



SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

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

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Planning Commission Motion No. 19472

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: **925 Mission Street and various parcels (aka "5M")**
Existing Site Zoning: RSD (Retail/Service) Mixed-Use District
 40-X/85-B Height and Bulk Districts
 Partially within SOMA Youth and Family Special Use District
Block/Lots: Lots 005, 006, 008, 009, 012 and 098 of Assessor's Block 3725
[the "H-1 Site"]
Project Sponsor: Audrey Tendell
 5M Project, LLC
 875 Howard Street, Suite 330
 San Francisco, CA 94103
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ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e), FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 TO DEMOLISH FOUR EXISTING BUILDINGS AND CONSTRUCT A NEW 25-STORY BUILDING REACHING A MAXIMUM HEIGHT OF APPROXIMATELY 362 FEET, WITH AN APPROXIMATELY 30 FOOT ARCHITECTURAL SCREEN, FOR A TOTAL HEIGHT OF APPROXIMATELY 395 FEET, CONTAINING APPROXIMATELY 593,500 GROSS SQUARE FOOT (GSF) OFFICE (584,900 GSF ABOVE THE GROUND FLOOR), 8,600 GSF OF ACTIVE GROUND FLOOR OFFICE, 7,100 GSF RETAIL, 17,300 GSF LOBBY/BUILDING CORE AND 88,900 GSF OF SUBTERRANEAN PARKING IN AN APPROXIMATELY 617,900 GSF BUILDING, INCLUDING AS A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE H-1 BUILDING, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101.1(b).

PREAMBLE

1. On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC (“Project Sponsor”) filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the 5M Project (“5M Project”), including a request for Conditional Use Authorizations for a development application under the proposed “Fifth and Mission Special Use District (“5M SUD”), Planning Code Section (“Section”) 249.74(e) to demolish four existing buildings and construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30-foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 gsf of office uses, including 33,000 gsf of ground floor uses, anticipated to be allocated as 8,600 gsf of active ground floor office space (including mezzanine space), 7,100 gsf of neighborhood-serving retail space (including mezzanine space), and 17,300 gsf of lobby/core and banking services, at the northwest corner of Fifth and Howard Streets, Assessor's Block 3725, Lots 005, 006, 008, 009, 012 and 098 (“H-1 Site”) within the proposed “Fifth and Mission Special Use District” (“5M SUD”) and generally referred to as the “H-1 Project.” The H-1 Project is one of three new buildings in the larger mixed use commercial residential, retail/educational/cultural development project known as the 5M Project.
2. The 5M Project is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100.
3. The Planning Department began conversations with the Project Sponsor in 2008 identifying the subject property as an opportunity site that should both reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, with the potential for density and a mix of uses that relate to the high-rise environment to the east. The proposed 5M Project pre-dates the Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.
4. The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and

68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).

5. The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly accessible open space, and streetscape and public-realm improvements. The northerly portion of Mary Street between Minna and Mission Streets would be converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public open space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape treatments, and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including amenities such as a deck, lawn space, seating, and opportunities for urban agriculture and outdoor gardens.
6. On November 20, 2014, the Planning Commission held an informational hearing regarding the 5M Project, which included a broad overview of the design and regulatory approach being proposed for the site. On July 23, 2015, the Planning Commission held a second informational hearing for the 5M Project, which focused on the Design for Development document proposed as part of the overall project entitlements. On August 6, 2015, the Planning Commission held a third informational hearing for the 5M Project, focusing on public benefits, wind and shadow effect, circulation design and transportation, and street improvements. On September 3, 2015, the Planning Commission held a final informational hearing on the 5M Project, focusing on various issues raised at the third informational hearing.
7. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required.
8. On July 9, 2015, Mayor Lee introduced draft Ordinances with respect to the 5M Project 1) approving a Development Agreement for the 5M Project, and 2) amending the Planning Code to add Section 249.74 to create the 5M Special Use District, and amending Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the 5M Special Use District and height reclassifications associated therewith. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required, including this conditional use authorization for design review of development applications under the 5M SUD. The 5M SUD is described in Commission Resolution No. 19464 and 5M Design for Development described in Commission Motion No. 19465 which together form the basic regulatory scheme for the 5M Project, which requires, in lieu of Planning Code Section 309, which typically applies to development of buildings within the C-3 Zoning Districts, the conditional use authorization process described in the 5M SUD.

9. On August 6, 2015, the Planning Commission held a duly noticed public hearing to consider initiation of General Plan Amendments associated with the Project, and adopted Resolution No. 19429 initiating such General Plan Amendments.
10. On October 15, 2014, the Department published a Draft Environmental Impact Report (EIR) for the 5M Project for public review. The Draft EIR public comment period was originally proposed to end on December 1, 2014, and was subsequently extended by the Environmental Review Officer to January 7, 2015. On November 20, 2014, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the Draft EIR. On August 13, 2015, the Department published a Comments and Responses document, responding to comments made regarding the Draft EIR prepared for the 5M Project. The Draft EIR and the Comments and Responses document constitute the Final EIR. On September 17, 2015, the Commission reviewed and considered the Final EIR at a duly noticed public hearing and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31"). The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the Final EIR for the 5M Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. The Planning Department, Jonas Ionin, is the custodian of records, located in the File for Case No. 2011.0409ENV/Planning Department staff prepared a Mitigation and Monitoring and Report Program (MMRP), which material was made available to the public and the Commission for the Commission's review and consideration and action.
11. On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the CEQA Guidelines and Chapter 31. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No. 19459.
12. Also on September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464 and 19463, the Commission recommended that the Board of Supervisors approve the 5M SUD and various General Plan amendments required for the 5M Project, and adopted findings in connection therewith.
13. Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding Conditional Use Application No. 2011.0409CUA. The Commission heard and considered the testimony presented to it at the public hearing and further considered written materials and testimony presented on behalf of the applicant, the Department and the

Mayor's Office of Economic and Workforce Development staff, other City departments and interested parties and the record as a whole.

MOVED the Commission hereby authorizes the Conditional Use requested in Application No. 2011.0409CUA subject to the conditions contained in "Exhibit A" hereto of this Motion and in general conformance with the plans attached as "Exhibit B", which are incorporated herein by reference as though fully set forth herein, based on the following findings:

FINDINGS:

Having reviewed all 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 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The H-1 Site is located at the southeast portion of the 5M Project Site, and includes four one- and two-story buildings (totaling approximately 25,300 gsf), as well as two surface parking lots making up approximately 22,700 gsf, which would be demolished and removed.
3. **Surrounding Properties and Neighborhood.** The 5M Project site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the Fifth Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.

The Planning Department began conversations with the project sponsor in 2008, identifying the subject property as an opportunity site that should both (1) reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, and (2) should add density and a mix of uses that relate to the high-rise environment to the east. The proposed 5M Project pre-dates the draft Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.

4. **H-1 Site and Project Description.** The H-1 Project contemplates concurrent, conforming amendments to the Planning Code, adoption of design standards and guidelines (the D4D), and a Development Agreement for the entire 5M Project area. The H-1 Project would to demolish four existing buildings and construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30 foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 gsf of office uses, including 33,000 gsf of ground floor uses, anticipated to be allocated as 8,600 gsf of active ground floor office space (including mezzanine space), 7,100 gsf of neighborhood-serving retail space (including mezzanine space), and 17,300 gsf of lobby/core and building services. Final allocations of space will be determined prior to building permit approval.

The H-1 Project would include up to three subterranean parking levels able to accommodate approximately 254 vehicles. Also, the H-1 Project would provide approximately 104 Class 1 bicycle parking spaces and 23 Class 2 spaces, consistent with the quantities required by Planning Code, and the 5M SUD (subject to final design the number of spaces may vary somewhat, but in events will be as required by the Planning Code).

The garage would include 6 loading spaces. A three-stall off-street freight loading dock would be on the ground floor, with a combined automobile parking entrance/exit and freight loading entrance from Howard Street and freight loading exit onto Natoma Street.

Construction of the H-1 Project would include a 11,000-square-foot private terrace on the southwest side of the building at or above the tenth floor.

The H-1 Project includes streetscape and pedestrian safety improvements, including

- Removal of two metered vehicle parking spaces on Howard Street adjacent to the Building and replacement with a passenger loading/unloading zone adjacent to the Project on Howard Street, and addition of a metered commercial loading space;
- Widening the Fifth Street sidewalk between Natoma and Howard Streets from 10 feet to 18 feet, with a 60-foot long approximately 8-foot deep inset for three commercial loading spaces;
- Widening the Mary Street sidewalk adjacent to Mary Court West, from 5 to 10 feet;
- Streetscape improvements to sidewalks adjacent to Mary Court West;
- Conversion of Mary Street between Minna and Howard Streets to a shared public way;
- Sidewalk improvements on Howard Street adjacent to the off-site parcel at 198 Fifth Street;

- Streetscape improvements to sidewalks adjacent to the Fifth, Howard and Mary Street building frontages and street trees within an approximately 300-foot long portion of the south Howard Street sidewalk extending west from Fifth Street.

