



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary Conditional Use

HEARING DATE: MAY 1, 2014

Date: April 24, 2014
Case No.: 2014.0236C
Project Address: 2675 GEARY BOULEVARD
Zoning: NC-3 (Moderate-Scale Neighborhood Commercial) District
40-X/80-D Height and Bulk Districts
Block/Lot: 1094/001
Project Sponsor: Panera Bread Company
c/o Daniel Frattin
Reuben, Junius & Rose, LLP
One Bush Street, Suite 600
San Francisco, CA 94104
Staff Contact: Mary Woods – (415) 558-6315
mary.woods@sfgov.org
Recommendation: **Approve with Conditions**

1650 Mission St.
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415.558.6377

PROJECT DESCRIPTION

The project sponsor proposes to occupy an existing vacant retail space for a Panera Bread restaurant, containing approximately 4,000 square feet. The restaurant will be accessible via parking lot "E" located on O'Farrell Street.

SITE DESCRIPTION AND PRESENT USE

The project site is located on the southern side of Geary Boulevard between Masonic Avenue and Lyon Street, in Assessor's Block 1094, Lot 001. The property is located within an NC-3 (Moderate-Scale Neighborhood Commercial) District and 40-X/80-D Height and Bulk Districts. The property is developed as a three-story shopping center (the City Center) that occupies an entire city block, bounded by Geary Boulevard to the north, Masonic Avenue to the west, O'Farrell Street to the south, and Lyon Street to the east. The main shopping center structure fronts on the northern half of the lot facing Geary Boulevard while terraced surface parking lots cover the southern half of the lot facing O'Farrell Street.

The approximately 203,000 square-foot shopping center was built in 1961 and was used as a Sears Roebuck Company Department Store until the early 1990s. After Sears vacated, the retail space was subdivided and reoccupied by several large retailers, including Mervyns, Toys R Us, the Good Guys, and Office Depot. The Good Guys vacated its space on the second level of the shopping center in 2005, and Mervyns vacated its first and second levels in December of 2008. Toys R Us also vacated its space which is currently occupied by Best Buy. Office Depot vacated its space in 2013. Retail spaces previously

occupied by Mervyns, the Good Guys and a 13,000 square-foot portion of Office Depot have been occupied by the City Target store since October 2013. On the O'Farrell Street frontage, smaller retail, office and restaurant establishments are accessible via the terraced surface parking lots, designated as A through F.

In connection with the City Target tenancy, a comprehensive upgrade of the property was completed in 2013. It included façade renovations, an integrated signage program, resurfacing and restriping parking lots, and new landscaping. In addition, the property owner contributed funding for traffic signal and pedestrian crossing improvements at the intersection of Masonic Avenue, O'Farrell Street and Ewing Terrace.

SURROUNDING PROPERTIES AND NEIGHBORHOOD

The site is situated towards the eastern end of the NC-3 District along the three-mile Geary Boulevard commercial corridor that stretches from the Western Addition to the Outer Richmond, through four neighborhoods. This corridor is bounded by Divisadero Street to the east and 28th Avenue to the west. The MUNI line "38-Geary" runs in front of the Project Site linking the Richmond area to Downtown and the Financial District. Other transit lines are also nearby and are within walking distance of the Site. Except for the commercial and institutional uses (i.e., Laurel Heights Shopping Center, Kaiser Permanente Medical Center, and University of San Francisco) located on the main streets, the project site is surrounded predominantly by low and medium density residential neighborhoods and residentially zoned districts. The Divisadero Street commercial corridor is two blocks east of the project site. Buildings facing the subject block range from two to four stories tall with several taller buildings interspersed. Commercial uses on the subject and facing blocks include electronic devices, restaurants, bars, dental offices, hair salons, and other professional offices.

ENVIRONMENTAL REVIEW

The project was determined to be exempt from the California Environmental Quality Act as a Class 1 Categorical Exemption.

HEARING NOTIFICATION

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	April 11, 2014	April 11, 2014	20 days
Posted Notice	20 days	April 11, 2014	April 11, 2014	20 days
Mailed Notice	20 days	April 11, 2014	April 11, 2014	20 days

PUBLIC COMMENT

- The Department has not received any correspondence in support of or in opposition to the project.

ISSUES AND OTHER CONSIDERATIONS

- With respect to an application for a Formula Retail use as defined in Section 703.3 of the Planning Code, the Planning Commission shall consider the following additional findings:
 - The existing concentrations of formula retail uses within the NC District;
 - The availability of other similar retail uses within the NC District;
 - The compatibility of the proposed formula retail use with the existing architectural and aesthetic character of the NC District;
 - The existing retail vacancy rates within the NC District;
 - The existing mix of citywide-servicing retail uses and neighborhood-servicing retail uses within the NC District.
- The project is to allow a Panera Bread restaurant at the subject property.

REQUIRED COMMISSION ACTION

In order for the project to proceed, the Commission must grant Conditional Use authorization to allow a Formula Retail use (d.b.a. Panera Bread), pursuant to Planning Code Sections 303(c), 303(i) and 703.4.

BASIS FOR RECOMMENDATION

- The project site has had continuous commercial/retail activities, and the proposed project would not be expected to affect existing traffic patterns.
- The project site is well-served by public transit lines. Metered and non-metered parking spaces are provided on the streets. The existing shopping center also has approximately 637 parking spaces and 57 bicycle parking spaces.
- The project will preserve and enhance the cultural and economic viability of the neighborhood commercial district.

RECOMMENDATION: Approve with Conditions

Attachments:

Draft Motion

Environmental Determination

Zoning/Parcel Map

Sanborn Map

Zoning Map

Aerial and Site Photos

Project Sponsor Submittal, including:

- Reduced Plans
- Aerial and Site Photos
- Formula Retail Survey Map
- Similar Formula/Local Retail Survey Map

Attachment Checklist

- | | |
|---|---|
| <input checked="" type="checkbox"/> Executive Summary | <input checked="" type="checkbox"/> Project sponsor submittal |
| <input checked="" type="checkbox"/> Draft Motion | Drawings: <u>Existing Conditions</u> |
| <input checked="" type="checkbox"/> Environmental Determination | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Zoning/Parcel Map | Drawings: <u>Proposed Project</u> |
| <input checked="" type="checkbox"/> Sanborn Map | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Zoning Map | <input checked="" type="checkbox"/> Site Photos |
| <input checked="" type="checkbox"/> Aerial Photo | <input checked="" type="checkbox"/> Formula Retail Survey Map |
| <input checked="" type="checkbox"/> Site Photos | <input checked="" type="checkbox"/> Similar Formula Retail Survey Map |
| <input type="checkbox"/> | |

Exhibits above marked with an "X" are included in this packet



Planner's Initials



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- | | |
|--|---|
| <input type="checkbox"/> Affordable Housing (Sec. 415) | <input type="checkbox"/> First Source Hiring (Admin. Code) |
| <input type="checkbox"/> Jobs Housing Linkage Program (Sec. 413) | <input type="checkbox"/> Child Care Requirement (Sec. 414) |
| <input type="checkbox"/> Downtown Park Fee (Sec. 412) | <input type="checkbox"/> Other (Transit Impact Development Fee) |

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Planning Commission Draft Motion HEARING DATE: MAY 1, 2014

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ADOPTING FINDINGS RELATING TO THE APPROVAL OF CONDITIONAL USE AUTHORIZATION PURSUANT TO SECTIONS 303 AND 703.4 OF THE PLANNING CODE TO ALLOW A FORMULA RETAIL USE AT THE CITY CENTER SHOPPING PLAZA FOR A PANERA BREAD RESTAURANT WITHIN THE NC-3 (MODERATE-SCALE NEIGHBORHOOD COMMERCIAL) ZONING DISTRICT AND 40-X/80-D HEIGHT AND BULK DISTRICTS.

PREAMBLE

On February 13, 2014, Panera Bread Company (hereinafter "Project Sponsor") filed an application with the Planning Department (hereinafter "Department") for Conditional Use Authorization under Planning Code Sections 303 and 703.4 to allow a formula retail use for a Panera Bread restaurant in an existing retail space in the City Center shopping plaza within the NC-3 (Moderate-Scale Neighborhood Commercial) Zoning District and 40-X/80-D Height and Bulk Districts.

On May 1, 2014, the San Francisco Planning Commission (hereinafter "Commission") conducted a duly noticed public hearing at a regularly scheduled meeting on Conditional Use Application No. 2014.0236C.

On April 22, 2014, the project was determined to be exempt from the California Environmental Quality Act ("CEQA") as a Class 1 Categorical Exemption under CEQA as described in the determination contained in the Planning Department files for this project.

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, Department staff, and other interested parties.

MOVED, that the Commission hereby authorizes the Conditional Use requested in Application No. 2014.0236C, subject to the conditions contained in "EXHIBIT A" of this motion, based on the following findings:

FINDINGS

Having reviewed the materials identified in the preamble 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 is located on the southern side of Geary Boulevard between Masonic Avenue and Lyon Street, in Assessor's Block 1094, Lot 001. The property is located within an NC-3 (Moderate-Scale Neighborhood Commercial) District and 40-X/80-D Height and Bulk Districts. The property is developed as a three-story shopping center (the City Center) that occupies an entire city block, bounded by Geary Boulevard to the north, Masonic Avenue to the west, O'Farrell Street to the south, and Lyon Street to the east. The main shopping center structure fronts on the northern half of the lot facing Geary Boulevard while terraced surface parking lots cover the southern half of the lot facing O'Farrell Street.

The approximately 203,000 square-foot shopping center was built in 1961 and was used as a Sears Roebuck Company Department Store until the early 1990s. (Under separate permits, the project sponsor is seeking authorization for a minor expansion of several other small-tenant spaces that would increase the total size of the shopping center to approximately 204,000 square feet, as well as authorization for a Starbucks-branded Target Café in the existing City Target store.) After Sears vacated, the retail space was subdivided and reoccupied by several large retailers, including Mervyns, Toys R Us, the Good Guys, and Office Depot. The Good Guys vacated its space on the second level of the shopping center in 2005, and Mervyns vacated its first and second levels in December of 2008. Toys R Us also vacated its space which is currently occupied by Best Buy. Office Depot vacated its space in 2013. Retail spaces previously occupied by Mervyns, the Good Guys and a 13,000-square-foot portion of Office Depot have been occupied by the City Target store since October 2013. On the O'Farrell Street frontage, smaller retail, office and restaurant establishments are accessible via the terraced surface parking lots, designated as A through F.

In connection with the City Target tenancy, a comprehensive upgrade of the property was completed in 2013. It included façade renovations, an integrated signage program, resurfacing

and restriping parking lots, and new landscaping. In addition, the property owner contributed funding for traffic signals and pedestrian crossings improvements at the intersections of Masonic Avenue, O'Farrell Street and Ewing Terrace.

3. **Surrounding Properties and Neighborhood.** The project site is situated towards the eastern end of the NC-3 District along the three-mile Geary Boulevard commercial corridor that stretches from the Western Addition to the Outer Richmond, through four neighborhoods. This corridor is bounded by Divisadero Street to the east and 28th Avenue to the west. The MUNI line "38-Geary" runs in front of the project site linking the Richmond area to Downtown and the Financial District. Other transit lines are also nearby and are within walking distance of the Site. Except for the commercial and institutional uses (i.e., Laurel Heights Shopping Center, Kaiser Permanente Medical Center, and University of San Francisco) located on the main streets, the project site is surrounded predominantly by low and medium density residential neighborhoods and residentially zoned districts. The Divisadero Street commercial corridor is two blocks east of the project site. Buildings facing the subject block range from two to four stories tall with several taller buildings interspersed. Commercial uses on the subject and facing blocks include electronic devices, restaurants, bars, dental offices, hair salons, and other professional offices.
4. **Project Description.** The applicant proposes a Panera Bread restaurant in an existing vacant, at-grade, below-street level retail space adjacent to O'Farrell Street, in parking lot E on the property.

