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Notice of Preparation of an Environmental Impact Report

Date:	September 29, 2010
Case No.:	**2006.1523E**
Project Title:	**50 First Street (First and Mission Streets) Project**
BPA Nos.:	N/A
Zoning:	C-3-O (Downtown Office) 550-S Height and Bulk District
Block/Lot:	3708 / Lots 6, 7, 9, 10, 11, 12, and 55
Project Site Size:	56,860 square feet (1.3 acres)
Project Sponsor	Marcus Heights LLC Daniel Frattin – (415) 567-9000
Lead Agency:	San Francisco Planning Department
Staff Contact:	Jessica Range – (415) 575-9018 Jessica.Range@sfgov.org

PROJECT DESCRIPTION

The project sponsor, Marcus Heights, LLC, proposes to demolish four existing structures and develop three towers, ranging in height from 184 to 915 feet (to the top of the parapet and solar/wind energy collection features) on seven lots located at or near the northwest corner of First and Mission Streets. The project site, comprising seven parcels, and portions of Elim Alley and Jessie Street, is approximately 56,860 square feet in size. All lots are within Block 3708 and include 50 First Street (Lot 55), 62 First Street (Lot 6), 76-78 First Street (Lot 7), 88 First Street (Lot 9), 512 Mission Street (Lot 10), 516 Mission Street (Lot 11), and 526 Mission Street (Lot 12); the three parcels with addresses on Mission Street are currently vacant.

The three proposed towers would accommodate a mix of office (approximately 1.25 million square feet), residential (about 182 dwelling units), retail (approximately 43,000 square feet), and hotel (about 266 rooms) use, along with a 15,000-square-foot entertainment venue (performance theater), five levels of below grade parking (about 310 spaces), off-street loading spaces, and publicly accessible open space. The proposed project would remove all four existing structures on the site. The project sponsor is considering two variants (Option A and Option B) for access to, and circulation through, the project site.

The project as proposed would require approval of the proposed Transit Center District Plan and accompanying rezoning that would increase height limits on certain parcels, including part of the project site; alternatively, the project would require site-specific amendment of the *Planning Code* and *General Plan* height maps (approval by the Board of Supervisors upon recommendation of the Planning Commission). The proposed project would require review and approval under *Planning Code* Section 309, potentially including exceptions (under current *Planning Code* provisions), with regard to building bulk (Section 270, including less than the required upper-tower volume reduction under Section 270(d)(3)(B)), separation of towers (Section 132.1(c)), accessory parking (Section 151.1), rear yard requirements

(Section 134(d)); ground-level winds (Section 148), the prohibition on curb cuts along a Transit Preferential Street (First Street) where an alternative frontage is available (Section 155(r)(4)), and potentially other exceptions to be determined; Conditional Use Authorization to establish a hotel with more than 200 rooms (Section 216(b)(ii)); Planning Commission allocation of office space under Planning Code Section 321 (Office Development Annual Limit); and demolition and building permits from the Department of Building Inspection. The project may require approval by the Planning Commission, upon the recommendation of the Recreation and Park Director and/or Commission, for shadow on public open spaces (*Planning Code* Section 295). The vacation of a portion of Elim Alley, and the partial closure and reconfiguration of Jessie Street would require approval by the Board of Supervisors and other city agencies. Approvals may also be required from the Department of Public Works and Municipal Transportation Agency for street use during construction, and from the Bay Area Air Quality Management District for one or more emergency generator(s).

A more detailed project description is provided following this Notice Of Preparation (NOP) of an Environmental Impact Report (EIR).

The Planning Department has determined that an EIR must be prepared for the proposed project prior to any final decision regarding project approval. The purpose of the EIR is to provide information about potential significant physical environmental effects of the proposed project, to identify possible ways to minimize the significant effects, and to describe and analyze possible alternatives to the proposed project. Preparation of an NOP or EIR does not indicate a decision by the City to approve or to disapprove the project. However, prior to making any such decision, the decision makers must review and consider the information contained in the EIR.

FINDING

This project may have a significant effect on the environment and an Environmental Impact Report is required. This determination is based upon the criteria of the State CEQA Guidelines, Section 15063 (Initial Study), 15064 (Determining Significant Effect), and 15065 (Mandatory Findings of Significance). The purpose of the EIR is to provide information about potential significant physical environmental effects of the proposed project, to identify possible ways to minimize the significant effects, and to describe and analyze possible alternatives to the proposed project. Preparation of an NOP or EIR does not indicate a decision by the City to approve or to disapprove the project. However, prior to making any such decision, the decision makers must review and consider the information contained in the EIR.

SCOPING OF ENVIRONMENTAL REVIEW

Pursuant to the Sate of California Public Resources Code Section 21083.9 and California Environmental Quality Act Guidelines Section 15206, the Planning Department will hold a public scoping meeting to receive oral comments concerning the scope of the EIR. The meeting will be held on Tuesday October 19, 2010 at 6:00 p.m. at the SPUR Urban Center, 654 Mission Street, Fourth Floor at the SPUR Urban Event Center. Written comments will also be accepted at this meeting and until 5:00 p.m. on Friday, October 29, 2010. Written comments should be sent to Bill Wycko, Environmental Review Officer, 50 First Street NOP, San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, CA 94103.

State Agencies: We need to know the views of your agency as to the scope and content of the environmental information that is germane to your agency's statutory responsibilities in connection with the proposed project. Your agency may need to use the EIR when considering a permit or other approval for this project. Please include the name of a contact person in your agency. Thank you.

September 28, 2010
Date

Bill Wycko
Environmental Review Officer

50 First Street (First and Mission Project)
Case No. 2006.1523E

PROJECT DESCRIPTION

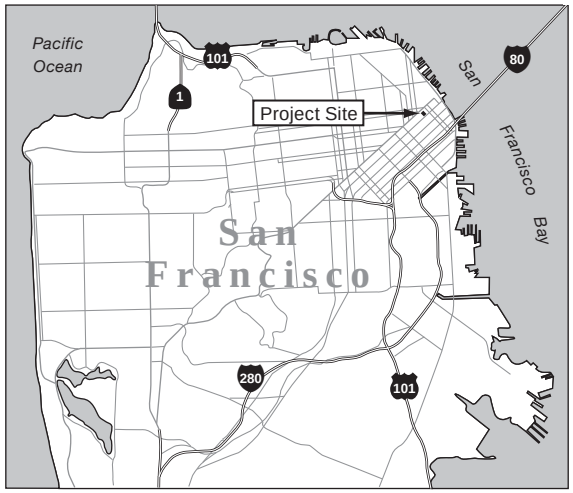
Project Overview and Major Components

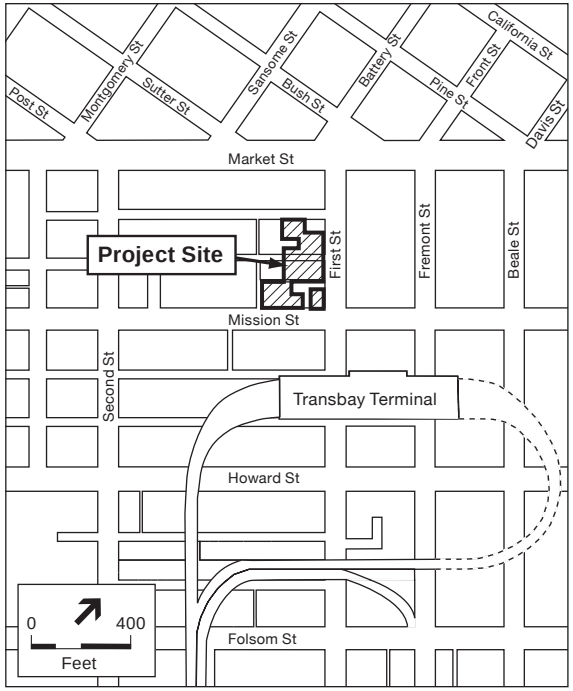
The project sponsor, Marcus Heights, LLC, proposes to demolish four existing structures and develop three towers, ranging in height from 184 to 915 feet (to the top of the parapet and solar/wind energy collection features) on seven lots located at or near the northwest corner of First and Mission Streets. The project site, comprising seven parcels, and portions of Elim Alley and Jessie Street, is approximately 56,860 square feet in size. All lots are within Block 3708 and include 50 First Street (Lot 55), 62 First Street (Lot 6), 76-78 First Street (Lot 7), 88 First Street (Lot 9), 512 Mission Street (Lot 10), 516 Mission Street (Lot 11), and 526 Mission Street (Lot 12); the three parcels with addresses on Mission Street are currently vacant. The project location and existing site plan is shown in **Figure 1**.