The H-1 Project also includes

- Construction of an up to 1,600 square-foot pedestrian improvement, in the form of a buildings setback, to create a widened sidewalk area adjacent to Building H-1 along Mary Street; and
 - Construction of Mary Court West, an approximately 14,600 sf open space.
 - All associated streetscape and pedestrian safety improvements and open space would be completed before a certificate of occupancy for the H-1 building.
5. **Public Comment.** The Planning Department has received extensive written and verbal comments from members of the public regarding the proposed 5M Project. In general, communications in support of the project praise the development of a relatively underutilized site with housing, employment, and retail opportunities, the public benefits package outlined in the Development Agreement for the project (including contributions toward affordable housing, youth, workforce, and arts programs, and transportation), enhancement of streetscapes and the provision of new open spaces. Communications in opposition to the project express concerns regarding displacement and changes in neighborhood character, traffic, incompatibility in the scale of the new buildings, and changes to existing height and zoning controls necessary to allow the project to proceed.
6. **Planning Code Compliance/Zoning and Entitlement Structure.** The 5M Project regulatory program is a comprehensive planning approach and entitlement structure for the entire site. The proposed 5M SUD sets a unique set of zoning regulations and approval processes for project implementation. The entire site would be unified under the C-3-S Zoning District, which currently applies to the majority of the site, and height reclassifications are proposed to reflect the building heights shown in the D4D. The 5M D4D as described in Resolution No. 19465 articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed. As with the entire 5M Project, the H-1 Project is governed by the proposed 5M SUD, D4D, and the Development Agreement. The Commission finds that the H-1 Project is consistent with the Planning Code overall, and the proposed 5M SUD and D4D in the following manner:
- A. **Use and Density.** The H-1 Project complies with the C-3-S and 5M SUD use and density controls of the Planning Code. The office and active ground floor use are expressly permitted.
- B. **Height and Bulk.** The SUD and D4D describe unique height and bulk regulations for Buildings proposed for the 5M Project site, in order to sculpt the skyline of the project, create differentiation in height and articulation, and allow for ornamental features which will terminate and resolve

the tops of these forms. The H-1 Project complies with this 5M Regulatory Program. Its 25-story, approximately 362 foot height, excluding an approximately 30 foot non-occupiable architectural lantern at the top of the building also comply with SUD and the 5M D4D. The dimensions and massing of the H-1 building comply with the specific H-1 bulk controls as provided in the, SUD and 5M D4D. The H-1 Project base height of approximately 138 feet is within the maximum 145 feet permitted by the 5M SUD. The "lower tower" controls would apply between the approximately 138-foot base up to a height of approximately 230 feet, and the "upper tower" controls would apply above the lower tower to the maximum height of 395 feet. The 5M D4D requires that the lower tower maintain a maximum floorplate of 22,000 gsf, a maximum average floorplate of 22,000 gsf, a maximum floorplate diagonal of 190 feet and floorplate length of 135 feet, as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The H-1 lower tower has a maximum floorplate of 22,000 gsf, a maximum floorplate diagonal of 151 feet and floorplate length of 102 feet as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The 5M D4D requires that the upper tower maintain a maximum floorplate of 22,000 gsf, a maximum floorplate diagonal of 190 feet and floorplate length of 135 feet, as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The H-1 Project has a maximum floorplate of 21,073 gsf, a maximum floorplate diagonal of 139 feet and floorplate length of 102 feet as measured against each of the two perceptual tower floorplates that combine to create the single H-1 floorplate. The 5M D4D further requires that the "two towers" that comprise the H-1 tower have an offset in plan of a minimum of 25 feet each on the north and south side and a minimum combined offset of 60 feet. The H-1 project has offsets of 28 feet and 32 feet, for a combined offset of 60 feet.. The 5M D4D requires that the "two towers" also have a height differentiation of at least 40 feet. The H-1 project includes one tower portion at 350 feet and the other at 395 feet for a height differentiation of 45 feet.

The H-1 Project also meets the 5M D4D tower separation requirements to provide spacing, light, and air between structures within the project site. The separation requirements apply at all building heights above 145 feet, and require an average separation of 75 feet. This dimension may be reduced to as little as 55 feet between points of adjacent buildings, provided that the average separation between these buildings is a minimum of 75 feet. In the H-1 Project Building the minimum average distance between buildings is 85 feet and the distance between points of adjacent buildings is 57 feet 8 inches.

- C. **Floor Area Ratio.** 5M SUD Section 3(D) provides the permitted Gross Floor Area for the 5M Project shall not exceed 11:1. The H-1 building is consistent with the allowable FAR proposed for the overall 5M Project.

- D. **Rear Yard Setback and Dwelling Unit Exposure.** The provisions of Planning Code Sections 134 and 140 do not apply; however, the 5M SUD Section (C) Building Setbacks do provide that all buildings shall face onto a public right of way at least 20 feet in width or onto an open area (which may include rooftops of adjacent buildings within the District) that is unobstructed at the level of the unit in question for no less than 25 feet in every horizontal dimension. The H-1 Building complies with those provisions by facing public rights of way on all sides: Natoma

Street to the north (35 feet in width unobstructed); 5th Street to the east (85 feet in width unobstructed) Howard Street to the south (85 feet in width unobstructed) and Mary Street combined with a building setback to the west (20 feet of ROW with 8 feet of setback provides a minimum of 28 feet in width unobstructed).

- E. **Usable Open Space, Streetscape and Pedestrian Improvements, Active Street Frontages, Off-Street Parking and Car Sharing, Off-Street Loading and Dwelling Unit Mix** are consistent with the 5M SUD Regulatory Program. The H1 building provides open space consistent with the Planning Code and 5M SUD in the form of 14,600 square foot Mary Court West, publicly accessible open space. The H-1 Project provides active ground floor, retail spaces along 5th, Howard, Mary, and a portion of Natoma Streets in compliance with the 5M SUD requirements for active frontages. The H-1 Project would include up to three subterranean parking levels able to accommodate 254 spaces of which 135 parking spaces would be available to residents of the N-1 Project. The total is within the parking ratio established in the 5M SUD, while providing corresponding car share as required by Planning Code Sec 166. Also, the H-1 Project would provide approximately 104 Class 1 bicycle parking spaces and 23 Class 2 spaces, consistent with the quantities required by Planning Code Sec. 155.2, and the 5M SUD (subject to final design the number of spaces may vary somewhat, but in events will be as required by the Planning Code).

The garage would include 6 loading spaces. A three-stall off-street freight loading dock would be on the ground floor, with a combined automobile parking entrance/exit and freight loading entrance from Howard Street and freight loading exit onto Natoma Street.

- F. **Inclusionary Affordable Housing Program.** As set forth in the 5M Development Agreement Affordable Housing and Community Benefit Program, the 5M Project exceeds materially the Planning Code's Affordable Housing requirements by providing an anticipated 33% of the market rate dwelling units as affordable housing. As set forth in the 5M Development Agreement Affordable Housing Program, the H-1 Project will pay the required Affordable Housing Fees, as provided in the 5M Development Agreement.

7. **Planning Code Section 303** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use Authorization. The 5M SUD provides in Section 249.74(e) that within the District, the provisions of Section 249.74(e), the 5M D4D and Section 303 apply in lieu of the Section 309 process. The H-1 Project development application authorization process must meet these criteria. On balance, the H-1 Project complies with the criteria of Section 303, in that:

1. The proposed use, at the size and intensity contemplated and at the proposed location, will provide a development that is necessary or desirable for, and compatible with, the neighborhood or the community;

The H-1 Project is a 617,900 gsf office building, including 8,600 gsf of active ground floor office use and 7,100 square feet of ground floor retail uses. Its proposed location is an underutilized approximately 40,300 square-foot site that currently contains 22,700 square feet of surface parking with the remaining area composed of low-rise warehouse/commercial workshop uses. The site is

located within the Downtown Plan area and the C-3-S (Commercial Support) and RSD Zoning Districts, as modified by the 5M SUD at the northern edge of the South of Market (SoMa) neighborhood. The high-density office and active ground floor uses proposed by the H-1 Project are desirable for and compatible with the proposed location and with uses found in the surrounding neighborhood, as described below.

Under the Downtown Plan, ground floor retail uses are encouraged within and adjacent to the Plan area, and particularly within the C-3-S District. Ground floor retail uses are also principally permitted uses in the C-3-S District.

The proposed size and intensity of office use in the H-1 Project building is particularly desirable for the proposed location. The site is underutilized given its current use and its proximity to existing and growing employment centers in Downtown and SoMa, as well as to the major Powell Street transit hub and transit corridors on Market Street and Mission Street, and the Central Subway alignment on Fourth Street. Locating high-density uses in proximity to transit is consistent with Downtown Plan goals of promoting additional transit usage and ensuring that the number of private vehicle trips to Downtown is not detrimental to the area, because residents will be within convenient walking distance of many transit options.

The varied land uses in the immediate vicinity of the H-1 Project reflect the intersection of Downtown and SoMa, with high-rise hotel, major retail, convention center, midrise office and residential development within one block of the building site. Additional major planned and approved projects in the immediate vicinity include two hotels, mixed-use residential and commercial uses, and Moscone Center expansion. Mid- and high-rise office and residential uses are also approved and proposed within the surrounding neighborhoods, including the Transit Center District Plan area, Mid-Market, and forthcoming Central SoMa Plan area. Given this context, the size and intensity of the H-1 Project would be consistent with existing and proposed uses and character of the surrounding neighborhood. Furthermore, as concluded in the Final EIR, the 5M Project, including the H-1 Project building, would be compatible with and would not overwhelm the existing neighborhood character, including nearby historic resources.

In addition, the pedestrian streetscape and open space improvements proposed by the H-1 Project would function as a connection between the surrounding neighborhoods, and contribute to greater activity levels within the Project area itself. This would provide a desirable, pedestrian-friendly experience that would interact with ground floor retail space in the H-1 Project building.

Thus, the size and intensity of the H-1 Project, at its proposed location within the Downtown Plan and C-3-S District, is appropriate and desirable because it meets the City's planning and zoning objectives for this area, the size and intensity of the H-1 Project would not overwhelm neighborhood character, and its streetscape and open space improvements would be beneficial functional connections to the surrounding neighborhood.

