



# SAN FRANCISCO PLANNING DEPARTMENT

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*Subject to: (Select only if applicable)*

☒ TIDF (Admin. Code)

☒ Jobs Housing Linkage Program (Sec. 313)

☒ Downtown Park Fee (Sec. 139)

☒ First Source Hiring (Admin. Code)

☒ Child Care Requirement (Sec. 314)

☒ Other

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## Planning Commission Motion No. 17641

HEARING DATE: JUNE 26, 2008

*Date:* June 12, 2008  
*Case No.:* 2008.0001BX  
*Project Address:* **505 - 525 Howard Street**  
*Zoning:* C-3-O (SD) (Downtown Office Special Development) District  
200/350-S Height and Bulk District  
*Block/Lots:* 3736/121 and 114  
*Project Sponsor:* Wilson Meany Sullivan, L.P.  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111  
*Staff Contact:* Kevin Guy – (415) 558-6163  
[kevin.guy@sfgov.org](mailto:kevin.guy@sfgov.org)  
*Recommendation:* **Approval with Conditions**

**ADOPTING FINDINGS APPROVING ALLOCATION OF OFFICE SQUARE FOOTAGE UNDER THE 2008-2009 ANNUAL OFFICE-DEVELOPMENT LIMITATION PROGRAM FOR A PROPOSED PROJECT LOCATED AT 505 AND 525 HOWARD STREET THAT WOULD ADD APPROXIMATELY 74,500 GROSS SQUARE FEET OF OFFICE AREA TO A PREVIOUSLY APPROVED OFFICE BUILDING PURSUANT TO PLANNING CODE SECTIONS 321 AND 322 ON ASSESSOR'S BLOCK 3736, LOTS 121 AND 114, WITHIN THE C-3-O (DOWNTOWN OFFICE) DISTRICT AND WITHIN A 200/350-S HEIGHT AND BULK DISTRICT.**

### RECITALS

1. On December 14, 1998, Wilson Cornerstone Properties filed with the City and County of San Francisco Planning Department ("Department") Environmental Evaluation Application No. 98.902E for a master-planned development consisting of four separate office buildings (Buildings 1-4) and associated ground floor retail and parking on whole or partial blocks forming four corners of the intersection of First and Howard Streets (the "Original Foundry Square Project").
2. On January 13, 2000, by Motion No. 14957, the Planning Commission ("Commission") found the Final Environmental Impact Report for the Original Foundry Square – First and Howard Streets Project (the "2000 FEIR") to be adequate, accurate, and objective, and certified the completion of the 2000 FEIR in compliance with the California Environmental Quality Act ("CEQA"), 14

California Code of Regulations § 15000 *et seq.* (the "CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code.

3. On March 2, 2000 and January 11, 2001, by Motion Nos. 15005, 15006 and 16069, the Commission granted approvals for the Original Foundry Square Project under San Francisco Planning Code ("Code") **Section 309** (Permit Review in C-3 Districts) and Code **Sections 321/322** (Office Development: Annual Limit).
4. Approximately 178,000 gross square feet of office space was allocated for the Building 3 component of the Original Foundry Square Project by Commission Motion No. 15006 pursuant to the standards established in Code **Sections 321** and **322**. Commission Motion No. 15006 is hereby incorporated by reference, except as otherwise expressly modified herein.
5. On December 7, 2007, Wilson Meany Sullivan, L.P., authorized agent of KSW Properties, owner of 505 Howard Street, and Stockbridge 525 Howard, LLC, owner of 525 Howard Street (the "Project Sponsor"), filed Environmental Evaluation Application No. 2008.0001E for modifications to the Building 3 component of the Original Foundry Square Project including approximately 74,500 gross square feet more office space and approximately 2,120 gross square feet more retail space than that originally approved, the expansion of the building footprint, and a building height increase of 3 feet, 10 inches. With these modifications, Building 3 would be a 10-story building with a mechanical level on Floor 11, approximately 161 feet in height, consisting of approximately 252,500 gross square feet of office space and approximately 9,520 gross square feet of ground-floor retail space at 505 and 525 Howard Street (the "Modified Project").
6. On January 2, 2008, the Project Sponsor filed Application No. 2008.0001B with the San Francisco Planning Department ("Department") for review pursuant to Planning Code ("Code") Sections 321/322 (Office Development Annual Limit). The site is in the C-3-O (SD) (Downtown, Office) District and within a 200/350-S Height and Bulk District.
7. Department staff analyzed the potential environmental impacts of the Modified Project as documented in the addendum to the 2000 FEIR dated June 5, 2008 (the "Addendum"), which was prepared and reviewed in compliance with CEQA, the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code, and reflects the independent judgment and analysis of the Department. The Addendum analyzed the environmental effects of the Modified Project as compared to the Original Foundry Square Project and any potential changes in circumstances since the 2000 FEIR. The Addendum concluded that the Modified Project does not require a subsequent or supplemental EIR under CEQA Guidelines Sections 15162 and 15164.
8. On June 26, 2008, the Commission adopted Motion No. 17642 determining the Proposed Project to be in compliance with Code **Section 309**, authorizing exceptions to the otherwise applicable Code standards for building bulk (**Sections 270** and **272**) and for freight maneuvering (**Section 155(d)**) and adopting the Addendum as the appropriate environmental review document under CEQA to consider the revisions made to the Original Foundry Square Project (Case No. 2008.0001X).