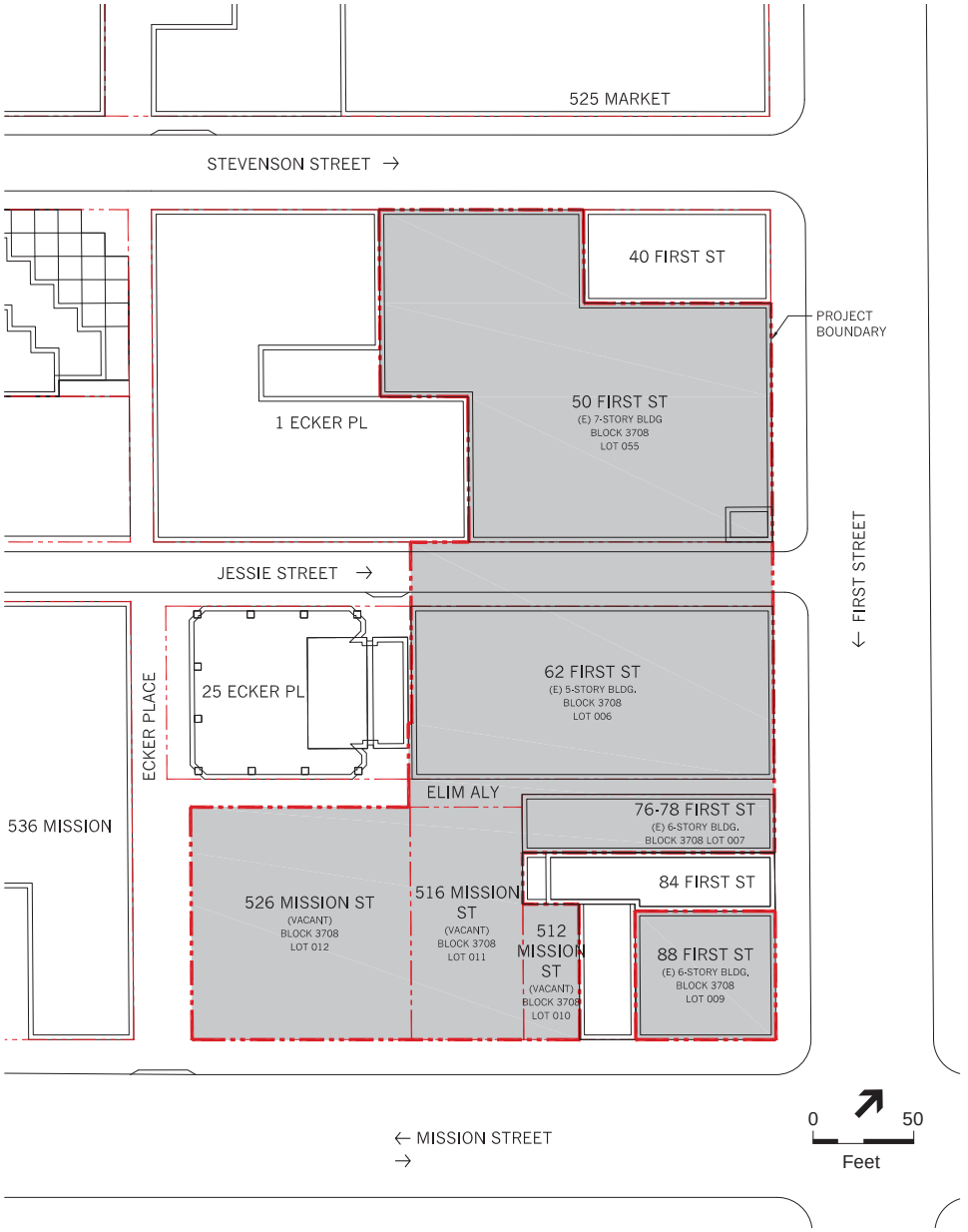
The three proposed towers would accommodate a mix of office (approximately 1.25 million square feet, or roughly 1.06 million "gross square feet" measured pursuant to *San Francisco Planning Code* Section 102.9), residential (about 182 dwelling units), retail (approximately 43,000 square feet), and hotel (about 266 rooms) use, along with a 15,000-square-foot entertainment venue (performance theater), five levels of below grade parking (about 310 spaces), off-street loading spaces, and publicly accessible open space. The proposed project would remove all four existing structures on the site. The project sponsor is considering two variants (Option A and Option B) for access to, and circulation through, the project site (see **Table 1**, Project Characteristics, and **Figures 2 – 7**).

Tower One

Tower One would front on First Street and would span the portion of Jessie Street that runs through the project site (see Figure 1). The 64-story building would be 850 feet tall to the roof (915 feet tall to the top of the parapet and solar/wind energy collection features), and would include an 83-foot tall base that would also have frontage on Stevenson Street, where the proposed performance theater would be located. The building would contain approximately 43,000 square feet of retail and the 15,000 sf performance theater on levels one through three. Mechanical space would occupy the topmost story. The remaining 60 stories would provide approximately 1.25 million square feet of office space. The tower would span the easternmost portion of Jessie Street, which would be closed to vehicular traffic and converted into a 20-foot-tall public pedestrian passageway (Jessie Street Galleria) flanked by retail space and lobbies serving the office use. The First Street frontage, moving from north to south, would include the theater entrance, office lobby, entrance to the Jessie Street Galleria, second office lobby and a retail store. The Stevenson Street frontage would include retail space and a garage/loading dock driveway separated by an open pedestrian entry to the interior passageway linking Stevenson Street, Mission Street and First Street via the proposed Jessie Street Galleria. An approximately 5,100-square-foot publicly-accessible roof terrace would be developed atop the 83-foot tall theater, fronting on Stevenson Street.