The proposed Panera Bread restaurant is a Formula Retail Use. The proposal requires Section 312-neighborhood notification, which was conducted in conjunction with the Conditional Use Authorization process.

Project sponsor proposes to occupy approximately 4,000 square feet of existing vacant space formerly occupied by Sally Beauty.

5. **Public Comment.** The Department has not received any correspondence in support of or in opposition to the proposal.
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. **Formula Retail Use.** Planning Code Section 703.4 states that a Conditional Use authorization is required for a formula retail use, as defined by Planning Code Section 703.3, in any of the City's Neighborhood Commercial Districts.

The proposed Panera Bread restaurant is a Formula Retail Use.
 - B. **Limited-Restaurant Use.** Planning Code Section 712.43 allows limited restaurants as a permitted use up to the second floor level, as defined by Planning Code Section 790.90.

The Panera Bread restaurant would be located at grade with frontage on parking lot E, which is accessible from O'Farrell Street.

- C. **Parking.** Planning Code Section 151 requires one off-street parking space for every 200 square feet of occupied floor area, where the occupied floor area exceeds 5,000 square-feet.

With the proposed Panera Bread and other existing and proposed tenancies in the shopping center, 592 parking spaces are required. A total of 637 shared parking spaces are provided in the various parking lots. These spaces are non-exclusive and available to all tenants and customers.

- D. **Street Frontage in Neighborhood Commercial Districts.** Planning Code Section 145.1 requires that within NC Districts space for active uses shall be provided within the first 25 feet of building depth on the ground floor and 15 feet on floors above from any facade facing a street at least 30 feet in width. In addition, the floors of street-fronting interior spaces housing non-residential active uses and lobbies shall be as close as possible to the level of the adjacent sidewalk at the principal entrance to these spaces. Frontages with active uses that must be fenestrated with transparent windows and doorways for no less than 60 percent of the street frontage at the ground level and allow visibility to the inside of the building. The use of dark or mirrored glass shall not count towards the required transparent area. Any decorative railings or grillwork, other than wire mesh, which is placed in front of or behind ground floor windows, shall be at least 75 percent open to perpendicular view. Rolling or sliding security gates shall consist of open grillwork rather than solid material, so as to provide visual interest to pedestrians when the gates are closed, and to permit light to pass through mostly unobstructed. Gates, when both open and folded or rolled as well as the gate mechanism, shall be recessed within, or laid flush with, the building facade.

The Panera Bread restaurant would not face any public streets; thus Planning Code Section 145.1 does not apply. Nevertheless, the restaurant would provide clear and unobstructed windows facing onto parking lot E.

- E. **Signage.** Any proposed signage will be subject to the review and conformance with the "City Center Special Sign District" signage program.
7. **Planning Code Section 303(c)** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use approval. On balance, the project does comply with said criteria in that:
- A. The proposed new uses and building, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable, and compatible with, the neighborhood or the community.

The Panera Bread restaurant replaces a vacant storefront with a provider of specialty bread and a variety of other fresh baked goods, sandwiches, soups, and salads, as well as coffee, tea, and an assortment of breakfast items. The Panera Bread restaurant will provide an affordable food option for

families of all income levels in a popular shopping destination. Panera Bread will add to the wide array of goods and services offered in the shopping center. By filling a vacant retail space, Panera Bread will contribute to the long-term stability and viability of the shopping center. Panera Bread's staffing needs also create 20 full-time and 30 part-time permanent managerial and retail positions.

B. The proposed project will not be detrimental to the health, safety, convenience or general welfare of persons residing or working in the vicinity. There are no features of the project that could be detrimental to the health, safety or convenience of those residing or working the area, in that:

i. Nature of proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;

The height and bulk of the existing building will remain the same. The Panera Bread restaurant does not propose any expansion to the existing storefront and would not affect the building envelope.

ii. The accessibility and traffic patterns for persons and vehicles, the type and volume of such traffic, and the adequacy of proposed off-street parking and loading;

The project site is well-served by public transit, and existing on-site parking and loading spaces. Several MUNI transit lines run directly in front or near the site. Transit lines serving the site area include the 38-Geary, 33-Masonic, 1-California, 2-Clement, 4-Sutter and 31-Balboa. In addition, the shopping center maintains a terraced surface parking lot with 637 parking spaces, five freight loading spaces, and 57 bicycle parking spaces.

iii. The safeguards afforded to prevent noxious or offensive emissions such as noise, glare, dust and odor;

No noxious or offensive emissions will be associated with the project.

iv. Treatment given, as appropriate, to such aspects as landscaping, screening, open spaces, parking and loading areas, service areas, lighting and signs;

The project would improve the exterior appearance of the shopping center by creating a more open and attractive storefront, improving signage, and providing outdoor seating. Comprehensive exterior upgrades to the shopping center were previously approved on July 28, 2011 as part of City Target store's Conditional Use authorization under Commission Motion No. 18414 for Case No. 2010.0623C. These improvements were completed in October 2013.

C. That the use as proposed will comply with the applicable provisions of the Planning Code and will not adversely affect the General Plan.

The project complies with all relevant requirements and standards of the Planning Code and is consistent with objectives and policies of the General Plan as detailed below.

- D. That the use as proposed would provide development that is in conformity with the purpose of the applicable Neighborhood Commercial District.

The project is consistent with the stated purposes of NC-3 Districts in that the intended use is located on the ground floor, will provide a compatible convenience service for the immediately surrounding neighborhoods during daytime hours.

8. **Planning Code Section 303(i)** establishes criteria for the Planning Commission to consider when reviewing applications for a Formula Retail Use. On balance, the project does comply with said criteria in that:

- (1) The existing concentrations of formula retail uses within the Neighborhood Commercial District.

There are many formula retail uses within the NC-3 District along the Geary Boulevard commercial corridor. Within a half-mile radius of the project site, there are more than three dozen formula retail uses, including Trader Joe's, Big O Tires, Super Cuts, Sleep World, Radio Shack, Mel's Diner and H&R Block (see attached Formula Retail Survey Map). Two large formula retail uses currently located in the existing shopping center include Best Buy and City Target.

- (2) The availability of other similar retail uses within the Neighborhood Commercial District.

There are approximately nineteen (19) similar restaurants in the area, including formula retail restaurants, such as Subway, KFC/Taco Bell, Mel's Diner, and Burger King (see attached Similar Formula/Local Retail Survey Map). The following restaurants offer some form of baked goods and coffee drinks: Les Croissant Café, Earth's Coffee, Coffee Break, Royal Ground Coffee, Nani's Coffee, Fifty/Fifty Coffee, Sun Stream Coffee, and Cup and Cake. Each of these is a small coffee shop offering baked goods which are not produced on-site; some but not all offer limited made-to-order food items. None of these offers made-from-scratch breads and pastries, while also serving breakfast, lunch, and dinner. Panera Bread would provide all of these goods and services. Because the Panera Bread restaurant is located within the shopping center as an amenity for shoppers and residents within close walking distance, it is not likely to draw customers away from these existing coffee shops and cafés.

- (3) The compatibility of the proposed formula retail use with the existing architectural and aesthetic character of the Neighborhood Commercial District.

The Panera Bread restaurant is not street-facing and is visible only from the shopping center parking lot; therefore, will not affect the architectural or aesthetic character of the District.

- (4) The existing retail vacancy rates within the Neighborhood Commercial District.

There are 18 vacant storefronts in the nearby commercial area, as well as vacant spaces in the shopping center itself. Of these 18 vacancies, two are within a half-mile of the project site, at 2934 - 37 Geary Boulevard and 2939 Geary Boulevard.

- (5) The existing mix of Citywide-serving retail uses and neighborhood-serving retail uses within the Neighborhood Commercial District.

The project site is located on Geary Boulevard, along a three-mile long commercial corridor that stretches from the Western Addition to the Outer Richmond neighborhood. The corridor is comprised of a mix of neighborhood-serving and Citywide-serving retail uses. Commercial uses include beauty shops, print shops, pet stores, coffee shops, restaurants, bars, dry cleaners, liquor stores, post offices, dental offices, and other professional offices. It is surrounded by residential dwellings and residentially-zoned districts in adjacent blocks.

9. **General Plan Compliance.** The project is, on balance, consistent with the following objectives and policies of the General Plan:

NEIGHBORHOOD COMMERCE

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 that has substantial undesirable consequences that cannot be mitigated.

Policy 1.3:

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

The project will provide desirable goods and services to the neighborhood and will provide resident employment opportunities to those in the community. Further, the project site is located within a Neighborhood Commercial District and is thus consistent with activities in the commercial land use plan.

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 will add a new commercial activity into a previously vacant retail space and will enhance the diverse economic base of the City.

OBJECTIVE 6:

MAINTAIN AND STRENGTHEN VIABLE NEIGHBORHOOD COMMERCIAL AREAS EASILY ACCESSIBLE TO CITY RESIDENTS.

Policy 6.1:

Ensure and encourage the retention and provision of neighborhood-serving goods and services in the city's neighborhood commercial districts, while recognizing and encouraging diversity among the districts.

No commercial tenant would be displaced and the project would not prevent the district from achieving optimal diversity in the types of goods and services available in the neighborhood.

10. **Planning Code Section 101.1(b)** establishes eight priority-planning policies and requires review of permits for consistency with said policies. On balance, the project does comply with said policies in that:

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

The shopping center has historically been occupied by an array of formula retail stores that served a clientele from the immediate neighborhood and citywide. No neighborhood-serving retail uses will be displaced by the project. The project will provide desirable goods to the neighborhood and will provide resident employment opportunities to those in the community.

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

The existing housing units in the surrounding neighborhood would not be adversely affected.

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

No housing is removed for this project.

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

The site is well-served by public transit, and existing on-site parking and bicycle spaces. Several MUNI transit lines run directly in front or near the site. Transit lines serving the site area include the 38-Geary, 33-Masonic, 1-California, 2-Clement, 4-Sutter and 31-Balboa. In addition, the shopping center maintains a terraced surface parking lot with 637 parking spaces, five freight loading spaces, and 57 bicycle parking spaces.

- 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 will not displace any service or industry establishment. The project will not affect industrial or service sector uses or related employment opportunities. Ownership of industrial or service sector businesses will not be affected by this project.

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

The project conforms to the structural and seismic safety requirements of the City Building Code.

- G. That landmarks and historic buildings be preserved.

A landmark or historic building does not occupy the project site.

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

The project will have no negative effect on existing parks and open spaces.

11. The project is consistent with and would promote the general and specific purposes of the Planning 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.
12. The Commission hereby finds that approval of the Conditional Use authorization would promote the health, safety and welfare of the City.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Conditional Use Application No. 2014.0236C** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated April 18, 2014, and labeled "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion No. _____. The effective date of this Motion shall be the date of this Motion if not appealed (After the 30-day period has expired) OR the date of the decision of the Board of Supervisors if appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

Protest of Fee or Exaction: You may protest any fee or exaction subject to Government Code Section 66000 that is imposed as a condition of approval by following the procedures set forth in Government Code Section 66020. The protest must satisfy the requirements of Government Code Section 66020(a) and must be filed within 90 days of the date of the first approval or conditional approval of the development referencing the challenged fee or exaction. For purposes of Government Code Section 66020, the date of imposition of the fee shall be the date of the earliest discretionary approval by the City of the subject development.

If the City has not previously given Notice of an earlier discretionary approval of the project, the Planning Commission's adoption of this Motion, Resolution, Discretionary Review Action or the Zoning Administrator's Variance Decision Letter constitutes the approval or conditional approval of the development and the City hereby gives **NOTICE** that the 90-day protest period under Government Code Section 66020 has begun. If the City has already given Notice that the 90-day approval period has begun for the subject development, then this document does not re-commence the 90-day approval period.

