

RESOLUTION NO. GP-1-06/GP-02-10/SP-01-06

**A RESOLUTION OF THE PLANNING COMMISSION OF THE CITY OF BRISBANE
RECOMMENDING THAT THE BRISBANE CITY COUNCIL DENY THE GENERAL PLAN
AMENDMENT AND SPECIFIC PLAN REQUESTED BY
UNIVERSAL PARAGON CORPORATION AND APPROVE GENERAL PLAN AMENDMENTS
FOR THE BAYLANDS, BEATTY, AND NORTHEAST BAYSHORE SUBAREAS**

WHEREAS, an application was filed in 2005 by Universal Paragon Corporation (Applicant or UPC) requesting approval of a General Plan Amendment and Specific Plan for development of approximately 449 acres of the 684-acre portion of the City of Brisbane (City) commonly referred to as the Brisbane Baylands (Baylands); and

WHEREAS, UPC's Phase I Specific Plan proposed a mix of commercial, office/institutional, and open space uses on 449 acres of the Baylands site located to the east of the Caltrain tracks; and

WHEREAS, UPC's application also included a Concept Plan (referred to at the time as a framework plan) addressing basic parameters associated with circulation, land use, open space, infrastructure and utilities for potential future development of a larger, approximately 659-acre area, including the Phase I Specific Plan area along with adjacent properties between the Caltrain rail line and Bayshore Boulevard; and

WHEREAS, the City determined that an Environmental Impact Report (EIR) was required to evaluate the proposed Specific Plan pursuant to the requirements of the California Environmental Quality Act (CEQA) (Pub. Resources Code § 21000 *et seq.*) and the CEQA Guidelines (14 Cal. Code Regs, tit. 14 ch. 3, § 15000 *et seq.*); and

WHEREAS, the City issued a Notice of Preparation (NOP) for the Draft EIR on February 24, 2006, which was sent to each responsible and trustee agency and the Office of Planning and Research (OPR); and

WHEREAS, after issuance of the NOP, the City held five public scoping meetings (on March 2 and 21, April 27, and June 13 and 26, 2006) to solicit comments from individuals, organizations and agencies regarding the environmental analysis, mitigation measures and alternatives to be included in the Draft EIR; and

WHEREAS, on July 20, 2009, the Brisbane City Council directed that the EIR be expanded to include analysis of two additional development scenarios, referred to as the Community Prepared Plan (CPP) and Community Prepared Plan-Recology Variant (CPP-V) scenarios to be addressed in the EIR at an equal level of detail to the applicant's proposed Specific Plan; and

WHEREAS, prior to preparation of the Draft EIR, UPC amended its application for a proposed General Plan Amendment to accommodate an expanded Specific Plan covering 684 acres of the Brisbane Baylands; and

WHEREAS, UPC's revised application included two proposed development scenarios for the expanded Specific Plan area, referred to as the Developer Sponsored Plan (DSP) and the Developer Sponsored Plan–Entertainment Variant (DSP-V); and

WHEREAS, the DSP scenario proposes approximately 7 million square feet of office/retail/industrial/institutional uses, 4,434 residential units, approximately 169.7 acres of “open space/open area” and approximately 135.6 acres of “lagoon” area, totaling approximately 12.1 million square feet of building area within the 684-acre portion of the Baylands located in Brisbane; and

WHEREAS, the DSP-V scenario encompasses the same 684-acre area as the DSP and is similar to the DSP scenario in its development intensity (approximately 12.0 million square feet of building area) and land use pattern, differing primarily by replacing the retail and office/research and development (R&D) uses proposed under the DSP in the northeast portion of the site with entertainment-oriented uses, including a 17,000 to 20,000 seat sports arena, a 5,500 seat concert theater, a multiple-screen cinema, and more conference/exhibition space and hotel rooms than are proposed under the DSP; and

WHEREAS, in addition to the 684-acre area included as part of the DSP scenario, the CPP and CPP-V scenarios include the 44.2-acre Recology site, which spans the cities of Brisbane and San Francisco, encompassing the Beatty Subarea as designated in the Brisbane General Plan and adjacent roadway rights of way; and