SOURCE: ESA

Case No. 2006.1523E: Fifty First Street Project . 206241.1

Figure 1
Project Location

TABLE 1
PROJECT CHARACTERISTICS

Use	Gross Building Area (GBF)	Gross Floor Area (GFA)[a]
Residential	365,000	355,000
Retail	43,000	26,000
Office	1,250,000	1,060,000
Hotel	221,000	207,000
Performance Theater	15,000	12,000
Mechanical / Service	85,000	0
Parking	105,000	0
Total	***2,084,000***	***1,650,000***

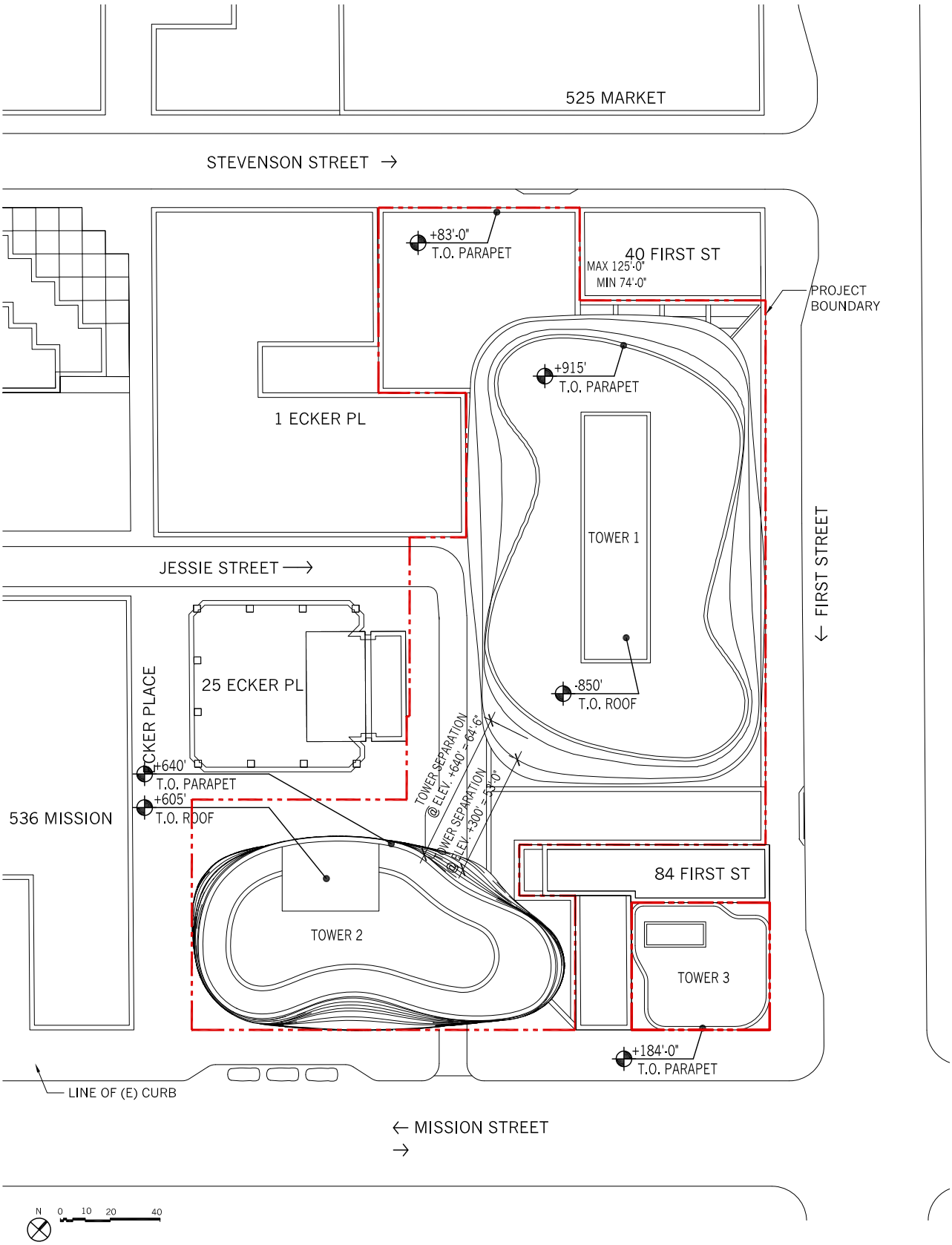
Open Space	Area (square feet)
Option A	
office and hotel use	20,745
residential use; location TBD	6,552
as in lieu fee	4,538
Option B	
office and hotel use	23,180
residential use; location TBD	6,552 (if all private) 8,714 (if all common)
as in lieu fee	2,103
Total	***31,835***

Other	
Dwelling Units	182
Hotel Rooms	266
Vehicle Parking	Approximately 310 spaces (incl. 4 car-sharing spaces)
Bicycle Parking	79 spaces
Loading Spaces	6 full-size 4 service vehicle
Height of Buildings	Tower One: 850 feet (915 feet to parapet and solar/wind energy collection features) Tower Two: 605 feet (640 feet to parapet) Tower Three:174 feet (184 feet to parapet)
Number of Stories	Tower One: 64 Tower Two: 56 Tower Three: 15

NOTE: All figures rounded.

[a] Gross floor area (GFA) is calculated for *Planning Code* compliance purposes (per Sec. 102.9) and excludes certain portions of the building, including accessory parking and loading space, mechanical and building storage space, ground-floor lobby space and 5,000 gross square feet of ground-floor and mezzanine "convenience" retail and restaurant space, per use. Office GFA excludes aggregate of 27,500 sq. ft. of mechanical space at all office floors.