2. *The proposed use will not be detrimental to the health, safety, convenience or general welfare of persons residing or working in the vicinity, or injurious to property, improvements or potential development in the vicinity, with respect to aspects including but not limited to the following:*

- (a) *The nature of the proposed site, including its size and shape, and the proposed size, shape and arrangement of structures;*

The nature of the H-1 Project site is a collection of underutilized parcels including surface parking lots and low-density warehouse-commercial workshop uses. The size and shape of the site is sufficient to accommodate the proposed use without being detrimental to persons residing or working in the vicinity, existing properties or potential development in the vicinity of the H-1 Project.

The site is located in the large, 100-vara-block South of Market area of the C-3 District that are of sufficient size to accommodate high density uses like those proposed by the Project. The H-1 Project site itself is appropriate for the high-density use; it is buffered on all sides by public streets or open space.

The overall design concept for the H-1 Project is to reflect both the density and height of Downtown and the diverse architectural character of SoMa. As an office tower, the H-1 Project reflects the density and height of Downtown. Meanwhile, concentrating building height on Howard Street enables the creation of open space and a vibrant pedestrian realm toward the center of the 5M Project site. Coupled with active ground floor uses within the H-1 Project building, the H-1 Project also reflects the finer grain character of SoMa. As discussed previously, this would provide a beneficial functional connection to the surrounding neighborhood.

The shape of the H-1 Project building has been designed with larger floorplates that accommodate flexible commercial space for a range of potential users, from individual co-work users to mature technology and FIRE companies. Providing flexible commercial space is important to fulfilling the Downtown Plan objective of maintaining and improving San Francisco's position as a prime location for financial, administrative, corporate and professional activity.

Lastly, informed by extensive wind tunnel testing, the shape and overall design of the H-1 Project building in conjunction with other buildings in the 5M Project, address the area's challenging wind conditions to minimize ground-level wind discomfort and hazards.

Thus, whether standing alone or with other buildings in the 5M Project context, the H-1 Project is a well-planned design that is appropriate for the proposed location, and would not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

(b) *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;*

As discussed in the Final EIR, the H-1 Project would be expected to generate traffic patterns for persons and vehicles consistent with uses in the Downtown area, with the greatest trips generated in the a.m. and p.m. peak hours. The Project proposes to limit detrimental effects on traffic patterns and volume by minimizing personal automobile trips to and from the H-1 Project, through implementation of a Transportation Demand Management (TDM) Plan that encourages alternate forms of transportation to and from the site. Also, the H-1 Project circulation plan minimizes potential conflicts between truck loading on the one hand, and surface street automobile, MUNI, bicycle and pedestrian traffic on the other hand. As discussed in the Final EIR, no substantial conflicts would be created by the Project.

The H-1 Project site is two blocks from major transit hubs at Powell Street BART/Muni station, Market Street and the forthcoming Central Subway station at Folsom and Fourth Street. The Golden Gate Bridge, Highway, and Transportation District, SamTrans and A/C Transit Districts all operate regional transit services between San Francisco and Marin/Sonoma, San Mateo and Alameda/Contra Costa Counties, respectively, with stops within three blocks of the Project. Its transit-rich location

particularly enhances the accessibility of the site and minimizes the Project's impact on vehicle traffic patterns.

Sidewalks adjacent to the H-1 Project would be adequately sized to accommodate pedestrian access to and from the Project. The adjacent Fifth Street sidewalk would be widened to 18 feet and on Mary Street adjacent to Mary Court West the sidewalk would be widened from five to ten feet to accommodate increased pedestrian use and enhance pedestrian access to and from the Project site.

To further encourage alternative commute methods, construction of the H-1 Project would include 104 Class 1 bicycle parking spaces and 23 Class 2 spaces. Although no minimum vehicle parking requirement exists for the C-3-S district, the H-1 Project building would include approximately 254 vehicular parking spaces (of which 135 spaces would be available for use by residents of the N1 building), in up to three subterranean levels to accommodate parking demand from the building.

Access from an internal throughway (rather than directly from busier public perimeter streets) would lessen traffic and pedestrian conflicts. The garage would include six loading spaces and a three-stall off-street freight loading dock on the ground floor, with a combined automobile parking entrance/exit and freight loading entrance from Howard Street and freight loading exit onto Natoma Street. Smaller service vehicles will be able to utilize dedicated loading spaces in the garage. The provision of adequate loading and service vehicle spaces will minimize detrimental effects to traffic and pedestrians. As confirmed by the Final EIR, the H-1 Project would not result in significant conflicts between its loading and bicycle, pedestrian and personal vehicle users.

Thus, traffic patterns for persons and vehicles, including the type and volume of such traffic, and the adequacy of proposed off-street parking and loading at the H-1 Project is appropriately addressed so as to not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

(c) *The safeguards afforded to prevent noxious or offensive emissions such as noise, glare, dust and odor;*

No materials or activities that result in noxious or offensive emissions will be used or engaged in within the H-1 Project. The Final EIR analyzed impacts related to noise and dust during both the construction and operational phases of the Project, and concluded that the Project would not result in significant impacts related to either, by including, where feasible, mitigation measures to be implemented as part of the Project. The H-1 Project will not use reflective or glare-producing materials, and will use insulated glass and materials to mitigate sound transmission.

(d) *Treatment given, as appropriate, to such aspects as landscaping, screening, open spaces, parking and loading areas, service areas, lighting and signs;*

Standards and guidelines established for the 5M Project area, applicable to the H-1 Project, are intended to ensure thoughtful and appropriate treatment of streetscape, landscape, open spaces, lighting and signage. The concept of these standards and guidelines is to provide general street lighting to ensure pedestrian and vehicle safety on perimeter streets, and to provide a coordinated scheme of streetscape, lighting and signage improvements that prioritizes pedestrian and cyclist use of interior streets adjacent to the H-1 Project and that connects the streetscape to new Project open space. This concept ensures appropriate treatment of these features within the Project area.

Construction of the H-1 Project will include a 11,000-square-foot terrace at or about the tenth floor of the building that will be exclusively accessible to tenants. In addition the H-1 Project includes

construction of Mary Court West, a 14,600 sf open space area. This space will be available to tenants of the Project as well as members of the public, consistent with requirements for public open space.

Parking and loading areas serving the H-1 Project building are primarily internal or below ground, and have been designed to minimize impacts to streetscape and conflicts with pedestrians and private vehicles.

Lastly, the Final EIR determined that the 5M Project, including the H-1 Project building, would not result in significant impacts related to the creation of a new source of light or glare that would adversely affect other people or properties.

Thus, the H-1 Project would provide appropriate treatment of landscaping, open spaces, parking and loading areas, lighting and signage that are not detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

3. *That such a use or feature as proposed will comply with the applicable provisions of this Code and will not adversely affect the Master (General) Plan:*

The H-1 Project will comply with the provisions of the Planning Code, as contemplated to be amended, and will otherwise be consistent with key objectives of the Downtown Plan as discussed above. The H-1 Project would affirmatively promote, be consistent with, and would not adversely affect the General Plan as it is proposed to be amended, for the reasons set forth set forth in Motion No.19460, Case No. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD, which are incorporated herein as though fully set forth.

The H-1 Project complies with the eight priority policies of Planning Code Section 101.1, for the reasons set forth set forth in Motion No.19460, Case No. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD, which are incorporated herein as though fully set forth.

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. 2011.0409CUA** subject to the conditions attached hereto as "EXHIBIT A" and in general conformance with design graphic materials attached as "EXHIBIT B." The Commission agrees that if the Board of Supervisors proposes any amendment to the Development Agreement that benefits the City and does not alter the City's General Plan, the Planning Code, or the applicable zoning maps affecting the H-1 Project, then such amendments shall not be deemed a "material modification" to the Development Agreement under Administrative Code Section 56.14, and any such amendment to the Development Agreement may be approved by the Board of Supervisors without referring the proposed amendment back to the Commission.

The Planning Commission hereby adopts the CEQA findings contained in Planning Commission Motion No. 19459, incorporated herein as part of this motion, by this reference thereto, and the MMRP attached to Motion No. 19459 as Exhibit 1 to Attachment A and incorporated herein as part of this Motion by this reference thereto. All required mitigation measures identified in the Final EIR and contained in the MMRP are included as conditions of approval.

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. 19472. The effective date of this Motion shall be the date of this Motion if not appealed (after the 30-days period has expired) OR the date of the decision of the Board of Supervisors if this Motion is 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.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on September 17, 2015.

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for a Conditional Use for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 to demolish four existing buildings and construct a new 25-story building reaching a maximum height of approximately 362 feet, with an approximately 30-foot architectural screen, for a total height of approximately 395 feet, containing approximately 593,500 gsf of office uses, including 33,000 gsf of ground floor uses, anticipated to be allocated as 8,600 gsf of active ground floor office space (including mezzanine space), 7,100 gsf of neighborhood-serving retail space (including mezzanine space), and 17,300 gsf of lobby/core and banking services, at the northwest corner of Fifth and Howard Streets, Assessor's Block 3725, Lots 005, 006, 008, 009, 012 and 098 ("H-1 Site") within the 5M SUD and generally referred to as the "H-1 Project." The H-1 Project is one of three new buildings in the larger 5M Project. The subject property is currently located within the RSD District, the 40/85-X Height and Bulk District, and the SOMA Youth and Family Special Use District. Such Authorization is for a Project as described therein and in general conformance with plans, dated September 17, 2015 and attached hereto and stamped "EXHIBIT B", included in the docket for Case No. **2011.0409CUA** and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No **19472**. 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 for new construction 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 September 17, 2015 under Motion No **19472**.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. 19472 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, except as provided in and subject to the applicable provisions of the Development Agreement between 5M Project, LLC and the City and County of San Francisco for the 5M Project (the "DA"), 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 or modifications to the Project approved pursuant to this authorization or the conditions thereof, that are consistent with the Fifth and Mission Special Use District and 5M Design for Development, may be approved administratively by the Planning Director in accordance with Planning Code Section 249.74(e), as provided below. Other 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

Validity. Except as otherwise permitted by the DA, this authorization and rights vested by virtue of this action is valid for three (3) years from the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective. 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

Expiration and Renewal. Except as otherwise permitted by the DA, should a Building or Site Permit be sought after the above referenced 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

Diligent Pursuit. Except as otherwise permitted by the DA, 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 the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) became effective.