9. On June 26, 2008, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Application No. 2008.0001B, at which time the Commission reviewed and discussed the findings prepared for its review by the Department staff.
10. The Commission has reviewed and considered reports, studies, plans and other documents pertaining to the Proposed Project.
11. The Commission has heard and considered the testimony presented at the public hearing and has further considered the written materials and oral testimony presented on behalf of the Project Sponsor, the Department staff, and other interested parties.
12. **MOVED**, that the Commission hereby grants the approval requested in Application No. 2008.0001B subject to the conditions contained in Exhibit A, attached hereto and incorporated herein by reference thereto, 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.** The project site is located at 505 and 525 Howard Street, Lots 121 and 114 in Assessor's Block 3736, within the C-3-O (SD) (Downtown Office Special Development) District. The majority of the site is within the 200-S Height and Bulk District, while the westerly portion of the site is within the 350-S Height and Bulk District. The property at 505 Howard Street measures 29,698 square feet, and contains a surface parking lot. The property at 525 Howard Street measures 8,250 square feet, and is developed with a one-story building. This building is currently occupied by a restaurant and nightclub and would be demolished as part of the proposed project.
3. **Surrounding Neighborhood.** The project site is located at the intersection of First and Howard Streets at the edge of the Financial District, which consists of a wide variety of office, retail, hotel, and residential uses. The site is also within the Transbay Redevelopment Area and the Transit Center District Plan Area. The other corners at this intersection are developed with previous phases of the Foundry Square project. These buildings are ten stories in height, and exhibit an architectural character and massing substantially similar to the proposed project. Beyond the Foundry Square buildings, Howard and First Streets are generally developed with office uses over ground-floor retail spaces. High density residential uses are located further to the south along First Street, within the Rincon Hill area. The Transbay Terminal is located one block north of the project site. Older buildings in the area are typically four stories in height, while recent residential and office buildings are generally mid- to high-rise.
4. **Project Description.** The project proposes to demolish an existing surface parking lot and a one-story building containing a restaurant and nightclub, and construct a building with 10 occupiable floors plus a mechanical level, reaching a height of approximately 161 feet. The building would

contain approximately 252,500 square feet of office space and approximately 9,520 square feet of ground floor retail. The proposed office space represents a net increase of 228,500 square feet over the previously existing office uses on the project site, and a net increase of 74,500 square feet over the previously approved office uses on the site. The building would also include 75 parking spaces (with room for up to 100 valet spaces), 20 of which are replacement spaces required under a previous project approval.

5. **Project Background.** On January 13, 2000, the San Francisco Planning Commission certified a Final Environmental Impact Report for a development program of office space and ground-floor retail uses that comprised the original Foundry Square project. In March of 2000 and January of 2001, the Planning Commission granted the necessary approvals for the project. The Foundry Square project included the development of four office buildings at each corner at the intersection of First and Howard Streets, with approximately 1,150,000 square feet of office uses and approximately 47,000 square feet of ground-floor retail space. The development proposed a unified architectural style and massing, with complementary open plazas situated at each corner, creating a corporate campus within an urban context. Since the original approvals, Buildings 2 and 4 have been constructed and are currently occupied. Building 1 is complete, but not yet occupied.

