



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- Inclusionary Housing
- Childcare Requirement
- Jobs Housing Linkage Program
- Downtown Park Fee
- Public Art
- Public Open Space
- First Source Hiring (Admin. Code)
- Transit Impact Development Fee
- Other

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Planning Commission Motion 18957 Section 309

HEARING DATE: AUGUST 15, 2013

Date: August 1, 2013
Case No.: **2013.0276BX**
Project Address: **350 MISSION STREET**
Zoning: C-3-O(SD) (Downtown Office Special Development)
 Transit Center C-3-O (SD) Commercial Special Use District
 700-S-2 Height and Bulk District
Block/Lot: 3710/017
Project Sponsor: KR 350 Mission, LLC
 c/o Daniel Frattin of Reuben, Junius & Rose LLP
 One Bush Street, Suite 600
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ADOPTING FINDINGS RELATED TO THE APPROVAL OF A SECTION 309 DETERMINATION OF COMPLIANCE AND REQUEST FOR EXCEPTIONS FOR SEPARATION OF TOWERS UNDER PLANNING CODE SECTION 132.1, GROUND-LEVEL WIND CURRENTS UNDER PLANNING CODE SECTION 148, FREIGHT LOADING UNDER PLANNING CODE SECTION 152.1, AND BULK REQUIREMENTS UNDER PLANNING CODE SECTIONS 270 AND 272 TO CONSTRUCT UP TO SIX ADDITIONAL STORIES ATOP A PREVIOUSLY APPROVED, 24-STORY TOWER, RESULTING IN A NEW BUILDING OF UP TO 30 STORIES, AT A ROOF HEIGHT OF UP TO APPROXIMATELY 424 FEET, WITH A MECHANICAL PARAPET REACHING A HEIGHT OF UP TO APPROXIMATELY 455 FEET, CONTAINING UP TO APPROXIMATELY 420,000 SQUARE FEET OF OFFICE USES, APPROXIMATELY 5,400 SQUARE FEET OF RETAIL SPACE, APPROXIMATELY 23,500 SQUARE FEET OF SUBTERRANEAN PARKING AREA, AND APPROXIMATELY 9,650 SQUARE FEET OF PUBLICLY-ACCESSIBLE INTERIOR OPEN SPACE, LOCATED AT 350 MISSION STREET (ASSESSOR'S BLOCK 3710, LOT 017), WITHIN THE C-3-O (SD) (DOWNTOWN OFFICE-SPECIAL DEVELOPMENT) DISTRICT, THE TRANSIT CENTER C-3-O (SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE 700-S-2 HEIGHT AND BULK DISTRICT, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

On February 10, 2011, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting and approved a Downtown Project Authorization and Requests for Exceptions pursuant to Planning Code Section ("Section") 309 (Motion No. 18268), and an allocation of office space pursuant to Sections 320 through 325 (Annual Office Development Limitation Program, Motion No. 18267), in connection with a proposal to demolish an existing four-story building containing office and retail uses and construct a 24-story, 350-foot tall building containing approximately 340,000 gross square feet of office space, approximately 1,000 square feet of retail space, approximately 23,500 square feet of subterranean parking area, and approximately 12,700 square feet of publicly-accessible interior open space, on a property located at 350 Mission Street, Lot 017 of Assessor's Block 3710 ("Project Site"). At the same hearing on February 10, 2011, the Zoning Administrator indicated an intent to grant a requested Variance from Section 155(s)(5)(A), to allow a garage entry width measuring approximately 33 feet, where the Planning Code limits the maximum permitted width of a shared parking and loading garage opening to 27 feet. On April 14, 2011, the Zoning Administrator issued a Variance Decision Letter formally granting the requested Variance (collectively, "Previous Project", Case No. 2006.1524EBKXV). The Planning Commission approvals and related building permits for the Previous Project are vested, and the building is currently under construction.

On March 14, 2013, Daniel Frattin, acting on behalf of KR 350 Mission, LLC ("Project Sponsor") applied for an allocation of up to 80,000 square feet of office space in order to amend the Previous Project to add up to six additional floors of office space, pursuant to Sections 321 and 322 (Annual Office Development Limitation Program) (Case No 2013.0276B). On April 25, 2013, the Project Sponsor applied for a Downtown Project Authorization and Requests for Exceptions, pursuant to Section 309, in order to amend the Previous Project to add up to six additional floors of office space, make minor changes to the configuration of ground-floor retail space, and create a 4,300 gross square foot restaurant at the second floor. The project, as amended, would construct a new building of up to 30 stories, at a roof height of up to approximately 424 feet, with a mechanical parapet height of up to approximately 455 feet, containing up to approximately 420,000 square feet of office uses, approximately 5,400 square feet of retail space, approximately 23,500 square feet of subterranean parking area, and approximately 9,650 square feet of publicly-accessible interior open space, located at 350 Mission Street (Assessor's Block 3710, Lot 017), within the C-3-0 (SD) (Downtown Office-Special Development) District, the Transit Center C-3-0 (SD) Commercial Special Use District, and the 700-S-2 Height and Bulk District (collectively, "Project", Case No. 2013.0276BX).

On May 24, 2012, the Planning Commission held a duly advertised public hearing and recommended approval of the Transit Center District Plan ("TCDP" or "Plan") and related implementing Ordinances to the Board of Supervisors. The result of a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown to respond to and support the construction of the new Transbay Transit Center project, including the Downtown Rail Extension. Implementation of the Plan would result in generation of up to \$590 million for public infrastructure, including over \$400 million for the Downtown Rail Extension. Adoption of the Plan included height reclassification of numerous parcels in the area to increase height

limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

On July 24, 2012, the Board of Supervisors held a duly noticed public hearing, affirmed the Final EIR and approved the Plan, as well as the associated ordinances to implement the Plan on first reading.

On July 31, 2012, the Board of Supervisors held a duly noticed public hearing, and approved the Plan, as well as the associated ordinances to implement the Plan on final reading.

On August 8, 2012, Mayor Edwin Lee signed into law the ordinances approving and implementing the Plan, which subsequently became effective on September 7, 2012.

The environmental effects of the Project were determined by the Department to have been fully reviewed under the Transit Center District Plan Environmental Impact Report (hereinafter "EIR"). The EIR was prepared, circulated for public review and comment, and, at a public hearing on May 24, 2012, by Motion No. 18628, certified by the Commission as complying with the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et seq., (hereinafter "CEQA"). The Commission has reviewed the Final EIR, which has been available for this Commission's review as well as public review.

The Transit Center District Plan EIR is a Program EIR. Pursuant to CEQA Guideline 15168(c)(2), if the lead agency finds that no new effects could occur or no new mitigation measures would be required of a proposed project, the agency may approve the project as being within the scope of the project covered by the program EIR, and no additional or new environmental review is required. In approving the Transit Center District Plan, the Commission adopted CEQA Findings in its Motion No. 18629 and hereby incorporates such Findings by reference.

Additionally, State CEQA Guidelines Section 15183 provides a streamlined environmental review for projects that are consistent with the development density established by existing zoning, community plan or general plan policies for which an EIR was certified, except as might be necessary to examine whether there are project-specific effects which are peculiar to the project or its site. Section 15183 specifies that examination of environmental effects shall be limited to those effects that (a) are peculiar to the project or parcel on which the project would be located, (b) were not analyzed as significant effects in a prior EIR on the zoning action, general plan or community plan with which the project is consistent, (c) are potentially significant off-site and cumulative impacts which were not discussed in the underlying EIR, or (d) are previously identified in the EIR, but which are determined to have a more severe adverse impact than that discussed in the underlying EIR. Section 15183(c) specifies that if an impact is not peculiar to the parcel or to the proposed project, then an EIR need not be prepared for that project solely on the basis of that impact.

On July 30, 2013, the Department determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Plan and was encompassed within the analysis contained in the Transit Center District Plan Final EIR. Since the Transit Center District Plan Final EIR was finalized, there have been no substantial changes to the Transit Center District Plan and no substantial changes in circumstances that would require major revisions to

the Final EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Final EIR. The file for this project, including the Transit Center District Plan Final EIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program (MMRP) setting forth mitigation measures that were identified in the Transit Center District Plan EIR that are applicable to the project. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Motion as Exhibit C.

On February 10, 2011, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2013.0276BX. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the applicant, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby approves the Section 309 Determination of Compliance and Request for Exceptions requested in Application No. 2013.0276X for the Project, subject to conditions contained in **Exhibit A** attached hereto and incorporated by reference, based on the following findings:

FINDINGS

Having reviewed the materials identified in the recitals above, and having heard all testimony and arguments, this Commission finds, concludes, and determines as follows:

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The Project Site is an 18,909 sq. ft., roughly square parcel located at the northeast corner of Mission and Fremont Streets. The Project Site is within the C-3-O(SD) District, the Transit Center C-3-O(SD) Commercial Special Use District, and the 700-S-2 Height and Bulk District. The Previous Project, as approved by the Commission and the Zoning Administrator in 2011, is currently under construction.
3. **Surrounding Properties and Neighborhood.** The Project Site is located in an area characterized by dense urban development. Existing height limits on the subject block range from 450 to 550 feet. There are many high-rise structures containing dwellings, offices and other commercial uses. The Project Site is surrounded by a number of high-rise buildings. 45 Fremont Street is a 34-story office building located directly to the north. 50 Beale Street is a 23-story office building located to the east. 50 Fremont Street is a 43-story office building across Fremont Street to the west. The Millennium (301 Mission Street) is a residential development consisting of a 60-story residential building and an 11-story tower, located across Mission Street to the south. There are numerous smaller commercial buildings in the area as well. The site of the future Transit Center (currently under construction), as well as the approved Transbay Tower, is located opposite the Project Site at the southwest corner of Mission and Fremont Streets. The future Transit Center is planned to accommodate local, regional, and national bus service, as well as Caltrain and California High Speed Rail service.

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

4. **Proposed Project.** The Project proposes to amend the Previous Project to add up to six additional floors of office space. The project, as amended, would construct a new building of up to 30 stories, at a roof height of up to approximately 424 feet, with a mechanical parapet height of up to approximately 455 feet, containing up to approximately 420,000 square feet of office uses, approximately 5,400 square feet of retail space, and approximately 23,500 square feet of subterranean parking area. The precise amount of additional floor area that would be developed beyond the Previous Project would be based upon the anticipated needs of the building's sole tenant ("Salesforce.com, Inc.").

Aside from the proposed height increase and additional square footage, the basic form and design of the building would not change. However, the revisions to the Previous Project trigger the requirement that the Commission reconsider the previously-granted exceptions for "Separation of Towers", "Ground-level Wind Currents", and "Bulk Limitations". In addition, the Project Sponsor is requesting that the Commission grant a new exception for the number of freight loading spaces which was not required under the Previous Project.

5. **Public Comment.** To date, the Planning Department has received no communications regarding the proposed Project.
6. **Planning Code Compliance.** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:

- A. **Floor Area Ratio (Section 124).** Section 124 establishes basic floor area ratios (FAR) for all zoning districts. As set forth in Section 124(a), the FAR for the C-3-O (SD) District is 6.0 to 1. Under Sections 123 and 128, the FAR can be increased to 9.0 to 1 with the purchase of transferable development rights (TDR), and may exceed 9.0 to 1 without FAR limitations through participation in the Transit Center District Mello-Roos Community Facilities District, pursuant to Section 424.8.

The Project Site has a lot area of approximately 18,909 square feet. The Approved Project is under construction with an FAR of 18-to-1, which is vested under the pre-TCDP entitlements. The pre-TCDP zoning established a base FAR of 9-to-1, allowing up to 170,181 square feet of Gross Floor Area ("GFA") without the purchase of TDR. With TDR, up to 340,362 square feet of GFA was permitted. The Sponsor purchased and recorded Notices of Use for the amount of TDR required to build the Approved Project.

As shown in the conceptual plans for the Project, the building with the Addition would include approximately 432,457 square feet of GFA (an FAR of approximately 22.9 to 1). Conditions of approval are included to require the Sponsor to participate in the Transit Center District Mello-Roos Community Facilities District to pursue development above an FAR of 9.0 to 1.

- B. **Section 132.1(c): Streetwall Base.** In order to establish an appropriate street wall in relation to the width of the street and to adjacent structures, and to avoid the perception of overwhelming mass that would be created by a number of tall buildings built close together with unrelieved vertical rise, new buildings taller than 150 feet within the C-3-O(SD) District must establish a streetwall height between 50 and 110 feet, through the use of a horizontal relief totaling at least 10 feet for a minimum of 40 percent of the linear frontage.