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

Extension. All time limits in the preceding three paragraphs may be extended as provided in the DA in connection with a Litigation Extension or Excusable Delay, each as defined therein.

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

Conformity with Current Law. Except as provided in the DA with respect to Applicable Laws and Future Changes to Existing Standards, 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

Additional Project Authorization. In order to implement the overall 5M Project, the 5M Project Sponsor must obtain 1) Findings under Section 295 as to whether the shadow cast by the 5M Project on Boeddeker Park would have an adverse impact, 2) Height Reclassifications to reflect the building heights identified in the Design for Development Document for the Project, 3) Planning Code Amendments and Zoning Map Amendment to adopt the “Fifth and Mission Special Use District” associated with the 5M Project, 5) General Plan Amendments to maps and exhibits in the Downtown Plan, Urban Design Element, and South of Market Area Plan associated with the Project for the subject property, and 6) Approval of the Design for Development document associated with the 5M Project. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

Mitigation Measures. Mitigation measures described in the MMRP attached as Exhibit 1 to Attachment A of Motion No. 19459 are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor. Their implementation is a condition of project approval.

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

DESIGN – COMPLIANCE AT PLAN STAGE

Design. Final design, site, building or other implementing permits, addenda or other approvals (Applications), including without limitation materials, glazing, color, texture, landscaping, detailing, streetscape, lighting, street tree plantings, rooftop mechanical equipment location, garbage, composting and recycling storage location shall be reviewed by the Department staff and the Planning Director in accordance with the Planning Code Section 249.74(e) for consistency with the 5M Special Use District and the Design for Development. Applications consistent with the Special Use District and the Design for Development may be approved administratively by the Planning Director as therein provided.

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

Notification to Planning Commission of Permit Application. The Director of Planning shall provide notice to the Planning Commission as soon as feasible upon the filing of a building permit application to construct the H-1 building. In furtherance of this, the sponsor shall notify the Director of Planning as soon as feasible upon submittal of this application to the Department of Building Inspection.

Open Space Provision – C-3 Districts. Pursuant to Planning Code Section 138, and in accordance with the D4D for the Project, the Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the public open space, and shall complete the development of Mary Court West, as described in this motion and in the D4D, prior to the issuance of a first temporary certificate of occupancy for the H-1 project which is the subject of this conditional use authorization. The open spaces shall be maintained in perpetuity for the life of the project.

For information about compliance, contact the Case Planner, Planning Department at 415-575-6863, www.sf-planning.org

Open Space Plaques – C-3 Districts. As applicable, and pursuant to Planning Code Section 138, the Project Sponsor shall install the required public open space plaques at each building entrance including the standard City logo identifying it; the hours open to the public and contact information for building management. The plaques shall be plainly visible from the public sidewalks on Mission, Fifth, Howard, Mary, Natoma, and Minna Streets, in locations determined in consultation with the Planning Department. The plaques shall indicate that the open space is accessible to the public. Design of the plaques shall utilize the standard templates provided by the Planning Department, as available, and shall be approved by the Department staff prior to installation.

For information about compliance, contact the Case Planner, Planning Department at 415-575-6863, www.sf-planning.org

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

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

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

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

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

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

Noise, Ambient. Interior occupiable spaces shall be insulated from ambient noise levels. Specifically, in areas identified by the Environmental Protection Element, Map 1, “Background Noise Levels,” of the General Plan that exceed the thresholds of Article 29 in the Police Code, new developments shall install and maintain glazing rated to a level that insulate interior occupiable areas from Background Noise and comply with Title 24.

For information about compliance, contact the Environmental Health Section, Department of Public Health at (415) 252-3800, www.sfdph.org

Street Trees. In accordance with this Conditional Use Authorization, the Design for Development and the 5M SUD, the Project Sponsor shall submit a site plan to the Planning Department prior to Planning approval of the building permit application indicating that street trees are in conformity with the Design for Development. The exact location, size and species of tree shall be as approved by the Director of the Department of Public Works (DPW). In any case in which DPW cannot grant approval for installation of a tree in the public right-of-way, on the basis of inadequate sidewalk width, interference with utilities or other reasons regarding the public welfare, and where installation of such tree on the lot itself is also impractical, the requirements of this Section 428 may be modified or waived by the Zoning Administrator to the extent necessary.

For information about compliance, contact the Case Planner, Planning Department at 415-575-6863, www.sf-planning.org

Streetscape Plan. The Project Sponsor shall continue to work with Planning Department staff, in consultation with other City agencies, to refine the design and programming of the streetscape plan for the project frontage, so that the plan generally meets the standards of the D4D and all applicable City standards. The Project Sponsor shall complete advanced schematic drawings suitable for construction costing of all required street improvements, and shall have filed applications for relevant City permits, prior to issuance of first architectural addenda, and shall complete construction of all required street improvements prior to issuance of first temporary certificate of occupancy.

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

PARKING AND TRAFFIC

Car Share. Car share spaces shall be made available, at no cost, to a certified car share organization for the purposes of providing car share services for its service subscribers, in accordance with the Design for Development document for the Project.

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

Bicycle Parking Pursuant to the 5M SUD, the Project shall provide Class 1 and Class 2 bicycle parking spaces in the amounts and locations specified in the D4D for the Project.

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

Showers and Clothes Lockers. Pursuant to the 5M SUD, the Project shall provide shower and clothes lockers in accordance with the D4D for the Project

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

Parking Maximum. The Project shall provide off-street parking spaces that comply with the maximum ratios specified in the D4D for the Project.

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

Off-street Loading. The Project will provide off-street loading spaces in accordance with the D4D for the Project.

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

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

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

PROVISIONS

Workforce Program. The Project Sponsor shall comply with the applicable requirements of the Workforce Agreement, Exhibit F to the DA.

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

Transportation Program. The Project Sponsor comply with all the applicable requirements of the Transportation Program, Exhibit G to the DA, including without limitation, and to the extent applicable, the provisions regarding implementation and monitoring of a TDM program.

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

Employment Brokerage Services - C-3 District. The Project Sponsor shall comply with the applicable requirements of the Workforce Program, Exhibit F to the DA.

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

Child Care Brokerage Services - C-3 District. Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the project. Prior to

the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's child-care program, subject to the approval of the Planning Director.

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

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

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

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

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

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

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

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

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

Public Art. The Project Sponsor shall comply with the applicable provisions of the Art Program, Exhibit H to the DA, including with respect to the payment and allocation of fees for capital and programming purposes.

For information about compliance, contact the Case Planner, Planning Department at 415-575-6863, www.sf-planning.org

MONITORING - AFTER ENTITLEMENT

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 in the Development Agreement 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

Revocation due to Violation of Conditions. Subject to the review and other applicable provisions of the DA, 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