WHEREAS, the CPP scenario provides for approximately 7.7 million square feet of office, industrial, commercial and institutional uses, along with approximately 300 acres of open space/open area and the 135.6-acre lagoon; and

WHEREAS, the CPP-V scenario differs from the CPP scenario in that it proposes consolidating Recology's existing offsite recycling and corporation yard facilities into its existing Tunnel Avenue facility in the northeast portion of the Baylands by expanding the facility within Brisbane, which would increase Recology's total area from 44.2 acres to a 65.5 acres, and increase Recology's building area from 260,000 square feet to 1,011,000 square feet, resulting in a total building area under the CPP-V scenario of approximately 8.1 million square feet; and

WHEREAS, on December 10, 2010, a revised NOP was published and circulated to each responsible and trustee agency and OPR for a 30-day review period to reflect changes in the EIR's project description, including UPC's proposed General Plan amendment and revisions to its Specific Plan and the DSP and DSP-V scenarios, and the City Council's identification of the CPP and CPP-V scenarios; and

WHEREAS, a subsequent NOP was published and circulated to each responsible and trustee agency and OPR on October 22, 2012 for a 30-day public review period to provide notice that a

proposed water transfer agreement between the City and the Oakdale Irrigation District to supply water to the Baylands would also be analyzed in the Draft EIR; and

WHEREAS, the Draft EIR was prepared in conformance with CEQA and the CEQA Guidelines to evaluate the environmental effects of the proposed development of the Brisbane Baylands; and

WHEREAS, the Draft EIR analyzed five alternatives to proposed Baylands development as reflected in the DSP, DSP-V, CPP and CPP-V scenarios, including a Renewable Energy Generation Alternative based on a proposal by the Committee for Renewable Energy for the Baylands (CREBL) to develop utility-scale renewable energy generation at the Baylands, as well as No Project-No Build, No Project-Existing General Plan, Reduced Intensity Mixed Use, and Reduced Intensity Non-Residential alternatives; and

WHEREAS, land uses under the Renewable Energy Generation Alternative would include 170 acres of alternative energy uses consisting of a large photovoltaic (PV) solar farm, small vertical-axis wind turbines, wind turbines placed within development, and rooftop PV solar panels; 654,900 square feet of research and development facilities on 59 acres; and 173,800 square feet of retail/entertainment uses on 26 acres; a new recycled water facility (seven acres); and the proposed Recology expansion; and relocated industrial uses (three acres), with the remainder of the site designated open space/public uses; and

WHEREAS, the Draft EIR was circulated for public review from June 11, 2013 to January 24, 2014; and

WHEREAS, meetings were held on October 22, October 24, and October 29, 2013 to accept public comments on the Draft EIR; and

WHEREAS, the City Council appointed a volunteer Citizens Committee of 28 Brisbane residents to review and comment on the DEIR, which Committee then worked intensively for a year to study the entire document and submitted extensive comments on the Draft EIR relevant to the application and its alternatives; and

WHEREAS, a Final EIR was prepared consisting of: (a) the Draft EIR and proposed revisions to the Draft EIR, (b) comments received on the Draft EIR during the public review period, (c) a list of persons, organizations, and public agencies commenting on the Draft EIR; (d) the City's responses to the significant environmental issues raised in these comments, and (e) a Mitigation Monitoring and Reporting Program; and

WHEREAS, the Final EIR was released for public review on June 1, 2015; and

WHEREAS, on September 10 and 24, 2015, the Planning Commission conducted two public workshops regarding proposed Baylands development and the Baylands EIR, at which time interested persons and organizations had the opportunity to testify and provide comments; and

WHEREAS, the Planning Commission conducted ten public hearings on proposed Baylands development and the Brisbane Baylands EIR on October 1, 8, 13, 22, and 29, 2015; November 4, 12,

and 16, 2015; and December 1 and 10, 2015, at which time interested persons and organizations had an opportunity to testify and provide comments; and