I hereby certify that the Planning Commission **ADOPTED** the foregoing Motion on May 1, 2014.

Jonas P. Ionin
Commission Secretary

AYES:

NAYS:

ABSENT:

ADOPTED: May 1, 2014

EXHIBIT A

AUTHORIZATION

This authorization is for a conditional use to allow a formula retail use (d.b.a. Panera Bread) located at 2675 Geary Boulevard, Assessor's Block 1094, Lot 001 pursuant to Planning Code Sections 303 and 703.4 within the NC-3 (Moderate-Scale Neighborhood Commercial) District and 40-X/80-D Height and Bulk Districts; in general conformance with plans, dated April 18, 2014, and labeled "EXHIBIT B" included in the docket for Case No. 2014.0236C and subject to conditions of approval reviewed and approved by the Commission on May 1, 2014 under Motion No. _____. 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 May 1, 2014 under Motion No. _____.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. _____ 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

MONITORING - AFTER ENTITLEMENT

6. **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
7. **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

OPERATION

8. **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>
9. **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>
10. **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



SAN FRANCISCO PLANNING DEPARTMENT

CEQA Categorical Exemption Determination

PROPERTY INFORMATION/PROJECT DESCRIPTION

Project Address		Block/Lot(s)	
2675 Geary Blvd.		1094/001	
Case No.	Permit No.	Plans Dated	
2014.0056E		12/13/14 and additional project info 4/21/14	
<input checked="" type="checkbox"/> Addition/ Alteration	<input type="checkbox"/> Demolition (requires HRER if over 50 years old)	<input type="checkbox"/> New Construction	<input type="checkbox"/> Project Modification (GO TO STEP 7)
Project description for Planning Department approval. Renovation of seven stores; minor expansion of five recessed storefronts (totaling 848 sf); change of use to formula retail at six stores requiring CU authorization.			

STEP 1: EXEMPTION CLASS

TO BE COMPLETED BY PROJECT PLANNER

Note: If neither class applies, an <i>Environmental Evaluation Application</i> is required.	
<input checked="" type="checkbox"/>	Class 1 – Existing Facilities. Interior and exterior alterations; additions under 10,000 sq. ft.; change of use under 10,000 sq. ft. if principally permitted or with a CU.
<input type="checkbox"/>	Class 3 – New Construction. Up to three (3) new single-family residences or six (6) dwelling units in one building; commercial/office structures; utility extensions.
<input type="checkbox"/>	Class__

STEP 2: CEQA IMPACTS

TO BE COMPLETED BY PROJECT PLANNER

If any box is checked below, an <i>Environmental Evaluation Application</i> is required.	
<input type="checkbox"/>	Transportation: Does the project create six (6) or more net new parking spaces or residential units? Does the project have the potential to adversely affect transit, pedestrian and/or bicycle safety (hazards) or the adequacy of nearby transit, pedestrian and/or bicycle facilities?
<input type="checkbox"/>	Air Quality: Would the project add new sensitive receptors (specifically, schools, day care facilities, hospitals, residential dwellings, and senior-care facilities) within an air pollution hot spot? (refer to EP_ArcMap > CEQA Catex Determination Layers > Air Pollution Hot Spots)
<input type="checkbox"/>	Hazardous Materials: If the project site is located on the Maher map or is suspected of containing hazardous materials (based on a previous use such as gas station, auto repair, dry cleaners, or heavy manufacturing, or a site with underground storage tanks): Would the project involve 50 cubic yards or more of soil disturbance - or a change of use from industrial to residential? If yes, this box must be checked and the project applicant must submit an Environmental Application with a Phase I Environmental Site Assessment. <i>Exceptions: do not check box if the applicant presents documentation of enrollment in the San Francisco Department of Public Health (DPH) Maher program, a DPH waiver from the Maher program, or other documentation from Environmental Planning staff that hazardous material effects would be less than significant (refer to EP_ArcMap > Maher layer).</i>

<input type="checkbox"/>	Soil Disturbance/Modification: Would the project result in soil disturbance/modification greater than two (2) feet below grade in an archeological sensitive area or eight (8) feet in a non-archeological sensitive area? (refer to EP_ArcMap > CEQA Catex Determination Layers > Archeological Sensitive Area)
<input type="checkbox"/>	Noise: Does the project include new noise-sensitive receptors (schools, day care facilities, hospitals, residential dwellings, and senior-care facilities) fronting roadways located in the noise mitigation area? (refer to EP_ArcMap > CEQA Catex Determination Layers > Noise Mitigation Area)
<input type="checkbox"/>	Subdivision/Lot Line Adjustment: Does the project site involve a subdivision or lot line adjustment on a lot with a slope average of 20% or more? (refer to EP_ArcMap > CEQA Catex Determination Layers > Topography)
<input type="checkbox"/>	Slope = or > 20%: Does the project involve excavation of 50 cubic yards of soil or more, square footage expansion greater than 1,000 sq. ft., shoring, underpinning, retaining wall work, or grading on a lot with a slope average of 20% or more? <i>Exceptions: do not check box for work performed on a previously developed portion of site, stairs, patio, deck, or fence work.</i> (refer to EP_ArcMap > CEQA Catex Determination Layers > Topography) If box is checked, a geotechnical report is required and a Certificate or higher level CEQA document required
<input type="checkbox"/>	Seismic: Landslide Zone: Does the project involve excavation of 50 cubic yards of soil or more, square footage expansion greater than 1,000 sq. ft., shoring, underpinning, retaining wall work, grading –including excavation and fill on a landslide zone – as identified in the San Francisco General Plan? <i>Exceptions: do not check box for work performed on a previously developed portion of the site, stairs, patio, deck, or fence work.</i> (refer to EP_ArcMap > CEQA Catex Determination Layers > Seismic Hazard Zones) If box is checked, a geotechnical report is required and a Certificate or higher level CEQA document required
<input type="checkbox"/>	Seismic: Liquefaction Zone: Does the project involve excavation of 50 cubic yards of soil or more, square footage expansion greater than 1000 sq ft, shoring, underpinning, retaining wall work, or grading on a lot in a liquefaction zone? <i>Exceptions: do not check box for work performed on a previously developed portion of the site, stairs, patio, deck, or fence work.</i> (refer to EP_ArcMap > CEQA Catex Determination Layers > Seismic Hazard Zones) If box is checked, a geotechnical report will likely be required
<input type="checkbox"/>	Serpentine Rock: Does the project involve any excavation on a property containing serpentine rock? <i>Exceptions: do not check box for stairs, patio, deck, retaining walls, or fence work.</i> (refer to EP_ArcMap > CEQA Catex Determination Layers > Serpentine)
If no boxes are checked above, GO TO STEP 3. <u>If one or more boxes are checked above, an <i>Environmental Evaluation Application</i> is required.</u>	
<input checked="" type="checkbox"/>	Project can proceed with categorical exemption review. The project does not trigger any of the CEQA impacts listed above.
Comments and Planner Signature (optional): No excavation.	

**STEP 3: PROPERTY STATUS – HISTORIC RESOURCE
TO BE COMPLETED BY PROJECT PLANNER**

PROPERTY IS ONE OF THE FOLLOWING: (refer to Parcel Information Map)	
<input type="checkbox"/>	Category A: Known Historical Resource. GO TO STEP 5.
<input type="checkbox"/>	Category B: Potential Historical Resource (over 50 years of age). GO TO STEP 4.
<input checked="" type="checkbox"/>	Category C: Not a Historical Resource or Not Age Eligible (under 50 years of age). GO TO STEP 6.

STEP 4: PROPOSED WORK CHECKLIST
TO BE COMPLETED BY PROJECT PLANNER

Check all that apply to the project.	
<input type="checkbox"/>	1. Change of use and new construction. Tenant improvements not included.
<input type="checkbox"/>	3. Regular maintenance or repair to correct or repair deterioration, decay, or damage to building.
<input type="checkbox"/>	4. Window replacement that meets the Department's <i>Window Replacement Standards</i> . Does not include storefront window alterations.
<input type="checkbox"/>	5. Garage work. A new opening that meets the <i>Guidelines for Adding Garages and Curb Cuts</i> , and/or replacement of a garage door in an existing opening that meets the Residential Design Guidelines.
<input type="checkbox"/>	6. Deck, terrace construction, or fences not visible from any immediately adjacent public right-of-way.
<input type="checkbox"/>	7. Mechanical equipment installation that is not visible from any immediately adjacent public right-of-way.
<input type="checkbox"/>	8. Dormer installation that meets the requirements for exemption from public notification under <i>Zoning Administrator Bulletin No. 3: Dormer Windows</i> .
<input type="checkbox"/>	9. Addition(s) that are not visible from any immediately adjacent public right-of-way for 150 feet in each direction; does not extend vertically beyond the floor level of the top story of the structure or is only a single story in height; does not have a footprint that is more than 50% larger than that of the original building; and does not cause the removal of architectural significant roofing features.
Note: Project Planner must check box below before proceeding.	
<input type="checkbox"/>	Project is not listed. GO TO STEP 5.
<input type="checkbox"/>	Project does not conform to the scopes of work. GO TO STEP 5.
<input type="checkbox"/>	Project involves four or more work descriptions. GO TO STEP 5.
<input type="checkbox"/>	Project involves less than four work descriptions. GO TO STEP 6.

STEP 5: CEQA IMPACTS – ADVANCED HISTORICAL REVIEW
TO BE COMPLETED BY PRESERVATION PLANNER

Check all that apply to the project.	
<input type="checkbox"/>	1. Project involves a known historical resource (CEQA Category A) as determined by Step 3 and conforms entirely to proposed work checklist in Step 4.
<input type="checkbox"/>	2. Interior alterations to publicly accessible spaces.
<input type="checkbox"/>	3. Window replacement of original/historic windows that are not "in-kind" but are consistent with existing historic character.
<input type="checkbox"/>	4. Façade/storefront alterations that do not remove, alter, or obscure character-defining features.
<input type="checkbox"/>	5. Raising the building in a manner that does not remove, alter, or obscure character-defining features.
<input type="checkbox"/>	6. Restoration based upon documented evidence of a building's historic condition, such as historic photographs, plans, physical evidence, or similar buildings.
<input type="checkbox"/>	7. Addition(s) , including mechanical equipment that are minimally visible from a public right-of-way and meet the <i>Secretary of the Interior's Standards for Rehabilitation</i> .

<input type="checkbox"/>	8. Other work consistent with the <i>Secretary of the Interior Standards for the Treatment of Historic Properties</i> (specify or add comments):
<input type="checkbox"/>	9. Reclassification of property status to Category C. (Requires approval by Senior Preservation Planner/Preservation Coordinator) a. Per HRER dated: _____ (attach HRER) b. Other (specify):
Note: If ANY box in STEP 5 above is checked, a Preservation Planner MUST check one box below.	
<input type="checkbox"/>	Further environmental review required. Based on the information provided, the project requires an <i>Environmental Evaluation Application</i> to be submitted. GO TO STEP 6.
<input type="checkbox"/>	Project can proceed with categorical exemption review. The project has been reviewed by the Preservation Planner and can proceed with categorical exemption review. GO TO STEP 6.
Comments (optional):	
Preservation Planner Signature:	

**STEP 6: CATEGORICAL EXEMPTION DETERMINATION
TO BE COMPLETED BY PROJECT PLANNER**

<input type="checkbox"/>	Further environmental review required. Proposed project does not meet scopes of work in either (check all that apply): <input type="checkbox"/> Step 2 – CEQA Impacts <input type="checkbox"/> Step 5 – Advanced Historical Review STOP! Must file an <i>Environmental Evaluation Application</i>.	
<input type="checkbox"/>	No further environmental review is required. The project is categorically exempt under CEQA.	
	Planner Name: Jeanie Poling	Signature or Stamp: <div style="font-size: 2em; font-weight: bold; text-align: center;">Jean Poling</div> <small>Digitally signed by Jean Poling DN: dc=org, dc=sfgov, dc=cityplanning, ou=CityPlanning, ou=Environmental Planning, cn=Jean Poling, email=jeanie.poling@sfgov.org Date: 2014.04.22 15:01:49 -0700'</small>
	Project Approval Action: Other: CU Authorizaiton <small>*If Discretionary Review before the Planning Commission is requested, the Discretionary Review hearing is the Approval Action for the project.</small>	
Once signed or stamped and dated, this document constitutes a categorical exemption pursuant to CEQA Guidelines and Chapter 31 of the Administrative Code. In accordance with Chapter 31 of the San Francisco Administrative Code, an appeal of an exemption determination can only be filed within 30 days of the project receiving the first approval action.		

