



SAN FRANCISCO PLANNING DEPARTMENT

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BOARD OF SUPERVISORS
SAN FRANCISCO

MEMO

2014 APR -2 PM 2:49

Appeal of Tentative Parcel Map 706 Mission Street (aka 738 Mission Street)

DATE: March 31, 2014

TO: Angela Calvillo, Clerk of the Board of Supervisors

FROM: AnMarie Rodgers, Senior Policy Advisor – Planning Department (415) 558-6395
Kevin Guy, Case Planner – Planning Department (415) 558-6163

RE: Board File No. 140255, Planning Case No. 2013.1820S –
Appeal of the Tentative Parcel Map for 706 Mission Street (aka 738 Mission Street)

HEARING DATE: April 8, 2014

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

ATTACHMENTS:

- A. Planning Department Transmittal Letter to the Clerk of the Board for the Zoning Map Reclassification, dated June 3, 2013. Includes the following attachments:
 - i. Planning Commission Resolution No. 18879 (Zoning Map and Text Amendment)
 - ii. Draft Ordinance to amend Height Limit and to adopt Yerba Buena Center Mixed-Use Special Use District
 - iii. Planning Commission Executive Summary
- B. Planning Commission Motion No. 18894 (Downtown Project Authorization)
- C. Planning Commission Resolution No. 18876 (Absolute Cumulative Limit for Shadow on Union Square)
- D. Planning Commission Motion No. 18877 (Findings regarding Shadow Impacts)
- E. Historic Preservation Commission Motion No. 0197 (Major Permit to Alter)
- F. Subdivision Referral from Department of Public Works to the Planning Department.

PROJECT SPONSOR: 706 Mission Street, LLC; c/o Sean Jeffries of Millennium Partners,
735 Market Street, 4th Floor, San Francisco, CA 94107

APPELLANT: Tom Lippe, 201 Mission Street, 12th Floor, San Francisco, CA 94105

INTRODUCTION:

This memorandum and the attached documents are in response to the letter of appeal (“Appeal Letter”) to the Board of Supervisors (the “Board”) regarding the Department of Public Works (“DPW”) March 4, 2014 approval of a Tentative Parcel Map for a four-lot airspace subdivision related to a project at 706 Mission Street (Assessor’s Block 3706, Lots 093, 275, and portions of 277, “Project Site”) to rehabilitate the existing 10-story, 144-foot tall Aronson Building, and construct a new, adjacent 43-story tower, reaching a roof height of 480 feet with a 30-foot tall mechanical penthouse (Case No. 2008.1084EHKXRTZ). The application was filed with the Department of Public Works (“DPW”) on December 4, 2013 and referred to the Planning Department (the “Department”) for review on December 10, 2013. The Department recommended approval of the subdivision on January 6, 2014, and DPW issued an approval on March 4,

2014. The Appeal Letter to the Board was filed on March 14, 2014 by Tom Lippe, attorney representing the 765 Market Street Residential Owners Association.

The decision before the Board is whether to uphold or overturn the Tentative Parcel Map approval.

SURROUNDING PROPERTIES AND NEIGHBORHOOD

The Project Site is situated within the C-3-R Downtown Commercial zoning district, and is within the former Yerba Buena Center Redevelopment Area, a context characterized by intense urban development and a diverse mix of uses. Numerous cultural institutions are clustered in the immediate vicinity, including SFMOMA, the Yerba Buena Center for the Arts, the Museum of the African Diaspora, the Contemporary Jewish Museum, the Cartoon Art Museum, the Children's Creativity Museum, the California Historical Museum, and others. Multiple hotels and high-rise residential and office buildings are also located in the vicinity, including the W Hotel, the St. Regis Hotel and Residences, the Four Seasons, the Palace Hotel, the Paramount Apartments, One Hawthorne Street, the Westin, the Marriott Marquis, and the Pacific Telephone building. Significant open spaces in the vicinity include Yerba Buena Gardens to the south, and Jessie Square immediately to the west of the Project Site. The Moscone Convention Center facilities are located one block to the southwest, and the edge of the Union Square shopping district is situated two blocks northwest of the site. The Financial District is located in the blocks to the northeast and to the north. The western edge of the Transit Center District Plan area is located one-half block to the east at Annie Street.