The streetwall base requirements of Section 132.1(c) were included with the Planning Code amendments associated with the TCDP that were adopted following the entitlement of the Previous Project. These requirements apply to the portion of the building between 50 and 110 feet in height. The additional stories proposed as part of the Project would not affect the applicable heights of the building between 50 and 100 feet. Therefore, the Project is not subject to the streetwall base requirements of Section 132.1(c).

- C. **Open Space (Section 138).** New buildings in the C-3-O Zoning District must provide public open space at a ratio of one sq. ft. per 50 gross square feet of all uses, except residential uses, institutional uses, and uses in a predominantly retail/personal services building. This public open space must be located on the same site as the building or within 900 feet of it within a C-3 district.

The building includes up to approximately 420,000 gross sq. ft. of new office space, and shown in the conceptual plans for the Project. At a ratio of 1:50, 8,400 sq. ft. of open space is required. The Project would comply with the requirement by including approximately 9,650 square feet of interior public open space on the ground and mezzanine levels. The proposed open space is enclosed, and is designed in a manner that generally complies with the adopted Guidelines for Downtown Open Space. The design of the open space will be further refined throughout the building permit review process.

- D. **Streetscape Improvements (Section 138.1).** Section 138.1(b) requires that when a new building is constructed in the C-3 District, street trees and sidewalk paving must be provided. Under Section 138.1(c), the Commission may also require the Project Sponsor to install additional sidewalk improvements such as lighting, special paving, seating and landscaping in accordance with the guidelines of the Downtown Streetscape Plan if it finds that these improvements are necessary to meet the goals and objectives of the General Plan.

The Project would comply with this requirement by including appropriate streetscape improvements. Subject to approval by other city bodies, these improvements would incorporate the recommendations of the Transit Center District Plan by widening the

sidewalk along the Mission Street frontage to 19 feet, and along a portion of the Fremont Street frontage to 24.5 feet.

- E. **Shadows on Public Sidewalks (Section 146).** Section 146(a) establishes design requirements for buildings on certain streets in order to maintain direct sunlight on public sidewalks in certain downtown areas during critical use periods. Section 146(c) requires that other buildings, not located on the specific streets identified in Section 146(a), shall be shaped to reduce substantial shadow impacts on public sidewalks, if it can be done without unduly creating an unattractive design and without unduly restricting development potential.

Section 146(a) does not apply to construction on Fremont Street or Mission Street, and therefore does not apply to the Project. The Project is surrounded by a number of existing and planned buildings at taller heights. These buildings would mask and subsume the shadows cast by the Project onto surrounding sidewalks. In addition, the Project is proposed at a height (with an addition of six stories) that is approximately 270 feet lower than the height permitted by the 700-S-2 Height and Bulk District, thereby casting substantially less shadow than a building constructed to the height limit for the property. The Project will not create substantial shadow impacts to public sidewalks.

- F. **Shadows on Public Open Spaces (Section 147).** Section 147 seeks to reduce substantial shadow impacts on public plazas and other publicly accessible open spaces other than those protected under Section 295. Consistent with the dictates of good design and without unduly restricting development potential, buildings taller than 50 feet should be shaped to reduce substantial shadow impacts on open spaces subject to Section 147. In determining whether a shadow is substantial, the following factors shall be taken into account: the area shaded, the shadow's duration, and the importance of sunlight to the area in question.

The Project is subject to Section 147, because it would be approximately 455 feet tall to the top of the mechanical screen. The Project would cast shadow on two privately owned, publicly accessible open spaces (POPOS). However, the shadow would be insubstantial due to its limited duration and the character of the spaces affected by it. The POPOS in question are both relatively narrow and tucked away between existing buildings. Although both have seating, they are used primarily as mid-block pedestrian walkways and are already heavily shaded by existing high-rise development.

The first such space is located immediately to the north of the Project Site, between 350 Mission Street, 45 Fremont Street, and 50 Beale Street. Seating at the southern end of this POPOS is located immediately adjacent to the existing 350 Mission Street building. With the exception of about 90 minutes during mid-to-late afternoon around the summer solstice, when the sun shines through a narrow gap between buildings to the west-northwest of the Project, this seating is fully shaded under existing conditions. The northern portion is similarly shaded but for a one-hour period around mid-day from late spring to early summer. During this time, the sun shines through a gap between the Millennium Tower, 50 Beale Street and 350 Mission Street.

The Project would obscure the mid-day sunlight available to the POPOS to the north, but would not affect sunlight later in the afternoon. This additional shadow would be insubstantial, because it would be limited to a brief time during late spring to early summer. The POPOS is already heavily shaded and its primary use as mid-block pedestrian circulation would not be adversely affected by the incremental additional shadow.

The second POPOS that would be affected by the Project is located across Fremont Street to the west, between the loading dock for the 43-story 50 Fremont Street building to the south and the 425 Market Street building to the north. This space is used primarily as a mid-block pedestrian passage. It attracts a small number of lunchtime users, although it is shaded by existing development at mid-day throughout the year. The space is generally shaded during the morning, though it does receive some morning sun in late spring and early summer.

Project shadow would fall on this POPOS between about 9:30 a.m. and 10:30 a.m. in late spring and early summer. This shadow would be insubstantial as it would be limited in duration, would resemble conditions prevailing at other times of the year and would not adversely affect the primary use of the POPOS as a mid-block pedestrian corridor.

Further, it is not feasible to redesign the Project to avoid these insubstantial effects without unduly restricting the development potential of the Project Site. Virtually any high-rise development would result in additional shadow on the POPOS to the north or west. Significant reductions in floorplate size would unduly restrict development potential, and would not substantially increase sunlight to the POPOS.

Although Section 147 does not apply to planned open spaces, the Project is not expected to cast shadow on the planned City Park atop the new Transit Center. City Park would be located due south of the Project, and the existing Millennium Tower would mask any shadow generated by the Project that could potentially reach the park.

- G. **Parking (Section 151.1).** Prior to the adoption of the Planning Code amendments associated with the TCDP, Section 151.1 specified that non-residential uses in C-3-O Districts are not required to provide off-street parking, but a parking area not to exceed 7% of the gross floor area of the building is permitted as accessory. The Planning Code amendments associated with the TCDP further restricted the parking areas for non-residential uses to a maximum of 3.5% of the gross floor area of the building.

The Previous Project was entitled with 340,362 gross square feet of office uses, and approximately 23,428 square feet of gross parking area. At the time of entitlement, the Previous Project complied with the seven percent maximum allowance for accessory parking. The Project as proposed would not create any new parking area beyond that approved for the Previous Project, and is not subject to the revised parking limitations associated with the TCDP.

- H. **Shower and Locker Facilities (Section 155.3).** New commercial buildings whose primary use consists of offices require four showers and eight lockers when the gross floor area exceeds 50,000 square feet.

The Project would provide the required shower and locker facilities on the lower garage level, and therefore complies with this requirement.

- I. **Bicycle Parking (Section 155.4).** Prior to the adoption of the Planning Code amendments associated with the TCDP, Section 155.4 specified that new commercial buildings whose primary use consists of offices require 12 Class 1 bicycle parking spaces when the gross floor area exceeds 50,000 square feet. The Planning Code amendments associated with the TCDP require that, for new commercial buildings whose primary use consists of offices exceeding 75,000 gross square feet, 20 Class 1 bicycle parking spaces are required, plus one Class 1 space for each 5,000 square feet in excess of 75,000 square feet. In addition, one Class 2 bicycle parking space is required for each 50,000 gross square feet.

The Project includes 160 bicycle parking spaces, and therefore complies with this requirement.

- J. **Height (Section 260).** Section 260 requires that the height of buildings not exceed the limits specified in the Zoning Map and defines rules for the measurement of height. The Project Site is within the 700-S-2 Height and Bulk District.

The Project would reach a height of up to approximately 424 feet to the roof (with a six story addition), with rooftop mechanical structures and screening reaching a maximum height of approximately 455 feet. The Project therefore complies with the 700-foot height limit.

- K. **Shadows on Parks (Section 295).** Section 295 requires any project proposing a structure exceeding a height of 40 feet to undergo a shadow analysis in order to determine if the project will result in the net addition of shadow to properties under the jurisdiction of the Recreation and Park Department.

The Department conducted a shadow analysis and determined that the Project would not shade any properties under the jurisdiction of, or designated for acquisition by, the Recreation and Park Department.

- L. **Downtown Park Fund (Section 412).** A project in a C-3 District that proposes a net addition of office space is required to pay a fee which will be deposited in the Downtown Park Fund. The fee is jointly established by the Planning Commission and the Recreation and Park Commission. The purpose of the Downtown Park Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees and visitors in downtown San Francisco.

The Project Sponsor would comply with this requirement by contributing the required amount. The Project Sponsor informed the Planning Commission at the hearing on August 15, 2013 that it would not seek to defer the fees applicable to the additional square footage through the Department of Building Inspection Fee Deferral Program.

- M. **Jobs-Housing Linkage Program (Section 413).** Large-scale development projects that contain entertainment, hotel, office, research and development, or retail/personal services uses create jobs as well as an increased demand for housing. Under Section 413, these large-scale development projects are required to pay a fee to a designated housing developer or to the City in order to help offset the cost of building additional housing. The Section 413 housing requirements apply to office projects proposing at least 25,000 square feet of new use.

The Project is subject to Section 413, because it proposes up to approximately 420,000 square feet of office uses. The Project Sponsor would comply with Section 413 either by construction of the units or by payment of an in-lieu fee. The Project Sponsor informed the Planning Commission at the hearing on August 15, 2013 that it would not seek to defer the fees applicable to the additional square footage through the Department of Building Inspection Fee Deferral Program.

- N. **Childcare Requirement (Section 414).** Large-scale office and hotel developments create jobs as well as an increased demand for childcare services for the employees who fill those jobs. Under Section 414, these large-scale development projects are required to (1) provide on-site childcare, (2) provide off-site childcare, (3) pay an in-lieu fee, or (4) combine the provision of on-site or off-site childcare with the payment of an in-lieu fee. This requirement applies to office development projects proposing the net addition of 50,000 or more gross square feet.

The Project proposes up to approximately 420,000 sq. ft. of office uses and is subject to Section 414. The Project Sponsor would either provide the facility itself, make arrangements with an appropriate organization to do so, or pay the in-lieu fee. The Project Sponsor informed the Planning Commission at the hearing on August 15, 2013 that it would not seek to defer the fees applicable to the additional square footage through the Department of Building Inspection Fee Deferral Program.

- O. **Transit Center District Open Space Fee (Section 424.6).** A project in the C-3-O(SD) District that proposes a net addition of residential or non-residential use is required to pay a fee which will be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees, residents, and visitors in downtown San Francisco.

The requirements of Section 424.6 were included with the Planning Code amendments associated with the TCDP that were adopted following the entitlement of the Previous Project. Therefore, the Transit Center District Open Space Fee is only applicable to the additional floor area that is proposed for the Project. The Project includes up to approximately 112,095 square feet of additional floor area that will be subject to Section 424.6. The Project Sponsor informed the Planning Commission at the hearing on August 15, 2013 that it would not seek to defer the fees applicable to the additional square footage through the Department of Building Inspection Fee Deferral Program.

- P. **Transit Center District Transportation and Street Improvement Fee (Section 424.7).** A project in the C-3-O(SD) District that proposes a net addition of residential or non-residential use is required to pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund. The purpose of this Fund is to provide the City with the financial resources to design and implement transportation improvements in downtown San Francisco.

The requirements of Section 424.7 were included with the Planning Code amendments associated with the TCDP that were adopted following the entitlement of the Previous Project. Therefore, the Transit Center Transportation and Street Improvement Fee is only applicable to the additional floor area that is proposed for the Project. The Project includes up to approximately 112,095 square feet of additional floor area that will be subject to Section 424.7. The Project Sponsor informed the Planning Commission at the hearing on August 15, 2013 that it would not seek to defer the fees applicable to the additional square footage through the Department of Building Inspection Fee Deferral Program.

- Q. **Transit Center District Mello Roos Community Facilities District Program (Section 424.8).** A project in the C-3-O(SD) District that exceeds an FAR of 9.0 to 1 is required to participate in a Mello Roos Community Facilities District in order to help fund infrastructure, improvements, and services described in the Transit Center District Implementation Document.

The Project Site has a lot area of approximately 18,909 square feet. Therefore, up to 113,454 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to 170,181 square feet of GFA is permitted with the purchase of TDR. As shown in the conceptual plans for the Project, the building would include approximately 432,457 square feet of GFA (an FAR of approximately 22.9 to 1). Conditions of approval are included to require the Project Sponsor to participate in the Transit Center District Mello-Roos Community Facilities District to pursue development above an FAR of 9.0 to 1.