SOURCE: Skidmore, Owings & Merrill LLP, 2010



SOURCE: SOM

Case No. 2006.1523E: Fifty First Street Project . 206241.1

Figure 2

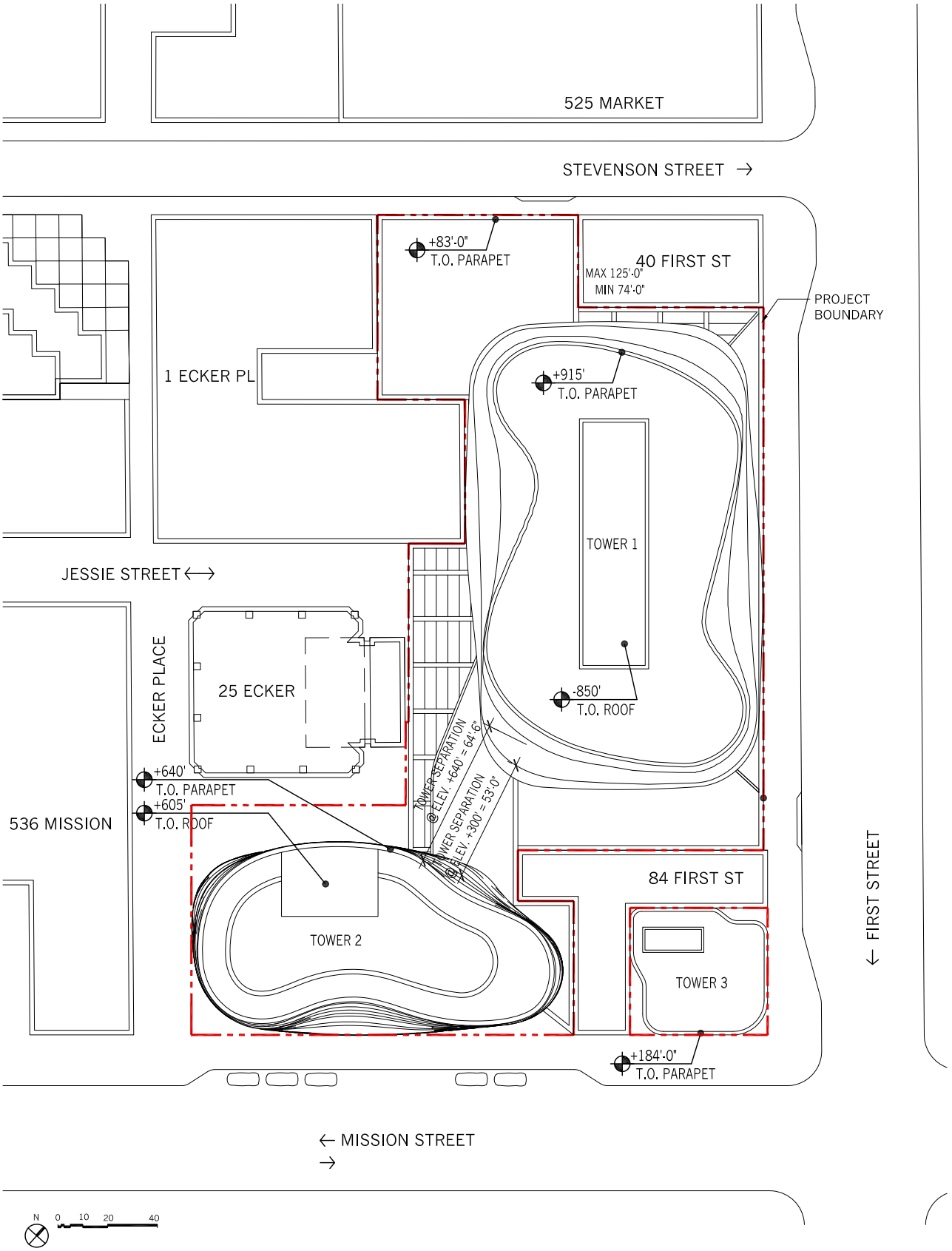
Proposed Site Plan Option A

SOURCE: SOM

Case No. 2006.1523E: Fifty First Street Project . 206241.1

Figure 3

Proposed Ground Floor Plan Option A

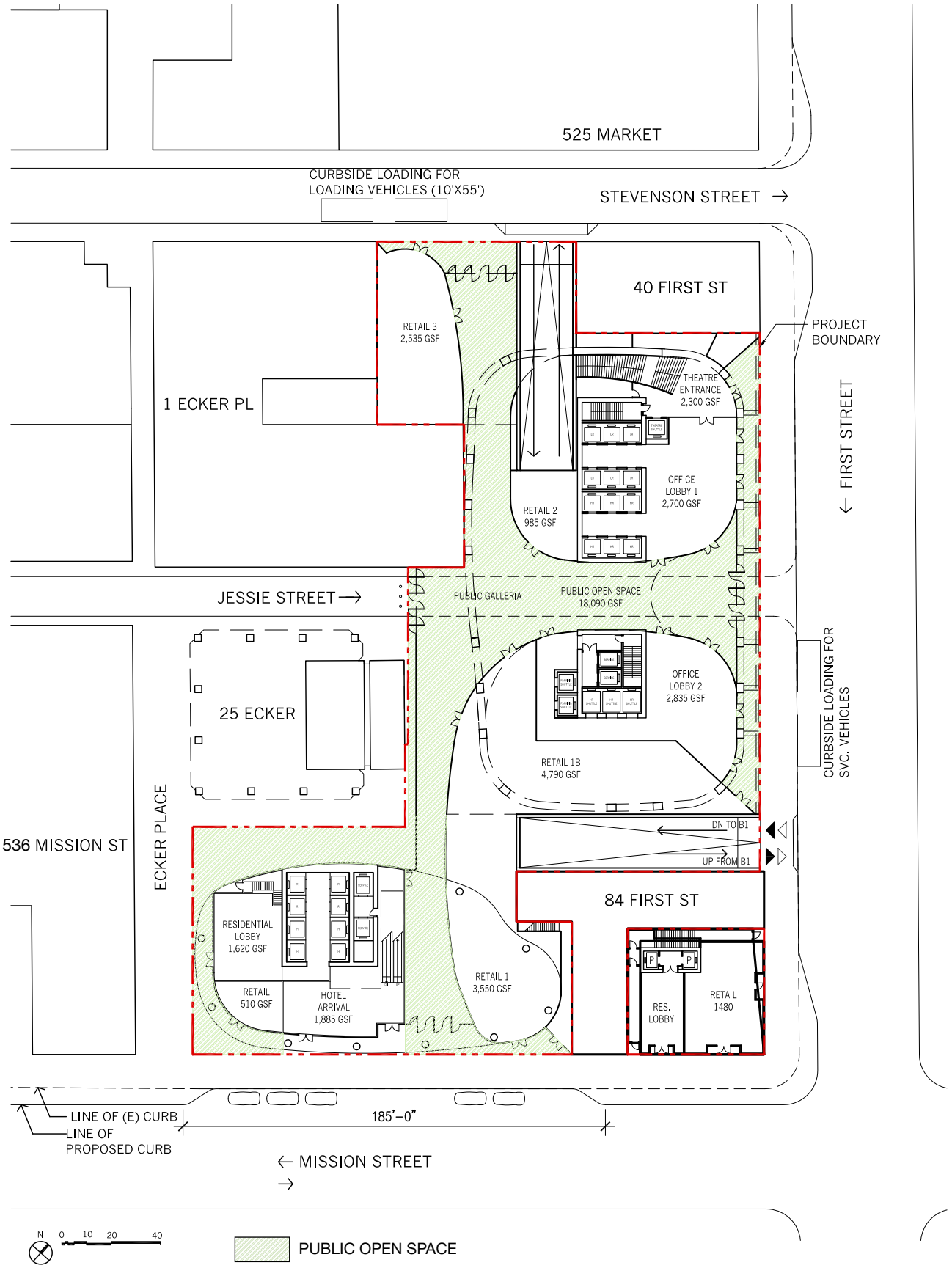


SOURCE: SOM

Case No. 2006.1523E: Fifty First Street Project . 206241.1

Figure 4

Proposed Site Plan Option B

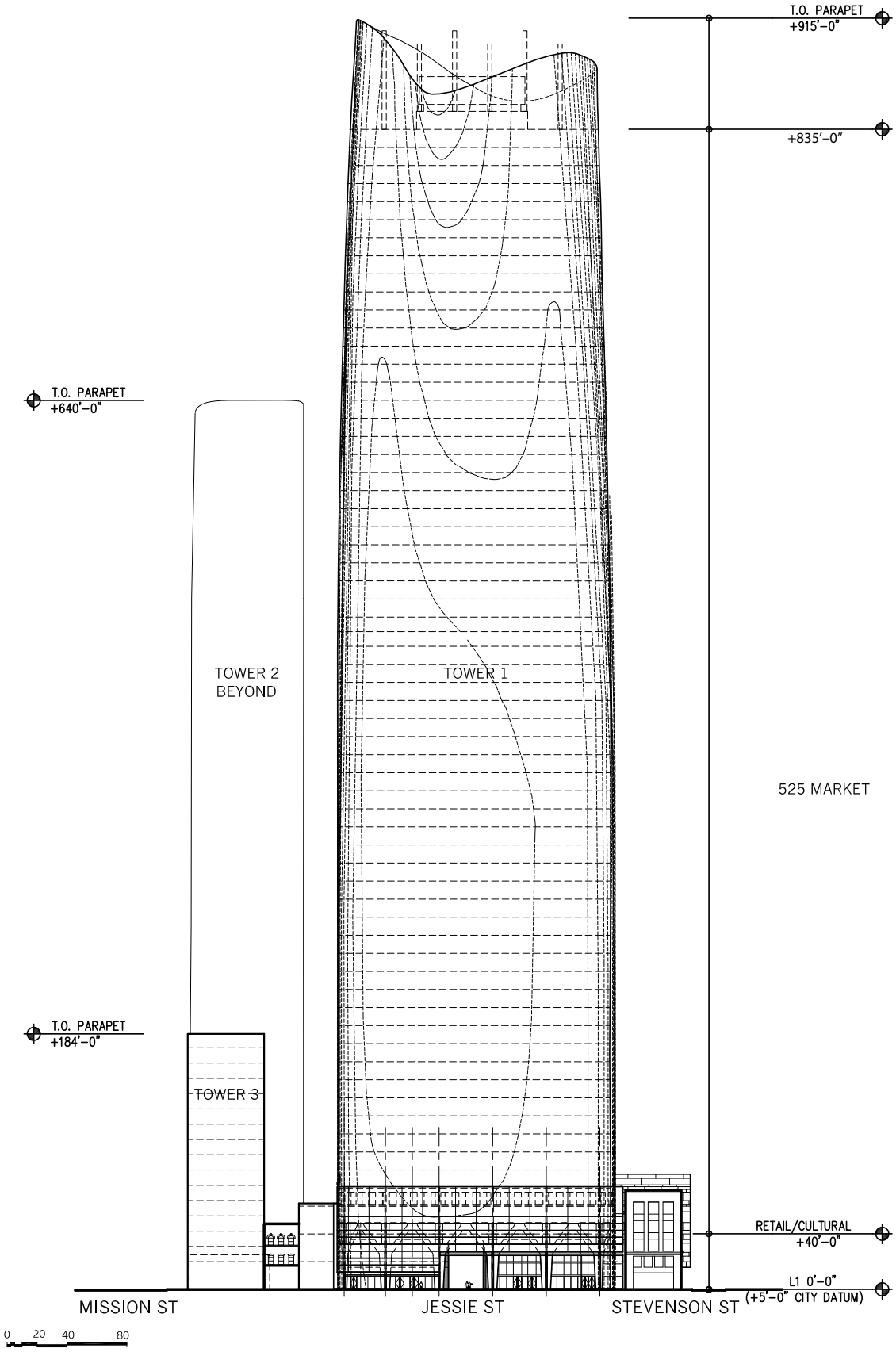


SOURCE: SOM

Case No. 2006.1523E: Fifty First Street Project . 206241.1

Figure 5

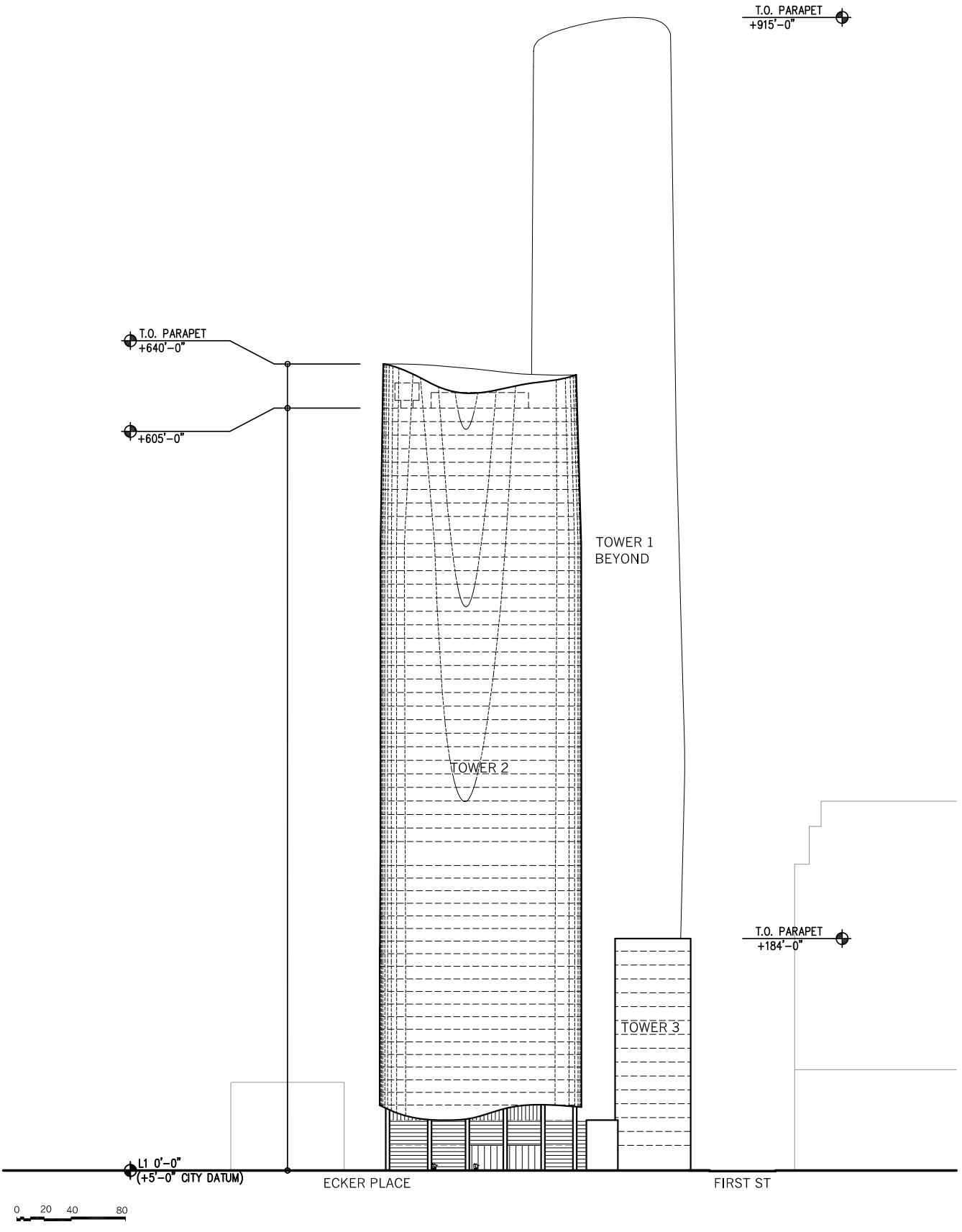
Proposed Ground Floor Plan Option B



SOURCE: SOM

Case No. 2006.1523E: Fifty First Street Project . 206241.1

Figure 6
First Street Elevation



SOURCE: SOM

Case No. 2006.1523E: Fifty First Street Project . 206241.1

Figure 7

Mission Street Elevation

Tower Two

Tower Two would front Mission Street and Ecker Place. The 56-story building (605 feet to the roof, 640 feet to the top of the parapet) would include residential and hotel uses above the ground-floor entrances and two levels of hotel service space. Approximately 266 hotel rooms would be located on floors four through 22 and approximately 160 residential units would occupy levels 23 through 55. A mechanical level would occupy floor 56. The ground floor would include a hotel entrance, a residential lobby on Ecker Place, and a retail space at the corner of Mission and Ecker. The hotel lobby would be on the second floor, and hotel function space would occupy level 3. Publicly accessible open space would occupy the set back area between Tower Two and the Mission Street and Ecker Place property lines.

Tower Three