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>

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>

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

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

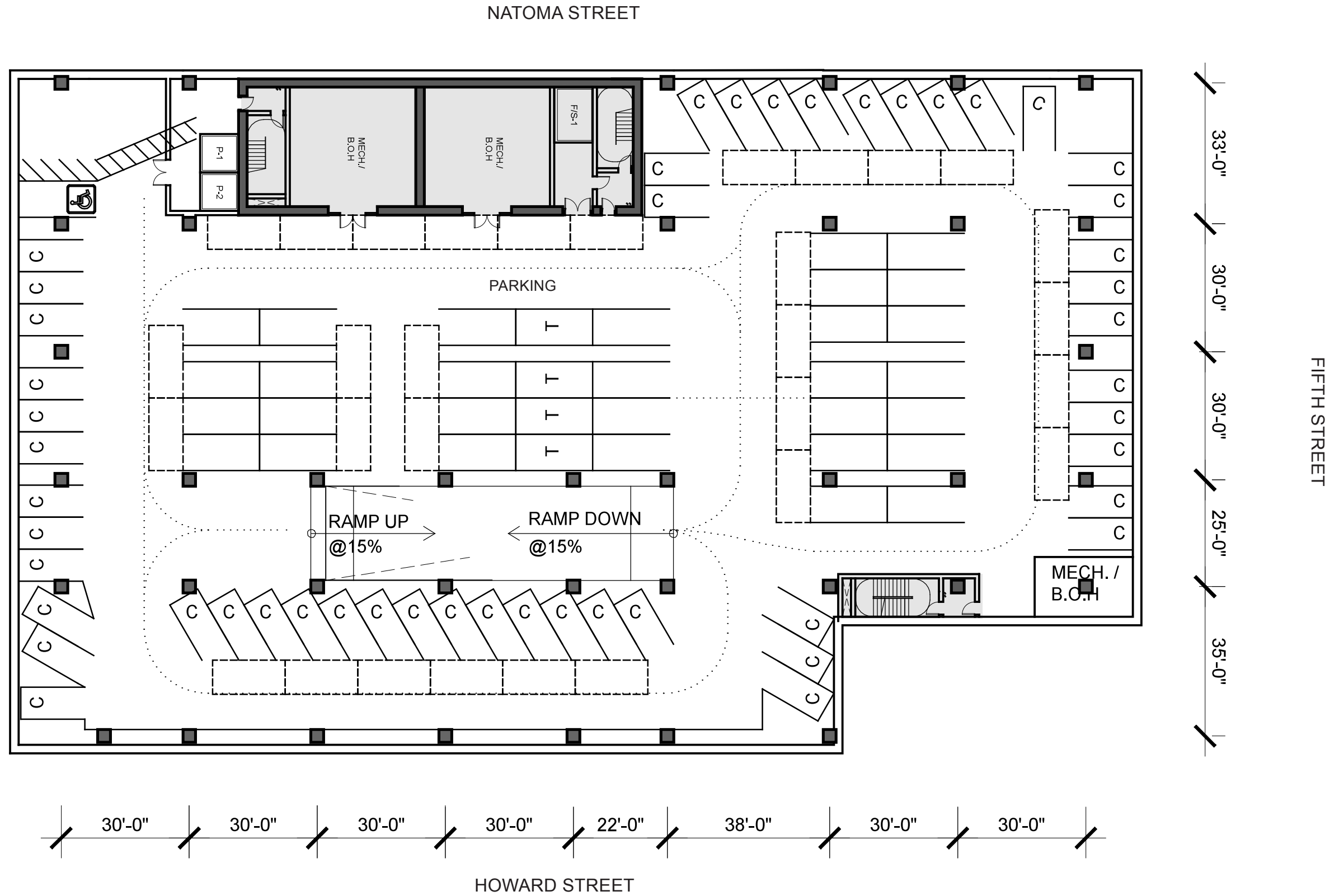
EXHIBIT B

H1 BUILDING _ PROJECT CONDITIONAL USE APPLICATION

SELECTED PAGES

FIGURE 4A: TYPICAL PLANS

H1 BUILDING



Basement 2 Plan

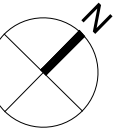
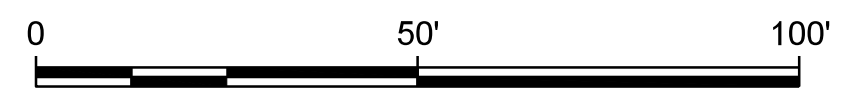
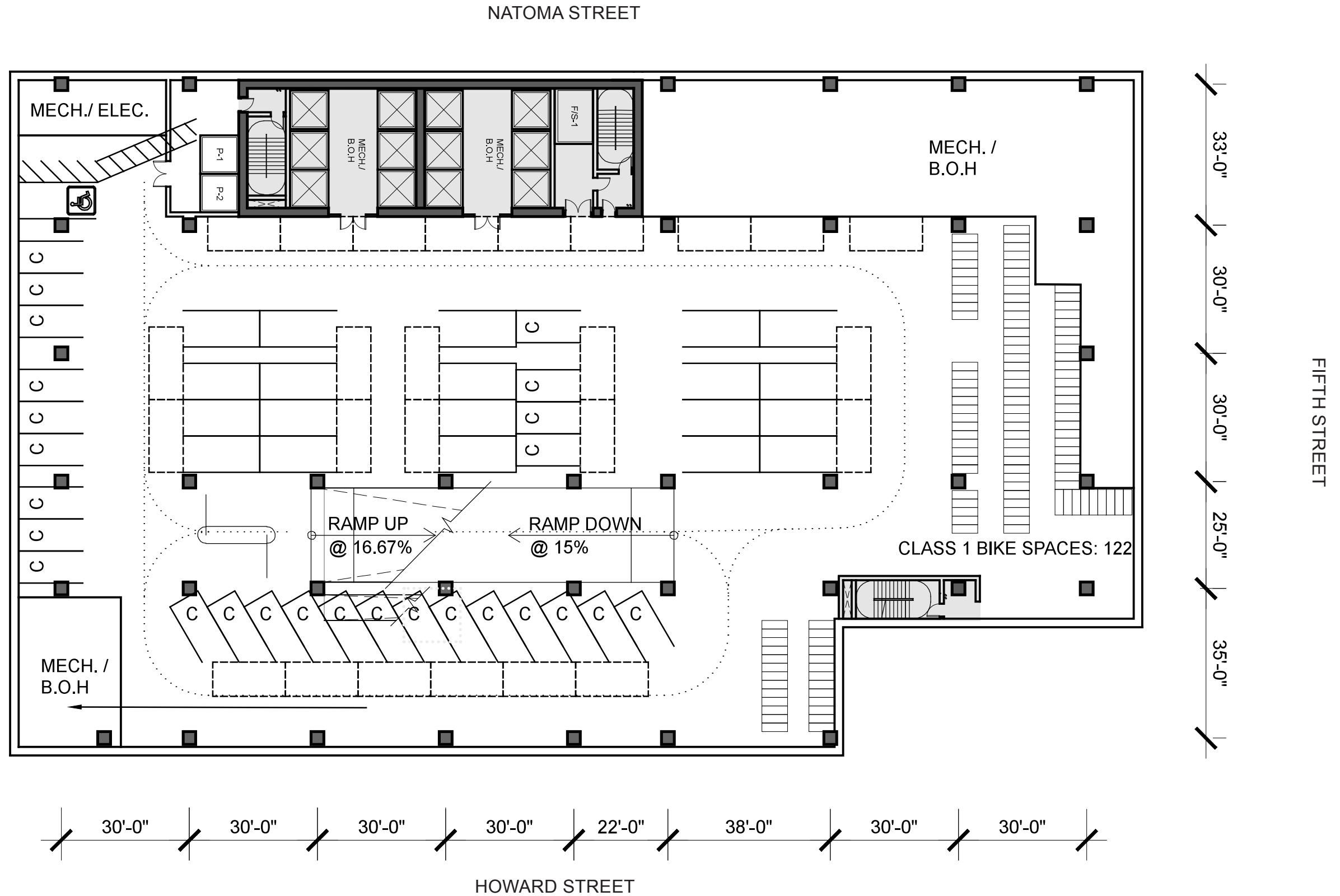


FIGURE 4B: TYPICAL PLANS

H1 BUILDING



Basement 1 Plan

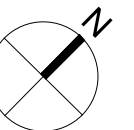
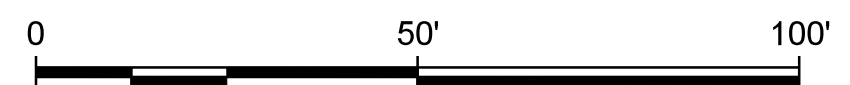
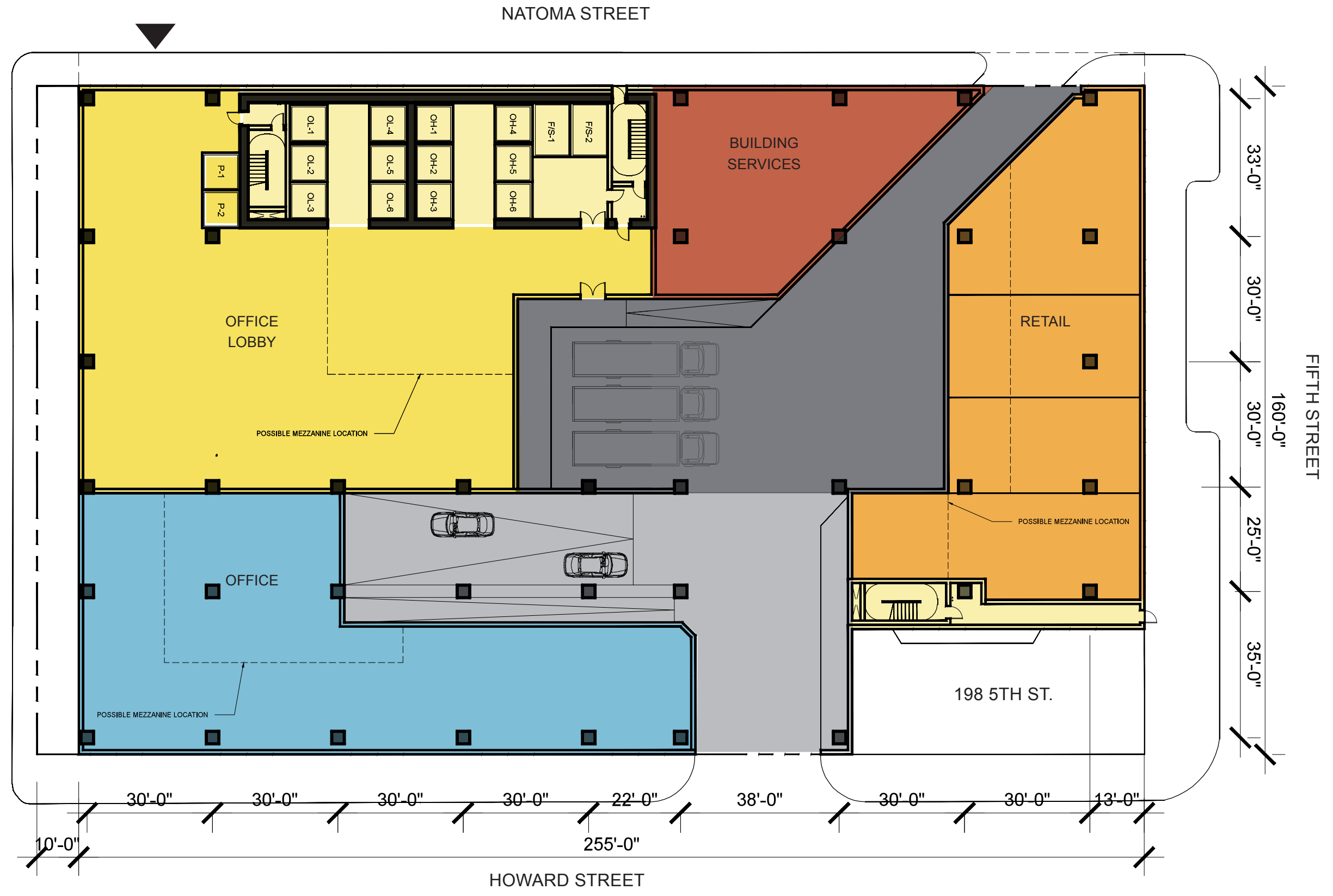