- R. **Public Art (Section 429).** In the case of construction of a new building or addition of floor area in excess of 25,000 square feet to an existing building in a C-3 District, Section 429 requires a project to include works of art costing an amount equal to one percent of the construction cost of the building.

The Project would comply by dedicating one percent of construction cost to works of art. The conceptual plans for the Project show artwork located in the interior open space and lobby. It would consist of a "digital canvas" on the building's core wall and ceiling, where it could be viewed by persons inside the building, as well as those on the street. The digital canvas would display alternating works of art on-screen by local artists. In addition, the digital canvas is planned to incorporate a camera system to capture images from the exterior of the building, which could then reflect and transpose passing foot traffic as a live or time-lapsed visual graphic.

7. **Exceptions Requested Pursuant to Section 309.** The proposed Project is required to meet all applicable Code requirements or request exceptions as permitted by Section 309. In approving the previous Motion No. 18268, the Planning Commission granted specific

exceptions regarding Setbacks and Separation of Towers (Section 132.1), Ground-Level Wind Currents (Section 148), Parking and Loading Design to allow vehicular and loading access via Fremont Street (Section 155(r)), and Bulk Limits (Section 270, 272). The additional floor area proposed for the Project would not affect the previously-granted exception to allow vehicular and loading access via Fremont Street. The Planning Commission has considered the following exceptions to the Planning Code, makes the following findings, and grants modifications to the previously-granted exception to Setbacks and Separation of Towers, Ground-Level Wind Currents, and Bulk Limits. The Commission further grants a newly-requested exception regarding Freight Loading (Section 152.1). These exceptions are further described below:

- A. **Section 132.1: Setbacks and Separation of Towers in C-3 Districts.** In order to preserve the openness of the street to the sky and avoid the perception of overwhelming mass, or to maintain the predominant street wall, an upper-level setback may be required pursuant to Section 132.1. Section 132.1(c)(1) requires all structures in the "S-2" Bulk District provide a minimum setback of 15 feet from the interior property lines that do not abut public sidewalks and from the property lines abutting a public street or alley. This setback increases along a sloping line for building heights above 300 feet.

The tower separation requirement applies beginning at a height that is equal to 1.25 times the width of the principal street on which the building faces. The Project fronts on Fremont and Mission Streets, which each measure 82.5 feet in width. Therefore, the 15-foot setback requirement begins at a height of approximately 103 feet. Above 300-feet in height, the setback for those elevations fronting on a public street is measured from the centerline of the abutting street, gradually increasing to a maximum of 70 feet at a building height of 1,000 feet. For the Project, the required setback from the abutting streets at the top of the parapet (at a height of approximately 455 feet) would be 27.4 feet. The Mission Street and Fremont Street elevations comply with the tower separation requirement, with both elevations set back from the centerline of the abutting streets by approximately 41 feet.

Above 300-feet in height, the setback for those elevations fronting an abutting interior property line is measured from the abutting property line, gradually increasing to a maximum of 35 feet above a building height of 550 feet. For the Project, the required setback from the abutting property lines at the top of the parapet (at a height of approximately 455 feet) would be 27.4 feet. Along the north elevation, the building will be set back approximately 6.5 feet from the property line. Along the east elevation, the building will be set back approximately 14 feet from the property line. Because the Project would not provide a 15-foot setback at the lower portion of the building, or the full 27.4-foot setback at the top of the building, an exception is required.

Per Section 132.1(c)(2)(B), exceptions to the tower separation setback requirements may be allowed to the extent that it is determined that restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which

will, overall, impair access to light and air or the appearance of separation between buildings, thereby making full setbacks unnecessary.

Overall, access to light and air or the appearance of tower separation would not be impaired by the Project or by granting the exception. The Project Site occupies a corner lot fronting on two wide streets, creating ample distance between it and the buildings to the south and west of the Project Site. The Transbay Joint Power Authority ("TJPA") has proposed to develop the southwest corner of Mission and Fremont Street as a public plaza with the low-rise Transit Center beyond. These future TJPA developments will maintain openness, light, and air to nearby blocks.

Adjacent and to the north of the Project Site is 45 Fremont Street, a 34-story building, that is set back from the shared property line by approximately 39 feet. The setback area is used as a courtyard. Combined with the setback proposed for the Project, there would be approximately 45 feet of separation between the two buildings, leaving sufficient distance to preserve the appearance of tower separation and provide light and air.

Along the east façade, the building wall would encroach minimally into the required setback, by approximately one foot at the lower portions of the building, and approximately 12 feet at the uppermost portion of the building. However, the highest occupied floor of the adjacent building at 50 Beale Street is approximately 300 feet tall, and this building is unlikely to be redeveloped at a greater height. Thus, the setbacks provided would be sufficient to maintain light and air, as well as separation between towers.

- B. **Section 148: Ground-Level Wind Currents.** In C-3 Districts, buildings and additions to existing buildings shall be shaped, or other wind-baffling measures shall be adopted, so that the developments will not cause ground-level wind currents to exceed more than 10 percent of the time year round, between 7:00 a.m. and 6:00 p.m., the comfort level of 11 miles per hour equivalent wind speed in areas of substantial pedestrian use and seven miles per hour equivalent wind speed in public seating areas.

When preexisting ambient wind speeds exceed the comfort level, or when a proposed building or addition may cause ambient wind speeds to exceed the comfort level, the building shall be designed to reduce the ambient wind speeds to meet the requirements. An exception may be granted, in accordance with the provisions of Section 309, allowing the building or addition to add to the amount of time that the comfort level is exceeded by the least practical amount if (1) it can be shown that a building or addition cannot be shaped and other wind-baffling measures cannot be adopted to meet the foregoing requirements without creating an unattractive and ungainly building form and without unduly restricting the development potential of the building site in question, and (2) it is concluded that, because of the limited amount by which the comfort level is exceeded, the limited location in which the

comfort level is exceeded, or the limited time during which the comfort level is exceeded, the addition is insubstantial.

Section 309(a)(2) permits exceptions from the Section 148 ground-level wind current requirements. No exception shall be granted and no building or addition shall be permitted that causes equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year.

Independent consultants analyzed ground-level wind currents in the vicinity of the Project Site. A wind tunnel analysis, the results of which are included in the EIR prepared for the Previous Project, was conducted using a scale model of the Project Site and its immediate vicinity. Measurements were taken at 70 test points. According to a memorandum prepared by RWDI Consultants (dated March 19, 2013), the additional height proposed for the Project would not substantially affect ground-level wind conditions, compared to height analyzed for the Previous Project.

Comfort Criterion

Without the Project, eight of the 70 test points currently exceed the pedestrian comfort level of 11 mph, and ten of the test points in seating areas exceed the seven mph threshold. The average wind speed was approximately 9 mph, and winds exceeded the comfort criterion roughly six percent of the time. Wind speeds ranged from four to 18 mph.

With the Project, wind conditions would change only minimally. The average wind speed would remain approximately nine mph, and winds would exceed the comfort criterion approximately six percent of the time. In total, nine test points would exceed the pedestrian criterion, an increase of one above existing conditions, and ten test points would exceed the criterion for seating areas. An exception under Section 148 (a) is therefore required.

An exception is justified under the circumstances, because the changes in wind speed and frequency due to the Project are slight and unlikely to be noticeable. In the aggregate, the average wind speed across all test points (nine mph) would not change, nor would the amount of time (six percent) during which winds exceed the applicable criterion. Wind speeds would range from four to 20 mph. The foregoing results indicate that the comfort-level criterion would be exceeded by limited amounts with wind speeds up to 20 mph as opposed to 18 mph under existing conditions. The areal extent of winds above the threshold would remain limited, with an increase of one location over existing conditions. Winds would remain under the threshold roughly 94 percent of the time.

The Project cannot be shaped or incorporate wind-baffling measures that would reduce the wind speeds to comply with Section 148(a) without creating an unattractive building or unduly restricting the development potential of the Project Site. Construction of the Project would have a negligible effect on wind conditions, which would remain virtually unchanged.

The locations where wind speeds would exceed the comfort criterion are not immediately adjacent to the Project Site, making it infeasible to incorporate wind baffles or other design features to reduce wind are not available.

For these reasons, an exception from the comfort criterion is appropriate and hereby granted.

Hazard Criterion

The Project would comply with the wind hazard criterion. The wind tunnel test indicated that all test points currently meet the wind hazard criterion, i.e. wind speeds in these locations do not exceed 26 mph for more than one hour per year. The wind tunnel test predicted that all 70 locations would remain in compliance with construction of the Project.

Since the Project would not cause equivalent wind speeds to reach or exceed the hazard level of 26 miles per hour for a single hour of the year, the Project would comply with the hazard criterion of Section 148.

- C. **Section 152.1: Freight Loading.** Section 152.1 establishes minimum requirements for off-street loading. In C-3 Districts, the loading requirement is based on the total gross floor area of the structure or use. Table 152.1 requires off-street freight loading spaces to be provided at a ratio of 0.1 spaces per 10,000 square feet of gross office floor area. Section 153(a)(6) allows two service vehicle spaces to be substituted for one freight loading space provided that at least 50% of the total required number of spaces are provided.

With approximately 420,000 square feet of office uses (with a six-story addition), the Project requires four loading spaces. The Project would provide two full-size off-street loading spaces and two service vehicle spaces, providing the equivalent of three loading spaces.

In recognition of the fact that site constraints in C-3 Districts may make provision of required freight loading and service vehicle spaces impractical or undesirable, a reduction in or waiver of the provision of freight loading and service vehicle spaces for uses in C-3 Districts may be permitted, in accordance with the provisions of Section 309 of this Code. In considering any such reduction or waiver, the following criteria shall be considered:

- (1) Provision of freight loading and service vehicle spaces cannot be accomplished underground because site constraints will not permit ramps, elevators, turntables and maneuvering areas with reasonable safety;
- (2) Provision of the required number of freight loading and service vehicle spaces on-site would result in the use of an unreasonable percentage of ground-floor area, and thereby preclude more desirable use of the ground floor for retail, pedestrian circulation or open space uses;

(3) A jointly used underground facility with access to a number of separate buildings and meeting the collective needs for freight loading and service vehicles for all uses in the buildings involved, cannot be provided; and

(4) Spaces for delivery functions can be provided at the adjacent curb without adverse effect on pedestrian circulation, transit operations or general traffic circulation, and off-street space permanently reserved for service vehicles is provided either on-site or in the immediate vicinity of the building.

The Project Site is relatively small for a development site within a C-3 District, leaving a compact ground-floor that must accommodate multiple operational functions to serve the needs of an intense office development. The Project utilizes a truck turntable to maximize the space efficiency of the freight-loading functions at the ground floor, freeing up space for retail, open space, public art, and other street-activating uses along the Mission and Fremont Street frontages. Providing an additional freight loading space would sacrifice additional ground-floor area that would otherwise be used for such desirable functions. The building would be constructed and operated independently from adjacent existing buildings, precluding the possibility of a jointly-used freight loading facility. The mitigation measures for the Project include numerous measures to ensure safe and efficient delivery of goods, including limitations on loading dock hours, limitations on maximum truck length, and requiring a loading dock attendant to coordinate deliveries and direct truck turning movements.

- D. **Section 270: Bulk Limits.** Section 270 establishes bulk controls by district. For buildings lower than 650 feet in the "S-2" Bulk District, the following bulk controls apply to the lower tower: a maximum length of 160 feet, a maximum diagonal dimension of 190 feet, a maximum floor size of 20,000 sq. ft., and a maximum average floor size of 17,000 sq. ft. The upper tower bulk controls are as follows: a maximum length of 130 feet, a maximum diagonal dimension of 160 feet, a maximum floor size of 17,000 sq. ft., and a maximum average floor size of 12,000 sq. ft. The lower tower controls apply above the base height (1.25 times the widest abutting street or 50 feet whichever is greater). The upper tower controls apply above a point that varies with the height of the building, as defined in Chart B of Section 270. A volume reduction requirement also applies to the upper tower where the floor size of the lower tower exceeds 5,000 sq. ft. Exceptions to the Section 270 bulk limits are permitted by Section 309(a)(12).

The property fronts on Mission and Fremont Streets, which measure 82.5 feet in width. Therefore, the lower tower controls apply above 103 feet, or starting at the eighth floor. Based on the Project's roof height of approximately 424 feet, the upper tower controls apply above 260 feet, or starting at the 21st floor. Based on the 15,020 sq. ft. average floor plate size in the lower tower, a 20 percent upper floor volume reduction requirement applies to the upper tower.

The lower tower complies with the bulk controls. The floors in the lower tower have a maximum length of approximately 129 feet, and a maximum diagonal dimension of approximately 178 feet. The floor plates in the lower tower measure approximately 15,020 sq. ft., which is substantially less than the 17,000 average floor size, or 20,000 sq. ft. maximum floor size allowed by the Planning Code.