Tower Three would be located at the northwest corner of Mission and First Streets. This 15-story, 174-foot tall building (184 feet tall to the top of the parapet), would include retail space and a residential lobby on the ground floor and 22 residential units on the upper levels. Tower Three would be separated from the rest of the proposed project by a "T" shaped parcel (84 First Street) that is not under the control of the project sponsor and not included in the project site.

Parking

The project would include two garages below the street, beneath Towers One and Two. The Tower One garage would provide off-street parking and loading for Tower One uses. Parking and loading for Tower One would be accessible via a two-way ramp on Stevenson Street. The Tower One garage would have four below-grade levels, and would contain about 122 parking spaces, including four car-share spaces and four disabled-accessible spaces. The first basement level would contain a loading dock with three truck spaces and two service vehicle spaces. The Tower One garage would provide 18 bicycle parking spaces.

The Tower Two garage would provide off-street parking and loading for Tower Two and Tower Three uses. The Tower Two garage would be accessible via a two-way driveway on First Street. The Tower Two garage would have five below-grade levels, and would have approximately 188 parking spaces, including seven disabled-accessible spaces. Of these spaces, 169 would be for residential use and the remainder would be reserved for hotel use. Other than these seven spaces, all parking in the Tower Two garage would be provided in mechanical stackers that would be valet-operated. The Tower Two garage would provide two full-size truck loading spaces, one smaller truck loading space, and two service vehicle spaces. The Tower Two garage would also include 61 bicycle parking spaces for the residential units in Towers Two and Three.

