation mitigation measures, may be refined at a later date. The mitigation measures appear to be feasible at this time, based upon preliminary cost estimates compiled by the Mayor's Office based on consultation with various City departments and identification of possible sources or revenue, or due to an indication that the Project Sponsor is willing to undertake the mitigation measure at this time. Unless otherwise indicated, the Port Commission believes that the measures it proposes for adoption or adoption as modified can and should be carried out by the named agency at the appropriate time.

• **Mitigation Measures Adopted By the Port Commission**. The following measures in the FEIR found by the Port Commission to mitigate, reduce or avoid significant environmental effects are hereby adopted, and have been incorporated into the Project:

A. **Visual Quality and Lighting**. No applicable measures.

B. **Transportation and Circulation**.

B1. Ballpark Transportation Coordination Committee. Port staff may be called on to participate in the Ballpark Transportation Coordination Committee on an on-going basis, and/or participate in decisions on certain issues. In addition, to the extent that the Project Sponsor will be called upon to participate, the requirement is set forth in the Lease.

B2. Transportation Management Plan. Port staff may be called on to participate in development of the Transportation Management Plan, and/or to participate in decisions on certain issues. In addition, to the extent that the Project Sponsor will be called upon to participate, the requirement is set forth in the Lease.

B3. Traffic Routing Plan. Port staff may be called on to participate in development, refinement and implementation of the Traffic Routing Plan on an on-going basis, and/or participate in decisions on certain issues. In addition, to the extent that the Project Sponsor will be called upon to participate, the requirement is set forth in the Lease. Two provisions within this measure have been modified, as set forth below.

B7. Transit incentive program.

B8. Transportation demand management.

B9. Public information/outreach programs.

B10. Motorist information system.

B11. Special events.

B15. This measure is adopted to the extent that the Giants will put down covering for the pedestrian use of Lefty O'Doul Bridge.

C. Noise. No applicable measures.

D. Air Quality.

D1. Construction PM₁₀.

E. Seismicity.

E1. Emergency evacuation planning.

F. Water Quality and Aquatic Ecology.

F1. Shallow-draft tugboats for turbidity minimization.

F3. Silt curtain for sub-marine pile-driving and bulkhead repair.

F4. Debris control during bulkhead repair.

F5. Prevention of toxic spills from Pier 46B discharge pipe.

F6. Enclosure of zinc application area.

F7. Litter control. The Port Commission adopts this measure to the extent that the Giants will be required to implement this mitigation measure for all areas except Lefty O'Doul and Peter Maloney Bridges. The provisions of this measure which apply to parking areas south of the Channel are also within the jurisdiction of the Zoning Administrator. The Port, as well as DPW and the Zoning Administrator, will share responsibility for this measure.

G. Cultural Resources.

G1. Subsurface resources.

- Mitigation Measures Adopted by the Port Commission as Modified. The following measures in the FEIR found by the Port Commission to mitigate, reduce or avoid

significant environmental effects are hereby adopted as modified, and have been incorporated into the Project:

B. Transportation and Circulation.

B3. Traffic Routing Plan. Two provisions of this measure are modified for clarification purposes only.

(1) On page 4 of Exhibit 2 to this Attachment A, the second sentence of the second paragraph is modified to read as follows: **Charter buses would be directed to approach this location from Fourth Street from the north and Third Street from the south and to avoid the residential area east of Second Street and south of Bryant Street.**

(2) On page 4 of Exhibit 2 to this Attachment A, the first sentence of the last paragraph is modified to read as follows: **Place barriers, chains and a No Ballpark Traffic sign at the east side of Brannan/Second Streets, west side of Brannan/Embarcadero, west side of South Park Avenue/Second Street and the east side of South Park Avenue/Third Street to restrict through traffic in residential areas.**

B5. Ferry service. This measure provides that ferry service will be provided for all ballgames for up to five boats. It further provides that the Project Sponsor will participate in the public-private partnership of major Bay Area governmental agencies and ferry service providers and would make good-faith efforts to assist in implementing feasible study recommendations related to ballpark ferry service. This measure is within the jurisdiction of various City agencies and other regional agencies.

To the extent that this measure requires the Project Sponsor to provide ferry service, it is rejected as infeasible for the same reasons as Variant 1 was rejected, and is modified accordingly and is adopted to the extent that it requires the Project Sponsor to participate in the regional ferry service study, and make good-faith efforts to assist in implementing feasible study recommendations related to ballpark ferry service.

B16. Pedestrian walkway. Measure B16, relating to the creation of a pedestrian/bicycle connection from the Project Site through Seventh Street located either on Berry Street or along the north edge of China Basin Channel, is a measure most appropriately considered in the context of the traffic routing plan described in mitigation measure B3. Moreover, the northern edge of China Basin Channel is in private ownership and, in the absence of the exercise of condemnation authority, there is no current jurisdiction to implement that portion of the mitigation measure. To the extent that this measure requires utilization of the China Basin Channel or Berry Street without reference to the traffic routing plan, this measure is modified accordingly and is adopted only as a measure to be considered in connection with the traffic routing plan described in mitigation measure B3.

C. Noise.

C1. Concert noise. Measure C1 is revised to read as follows:

All concerts at the ballpark featuring live amplified music shall comply with all applicable laws, including but not limited to the San Francisco Police Code. With the exception of five (5) concerts per year, the following additional restrictions shall apply: project sponsor shall perform a sound test, and on the basis of this test, establish a limit on music noise in the ballpark that would result in increases in exterior noise at representative residential receptors in the adjoining neighborhood of no greater than 3 decibels above the then-existing ambient hourly average (L_{eq}) noise levels at those receptor locations.

C2. Pile-driving noise. The first sentence of this measure provides that the Project Sponsor shall consult with the Department of Public Works to determine the times when pile driving would cause the least disturbance to neighboring uses. This measure is clarified to provide that the Project Sponsor shall consult with the Port, rather than the Department of Public Works, to determine the times when pile driving would cause the least disturbance to neighboring uses. The Port may elect to consult with the Department of Public Works on such construction issues, but the Port will be the responsible agency for determining the appropriate times for pile driving activities.

F. Water Quality and Aquatic Ecology.

F2. Monitoring of Pacific herring spawning. This measure provides that if tugboats are in use during the peak spawning season from December 1 to March 1, the Project Sponsor must hire a professional fisheries biologist to monitor the project site daily at any time when tugboats are in use. In addition, if the biologist detects herring spawning in the vicinity, tugboat activities must be suspended for a minimum of 14 days or until the biologist has determined that the hatch is complete and larval herring have left the site. This mitigation measure is modified to provide that these measures shall also apply to all pile driving activities within Bay waters.

- **Mitigation Measures Within the Jurisdiction of Another City Agency.** The Port Commission finds that the following mitigation measures as they appear in the FEIR fall within the jurisdiction of other City Agencies. These measures can and should be adopted by other City Agencies. The Secretary to the Port Commission shall send copies of these measures to the appropriate City agencies.

A. Visual Quality and Lighting.

A1. Parking area lighting. This measure is within the jurisdiction of the Zoning Administrator. The Port Commission recommends that the Zoning Administrator incorporate this mitigation measure as part of his authorization of interim parking.

B. Transportation and Circulation.

B1. Ballpark Transportation Coordination Committee. This measure is also within the jurisdiction of the Department of Parking and Traffic ("DPT"), MUNI, CalTrain, BART and the Police Department. The Port Commission recommends that these departments participate in this Committee.

B2. Transportation Management Plan. This measure is also within the jurisdiction of DPT, MUNI, CalTrain, BART and the Police Department. The Port Commission recommends that these departments participate in this measure.

B3. Traffic Routing Plan. This measure is also within the jurisdiction of DPT, MUNI, CalTrain, BART and the Police Department. The Port Commission recommends that these departments participate in this measure.

B4. Additional transit services. This measure is within the jurisdiction of MUNI. The Port Commission recommends that MUNI provide service at four cars per train serving the ballpark on a regular schedule, as suggested in this measure.

B5. Ferry service. This measure is adopted as modified, but will require input from other City departments, and possibly other regional agencies. The Port recommends that other City departments participate in this measure.

B12. Facilitate and accommodate MUNI Metro expansion. The measures described in B12A are within the jurisdiction of MUNI and DPT. The measures described in B12B and B12C are within the jurisdiction of MUNI, DPT and the Department of Public Works ("DPW"). The Port Commission recommends that the applicable agency implement each of these measures.

B13. Transit priority. This measure is within the jurisdiction of DPT, DPW, MUNI and the Police Department. The Port Commission recommends that these agencies implement this measure.

B14. Bus bridge. This measure is within the jurisdiction of MUNI and DPT. The Port Commission recommends implementation of this measure.

B15 and B17. Pedestrian mitigation measures. These measures are within the jurisdiction of MUNI, DPW and DPT. The Port Commission recommends implementation of these measures.

B16. Pedestrian walkway. This measure, as modified above, is also within the jurisdiction of DPT and DPW. The Port Commission recommends implementation of this measure as modified.

F. Water Quality and Aquatic Ecology

F.7 Litter Control. Portions of this mitigation which apply to the parking areas south of the Channel are in the jurisdiction of the Zoning Administrator. In addition, DPW and the Port will share responsibility for implementation of certain portions of this measure, which include provision of trash receptacles on Lefty O'Doul and Peter Maloney Bridges.

F.8. Capture of storm water on South-of-Channel parking areas. This measure is within the jurisdiction of the Zoning Administrator. The Port Commission recommends that the Zoning Administrator incorporate this mitigation measure as part of his authorization of interim parking.

G. Cultural Resources

G1. Subsurface Resources. This measure is also within the jurisdiction of the Planning Department. The Port Commission recommends that the Planning Department assist in the implementation of this measure.

- **Mitigation Measures Within the Jurisdiction of a Non-City Agency.** The Port Commission finds that the following mitigation measures as they appear in the FEIR fall within the jurisdiction of other than City agencies. These measures should be adopted by such agencies if they are feasible. The Secretary to the Port Commission shall send copies of these measures to the appropriate non-City agencies.

B. Transportation and Circulation.

B1. Ballpark Transportation Coordinating Committee. This measure is primarily within the jurisdiction of various City agencies and the Project Sponsor, but also contemplates participation by CalTrain, BART, and the ferry service operators. The Port Commission recommends that CalTrain, BART and the ferry service operators, as applicable, participate in the BTCC.

B3. Traffic Routing Plan. Portions of this measure are within the jurisdiction of CalTrans, if directional signs will be installed on the freeway. The Port Commission recommends implementation of this measure by CalTrans.

B6. CalTrain service. This measure is within the jurisdiction and control of CalTrain. The Port Commission recommends implementation of this measure by CalTrain.

- Adoption of a Mitigation Monitoring Program. The Port Commission hereby adopts a Mitigation Monitoring Program as required by Section 21081.6 of the Public Resources Code. This Mitigation Monitoring Program is attached hereto as Exhibit 1 and incorporated herein by reference. The purpose of this Program is to determine the stage at which each of the adopted mitigation measures must be imposed in order to ensure that the measure is carried out by the responsible official or entity, or, if the obligation lies with the Project Sponsor, that the City enforces the obligation.