**STEP 7: MODIFICATION OF A CEQA EXEMPT PROJECT
TO BE COMPLETED BY PROJECT PLANNER**

In accordance with Chapter 31 of the San Francisco Administrative Code, when a California Environmental Quality Act (CEQA) exempt project changes after the Approval Action and requires a subsequent approval, the Environmental Review Officer (or his or her designee) must determine whether the proposed change constitutes a substantial modification of that project. This checklist shall be used to determine whether the proposed changes to the approved project would constitute a "substantial modification" and, therefore, be subject to additional environmental review pursuant to CEQA.

PROPERTY INFORMATION/PROJECT DESCRIPTION

Project Address (If different than front page)		Block/Lot(s) (If different than front page)
Case No.	Previous Building Permit No.	New Building Permit No.
Plans Dated	Previous Approval Action	New Approval Action
Modified Project Description:		

DETERMINATION IF PROJECT CONSTITUTES SUBSTANTIAL MODIFICATION

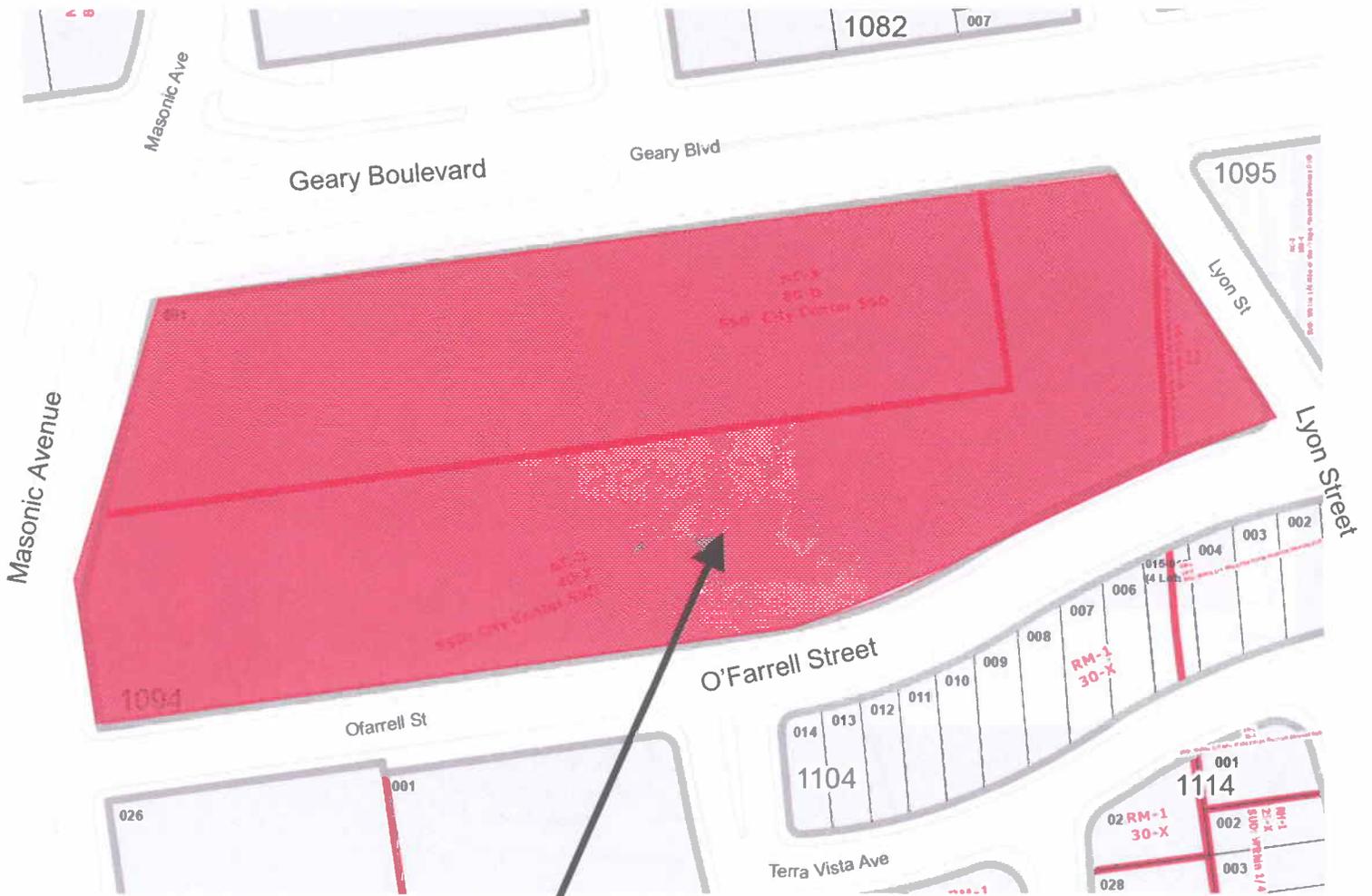
Compared to the approved project, would the modified project:	
<input type="checkbox"/>	Result in expansion of the building envelope, as defined in the Planning Code;
<input type="checkbox"/>	Result in the change of use that would require public notice under Planning Code Sections 311 or 312;
<input type="checkbox"/>	Result in demolition as defined under Planning Code Section 317 or 19005(f)?
<input type="checkbox"/>	Is any information being presented that was not known and could not have been known at the time of the original determination, that shows the originally approved project may no longer qualify for the exemption?
If at least one of the above boxes is checked, further environmental review is required. CATEX FORM	

DETERMINATION OF NO SUBSTANTIAL MODIFICATION

<input type="checkbox"/>	The proposed modification would not result in any of the above changes.
If this box is checked, the proposed modifications are categorically exempt under CEQA, in accordance with prior project approval and no additional environmental review is required. This determination shall be posted on the Planning Department website and office and mailed to the applicant, City approving entities, and anyone requesting written notice.	
Planner Name:	Signature or Stamp:

Zoning/Parcel Map

Block 1094; Lot 001

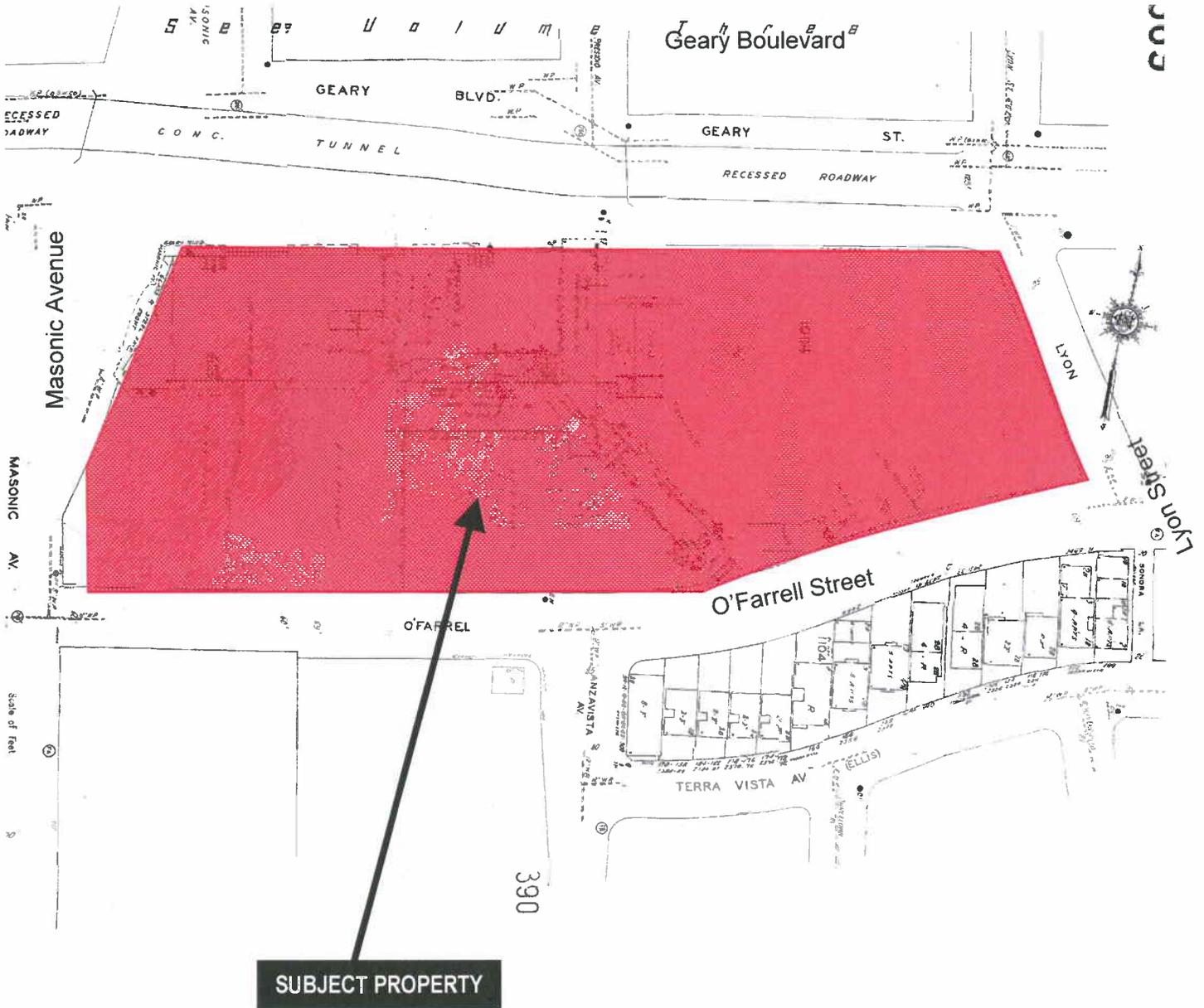


SUBJECT PROPERTY



Conditional Use Hearing
Case Number 2014.0236C
Panera Bread (formula retail)
2675 Geary Boulevard

Sanborn Map*



*The Sanborn Maps in San Francisco have not been updated since 1998, and this map may not accurately reflect existing conditions.