FIGURE 4C: TYPICAL PLANS
H1 BUILDING



Plan Legend

Parcel Line

Canopy Line
(above)

Ground Plan

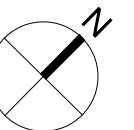
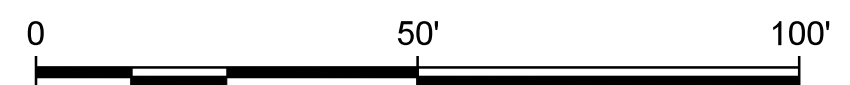
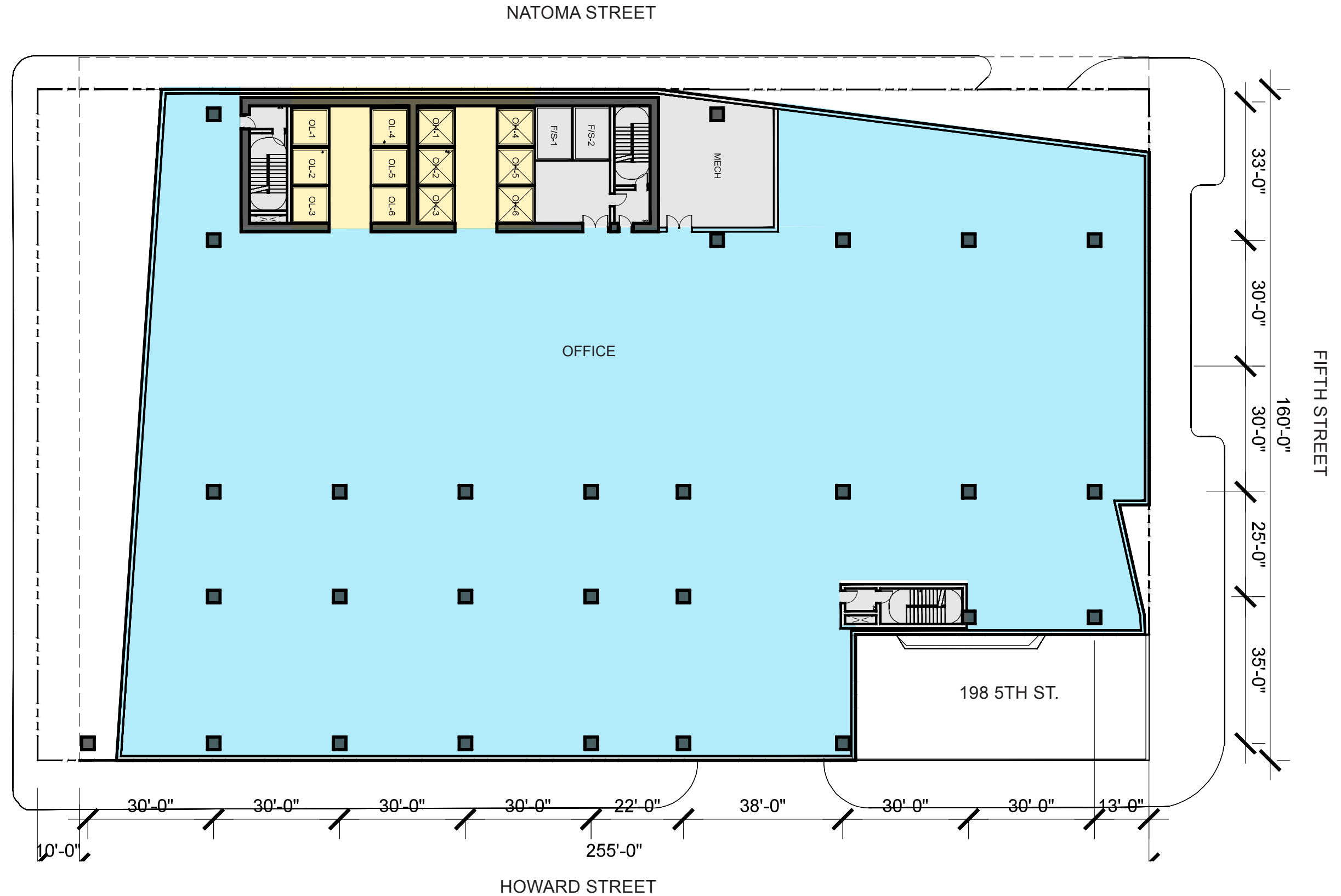


FIGURE 4D: TYPICAL PLANS

H1 BUILDING



Plan Legend

Parcel Line

Canopy Line
(above)

Lower Level Plan

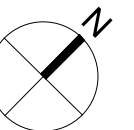
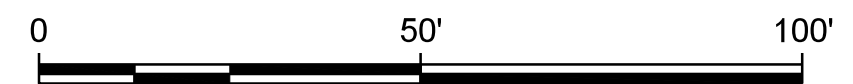
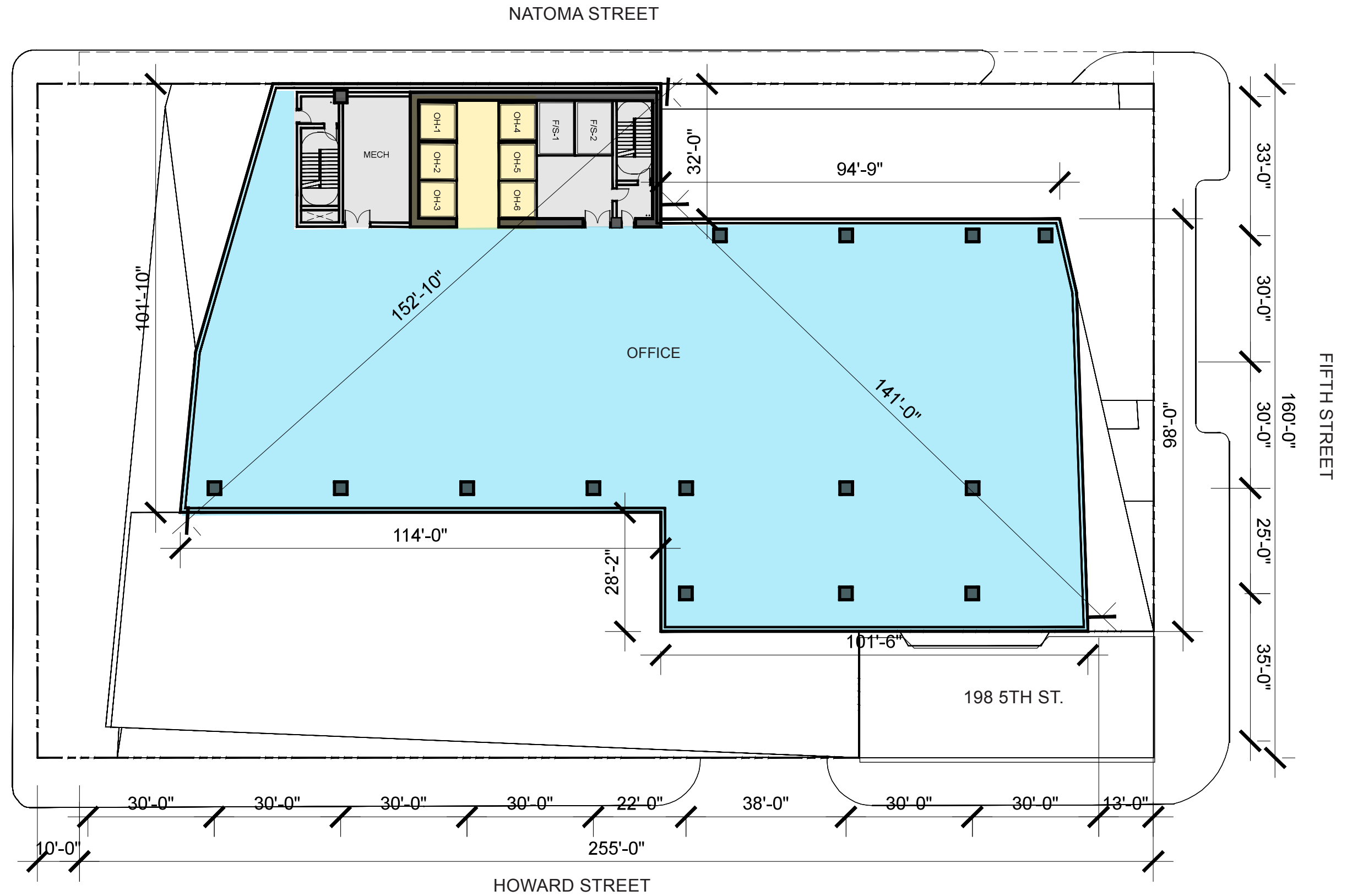