The proposed project would modify Building 3 of the original Foundry Square approval to incorporate the adjacent property located at 525 Howard, which is currently occupied by a one-story building containing a restaurant and nightclub. This adjacent property was not contemplated or analyzed as part of the original Foundry Square project. The footprint of Building 3 would expand to add approximately 74,500 square feet of office space and approximately 2,120 square feet of retail space to the original approval. The expanded Building 3 would include a total of approximately 252,500 square feet of office space, approximately 9,520 square feet of retail space, and up to 100 valet parking spaces. This parking includes 20 spaces that were required as part of the original Foundry Square approval to replace surface parking spaces that were removed by the development. The project would also slightly increase the approved height of the building by approximately 4 feet, for an overall height of approximately 161 feet. This height would be comparable to the other three Foundry Square buildings, and would comply with the 200/350-S height controls.

6. **CEQA Findings.** The CEQA Findings set forth in Section 309 Motion No. 17642 apply to this Motion, and are incorporated herein as though fully set forth.
7. **Planning Code Compliance:** The Commission finds that the Project is consistent with the relevant provisions of the Code in the following manner (as indicated in *italics*):
  - A. **Code Section 321:** establishes standards for San Francisco's Office Development Annual Limit. In determining if the Proposed Project would promote the public welfare, convenience and necessity, the Commission has considered the seven criteria established by Code Section 321(b)(3), and finds as follows:

I. APPORTIONMENT OF OFFICE SPACE OVER THE COURSE OF THE APPROVAL PERIOD IN ORDER TO MAINTAIN A BALANCE BETWEEN ECONOMIC GROWTH ON THE ONE HAND, AND HOUSING, TRANSPORTATION AND PUBLIC SERVICES, ON THE OTHER.

*Approximately 178,000 gross square feet of office space was allocated for the Building 3 component of the Original Project. The Modified Project proposes an additional 74,500 gross square feet of office space for a total of approximately 252,500 gross square feet of office space in the C-3-O (SD) Zoning District. The Modified Project would improve the balance between San Francisco's economic growth and its housing supply by contributing to the development of affordable housing pursuant to the Jobs-Housing Linkage Program (Section 313 of the Code) as set forth in Finding No. 7(B) below. The Modified Project would help provide a balance of land uses within the Financial District. The Project Site is located in close proximity to abundant public transportation options.*

*The Commission finds and determines that the allocation of the square footage to the Modified Project will improve the balance between economic growth and housing production, and promote the public welfare, convenience and necessity.*

II. THE CONTRIBUTION OF THE OFFICE DEVELOPMENT TO, AND ITS EFFECTS ON, THE OBJECTIVES AND POLICIES OF THE GENERAL PLAN.

*The Project Site currently contains a surface parking lot and a building at 525 Howard Street (currently occupied by a restaurant and nightclub) which would be demolished as part of the Modified Project. However, these uses would be replaced with approximately 9,520 gross square feet of ground-floor retail space. The Modified Project would not displace any industrial uses.*

*The Downtown Plan identifies the South of Market area, particularly near the Transbay Terminal, as a location to encourage new office development. The Modified Project, in combination with the other buildings in the Original Foundry Square Project (Buildings 1, 2 and 4), addresses these objectives by providing new office space for major new and existing San Francisco employers in the City.*

III. THE QUALITY OF THE DESIGN OF THE PROPOSED OFFICE DEVELOPMENT

*The form of the modified Building 3 is compatible with the context of the other buildings within the Foundry Square development, as well as the character of other development in the vicinity. The scale of development in the area is varied. Older buildings in the area are typically one to four stories in height, while recent residential and office buildings are generally mid- to high-rise. The moderate height of the Modified Project will serve as a visual transition between shorter and taller structures in the area. The alternating planes of stone-cladding and glass curtain walls will relate both to older masonry buildings in the area, as well as newer structures with more extensive glazing. The Modified Project includes a large, street-level open space plaza that offers variation in the street wall and provides seating, landscaping, and other amenities to pedestrians.*

IV. THE SUITABILITY OF THE PROPOSED OFFICE DEVELOPMENT FOR ITS LOCATION, AND ANY EFFECTS OF THE PROPOSED OFFICE DEVELOPMENT SPECIFIC TO THAT LOCATION.