Conditional Use Hearing
Case Number 2014.0236C
Panera Bread (formula retail)
2675 Geary Boulevard

Aerial Photo



Masonic Avenue

Masonic Ave

Geary Blvd

Lyon St

Lyon St

O'Farrell Street

Terra V

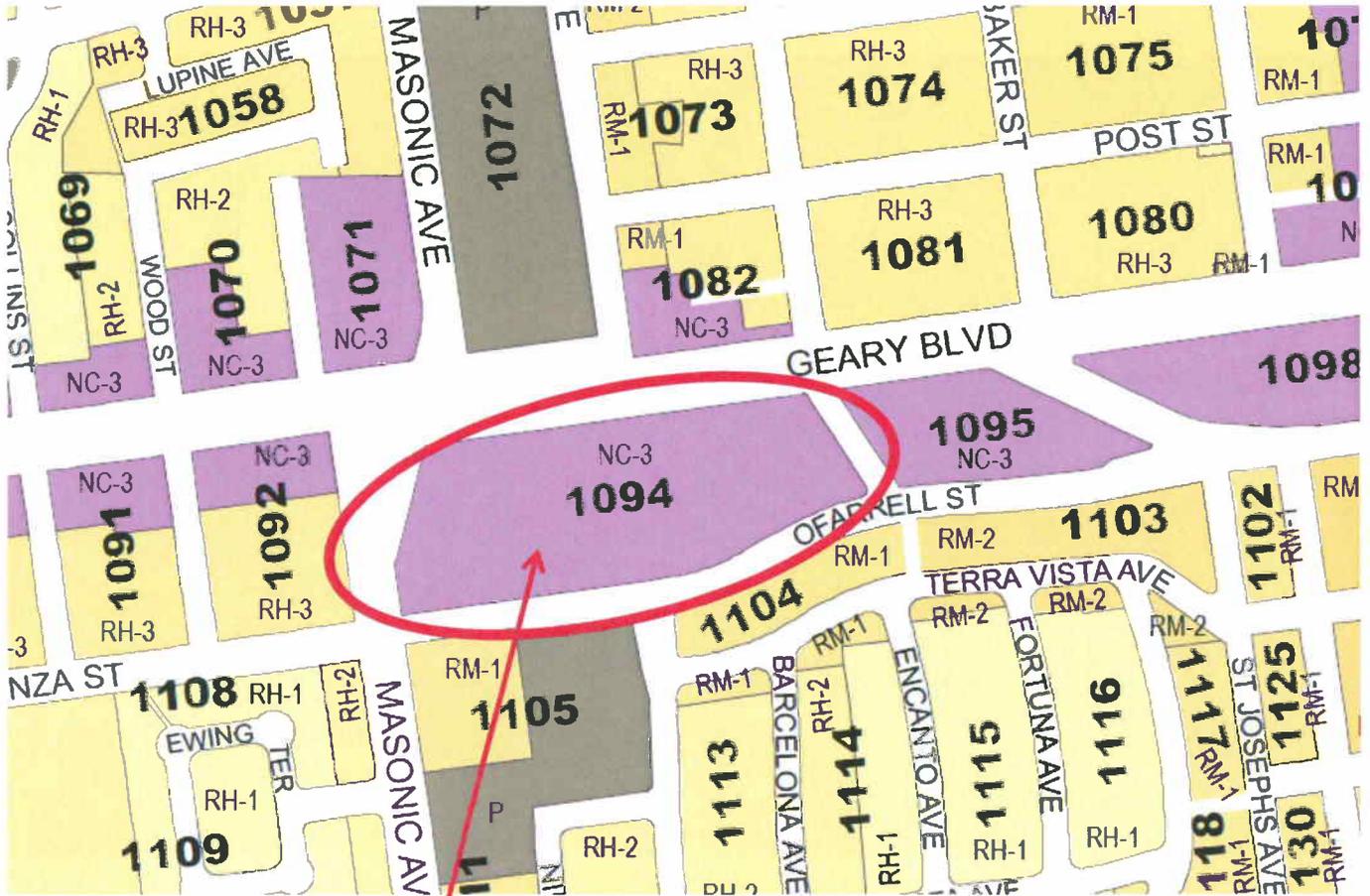
SUBJECT PROPERTY



Conditional Use Hearing
Case Number 2014.0236C
Panera Bread (formula retail)
2675 Geary Boulevard

Zoning Map

NC-3
(MODERATE-SCALE NEIGHBORHOOD COMMERCIAL DISTRICT)



SUBJECT PROPERTY



Conditional Use Hearing
Case Number 2014.0236C
Panera Bread (formula retail)
2675 Geary Boulevard

Site Photo



View looking west from corner of Lyon Street and Geary Boulevard

Conditional Use Hearing
Case Number 2014.0236C
Panera Bread (formula retail)
2675 Geary Boulevard

Site Photo



View looking northwest toward building at parking lot E

Conditional Use Hearing
Case Number 2014.0236C
Panera Bread (formula retail)
2675 Geary Boulevard

REUBEN, JUNIUS & ROSE, LLP

April 22, 2014

By Messenger

President Cindy Wu
San Francisco Planning Commission
1650 Mission Street, 4th Floor
San Francisco, CA 94103

Re: 2675 Geary Boulevard (Block 1094; Lot 001)
Case Nos.: 2014.0192 (GNC); 2014.0196 (Sleep Number); 2014.0233 (Chipotle); 2014.0234 (Ulta Beauty); 2014.0187C (Target Café); 2014.0236 (Panera Bread)
Hearing Date: May 1, 2014

Dear President Wu and Commissioners:

Our office represents KLA Geary LLC (“Owner”), owner of the City Center Shopping Plaza (“Plaza”) located at 2675 Geary Boulevard at Masonic Avenue (“Property”). The Owner recently completed extensive upgrades to the Plaza in conjunction with the opening of a new City Target store. These upgrades included façade renovations, new street-facing windows, landscaping, bicycle parking, and a comprehensive sign program. In addition, the Owner funded signal improvements at Masonic Avenue and O’Farrell Street, as well as a new signalized crosswalk at Masonic Avenue and Ewing Terrace.

At your May 1st hearing, we will be seeking your approval of six conditional use authorizations to fill several smaller tenant spaces. These new tenants will employ more than 150 workers and bring the Plaza to full occupancy:

- **Ulta Beauty** – Ulta Beauty is a beauty salon that offers a variety of mass and prestige beauty and hair care products at price points affordable to people of all income levels. This will be Ulta’s first San Francisco store. Its 10,194 square foot store along Geary Boulevard was last occupied by another formula retailer, Office Depot, which vacated the Property in 2013.
- **Sleep Number** – Sleep Number is a specialty mattress and bedding store which sells custom, made-to-order beds that allow users to adjust firmness through hand-held

James A. Reuben | Andrew J. Junius | Kevin H. Rose | Daniel A. Frattin

Sheryl Reuben¹ | David Silverman | Thomas Tunny | Jay F. Drake | John Kevin

Lindsay M. Petrone | Melinda A. Sarjapur | Kenda H. McIntosh | Jared Eigerman^{2,3} | John McInerney III²

1. Also admitted in New York 2. Of Counsel 3. Also admitted in Massachusetts

One Bush Street, Suite 600
San Francisco, CA 94104

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www.reubenlaw.com

electronic controls. This will be Sleep Number's first store in San Francisco. It will occupy 3,390 square feet near one of City Target's entrances. The store will have no street frontage; its storefront will face onto parking lot "B", the second parking entrance to the west of Masonic Avenue. This space was most recently occupied by another formula retailer, Payless Shoes.

- **GNC** – GNC is a specialty health and nutrition store that offers a variety of supplements, vitamins, minerals, herbs, sports nutrition, diet, and energy products. This will be GNC's thirteenth San Francisco store. It will be located below the grade of O'Farrell St. with frontage on parking lot "E." GNC proposes to occupy a total of 1,264 square feet, including an approximately 206 square foot addition that will bring the currently recessed storefront is flush with the existing roofline. GNC's space was most recently occupied by Edible Arrangements, a formula retailer. This space, along with others on parking lot "E" are minimally visible from the street.
- **Panera Bread** – Panera Bread is a bakery and restaurant that provides specialty bread and a variety of other fresh baked goods, sandwiches, soups, and salads, as well as coffee, tea, and an assortment of breakfast items. This will be Panera Bread's second San Francisco store. It will occupy approximately 4,000 square feet in parking lot "E" that was previously occupied by formula retailer Sally Beauty.
- **Chipotle** – Chipotle is a casual Mexican dining restaurant that focuses on local, organic, and natural products, and provides an affordable food option for people of all income levels. Chipotle will occupy approximately 2,100 square feet in parking lot "E", including a 241 square foot expansion to bring the currently recessed storefront flush with the existing roofline, and will be minimally visible from the street.

Lastly, the Planning Department has directed Target to request conditional use authorization for a Starbucks-branded café ("Café") within its store. The Planning Commission approved a café in the conditional use for City Target, but the format of the café had not been decided at that time. The Café is accessible only through the City Target store, is wholly owned by Target, and operated by City Target employees as an integral part of the store. However, it serves Starbucks products and displays the Starbucks trademark under a license agreement with Starbucks. Because of this, the Planning Department believes the Café requires a separate formula retail authorization.

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President Cindy Wu
San Francisco Planning Commission
April 22, 2014
Page 3

We respectfully request that you approve these six conditional use authorizations, which will create over 150 new jobs and return the Plaza to full occupancy. We look forward to presenting the Project to you on May 1, 2014.

Thank you.

Very truly yours,

REUBEN, JUNIUS & ROSE, LLP

A handwritten signature in cursive script that reads "Daniel Frattin / esl".

Daniel Frattin

One Bush Street, Suite 600
San Francisco, CA 94104

tel: 415-567-9000
fax: 415-399-9480

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REUBEN, JUNIUS & ROSE, LLP



CITY CENTER

KLA Geary, LLC

2675 Geary Blvd.
San Francisco, CA 94118

Project Sponsor:
Panera Bread Company

EXHIBIT B

April 18, 2014

Project Team

Project Sponsor

Panera, LLC

Attn: Ms. Caryl L. Scobbie
3630 S. Geyer Road, Suite 100
Sunset Hills, MO 63127
Tel: (314) 984-2634
Fax: (314) 909-3370
Email: caryl.scobbie@panerabread.com

Property Owner

KLA Geary, LLC

Attn: Adam L. Miller
c/o Balboa Retail Advisors, LLC
11111 Santa Monica Boulevard, Suite 340
Los Angeles, CA 90025
Tel: (310) 496-4135
Fax: (310) 496-4131
Email: adam@balboaretail.com

Project Contact

Reuben & Junius, LLP

Attn: Mr. Daniel Frattin
One Bush Street, Suite 600
San Francisco, CA 94104
Phone: (415) 567-9000
Fax: (415) 399-9480
Email: dfrattin@reubenlaw.com

Architect

Studio One Eleven

Attn: Brad Williams
111 West Ocean Blvd., 21st Floor
Long Beach, CA 90802
Phone: (562) 901-1500
Email: bwilliams@studio-111.com

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Proposed Tenant Floor Plan	10
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Aerial Panorama Looking South
Toward O'Farrell Street

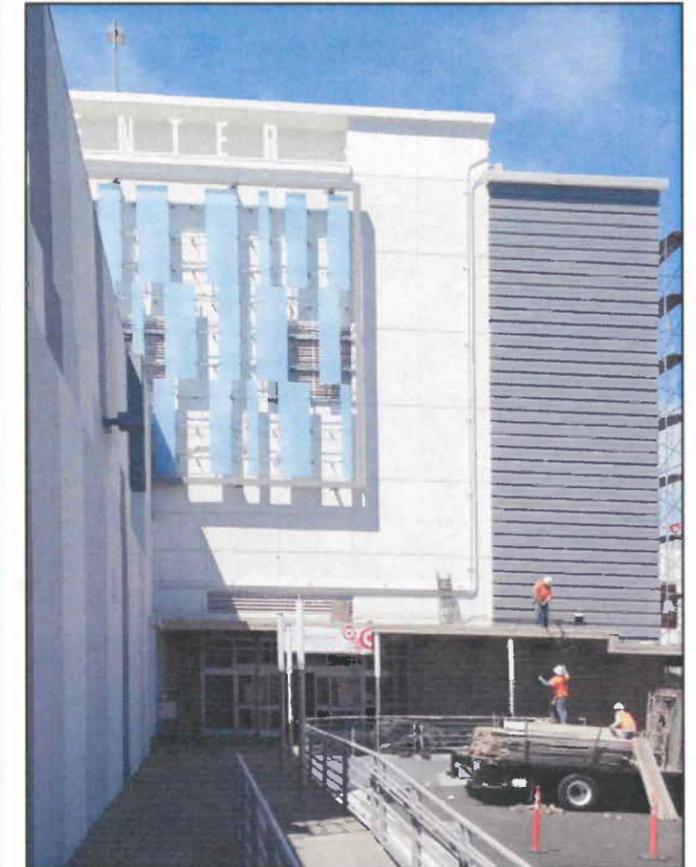


Aerial Panorama Looking North
Toward Geary Blvd.