Open Space

The proposed project would include interior publicly accessible open spaces at levels one through three (Jessie Street Galleria), as well as publicly accessible open space at the ground floor in setbacks at the base of Tower Two. In addition, the proposed project would include an approximately 5,100-square-foot rooftop garden atop the theater space. The interior open space (Jessie Street Galleria) would be approximately 15,600 square feet under Option A or about 18,000 square feet under Option B. Under either variant, the Jessie Street Galleria would create a public pedestrian passageway through the base of Tower One, linking First Street with Stevenson, Jessie and Mission Streets. The remainder of the non-

residential open space, as required per *San Francisco Planning Code* Section 138, would be met through payment of an "in-lieu fee," as would be allowed under the proposed Transit Center District Plan (see Project Setting below). The location and type of open space for the residential use has not been decided. Approximately 6,552 square feet of private open space (e.g. balconies) is required. Alternatively, the open space requirement may be satisfied by providing 8,714 sq. ft. of common open space (e.g. rooftop gardens), or some combination of private and common open spaces.

Circulation Variants

Two project variants are under consideration to accommodate passenger loading and drop-off for the hotel and residential uses in Tower Two.

Option A (Jessie Street Extension): Under Option A, Jessie Street would be rerouted south through Tower Two to connect with Mission Street via a new curb cut (see Figure 3). Where the rerouted Jessie Street would pass under Tower Two, a four-car hotel valet parking drop-off area would be provided, where guests would both leave and pick up their vehicles. A one-way ramp would provide direct access to this drop-off area from the parking garage, allowing hotel valets to retrieve parked cars internally within the project site. An approximately 85-foot long, four-car residential passenger loading area would be provided along Mission Street.[1]

Option B (Two-Way Jessie Street): Under Option B, Jessie Street would be converted to a two-way operation between Anthony Street to the west and the project site (see Figure 5). Access to Jessie Street east of Anthony Street would be restricted and limited to service and emergency vehicles only. An approximately 185-foot long, nine-car passenger loading and drop-off area for combined use by the hotel and residents would be provided along Mission Street.

Project Setting

The project site consists of seven parcels located at or near the northwest corner of First and Mission Streets. The project site is within the proposed Transit Center District Plan area and diagonally across the First and Mission Streets intersection from the existing Transbay Terminal, which was closed in August 2010 in preparation for demolition of the old terminal and construction of the new Transbay Transit Center, California High Speed Rail and numerous regional bus lines. The Draft Transit Center District Plan (TCDP) released by the Planning Department in November 2009, envisions the area as the new heart of downtown San Francisco and includes a comprehensive program of zoning changes, including elimination of the floor area ratio (FAR) maximums and increased height limits on certain parcels.

The 56,860 square foot site, including the easternmost portions of Jessie Street and Elim Alley, is currently developed with four buildings, ranging in height from five to seven stories, with frontages on First, Jessie, Stevenson, and Mission Streets. Together, these buildings contain approximately 251,000 square feet of office and retail uses. These four buildings that would be demolished by the proposed project include the Marwedel Building (built 1908) at 76-78 First Street (six stories), containing office use; the Langley and Michaels Building (1917) at 50 First Street (seven stories), containing office and retail uses; the Neustadter Bros. Building (1917) at 62 First Street (five stories), containing office use; and the Brandenstein Building (1907) at 88 First Street (six stories), containing office and retail uses.

[1] Option A would result in about 2,000 square feet less retail space and, compared with the program described above.

Three lots fronting Mission Street at 512, 516 and 526 Mission Street are currently vacant. Elim Alley, which is contained within the project site, is a 5.5- to 12-foot-wide pedestrian alley located between 62 First Street and 76-78 First Street. There are no off-street parking spaces located on the project site. There is one off-street loading space located off of Jessie Street in the 62 First Street building.

The proposed project is located within the First and Mission Historic District, which is not formally listed but was determined to be eligible for listing on the California Register of Historical Resources. This district was identified as part of the Transit Center District Area Plan Survey. The findings of this survey were adopted by the Landmarks Preservation Advisory Board as accurate and complete. The Planning Department concurs with these findings. The proposed project would demolish several known historic resources, either determined to be individually eligible or as a contributor to the identified First and Mission Historic District. All lots in the project site are within the C-3-O (Downtown Office) Use District, in which office, retail, and residential uses are principally permitted, and hotel use requires Conditional Use authorization. This use district also contains specific restrictions on FAR (9:1 base, 18:1 permitted with transfer of development rights), commercial parking (7 percent of gross floor area), residential parking (maximum of 0.75 spaces per dwelling unit), and residential density (one unit per 125 square feet of lot area), and requirements for the provision of publicly accessible open space, and the provision of disabled-accessible parking spaces, bicycle parking spaces, and car-share parking spaces. The proposed project would be required to comply with the Residential Inclusionary Affordable Housing Program as specified in the *San Francisco Planning Code.* The project site is not within any existing special use or overlay district.

The project site is within the 550-S Height and Bulk District (550-foot maximum height[2]; limits on building base height and tower plan dimensions in accordance with *San Francisco Planning Code* Section 270(d) and on tower separation in accordance with *San Francisco Planning Code* Section 132.1). The proposed TCDP would rezone the lots fronting Stevenson and First Streets (Lots 5, 6, 7 and 9) to a height limit of 850 feet. The remaining lots fronting Mission Street (Lots 10 through 12), would retain the height limit of 550 feet. Under the proposed TCDP height limitations, the 850-foot rooftop elevation for Tower One would be within permitted height district along First Street. The Planning Department has not proposed Planning Code amendments that would implement the TCDP at this time; under a potential zoning proposal, at 915 feet tall, the parapet elevation would be a permitted rooftop extension provided the portion above 850 feet does not cast significant additional shadows on protected parks. Tower Two's rooftop elevation would be within the 605-foot height allowance in a 550-S District, and its parapet (640 feet) would be a permitted rooftop extension. The proposed TCDP would retain the existing "S" bulk district, which specifies a minimum tower separation of 30 horizontal feet at a height of 300 feet and 70 horizontal feet at a height of 550 feet and above. The proposed project would meet this requirement at

[2] In "S" Bulk Districts, a height extension of 10 percent is permitted under current zoning, pursuant to *Planning Code* Section 263.9, provided that the average floor of the building's "upper tower" (above about 500 feet for Tower One and about 300 feet for Tower Two) is reduced by an additional amount beyond that required by Section 270(d)(3)(B), and that "the upper tower volume is distributed in a way that will add significantly to the sense of slenderness of the building and to the visual interest to the termination of the building, and that the added height will improve the appearance of the sky-line when viewed from a distance, will not adversely affect light and air to adjacent properties, and will not add significant shadows to public open spaces." Under current zoning, projects using the 10 percent height extension provision must exhibit an upper tower bulk reduction that is 50 percent of the volume that would occur if the average size of the lower tower were extended to the proposed height of the building. The proposed Transit Center District Plan would reduce the upper tower bulk reduction requirement from the current 50 percent volume to 25 percent of the lower tower average floorplate and average diagonal dimension (proposed TCDP Policy 2.8). In either case, the proposed project would require an exemption for the project towers' relatively uniform bulk.

the 300 foot elevation but would require an exception to *San Francisco Planning Code* Section 132.1 to allow the proposed 64.5-foot tower separation at the top (640 feet) of Tower Two.

At this time, it is the project sponsor's intention to pursue project approval after adoption of the proposed Transit Center District Plan. If the project were to be considered for approval prior to adoption of the proposed TCDP and related zoning changes, the proposed project would require a reclassification of the existing height and bulk limitations (rezoning) by the Board of Supervisors, as one of the proposed towers would be taller than is currently permitted. In addition, the current maximum FAR limit would have to be increased.