(a) Use. *The Modified Project is within the C-3-O (SD) (Downtown Office Special Development) Zoning District, which is an area designated by the Code and General Plan as the primary location for high density office uses. Section 210.3 of the Code describes the C-3-O District as playing a leading national role in finance, corporate headquarters and service industries and as serving as an employment center for the region, consisting of primarily high-quality office development. The Modified Project would provide high-quality office space for these industries, and would incorporate building design, layout and systems features that are in demand by tenants in the current office market. These features include large floor plates, high ceilings, and extensive glass area to insure diffusion of natural light. Large floor plates, flexibility of space and communication infrastructure are key space requirements for tenants and the City has a need for this type of office product.*

(b) Transit Accessibility. *The Project Site is adjacent to the Transbay Terminal and is very well served by public transit. Numerous lines from multiple transit providers (including Muni, AC Transit, Golden Gate Transit, Samtrans, and BART) are available within walking distance of the Project Site. Approximately 31 different Muni lines are located within a 1/3 mile radius of the Project site. The Ferry Building is located within a 1/2 mile radius of the Project Site.*

(c) Open Space Accessibility. *The Modified Project will include a large open plaza area that will be readily accessible to the public during daylight hours. This plaza will complement similar open space areas associated with the previous phases of the Foundry Square development that are situated at the other corners of the intersection of First and Howard Streets. The other plazas, combined with the intervening streets will create a sense of openness within the plaza and will help to maximize access to sunshine.*

(d) Urban Design. *The Modified Project, combined with the overall Foundry Square development, will provide a significant center of activity made prominent through design of street features and open space. Street features include ground-floor retail and street trees to enhance the pedestrian experience that will facilitate movement within the Financial District and to the Transbay Terminal. The plaza is designed to form a large, central space at the intersection of First and Howard Streets, creating a sense of place within the Transbay Loop district, which currently lacks a positive sense of identity. The scale and architectural character of the Modified Project is compatible with the remainder of the Foundry Square development, and with the context of the area.*

(e) Seismic Safety. *The proposed building has been designed to meet current seismic safety standards and to include redundant lateral support systems designed to substantially reduce drift and acceleration during a seismic event.*

*For the reasons stated above, the Commission finds and determines that the Modified Project promotes the public welfare, convenience and necessity on the basis of its location.*

V. THE ANTICIPATED USES OF THE PROPOSED OFFICE DEVELOPMENT IN LIGHT OF EMPLOYMENT OPPORTUNITIES TO BE PROVIDED, NEEDS OF EXISTING BUSINESSES, AND THE AVAILABLE SUPPLY OF SPACE SUITABLE FOR SUCH ANTICIPATED USES.

(a) Anticipated Employment Opportunities. *The Modified Project would provide a total of approximately 252,500 gross square feet of office space and approximately 9,520 gross square feet of*

ground- floor retail space, and would therefore provide space for businesses that would create new employment opportunities at a variety of income levels.

(b) Needs of Existing Businesses. The Modified Project would supply new office and retail space downtown and would help attract and maintain a diverse employment base in the City. Businesses often need amenities that would be provided by the Modified Project, including the large floor plates, high ceilings, extensive glass area, concrete frames, access to fiber optic routes, energy-efficient design and on-site parking.

(c) Availability of Space Suitable for Anticipated Uses. Despite a downturn in the office market from its high point in the early 2000's there remains a demand for office space in San Francisco for all types of users. The Modified Project would contribute towards meeting the demand for office space, and the anticipated office users would strengthen the City's role as a business center.

#### VI. THE EXTENT TO WHICH THE PROPOSED DEVELOPMENT WILL BE OWNED OR OCCUPIED BY A SINGLE ENTITY.

*The construction and operation of the Modified Project would involve financial participation by existing property owners and would provide flexible space that could be occupied either by large tenants or by smaller, individual businesses.*

#### VII. THE USE, IF ANY, OF TRANSFERABLE DEVELOPMENT RIGHTS ("TDR's") BY THE PROJECT SPONSOR.

*The base floor area ratio ("FAR") in the C-3-O District is 6:1. A maximum FAR of 18:1 is permitted subject to height and building bulk limitations with the inclusion of TDR's. The Modified Project would have an FAR of approximately 6.65:1. Therefore, the Modified Project requires approximately 24,710 gross square feet of TDR's.*

- B. Jobs-Housing Linkage Program – Code **Section 313** housing requirements apply to office projects proposing at least 25,000 square feet of new use.

*The Project Sponsor would comply with this requirement by contributing to the Citywide Affordable Housing Fund as required by the Planning Code and based on drawings submitted with the Building Permit application.*

- C. Section 101.1 Priority Policy Findings: Code **Section 101.1(b)(1-8)** establishes Eight Priority Planning Policies and requires review of permits for consistency with said policies.

*The Commission finds and determines that the Modified Project is consistent with these eight priority policies for the reasons set forth below:*

- (a) That Existing Neighborhood-Serving Retail Uses be Preserved and Enhanced and Future Opportunities for Resident Employment in and Ownership of Such Businesses Enhanced.