View of Existing Conditions Looking Northwest Toward Building at Parking Lot E. Proposed location for the following CUP tenancy: Panera Bread, Chipotle Mexican Grill, GNC



View of Existing Conditions Looking West Toward Building at Parking Lot F. Proposed location for the following CUP tenancy: Ulta Beauty.



View of Existing Conditions Looking West from Corner of Lyon St. & Geary Blvd.



View of Existing Conditions Looking East Along Geary Blvd.

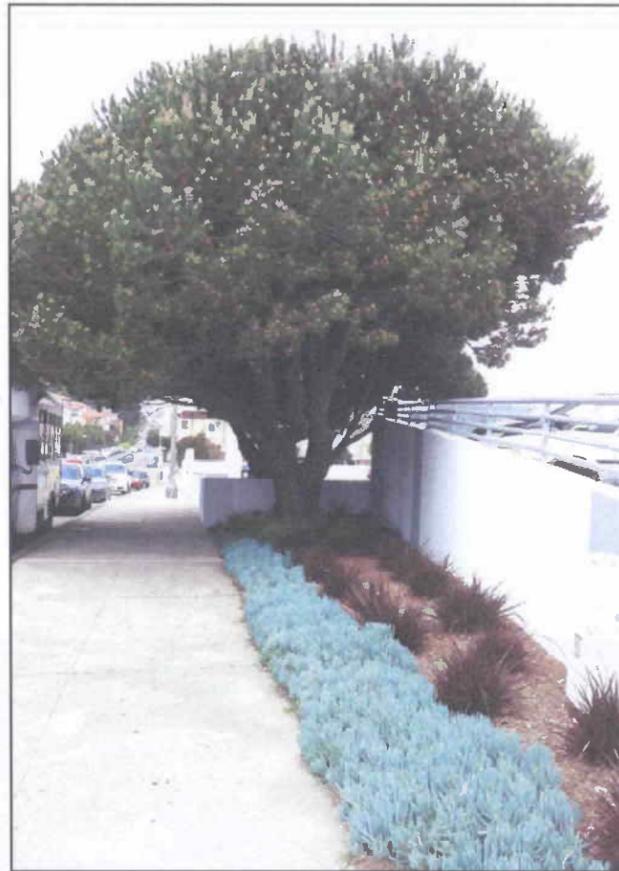


View of Existing Conditions Looking Southeast from Corner of Masonic Ave. & Geary Blvd. Proposed location for the following CUP tenancy: Starbucks branded Target Cafe.

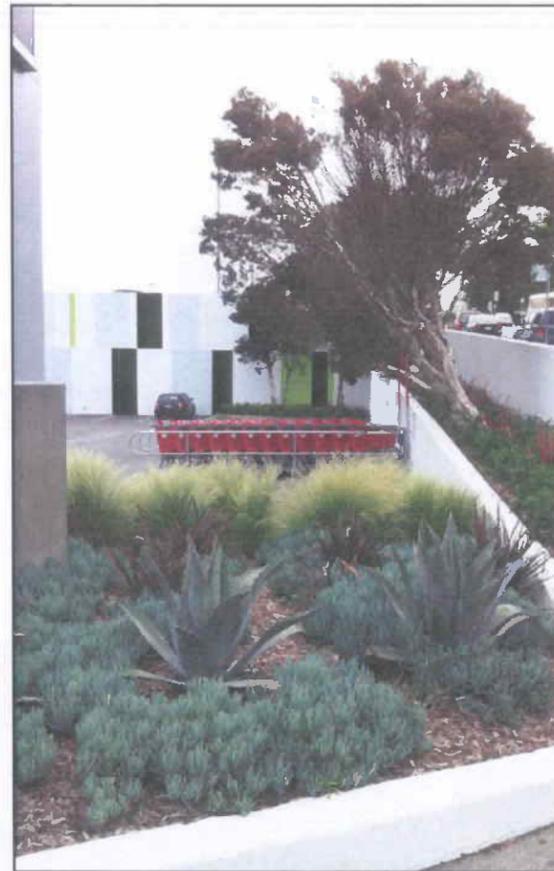
Initial Exterior Property Renovations Completed in 2013



View south along Lyon Street.



View west on O'Farrell Street.



Corner of Masonic Avenue and O'Farrell Street.



View east on Geary Boulevard.



Corner of Masonic Avenue and O'Farrell Street.



Corner of Lyon Street and Geary Boulevard.



View east on O'Farrell Street.

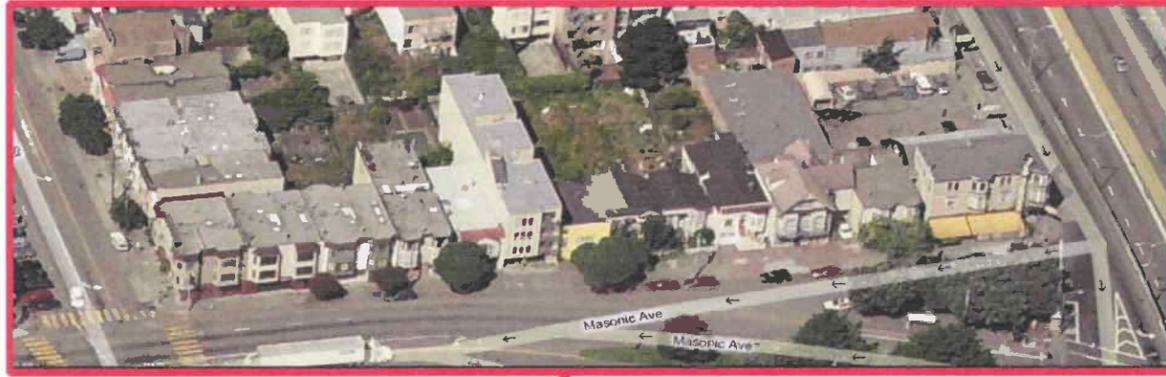


Raised planters on Geary Boulevard.



Parking E Outdoor Seating Area.

Landscape Improvements Completed 2013



Existing Conditions on West Side of Masonic Ave.
(Opposite City Center)



Existing Conditions on East Side of Lyon Street
(Opposite City Center)

Existing Conditions on North Side of Geary Blvd.
(Opposite City Center)



Existing Conditions on South Side of O'Farrell St.
(Opposite City Center)

TENANT/SHOPPING CENTER GROSS SQUARE FOOTAGE

	Suite Number	Approx. Existing GSF	Approx. Proposed GSF	Approx. Expansion GSF
City Target	200	119,000	119,000	0
Best Buy	300	55,311	55,311	0
Proposed ULTA Beauty	100	10,194	10,194	0
Proposed Sleep Number	B100	3,390	3,390	0
Proposed Panera Bread	E106	4,000	4,000	0
Proposed Chipotle	E105	1,859	2,100	241
Vacant	E104	1,274	1,374	100
Subway	E103	910	1,060	150
Proposed European Wax Center	E102	1,126	1,277	151
Proposed GNC	E101	1,058	1,264	206
Best Buy Auto Install	E100	1,987	1,987	0
City Dental	400	3,000	3,000	0
TOTAL		203,109	203,957	848
FAR		0.67 to 1	0.69 to 1	

AVAILABLE PARKING

Lot	Primary Accessible Tenants (1)	Car Parking Spaces (2)	Class 1 Bike Parking Spaces (2)	Class 2 Bike Parking Spaces (2)
Parking Lot A	City Target	77	0	6
Parking Lot B	City Target	81	4	12
	Proposed Sleep Number			
Parking Lot C	Best Buy	117	5	10
Parking Lot D	City Target Overflow	123	0	0
	City Dental			
Parking Lot E	City Target	96	0	8
	Proposed Panera Bread			
	Proposed Chipotle			
	Vacant			
	Subway			
	Proposed European Wax Center			
	Proposed GNC			
Parking Lot F	Proposed ULTA Beauty	143	0	12
TOTAL		637	9	48
PARKING RATIO		3.12 per 1,000 SF		

ESTIMATED OCCUPIED SQUARE FOOTAGE AND PARKING ANALYSIS

Use	Parking Requirement	Approx. Occupied SF (Existing)	Parking Required (Existing)	Approx. Occupied SF (Proposed)	Parking Required (Proposed)
Retail	1 : 500 (First 20,000 SF) 1 : 250 (SF over 20,000 SF)	147,425	550	148,630	555
Service/Repair	1 : 1,000	2,413	2	2,874	3
Restaurant	1 : 200	4,065	20	5,240	26
Dental Office	1 : 300	2,325	8	2,550	9
TOTAL		156,228	580	159,293	592

LOADING ANALYSIS

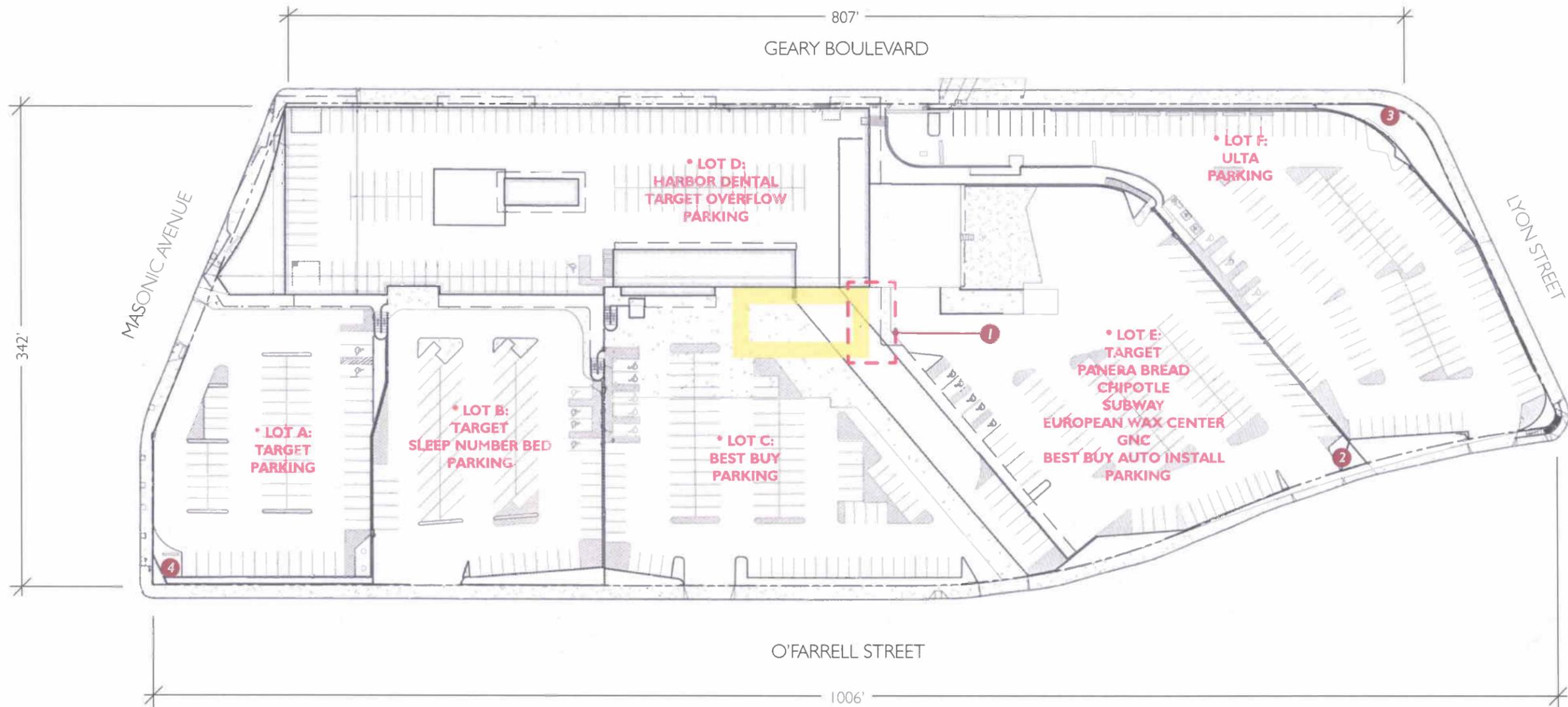
Use	Loading Requirement	Loading - Existing GSF	Required Loading - Existing GSF	Loading - Proposed GSF	Required Loading - Proposed GSF
Retail stores, wholesaling, manufacturing, live/work units in newly constructed structures, and all other uses primarily engaged in the handling of goods.	SF 0-10,000 SF 10,001-60,000 SF 60,001-100,000 SF Over 100,000 SF	Loading 0 1 2 3 + 1 for every 80,000 SF	5	4	5 4

NOTES

- (1) - All parking is non-exclusive and available to all tenants.
- (2) - There is no change in car and bike parking spaces as a result of the proposed tenancy.