V. SIGNIFICANT ENVIRONMENTAL IMPACTS.

The Project includes many aspects and features that reduce or eliminate environmental impacts which could be otherwise significant. Some significant unavoidable impacts remain and are listed below:

The Project would cause extensive queuing to occur on freeway on-ramps after weekday afternoon games and before weekday night games. Queuing would be increased further by cumulative development in the Project vicinity. Freeway on-ramps affected by the Project include eastbound freeway on-ramps to I-80 ("I-80")/Bay Bridge and westbound freeway on-ramps to I-80/U.S. Highway 101 at Fourth Street and Harrison Street. Additional on-ramps affected by the Project plus cumulative development include ramps westbound at Harrison and First Streets (to I-80 eastbound) and southbound on Fifth Street (to I-80 eastbound). As set forth in the FEIR, no specific feasible improvements are available to address the impacts of ballpark traffic on freeways and freeway ramps, except for transit-related mitigation measures and travel demand management measures that would reduce but not eliminate the impacts of ballpark traffic on freeway on- and off-ramps.

The levels of service ("LOS") for some intersections in the Project vicinity would deteriorate to LOS E and F, signifying excessive delay (60 seconds or more) conditions. LOS of D (with delay in the range of 25 to 40 seconds) is the minimum acceptable operating condition for urban San Francisco streets. LOS E and F represent unacceptable operating conditions. No specific, feasible mitigation measures are available to the Project to improve all affected intersections to accepted levels of service beyond the measures already included in the Project.

Cumulative impacts on local transit systems include incremental increases and passenger loads on existing MUNI lines, and demand for new shuttle services to the ballpark and other South of Market area destinations. No specific, feasible mitigation measures are available to the Project to reduce to a level of insignificance these cumulative impacts on local transit systems.

Traffic noise impacts identified in the 2015 UCSF-Mission Bay Cumulative Scenario would cause a substantial increase in traffic noise in the Mariposa/De Haro Street area. The transportation mitigation discussion includes a proposed detour for non-ballpark traffic that would route non-ballpark traffic from Third Street west to Seventh Street between King and Mariposa Streets before and after ballgames. At Seventh and Townsend Streets, the detoured traffic would increase 8-hour CO concentrations to about 9.9 ppm, a new violation of eight-hour state and federal CO standards. No other location study would exceed the standards. No

specific, feasible mitigation measures are available to the Project to reduce to a level of insignificance the air quality impact.

Violations of the state one-hour and state/federal eight-hour carbon monoxide (CO) standards are anticipated at almost all of the study intersection receptors in the year 2000. By the year 2015, one-hour and eight-hour CO concentrations would decline at the modeled receptors at the study intersections because of increasingly stringent vehicular CO emission controls expected to be implemented over the next 20 years, and no violations of the state and or federal CO standards are anticipated. Transportation mitigation measures encouraging regional transit would reduce, but would not completely eliminate, vehicular air pollutant emissions below a level of significance. There are no specific, feasible mitigation measures available to the Project to reduce to a level of insignificance these air quality impacts.

The FEIR states that nitrogen oxide (NO_x) emissions attributable to the combination of ballpark traffic and traffic associated with other on-site uses in year 2000 of 101 pounds per day (lb/day) and in year 2015 of 82 lb/day would exceed the Bay Area Air Quality Management District's project threshold of 80 lb/day. Because the Project does not include the restaurant, the Project does not exceed the BAAQMD threshold in the year 2015 and therefore the significant, unavoidable NO_x impact for the year 2015 and beyond is eliminated.

The significant, unavoidable impacts listed in the FEIR and recited above assume some implementation by other City agencies and by agencies other than the City of the mitigation measures identified in the FEIR to reduce potentially significant impacts. The Port Commission has made a determination that these measures can and should be implemented by the other agencies. However, to the extent that these measures are not adopted, one or more of the following additional significant impacts could occur, depending on the nature of the mitigation measure(s) that is/are not implemented: additional and increased impacts on visual quality and lighting, the transportation and circulation system (including freeways and freeway ramps, arterials and intersections, impacts on local and regional transit systems and pedestrian circulation), water quality and aquatic ecology, and cultural resources. There are no specific, feasible mitigation measures available to the Project, other than those identified in the FEIR, to reduce these impacts to a level of insignificance.

VI. STATEMENT OF OVERRIDING CONSIDERATIONS.

Notwithstanding the significant effects noted above, pursuant to CEQA Section 21081(b), the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code, the Port Commission finds, after considering the FEIR, that specific overriding economic, legal, social and other considerations, as set forth below, outweigh the identified significant effects on the environment. In addition, the Port Commission finds that those Project Alternatives, Variants and mitigation measures either partially or totally rejected, are also rejected for the following specific economic, social or other considerations, in and of themselves, in addition to the specific reasons discussed in Articles III and IV above.

1. The Project provides the City with the ability to carry out the mandate of Proposition B by providing for a ballpark and related retail, commercial, assembly and entertainment uses at the Site.

2. The Project enables the City to achieve an implementable mixed-use development plan which will assist in transforming an under-utilized and under-developed industrial area characterized by deteriorated, obsolete or dysfunctional buildings to a vibrant, mixed-use waterfront development.

3. The Project provides significant public access to the waterfront where no such access currently exists, including a connection to existing public access on adjacent property. The Project incorporates an approximately 22-foot wide waterfront promenade along its right-field line which will connect two public plazas on either end of the Site. The Project provides public access both for ballgames and on non-game days. The Project enhances public enjoyment of and access to the San Francisco Bay and the Port's property by bringing many people of all ages to a place of public assembly and recreation adjacent to the shoreline. The Project Sponsor will construct public access improvements in connection with the development of the ballpark, including an extension of the Portwalk. The ballpark seating area and public access improvements will provide views of the Bay, the Channel, the Bay Bridge and the rest of the waterfront. The Project provides an attraction for many visitors to come to the waterfront and promotes opportunities for restaurants, entertainment and Bay-oriented commercial recreation activities in the surrounding area before and after baseball games and other permitted events.

4. Although the Project will have significant, unavoidable adverse impacts on certain components of the transportation system, it is located at an extremely transit-accessible site, and presents new opportunities to increase transit ridership and promote the City's transit-first policy and therefore achieves transportation goals for the Project itself, for the surrounding areas, and for the City and the region.

5. The Project provides a hazardous materials investigation and remediation program at an accelerated and coordinated level. The Plan Area is characterized by groundwater and soil contamination, and includes a number of buildings which contain hazardous materials. The Project includes a comprehensive environmental plan, which addresses groundwater monitoring and identifies procedures for handling, removal and disposal of hazardous materials contained in buildings on the Site.

6. The Project provides potential for economic revitalization of the Plan Area, such as a substantial generation of employment opportunities and increased sales, business license and other fees, taxes and revenues. The Project provides construction and permanent job opportunities for San Franciscans. The Project Sponsor estimates that the project will generate over 3,500 construction trade jobs and result in the retention in San Francisco of thousands of permanent jobs in the ballpark and in related businesses.

7. The Project will provide substantial new tax increment, 20% of which must by law be set aside for the production of affordable housing. This money will help to further

promote the goals of the Redevelopment Plan Area by providing additional sources of funding for affordable housing.

8. The Project includes a comprehensive system for transportation planning, including the BTCC, the TMP and the Transportation Routing Plan, which will ensure that traffic impacts are minimized to the greatest extent possible.

9. The Project will be constructed in accordance with the most contemporary seismic engineering standards, and will include a comprehensive Emergency Response Plan for its operations.

10. The impacts of the Project are based upon a conservative analysis which assumes, among other things, a sellout game. In addition, the impacts are of a special event nature, and will occur on an occasional and intermittent, rather than continual, basis. The Port Commission has taken these factors into account and believes it is appropriate to consider the frequency and duration of impacts in its weighing of Project impacts and benefits.

11. The City will consider inclusion of measures to protect and conserve existing housing, neighborhood parking and neighborhood character, and to minimize intrusion of ballpark traffic and related parked cars into residential areas. The City will propose public improvements over time such as traffic control and signal improvements, programmable parking meters, preferential parking programs, street resurfacing and restriping, improvements to sidewalks, new street lamps, litter receptacles and signage that will maintain the attractiveness and livability of adjacent neighborhoods.

12. The Project furthers the goals of the Port's Waterfront Land Use Plan.

Having considered these Project benefits, the Port Commission finds that the benefits of the Project outweigh the unavoidable adverse environmental effects, and that the adverse environmental effects are therefore acceptable.

Exhibit E

EXHIBIT 1

PACIFIC BELL PARK - MITIGATION MONITORING AND REPORTING PROGRAM

Introduction

Assembly Bill (AB) 3180 was enacted by the State Legislature to provide a mechanism to ensure that mitigation measures adopted through the California Environmental Quality Act (CEQA) process are implemented in a timely manner and in accordance with the terms of project approval. Under AB 3180, local agencies are required to adopt a monitoring or reporting program "designed to ensure compliance during project implementation."

The Pacific Bell Park Mitigation Monitoring Program ("Program"), pursuant to AB 3180 and CEQA Section 21081.6, provides the basic framework through which adopted mitigation measures will be monitored to ensure implementation. Responsibility for implementation of various measures falls on numerous City agencies, including: the Port of San Francisco (Port), San Francisco Redevelopment Agency (Agency), Department of Public Works (DPW), Department of Parking and Traffic (DPT), the Department of Public Health (DPH) and the San Francisco Municipal Railway (MUNI), other agencies including CalTrain, Bay Area Rapid Transit (BART), the Bay Area Air Quality Management District (BAAQMD), and the U.S. Coast Guard, as well as the project sponsor (Giants).

The following table identifies, for each mitigation measure included in the Final Environmental Impact Report (FEIR), the measure, the responsible agency, the time frame for implementation, any performance criteria specific to that measure or measures, and any other specific requirements. The full text of each measure is not provided in the Program, but rather is included in Exhibit 2 to Attachment A of the Resolution to which this document is attached. Exhibit 2 also contains Appendix A, which includes measures that are not mitigation measures, but which, if adopted, would address non-significant impacts of the Project.

The implementation of mitigation measures, as well as the mitigation monitoring action and schedule, are tied to the Pacific Bell Park project ("project") development and approval process.

While this Program generally outlines the actions, responsibilities, and schedule for mitigation monitoring, it does not attempt to specify the detailed procedures to be used to undertake or verify implementation (e.g., interactions between the Agency and the City, use of private consultants, approval of plans, site inspections, etc.). Also, decision-makers may adopt other conditions of approval, independent of this mitigation monitoring program.