The floors in the upper tower match the dimensions of those in the lower tower, with a length of approximately 129 feet and a maximum floor plate size of approximately 15,020 sq. ft. These aspects of the upper tower comply with the specified bulk controls. However, an exception is required for the diagonal dimension of approximately 178 feet, and the average floor size of 15,020 sq. ft. An exception is also required for the upper tower volume reduction requirement.

Per Section 272, exceptions to bulk limits in C-3 Districts may be granted provided at least one of five listed criteria is met. The Project meets the following criteria:

(1) Achievement of a distinctly better design, in both a public and a private sense, than would be possible with strict adherence to the bulk limits, avoiding an unnecessary prescription of building form while carrying out the intent of the bulk limits and the principles and policies of the Master Plan;

The Project would be consistent with the intent of the bulk limits and policies of the General Plan. The lower tower floor plates are 25 percent smaller than permitted by Section 270. Therefore, the lower tower would have substantially less bulk than is allowed by the Code. The requested exceptions for the upper tower are minor in nature and would be compatible with the prevailing scale of development in the vicinity. The Project's silhouette would harmonize well with surrounding buildings. It would not, however, significantly affect light and air to adjacent structures.

The proposed design adheres to the intent of the Downtown Plan to foster sculpting of building form, less overpowering buildings and more interesting building tops. The overall design of the exterior fenestration, materials, and surfaces would include variations that ameliorate the apparent mass of the tower.

The lower and upper towers have been designed to emphasize the Project's verticality, and their massing would be reflective of and compatible with other surrounding development. Decreasing the floor size of the upper tower to conform to the bulk limitations, while increasing the building height by several floors to maintain the equivalent square footage, would result in an awkward structure with an unbalanced relationship between the upper and lower floors. Under these circumstances, strict application of the bulk controls would unnecessarily prescribe the building form and undermine the viability of the development, without producing any corresponding public benefit.

(3) The added bulk does not significantly affect light and air to adjacent buildings;

The added bulk would not significantly affect light and air to the adjacent buildings. The Millennium Tower, located south of the Project across Mission Street, is the only residential building in the immediate area. As a tall development spanning two corners and towering over many nearby buildings, the Millennium has ample exposure to light and air.

The added bulk would not significantly light or air to the adjacent commercial buildings at 50 Beale Street and 45 Fremont Street, neither of which utilize operable windows for ventilation. 50 Beale Street is located at the corner of Mission and Beale Streets, and a large mid-block plaza (Bechtel Plaza) adjoins it to the north. After construction of the Project, these three frontages would remain open, providing large amounts of natural light to the building. 45 Fremont Street will continue to receive light from its primary façade on Fremont Street, from its rear façade on Bechtel Plaza, and from a wide courtyard located between it and the Project. The small amount of added bulk above the Project's 21st floor would not significantly affect the substantial amounts of light both adjacent buildings will receive from surrounding streets and open spaces.

(4) If appropriate to the massing of the building, the appearance of bulk in the building, structure or development is reduced to the extent feasible by means of at least one and preferably a combination of the following factors, so as to produce the impression of an aggregate of parts rather than a single building mass:

(A) Major variations in the planes of wall surfaces, in either depth or direction, that significantly alter the mass,

(B) Significant differences in the heights of various portions of the building, structure or development that divide the mass into distinct elements,

(C) Differences in materials, colors or scales of the facades that produce separate major elements,

(D) Compensation for those portions of the building, structure or development that may exceed the bulk limits by corresponding reduction of other portions below the maximum bulk permitted, and

(E) In cases where two or more buildings, structures or towers are contained within a single development, a wide separation between such buildings, structures or towers;

The overall design of the exterior fenestration, materials, and surfaces would include variations which ameliorate the apparent mass of the tower. The 50-foot-tall base of the building would be set off from the tower by the use of clear glass and expansive connections to the street that emphasize the public nature of the Project's ground floor. Although the Project would slightly exceed the upper tower bulk limit, it would be approximately 276 feet shorter than allowed by

the height limit. Thus, substantial volumes permitted to be developed under the bulk limit would be left open.

(5) The building, structure or development is made compatible with the character and development of the surrounding area by means of all of the following factors:

(A) A silhouette harmonious with natural land-forms and building patterns, including the patterns produced by height limits,

The immediate vicinity is primarily built out with high-rise structures, ranging generally from 300 to 600 feet in height. The Project Site is ringed with such buildings, including the 330-foot tall-building at 50 Beale Street and the 476-foot-tall building at 45 Fremont Street. In addition, numerous taller buildings of up to 1,000 feet in height are envisioned in the vicinity by the TCDP. The Project's rectilinear form would create a silhouette that is harmonious with the building pattern in the area. Because the Project Site is flat and surrounded by dense urban development, the Project would have no discernible effect on the relationship between the downtown skyline and natural landforms, nor will it obscure scenic views thereof.

(B) Either maintenance of an overall height similar to that of surrounding development or a sensitive transition, where appropriate, to development of a dissimilar character,

The Project reaches a height of approximately 455 feet to the top of the mechanical screen, which is similar to, or shorter than, that of surrounding development, including 45 Fremont Street (476 feet), the Millennium Tower (645 feet), 50 Beale Street (330 feet), and 50 Fremont Street (600 feet). The TCDP envisions a number of taller buildings in the vicinity, including the approved Transbay Tower, which reaches a height of 1,070 feet to the top of its decorative crown.

(C) Use of materials, colors and scales either similar to or harmonizing with those of nearby development, and

The Project's glass façade would be compatible in color and material with that of other buildings nearby, including the Millennium Tower and the Transbay Tower. The scale of the building would be similar to others in the vicinity, albeit somewhat smaller due to the size of the Project Site. A metal clad cornice line would visually separate the lobby from the tower above, defining a street-level pedestrian scale consistent with adjacent high rise buildings on Mission and Fremont Streets.

(D) Preservation or enhancement of the pedestrian environment by maintenance of pleasant scale and visual interest.

The Project would enhance the pedestrian environment. The Project's 50-foot-tall base would be visually distinguished from the tower above, creating a comfortably-scaled environment for

pedestrians while inviting the public into the Project's interior open space. Large panel doors at the ground-floor would be open to the street, allowing for unobstructed flow between the sidewalk and interior open space, where seating, restrooms and other amenities would be provided for public use. The design of the interior open space, including works of art, as well as activities within it, would create visual interest for passersby.

8. **General Plan Conformity.** The Project would affirmatively promote the following objectives and policies of the General Plan:

COMMERCE ELEMENT

Objectives and Policies

The **Commerce Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 1:

MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

Policy 1.1:

Encourage development which provides substantial net benefits and minimizes undesirable consequences. Discourage development which has substantial undesirable consequences that cannot be mitigated.

The Project would provide significant benefits by increasing the supply of office space in the Downtown area, and thus would create new jobs in a location that is easily accessible by a multitude of transit services. It would result in an increase in tax revenue for the City and an increase in retail/personal services activity in the immediate neighborhood. The Project Sponsor would contribute funds for new park spaces, affordable housing, transportation improvements, and other public services. The Project would also create a large interior open space which would be accessible to the general public.

Policy 1.3:

Locate commercial and industrial activities according to a generalized commercial and industrial land use plan.

The Project Site is in the C-3-O(SD) (Downtown Office-Special Development) District, which principally permits office and retail/personal services uses. The City's General Plan, including the Downtown Plan and the Transit Center District Plan, encourages the concentration of commercial office development near transit in the downtown core.

OBJECTIVE 2:

MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

Policy 2.1:

Seek to retain existing commercial and industrial activity and to attract new such activity to the City.

The Project supports this Policy. Due to its location in the Transit Center District Plan area, the Project Site is in a suitable location to attract and retain commercial entities. It is centrally located and is close to many jobs, services, and transit lines. The Project would enhance the existing business climate by offering new office space in a structure that is designed to achieve LEED Platinum Certification.

**URBAN DESIGN ELEMENT
Objectives and Policies**

The **Urban Design Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 3:

MODERATION OF MAJOR NEW DEVELOPMENT TO COMPLEMENT THE CITY PATTERN, THE RESOURCES TO BE CONSERVED, AND THE NEIGHBORHOOD ENVIRONMENT.

Policy 3.1:

Promote harmony in the visual relationships and transitions between new and older buildings.

Policy 3.6:

Relate the bulk of buildings to the prevailing scale of development to avoid an overwhelming or dominating appearance in new construction.

Most buildings in the immediate area are high-rises. The Project would not dominate or otherwise overwhelm the area, as many existing and proposed buildings are substantially taller than the proposed Project. The Project's contemporary design would complement existing and planned development in the area.

**DOWNTOWN PLAN ELEMENT
Objectives and Policies**

The **Downtown Plan Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 2:

MAINTAIN AND IMPROVE SAN FRANCISCO'S POSITION AS A PRIME LOCATION FOR FINANCIAL, ADMINISTRATIVE, CORPORATE, AND PROFESSIONAL ACTIVITY.

Policy 2.1:

Encourage prime downtown office activities to grow as long as undesirable consequences of such growth can be controlled.

Policy 2.2:

Guide location of office development to maintain a compact downtown core and minimize displacement of other uses.

The Project would add office space to a location that is well-served by transit, and is within walking distance of substantial retail goods and services. Employees of the building would be able to walk, bike, or utilize transit to commute and access services in the vicinity. The Project replaces the four-story office structure which previously occupied the site with a structure of up to 30 stories, thereby supporting a compact downtown core.

OBJECTIVE 5:

RETAIN A DIVERSE BASE OF SUPPORT COMMERCIAL ACTIVITY IN AND NEAR DOWNTOWN.

Policy 5.1:

Provide space for support commercial activities within the downtown and in adjacent areas.
With a significant addition of new commercial space, the Project supports this Policy.

TRANSIT CENTER DISTRICT PLAN

The **Transit Center District Plan** of the General Plan contains the following relevant objectives and policies:

Objectives and Policies

OBJECTIVE 1.1:

MAINTAIN DOWNTOWN SAN FRANCISCO AS THE REGION'S PREMIER LOCATION FOR TRANSIT-ORIENTED JOB GROWTH WITHIN THE BAY AREA.

OBJECTIVE 1.2

REINFORCE THE ROLE OF DOWNTOWN WITHIN THE CITY AS ITS MAJOR JOB CENTER BY PROTECTING AND ENHANCING THE CENTRAL DISTRICT'S REMAINING CAPACITY, PRINCIPALLY FOR EMPLOYMENT GROWTH.

OBJECTIVE 1.3:

CONTINUE TO FOSTER A MIX OF LAND USES TO REINFORCE THE 24-HOUR CHARACTER OF THE AREA.

Policy 1.1:

Increase the overall capacity of the Transit Center District for additional growth.

Policy 1.3:

Reserve the bulk of remaining space in the core Transit Center District for job growth, by limiting the amount of non-commercial uses on major opportunity sites.

In general, the downtown core of San Francisco offers relatively few remaining opportunity sites for employment growth. The TCDP seeks to maximize development intensity at these remaining opportunity

sites, and to preserve such sites primarily for employment uses. The Plan seeks to address issues of regional sustainability and traffic congestion by focusing job growth within an intense, urban context in an area supported by abundant existing and planned transit services, as well as retail and service amenities. The Project implements this vision through the development of approximately 420,000 square feet of office space, located immediately adjacent to the future Transit Center, and within one block of the Market Street transit spine.

OBJECTIVE 4.1:

THE DISTRICT'S TRANSPORTATION SYSTEM WILL PRIORITIZE AND INCENTIVIZE THE USE OF TRANSIT. PUBLIC TRANSPORTATION WILL BE THE MAIN, NON-PEDESTRIAN MODE FOR MOVING INTO AND BETWEEN DESTINATIONS IN THE TRANSIT CENTER DISTRICT.

Policy 4.5:

Support funding and construction of the Transit Center project to further goals of the District Plan, including completion of the Downtown Extension for Caltrain and High Speed Rail.

One of the goals of the Plan is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and supportive of pedestrian travel. For the increment of additional floor area that exceeds the square footage of the Previous Project, the Project will contribute financial resources toward these improvements, and will also serve to leverage these investments by focusing intense employment growth within the core of planned transportation services.

TRANSPORTATION ELEMENT

Objectives and Policies

The **Transportation Element** of the General Plan contains the following relevant objectives and policies:

OBJECTIVE 2:

USE THE TRANSPORTATION SYSTEM AS A MEANS FOR GUIDING DEVELOPMENT AND IMPROVING THE ENVIRONMENT.

Policy 2.1:

Use rapid transit and other transportation improvements in the city and region as the catalyst for desirable development, and coordinate new facilities with public and private development.