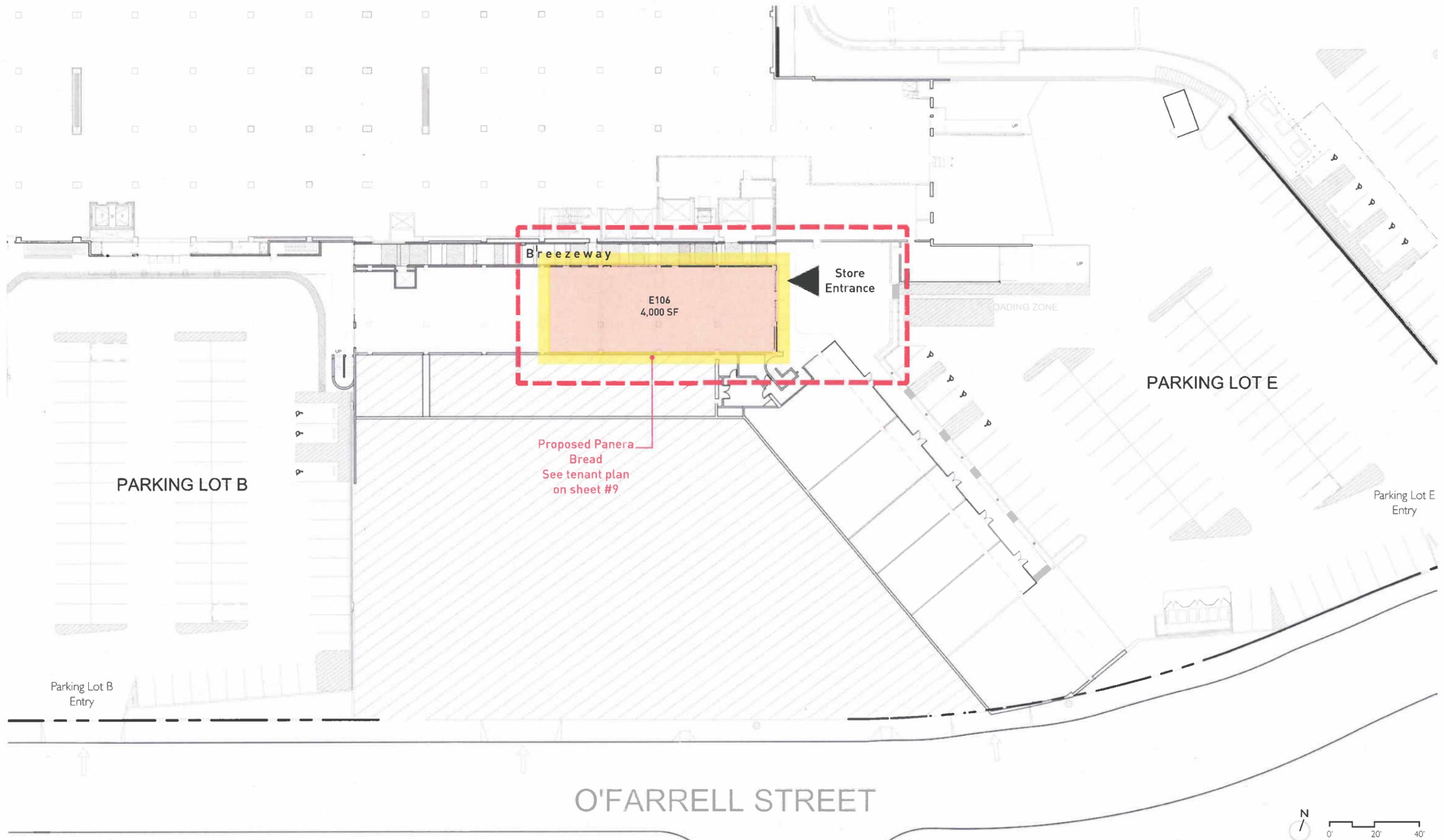
KEYNOTES

- 1 Primary facade facing Lot E with access from O'Farrell Street. Existing storefront location to remain. Proposed tenant wall sign above the pedestrian entry consistent with the City Center Special Signage District.
- 2 Proposed tenant signage on existing freestanding directional sign consistent with the City Center Special Signage District.
- 3 Proposed tenant signage on existing wall sign consistent with the City Center Special Signage District.
- 4 Proposed tenant signage on existing freestanding pylon sign consistent with the City Center Special Signage District.



*NOTE: All parking is non-exclusive and available for use by all tenants.





PARKING LOT B

PARKING LOT E

O'FARRELL STREET

Breezeway

Store Entrance

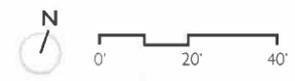
E106
4,000 SF

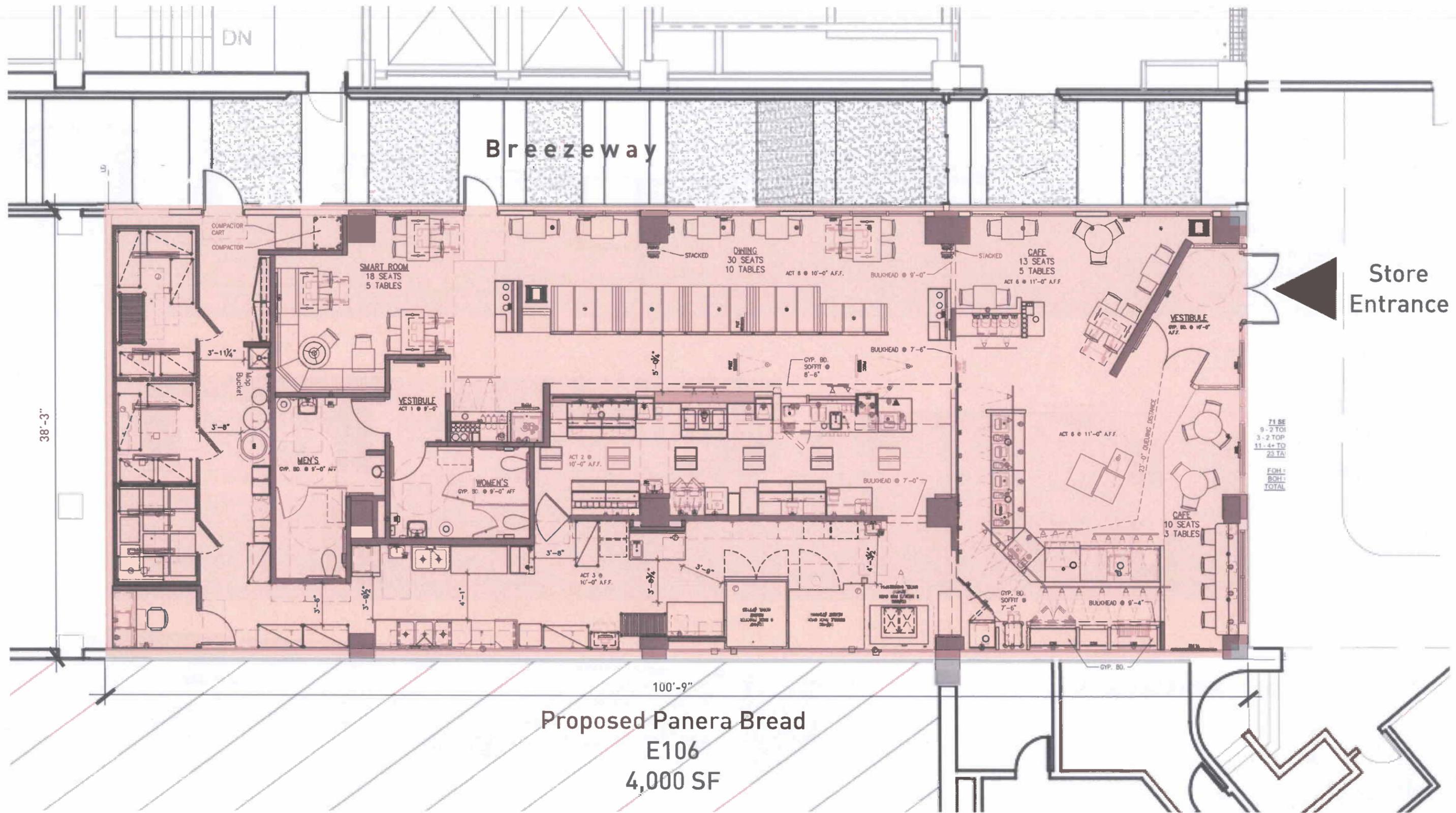
Proposed Panera
Bread
See tenant plan
on sheet #9