WHEREAS, after closing the public hearing on December 10, 2015, the Planning Commission began its deliberations on proposed Baylands development and the Brisbane Baylands EIR in 2016; and

WHEREAS, the Planning Commission conducted 11 deliberations meetings on January 14 and 28, 2016; February 2 and 25, 2016; March 19, 2016; April 14 and 28, 2016; May 18, 2016; June 9 and 23, 2016; and July 7, 2016; and

WHEREAS, although the public hearing had been formally closed, the Planning Commission afforded interested persons and organizations an opportunity to provide additional public comment at their deliberations meetings; and

WHEREAS, the Planning Commission reopened the public hearing on July 28, 2016 to consider its recommendations to the City Council regarding proposed Baylands development and the Baylands EIR, including its recommendation regarding UPC's proposed General Plan amendment and Specific Plan; and

WHEREAS, notice of the time and place of all workshops, public hearings, and deliberations meetings where proposed Baylands development and the Baylands EIR were considered by the Planning Commission was given pursuant to State law and the City's Municipal Code by mailing notices to all property owners within a 300-foot radius of the Baylands site, all organizations, entities and individuals who commented on the Draft EIR, adjacent jurisdictions, responsible and trustee agencies, and all interested parties on record in the project file maintained by the Community Development Department, by publication of the hearing notice on the City's website; and by posting of the hearing notice at the three official city posting locations as set forth in Brisbane Municipal Code Section 1.12.010; and

WHEREAS, the Planning Commission has reviewed and considered the General Plan amendments and Specific Plan proposed by UPC, which includes the DSP and DSP-V scenarios; and

WHEREAS, the Planning Commission has reviewed and considered the CPP and CPP-V scenarios presented in the EIR, as well as the five development alternatives analyzed in the EIR, including the Renewable Energy Generation Alternative; and

WHEREAS, the Planning Commission has reviewed and considered all of the information set forth in staff reports and presentations provided at the Commission's public workshops, public hearings, and deliberations meetings, including the testimony and comments provided by the public, as well as presentations by the Applicant and other organizations; and

WHEREAS, the Planning Commission has reviewed and considered the EIR for the Brisbane Baylands as required by CEQA Guidelines § 15025(c); and

WHEREAS, the Planning Commission has reviewed and considered the significant unavoidable impacts set forth in the EIR, including significant unavoidable impacts to aesthetics, air quality, biological resources, noise, population, traffic, and utilities and service systems; and

WHEREAS, based on its review of the EIR's traffic analysis, the Planning Commission has noted that the level of service performance standards set forth in the Brisbane General Plan would be exceeded by cumulative development projects in San Francisco and Daly City, even in the absence of any future development within the Baylands; and

WHEREAS, the Planning Commission has concluded that, given the extent of existing development within the Baylands and the large number of significant unavoidable impacts that would result from the proposed development analyzed in the Final EIR, including cumulative traffic impacts, it would be appropriate to minimize the amount of new development permitted in the Baylands to reduce or avoid these impacts; and

WHEREAS, the Planning Commission finds that the type and amount of development proposed under the DSP and DSP-V scenarios is inconsistent with the development intensity and land uses that the Commission believes are appropriate for the Baylands and that will reduce or avoid significant and unavoidable impacts.

NOW, THEREFORE, based upon the findings set forth hereinabove, the Planning Commission of the City of Brisbane, at its meeting of August 25, 2016 did resolve as follows:

Section 1

The Planning Commission recommends that the City Council deny the General Plan Amendment and Specific Plan proposed for the Brisbane Baylands by the Applicant, Universal Paragon Corporation.