The Project is located within an existing high-density urban context. The Downtown Core has a multitude of transportation options, and the Project Site is within walking distance of the Market Street transit spine, the Transbay Terminal, and the Ferry Building, and thus would make good use of the existing transit services available in this area and would assist in maintaining the desirable urban characteristics and

services of the area. The Project proposes little off-street parking, encouraging users of the building to seek transportation options other than private automobile use.

9. **Priority Policy Findings.** Section 101.1(b) establishes eight priority planning policies and requires the review of permits for consistency with said policies. The Project complies with these policies, on balance, as follows:

- A. That existing neighborhood-serving retail/personal services uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

The Project would include approximately 5,400 sq. ft. of retail/personal services uses at the ground-floor and mezzanine level. These uses would provide goods and services to downtown workers, residents, and visitors, while creating ownership and employment opportunities for San Francisco residents. The addition of office uses would bring new employees and visitors to area, strengthening the customer base of other businesses.

- B. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

The Project Site was previously occupied by a four-story office building with ground-floor formula-retail/personal uses, therefore, no housing is being removed by the Project. The Project Site is located in an area where high-rise office development predominates and is explicitly encouraged by the Downtown Plan and the Transit Center District Plan. The Project would be compatible with the character of the area.

- C. That the City's supply of affordable housing be preserved and enhanced.

The Project would enhance the City's supply of affordable housing by participating in the Jobs-Housing Linkage Program pursuant to Planning Code Section 413.

- D. That commuter traffic not impede MUNI transit service or overburden our streets or neighborhood parking.

The Project Site is situated in the downtown core and is well served by public transit. The Project Site is located one block from Market Street, a major transit corridor that provides access to various Muni and BART lines. In addition, the Project Site is within one block from the future Transit Center, providing convenient access to other transportation services. The Project includes minimal off-street parking to discourage commuting via private automobile.

The EIR prepared for the Previous Project concludes that commuter traffic associated with the Project would not result in significant congestion on surrounding streets. The Project would incorporate measures related to the operation of the garage to ensure that entering and exiting vehicles do not impede transit service. Neighborhood parking would not be overburdened.

- E. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

The Project Site does not contain any industrial or service sector uses, and thus none would be displaced by the Project. The Project Site was previously occupied by a four-story office and retail/personal services building. The Project would continue the same types of uses, albeit at an increased intensity suitable for its location within the Transit Center District Plan area.

- F. That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake.

The Project would help the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake by replacing an older building with one that will meet or exceed all current structural and seismic requirements under the San Francisco Building Code.

- G. That landmarks and historic buildings be preserved.

The project would not affect any landmark or historic building. The EIR prepared for the Previous Project concludes that the building which formerly occupied the site had been heavily altered and was ineligible for listing in the California Register. That building has since been demolished to allow for new construction to proceed.

- H. That our parks and open space and their access to sunlight and vistas be protected from development.

The EIR prepared for the Previous Project evaluated potential impacts of the building on parks and other open spaces, and determined that it would not significantly increase shadows on them or impede views from them. Because the Project Site is level and is largely surrounded by high-rise development, the Project would not impede views from parks and open spaces. A shadow study confirmed that no public parks protected by Section 295 would be shaded by the Project, and additional shadow cast on nearby private open spaces would be minor and limited in duration. The additional height proposed for the Project would not substantially affect shadow conditions in the vicinity, compared with the Previous Project.

10. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
11. The Commission hereby finds that approval of the Section 309 Determination of Compliance and Request for Exceptions would promote the health, safety, and welfare of the City.

DECISION

Based upon the whole record, the submissions by the Project Sponsor, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, in accordance with the standards specified in the Code, the Commission hereby **APPROVES Application No. 2013.0276X**, and grants exceptions to Sections 132.1, 148, 152.1, 270, and 272 pursuant to Section 309, subject to the following conditions attached hereto as "EXHIBIT A", in general conformance with the plans stamped Exhibit B and on file in Case Docket No. 2013.0276X.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Section 309 Determination of Compliance and Request for Exceptions to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of this Motion if not appealed OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals in person at 1650 Mission Street, Room 304 or call (415) 575-6880.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on August 15, 2013.

Jonas P. Ionin
Acting Commission Secretary

AYES: Fong, Antonini, Borden, Hillis, Sugaya, Wu

NOES:

ABSENT: Moore (recused)

ADOPTED: August 15, 2013

EXHIBIT A

AUTHORIZATION

This authorization is to grant a Downtown Project Authorization and Request for Exceptions pursuant to Planning Code Section 309, in connection with a proposal to amend a previously-approved project (Case No. 2006.1524X, Motion No. 18268) to add up to six additional floors containing up to approximately 80,000 square feet of office uses. The project, as amended, would construct a new building of up to 30 stories, at a roof height of up to approximately 424 feet, with a mechanical parapet height of up to approximately 455 feet, containing up to approximately 420,000 square feet of office uses, approximately 5,400 square feet of retail space, approximately 23,500 square feet of subterranean parking area, and approximately 9,650 square feet of publicly-accessible interior open space, located at 350 Mission Street (Assessor's Block 3710, Lot 017), within the C-3-0 (SD) (Downtown Office-Special Development) District, the Transit Center C-3-0 (SD) Commercial Special Use District, and the 700-S-2 Height and Bulk District. The Project shall be constructed in general conformance with plans dated August 15, 2013 and stamped "EXHIBIT B" included in the docket for Case No. 2013.0276X, and subject to conditions of approval reviewed and approved by the Commission on August 15, 2013 under Motion No. 18957. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on August 15, 2013 under Motion No 18957.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. 18957 shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

The Project shall comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys no right to construct, or to receive a building permit. "Project Sponsor" shall include any subsequent responsible party.

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Conditional Use authorization.

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

1. Validity. The authorization and right vested by virtue of this action is valid for three (3) years from the effective date of the Motion. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

2. Expiration and Renewal. Should a Building or Site Permit be sought after the three (3) year period has lapsed, the project sponsor must seek a renewal of this Authorization by filing an application for an amendment to the original Authorization or a new application for Authorization. Should the project sponsor decline to so file, and decline to withdraw the permit application, the Commission shall conduct a public hearing in order to consider the revocation of the Authorization. Should the Commission not revoke the Authorization following the closure of the public hearing, the Commission shall determine the extension of time for the continued validity of the Authorization.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

3. Diligent pursuit. Once a site or Building Permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. Failure to do so shall be grounds for the Commission to consider revoking the approval if more than three (3) years have passed since this Authorization was approved.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

4. Extension. All time limits in the preceding three paragraphs may be extended at the discretion of the Zoning Administrator where implementation of the project is delayed by a public agency, an appeal or a legal challenge and only by the length of time for which such public agency, appeal or challenge has caused delay.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

5. Conformity with Current Law. No application for Building Permit, Site Permit, or other entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

6. Additional Project Authorization. The Project Sponsor must obtain a Project authorization under Sections 321 and 322 to allocate office square footage and satisfy all the conditions thereof. The conditions set forth below are additional conditions required in connection with the Project. If these

conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

7. Mitigation Measures. Mitigation measures described in the MMRP attached as Exhibit C are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor. Their implementation is a condition of project approval.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

DESIGN – COMPLIANCE AT PLAN STAGE

8. Final Materials. The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

9. Garbage, composting and recycling storage. Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the building permit plans. Space for the collection and storage of recyclable and compostable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program shall be provided at the ground level of the buildings.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

10. Rooftop Mechanical Equipment. Pursuant to Planning Code 141, the Project Sponsor shall submit a roof plan to the Planning Department prior to Planning approval of the building permit application. Rooftop mechanical equipment, if any is proposed as part of the Project, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

11. Lighting Plan. The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the building / site permit application.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

12. Streetscape Plan. Pursuant to Planning Code Section 138.1, the Project Sponsor shall continue to work with Planning Department staff, in consultation with other City agencies, to refine the design and programming of the Streetscape Plan so that the plan generally meets the standards of the Better Streets Plan and all applicable City standards. The Project Sponsor shall complete final design of all required street improvements, including procurement of relevant City permits, prior to issuance of first

architectural addenda, and shall complete construction of all required street improvements prior to issuance of first temporary certificate of occupancy. The Streetscape Plan shall include widening of the sidewalks along the Mission and Fremont Street frontages, in accordance with the Transit Center District Plan.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

13. Open Space Provision - C-3 Districts. Pursuant to Planning Code Section 138, the Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the public open space so that the open space generally meets the standards of the Downtown Open Space Guidelines in the Downtown Plan of the General Plan.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

14. Food Service in Open Spaces - C-3 Districts. Pursuant to Planning Code Section 138, the Project Sponsor shall make food service available during the hours that the open space is accessible to the public. In the event that the Project Sponsor is unable to lease a retail space to a food service, food service shall be provided by a kiosk, or a cart or similar portable device within the open space.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

15. Open Space Plaques - C-3 Districts. Pursuant to Planning Code Section 138, the Project Sponsor shall install the required public open space plaques at each building entrance including the standard City logo identifying it; the hours open to the public and contact information for building management. The plaques shall be plainly visible from the public sidewalks on Mission and Fremont Streets and shall indicate that the open space is accessible to the public via the elevators in the lobby. Design of the plaques shall utilize the standard templates provided by the Planning Department, as available, and shall be approved by the Department staff prior to installation.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

16. Signage. The Project Sponsor shall develop a signage program for the Project which shall be subject to review and approval by Planning Department staff before submitting any building permits for construction of the Project. All subsequent sign permits shall conform to the approved signage program. Once approved by the Department, the signage program/plan information shall be submitted and approved as part of the site permit for the Project. All exterior signage shall be designed to compliment, not compete with, the existing architectural character and architectural features of the building.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

17. Transformer Vault. The location of individual project PG&E Transformer Vault installations has significant effects to San Francisco streetscapes when improperly located. However, they may not have any impact if they are installed in preferred locations. Therefore, the Planning Department recommends the following preference schedule in locating new transformer vaults, in order of most to least desirable:

1. On-site, in a basement area accessed via a garage or other access point without use of separate doors on a ground floor façade facing a public right-of-way;
2. On-site, in a driveway, underground;
3. On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;
4. Public right-of-way, underground, under sidewalks with a minimum width of 12 feet, avoiding effects on streetscape elements, such as street trees; and based on Better Streets Plan guidelines;
5. Public right-of-way, underground; and based on Better Streets Plan guidelines;
6. Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;
7. On-site, in a ground floor façade (the least desirable location).

Unless otherwise specified by the Planning Department, Department of Public Work's Bureau of Street Use and Mapping (DPW BSM) should use this preference schedule for all new transformer vault installation requests.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works at 415-554-5810, <http://sfdpw.org>

18. Overhead Wiring. The Property owner will allow MUNI to install eyebolts in the building adjacent to its electric streetcar line to support its overhead wire system if requested by MUNI or MTA.

For information about compliance, contact San Francisco Municipal Railway (Muni), San Francisco Municipal Transit Agency (SFMTA), at 415-701-4500, www.sfmta.org

19. Street Trees. Pursuant to Planning Code Section 138.1 (formerly 143), the Project Sponsor shall submit a site plan to the Planning Department prior to Planning approval of the building permit application indicating that street trees, at a ratio of one street tree of an approved species for every 20 feet of street frontage along public or private streets bounding the Project, with any remaining fraction of 10 feet or more of frontage requiring an extra tree, shall be provided. The street trees shall be evenly spaced along the street frontage except where proposed driveways or other street obstructions do not permit. The exact location, size and species of tree shall be as approved by the Department of Public Works (DPW). In any case in which DPW cannot grant approval for installation of a tree in the public right-of-way, on the basis of inadequate sidewalk width, interference with utilities or other reasons regarding the public welfare, and where installation of such tree on the lot itself is also impractical, the requirements of this Section 428 may be modified or waived by the Zoning Administrator to the extent necessary.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sfplanning.org

PARKING AND TRAFFIC

20. Car Share. Pursuant to Planning Code Section 166, no fewer than one car share space shall be made available, at no cost, to a certified car share organization for the purposes of providing car share services for its service subscribers.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sfplanning.org

21. Bicycle Parking. Pursuant to Planning Code Sections 155.1 and 155.4., the Project shall provide no fewer than 28 Class 1 bicycle parking spaces and one Class 2 bicycle parking space.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

22. Showers and Clothes Lockers. Pursuant to Planning Code Section 155.3, the Project shall provide no fewer than four showers and eight clothes lockers.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.

23. Parking Maximum. Pursuant to Planning Code Section 151.1, the Project shall provide no more than 23,428 square feet of off-street parking area.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

24. Off-street Loading. Pursuant to Planning Code Section 152, the Project will provide two full size off-street loading spaces and two service vehicle spaces.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org.