EXHIBIT I - PACIFIC BELL PARK MITIGATION MONITORING AND REPORTING PROGRAM

MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
A. VISUAL QUALITY and LIGHTING				
A1. PARKING AREA LIGHTING				
<p>Design parking area lighting to minimize off-site glare. The design could include 45-degree cutoff angles on light fixtures to focus light within the site, and specifications that spill lighting from parking areas would be 0.25 foot-candle or less at 5 ft. from the property line of the parking areas.</p>				
	Project sponsor		<ul style="list-style-type: none"> ● Submit designs and specifications to Zoning Administrator prior to erection of lighting. ● Conduct initial tests to verify compliance with specifications. ● Provide test results to the Zoning Administrator. 	Zoning Administrator, Port

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
B. TRANSPORTATION and CIRCULATION				
B1. BALLPARK TRANSPORTATION COORDINATION COMMITTEE (BTCC)				
Form a Ballpark Transportation Coordinating Committee (BTCC) to implement and monitor the operation of the transportation mitigation program. This committee should include, for example, a transportation coordinator from the Giants staff, and representatives from the Department of Parking and Traffic (DPT), the Department of City Planning, the Police Department, MUNI, CalTrain, BART, and the ferry service operators. The committee also could include representatives of neighborhood or special interest groups, and property owners. Take care to avoid creating such a large committee that appropriate actions cannot be taken quickly.	Project sponsor, Planning Department (DCP), Port of San Francisco (Port), Redevelopment Agency, Department of Parking and Traffic (DPT), Police Department, MUNI, Caltrans, BART, ferry service operators	Form BTCC as soon as feasible following obtaining project approvals.	<ul style="list-style-type: none"> Oversee establishment of Committee and membership. Ensure that operating procedures and regular meeting times are established. 	Port
B2. TRANSPORTATION MANAGEMENT PLAN (TMP)				
The primary initial responsibility of the BTCC shall be to refine and adopt a Transportation Management Plan (TMP), based on a draft submitted by the project sponsor. The BTCC shall also have the responsibility of implementing the TMP.	BTCC	<ul style="list-style-type: none"> Complete and adopt prior to the first ballpark event. Revise as necessary to reflect actual experience. 	<ul style="list-style-type: none"> Confirm adoption of plan prior to the first ballpark event. Monitor ongoing refinements through participation in the BTCC. 	Port, DPT
The ultimate objective of the TMP would be the efficient movement of people to and from, and within the vicinity of, the ballpark. A main feature of the TMP would be a Traffic Routing Plan, detailed in measure B3. Additionally, the TMP would include measures to address transportation concerns including transportation demand management, transit use and improvements, pedestrians movement, and mitigation of impacts on area residents and businesses.				

MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
TRAFFIC MITIGATION MEASURES				
B3. TRAFFIC ROUTING PLAN (TRP)				
Adopt and implement a Traffic Routing Plan (TRP), comparable to that identified and analyzed in the EIR, as part of the TMP.	BTCC	The TRP shall be in place and the specific measures described below shall be implemented prior to the first ballpark event.	<ul style="list-style-type: none"> ● Confirm that all required actions described below, including construction of improvements and establishment of operating procedures, have occurred prior to the first ballpark event. ● Ongoing monitoring will be conducted by the Port through the BTCC. 	Port, DPT, DPW, BTCC

Specific traffic routing measures shall include the following:

- Install signs on northbound U.S. 101 approaching I-280 to guide project traffic to use I-280.
- ~~Install~~ ^{Install} guide signs to designated project parking areas as needed.
- ~~Install~~ ^{Install} changeable message signs on northbound I-280 south of Cesar Chavez Street and in advance of the split between King Street and Sixth/Brannan Street ramps. Use messages that guide through traffic around the area and ballpark traffic to the nearest project parking area. Post detour signs as necessary on I-280 south of Mariposa Street to guide motorists to alternate ramps (e.g., Cesar Chavez or Sixth Street).

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
• Post parking attendants on Third Street north of Fourth Street and on Fourth Street near Third, before a game, to form an entrance to the designated ballpark parking area.	DPT, project sponsor			
• Implement controls to limit the use of Third Street between King and Sixteenth Streets by non-ballpark traffic, including these or similar measures:	DPT, DPW, MUNI			
• Place barriers across Third Street 100 feet (ft.) south of the south end of the Lefty O'Doul Bridge and on the south side of the intersection of Third/Berry Streets to block vehicle access to the bridge for the hour before and after games or other events.	DPT/DPW			
• Prior to street closures, place "Recommended Detour" signs along the Cesar Chavez, Potrero Avenue and Seventh Street alternate routes.	DPT/DPW			
• Use PCOs at the intersections of Third/Sixteenth Streets, King/Second Streets, and King/Fourth Streets to enforce the mandatory detour around the Lefty O'Doul Bridge. About 10 PCOs would be required at these intersections and to control pedestrian flows near the ballpark.	DPT			
• Place a temporary "Local Traffic Only" sign on Sixth Street at the Sixteenth Street intersection to discourage attempts to use of Sixth as a bypass around the Third Street detour.	DPT/DPW			
• Reserve a lane for transit vehicles only on Third Street, and use traffic cones to keep pedestrians out of the transit lane.	DPT			
• Establish parking attendant lanes and begin parking for the ballgame once the mandatory detour at Sixteenth Street and Third Street is in operation and the barriers south of the bridge are in place.	DPT			

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
<ul style="list-style-type: none"> Keep the barriers in place following the game until pedestrian and bus transit/light rail movements have substantially cleared from the periphery of the ballpark and on the Lefty O'Doul Bridge. This is estimated to occur one hour after the game ends. 	DPT			
<ul style="list-style-type: none"> Control and route traffic so that the land uses on Berry Street between Third and Fourth Streets have access to the portion of Third Street between Berry and King Street at all times. These uses are the China Basin Landing Building and the future uses planned for the Mission Bay project north of Berry Street. PCOs would need to control traffic on this short section of Third Street. On eastbound King Street at Third Street, traffic destined for these land uses should be allowed to turn right in order to reach Berry Street. Traffic exiting these uses from Berry Street would turn left onto northbound Third Street and be allowed by the PCOs through the Third and King Street intersection. 	DPT			
<ul style="list-style-type: none"> Provide truck access to businesses on the north side of King Street between Second and Third Streets as needed during pre- and post-game closures. PCOs would need to allow deliveries on this segment of King Street, making sure that trucks did not interfere with bus bridge and MMX loading and unloading before and after ballgames. 	DPT			
<ul style="list-style-type: none"> Work with the Coast Guard and involve property owners and tenants with boats docked in China Basin Channel to develop a set of procedures that would minimize the Peter Maloney Bridge and Lefty O'Doul Bridge openings for about 45 minutes to an hour before and after a game. 	DPT, U.S. Coast Guard, project sponsor			
<ul style="list-style-type: none"> Work with property owners and tenants (e.g., Mission Bay Golf Center) along Channel Street, Owens Street, and China Basin Street between Fourth Street and Sixteenth Street to manage ballpark traffic between the Giants ballpark parking lots and Sixteenth Street. For example, PCOs and barriers may be needed across Owens Street near Sixteenth Street and Channel Street at the west end of the Giants' parking area west of Fourth Street to restrict ballpark traffic from using Channel and Owens Streets if necessary. 	DPT, project sponsor			

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
• Route private game-oriented charter buses to a passenger loading and bus staging area proposed on the east side of Third Street at the intersection with Fourth and Mission Rock Streets. Charter buses would be directed to approach this location from Fourth Street from the north and Third Street from the south and to avoid the residential area east of Second Street and South of Bryant Street. Ingress to the staging area could be provided from Third Street with egress onto Mission Rock Street. Passengers would walk to and from the ballpark along Third Street, which would be closed to traffic. The PCOs located at intersections along the Third and Fourth Street routes would be instructed to give priority to MUNI vehicles and charter buses to the extent that is practical. A priority access/egress route for charter buses, such as that now provided at 3Com Park, would not be available. This lack of priority may inhibit charter bus operations as compared with the current level of usage at 3Com Park.	DPT			
• Install a permanent guide sign on northbound U.S. 101 approaching the Vermont Street off-ramp as follows: <i>Giants Ballpark Traffic Use Seventh Street Exit.</i>	Caltrans			
• Install a permanent guide sign on the northeast corner of Vermont and Mariposa Streets directed toward off-ramp traffic with a directional arrow toward northbound Vermont Street as follows: <i>Giants Ballpark Traffic Use Vermont Street.</i>	DPT/DPW			
• Install a permanent guide sign on the southeast corner of the intersection of Vermont and Sixteenth Streets with a directional arrow toward eastbound Sixteenth Street to access dedicated Giants parking south of China Basin Channel as follows: <i>Giants Ballpark Traffic Use Sixteenth Street</i> with a directional arrow toward eastbound Sixteenth Street for access to dedicated Giants parking south of China Basin Channel. Alternatively, traffic could continue north on Vermont Street to access private parking facilities north of China Basin Channel.	DPT/DPW			

MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
● Place barriers and PCOs at King/Third and King/Second Streets restricting access to King Street. Between Second and Third Streets, the south side of King Street would be restricted to pedestrians and bicycles while the north side (westbound direction) would be available for MUNI shuttle buses traveling south from Market Street on Second Street, loading/unloading passengers along the north side of King Street and returning to Market Street via Third Street.	DPT/DPW			
● Place barriers, chains and a <i>No Ballpark Traffic</i> sign at the east side of Brannan/Second Streets, west side of Brannan/Embarcadero, west side of South Park Avenue/Second Street and the east side of South Park Avenue/Third Street to restrict through traffic in residential areas. These measures would be instituted only if actual monitoring of traffic conditions determines the need to discourage through traffic in these areas.	DPT/DPW			

B4. ADDITIONAL TRANSIT SERVICES

Provide MUNI Metro Extension (MMX) service at four cars per train serving the MUNI ballpark on a regular schedule.

Prior to the first ballpark event.

Confirm provision of service.

MUNI

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
B5. FERRY SERVICE				
Project sponsor would participate in the public-private partnership of major Bay Area governmental agencies and ferry service providers, including BCDC, MTC, the Bay Area Council, BADCAT/BAEF, GGNRA, the US Park Service, Caltrans, the Golden Gate Bridge District, AC Transit, the Port of Oakland, and the Blue and Gold Fleet and other public and private ferry operators, which is currently proposing to undertake a study of the feasibility of an expanded Regional Ferry Transportation System. At the conclusion of the study, project sponsor would make good faith efforts to assist in implementing feasible study recommendations relating to ballpark ferry service. At that time, project sponsor would also undertake measures to enhance the attractiveness of ferry service as a mode of transportation for ballpark events.	Project sponsor	Provide status report to Port prior to the first ballpark event.	<ul style="list-style-type: none"> ● Confirm participation in study. ● Require status report regarding good faith efforts and other measures undertaken prior to opening of ballpark. 	Port
B6. CALTRAIN SERVICE				
Develop a CalTrain service and financial program to accommodate Peninsula ballpark patrons within the financial and operations capacities of JPB member agencies. Add two cars for departing trains after weekend day games.	CalTrain, BTCC	Establish service prior to first ballpark event.	Monitor service on an ongoing basis in conjunction with the BTCC.	BTCC

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
B7. TRANSIT INCENTIVE PROGRAM				
Develop and implement a program for the ballpark that encourages transit use and other alternative modes of travel to the ballpark. This program shall be designed and implemented prior to the opening of the ballpark and shall continue on an ongoing basis. The purpose of the transit incentive program shall be to develop strategies to reduce ballpark parking demand through education, marketing and incentives. Such measures may include charging for parking in the dedicated lots, concession discounts to fans who show evidence of riding on transit or ballpark shuttles, and an informational campaign regarding transit schedules, availability and convenience. Ballpark parking should be priced at a relatively high level, to encourage transit use.	Project sponsor	<ul style="list-style-type: none"> ● Establish prior to the first ballpark event. ● Ongoing modification as appropriate. 	<ul style="list-style-type: none"> ● Participate in the BTCC. ● Review and comment on program and any modifications. 	Port, BTCC
B8. TRANSPORTATION DEMAND MANAGEMENT				
Develop a transportation demand management (TDM) plan for employees and concessionaires.	Project sponsor, BTCC	<ul style="list-style-type: none"> ● Establish prior to the first ballpark event. ● Ongoing modifications as appropriate. 	<ul style="list-style-type: none"> ● Participate in the BTCC. ● Review and comment on program and any modifications. 	Port, BTCC