BACKGROUND:

2008 – 2012: Applications for Development filed

On June 30, 2008, an Environmental Evaluation Initial Study was filed to the Planning Department. The Planning Department determined that an Environmental Impact Report ("EIR") was required for the proposed development project at 706 Mission Street, and provided public notice.

On September 25, 2008, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department.

On October 24, 2012, the Project Sponsor filed an application with the Department for a Downtown Project Authorization pursuant to Planning Code Section ("Section") 309 with requested Exceptions from certain Planning Code ("Code") requirements, for a project to rehabilitate an existing 10-story, 144-foot tall building (the Aronson Building), and construct a new, adjacent 47-story tower, reaching a roof height of 520 feet with a 30-foot tall mechanical penthouse, located at 706 Mission Street. The two buildings would be connected and would contain up to 215 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet that would house the Mexican Museum, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 215 parking spaces within the garage to serve the proposed residential uses. On May 20, 2013, the Project Sponsor reduced the height of the proposed tower from 520 feet (with a 30-foot-tall elevator/mechanical penthouse) to 480 feet (with a 30-foot-tall elevator/mechanical penthouse). As a result, the number of dwelling units in the Project was reduced from a maximum of 215

dwelling units to a maximum of 190 dwelling units, the number of residential parking spaces was reduced from a maximum of 215 spaces to a maximum of 190 spaces (collectively, "Project", Case No. 2008.1084X).

On October 24, 2012, the Project Sponsor submitted a request for a General Plan Referral Case No. 2008.1084R, regarding the changes in use, disposition, and conveyance of publicly-owned land, reconfiguration of the public sidewalk along Mission Street, and subdivision of the property.

On October 24, 2012, the Project Sponsor submitted a request to amend Height Map HT01 of the Zoning Maps of the San Francisco Planning Code to reclassify a portion of the Project Site from the 400-I Height and Bulk District to the 520-I Height and Bulk District. (Case No. 2008.1084Z). On May 20, 2013, in association with the reduced height of the Project, the Project Sponsor revised the request for a Height Reclassification to reclassify a portion of the Project Site from the 400-I Height and Bulk District to the 480-I Height and Bulk District.

On October 24, 2012, the submitted a request to amend Zoning Map SU01 and the text of the Planning Code to establish the "Yerba Buena Center Mixed-Use Special Use District" (SUD) on the property. The proposed SUD would modify specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations (Case No. 2008.1084T).

On October 26, 2012, the Project Sponsor submitted a request for a Major Permit to Alter for the construction of a new tower and the rehabilitation of the Aronson Building, a Category I (Significant) building under Article 11 of the Planning Code, located within the New Montgomery-Mission-Second Street Conservation District, including the removal of non-historic ground-floor infill materials, fire escapes, landings, and rooftop mechanical penthouse structures (Case No. 2008.1084H).

March – April 2013 – Planning Commission certifies EIR, Historic Preservation Commission approves Major Permit to Alter, and Board of Supervisors upholds EIR certification on appeal

On March 7, 2013, the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project.

On March 21, 2013, the Planning Commission ("Commission") conducted a duly noticed public hearing and certified the EIR prepared for the Project. Three separate appeals of the Commission's EIR certification were filed.

On April 3, 2013, the Historic Preservation Commission ("HPC") conducted a duly noticed public hearing and approved the requested Minor Permit to Alter.

May 2013 – Planning Commission approves Downtown Project Authorization, CEQA Findings, Section 295 Findings, and General Plan Consistency. Board of Supervisors upholds Commission's EIR certification.

On May 7, 2013, the Board of Supervisors considered the appeals of the EIR certification at a duly noticed public hearing, and unanimously voted to affirm the Planning Commission's certification of the Final EIR.