25. Managing Traffic During Construction. The Project Sponsor and construction contractor(s) shall coordinate with the Traffic Engineering and Transit Divisions of the San Francisco Municipal Transportation Agency (SFMTA), the Police Department, the Fire Department, the Planning Department, and other construction contractor(s) for any concurrent nearby Projects to manage traffic congestion and pedestrian circulation effects during construction of the Project.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

PROVISIONS

26. First Source Hiring. The Project shall adhere to the requirements of the First Source Hiring Construction and End-Use Employment Program approved by the First Source Hiring Administrator, pursuant to Section 83.4(m) of the Administrative Code. The Project Sponsor shall comply with the requirements of this Program regarding construction work and on-going employment required for the Project.

For information about compliance, contact the First Source Hiring Manager at 415-581-2335, www.onestopSF.org

27. Transportation Brokerage Services - C-3, EN, and SOMA. Pursuant to Planning Code Section 163, the Project Sponsor shall provide on-site transportation brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's transportation management program, subject to the approval of the Planning Director.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

28. Employment Brokerage Services - C-3 District. Pursuant to Planning Code Section 164, the Project Sponsor shall provide employment brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's local employment program, subject to the approval of the Planning Director.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

29. Child Care Brokerage Services - C-3 District. Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's child-care program, subject to the approval of the Planning Director.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

30. Transit Impact Development Fee. Pursuant to Planning Code Section 411 (formerly Chapter 38 of the Administrative Code), the Project Sponsor shall pay the Transit Impact Development Fee (TIDF) as required by and based on drawings submitted with the Building Permit Application. Prior to the issuance of a temporary certificate of occupancy, the Project Sponsor shall provide the Planning Director with certification that the fee has been paid.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

31. Downtown Park Fee - C-3 District. Pursuant to Planning Code Section 412 (formerly 139), the Project Sponsor shall pay the Downtown Park Fee. The fee shall be based on drawings of the net addition of gross floor area of office to be constructed as set forth in the building permit and shall be paid prior to the issuance of a temporary certificate of occupancy.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

32. Jobs Housing Linkage. Pursuant to Planning Code Section 413 (formerly 313), the Project Sponsor shall contribute to the Jobs-Housing Linkage Program (JHLP). The calculation shall be based on the net addition of gross square feet of each type of space to be constructed as set forth in the permit plans. The Project Sponsor shall provide evidence that this requirement has been satisfied to the Planning Department prior to the issuance of the first site or building permit by the Department of Building Inspection.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

33. Childcare Requirements for Office and Hotel Development Projects. Pursuant to Section 414 (formerly 314), the Project Sponsor shall pay the in-lieu fee as required. The net addition of gross floor area subject to the fee shall be determined based on drawings submitted with the Building Permit Application.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

34. Transit Center District Open Space Fee. Pursuant to Section 424.6, the Project Sponsor shall pay a fee of to be deposited in the Transit Center District Open Space Fund. The purpose of this Fund is to provide the City with the financial resources to develop public park and recreation facilities for the enjoyment of employees, residents, and visitors in downtown San Francisco. The net addition of gross floor area subject to the fee shall be the increment of additional gross floor area beyond the gross floor area approved for the Previous Project (Case No. 2006.1524X, Motion No. 18268), as determined based on drawings submitted with the Building Permit Application.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

35. Transit Center District Transportation and Street Improvement Fee. Pursuant to Section 424.7, the Project Sponsor shall pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund. The purpose of this Fund is to provide the City with the financial resources to design and implement transportation improvements in downtown San Francisco. The net addition of gross floor area subject to the fee shall be the increment of additional gross floor area beyond the gross floor area approved for the Previous Project project (Case No. 2006.1524X, Motion No. 18268), as determined based on drawings submitted with the Building Permit Application.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

36. Transit Center District Mello Roos Community Facilities District Program. Pursuant to Section 424.8, the Project Sponsor is required to participate in a Transit Center District Mello Roos Community Facilities District (CFD) and to include the area of the increment of additional gross floor area beyond the gross floor area approved for the Previous Project in the CFD prior to issuance of the First Temporary Certificate of Occupancy for the Project. The Project Sponsor must demonstrate compliance with this requirement prior to approval of the site permit by the Planning Department.

For information about compliance, contact the Planning Department at 415-558-6378, www.sf-planning.org

37. Art - C-3 District. Pursuant to Planning Code Section 429 (formerly 149), the Project shall include work(s) of art valued at an amount equal to one percent of the hard construction costs for the Project as determined by the Director of the Department of Building Inspection. The Project Sponsor shall provide to the Director necessary information to make the determination of construction cost hereunder.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

38. Art Plaques - C-3 District. Pursuant to Planning Code Section 429(b) (formerly 149(b)) the Project Sponsor shall provide a plaque or cornerstone identifying the architect, the artwork creator and the Project completion date in a publicly conspicuous location on the Project Site. The design and content of the plaque shall be approved by Department staff prior to its installation.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

39. Art - C-3 District. Pursuant to Planning Code Section 429 (formerly 149), the Project Sponsor and the Project artist shall consult with the Planning Department during design development regarding the height, size, and final type of the art. The final art concept shall be submitted for review for consistency

with this Motion by, and shall be satisfactory to, the Director of the Planning Department in consultation with the Commission. The Project Sponsor and the Director shall report to the Commission on the progress of the development and design of the art concept prior to the submittal of the first building or site permit application

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

40. Art - C-3 District. Pursuant to Planning Code Section 429 (formerly 149), prior to issuance of any certificate of occupancy, the Project Sponsor shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

MONITORING - AFTER ENTITLEMENT

41. Enforcement. Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of Planning Code applicable to this Project shall be subject to the enforcement procedures and administrative penalties set forth under Planning Code Section 176 or Section 176.1. The Planning Department may also refer the violation complaints to other city departments and agencies for appropriate enforcement action under their jurisdiction.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

42. Revocation due to Violation of Conditions. Should implementation of this Project result in complaints from interested property owners, residents, or commercial lessees which are not resolved by the Project Sponsor and found to be in violation of the Planning Code and/or the specific conditions of approval for the Project as set forth in Exhibit A of this Motion, the Zoning Administrator shall refer such complaints to the Commission, after which it may hold a public hearing on the matter to consider revocation of this authorization.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

43. Priority Processing. The Project Sponsor shall, within six months of a first Certificate of Occupancy, provide the Zoning Administrator verification that the project has achieved a Gold Rating plus fifteen percent using the LEED Building Rating System® adopted under the Leadership in Energy and Environmental Design program of the U.S. Green Building Council (or that achieve equivalent high sustainability standards under other “green building” rating systems approved by the Director), as approved by the Director of the Department of Building Inspection. Failure to achieve sustainability standards will result in a hearing before the Planning Commission to assess offsets that will ameliorate the sustainability shortfalls caused by noncompliance with this condition.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org

OPERATION

44. Garbage, Recycling, and Composting Receptacles. Garbage, recycling, and compost containers shall be kept within the premises and hidden from public view, and placed outside only when being serviced by the disposal company. Trash shall be contained and disposed of pursuant to garbage and recycling receptacles guidelines set forth by the Department of Public Works.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works at 415-554-.5810, <http://sfdpw.org>

45. Sidewalk Maintenance. The Project Sponsor shall maintain the main entrance to the building and all sidewalks abutting the subject property in a clean and sanitary condition in compliance with the Department of Public Works Streets and Sidewalk Maintenance Standards.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works, 415-695-2017, <http://sfdpw.org>

46. Community Liaison. Prior to issuance of a building permit to construct the project and implement the approved use, the Project Sponsor shall appoint a community liaison officer to deal with the issues of concern to owners and occupants of nearby properties. The Project Sponsor shall provide the Zoning Administrator with written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator shall be made aware of such change. The community liaison shall report to the Zoning Administrator what issues, if any, are of concern to the community and what issues have not been resolved by the Project Sponsor.

For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology				
<p>Transit Center District Plan (TCDP) Final Environmental Impact Report (FEIR) Mitigation Measure M-CP-1 Subsequent Archeological Testing Program (Approved Project Mitigation Measure M-CP-2): Based on a reasonable presumption that archeological resources may be present within the project site, the following measures shall be undertaken to avoid any potentially significant adverse effect from the proposed project on buried or submerged historical resources. The project sponsor shall retain the services of a qualified archeological consultant having expertise in California prehistoric and urban historical archeology. The archeological consultant shall undertake an archeological testing program as specified herein. In addition, the consultant shall be available to conduct an archeological monitoring and/or data recovery program if required pursuant to this measure. The archeological consultant's work shall be conducted in accordance with this measure and with the requirements of the Transit Center District Plan archeological research design and treatment plan (Far Western Anthropological Research Group, Inc., Archaeological Research Design and Treatment Plan for the Transit Center District Plan Area, San Francisco, California, February 2010) at the direction of the Environmental Review Officer (ERO). All plans and reports prepared by the consultant as specified herein shall be submitted first and directly to the ERO for review and comment, and shall be considered draft reports subject to revision until final approval by the ERO. Archeological monitoring and/or data recovery programs required by this measure could suspend construction of the project for up to a maximum of four weeks. At the direction of the ERO, the suspension of construction can be extended beyond four weeks only if such a suspension is the only feasible means to reduce to a less than significant level potential effects on a significant archeological resource as defined in CEQA Guidelines Sections 15064.5 (a) and (c).</p>	Project Sponsor, Archeologist.	Prior to any soil-disturbing activities.	See individual components below.	See individual components below.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology (continued)				
<p><i>Archeological Testing Program.</i> The archeological consultant shall prepare and submit to the ERO for review and approval an archeological testing plan (ATP). The archeological testing program shall be conducted in accordance with the approved ATP. The ATP shall identify the property types of the expected archeological resource(s) that potentially could be adversely affected by the proposed project, the testing method to be used, and the locations recommended for testing. The purpose of the archeological testing program will be to determine to the extent possible the presence or absence of archeological resources and to identify and to evaluate whether any archeological resource encountered on the site constitutes an historical resource under CEQA.</p> <p>At the completion of the archeological testing program, the archeological consultant shall submit a written report of the findings to the ERO. If based on the archeological testing program the archeological consultant finds that significant archeological resources may be present, the ERO in consultation with the archeological consultant shall determine if additional measures are warranted. Additional measures that may be undertaken include additional archeological testing, archeological monitoring, and/or an archeological data recovery program. If the ERO determines that a significant archeological resource is present and that the resource could be adversely affected by the proposed project, at the discretion of the project sponsor either:</p> <p>A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or</p> <p>B) A data recovery program shall be implemented, unless the ERO determines that the archeological resource is of greater interpretive than research significance and that interpretive use of the resource is feasible.</p>	<p>No action required; see following component.</p>			

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology (continued)				
<p><i>Archeological Monitoring Program.</i> If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented the archeological monitoring program (AMP) shall minimally include the following provisions:</p> <p>The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the AMP reasonably prior to any project-related soils disturbing activities commencing. The ERO in consultation with the archeological consultant shall determine what project activities shall be archeologically monitored. In most cases, any soils- disturbing activities, such as demolition, foundation removal, excavation, grading, utilities installation, foundation work, driving of piles (foundation, shoring, etc.), site remediation, etc., shall require archeological monitoring because of the risk these activities pose to potential archaeological resources and to their depositional context;</p> <ul style="list-style-type: none"> • The archeological consultant shall advise all project contractors to be on the alert for evidence of the presence of the expected resource(s), of how to identify the evidence of the expected resource(s), and of the appropriate protocol in the event of apparent discovery of an archeological resource; • The archeological monitor(s) shall be present on the project site according to a schedule agreed upon by the archeological consultant and the ERO until the ERO has, in consultation with project archeological consultant, determined that project construction activities could have no effects on significant archeological deposits; • The archeological monitor shall record and be authorized to collect soil samples and artifactual/ecofactual material as warranted for analysis; 	<p>ERO and archeological consultant.</p>	<p>Ongoing during all soil-disturbing activities: training for Construction Manager to be completed prior to start of soil-disturbing activity.</p>	<p>ERO and archeological consultant.</p>	<p>Considered complete upon end of excavation activities.</p>