Section 2

The Planning Commission recommends to the City Council that the Brisbane General Plan be amended as follows in regard to the Baylands:

1. Incorporate the land uses and development concept for the Baylands set forth in Exhibit 1 into the General Plan.
2. Modify the General Plan Land Use map to merge the Beatty and Northeast Bayshore subareas into the Baylands Subarea.
3. Modify the existing Baylands Subarea General Plan text to:
 - a. Incorporate applicable provisions of the Brisbane Baylands Sustainability Framework into the General Plan.
 - b. Provide for a maximum 1-2 million square foot net increase in building area, and require specific plan(s) for the Baylands to distribute the maximum allowable development intensity to individual planning subareas within the Baylands. Existing building area within the Baylands is estimated to be 639,900 square feet, including:
 - i. Recology: 260,000 s.f.

- ii. Industrial Way: 231,400 s.f.
 - iii. Lumber Yards: 142,500 s.f.
 - iv. Misc. smaller buildings: 6,000 s.f.
- c. Incorporate the following principles into the General Plan text for the Baylands Subarea:
- i. Preserve large unbroken blocks of open space that provide for restoration of wetland areas and provide continuity and flow of open space throughout the Baylands.
 - “Open space,” as used in these principles means:
 - Lands for the provision of active and passive recreation;
 - Lands for the protection of resources (e.g., sensitive habitat areas); and
 - Lands for the protection of public health.
 - Site-specific developments will be provided with independent open space areas.
 - ii. Protect key habitat areas, including the Brisbane Lagoon and potential habitat areas adjacent to it, Icehouse Hill, and wetlands.
 - iii. Restore the Roundhouse, provide opportunities for rail-related and educational uses at the Roundhouse, and maintain compatible development adjacent to it.
 - iv. Maintain a transit orientation for new development, including use of the Baylands to enhance access from Central Brisbane to the Bayshore Caltrain Station and other transit services within the Baylands.
 - v. Ensure that the Baylands site is safe for the future uses approved for development by the City in relation to:
 - Site remediation and Title 27 landfill closure;
 - Seismic and geologic hazards;
 - Flooding, including hazards related to sea level rise;
 - Traffic safety and emergency response; and
 - Provision of public safety services.
 - vi. Natural solutions to protect development within the Baylands from the effects of sea level rise are to be given priority over manufactured solutions.
- d. Specify the relationship between the City’s planning review, and the remediation review being undertaken by RWQCB and DTSC for the Baylands as summarized below.
- i. The City of Brisbane will actively participate in the regulatory and CEQA processes undertaken by DTSC and RWQCB to ensure that the City’s interests in protecting public health are addressed.
 - ii. Plans for Title 27 landfill closure and Remedial Action Plans for OU-1 and OU-2 be completed by the applicant to the satisfaction of the RWQCB and DTSC prior to approval of a specific plan.
 - iii. Subsequent project-level environmental documentation under CEQA would be required for adoption of a specific plan by the City.

- iv. Following completion of CEQA documentation and approval of landfill closure and remedial action plans, physical remediation of the Baylands could be undertaken.
 - v. Remedial actions required for the former Brisbane Landfill must be completed prior to grading or development within the area of the former landfill.
 - vi. Remedial actions within OU-1 must be completed to the satisfaction of DTSC prior to initiation of any grading or development within OU-1.
 - vii. Remedial actions within OU-2 must be completed to the satisfaction of the RWQCB prior to initiation of any grading or development within OU-2.
- e. Specify the relationship between the City's proposed water supply agreement and its development planning and review for the Baylands as summarized below.
- i. Based on the level of development set forth in the General Plan for the Baylands, needed operations studies and project-level environmental analysis for the proposed Water Supply and Conveyance Agreements is to be completed prior to consideration of specific plan approval for Baylands development.
 - ii. Prior to approval of site-specific development within the Baylands, final Water Supply and Conveyance Agreements between Brisbane and OID, between OID and MID, and between Brisbane and the SFPUC for individual portions of the proposed water transfer shall be approved by all parties.
 - iii. Prior to issuance of certificates of occupancy within the Baylands, physical water supply pursuant to final Water Supply and Conveyance Agreements shall be available to the Baylands.
- f. Require provision of appropriate infrastructure and site amenities for each increment of development within the Baylands by incorporating specific performance standards into the General Plan.
- i. Each increment of development must be provided with appropriate infrastructure, services and facilities, and site amenities.
 - ii. Development phasing shall include specific milestones for development in relation to provision of:
 - Environmental site mitigation (e.g., open space dedication, habitat restoration, trails).
 - Roadway improvements, including the Geneva Avenue extension and Candlestick interchange, as well as description of allowable development patterns prior to the Geneva Avenue extension.
 - Transit improvements.
 - Other infrastructure (e.g., water, sewer, water recycling plant, drainage improvements; police and fire services and facilities).
- g. To ensure (per General Plan Policy 27) that centrally located police facilities are provided to serve the Baylands and that adequate response times can be maintained throughout the City, incorporate General Plan provisions to require specific plan(s) for Baylands development to prepare and implement a Police Services and Facilities Plan, subject to City approval, to define specific timing requirements for establishment of additional police shifts based on the progression of development within the Project Site as discussed in the EIR.