On May 23, 2013, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the proposed Project. At that hearing, the Commission adopted findings under the California Environmental Quality Act, approved the Downtown Project Authorization including requested Planning Code exceptions, adopted findings that the Project is consistent with the General Plan, adopted a resolution (in consultation with the Recreation and Park Commission) to raise the absolute cumulative shadow limit for Union Square), and adopted findings that the shadow cast by the Project on Union Square would not adversely affect the use of the park.

At the same hearing, the Commission, recommended that the Board of Supervisors approve a Zoning Map Amendment and Zoning Text Amendment to change the height limit on the subject property from a 400-foot height limit to a 480-foot height limit, and to adopt the Yerba Buena Center Mixed-Use Special Use District. This SUD modifies specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations

July 2013 – Board of Supervisors upholds the HPC's Major Permit to Alter, and approves the Zoning Map Amendment and Planning Code Text Amendment. Board of Appeals upholds approval of Downtown Project Authorization

On July 23, 2013, the Board of Supervisors considered the appeals of the Major Permit to Alter, and upheld the Historic Preservation Commission's approval of the Major Permit to Alter.

At the same hearing on July 23, 2013, the Board of Supervisors finally approved the Zoning Map Amendment and Zoning Text Amendment related to the Project. Mayor Edwin Lee signed this ordinance into law on August 2, 2013.

On July 31, 2013, the Board of Appeals upheld an appeal of the Commission's approval of the Downtown Project Authorization of the Project.

APPELLANT ISSUES AND PLANNING DEPARTMENT RESPONSES:

It should be noted that there are two separate subdivision applications related to the 706 Mission Street development project: DPW Project ID# 7969 and 7970. DPW Project ID# 7969 is a four-lot subdivision at 738 Mission Street that is intended to facilitate conveyance of property formerly owned by the San Francisco Redevelopment Agency, in accordance with previously-approved agreements between the Project Sponsor and the Successor Agency Commission and Oversight Board (OCII). This subdivision was approved by DPW on March 4, 2014. DPW Project ID# 7970 is a subdivision of the residential and commercial condominium units within the 706 Mission Street project. This application is currently under review by DPW, and has not yet been approved. The Appeal Letter indicates that the subject appeal involves Project ID #7970, however, this subdivision is not yet ripe for appeal because DPW has not yet taken action on this application. The Clerk of the Board indicated in a 3/19/14 email to Director Nuru that the Board of Supervisors appeal hearing concerns the appeal of DPW Project ID# 7969 at 738 Mission Street. In a March 27, 2014 email, the Appellant has indicated an intent to appeal DPW Project ID# 7970 subdivision applications for 706 Mission when this appeal becomes timely.

In discussing the basis for the appeal, the Appellant raises issues that have been addressed by previous actions regarding the 706 Mission Street development project. Specifically, the EIR prepared for the Project has been certified, and the Project has received all necessary entitlements from the Planning Commission, Recreation and Park Commission, and Historic Preservation Commission. The issues raised by the Appellant may be summarized as follows:

1. **The subdivision does not comply with Article 11 Planning Code Regulations.** Article 11 of the Planning Code includes regulations which address the preservation of buildings and districts of architectural, historical, and aesthetic importance in C-3 Districts. These regulations are irrelevant to the approval of the Tentative Map. However, the Appellant specifically cites that the following concerns:

- a. *The height of the Aronson Building will increase by more than one story, in violation of Section 1111.6(c)(6).*

Planning Department Response: The Appellant is incorrect regarding this aspect of the Project. The Project includes the rehabilitation of the Aronson Building, including the removal of non-historic ground-floor infill materials, fire escapes, landings, and rooftop mechanical penthouse structures. The Project would also add a roof terrace and solarium to the roof the Aronson Building as amenities that meet the Planning Code requirements for open space to serve the residential uses. The solarium is limited to one-story in height, and occupies a portion of the roof which is substantially set back from abutting streets to minimize visibility of this feature. Section 1111.6(c)(6) allows such additions to Category I, provided that they are compatible with the character of the building and its surroundings