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
B9. PUBLIC INFORMATION/OUTREACH PROGRAMS				
<p>Develop public information/outreach programs that shall include the following types of actions:</p> <ul style="list-style-type: none"> ● Work with transit and private parking operators and game ticket distributors to offer transit and parking passes when fans purchase tickets. ● Consider scheduling some of the approximately 13 weekday afternoon games for a late 3:30 - 4:00 p.m. start time instead of a 12:35 p.m. start. ● Develop a brochure, information packet, and/or internet web page providing full information about ballpark travel options. 	Project sponsor, BTCC	<ul style="list-style-type: none"> ● Establish prior to the first ballpark event. ● Ongoing modification of programs as appropriate. 	<ul style="list-style-type: none"> ● Participate in the BTCC. ● Review and comment on program. ● Request status report regarding weekday afternoon start time decision. 	Port, BTCC

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
B10. MOTORIST INFORMATION SYSTEM (MIS)				
<p>Develop an MIS program to provide motorists and all travelers to and from the ballpark with real-time information about traffic, parking, and transit before and after games. It could include the following types of measures:</p> <ul style="list-style-type: none"> ● Use existing sports and news oriented radio stations to broadcast travel conditions. ● Establish a cellular phone hot-line which provides up-to-date travel information. ● Participate in the ongoing Bay Area TravInfo system which provides up-to-date travel data to participants. TravInfo is a program sponsored by the Metropolitan Transportation Commission and Caltrans to provide travelers with access to accurate, real-time information regarding travel conditions. ● Implement a low-frequency radio station(s) to provide motorists with traffic and parking information in the vicinity of the ballpark. 	Project sponsor, BTCC	<ul style="list-style-type: none"> ● Establish prior to the first ballpark event. ● Modify as appropriate. 	<ul style="list-style-type: none"> ● Participate in the BTCC. ● Review and comment on program and any modifications. 	Port, BTCC
<p>11. SPECIAL EVENTS</p> <ul style="list-style-type: none"> ● Implement elements of the TMP as appropriate and recommended by the BTCC for non-ballgame special events, as described on FEIR page V.47. ● Notify the BTCC of any large, special events designed for more than 42,000 spectators and submit a special transportation plan to the committee defining the measures to be implemented in order to mitigate the impacts of the event which might go beyond those of a normal sellout ballgame. 	Project sponsor, BTCC	<ul style="list-style-type: none"> ● Address in TMP. ● Prepare plans as required based on events. 	<ul style="list-style-type: none"> ● Require plan for special events. ● Monitor through the BTCC. 	Port, BTCC

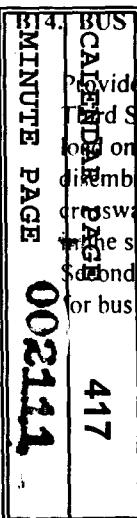
MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
TRANSIT MITIGATION MEASURES				
B12. FACILITATE AND ACCOMMODATE MUNI METRO EXTENSION	MUNI, DPT, DPW	The measures described below shall be in place and the specific measures implemented prior to the first ballpark event.	<ul style="list-style-type: none"> ● Confirm that all required actions described below, including construction of improvements and establishment of operating procedures, are in place prior to the first ballpark event. ● Monitor through the BTCC. 	BTCC
B12A. Operational Measures				
<ul style="list-style-type: none"> ● Close King Street between Second and Third Streets before and after games as specified above. 	DPT			
<ul style="list-style-type: none"> ● Open doors on the street side of the vehicle after games. 	MUNI			
<ul style="list-style-type: none"> ● Have proof-of-fare payment in effect, which requires patrons to display proof that they have paid the fare only upon request by a MUNI official. MUNI personnel could check for proof-of-fare payment in the boarding area, on the train, or at departure stations. 	MUNI			
<ul style="list-style-type: none"> ● Provide MUNI ticket dispensing machines in the ballpark so that fans can purchase them during games. 	MUNI, project sponsor			

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
B12B. King Street Right of Way Capital Improvements				
● Remove cobblestones and replace with a flat-boarding surface.	DPW			
● Extend the curb about 5-6" toward the tracks to close the gap between the curb and the vehicle.	DPW			
● Relocate drains due to curb relocation.	DPW			
● Use tree grates to replace open pits.	DPW			
● Cover conduits.	DPW			
● Relocate "Second Street" sign.	DPW			
● Fence the transit trackway between crosswalks.	MUNI, DPW			

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
B12C. Other Capital Improvements				
● Extend the mid-block crossing to the westbound lane of King Street; install traffic signal at that location.	DPW			
● Place some limited signs to indicate procedures for post-game activity.	DPW			
● Install moveable barriers at stations depending on fare collection process.	DPW, MUNI			
● Provide low fencing on at least the south side of the trackway (and possibly the north side as well, if required) between the crosswalks west of the platform and the crosswalk at Third Street.	DPW			
B13. TRANSIT PRIORITY				
Provide transit lanes and remove parking on the east side of Third Street between King and Market Streets from 3:00 to 5:00 p.m. after weekday games and from 6:00 to 8:00 p.m. on weekday night games. Also position PCOs along Second Street as required during these times.	DPW, DPT, MUNI	As required for specified times.	<ul style="list-style-type: none"> ● Confirm that transit lanes and PCOs are provided. ● Monitor through the BTCC. 	DPW, DPT, MUNI
B14. BUS BRIDGE Provide a bus bridge between the ballpark and the area of Market Street near Third Street and the Montgomery Street BART Station. Pre-game buses would load on Second Street between Market and Stevenson Streets. Passengers would disembark on the north side of King Street and passengers would cross at crosswalks at either Second or Third Streets. Post-game operations would occur in the same locations, but in reverse order. At either time, buses would run on Second Street southbound and Third Street northbound. See p. IV. 185 of EIR for bus bridge details.	MUNI, DPT	As required for ballgames and other events.	<ul style="list-style-type: none"> ● Confirm that bus bridge is provided. ● Monitor through the BTCC. 	MUNI, DPT



MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
PEDESTRIAN MITIGATION MEASURES				
B15. CLOSE LEFTY O'DOUL BRIDGE				
Close the Lefty O'Doul bridge to vehicular traffic (except MUNI) one hour before and one hour after the game in order to allow pedestrians and bicyclists full use of the bridge. Before and after ballgames, cover the parts of the bridge used by pedestrians with a material more amenable to walking.	DPT, project sponsor	<ul style="list-style-type: none"> ● Close the bridge for games and other events as required. ● Have bridge covering system in place prior to the first ballpark event. 	<ul style="list-style-type: none"> ● Confirm that closing system is in place. ● Confirm that bridge covering is in place. ● Monitor through the BTCC. 	DPT
B16. BERRY STREET SIDEWALK AND/OR CHINA BASIN CHANNEL WALKWAY				
Include as a suggested improvement measure to be considered by the BTCC for possible adoption as part of the re-routing plan described in mitigation measure B3.	DPT/DPW/BTCC	<ul style="list-style-type: none"> ● BTCC to consider as part of formulation of traffic routing plan described in measure B3. 	<ul style="list-style-type: none"> ● Confirm that this measure has been considered. ● Monitor through the BTCC. 	DPT, DPW, BTCC
B17. CROSSWALK IMPROVEMENTS				
Change the signal timing at the intersections of King Street at Second Street and King Street at Third Street to provide pedestrians more time to cross.	DPT/DPW	Prior to the first ballpark event.	<ul style="list-style-type: none"> ● Confirm that timing changes have been made. ● Monitor through the BTCC. 	DPT, DPW, BTCC
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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
C. NOISE				
C1. CONCERT NOISE				
All concerts at the ballpark featuring live amplified music shall comply with all applicable laws, including but not limited to the San Francisco Police Code. With the exception of five (5) concerts per year, the following additional restrictions shall apply: project sponsor shall perform a sound test, and on the basis of this test, establish a limit on music noise in the ballpark that would result in increases in exterior noise at representative residential receptors in the adjoining neighborhood of no greater than 3 decibels above the then-existing ambient hourly average (L_{eq}) noise levels at those receptor locations.	Project sponsor	Perform sound test prior to first live amplified music; ongoing monitoring.	<ul style="list-style-type: none"> • Confirm results of test. • Perform ongoing monitoring of noise levels. 	Port
C2. PILE-DRIVING NOISE				
Consult with the Port to determine the times when pile driving would cause the least disturbance to neighboring uses. Require the construction contractor to limit pile-driving activity to result in the least disturbance to people. This could require a work permit pursuant to San Francisco Noise Ordinance Section 2908, if pile driving during nighttime hours were required.	Project sponsor	Prior to commencement of pile driving.	<ul style="list-style-type: none"> • Consult with project sponsor. • Monitor compliance with permit. • Review pre-drilling plan. 	DPW, Port
Require the construction contractor to pre-drill holes for piles (if feasible, based on soils) to the maximum feasible depth, to minimize noise and vibration from pile driving. The actual pounding from pile driving would occur during a five- to eight-minute span per pile, if pre-drilling is feasible.				

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D. AIR QUALITY

D1. CONSTRUCTION PM₁₀

Require the contractor to implement the following, developed from the Bay Area Air Quality Management District's (BAAQMD) master list of feasible PM₁₀ control measures, at all construction sites of the proposed project:

- Water all active construction areas at least twice a day, or as needed to prevent visible dust plumes from blowing off-site.
- Use tarpaulins or other effective covers for on-site storage piles and for haul trucks that travel on streets.
- Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all *unpaved* parking areas and staging areas at construction sites.
- Sweep all *paved* access routes, parking areas, and staging areas daily (preferably with water sweepers).
- Sweep streets daily (preferably with water sweepers) if visible amounts of soil material are carried onto public streets.
- The BAAQMD recommends suspending excavation and grading on large construction sites when high winds cause visible blowing dust. This measure would be included by the project sponsor as a condition of the construction contract.
- Obtain reclaimed water from the Clean Water Program for dust control purposes during construction.

During construction.

- Confirm inclusion in construction contracts.

- Monitor ongoing compliance through site visits as appropriate.

Port

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
E. SEISMICITY				
E.1. EMERGENCY EVACUATION PLANNING				
Develop an Evacuation Plan for the proposed ballpark for use in the event of an emergency situation which necessitated partial or complete evacuation of the facility.	Project sponsor	Establish prior to the first ballpark event.	Review plan.	Office of Emergency Services
E. WATER QUALITY and AQUATIC ECOLOGY				
F1. SHALLOW-DRAFT TUGBOATS FOR TURBIDITY MINIMIZATION				
Require the construction contractor to use shallow-draft tugboats to prevent turbidity and sediment re-suspension caused by tugboat activity.	Project sponsor	During waterside construction.	Confirm inclusion in construction contracts.	Port
Require the construction contractor to operate the tugboats at the minimum speed necessary to maintain maneuverability of the barges.				