Land uses in the project vicinity consist primarily of office and retail uses, many in high-rise towers. The project site is immediately bordered along the west by Ecker Place (a midblock alley), a 20-story office building at 25 Ecker Place, and a former warehouse currently undergoing conversion to residential use at 1 Ecker Place. Golden Gate University is located to the west at 536 Mission Street. A privately owned, publicly accessible open space connecting Mission Street and Jessie Street is located west of the university buildings, adjacent to the 31-story JP Morgan Chase office building at 560 Mission Street. An eight-story brick office building is located at the northeast corner of Second and Mission Streets. A "T" shaped parcel, at 85 First Street, is surrounded by parcels within the project site and is occupied by a three-story building with frontages on both First and Mission Streets. This parcel is not under the control of the project sponsor and not included in the project site.

North of the project site, at the corner of Stevenson and First Streets, a five-story building shares a western and southern boundary with the project site. A 39-story office building, 525 Market Street, occupies the lot across Stevenson Street. The interior block between Jessie and Market Streets is occupied by several high-rise office buildings, ranging from 15 to 40 stories, as well as a number of smaller buildings.

To the east, a five-story office building, 440 Mission Street, is immediately across First Street. Moving north along First Street, a plaza separates 75 First Street and the 23-story 455 Market Street office tower. The block across First Street is also occupied by two other high-rise office buildings: the 43-story Fremont Center at 50 Fremont Street and the 38-story building at 425 Market Street.

South of the project site, across Mission Street, is 100 First Street, a 27-story office building and adjacent single-story parking garage. West of this parking garage, a 27-story office building is approved for the site at 535 Mission Street. Also on this block is a five-story office building at 2 Shaw Alley, a newly constructed 33-story office tower at 555 Mission Street, and a 27-story office building at 101 Second Street. As noted, the existing Transbay Terminal is located southeast of the project site on the south side of Mission Street between First and Fremont Streets.

COMPATIBILITY WITH EXISTING ZONING AND PLANS

The EIR will discuss the proposed project's inconsistencies, if any, with the City's adopted *General Plan* and its relevant elements, particularly the Downtown Plan, as well as the current update of the Housing Element. Other applicable planning documents and efforts will be discussed for context, including, among others, the proposed Transit Center District Plan, the Transbay Redevelopment Plan, Bicycle Plan, Sustainability Plan, Climate Action Plan, and Better Streets Plan, as well as the City's Transit First Policy.

The EIR will also discuss the relationship between the proposed project and the *San Francisco Planning Code*, including specific sections relevant to downtown, including, but not limited to, Sections 124 (Floor Area Ratio), 128 (Transferrable Development Rights), 270 (Bulk Limits), 309 (Permit Review in C-3 Districts), 321 (Annual Office Development Limitation Program), 148 (Ground Level Wind Currents), and 295 (Shadows on Properties within the Jurisdiction of the Recreation and Park Commission). Inconsistencies with relevant plans or zoning that could result in physical effects on the environment will be analyzed in the applicable environmental topic sections such as noise and air quality.

POTENTIAL ENVIRONMENTAL ISSUES

The proposed project could result in potentially significant environmental effects. The Planning Department will prepare an environmental impact report (EIR) to evaluate the physical environmental effects of the proposed project. As required by CEQA, the EIR will examine those effects, identify mitigation measures, and analyze whether the proposed mitigation measures would reduce the environmental effects to a less than significant level. The EIR also will evaluate a No Project Alternative, which will assume no change to the existing conditions on the project site, as well as additional project alternatives that could potentially reduce or avoid any significant environmental impacts associated with the proposed project. Among the alternatives to be considered, it is expected that one or more preservation and/or partial preservation alternative, a reduced-scale and/or reduced-density alternative, and a circulation alternative that does not entail new curb cuts on Mission or First Streets will be evaluated.

As part of the review process under the California Environmental Quality Act (CEQA), the Planning Department will convene a public scoping meeting at which public comment will be solicited on the issues that will be covered in the EIR. This notice provides a summary description of the proposed project, identifies environmental issues anticipated to be analyzed in the EIR, and provides the time, date, and location of the public scoping meeting.

The following environmental issues are likely to be addressed in the EIR:

Land Use

The proposed project would add residential, office, and hotel uses to the project site. All of these uses exist within the project area. Although high-rise office development is predominant in the vicinity, the mixed-use program proposed for Tower Two represents somewhat of a departure from the prevailing land use pattern in the immediate project area, which is dominated by single-purpose (generally, office or residential) buildings. However, it is noted that the St. Regis tower at Third and Mission Streets, the Four Seasons tower on Market Street, and the Millennium Tower at Mission and Fremont Streets also combine hotel and residential use into a single building, with ground-floor retail. The EIR will describe existing land uses in the vicinity and address the project's compatibility with those uses. Potential conflicts in land uses, should they arise, would, if applicable, be discussed in the context of the physical effect, and, thus, could also be analyzed under topics such as noise and air quality.

Aesthetics

The proposed project would alter views of the project site and surrounding areas by replacing vacant lots and four existing mid-rise buildings with three structures up to 915 feet in height on the project site. The

EIR will describe the existing visual setting of the project site and vicinity and describe potential project impacts in terms of whether the proposed project would substantially affect scenic views, degrade scenic resources or the existing visual character or quality of the area, or generate obtrusive light or glare. In addition, visual simulations (photomontages) will be presented for the project site under existing conditions and with the proposed project from various public vantage points that represent short-range, mid-range, and long-range views of the project site. The analysis of potential effects on existing visual character will focus on visual contrast and compatibility, including consistency with urban design objectives for the overall City form and skyline. Potential project effects on views and view corridors will be described. The EIR will illustrate impacts in terms of the type and magnitude of change in the visual components identified in the setting.

Population, Housing, and Employment

The EIR analysis will use standard factors provided in Planning Department guidelines for transportation analysis to estimate the project-related employment and population change. The EIR will estimate the resulting housing demand of the project's commercial uses, also based on standard factors. The impact analysis will discuss housing affordability, the jobs/housing relationship in the context of jobs and housing in the rest of the City and the region, and the project's consistency with the objectives and policies of the updated *General Plan* Housing Element.

Cultural (Historical and Archeological) Resources

A California Register eligible historic district at the First and Mission intersection (First and Mission Historic District) was identified as part of the Transit Center District Area Plan Survey, and the results of this survey were adopted by the Landmarks Preservation Advisory Board. The proposed project would demolish several buildings identified as historical resources and located within the First and Mission Historic District, including one building, 76-80 First Street, that has been determined to be eligible for the California Register of Historical Resources and the National Register of Historic Places as an individual property. The EIR will summarize the results of the Historic Resources Evaluation, which will be prepared by Page & Turnbull, historic architects, and independently evaluated by Planning Department preservation staff. The EIR will describe the historical resources on the project site, and will identify potential impacts on these historic resources and the First and Mission Historic District.

Excavation and other earth movement could disturb prehistoric cultural resources that may be buried at the project site. The project site has been evaluated for the likely presence of such artifacts, and the potential to disturb them, as part the February 2010 Archeological Research Design and Treatment Plan for the Transit Center District Plan area. According to this report, the project site is considered to have "moderate potential" for containing buried archaeological sites related to both prehistoric and historic-era archeological resources. The EIR will summarize the findings of the archeological report with respect to the project site. The impact analysis will identify mitigation, as required, that could include further archeological investigation beneath the project site once the existing buildings are removed.

Transportation and Circulation

The proposed project would generate new traffic to and from the project site, as well as increases in transit ridership, pedestrian and bicycle activity, and parking and loading demand. A Transportation Impact Study will be prepared for the proposed project in accordance with the Planning Department's

Transportation Guidelines for Environmental Review (October 2002). The study will include an analysis of specific transportation impacts and mitigation measures associated with each of the proposed circulation schemes (Option A and Option B). The EIR will summarize the findings of the transportation study. The EIR impact analysis will also analyze transit conditions, pedestrian and bicycle conditions, freight loading, and parking conditions. The EIR transportation analysis will also evaluate cumulative effects of anticipated development and streetscape improvements in the planned Transit Center District Plan area.