- b. *The tower portion of the Project is not compatible with the scale of the Aronson Building, or with the scale and character of the New Montgomery-Mission-Second ("NMMS") Conservation District.*

Planning Department Response: The Appellant does not specifically cite how the tower portion of the Project is incompatible with the Aronson Building or the NMMS District. As noted under 'Background' above, on May 15, 2013, the Historic Preservation Commission approved a Major Permit to Alter, which determined that the Project is consistent with the regulations of Article 11, as well as the Secretary of the Interior Standards for Rehabilitation. The findings of this approval state, in part, that the tower will be differentiated in its modern, contemporary design vocabulary, yet be compatible with the Aronson Building and the New Montgomery-Mission-Second Street Conservation District. For example, the lower levels of the tower would align with their counterparts in the Aronson Building, creating a relationship between the two structures that would be expressed on the exterior of the proposed tower. The approval findings acknowledge that the proposed height of the tower is much taller than the Aronson Building, however, the Project is located within a context that is characterized by buildings of varying heights. The proposed massing and articulation of the tower further differentiate it from the Aronson Building, allowing each to maintain a related but distinct character and physical presence.

Note: The Appellant previously raised these issues in the appeal of the Major Permit to Alter to the Board of Supervisors. On July 23, 2013, the Board of Supervisors fully considered these arguments and rejected the appeal of the Major Permit to Alter.

2. **The subdivision does not comply with Planning Code Sections 295 and 309.** Section 295 regulates the shadow impacts of new development on properties under the jurisdiction of the Recreation and Park Commission. Section 309 regulates the review and approval of development within C-3 Districts.

Planning Department Response: These regulations are irrelevant to the approval of the Tentative Map. The appellant does not specifically address how the Project fails to comply with these sections of the Planning Code.

As noted under 'Background' above, on May 23, 2013, the Commission approved a Downtown Project Authorization for the Project pursuant to Section 309, including the granting of requested exceptions from specific section of the Planning Code.

Note: The Appellant raised numerous issues regarding the Downtown Project Authorization approval through an appeal of this decision to the Board of Appeals. On July 31, 2013, the Board of Appeals fully considered these arguments and rejected the appeal of the Downtown Project Authorization.

On May 23, 2013, the Commission also adopted actions related to Section 295 in consultation with the Recreation and Park Commission. Specifically, the Commission raised the absolute cumulative shadow limit for Union Square, and adopted findings that the shadow cast by the Project on Union Square would not adversely affect the use of the park.

3. **The subdivision does not comply with CEQA.** The Appellant was also one of the appellants of the Commission's certification of the EIR prepared for the Project.