- h. To ensure adequate fire protection services and facilities to support Baylands development and, specific plan(s) for development within the Baylands would be required to prepare and implement a Fire Protection Services Plan that provides for the timely provision of fire protection facilities, equipment, and staffing needed to maintain adequate response times to the Baylands and throughout the City.
- i. Recognize the potential use of a portion of the Baylands for a high speed rail maintenance yard, and identify City expectations for such a use, including:
 - i. Mitigation of the maintenance yard's environmental impacts.
 - ii. Provision of community benefits.
 - iii. Offset loss of existing and anticipated revenues to the City of Brisbane.
- j. Update Baylands zoning designations to reflect updated General Plan land use designations.
- k. Incorporate a provision requiring specific plans to include a cost-revenue analysis that demonstrates fiscal feasibility to the City.
- l. Modify General Plan LOS standards to be goals, and require projects to implement all feasible mitigations in situations where cumulative traffic conditions prevent achievement of LOS goals.

Section 3

The Planning Commission recommends to the City Council that the EIR for the Brisbane Baylands be certified as meeting the requirements of CEQA for the level of development recommended by the Planning Commission subject to the following:

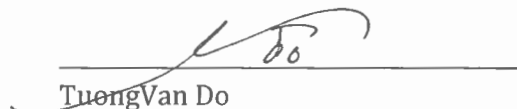
1. Prior to certification of the EIR for the Brisbane Baylands, the following modifications should be undertaken:
 - a. Add a requirement that biological resources surveys be undertaken during the spring prior to site remediation and grading to update existing conditions information.
 - b. Undertake analyses to define additional methods of avoiding pile driving and reducing noise from pile driving activities.
 - c. Evaluate the significance of impacts that would result from the specific type, intensity, and location of Baylands development that the City Council proposes to approve.
 - d. Revise EIR mitigation measures and the Mitigation Monitoring and Reporting program as necessary to reflect the level of development that the City Council proposes to approve for the Baylands.
2. Should the City Council consider increasing the Commission's recommended development intensity (1-2 million square foot net increase in the Baylands' existing building area), the following additional studies should be completed prior to certification of the EIR:
 - a. Additional analyses of onsite contamination and characterization of waste within the former landfill.
 - b. Additional analysis of site remediation and its potential to create water quality impacts.
 - c. Additional analyses of soils and geologic conditions.
 - d. Supplement the traffic study to:

- i. Expand mitigation measures to improve future cumulative with project roadway levels of service;
 - ii. Provide a method of ensuring that the roadway and transit improvements assumed to be provided by others under future cumulative traffic conditions will, in fact occur or provide additional analyses and mitigation measures addressing requirements should such roadway and transit improvements not be provided; and
 - iii. Confirm conclusions regarding internal capture of trips within the Baylands and mode split between vehicular travel and use of transit.
- e. Consider additional studies of impacts of future development on windsurfing resources adjacent to the Baylands, including use of computer modeling to supplement the wind tunnel analyses undertaken for the EIR.