*As described above, the 525 Howard Street building (currently occupied by a restaurant and nightclub) would be demolished as part of the Modified Project. However, the Modified Project proposes approximately 9,520 gross square feet of neighborhood-serving retail space on the ground*

*floor which would provide future opportunities for resident employment in and ownership of neighborhood-serving retail business consistent with this priority policy.*

(b) That Existing Housing and Neighborhood Character be Conserved and Protected in Order to Preserve the Cultural and Economic Diversity of Our Neighborhood.

*There is no existing housing on the Project Site. The area surrounding the project site is in transition, with larger residential and office buildings replacing surface parking lots and some low-rise commercial and industrial buildings. The scale of the Modified Project does not overwhelm the older historic structures to remain in the area, but is sufficiently large to contribute to the concentration of office activity emerging through the southerly expansion of the Financial District. No housing will be demolished on the project site.*

(c) The City's Supply of Affordable Housing be Preserved and Enhanced.

*There is no existing affordable or market-rate housing on the Project Site. The development will be required to contribute fees to the Office Affordable Housing Production Program. Therefore, the Modified Project would be consistent with this priority policy.*

(d) That Commuter Traffic not Impede Muni Transit Service or Overburden our Streets or Neighborhood Parking.

*The Modified Project is adjacent to the Transbay Terminal and is serviced by abundant transportation options. The Modified Project will include an amount of parking that was established in consideration of both the projected area-wide parking shortfall and Transit First objectives. The parking would be access via Tehama Street to avoid conflicts with transit vehicles. The original Foundry Square project included mitigation measures designed to reduce impacts to the circulation system during peak commute periods, and the FEIR concluded that the original project would not contribute disproportionately to peak hour congestion. The Addendum to the FEIR concludes that the Modified Project would not result in new significant transportation impacts.*

(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 currently contains a surface parking lot and a building at 525 Howard Street (currently occupied by a restaurant and nightclub) which would be demolished as part of the Modified Project. However, these uses would be replaced with approximately 9,520 gross square feet of ground-floor retail space. The Modified Project would not displace any industrial uses.*

*The Downtown Plan identifies the South of Market area, particularly near the Transbay Terminal, as a location to encourage new office development, including service sectors. The Modified Project, in combination with the other buildings in the Original Foundry Square Project (Buildings 1, 2 and 4), addresses these objectives by targeting key City service sector industries and seeking to retain major existing San Francisco employers in the City as primary tenants.*



(f) That the City Achieve the Greatest Possible Preparedness to Protect Against Injury and Loss of Life in an Earthquake.

*The structural design of the building incorporates redundant lateral support systems (internal shear walls and large external movement frames), which will result in substantially reduced drift and acceleration during a seismic event.*

(g) That Landmarks and Historic Buildings be Preserved.

*The existing building at 525 Howard Street is not considered an historic resource under CEQA, and the property is not located within an historic district. The building was constructed in 1921, but no longer retains its architectural integrity due to the removal of the original fenestration on the front elevation in 1982. The proposed demolition of this building would not adversely affect an historic resource. Furthermore, the project would not adversely impact nearby historic structures, as it is compatible with the scale and architectural design of existing structures in the area.*

(h) That our Parks and Open Space and their Access to Sunlight and Vistas be Protected from Development.

*As set forth in the Addendum to the FEIR, the relatively modest design changes proposed as part of the Modified Project would not materially alter the 2000 FEIR analysis regarding shadow impacts on parks and open space. Further, because the building height would only be increased by approximately 4 feet, the Modified Project would not materially alter the conclusions in the 2000 FEIR regarding views and vistas.*

8. **General Plan Compliance.** The General Plan Consistency Findings set forth in Section 309 Motion No. 17642, Finding #12 apply to this Motion, and are incorporated herein as though fully set forth.
9. The Modified 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 Modified Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development. The Commission finds that granting the Modified Project Authorization in this case would promote the public welfare, convenience, and necessity of the City for the reasons set forth above.

## DECISION

The Commission, after carefully balancing the competing public and private interests, based upon the Record, the submissions by the Project Sponsor, the staff of the Department and other interested parties, the oral testimony presented the public hearing, and all other written materials submitted by all parties, hereby **APPROVES** Application No. 2008.0001B subject to the conditions attached hereto as Exhibit A, which is incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and dated June 26, 2008, on file in Case Docket No. 2008.0001B. Except as expressly modified herein for the Modified Project, Commission Motion No. 15006 continues in full force and effect.