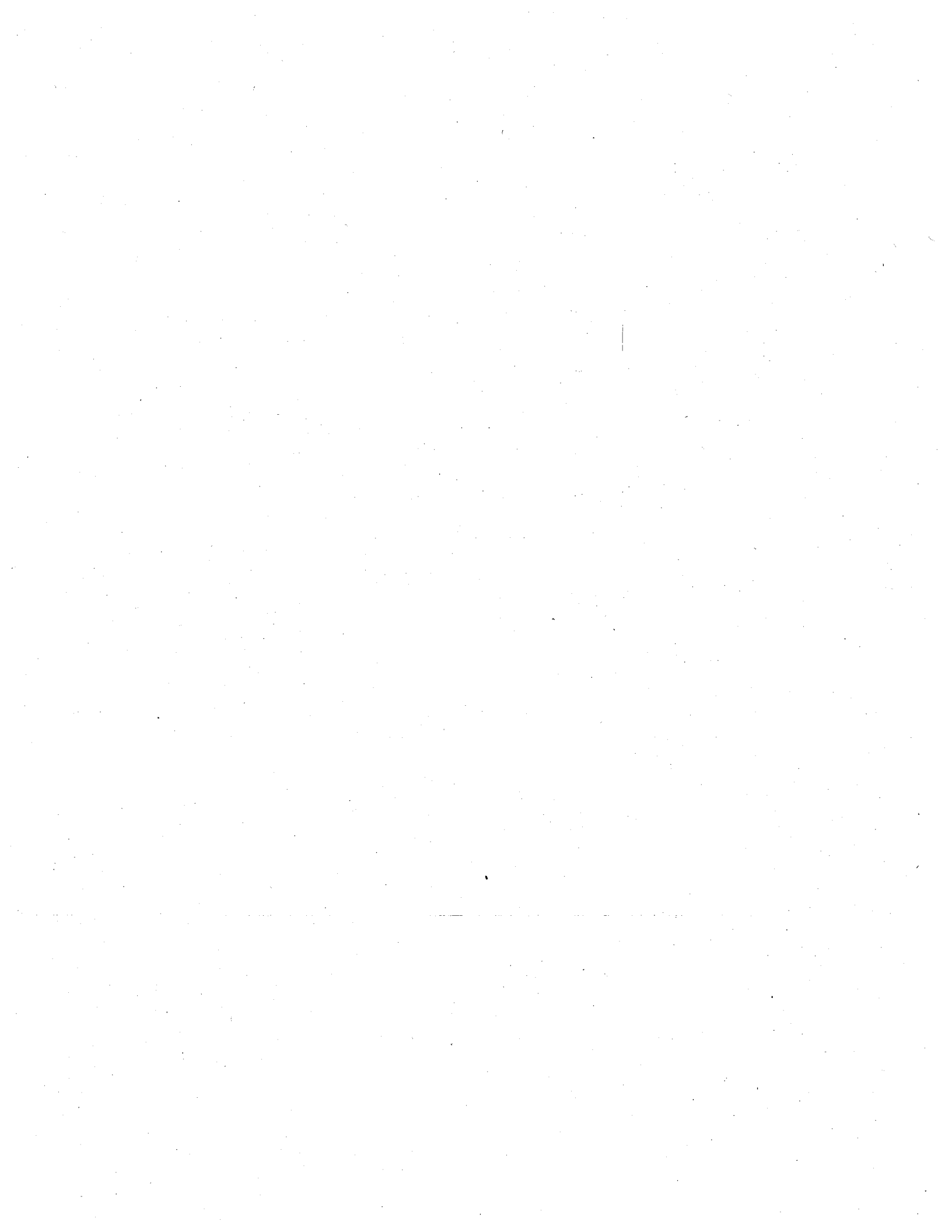
Department Response & Note: The Board of Supervisors considered the arguments raised by Mr. Lippe and other appellants at a hearing on May 7, 2013. The Board unanimously rejected the appeals and upheld the Commission's certification of the EIR. In addition, since certification of the EIR, there is no new information of substantial importance raised by Appellants or that has otherwise come to light under CEQA Guidelines Section 15162.

The Department will be attending the Board hearing and can provide additional details as requested at that time.

CONCLUSION:

In their approval of the Downtown Project Authorization, the Commission cited numerous benefits of the Project, including the addition of housing within an intense, walkable urban context, the rehabilitation of the historic Aronson Building, and the provision of a permanent home for the Mexican Museum within a cluster of art museums and cultural institutions. The Commission also found that the Project's uses, size, density, height, and design are compatible with the surrounding context. The Board of Supervisors has reaffirmed these decisions during the appellant's previous appeals to the Board of Supervisors of the EIR certification and the Major Permit to Alter. The Board of Appeals has also upheld the Downtown Project Authorization.