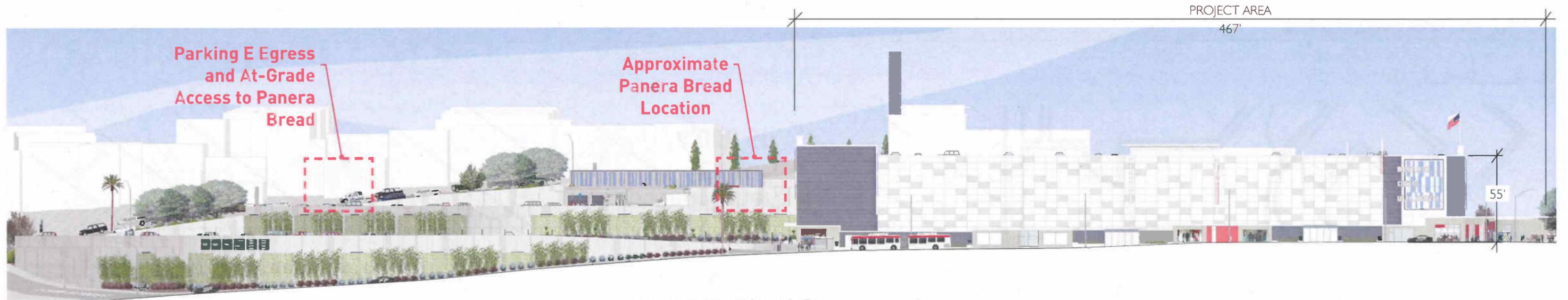
LOADING ZONE

Parking Lot E
Entry

Parking Lot B
Entry



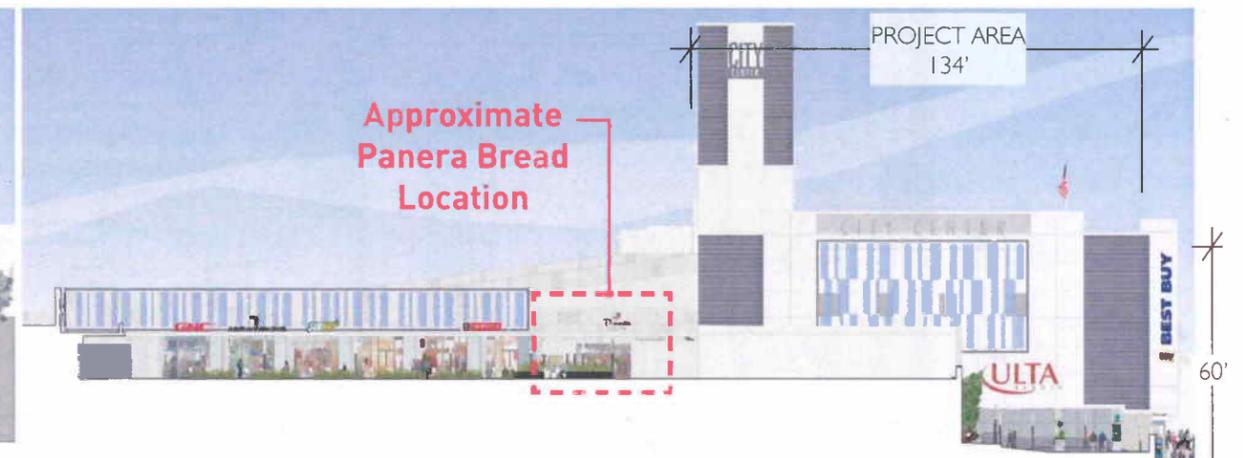




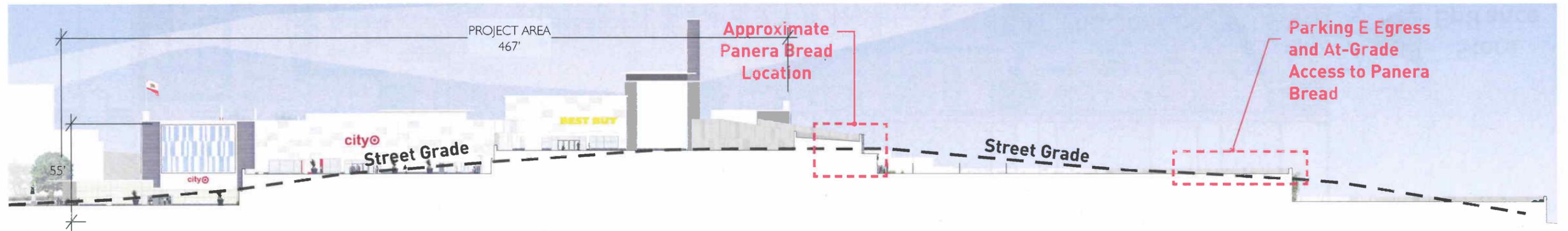
GEARY BLVD. ELEVATION (NORTH)



MASONIC AVE. ELEVATION (WEST)



LYON STREET ELEVATION (EAST)



O'FARRELL STREET ELEVATION (SOUTH)

N.T.S.



KEYNOTES

- 1 Existing storefront location to remain.
- 2 Proposed tenant wall sign above the pedestrian entry consistent with the City Center Special Signage District.
- 3 Outdoor seating area to be used in common by all Parking Lot E tenants. Seating area completed in September 2013



Approximate
Panera Bread
Location



KEYNOTES

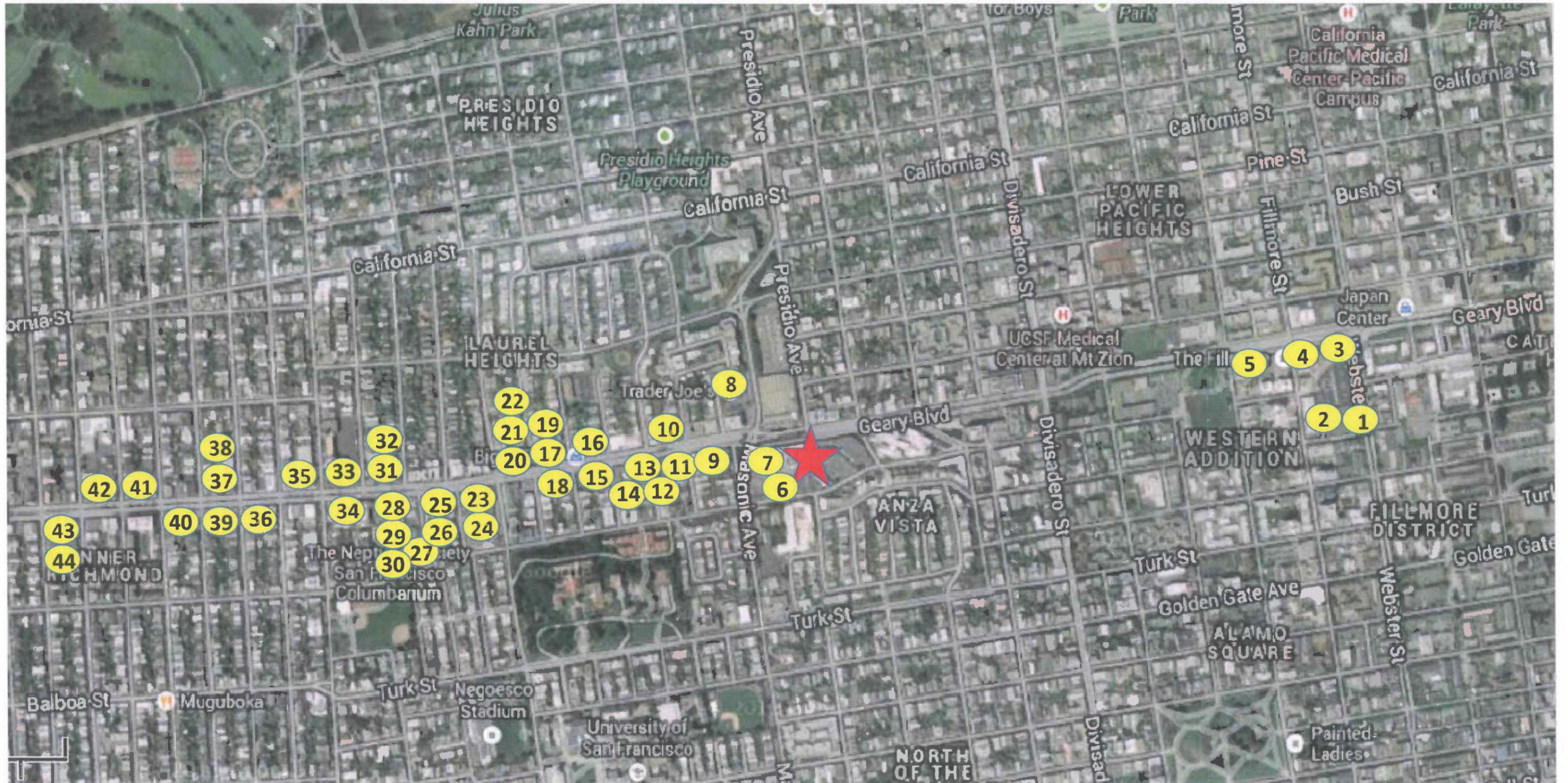
- 1 Architectural screen element consistent with treatment on main building to be installed over storefront. Work completed October 2013.
- 2 Floating sign band in top of existing canopy. All tenant signage to conform to City Center Special Signage District.
- 3 Expansion of suites E101-105 by approx. 848 SF with installation of new storefront system.
- 4 Addition of new landscaping along storefront area and surrounding outdoor seating area. Work completed October 2013.
- 5 Addition of new outdoor seating area. Work completed October 2013.



City Center – 2675 Geary Boulevard, San Francisco, CA

14.0236

Formula Retail Map



City Center – 2675 Geary Boulevard, San Francisco, CA

Formula Retail Map

Key #	Retailer	Address	Key #	Retailer	Address	Key #	Retailer	Address	Key #	Retailer	Address
1	Safeway	1335 Webster Street	12	Liberty Income Tax	2890 Geary Boulevard	23	Chase Bank	3301 Geary Boulevard	34	Chevron Gas	3675 Geary Boulevard
2	Popeye's	1335 Webster Street	13	Super Cuts	2947 Geary Boulevard	24	Mel's Diner	3355 Geary Boulevard	35	Office Maz	3700 Geary Boulevard
3	Panda Express	1480 Fillmore Street	14	Sleep World	2950 Geary Boulevard	25	Sprint	3435 Geary Boulevard	36	O'Reilly Auto	3855 Geary Boulevard
4	Subway	1500 Fillmore Street	15	Shell Gas	3035 Geary Boulevard	26	Bevmo	3455 Geary Boulevard	37	Burger King	3900 Geary Boulevard
5	Taco Bell/KFC	1881 Geary Boulevard	16	Big O Tires	3040 Geary Boulevard	27	Fed Ex Office	25 Stanyan Street	38	Hertz	3928 Geary Boulevard
6	Best Buy	2675 Geary Boulevard	17	Sleep Train	3100 Geary Boulevard	28	76 Gas	3501 Geary Boulevard	39	Salvation Army	3921 Geary Boulevard
7	City Target	2675 Geary Boulevard	18	UPS	3145 Geary Boulevard	29	AT&T	3555 Geary Boulevard	40	SF Toyota	4099 Geary Boulevard
8	Trader Joe's	3 Masonic Street	19	Lumber Liquidators	3150 Geary Boulevard	30	Round Table Pizza	3567 Geary Boulevard	41	Taco Bell/KFC	4150 Geary Boulevard
9	Great Clips	2733 Geary Boulevard	20	Radio Shack	3200 Geary Boulevard	31	State Farm Insurance	3524 Geary Boulevard	42	Enterprise	4205 Geary Boulevard
10	Firestone	2800 Geary Boulevard	21	Verizon Wireless	3222 Geary Boulevard	32	US Bank	3550 Geary Boulevard	43	East West Bank	4355 Geary Boulevard
11	Bank of America	2835 Geary Boulevard	22	H&R Block	3250 Geary Boulevard	33	Wells Fargo Bank	3624 Geary Boulevard	44	Federal Credit Union	4375 Geary Boulevard

City Center – 2675 Geary Boulevard, San Francisco, CA

Panera Bread

Similar Formula/Local Retail Map

Key #	Retailer	Address	Key #	Retailer	Address	Key #	Retailer	Address
1	Sophie's Crepe	1581 Webster Street	8	Nani's Coffee	2739 Geary Boulevard	15	Burger King	3900 Geary Boulevard
2	Tan Tan Coffee	1825 Post Street	9	Sun Stream Coffee	2884 Geary Boulevard	16	Brothers Restaurant	4128 Geary Boulevard
3	Subway	1500 Fillmore	10	Royal Ground Coffee	3101 Geary Boulevard	17	Maze Café	4134 Geary Boulevard
4	Prime Dip	1515 Fillmore	11	Fifty/Fifty Coffee	3157 Geary Boulevard	18	Sip & Slide	4221 Geary Boulevard
5	Les Croissants Café	1840 Geary Boulevard	12	Mel's Diner	3355 Geary Boulevard	19	Coffee Break	4601 Geary Boulevard
6	Tony's Cable Car	2500 Geary Boulevard	13	Earth's Coffee	3400 Geary Boulevard			
7	Lucky Penny	2670 Geary Boulevard	14	Cup & Cake	3500 Geary Boulevard			