**APPEAL AND EFFECTIVE DATE OF MOTION:** Any aggrieved person may appeal this Section 321/322 Office-Space Allocation to the Board of Appeals within fifteen (15) days after the date of this Motion No. 17641. The effective date of this Motion shall be the date of adoption of this Motion if not appealed (After the 15-day period has expired) 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 at (415) 575-6880, or, in person, at 1660 Mission Street, Third Floor, San Francisco, CA 94103.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on June 26, 2008.

Linda Avery  
Commission Secretary

AYES: Olague, Antonini , Borden, Miguel

NAYS: Moore, Sugaya

ABSENT: Lee

ADOPTED: June 26, 2008

# Exhibit A

## Conditions of Approval

Wherever "Project Sponsor" is used in the following conditions, the conditions shall also bind any successor to the Modified Project or other persons having an interest in the Modified Project or underlying property.

The authorization contained herein is an allocation of office square footage under the 2008-2009 annual Office-Development Limitation Program for the addition of approximately 74,500 gross square feet of office area to the 178,000 gross square feet of office area previously approved for the Building 3 component of the Original Foundry Square Project by Commission Motion No. 15006 for a total of approximately 252,500 gross square feet of office area pursuant to Planning Code Sections 321 and 322 on Assessor's Block 3736, Lots 121 and 114, within a C-3-O (SD) (Downtown Office) District and within a 200/350-S Height and Bulk District, generally as described in the text of Motion No. 17641, in Application No. 2008.0001B, and as shown on plans dated June 26, 2008 labeled "Exhibit B" and on file with said Application.

### 1. COMPLIANCE WITH OTHER REQUIREMENTS

This decision conveys no right to construct, or to receive or apply for a building permit. The Project Sponsor must obtain a project authorization under Code **Section 322**, and satisfy all the conditions thereof. The conditions set forth below are additional conditions required in connection with the Modified Project. If these conditions overlap with any other requirement imposed on the Modified Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

### 2. GENERAL CONDITIONS

- A. Mitigation Measures. The Project Sponsor shall implement the mitigation measures set forth in and otherwise comply with, the Mitigation Monitoring and Reporting Program attached to this Motion as Exhibit C and incorporated herein by this reference, except that Mitigation Measure No. G.17 is replaced in its entirety by the following mitigation measure, and only as to the Modified Project:

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 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 Section 15064.5 (a)(c).

*Archeological Testing Program.* 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.

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:

- A) The proposed project shall be re-designed so as to avoid any adverse effect on the significant archeological resource; or
- 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.

*Archeological Monitoring Program.* If the ERO in consultation with the archeological consultant determines that an archeological monitoring program shall be implemented the archeological monitoring program shall minimally include the following provisions:

- 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 archeological resources and to their depositional context;

- 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;
- 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.

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.

*Archeological Data Recovery Program.* 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.

The scope of the ADRP shall include the following elements:

- *Field Methods and Procedures.* Descriptions of proposed field strategies, procedures, and operations.
- *Cataloguing and Laboratory Analysis.* Description of selected cataloguing system and artifact analysis procedures.
- *Discard and Deaccession Policy.* Description of and rationale for field and post-field discard and deaccession policies.

- *Interpretive Program.* Consideration of an on-site/off-site public interpretive program during the course of the archeological data recovery program.
- *Security Measures.* Recommended security measures to protect the archeological resource from vandalism, looting, and non-intentionally damaging activities.
- *Final Report.* Description of proposed report format and distribution of results.
- *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.

*Human Remains and Associated or Unassociated Funerary Objects.* 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 Section 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. Section 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.

*Final Archeological Resources Report.* 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.

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.

- B. Community Liaison. The Project Sponsor shall appoint a community liaison officer to deal with issues of concern to owners and occupants of nearby properties at all times during construction of the Modified Project. **Prior to the commencement of construction activities**, the Project Sponsor shall provide the Zoning Administrator and the owners of the properties within 300 feet of the Project Site written notice of the name, business address, and telephone number of the community liaison.