As described above, the EIR prepared for the Project has been certified, and the Project has received all necessary entitlements from the Planning Commission, Recreation and Park Commission, and Historic Preservation Commission. Department staff has concluded that the Tentative Map application would subdivide airspaces within the subject parcels in a manner that is consistent with the configuration of the development project approved by the entitlements. The Planning Department recommends that the Board uphold the Department of Public Work's decision in approving the Tentative Parcel Map for 706 Mission Street (aka 738 Mission Street) and deny the Appellant's request for appeal. In addition, the Planning Department recommends that the Board adopt findings that, since certification of the EIR, there is no new information of substantial importance raised by Appellants or that has otherwise come to light under CEQA Guidelines Section 15162.





SAN FRANCISCO PLANNING DEPARTMENT

June 3, 2013

Ms. Angela Calvillo, Clerk
Honorable Supervisor Chiu
Board of Supervisors
City and County of San Francisco
City Hall, Room 244
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Re: Transmittal of Planning Department Case Number 2008.1084TZ:
706 Mission Street
T Case: Planning Code Text Amendment and Zoning Map Amendment –
Adoption of "Yerba Buena Center Mixed-Use Special Use District"
Z Case: Rezoning (Height Reclassification)
Planning Commission Recommendation: Approval

Dear Ms. Calvillo:

On May 23, 2013, the Planning Commission conducted a duly noticed public hearing to consider proposed amendments to the Zoning Map and the Planning Code, in association with a proposed development located at 706 Mission Street to rehabilitate the existing 10-story, 144-foot tall Aronson Building, and construct a new, adjacent 43-story tower, with a roof height of 480 feet and an additional 30-foot tall mechanical penthouse (for a maximum height of 510 feet). The two buildings would be connected and would contain up to 190 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet that will house the permanent home of the Mexican Museum, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 190 parking spaces within the garage to serve the proposed residential uses.

It should be noted that, since the publication of the initial Planning Commission staff report (including the attached Executive Summary), the Project Sponsor reduced the height of the proposed tower from a maximum roof height of 520 feet, to a roof height of 480 feet. The roofline profile of the tower would not change, with the top of the mechanical penthouse reaching a height of 510 feet (reduced from a previous height of 550 feet). No other changes to the tower envelope or architectural expression are proposed. The reduction in tower height would also reduce the number of dwelling units from a range of 162 to 215 units in the initial proposal, to a range of 145 to 190 units. As a result of the reduced height, the Project sponsor is no longer seeking approval of the "office flex" option described in the Executive Summary.

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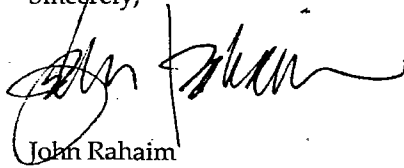
The proposed Ordinance would do the following:

1. Zoning Map Amendments: Proposal would amend Zoning Map HT01 to reclassify the subject property from the 400-I Height and Bulk District to the 480-I Height and Bulk District, and would amend Zoning Map SU01 to establish the "Yerba Buena Center Mixed-Use Special Use District" on the subject property.
2. Planning Code Text Amendment: Proposal would add the "Yerba Buena Center Mixed-Use Special Use District" to the Planning Code, specify permitted uses and required cultural uses, and modify specific Planning Code regulations including Floor Area Ratio ("FAR") limitations, dwelling unit exposure, rooftop screening features, bulk limitations, curb cuts on Mission on Third Streets, and dwelling unit density. In addition, the SUD is proposed with a five-year sunset provision.

At the May 23, 2013 Planning Commission hearing, the Commission voted to recommend approval of the proposed Ordinance.

Please find attached documents relating to the action of the Commission. Additional supporting documents will be transmitted under separate cover, prior to any Land Use Committee hearing on these items. If you have any questions or require further information please do not hesitate to contact me.