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
F2. MONITORING OF PACIFIC HERRING SPAWNING				
Specify in construction contracts that if tugboat use or pile driving activities in the Bay were scheduled during the peak spawning season of December 1 to March 1 the following conditions must be fulfilled:	Project sponsor	During waterside construction.	Confirm inclusion in construction contracts.	Port
<ul style="list-style-type: none"> ● A professional fisheries biologist, or other individual sufficiently competent to identify herring spawning activity, would monitor the project site daily at any time when tugboats are in use or pile driving activity occurs in the Bay. ● In the event that the on-site biologist or qualified staff person detects herring spawning at, or within 200 meters of, tugboat berthing areas or areas in the Bay where pile driving activity is taking place, the biologist or qualified staff person would immediately notify the Environmental Review Officer and the ballpark construction manager who would cease tugboat use and all pile driving activity in the Bay for a minimum of 14 days, or until the on-site biologist determines that the hatch has been completed and larval herring have left the site. Any tugboat operations and/or any pile driving activity in the Bay may be resumed thereafter. 				
F. SILT CURTAIN FOR SUB-MARINE PILE-DRIVING AND BULKHEAD REPAIR				
Install a silt curtain for sub-marine pile-driving activities around each pilot hole location prior to drilling the holes and driving the piles.	Project sponsor	During waterside construction.	Confirm inclusion in construction contracts.	Port
Ensure that an underwater silt curtain be used to surround areas of the bulkhead that are scheduled for repair during the peak spawning season.				

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MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
F4. DEBRIS CONTROL DURING BULKHEAD REPAIR				
Require the contractor for the bulkhead repair work to use suspended or floating platforms covered with tarps and to use catch-nets. Replace tarps as necessary. Place catch-nets of a sufficient gauge beyond the edges of the platforms and placed flush against the curtain wall of the bulkhead to ensure that all debris is prevented from entering the Channel.	Project sponsor	During waterside construction.	Confirm inclusion in construction contracts.	Port
F5. PREVENTION OF TOXIC SPILLS FROM PIER 46B DISCHARGE PIPE				
Require the contractor for the bulkhead repair work to inspect the discharge pipe with a probe for the presence of toxic material. If material is found in the pipe, a sample would be collected and tested at a certified laboratory. If laboratory results show that the material is hazardous or toxic, the material either would be removed from the pipe before it is removed from the bulkhead, or the pipe would be plugged prior to removal, so that spills of toxic material into the Channel are prevented. Any toxic material found would be disposed of at an approved facility.	Project sponsor	During waterside construction.	Confirm inclusion in construction contracts.	Port
F6. ENCLOSURE OF ZINC APPLICATION AREA				
Specify in construction contracts that the working area for application of zinc coating to the bulkhead be enclosed to the extent feasible with impervious material to contain excess spray and over-drift.	Project sponsor	During waterside construction.	Confirm inclusion in construction contracts.	Port

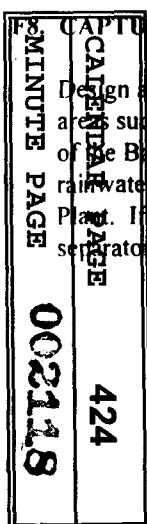
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F7. LITTER CONTROL

Prevent litter generated by waterfront areas associated with the ballpark from entering China Basin Channel by the placement of trash receptacles, regular collection of trash, public notices, and regular skimming of the surface of China Basin Channel. Trash receptacles shall be conveniently placed and widely available for public use along the Port Walk, the Lefty O'Doul and Peter Maloney bridges, and in all of the South of Channel parking lots proposed to be dedicated for ballpark use. Receptacles shall be emptied regularly and trash picked up regularly so overflows of garbage in those areas are minimized. Trash collection shall occur before and after games, and as needed during non-game times. Specific maintenance staff shall be assigned to perform trash collection along the Port Walk. Signs or warnings shall be posted along the bridges and Port Walk to encourage users of the ballpark to dispose of litter properly. Signs or warnings shall also be posted at the South of Channel parking lots.

Provide maintenance staff and resources to skim the Channel edges east of the Lefty O'Doul Bridge and the Bay shoreline adjacent to the South of Channel parking lots at frequent and regular intervals. Because floating litter tends to drift, skimming would be needed along the entire length of the Channel, at the mouth of the Channel, and in the areas along the Bay shoreline adjacent to the South of Channel parking areas.



CAPTURE OF STORM WATER ON SOUTH OF CHANNEL PARKING AREAS

Design and construct drainage improvements for the South of Channel parking areas such that no storm water runoff would directly enter China Basin Channel or the Bay without treatment. Drainage improvements would convey collected rainwater to City Sewers for treatment at the Southeast Water Pollution Control Plant. If storm water inlets are provided at the parking areas, install oil/water separators at each inlet.

Project sponsor

Prior to use of parking.

Submit design to Zoning Administrator and DPW prior to construction of parking areas.

Zoning Administrator, Port

MEASURE/MITIGATION	MITIGATION RESPONSIBILITY	MITIGATION SCHEDULE	MONITORING ACTIONS / SCHEDULE	MONITORING RESPONSIBILITY
<u>G. CULTURAL RESOURCES</u>				
G1. SUBSURFACE RESOURCES				
Retain an archaeologist and follow requirements outlined on pages 13 - 14 of Exhibit 2.	Project sponsor	Prior to, during and after construction.	Set forth on pages 13 - 14 of Exhibit 2.	DCP

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EXHIBIT 2

PACIFIC BELL PARK MITIGATION MEASURES

A. VISUAL QUALITY AND LIGHTING

A1. PARKING AREA LIGHTING

Design parking area lighting to minimize off-site glare. The design could include 45-degree cutoff angles on light fixtures to focus light within the site, and specifications that spill lighting from parking areas would be 0.25 foot-candle or less at 5 ft. from the property line of the parking areas.

B. TRANSPORTATION AND CIRCULATION

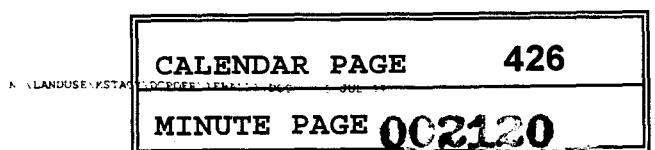
B1. BALLPARK TRANSPORTATION COORDINATION COMMITTEE

Form a Ballpark Transportation Coordinating Committee (BTCC) to implement and monitor the operation of the transportation mitigation program. This committee should include, for example, a transportation coordinator from the Giants staff, and representatives from the Department of Parking and Traffic (DPT), the Department of City Planning, the Police Department, MUNI, CalTrain, BART, and the ferry service operators. The committee also could include representatives of neighborhood, special interest groups, and property owners. Take care to avoid creating such a large committee that appropriate actions cannot be taken quickly.

B2. TRANSPORTATION MANAGEMENT PLAN

The primary initial responsibility of the BTCC shall be to refine and adopt a Transportation Management Plan (TMP), based on a draft submitted by the project sponsor. The BTCC shall also have the responsibility of implementing the TMP. The TMP should be based upon accepted planning practices and principles with emphasis on incentives for transit, pedestrian, and bicycle modes and disincentives for auto modes. In particular it should encourage downtown employees and visitors to walk, bike, or ride transit to the ballpark, and to leave their cars at home or in existing lots away from the ballpark.

The ultimate objective of the TMP would be the efficient movement of people to and from, and within the vicinity of, the ballpark. A main feature of the TMP would be a Traffic Routing Plan, detailed in measure B3. Additionally, the TMP would include measures to address transportation concerns including transportation demand management, transit use



and improvements, pedestrians movement, and mitigation of impacts on area residents and businesses.

TRAFFIC MITIGATION MEASURES

B3. TRAFFIC ROUTING PLAN

Adopt and implement as part of the TMP a Traffic Routing Plan, comparable to that identified and analyzed in the EIR. The general goals of the Traffic Routing Plan shall be as follows:

- 1) Direct non-project traffic to alternate routes to allow project traffic and other local traffic to use the streets leading to the ballpark and ballpark parking.
- 2) Discourage traffic intrusion into nearby residential neighborhood areas to the maximum extent feasible.
- 3) Maintain a reasonable level of access to all properties in the project area.
- 4) Provide motorists with traffic detour and alternate route information prior to arrival in the ballpark vicinity.
- 5) Disperse ballpark traffic quickly after games to a variety of traffic routes.
- 6) Flexibly accommodate traffic conditions as they change due to different types and sizes of events at different times of year, different days of the week, and different times of day.

Specific traffic routing measures shall include the following:

- Install signs on northbound U.S. 101 approaching I-280 to guide project traffic to use I-280.
- Install guide signs to designated project parking areas as needed.
- Install changeable message signs on northbound I-280 south of Cesar Chavez Street and in advance of the split between King Street and Sixth/Brannan Street ramps. Use messages that guide through traffic around the area and ballpark traffic to the nearest project parking area. Post detour signs, as necessary, on I-280 south of Mariposa Street to guide motorists to alternate ramps (e.g., Cesar Chavez or Sixth Street).
- Post parking attendants on Third Street north of Fourth Street and on Fourth Street near Third, before a game, to form an entrance to the designated ballpark parking area.

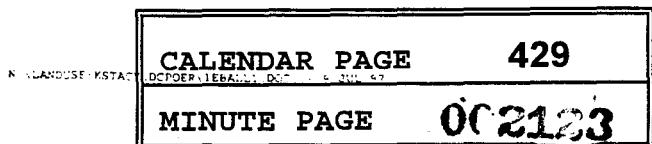
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- Implement controls to limit the use of Third Street between King and Sixteenth Streets by non-ballpark traffic, including these or similar measures:
- Place barriers across Third Street 100 feet (ft.) south of the south end of the Lefty O'Doul Bridge and on the south side of the intersection of Third/Berry Streets to block vehicle access to the bridge for the hour before and after games or other events.
- Prior to street closures, place “Recommended Detour” signs along the Cesar Chavez, Potrero Avenue and Seventh Street alternate routes.
- Use PCOs at the intersections of Third/Sixteenth Streets, King/Second Streets, and King/Fourth Streets to enforce the mandatory detour around the Lefty O'Doul Bridge. About 10 PCOs would be required at these intersections and to control pedestrian flows near the ballpark.
- Place a temporary “Local Traffic Only” sign on Sixth Street at the Sixteenth Street intersection to discourage attempts to use of Sixth as a bypass around the Third Street detour.
- Reserve a lane for transit vehicles only on Third Street, and use traffic cones to keep pedestrians out of the transit lane.
- Establish parking attendant lanes and begin parking for the ballgame once the mandatory detour at Sixteenth Street and Third Street is in operation and the barriers south of the bridge are in place.
- Keep the barriers in place following the game until pedestrian and bus transit/light rail movements have substantially cleared from the periphery of the ballpark and on the Lefty O'Doul Bridge. This is estimated to occur one hour after the game ends.
- Control and route traffic so that the land uses on Berry Street between Third and Fourth Streets have access to the portion of Third Street between Berry and King Street at all times. These uses are the China Basin Landing Building and the future uses planned for the Mission Bay project north of Berry Street. PCOs would need to control traffic on this short section of Third Street. On eastbound King Street at Third Street, traffic destined for these land uses should be allowed to turn right in order to reach Berry Street. Traffic exiting these uses from Berry Street would turn left onto northbound Third Street and be allowed by the PCOs through the Third and King Street intersection.
- Provide truck access to businesses on the north side of King Street between Second and Third Streets as needed during pre- and post-game closures. PCOs would need to allow deliveries on this segment of King Street, making sure that trucks did not interfere with bus bridge and MMX loading and unloading before and after ballgames.
- Work with the Coast Guard and involve property owners and tenants with boats docked in China Basin Channel to develop a set of procedures that would minimize the Peter Maloney

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Bridge and Lefty O'Doul Bridge openings for about 45 minutes to an hour before and after a game.