Noise

The EIR will evaluate the proposed project for noise compatibility with adjacent land uses (including traffic levels, including bus operations, as well as building mechanical equipment). The noise analysis will use available published information, such as the Department of Public Health's recent updated map of roadway noise levels, to evaluate compatibility of the proposed uses with traffic noise levels. The EIR will include a discussion of operational impacts, although the proposed project is not anticipated to include uses that would generate substantial noise. The EIR also will identify sensitive receptors (residences) nearest to the project site and describe construction-period noise levels, compliance with the Noise Ordinance, and implementation of standard mitigation measures for pile-driving and other noise producing practices. Depending on the phasing of construction, project residential units could be sensitive receptors during construction of the office component of the project.

Air Quality

The air quality effects of the proposed project will be analyzed in accordance with the Bay Area Air Quality Management District's (BAAQMD) *2010 CEQA Guidelines* and presented in an Air Quality Technical Report. The technical report will quantify construction-period emissions, and will include the results of a health risk assessment of construction emissions on nearby and on-site sensitive receptors. (As with noise, project residential units could be sensitive receptors during construction of the office component of the project, depending on construction phasing.) Although many projects in San Francisco do not generate operational emissions that exceed the thresholds established by the BAAQMD for "criteria air pollutants," the proposed project, with nearly 2million square feet of mixed-use development, would result in greater emissions than a typical downtown project. Operational emissions will be quantified using the URBEMIS model, and presented in the technical report. The technical report also will evaluate health risks to project residents from emissions of nearby mobile and stationary source pollutants. Mitigation measures will be identified, as applicable, for both construction and operational impacts. The EIR will summarize the results of the Air Quality Technical Report.

Greenhouse Gas Emissions

The EIR will include an analysis of greenhouse gas (GHG) emissions, which includes a general discussion of effects of GHGs, including a discussion of current regulations related to GHG emissions, such as discussion of California's Assembly Bill 32 and the California Air Resources Board's Scoping Plan to implement AB 32, the City's actions taken in connection with GHGs and climate change, and quantification of project GHG emissions using the BAAQMD Bay Area Greenhouse Gas Model, as well as mitigation measures, if applicable. A significance determination will be made based on the BAAQMD *2010 CEQA Guidelines*.

Wind

Tall structures (those over about 100 feet in height) tend to redirect winds downward along the building facades and have the potential to result in adverse impacts on the pedestrian wind environment. With a building proposed at over 900 feet in height, the proposed project would result in changes to ground-level winds near the base of the proposed towers and, potentially, up to several hundred feet away. *San Francisco Planning Code* regulations concerning pedestrian-level wind speeds apply in the greater downtown (including the project site), and the *Planning Code's* evaluation criteria are typically employed for CEQA analysis of tall buildings. The approach to wind analysis will involve testing of scale models of the proposed project (at a massing level of detail) in a wind tunnel and to obtain and interpret test results in accordance with the criteria of *Planning Code* Section 148. The results of that testing, as well as an evaluation of potential wind effects of cumulative development in connection with the proposed Transit Center District Plan, including the proposed 1,000-foot-tall Transit Tower will be reported in a project-specific technical memorandum that will be summarized in the EIR. The EIR will summarize the analysis results and will describe any mitigation measures necessary to alleviate potentially significant adverse wind conditions in areas where wind speeds might exceed the established wind hazard criterion.

Shadow

Tall buildings cast shadow for long distances—to a distance up to 6.5 times the height of the building during early morning and late afternoon around the winter solstice, when shadows are longest. *San Francisco Planning Code* Section 295 generally prohibits the addition of new shadow to parks under the jurisdiction of the Recreation and Park Commission. A preliminary shadow analysis undertaken for the Transit Center District Plan shows that the tallest of the three proposed towers, at 915 feet in height, would cast new shadow that could reach Union Square, Portsmouth Square, St. Mary's Square, Justin Herman Plaza, and potentially other downtown parks. The EIR will include the results of a detailed analysis of potential project new shadowing to show impacts to properties subject to Section 295, and also to illustrate potential shading on surrounding streets, sidewalks, and publicly accessible but privately owned open spaces in the vicinity. As with the wind analysis, the shadow study will also report on cumulative impacts in connection with the proposed Transit Center District Plan. The EIR will present graphical depictions of net new shadow from the proposed project in the morning, at midday, and in the afternoon, on four days of the year—the summer and winter solstices and spring and fall equinoxes. The EIR will also quantify project shadow impacts in terms of the durations and amounts of park area that may be shaded by the proposed project. Mitigation measures for shadow impacts will be identified as appropriate.

Recreation and Public Space; Utilities and Service Systems; Public Services

Given that the proposed project would be developed within the proposed Transit Center District Plan area, the analyses for utility, recreation, and public service resources will be derived from the areawide evaluation of service and utility capacity being prepared for the TCDP EIR. The EIR will adapt and summarize the TCDP EIR analyses for utilities including those for water and sewer infrastructure, water supply, and sewer treatment capacity. With regard to the adequacy of parks and open space facilities and programs, schools, and the Fire and Police Departments, the EIR will summarize the TCDP EIR determination of whether the project-related population and proposed building heights, would raise specific issues regarding current equipment, preparedness, or practices regarding public safety or fire protection, or would result in increased school enrollment or park and recreation facility use to a level

that would result in significant environmental impacts. The EIR will focus on the project-related contribution to any such significant environmental impacts found in the TCDP EIR analysis.

Biological Resources

The biological resources analysis will be derived from the analysis being undertaken for the Transit Center District Plan EIR. The project area does not generally provide habitat for special-status plant or animal species, and no effects are anticipated due to loss or disruption of habitat. However, the development of a number of very tall buildings, including on the project site, may increase the potential for bird strikes, which is being investigated for the Transit Center District Plan EIR and will be summarized in this EIR. The analysis will describe materials and design features in the proposed project to assess how and whether the project might affect special status avian species.

Geology, Soils, and Seismicity

The EIR will summarize the findings from a site-specific preliminary geotechnical investigation and analyze the proposed project related to geology and seismicity. The analysis also will disclose the geological feasibility of the proposed towers, and identify any mitigation measures required to reduce impacts to a less-than-significant level.

Hydrology and Water Quality

The EIR will describe the City's combined sewer-storm drain system and the regulatory framework for control of water quality. To assess potential construction-related impacts to water quality, the analysis will rely on the geotechnical report for a description of depth to groundwater and the potential need for dewatering during construction. The potential changes in municipal sewage and stormwater runoff associated with project implementation would be minimal because the proposed project would not increase the amount of impervious surface on the project site.

Hazards and Hazardous Materials

The EIR will summarize findings of the Phase I and, if applicable, the Phase II environmental site assessment and environmental database review. This section will describe the types of contaminants that are expected to be encountered on the project site, and discuss the legal requirements, processes for remediation of contaminated sites, and include any mitigation measures that are determined to be warranted.

Mineral and Energy Resources

The EIR will briefly discuss potential effects related to mineral and energy resources.

Agricultural and Forest Resources

The EIR will briefly discuss potential effects related to agricultural and forest resources.

Cumulative Impacts

All environmental topic analyses will include a cumulative impact analyses that will take into account, as applicable to each topic area, growth projections and transportation forecasts for the larger Transit Center District Plan area, as well as any pertinent specific nearby projects.

Alternatives

The EIR will describe and analyze alternative design(s) and/or alternative land use schemes including, a No Project Alternative, as required by CEQA. The EIR will evaluate additional alternatives that could potentially reduce or avoid any significant environmental impacts of the proposed project. Based on preliminary project review, the alternatives analyzed will likely include one or more preservation/partial preservation alternative, a reduced-scale and/or reduced-density alternative, and a circulation alternative that does not entail new curb cuts on Mission or First Streets.