FIGURE 4E: TYPICAL PLANS

H1 BUILDING

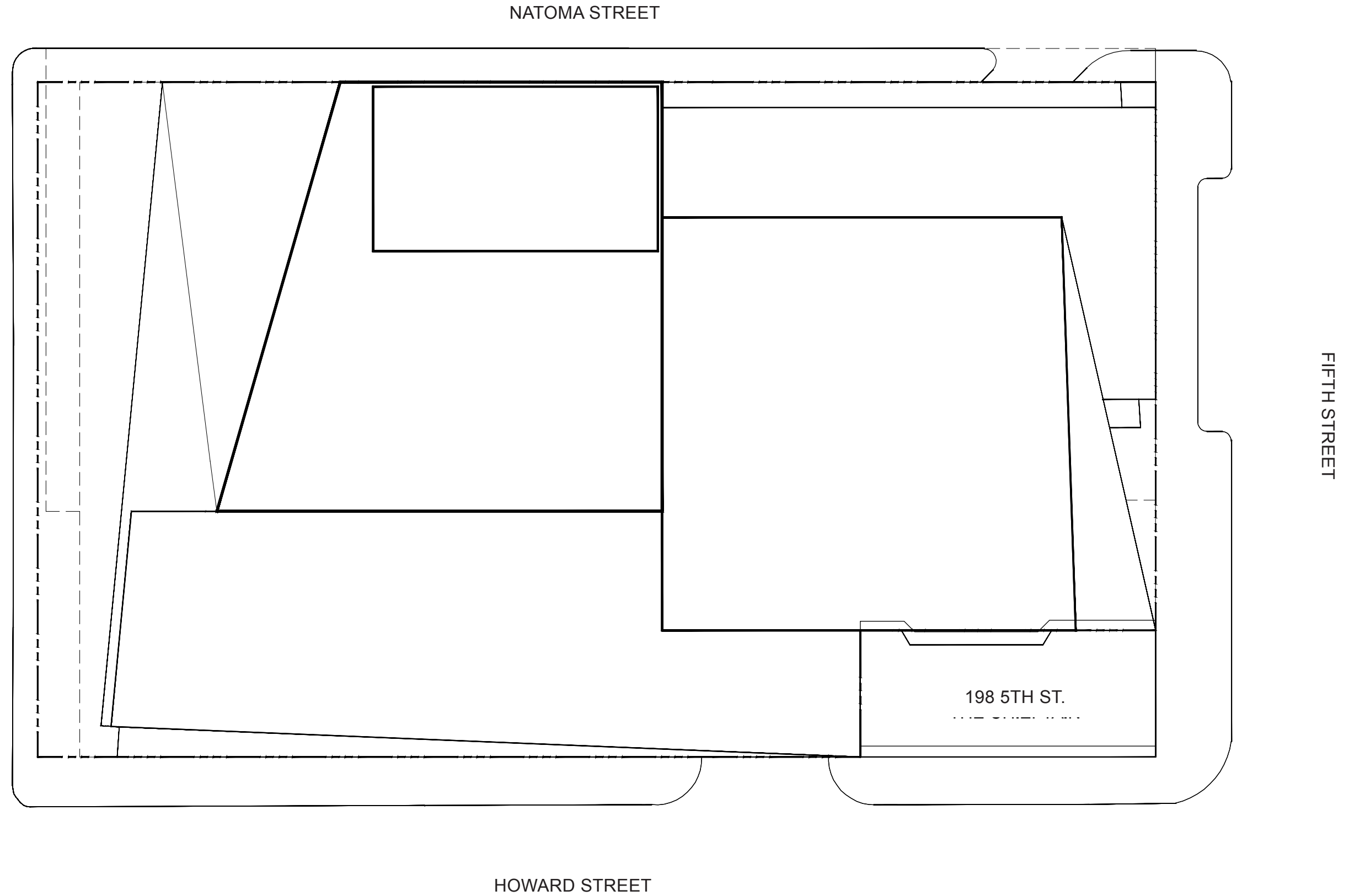


Upper Level Plan



FIGURE 4F: TYPICAL PLANS

H1 BUILDING



Plan Legend

Parcel Line

Canopy Line
(above)

Roof Plan

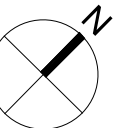
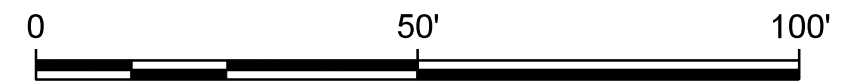
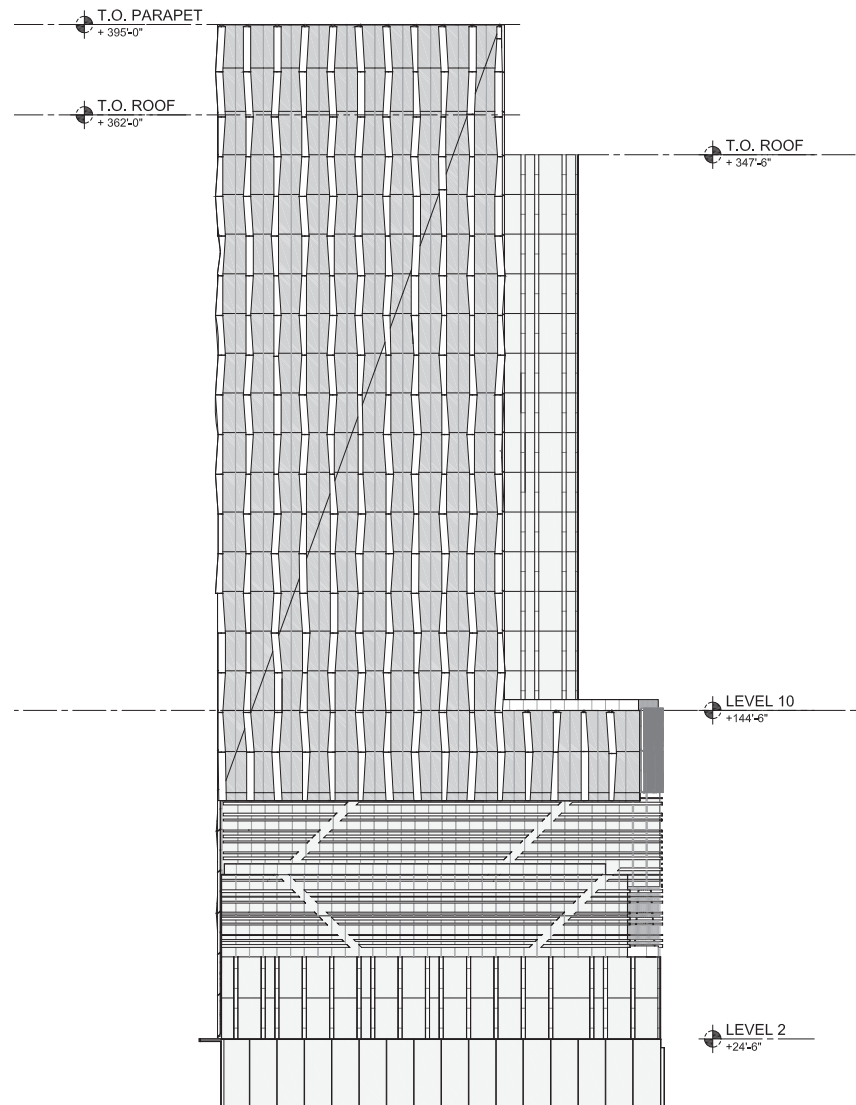
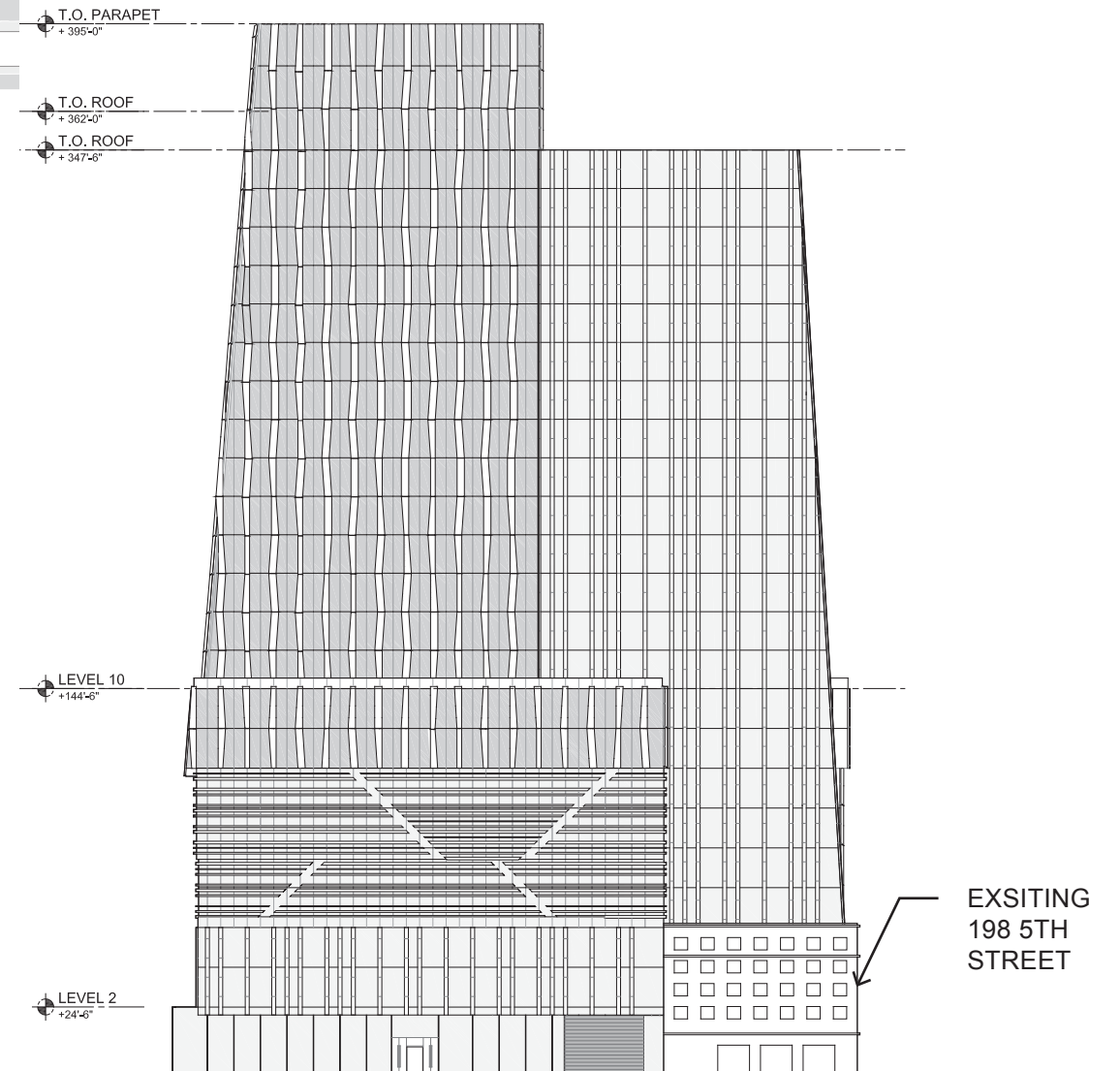