- Work with property owners and tenants (e.g., Mission Bay Golf Center) along Channel Street, Owens Street, and China Basin Street between Fourth Street and Sixteenth Street to manage ballpark traffic between the Giants ballpark parking lots and Sixteenth Street. For example, PCOs and barriers may be needed across Owens Street near Sixteenth Street and Channel Street at the west end of the Giants' parking area west of Fourth Street to restrict ballpark traffic from using Channel and Owens Streets if necessary.
- Route private game-oriented charter buses to a passenger loading and bus staging area proposed on the east side of Third Street at the intersection with Fourth and Mission Rock Streets. Charter buses would be directed to approach this location from Fourth Street from the north and Third Street from the south. Ingress to the staging area could be provided from Third Street with egress onto Mission Rock Street. Passengers would walk to and from the ballpark along Third Street, which would be closed to traffic. The PCOs located at intersections along the Third and Fourth Street routes would be instructed to give priority to MUNI vehicles and charter buses to the extent that is practical. A priority access/egress route for charter buses, such as that now provided at 3Com Park, would not be available. This lack of priority may inhibit charter bus operations as compared with the current level of usage at 3Com Park.
- Install a permanent guide sign on northbound U.S. 101 approaching the Vermont Street off-ramp as follows: ***Giants Ballpark Traffic Use Seventh Street Exit***.
- Install a permanent guide sign on the northeast corner of Vermont and Mariposa Streets directed toward off-ramp traffic with a directional arrow toward northbound Vermont Street as follows: ***Giants Ballpark Traffic Use Vermont Street***.
- Install a permanent guide sign on the southeast corner of the intersection of Vermont and Sixteenth Streets with a directional arrow toward eastbound Sixteenth Street to access dedicated Giants parking south of China Basin Channel as follows: ***Giants Ballpark Traffic Use Sixteenth Street*** ö with a directional arrow toward eastbound Sixteenth Street for access to dedicated Giants parking south of China Basin Channel. Alternatively, traffic could continue north on Vermont Street to access private parking facilities north of China Basin Channel.
- Place barriers and PCOs at King/Third and King/Second Streets restricting access to King Street. Between Second and Third Streets, the south side of King Street would be restricted to pedestrians and bicycles while the north side (westbound direction) would be available for MUNI shuttle buses traveling south from Market Street on Second Street, loading/unloading passengers along the north side of King Street and returning to Market Street via Third Street.
- Place barriers, chains and a ***No Ballpark Traffic*** sign at the east side of Brannan/Second Streets, west side of South Park Avenue/Second Street and the east side of South Park Avenue/Third Street to restrict through traffic in residential areas. These measures would be



instituted only if actual monitoring of traffic conditions determines the need to discourage through traffic in these areas.

Other features for consideration in the re-routing plan are described in the Preliminary Traffic Routing Plan analyzed in detail in the EIR. Some of these features, and other improvement measures recommended by Commentors to reduce non-significant impacts of the project, are included in Appendix A.

B4. ADDITIONAL TRANSIT SERVICES

Provide MUNI Metro Extension (MMX) service at four cars per train serving the ballpark on a regular schedule.

B5. FERRY SERVICE PROVISION AND STUDY PARTICIPATION

Provide appropriate ferry service for all ballgames by up to five boats and landing opportunities adjacent to the ballpark (potentially at a double-berthed ferry landing float), provided that such service is consistent with the regional ferry service plans and studies described below, does not interfere with pedestrian circulation or South Beach Harbor operations, provides for the maximum feasible public access for both ballpark and non-ballpark uses, ensures public safety, and that the location proves consistent with the maximum opportunities for year-round use. Ferry service would be provided to the ballpark from Vallejo, Larkspur, Sausalito and/or Tiburon, Oakland and Alameda, and Fisherman's Wharf/Pier 39 and the Ferry Building. Provide the San Francisco waterfront shuttle service by either a dedicated boat or as a continuation of a route from Sausalito that would stop by the Wharf and the Ferry Building on its way to the ballpark.

The project sponsor would participate in the public-private partnership of major Bay Area governmental agencies and ferry service providers, including BCDC, MTC, the Bay Area Council, BADCAT/BAEF, GGNRA, the US Park Service, Caltrans, the Golden Gate Bridge District, AC Transit, the Port of Oakland, and the Blue and Gold Fleet and other public and private ferry operators, which is currently proposing to undertake a study of the feasibility of an expanded Regional Ferry Transportation System. At the conclusion of the study, the project sponsor would make good faith efforts to assist in implementing feasible study recommendations relating to ballpark ferry service. At that time, the project sponsor would also undertake measures to enhance the attractiveness of ferry service as a mode of transportation for ballpark events.

B6. CALTRAIN SERVICE

Develop a CalTrain service and financial program to accommodate Peninsula ballpark patrons within the financial and operations capacities of JPB member agencies. In order to serve ballgames, it is recommended that the JPB take the following actions:

- Add three to five cars to midday (10:30 a.m. to 12:30 p.m.) trains and to early rush hour trains (3:45 to 4:30 p.m.) for weekday afternoon games.
- Add a departing train about 20 minutes after the end of weekday night games.
- Add two cars for departing trains after weekend day games.

B7. TRANSIT INCENTIVE PROGRAM

Develop and implement a program for the ballpark that encourages transit use and other alternative modes of travel to the ballpark. This program shall be designed and implemented prior to the opening of the ballpark and shall continue on an ongoing basis. The purpose of the transit incentive program shall be to develop strategies to reduce ballpark parking demand through education, marketing and incentives. Such measures may include charging for parking in the dedicated lots, concession discounts to fans who show evidence of riding on transit or ballpark shuttles, and an informational campaign regarding transit schedules, availability and convenience. Ballpark parking should be priced at a relatively high level, to encourage transit use.

B8. TRANSPORTATION DEMAND MANAGEMENT

Develop a transportation demand management (TDM) plan for employees and concessionaires. The plan could include, for example, providing employees and concessionaires with free or subsidized transit passes to encourage transit use and reduce parking impacts.

B9. PUBLIC INFORMATION/OUTREACH PROGRAMS

Develop public information/outreach programs that shall include the following types of actions:

- Work with transit and private parking operators and game ticket distributors to offer transit and parking passes when fans purchase tickets.
- Consider scheduling some of the approximately 13 weekday afternoon games for a late 3:30 - 4:00 p.m. start time instead of a 12:35 p.m. start. The average game lasts

three hours and would end at 6:30 - 7:00 p.m. Even when games ended earlier, it would be convenient for fans to extend their stay in the area to avoid the traffic. This would reduce project traffic and transit travel during the height of the peak commute traffic period (the Lefty O'Doul Bridge would be open to vehicular traffic during the ballgame and closed to vehicles before and after games) and the time when MUNI resources are fully deployed. Parking impacts would also be less than those associated with the afternoon game.

- Develop a brochure, information packet, and/or internet web page providing full information about ballpark travel options.

B10. MOTORIST INFORMATION SYSTEM (MIS)

Develop an MIS program to provide motorists and all travelers to and from the ballpark with real-time information about traffic, parking, and transit before and after games. It could include the following types of measures:

- Use existing sports and news oriented radio stations to broadcast travel conditions.
- Establish a cellular phone hot-line which provides up-to-date travel information.
- Participate in the ongoing Bay Area TravInfo system which provides up-to-date travel data to participants. TravInfo is a program sponsored by the Metropolitan Transportation Commission and Caltrans to provide travelers with access to accurate, real-time information regarding travel conditions.
- Implement a low-frequency radio station(s) to provide motorists with traffic and parking information in the vicinity of the ballpark.

B11. SPECIAL EVENTS

Implement elements of the TMP, as appropriate and as recommended by BTCC for non-ballgame special events, as described on FEIR p. V.47.

Notify the BTCC of any large, special events designed for more than 42,000 spectators and submit a special transportation plan to the committee defining the measures to be implemented in order to mitigate the impacts of the event which might go beyond those of a normal sellout ballgame.

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TRANSIT MITIGATION MEASURES

B12. FACILITATE AND ACCOMMODATE MUNI METRO EXTENSION

B12A. Operational Measures

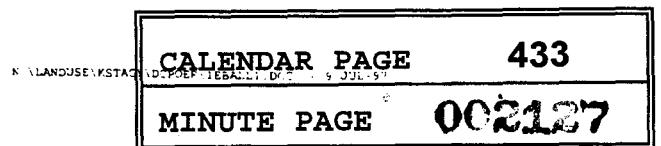
- Close King Street between Second and Third Streets before and after games as specified above.
- Open doors on the street side of the vehicle after games.
- Have proof-of-fare payment in effect, which requires patrons to display proof that they have paid the fare only upon request by a MUNI official. MUNI personnel could check for proof-of-fare payment in the boarding area, on the train, or at departure stations.
- Provide MUNI ticket dispensing machines in the ballpark so that fans can purchase them during games.

B12B. King Street Right of Way Capital Improvements

- Remove cobblestones and replace with a flat-boarding surface.
- Extend the curb about 5-6" toward the tracks to close the gap between the curb and the vehicle.
- Cover conduits.
- Use tree grates to replace open pits.
- Relocate drains due to curb relocation.
- Relocate ASecond Street" sign by DPT.
- Fence the transit trackway between crosswalks.

B12C. Other Capital Improvements

- Extend the mid-block crossing to the westbound lane of King Street; install traffic signal at that location.
- Place some limited signs to indicate procedures for post-game activity.
- Install moveable barriers depending on fare collection process.
- Provide low fencing on at least the south side of the trackway (and possibly the north side as well, if required) between the crosswalks west of the platform and the crosswalk at Third Street.



B13. TRANSIT PRIORITY

Provide transit lanes and remove parking on the east side of Third Street between King and Market Streets from 3:00 to 5:00 p.m. after weekday games and from 6:00 to 8:00 p.m. on weekday night games. Also position PCOs along Second Street as required during these times.

B14. BUS BRIDGE

Provide a bus bridge between the ballpark and the area of Market Street near Third Street and the Montgomery Street BART Station. Pre-game buses would load on Second Street between Market and Stevenson Streets. Passengers would disembark on the north side of King Street and passengers would cross at crosswalks at either Second or Third Streets. Post-game operations would occur in the same locations, but in reverse order. At either time, buses would run on Second Street southbound and Third Street northbound. See p. IV. 185 of the EIR for bus bridge details.