- C. Recordation. **Prior to the issuance of any building permit** for the construction of the Modified 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, which notice shall state that construction of the Modified Project has been authorized by and is subject to the conditions of this Motion. From time to time after recordation of such notice, at the request of the Project Sponsor, the Zoning Administrator shall affirm in writing the extent to which the conditions of this Motion have been satisfied, and record said writing if requested.
- D. Reporting. The Project Sponsor shall submit two copies of a written report describing the status of compliance with the conditions of approval contained within this Motion **every six months from the date of this approval through the issuance of the first temporary certificate of occupancy.** Thereafter, the submittal of the report shall be on an annual basis. This requirement shall lapse when the Zoning Administrator determines that all the conditions of approval have been satisfied or that the report is no longer required for other reasons.
- E. Performance
- (1) A site permit or building permit for the herein-authorized Modified Project shall be obtained, and construction of the office development shall commence within 18 months of this approval. Failure to commence construction within that period, or thereafter to carry the development diligently to completion, shall be grounds to revoke approval of the office development, per Code **Section 321(d)**. This authorization may be extended at the discretion of the Zoning Administrator only where the failure to issue a permit by the Department of Building Inspection to construct the proposed building is caused by a delay by a City, state, or federal agency or by any appeal of the issuance of such a permit(s).
- F. Construction
- (1) The Project Sponsor shall ensure the construction contractor will coordinate with the City and other construction contractor(s) for any concurrent nearby projects that are planned for construction so as to minimize, to the extent possible, negative impacts on traffic and nearby properties caused by construction activities.
- (2) Truck movements shall be limited to non-peak hours to minimize disruption of the general traffic flow on adjacent streets.
- (3) The contractor shall arrange for off-street parking for construction workers.
- (4) The Project Sponsor and construction contractor(s) shall meet with the Traffic Engineering Division of the Department of Parking and Traffic, the Fire Department, MUNI, and the Planning Department to determine feasible traffic mitigation measures to reduce traffic congestion and pedestrian circulation impacts during construction of the Modified Project.
- G. First Source Hiring Program. The Modified Project is subject to the requirements of the First Source Hiring Program (Chapter 83 of the Administrative Code) and the Project Sponsor shall comply with the requirements of this program, including having an Occupancy Program approved by the First Source Hiring **Administrator prior to the issuance of the first Certificate of Occupancy.**

- H. San Francisco Resident Placement and Training Program. Pursuant to Planning Code **Section 164**, the Project Sponsor shall (1) prepare a local employment program to be approved by the Planning Director, or his or her designee, and to be implemented by the provider of employment brokerage services, and (2) execute an agreement with the Department, or its designee, for the provision of employment brokerage services and implementation of the local employment program. The Program shall comply with all other provisions of **Section 164**.
- I. Severability. 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 of the remaining provisions, clauses, sentences, or sections of these conditions. It is hereby declared to be the intent of the Commission that these conditions of approval would have been adopted had such invalid sentence, clause, or section or part thereof not been included herein.
- J. Food Service. The Project Sponsor shall make best efforts to lease at least one of the ground floor retail spaces to a food service. 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 cart or other portable device.
- K. Signage and Activation of Open Spaces. Within six months of this approval, the Project Sponsor shall provide a report to the Planning Commission regarding efforts to activate and program the existing open space plazas that have been developed as part of the overall Foundry Square development. As part of this report, the Project Sponsor shall discuss the provision of signage indicating that the open space plazas are available for use by the general public.
3. **CONDITIONS TO BE MET PRIOR TO THE ISSUANCE OF A BUILDING OR SITE PERMIT**
- A. Housing Fee. The Project Sponsor shall pay the Jobs-Housing Linkage Program (JHLP) fee as required by Planning Code **Section 313** and based on drawings submitted with the Building Permit Application.
- B. Design. The Project Sponsor and architects shall continue to work on aspects of the design development with the Department.
- C. Certification of Transfer of Development Rights. Prior to issuance of a building permit or site permit, the Project Sponsor shall complete the Transfer of Development Rights necessary to develop the Modified Project and have such transfer certified in compliance with Planning Code **Section 128(h)**.
- D. Signage. The Applicant shall develop a signage program for the Project, which shall be subject to review and approval by Department staff. All subsequent sign permits shall conform to the approved signage program. Once approved by the Department, the signage program information shall be submitted and approved as part of the first building or site permit for the Project.
- E. Lighting. The Applicant shall develop a lighting program for the Project, which shall be subject to review and approval by Department staff. The lighting program shall include any lighting required or proposed within the public right-of-way as well as lighting attached to the building.



Once approved by Department staff, the lighting program information shall be submitted and approved as part of the first building or site permit for the Project.