FIGURE 6A: TYPICAL ELEVATIONS

H1 BUILDING



West Elevation (view from Mary St)

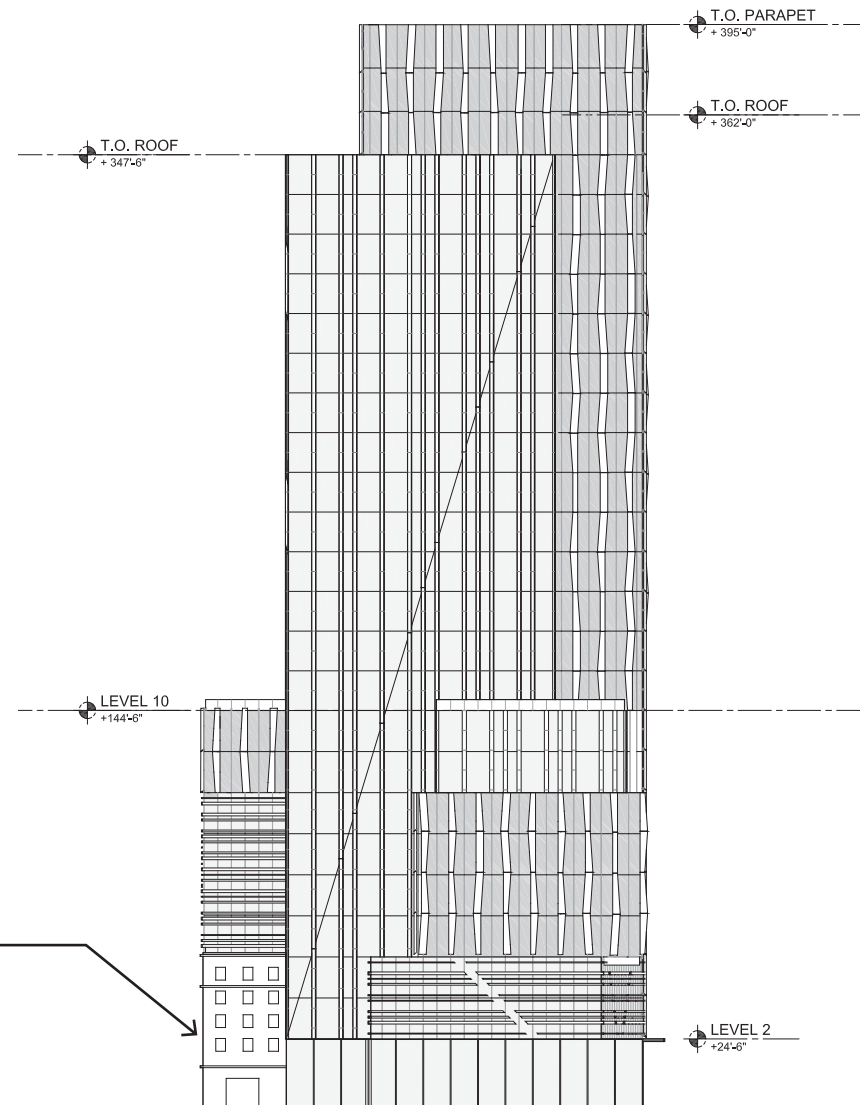


South Elevation (view from Howard St)

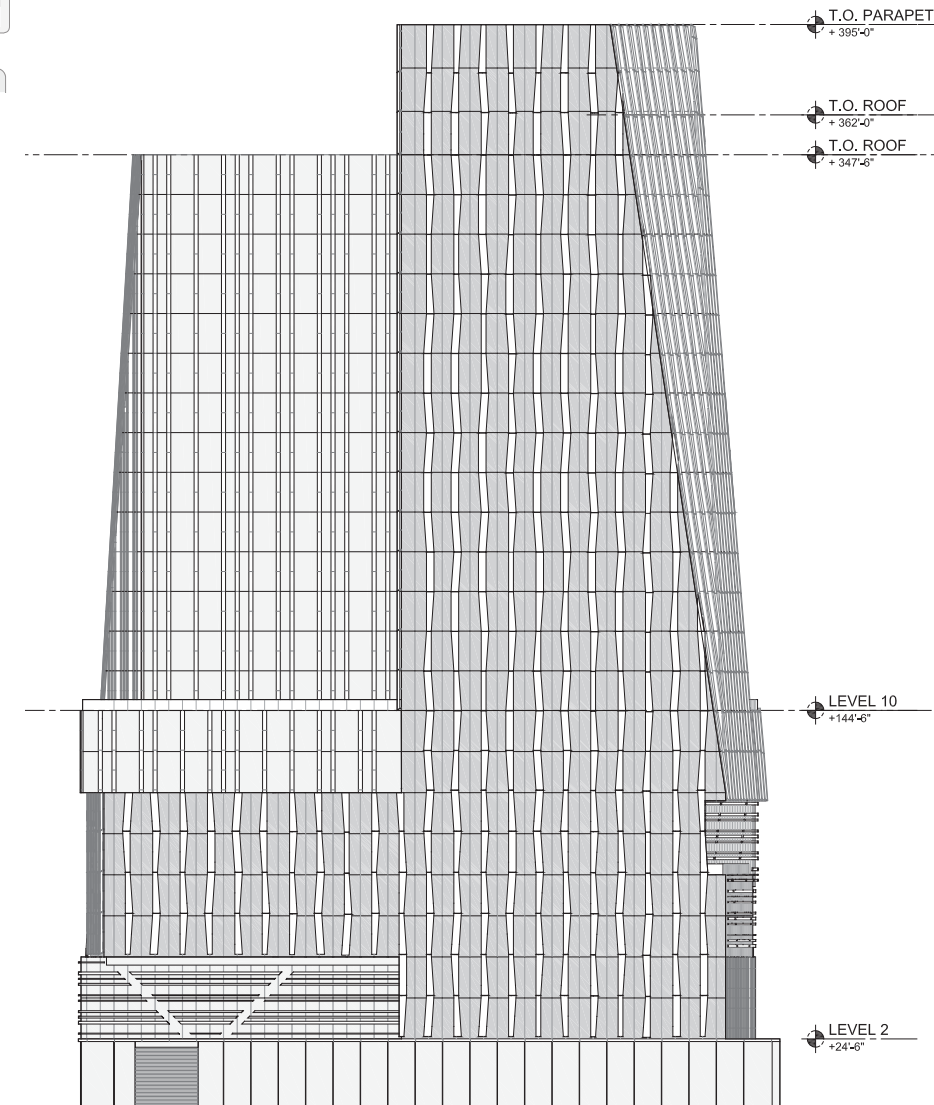
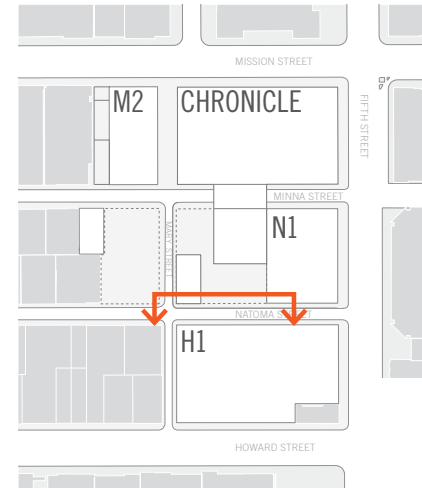
NOTE: NOT TO SCALE

FIGURE 6B: TYPICAL ELEVATIONS

H1 BUILDING



East Elevation (view from 5th St)

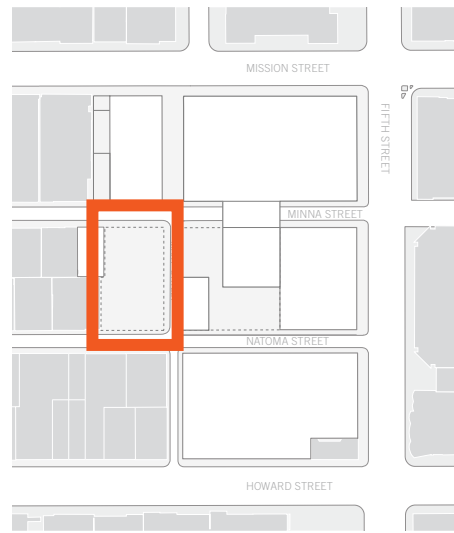


North Elevation (view from Natoma St)

NOTE: NOT TO SCALE

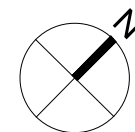
FIGURE 7: OPEN SPACE

MARY COURT WEST



NOTE: Open space plan is illustrative and may change in compliance with the 5M SUD and Design for Development

- 1 CANOPY OR GREENHOUSE STRUCTURE
- 2 PERFORMANCE STAGE
- 3 TIMBER SEATING
- 4 MULTI-PURPOSE GREEN



Mary Court West