PEDESTRIAN MITIGATION MEASURES

B15. CLOSURE OF LEFTY O'DOUL BRIDGE

Close Lefty O'Doul Bridge to vehicular traffic (except MUNI) one hour before and one hour after the game in order to allow pedestrians and bicyclists full use of the bridge. Before and after ballgames, use a temporary surface to cover the parts of the bridge used by pedestrians with a material more amenable to walking. Such a surface might also distinguish the pedestrian area from the area reserved for transit.

B16. BERRY STREET SIDEWALK AND/OR CHINA BASIN CHANNEL WALKWAY

A pedestrian/bicycle connection from the project site through to Seventh Street is needed, located either on Berry Street or along the north edge of China Basin Channel.

B17. CROSSWALK IMPROVEMENTS

Change the signal timing at the intersections of King Street at Second Street and King Street at Third Street to provide pedestrians more time to cross.

Other measures intended to reduce non-significant impacts to be considered by the BTCC for possible inclusion in the TMP are listed in Appendix A.

C. NOISE

C1. CONCERT NOISE

Limit concerts at the ballpark featuring live amplified music without limits on maximum noise levels to about five per year. Restrict additional concerts as follows: project sponsor shall perform a sound test, and on the basis of this test, establish a limit on music noise in the ballpark that would result in increases in exterior noise at representative residential

receptors in the adjoining neighborhood of no greater than 3 decibels above the then-existing ambient hourly average (L_{eq}) noise levels at those receptor locations.

C2. PILE-DRIVING NOISE

Consult with the Department of Public Works to determine the times when pile driving would cause the least disturbance to neighboring uses. Require the construction contractor to limit pile-driving activity to result in the least disturbance to people. This could require a work permit from the Director of Public Works pursuant to San Francisco Noise Ordinance Section 2908, if pile driving during nighttime hours were required.

Require the construction contractor to pre-drill holes for piles (if feasible, based on soils) to the maximum feasible depth, to minimize noise and vibration from pile driving. The actual pounding from pile driving would occur during a five- to eight-minute span per pile, if pre-drilling is feasible.

D. AIR QUALITY

D1. CONSTRUCTION PM₁₀

Require the contractor to implement the following mitigation program, developed from the Bay Area Air Quality Management District's (BAAQMD) master list of feasible PM₁₀ control measures, at all construction sites of the proposed project:

- Water all active construction areas at least twice a day, or as needed to prevent visible dust plumes from blowing off-site;
- Use tarpaulins or other effective covers for on-site storage piles and for haul trucks that travel on streets;
- Pave, apply water three times daily, or apply (non-toxic) soil stabilizers on all *unpaved* parking areas and staging areas at construction sites;
- Sweep all *paved* access routes, parking areas, and staging areas daily (preferably with water sweepers);
- Sweep streets daily (preferably with water sweepers) if visible amounts of soil material are carried onto public streets; and
- The BAAQMD recommends suspending excavation and grading on large construction sites when high winds cause visible blowing dust. This measure would be included by the project sponsor as a condition of the construction contract.
- Obtain reclaimed water from the Clean Water Program for dust control purposes during construction.

E. SEISMICITY

E1. EMERGENCY EVACUATION PLANNING

Develop an Evacuation Plan for the proposed ballpark for use in the event of an emergency situation which necessitated partial or complete evacuation of the facility.

F. WATER QUALITY AND AQUATIC ECOLOGY

F1. SHALLOW-DRAFT TUGBOATS FOR TURBIDITY MINIMIZATION

Require the construction contractor to use shallow-draft tugboats to prevent turbidity and sediment re-suspension caused by tugboat activity.

Also require the construction contractor to operate the tugboats at the minimum speed necessary to maintain maneuverability of the barges. Slower speeds would reduce the spin of tugboat propellers, thus minimizing turbidity and sediment re-suspension.

F2. MONITORING OF PACIFIC HERRING SPAWNING

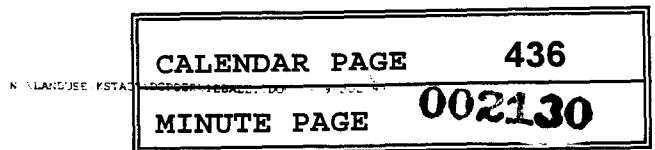
Specify in construction contracts that if tugboat use were scheduled during the peak spawning season of December 1 to March 1 the following conditions must be fulfilled:

- A professional fisheries biologist, or other individual sufficiently competent to identify herring spawning activity, would monitor the project site daily at any time when tugboats are in use.
- In the event that the on-site biologist or qualified staff person detects herring spawning at, or within 200 meters of, tugboat berthing areas, the biologist or qualified staff person would immediately notify the Environmental Review Officer and the ballpark construction manager who would cease tugboat use for a minimum of 14 days, or until the on-site biologist determines that the hatch has been completed and larval herring have left the site. Tugboat operations may be resumed thereafter.

F3. SILT CURTAIN FOR SUB-MARINE PILE-DRIVING AND BULKHEAD REPAIR

Install a silt curtain for sub-marine pile-driving activities around each pilot hole location prior to drilling the holes and driving the piles.

Ensure that an underwater silt curtain be used to surround areas of the bulkhead that are scheduled for repair during the peak spawning season.



F4. DEBRIS CONTROL DURING BULKHEAD REPAIR

Require the contractor for the bulkhead repair work to use suspended or floating platforms covered with tarps and to use catch-nets. Replace tarps as necessary. Place catch-nets of a sufficient gauge beyond the edges of the platforms and placed flush against the curtain wall of the bulkhead to ensure that all debris is prevented from entering the Channel.

F5. PREVENTION OF TOXIC SPILLS FROM PIER 46B DISCHARGE PIPE

Require the contractor for the bulkhead repair work to inspect the discharge pipe with a probe for the presence of toxic material. If material is found in the pipe, a sample would be collected and tested at a certified laboratory. If laboratory results show that the material is hazardous or toxic, the material either would be removed from the pipe before it is removed from the bulkhead, or the pipe would be plugged prior to removal, so that spills of toxic material into the Channel are prevented. Any toxic material found would be disposed of at an approved facility.

F6. ENCLOSURE OF ZINC APPLICATION AREA

Specify in construction contracts that the working area for application of zinc coating to the bulkhead be enclosed to the extent feasible with impervious material to contain excess spray and over-drift.

F7. LITTER CONTROL

Prevent litter generated by waterfront areas associated with the ballpark from entering China Basin Channel by the placement of trash receptacles, regular collection of trash, public notices, and regular skimming of the surface of China Basin Channel. Trash receptacles shall be conveniently placed and widely available for public use along the Port Walk, the Lefty O'Doul and Peter Maloney bridges, and in all of the South of Channel parking lots proposed to be dedicated for ballpark use. Receptacles shall be emptied regularly and trash picked up regularly so overflows of garbage in those areas are minimized. Trash collection shall occur before and after games, and as needed during non-game times. Specific maintenance staff shall be assigned to perform trash collection along the Port Walk. Signs or warnings shall be posted along the bridges and Port Walk to encourage users of the ballpark to dispose of litter properly. Signs or warnings shall also be posted at the South of Channel parking lots.

Provide maintenance staff and resources to skim the Channel edges east of the Lefty O'Doul Bridge and the Bay shoreline adjacent to the South of Channel parking lots at frequent and regular intervals. Because floating litter tends to drift, skimming would be needed along the entire length of the Channel, at the mouth of the Channel, and in the areas along the Bay shoreline adjacent to the South of Channel parking areas.

F8. CAPTURE OF STORM WATER ON SOUTH OF CHANNEL PARKING AREAS

Design and construct drainage improvements for the South of Channel parking areas such that no storm water runoff would directly enter China Basin Channel or the Bay without treatment. Drainage improvements would convey collected rainwater to City sewers for treatment at the Southeast Water Pollution Control Plant. If storm water inlets are provided at the parking areas, install oil/water separators at each inlet.

G. CULTURAL RESOURCES

G1. SUBSURFACE RESOURCES

Given the location and depth of excavation proposed, and the likelihood that archaeological resources would be encountered on the project site, the sponsor has agreed to retain the services of an archaeologist. The archaeologist would carry out a pre-excavation testing program to better determine the probability of finding cultural and historical remains. The testing program would use a series of mechanical, exploratory borings or trenches and/or other testing methods determined by the archaeologist to be appropriate.

If, after testing, the archaeologist determines that no further investigations or precautions are necessary to safeguard potentially significant archaeological resources, the archaeologist would submit a written report to the Environmental Review Officer (ERO), with a copy to the project sponsor. If the archaeologist determines that further investigations or precautions are necessary, he/she shall consult with the ERO and they shall jointly determine what additional procedures are necessary to minimize potential effects on archaeological resources.

These additional mitigation measures would be implemented by the project sponsor and might include a program of on-site monitoring of all site excavation, during which the archaeologist would record observations in a permanent log. The monitoring program, whether or not there are finds of significance, would result in a written report to be submitted first and directly to the ERO, with a copy to the project sponsor. During the monitoring program, the project sponsor would designate one individual on site as his/her representative. This representative would have the authority to suspend work at the site to give the archaeologist time to investigate and evaluate archaeological resources should they be encountered.

Should evidence of cultural resources of potential significance be found during the monitoring program, the archaeologist would immediately notify the Environmental Review Officer (ERO), and the project sponsor would halt any activities which the archaeologist and the ERO jointly determine could damage such cultural resources. Ground-disturbing activities which might damage cultural resources would be suspended for a total maximum of four weeks over the course of construction.

After notifying the ERO, the archaeologist would prepare a written report to be submitted first and directly to the ERO, with a copy to the project sponsor, which would contain an assessment of the potential significance of the find and recommendations for what measure

should be implemented to minimize potential effects on archaeological resources. Based on this report, the ERO would recommend specific additional mitigation measures to be implemented by the project sponsor. These additional mitigation measures might include a site security program, additional on-site investigations by the archaeologist, and/or documentation, preservation, and recovery of cultural material.

Finally, the archaeologist would prepare a report documenting the cultural resources that were discovered, an evaluation as to their significance, and a description as to how any archaeological testing, exploration and/or recovery program was conducted.

Copies of all draft reports prepared according to this mitigation measure would be sent first and directly to the ERO for review. Following approval by the ERO, copies of the final report(s) would be sent by the archaeologist directly to the President of the Landmarks Preservation Advisory Board and the California Archaeological Site Survey Northwest Information Center. Three copies of the final archaeology report(s) shall be submitted to the Office of Environmental Review, accompanied by copies of the transmittals documenting its distribution to the President of the Landmarks Preservation Advisory Board and the California Archaeological Site Survey Northwest Information Center.

No specific locations of archaeological sensitivity are identified; however, ship and boat remains could be buried almost anywhere in the project area. Because of this sensitivity, locations where construction excavation would take place, that otherwise are not subject to archaeological investigation, would be subject to archaeological monitoring.