4. CONDITIONS TO BE MET PRIOR TO THE ISSUANCE OF A FINAL ADDENDUM TO A BUILDING OR SITE PERMIT

A. Design

- (1) Except as otherwise provided in the attached Motion, the Modified Project shall be completed in compliance with the Planning Code and in general conformity with plans dated June 26, 2008, labeled "Exhibit B".
- (2) Final architectural and decorative detailing, materials, glazing, color and texture of exterior finishes shall be submitted for review by, and shall be satisfactory to the Planning Director.
- (3) Final detailed building plans shall be reviewed and approved by the Department. Detailed building plans shall include a final site plan, floor plans, elevations, sections, landscape plan, specification of finish materials and colors, and details of construction.
- (4) Highly reflective spandrel glass, mirror glass, or deeply tinted glass shall not be permitted. Only clear glass shall be used at pedestrian levels.
- (5) **Per Code Section 141**, rooftop mechanical equipment, if any, is required to be screened so as not to be visible from any point at or below the roof level of the subject building.

B. Publicly-Accessible Open Space.

- (1) The Modified Project shall include the open space generally described in this Motion.
- (2) The final open space design, including materials and their treatment, furniture, and planting plan including species shall be submitted for review by, and shall be satisfactory to the Planning Director.
- (3) Said public open space shall bear plaques at each entrance including the standard City logo identifying it, the hours open to the public (8:00 A.M. to 6:00 P.M.), and contact information for building management. A map showing other nearby open spaces that are publicly accessible shall also be provided in the open space area. Design of the plaque and the map shall be approved by the Department staff prior to installation. Said plaque shall include such information as availability of public restrooms, access to food service, number of seats, etc.

C. Pedestrian Streetscape Improvements. A final pedestrian streetscape improvement plan including landscaping and paving materials and patterns, shall be submitted for review by, and shall be satisfactory to the Planning Director, in consultation with staff from the Department of Public Works and the Department of Parking and Traffic. Other agencies shall be contacted as appropriate. The Modified Project shall include pedestrian streetscape improvements as described in this Motion and in conformance with Planning Code **Section 138.1**, **Section 143**, and

the Downtown Streetscape Plan.

D. Public Artwork

- (1) The Project shall include the 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.
- (2) The Project Sponsor and the Project artist shall consult with the Planning Department during design development regarding the height, size, type and location of the art. The final art concept and location shall be submitted for review by, and shall be satisfactory to the Director of the Department in consultation with the Commission.

- E. Garbage and Recycling. The building design shall provide adequate space designated for trash compactors and trash loading. Space for the collection and storage of recyclable materials that meets the size, location, accessibility and other standards specified by the San Francisco Recycling Program, shall also be provided at the ground level of the Modified Project. Such space shall be indicated on the building plans.

5. CONDITIONS TO BE MET PRIOR TO THE FIRST CERTIFICATION OF OCCUPANCY

- A. Transit Impact Development Fee. The Project Sponsor shall pay the Transit Impact Development Fee (TIDF) as required by **Chapter 38** of the Administrative Code 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 Director with certification that the fee has been paid.
- B. Downtown Park Fee. The Project Sponsor shall pay the Downtown Park Fee as required by **Section 139** of the Code 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 Director with certification that the fee has been paid.
- C. Street Trees. The Project Sponsor shall provide (and maintain existing) street trees as set forth in Code **Section 143**, and as determined appropriate by the Planning Department and Department of Public Works.
- D. Childcare Brokerage Fee. The Project Sponsor shall pay the in lieu childcare fee to the City Controller required under Code **Section 314** 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 Director with certification that the fee has been paid.
- E. Publicly-Accessible Open Space. The Project Sponsor shall complete the on-site open space plaza as generally depicted on the plans dated June 26, 2008, labeled as "Exhibit B." and as developed with Department staff per Condition 4B above.

F. Public Artwork

- (1) The Applicant 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.
- (2) The Project Sponsor shall comply with Code **Section 149(b)** by providing 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.

G. Garbage and Recycling. The Project Sponsor shall provide the garbage and recycling areas as outlined above and contract for recycling pickup.

H. Emergency Preparedness Plan. An evacuation and emergency response plan shall be developed by the Project Sponsor or building management staff, in consultation with the Mayor's Office of Emergency Services, to ensure coordination between the City's emergency planning activities and the Modified Project's plan and to provide for building occupants in the event of an emergency. The Modified Project's plan shall be reviewed by the Office of Emergency Services and implemented by the building management insofar as feasible before issuance of the final certificate of occupancy by the Department of Public Works. A copy of the transmittal and the plan submitted to the Office of Emergency Services shall be submitted to the Department. To expedite the implementation of the City's Emergency Response Plan, the Project Sponsor shall post information (with locations noted on the final plans) for building occupants concerning actions to take in the event of a disaster.

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