AYES: Anderson, Do, Munir, Parker, Reinhardt

NOES: None.

ABSENT: None.



Tuong Van Do
Chairperson

ATTEST:



John Swiecki
Community Development Director







Exhibit 1: Development Concept for the Baylands

1A. Open Space Framework

1B. Land Use Framework

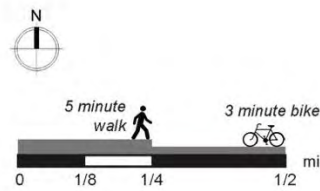
1A. Open Space Framework

Brisbane Baylands Open Space and Pedestrian and Bicycle Circulation

-  Planning Area
-  Caltrain Station
-  Caltrain Line
-  Off-Street Pedestrian, Bicycle and Electric Cart Path (20'+)
-  On-Street Protected Bike Lane (6'+ with planted divider)
-  New Traffic Circle
-  Potential Locations for Caltrain Station Parking

Key Open Spaces

-  Lagoon-Adjacent Habitat Area
-  Icehouse Hill
-  Visitacion Creek Corridor
-  Brisbane Bayview Park
-  Active Open Space
-  Community Garden



1B. Land Use Framework



- **Area 1: Recology Area North of Geneva Avenue Extension, East of Caltrain (59.7 ac.)**
 - **Light Industrial**

This area would will permit new light industrial uses in the area between the existing Recology facility and the Geneva Avenue Extension should the facility not expand, and would provide for the Recology facility to expand without requiring an amendment to the General Plan should the City approve expansion in the future.
- **Area 2: Between Geneva Avenue Extension and Visitacion Creek, East of Caltrain (85.5 ac.)**
 - **Renewable Energy Generation**

The primary purpose of this area would be for the generation of renewable energy such that development of the Baylands is net energy positive.
- **Area 3: South of Visitacion Creek, East of Caltrain (63.3 ac)**
 - **Open Space**

Commercial recreation uses may also be considered within this area.
- **Area 4: South of Visitacion Creek, West of Caltrain (27.5 ac.)**
 - **Light Industrial**

Service and light industrial uses within the Industrial Way industrial park would be permitted to continue. However, existing buildings would be replaced with new, well-designed buildings over time.
- **Area 5: Roundhouse Area (27.1 ac.)**
 - **Retail**

The Roundhouse and Lazzarri Fuel Building would be restored. Uses in this area would consists of a combination of retail, restaurant, and small shops. Small office uses could also be permitted.
- **Area 6: Transit Oriented Development Area (67.7 ac.)**
 - **Research and Development/Tech Campus**

This area would provide for research and development uses in the form of an office campus with supporting commercial uses. The desired primary users of this area would be high-tech firms that are on the cutting edge of new technology, as well as consumer good companies engaged in the development of new products and improvement of established products.
- **Area 7: Machinery & Equipment Building Area (15.8 ac.)**
 - **Community Gardens; Open Space**

The existing use of the Machinery and Equipment building would continue. The surround lands would be used as open space, including providing for community gardens, as well as a potential permanent location for the existing nursery on Icehouse Hill. At some future time, the ideal would be to restore the Machinery and Equipment building for community use in conjunction with the community gardens.

- **Area 8: Kinder Morgan Tank Farm (22.8 ac.)**
 - **Industrial**

The tank farm would continue in its existing use. Buffers would be developed adjacent to the tank farm by realigning Tunnel Avenue to the east, along with open space areas to the north (Visitacion Creek), west (Icehouse Hill and community gardens), and south (lagoon-adjacent habitat area).
- **Area 9: West of Tunnel Avenue between Geneva Extension and Visitacion Creek (25.4 ac.)**
 - **Light Industrial**

This area would provide for the relocation of the existing lumberyard, as well as parking for Caltrain, should the existing Bayshore Station be moved to the south.
- **Area 10: Caltrain Parking Area (3.7 ac.)**
 - **Caltrain Parking**

This area would provide for parking for the Caltrain Bayshore Station.