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology (continued)				
<ul style="list-style-type: none"> If an intact archeological deposit is encountered, all soils-disturbing activities in the vicinity of the deposit shall cease. The archeological monitor shall be empowered to temporarily redirect demolition/excavation/pile driving/construction activities and equipment until the deposit is evaluated. If in the case of pile driving activity (foundation, shoring, etc.), the archeological monitor has cause to believe that the pile driving activity may affect an archeological resource, the pile driving activity shall be terminated until an appropriate evaluation of the resource has been made in consultation with the ERO. The archeological consultant shall immediately notify the ERO of the encountered archeological deposit. The archeological consultant shall make a reasonable effort to assess the identity, integrity, and significance of the encountered archeological deposit, and present the findings of this assessment to the ERO. <p>Whether or not significant archeological resources are encountered, the archeological consultant shall submit a written report of the findings of the monitoring program to the ERO.</p>	Construction manager and archeological consultant and monitor(s).	During excavation and other soil-disturbing activities.	Archeological monitor to evaluate any buried cultural material encountered during construction to determine significance, and shall report findings to ERO.	Upon discovery.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology (continued)				
<p><i>Archeological Data Recovery Program.</i> The archeological data recovery program shall be conducted in accord with an archeological data recovery plan (ADRP). The archeological consultant, project sponsor, and ERO shall meet and consult on the scope of the ADRP prior to preparation of a draft ADRP. The archeological consultant shall submit a draft ADRP to the ERO. The ADRP shall identify how the proposed data recovery program will preserve the significant information the archeological resource is expected to contain. That is, the ADRP will identify what scientific/historical research questions are applicable to the expected resource, what data classes the resource is expected to possess, and how the expected data classes would address the applicable research questions. Data recovery, in general, should be limited to the portions of the historical property that could be adversely affected by the proposed project. Destructive data recovery methods shall not be applied to portions of the archeological resources if nondestructive methods are practical.</p> <p>The scope of the ADRP shall include the following elements:</p> <ul style="list-style-type: none"> ▪ <i>Field Methods and Procedures.</i> Descriptions of proposed field strategies, procedures, and operations. ▪ <i>Cataloguing and Laboratory Analysis.</i> Description of selected cataloguing system and artifact analysis procedures. ▪ <i>Discard and Deaccession Policy.</i> Description of and rationale for field and post-field discard and deaccession policies. ▪ <i>Interpretive Program.</i> Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program. ▪ <i>Security Measures.</i> Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities. ▪ <i>Final Report.</i> Description of proposed report format and distribution of results. 	Project sponsor and archeological consultant, in consultation with ERO.	Upon discovery of significant archeological resources.	Data recovery program to be described in Final Archeological Resources Report (see below).	Considered complete upon ERO approval of Draft FARR (see below).

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology (continued)				
<i>Curation. Description of the procedures and recommendations for the curation of any recovered data having potential research value, identification of appropriate curation facilities, and a summary of the accession policies of the curation facilities.</i>				
<i>Human Remains and Associated or Unassociated Funerary Objects.</i> The treatment of human remains and of associated or unassociated funerary objects discovered during any soils disturbing activity shall comply with applicable State and Federal laws. This shall include immediate notification of the Coroner of the City and County of San Francisco and in the event of the Coroner's determination that the human remains are Native American remains, notification of the California State Native American Heritage Commission (NAHC) who shall appoint a Most Likely Descendant (MLD) (Pub. Res. Code Sec. 5097.98). The archeological consultant, project sponsor, and MLD shall make all reasonable efforts to develop an agreement for the treatment of, with appropriate dignity, human remains and associated or unassociated funerary objects (CEQA Guidelines. Sec. 15064.5(d)). The agreement should take into consideration the appropriate excavation, removal, recordation, analysis, custodianship, curation, and final disposition of the human remains and associated or unassociated funerary objects.	Project sponsor and archeological consultant; coroner, and Most Likely Descendant, if applicable.	During archeological field program.	Archeological monitor to notify coroner and, if appropriate, NAHC, and shall provide written report of such notification to ERO.	Considered complete upon receipt by ERO of any notification, if applicable.
<i>Final Archeological Resources Report.</i> The archeological consultant shall submit a Draft Final Archeological Resources Report (FARR) to the ERO that evaluates the historical significance of any discovered archeological resource and describes the archeological and historical research methods employed in the archeological testing/monitoring/data recovery program(s) undertaken. Information that may put at risk any archeological resource shall be provided in a separate removable insert within the final report.	Project sponsor and archeological consultant.	Following completion of any archeological field program.	ERO to review Draft FARR.	Considered complete upon ERO approval of Draft FARR.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
1. Cultural Resources—Archeology (continued)				
Once approved by the ERO, copies of the FARR shall be distributed as follows: California Archeological Site Survey Northwest Information Center (NWIC) shall receive one (1) copy and the ERO shall receive a copy of the transmittal of the FARR to the NWIC. The Major Environmental Analysis division of the Planning Department shall receive three copies of the FARR along with copies of any formal site recordation forms (CA DPR 523 series) and/or documentation for nomination to the National Register of Historic Places/California Register of Historical Resources. In instances of high public interest in or the high interpretive value of the resource, the ERO may require a different final report content, format, and distribution than that presented above.	Project sponsor.	Upon ERO approval of Draft FARR.	Project sponsor to provide ERO with copies of transmittals of FARR distribution.	Considered complete upon receipt by ERO of evidence of distribution, and three copies of the FARR.
2. Transportation				
TCPD FEIR Mitigation Measure M-TR-3c Transit Improvements on Plan Area Streets (Approved Project Mitigation Measure M-TR-4a): The project sponsor would work with the Golden Gate Bridge, Highway, and Transportation District and the San Francisco Municipal Transportation Authority Sustainable Streets Division to relocate the bus stop for Golden Gate Transit lines 26, 27, and 44 by 20 feet south of its existing location, and to relocate the bus stop for line 38 by 20 feet north of its existing location. The project sponsor would pay any resulting costs, such as for new signage, engineering drawings, and the like.	SFMTA, Sustainable Streets Division; Golden Gate Bridge, Highway, and Transportation District; Project sponsor.	Prior to issuance of final Certificate of Occupancy, or as determined appropriate by SFMTA.	SFMTA, Sustainable Streets Division.	Considered complete upon relocation of bus stops.
TCDP FEIR Mitigation Measure M-TR-5 Garage/Loading Dock Attendant (Approved Project Mitigation Measure M-TR-4b): The project sponsor shall ensure that building management employs an attendant for the parking garage, to be stationed at the project's Fremont Street driveway to direct vehicles entering and exiting the building and avoid any safety-related conflicts with Golden Gate Transit buses and Fremont Street traffic during afternoon periods of Golden Gate Transit use of the site frontage—at a minimum, from 3:00 p.m. to 7:15 p.m., or as required based on Golden Gate Transit schedules. (See also Mitigation Measure M-TR-5a, below.)	Project sponsor	To be included as condition of project approval	Planning Department; SFMTA, Sustainable Streets Division (complaint basis only)	Considered complete upon project approval with condition.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
2. Transportation (continued)				
TCDP FEIR Mitigation Measure M-TR-5 Garage/Loading Dock Attendant (Approved Project Mitigation Measure M-TR-5a): The project sponsor shall ensure that building management employs an attendant for the parking garage and loading dock, to be stationed at the project's Fremont Street driveway to direct vehicles entering and exiting the building and avoid any safety-related conflicts with pedestrians on the sidewalk during the a.m. and p.m. peak periods of traffic and pedestrian activity—at a minimum, from 7:00 a.m. to 9:00 a.m. and from 3:00 p.m. to 7:15 p.m., with extended hours as dictated by traffic and pedestrian conditions and by activity in the project garage and loading dock. (See also Mitigation Measure M-TR-4b, above.)	Project sponsor.	To be included as condition of project approval.	Planning Department; SFMTA, Sustainable Streets Division (complaint basis only).	Considered complete upon project approval with condition.
TCDP FEIR Mitigation Measure M-TR-5 Garage/Loading Dock Attendant (Approved Project Mitigation Measure M-TR-5b): The project sponsor shall install audible and visible warning devices to alert pedestrians of the outbound vehicles from the parking garage and loading dock.	Project sponsor.	Prior to issuance of Certificate of Occupancy.	Department of Building Inspection.	Considered complete upon plan check.
TCDP FEIR Mitigation Measure M-TR-5 Garage/Loading Dock Attendant (Approved Project Mitigation Measure M-TR-5c): The project sponsor shall ensure that building management prohibits use of the loading dock during hours when the adjacent curb lane is used by Golden Gate Transit buses (currently, 3:00 p.m. to 7:15 p.m.).	Project sponsor.	To be included as condition of project approval.	Planning Department; SFMTA, Sustainable Streets Division (complaint basis only).	Considered complete upon project approval with condition.
TCDP FEIR Mitigation Measure M-TR-7a Loading Dock Management (Approved Project Mitigation Measure M-TR-7): To ensure that trucks longer than 30 feet in length are not permitted to use the loading dock, the project sponsor would ensure that office and retail tenants in the building are informed of truck size limitations. In the event that trucks larger than 30 feet in length attempt to access the loading dock, the garage/loading dock attendant (see Mitigation Measure M-TR-5a) would direct these trucks to use on-street loading zones (if available) or off-load deliveries to smaller trucks off-site and return to use the loading dock.	Project sponsor.	To be included as condition of project approval.	Planning Department; SFMTA, Sustainable Streets Division (complaint basis only).	Considered complete upon project approval with condition.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
2. Transportation (continued)				
TCDP FEIR Mitigation Measure M-TR-9 Construction Coordination (Approved Project Mitigation Measure M-TR-9a): To minimize potential disruptions to Golden Gate Transit during project construction, Golden Gate Transit buses would use the existing boarding island adjacent to the left lane of Fremont Street during construction of the proposed project, assuming Golden Gate Transit determines that this location is the most feasible choice and the Municipal Transportation Agency concurs with use of the island.	SFMTA, Sustainable Streets Division; Golden Gate Bridge, Highway, and Transportation District; Project sponsor.	During construction.	Golden Gate Transit.	Considered complete upon completion of project construction.
TCDP FEIR Mitigation Measure M-TR-9 Construction Coordination (Approved Project Mitigation Measure M-TR-9b): To minimize potential disruptions to Golden Gate Transit (and other transit operators), the project sponsor and/or construction contractor would coordinate with the Municipal Transportation Agency/Sustainable Streets Division, the Transbay Joint Powers Authority, and construction manager(s)/contractor(s) for the Transit Center project, and with Golden Gate Transit, as well as Muni, AC Transit, and SamTrans, as applicable, to develop construction phasing and operations plans that would result in the least amount of disruption that is feasible to transit operations, pedestrian and bicycle activity, and vehicular traffic.	Project sponsor: SFMTA; TJPA Sustainable Streets Division; All relevant transit operators and other project sponsors.	Ongoing during construction of Transit Center.	All entities listed under Implementation.	Ongoing during construction of Transit Center.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
3. Noise				
<p>TCDP FEIR Mitigation Measure M-NO-1e: Interior Mechanical Equipment. The Planning Department shall require, as part of subsequent project-specific review under CEQA, that effects of mechanical equipment noise on adjacent and nearby noise-sensitive uses be evaluated by a qualified acoustic consultant and that control of mechanical noise, as specified by the acoustical consultant, be incorporated into the final project design of new buildings to achieve the maximum feasible reduction of building equipment noise, consistent with Building Code and Noise Ordinance requirements and CEQA thresholds, such as through the use of quieter equipment, fully noise-insulated enclosures around rooftop equipment, and/or incorporation of mechanical equipment into intermediate building floor(s).</p>	Project sponsor, architect, acoustical consultant and construction contractor.	Findings of acoustical study to be incorporated into building plans prior to issuance of final building permit.	Planning Department and Department of Building Inspection.	Considered complete upon approval of final construction plan set.
<p>TCDP FEIR Mitigation Measure M-NO-2a Noise Control Measures During Pile Driving (Approved Project Mitigation Measure M-NO-2a): Should pile-driving be necessary for the proposed project, the project sponsor would require that the project contractor predrill holes (if feasible based on soils) for piles to the maximum feasible depth to minimize noise and vibration from pile driving.</p> <p>Should pile-driving be necessary for the proposed project, the project sponsor would require that the construction contractor limit pile driving activity to result in least disturbance to neighboring uses. Any nighttime work would require a work permit from the Director of Public Works or the Director of Building Inspection pursuant to San Francisco Noise Ordinance Section 2908.</p>	Project sponsor and construction contractor(s).	In the event pile driving is to be undertaken.	Project sponsor and construction contractor(s).	The project sponsor shall submit a report to the ERO documenting measures implemented if pile driving is undertaken.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
3. Noise (continued)				
<p>TCDP FEIR Mitigation Measure M-NO-2b General Construction Noise Control Measures (Approved Project Mitigation Measure M-NO-2b): To ensure that project noise from construction activities is minimized to the maximum extent feasible, the project sponsor would undertake the following:</p> <ul style="list-style-type: none"> The project sponsor would require the general contractor ensure that equipment and trucks used for project construction utilize the best available noise control techniques (e.g., improved mufflers, equipment redesign, use of intake silencers, ducts, engine enclosures and acoustically-attenuating shields or shrouds, wherever feasible). The project sponsor would require the general contractor to locate stationary noise sources (such as compressors) as far from adjacent or nearby sensitive receptors as possible, to muffle such noise sources, and to construct barriers around such sources and/or the construction site, which could reduce construction noise by as much as five dBA. To further reduce noise, the contractor shall locate stationary equipment in pit areas or excavated areas, if feasible. The project sponsor would require the general contractor to use impact tools (e.g., jack hammers, pavement breakers, and rock drills) that are hydraulically or electrically powered wherever possible to avoid noise associated with compressed air exhaust from pneumatically powered tools. Where use of pneumatic tools is unavoidable, an exhaust muffler on the compressed air exhaust shall be used, along with external noise jackets on the tools, which could reduce noise levels by as much as 10 dBA. 	Project sponsor and construction contractor(s).	During project construction.	The project sponsor or construction contractor shall make available a contact number for noise complaints during the construction period and shall file a report with the Planning Department at the conclusion of construction as to the number and nature of such complaints received and the means of resolving each such complaint.	The project sponsor shall ensure that a report is prepared and provided to the ERO documenting any noise complaints during construction and the remedial measures undertaken by the sponsor and/or contractor(s). Considered complete upon receipt of final monitoring report at completion of construction.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
3. Noise (continued)				
<ul style="list-style-type: none"> The project sponsor would include noise control requirements in specifications provided to construction contractors. Such requirements could include, but not be limited to, performing all work in a manner that minimizes noise to the extent feasible; use of equipment with effective mufflers; undertaking the most noisy activities during times of least disturbance to surrounding residents and occupants, as feasible; and selecting haul routes that avoid residential buildings inasmuch as such routes are otherwise feasible. Prior to the issuance of each building permit, along with the submission of construction documents, the project sponsor shall submit to the Planning Department and Department of Building Inspection (DBI) a list of measures to respond to and track complaints pertaining to construction noise. These measures shall include (1) a procedure and phone numbers for notifying DBI, the Department of Public Health, and the Police Department (during regular construction hours and off-hours); (2) a sign posted on-site describing noise complaint procedures and a complaint hotline number that shall be answered at all times during construction; (3) designation of an on-site construction complaint and enforcement manager for the project; and (4) notification of neighboring residents and non-residential building managers within 300 feet of the project construction area at least 30 days in advance of extreme noise generating activities (defined as activities generating noise levels of 90 dBA or greater) about the estimated duration of the activity. 				