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APPENDIX A

POSSIBLE RE-ROUTING PLAN AND SUGGESTED IMPROVEMENT MEASURES

POSSIBLE RE-ROUTING PLAN

The following items are included in the Preliminary Traffic Routing Plan in the EIR and would be considered for adoption by the BTCC:

- Position PCOs at busy intersections to monitor traffic and ensure pedestrian safety.
- Develop a special signal timing plan at intersections where a Parking Control Officer might not be necessary (e.g., intersections with very few pedestrians).
- Install traffic cones and temporary detour signs at intersections where a special lane arrangement would accommodate project traffic more effectively.
- Prohibit on-street parking at locations where traffic is heaviest after weekday afternoon games (3:30 to 4:30) to increase intersection capacity and minimize delay.
- Re-evaluate traffic signal timing at intersections at which an unacceptable level of service was identified, especially at intersections near the outside boundary of the study area because these intersections would be minimally impacted by project traffic.
- Resurface and re-stripe Seventh Street from Sixteenth Street to Townsend Street to provide four travel lanes with bicycle lanes and sidewalks on both sides of the roadway to ensure adequate detour capacity and traffic and pedestrian safety. An alternative to the full resurfacing would be to limit the improvements to the re-striping and pavement repair necessary to accommodate the detoured ballpark-related traffic that would be needed about 80 - 85 days of the year.
- Re-stripe Terry A. Francois Boulevard from Mariposa Street north to the ballpark parking lot entrance to provide four travel lanes.
- Convert existing 90-degree parking on east side of Main Street just south of Harrison Street to parallel parking to provide one through lane.
- Re-stripe Townsend Street between Fourth and Seventh Streets to provide two travel lanes in both directions.

SUGGESTED IMPROVEMENT MEASURES

The following improvement measures are intended to reduce non-significant impacts.

Traffic Routing Improvement Measures

- Adjust the traffic routing plan for time of day, as appropriate.
- Coordinate and modify the Traffic Routing Plan and Transportation Management Plan based on ongoing changes in development and circulation that would occur with Mission Bay development.
- Monitor traffic in Potrero Hill and South Beach residential neighborhoods, and consider temporary barriers or assigning PCOs to discourage ballpark traffic in residential neighborhoods.
- Provide for access to China Basin Landing buildings and other uses located on streets temporarily closed as part of traffic routing plans.
- Review the effectiveness of special event-day traffic signal timing on a regular basis and adjust as necessary.
- Develop and install a series of small pedestrian guide signs which would show pedestrians the most appropriate routes to the ballpark and guide them away from neighborhood areas.

Parking Improvement Measures

Parking shortfalls are not considered a significant environmental impact because they do not produce any measurable physical effects, although they are inconvenient for many drivers and sometimes cause drivers to switch to transit or carpool modes. The following activities could help to limit parking shortfalls without developing additional parking facilities, as discussed below.

- Secure contractual commitments from private businesses and property owners to guarantee that a specified number of parking spaces would be available to Giants fans on weekends, particularly on Saturdays, within the study area north of China Basin Channel.
- Secure commitments from public and private garages within the study area that are currently closed on weekends and evenings to remain open on game days.
- Develop and implement a parking monitoring program during the initial five years of operation. The parking monitoring program would be designed to determine

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the total parking demand generated by the ballpark based on actual use of the ballpark parking, including overflow parking north and south of China Basin Channel. The purpose of the program would be to adjust the amount of dedicated parking spaces provided by the project to ensure adequate parking, minimize overflow parking conditions, and develop a long-term plan for permanent parking. The parking monitoring results should be submitted to the San Francisco Planning Department for review at the end of each baseball season, so that adjustments can be made each year to improve the parking supply, parking operations, and educational/marketing programs for the following season.

- Monitor the South Beach and Potrero Hill areas for parking intrusion during ballgames. Pursuant to Ordinance 312-76, the South Beach and Potrero Hill neighborhoods could initiate the implementation of a permit parking program in their respective neighborhoods. In developing the program, the Department of Parking and Traffic (DPT) should provide technical assistance to the neighborhoods to identify and address parking issues which are uniquely associated with the ballpark during the baseball season and periodic special events. These issues include the boundary locations; the location of different parking time limits within the permit area boundaries; parking time limits during game and non-game seasons; and a coordinated signage program. The technical assistance would also determine the feasibility of residential visitor passes on game days. Much of this information could be developed by DPT for the parking and traffic study required as part of the permit parking program procedures. In addition, DPT would need to address the feasibility of issuing a limited number of permits in the South Beach area, because the number of residential units exceeds the supply of on-street parking available in this area.
- Coordinate with the facility or parking managers of major activity centers in the South of Market area (e.g., MOMA, the Moscone Center, and the Fashion Center) to avoid simultaneous scheduling of major events when possible, and to provide additional parking supply when simultaneous events do occur.
- Explore the possibility of negotiating with parking garages north of Market Street which are closed or under used on weekends and week nights to provide satellite parking for Giants fans with a shuttle to and from the ballpark. Parking facilities should be targeted to existing facilities North of Market Street, as well as outlying locations. Identified facilities in the downtown should be clustered together within several blocks, so that shuttle buses could pickup fans from several parking facilities in a centralized location.
- Recommend consideration of residential permit parking programs for residential neighborhoods near the ballpark site if they appear to be appropriate for further study.

- Assign Parking Control Officers to enforce residential permit parking restrictions in the South Beach and Potrero Hill areas on game or event days. As discussed on p. V.6, Parking Control Officers (PCOs) would control and route traffic before and after ballgames or events. A portion of these officers also could be available before games to enforce parking restrictions and serve as a visible deterrent to potential violators. Shortly after a game or event begins, additional PCOs would be available to ticket illegally parked cars.
- Restrict parking on Terry A. Francois Boulevard to a 2-hour limit, which would be too short and inconvenient for ballpark fans. Enforcement would be necessary during games to make this measure effective. Non-ballgame users of the parking who wanted to stay longer than 2 hours would be inconvenienced.
- Make special parking passes available for businesses, the Pier 52 boat launching ramp and other key activity centers along the waterfront. Passes would be placed on the dashboard of the parked car during ballgames. Cars without passes would be ticketed during the game. Strict enforcement of the pass program would be necessary, as some abuse would likely occur by some ballpark fans.
- Install parking meters with a 2-hour limit or programmable meters such as those used in Denver near Coors Field. During games, the 2-hour limit would discourage ballpark fans. With the computerized meters, the time limits could automatically be extended during non-game time periods.
- Request that the DPT install electronic (programmable) meters in commercial areas which could be affected by overflow parking from the ballpark. The neighborhoods could request that installation of meters in this area be given priority over other areas which are scheduled for meter replacement. Generally, existing commercial areas should be examined north of the Channel, roughly bounded by Fifth Street to the west, Brannan to the north, and The Embarcadero to the east. Once Mission Bay is developed the feasibility of installing programmable meters south of the Channel should also be investigated.
- Coordinate the boundaries of the residential permit program if the City or the Port also installs programmable meters in commercial areas near the ballpark.
- Within 5 years after opening of the ballpark, develop a permanent parking plan, if necessary, to address the long-term parking needs of the stadium. The plan should identify a permanent plan to provide sufficient dedicated parking spaces, and should be integrated with other travel demand management strategies such as those described on pp. V.43 - V.45. Development and implementation of the plan should be coordinated with the Ballpark Transportation Coordinating Committee.
- Restrict parking in off-street parking lots and garages located in South Beach on game or event days to fans who have pre-paid parking passes that are displayed on the vehicle dashboard. Lot operators would need to have agreed to this in advance, and they and Parking Control Officers would be responsible for enforcing this measure.

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- Pedestrian/Bicycle Improvements

- Remove and relocate existing obstructions on the east-side sidewalk including tow-away signs, trees and planter boxes, and news racks on Third Street between King and Townsend Streets to provide minimum clear space of 8 ft. on the 13-ft.-wide sidewalk. On Third Street between Townsend and Brannan Streets, MUNI bus shelter, garbage cans, sandwich signs, planter boxes and news racks could remain and/or be relocated.
- Construct a 10-ft. sidewalk on both sides of Second Street between King and Townsend Streets. Place street furniture and necessary poles so that there is an effective width of 7 ft.
- Provide a minimum of 150 secure bike parking spaces with the flexibility to accommodate up to 250. This could be a fenced area watched by an attendant or security guard in the parking lot immediately south of China Basin Channel as close to the Lefty O'Doul (Third Street) Bridge as possible.
- Provide overflow bike parking for 200 to 300 bikes, with the flexibility to expand this as needed.
- Provide a secured storage area for roller blades and skateboards, possibly by either a valet-style check-in system or individual lockers.
- Include the availability of bicycle parking and the parking for roller blades and skateboards in all transportation-related information and brochures.
- Provide bicycle and pedestrian access along the Berry Street or along the north side of China Basin Channel from the project site to Seventh Street. This would be on Catellus Development Corporation property or in the Berry Street right-of-way.
- Include bicycle lanes and sidewalks on both sides of the roadway as part of other improvements on Seventh Street from Sixteenth Street to Townsend Street.

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- Freight Loading Improvement Measures

- Continue the current 3Com Park practice of limiting large truck operations on game days to the time periods well before and after games at the new site.
- Develop a plan for large truck loading and deliveries at the Pavilion Building. The Plan could include some or all of the following elements as is feasible:
 - Make all Pavilion Building large truck deliveries at the east side loading docks. Off-loaded materials could then be transported to the west side service area in smaller trucks.
 - Allow large trucks to deliver at the Pavilion Building's west side service area only between the hours of 7:00 p.m. and 7:00 a.m. weekdays when no game is scheduled and on non-game weekends.

Construction Improvement Measures

- Identify a neighborhood construction coordinator to assure that all of the construction mitigation and improvement measures would be implemented. The phone number of the coordinator would be posted at the construction site and made known throughout the adjacent community to assure prompt response to complaints. The coordinator should ensure implementation of dust control and other construction measures.
- Schedule all truck operations to avoid the morning and evening peak periods in order to minimize conflicts between construction truck traffic and area traffic. In addition, the contractor could be required to use an on-site supervisor to direct all truck operations onto and off of the site.
- Coordinate ballpark construction activities with Catellus Development Corporation to assure that conflicts between ballpark and Mission Bay-related construction activities do not occur.
- Provide off-street parking for construction workers in vacant lots located to the south of the site along Third Street. These areas have already been identified as parking lots which would serve the proposed ballpark.

Neighborhood Improvement Plan

The Port Commission could establish a process to require special authorization for use of the ballpark for non-baseball events to minimize possible adverse effects on the neighborhood. Issues that might be considered in authorizing such events could include ending times for concerts and/or other responsibilities that could be imposed to minimize ancillary effects such as increased litter or noise.

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In order to address concerns arising from ballpark and event activities the Giants could identify a community liaison who would be made known to neighbors and other concerned parties. The community liaison could establish a committee including representatives from the neighborhood and appropriate city agencies to develop measures that could be implemented to minimize undesirable non-significant impacts that might occur during events at the ballpark.

Visual Quality And Lighting

Test the installed field-lighting system prior to opening the ballpark to ensure that lighting met operating requirements in the ballpark, and minimized obtrusive spill lighting in the ballpark vicinity. Testing would include light-meter measurements at selected locations in the ballpark vicinity, to measure spill lighting from ballpark field-lighting fixtures, permit adjustment of lighting fixtures, and confirm that spill-lighting effects would be within the range of Maximum Vertical Values for foot-candles in Figure IV.C.3a of the EIR.

Noise

Mariposa Street Noise Reduction

Station a Parking Control Officer at Mariposa and Vermont Streets, near the U.S. 101 off-ramp, to direct ballpark traffic down Vermont Street to Sixteenth Street (a non-residential area) to reduce traffic noise levels along Mariposa Street (a residential area).