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
3. Noise (continued)				
<p>TCDP FEIR Mitigation Measure M-C-NO Cumulative Construction Noise Control Measures (Approved Project Mitigation Measure M-NO-2c): In addition to implementation of Mitigation Measure NO-2a and Mitigation Measure NO-2b (as applicable), prior to the time that construction of the proposed project sponsor would cooperate with and participate in any City-sponsored construction noise control program for the Transit Center District Plan area or other City-sponsored areawide program developed to reduce potential effects of construction noise in the project vicinity. Elements of such a program could include a community liaison program to inform residents and building occupants of upcoming construction activities and, potentially, noise and/or vibration monitoring during construction activities that are anticipated to be particularly disruptive.</p>	<p>Project sponsor and construction contractor(s), along with Planning Department, SFMTA, and other applicable City departments.</p>	<p>During project construction.</p>	<p>Project sponsor and construction contractor(s).</p>	<p>The project sponsor shall ensure that a report is prepared and provided to the ERO documenting any noise complaints during construction and the remedial measures undertaken by the sponsor and/or contractor(s). Considered complete upon receipt of final monitoring report at completion of construction.</p>

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
4. Air Quality				
<p>TCDP FEIR Mitigation Measure M-AQ-5 Construction Vehicle Emissions Evaluation and Minimization (Approved Project Mitigation Measure M-AQ-1): To reduce the potential health risk resulting from project construction activities, the project sponsor shall include in contract specifications a requirement the following BAAQMD-recommended measures:</p> <ul style="list-style-type: none"> • Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to two minutes (less than the five minutes identified above in Improvement Measure I-AQ-1b); • The project shall develop a plan demonstrating that the off-road equipment (more than 50 horsepower) to be used in the construction project (i.e., owned, leased, and subcontractor vehicles) would achieve a project wide fleet-average 20 percent NOX reduction and 45 percent PM reduction compared to the most recent ARB fleet average. Acceptable options for reducing emissions include, as the primary option, use of Interim Tier 4 equipment where such equipment is available and feasible for use, the use of other late model engines, low-emission diesel products, alternative fuels, engine retrofit technology, after-treatment products, add-on devices such as particulate filters, and/or other options as such become available; • All construction equipment, diesel trucks, and generators shall be equipped with Best Available Control Technology for emission reductions of NOx and PM, including Tier 3 or alternative fuel engines where such equipment is available and feasible for use; • All contractors shall use equipment that meets ARB's most recent certification standard for off-road heavy duty diesel engines; and • The project construction contractor shall not use diesel generators for construction purposes where feasible alternative sources of power are available. 	Project sponsor.	Prior to issuance of request for construction bids.	Project sponsor and Planning Department	The project sponsor shall submit a copy of the relevant portion(s) of the construction bid package to the Planning Department for inclusion in the project file.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM

Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
5. Hazards and Hazardous Materials				
<p>TCDP FEIR Mitigation Measure M-HZ-2b Site Assessment and Corrective Action for Projects Landward of the Historic High Tide Line (Approved Project Mitigation Measure M-HZ-2a): The project sponsor shall cause to have implemented a Work Plan for the Characterization of Subsurface Soils and Groundwater for the project site. The Work Plan as approved by the San Francisco Department of Public Health, Environmental Health Section, Hazardous Waste Unit (DPH) includes the following.</p> <p>Once the existing building has been demolished and debris removed from the site, subsurface investigation of the site will be undertaken. The proposed subsurface investigation will consist of the following:</p> <ul style="list-style-type: none"> • Obtain a soil boring permit from DPH; • Notify Underground Service Alert and a private utility locating service a minimum of 48 hours prior to conducting the field investigation; • Complete a minimum of three soil borings (two to a depth of 10 feet below the existing basement slab and one to the proposed depth of excavation, approximately 50 feet below grade) in the area proposed to be excavated and to the depth of proposed excavation, at locations to be reviewed and accepted by DPH; • Collect soil samples in the two shallow borings at depths of approximately 1.5, 3, 5, 7.5, and 10 feet below the basement slab, and in the deeper boring at depths of 1.5, 3, 5, 7.5, 10, 15, 20, 25, 30, 35, 40, 45, and 50 feet below street grade; • After the deep boring has been advanced to the maximum depth, collect a grab groundwater sample through a slotted, one-inch diameter PVC temporary casing, using a disposable bailer and decanted into appropriately preserved containers; • Screen all soil samples in the filed for organic vapor and transport all soil and groundwater samples to a laboratory for analysis using chain-of-custody procedures; and • Prepare a report of the findings. 	Project sponsor.	Following demolition of existing building and prior to ground-disturbing activities (other than such activities required to implement Work Plan).	Department of Public Health, Environmental Health Section, Hazardous Waste Unit (DPH).	Considered complete upon submittal to DPH (with copy to Planning Department, Major Environmental Analysis division) of report documenting findings.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
5. Hazards and Hazardous Materials (continued)				
<p>The soil samples will be analyzed for total recoverable petroleum hydrocarbons (TRPH), total petroleum hydrocarbons (TPH) as gasoline and diesel, volatile organic compounds (VOCS), semi-volatile organic compounds (SVOCs), polychlorinated biphenyls (PCBs), California assessment manual (CAM) 17 metals, leaking underground fuel tank (LUFT) S metals, total lead, asbestos, pH, cyanide, and sulfides. The groundwater sample will be analyzed for the following San Francisco Public Utilities Commission (SFPUC) discharge permit requirements: pH, dissolved sulfides, hydrocarbon oil and grease, total recoverable oil and grease, VOCs, SVOCs, total suspended solids, chemical oxygen demand, CAM 17 metals, phenols, and cyanide.</p> <p>If the test results indicate elevated total metal concentrations, additional testing for soluble metals, using the California waste extraction test (WET) may be required to assess whether the material is a California hazardous waste. If significant levels of soluble metals are detected, additional analyses using toxicity characteristic leaching procedure (TCLP) may be necessary to determine if the material is a Federal hazardous waste.</p>				
<p>TCDP FEIR Mitigation Measure M-HZ-2b Site Assessment and Corrective Action for Projects Landward of the Historic High Tide Line (Approved Project Mitigation Measure M-HZ-2b): If elevated concentrations of heavy metals and/or petroleum hydrocarbons are detected at the Site, prepare a site mitigation plan (SMP) that outlines specific soil handling procedures to be followed during construction. The SMP would also specify basic health and safety concerns to be addressed by the site contractor or subcontractor responsible for worker and public health and safety, through the preparation of a detailed health and safety plan by the project contractor. The SMP would be sent to DPH for approval prior to any excavation activities.</p>	Project sponsor.	During construction, if applicable based on results of Work Plan investigation.	Department of Public Health, through review of SMP (if applicable).	Considered complete upon submittal of SMP, if applicable.

EXHIBIT C: MITIGATION MONITORING AND REPORTING PROGRAM				
Mitigation Measures Adopted As Conditions of Approval	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
5. Hazards and Hazardous Materials (continued)				
<p>TCDP FEIR Mitigation Measure M-HZ-3 Hazardous Building Materials Abatement (Approved Project Mitigation Measure M-HZ-2c): The project sponsor shall ensure that PCB-containing equipment such as fluorescent light ballasts are removed and properly disposed of prior to the start of renovation. Old light ballasts that would be removed during renovation would be evaluated for the presence of PCBs. In the case where the presence of PCBs in the light ballast could not be verified, then they would be assumed to contain PCBs and handled and disposed of as such, according to applicable laws and regulations. Any other hazardous materials identified either before or during renovation would be abated according to federal, state, and local laws and regulations.</p>	Project sponsor.	Prior to demolition of existing building.	Demolition contractor and (on complaint basis only) Department of Public Health.	Considered complete at completion of building demolition.

Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Air Quality				
<p>I-AQ-1a—Dust Control Plan: To reduce construction-related dust emissions, the project sponsor shall incorporate into construction specifications the requirement for development and implementation of a site-specific Dust Control Plan as set forth in Article 22B of the San Francisco Health Code. The Dust Control Plan shall require the project sponsor to: submit a map to the Director of Public Health showing all sensitive receptors within 1,000 feet of the site; wet down areas of soil at least three times per day; provide an analysis of wind direction and install upwind and downwind particulate dust monitors; record particulate monitoring results; hire an independent, third party to conduct inspections and keep a record of those inspections; establish shut-down conditions based on wind, soil migration, etc.; establish a hotline for surrounding community members who may be potentially affected by project-related dust; limit the area subject to construction activities at any one time; install dust curtains and windbreaks on the property lines, as necessary; limit the amount of soil in hauling trucks to the size of the truck bed and secure soils with a tarpaulin; enforce a 15 mph speed limit for vehicles entering and exiting construction areas; sweep affected streets with water sweepers at the end of the day; install and utilize wheel washers to clean truck tires; terminate construction activities when winds exceed 25 miles per hour; apply soil stabilizers to inactive areas; and sweep adjacent streets to reduce particulate emissions. The project sponsor would be required to designate an individual to monitor compliance with dust control requirements.</p>	Project sponsor.	Prior to issuance of request for construction bids.	Project sponsor and Planning Department.	The project sponsor shall submit a copy of the relevant portion(s) of the construction bid package to the Planning Department for inclusion in the project file.

Improvement Measures	Responsibility for Implementation	Mitigation Schedule	Monitoring/Report Responsibility	Status/Date Completed
Air Quality (continued)				
<p>I-AQ-1b—Construction Vehicle Emissions Minimization: To reduce construction vehicle emissions, the project sponsor shall incorporate the following into construction specifications:</p> <ul style="list-style-type: none"> • Idling times shall be minimized either by shutting equipment off when not in use or reducing the maximum idling time to five minutes (as required by the California airborne toxics control measure Title 13, Section 2485 of California Code of Regulations [CCR]). Clear signage shall be provided for construction workers at all access points. • All construction equipment shall be maintained and properly tuned in accordance with manufacturer's specifications. All equipment shall be checked by a certified mechanic and determined to be running in proper condition prior to operation. 	Project sponsor.	Prior to issuance of request for construction bids.	Project sponsor and Planning Department.	The project sponsor shall submit a copy of the relevant portion(s) of the construction bid package to the Planning Department for inclusion in the project file.