Sincerely,



John Rahaim

Director of Planning

cc:

Jon Givner, City Attorney

Susan Cleveland-Knowles, City Attorney

Marlena Byrne, City Attorney

Jason Elliot, Mayor's Director of Legislative & Government Affairs

Attachments (two hard copies of the following):

Planning Commission Resolution

Draft Ordinance

Planning Department Executive Summary



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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Planning Commission Resolution 18879 Zoning Map Amendment Planning Code Text Amendment

HEARING DATE: MAY 23, 2013

Date: March 28, 2013
Case No.: 2008.1084EHKXRTZ
Project Address: 706 Mission Street
Project Site Zoning: C-3-R (Downtown, Retail, Commercial)
400-I Height and Bulk District
Block/Lots: 3706/093, 275, portions of 277 (706 Mission Street)
0308/001 (Union Square)
Project Sponsor: 706 Mission Street, LLC
c/o Sean Jeffries of Millennium Partners
735 Market Street, 4th Floor
San Francisco, CA 94107
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org

RESOLUTION OF THE PLANNING COMMISSION RECOMMENDING THAT THE BOARD OF SUPERVISORS AMEND ZONING MAP SHEET HT01 TO RECLASSIFY THE PROPERTY AT 706 MISSION STREET, BLOCK 3706, LOT 093 AND PORTIONS OF LOT 277, FROM THE 400-I HEIGHT AND BULK DISTRICT TO THE 480-I HEIGHT AND BULK DISTRICT, AND RECOMMENDING THAT THE BOARD OF SUPERVISORS AMEND ZONING MAP SHEET SU01 AND THE TEXT OF THE PLANNING CODE TO ADOPT THE "YERBA BUENA CENTER MIXED-USE SPECIAL USE DISTRICT" AT 706 MISSION STREET, BLOCK 3706, LOT 093 AND PORTIONS OF LOT 277, AND ADOPTING FINDINGS THAT THE PROPOSED AMENDMENT TO THE PLANNING CODE AND ZONING MAPS IS CONSISTENT WITH THE OBJECTIVES AND POLICIES OF THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF SECTION 101.1(b) OF THE PLANNING CODE, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

RECITALS

1. WHEREAS, On October 24, 2012, 706 Mission Street Co LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use

development project ("Project") at the northwest corner of Third and Mission Streets, including an application for a Planning Code Text Amendment to create a new Yerba Buena Center Mixed-Use Special Use District, and an application for a Height Reclassification to reclassify the property at 706 Mission Street from the 400-I Height and Bulk District to the 520-I Height and Bulk District. On May 20, 2013, the Project Sponsor reduced the height of the proposed Project from 520 feet (with a 30-foot-tall elevator/mechanical penthouse) to 480 feet (with a 30-foot-tall elevator/mechanical penthouse). In association with the reduced height of the Project, the Project Sponsor revised the request for a Height Reclassification to reclassify the Project site from the 400-I Height and Bulk District to the 480-I Height and Bulk District.

2. **WHEREAS**, The Project is proposed to be developed on three parcels: (1) the entirety of Assessor's Block 3706, Lot 093, which is currently owned by the Applicant and which is improved with an existing 10-story, 144-foot-tall building with a 10-foot-tall mechanical penthouse ("Aronson Building"); (2) a portion of Assessor's Block 3706, Lot 277, which is currently owned by the Successor Agency to the Redevelopment Agency of the City and County of San Francisco ("Successor Agency"), and which was chosen by the former Redevelopment Agency Commission and The Mexican Museum Board of Trustees as the future permanent home of The Mexican Museum (the "Mexican Museum Parcel"); and (3) a portion of Assessor's Block 3706, Lot 277 and the entirety of Lot 275, which is currently owned by the Successor Agency, and which is improved with the below-grade, 442 parking space Jessie Square Garage (the "Garage Parcel"). The Aronson Building is designated as a Category I Significant Building within the expanded New Montgomery-Mission-Second Street Conservation District.
3. **WHEREAS**, As part of the Project, and pursuant to transaction documents to be entered into between the Successor Agency and the Applicant, the Successor Agency would convey the Garage Parcel and the Mexican Museum Parcel to the Applicant. The Applicant would then construct a new 43-story, 480-foot-tall tower (with a 30-foot-tall elevator/mechanical penthouse), with two floors below grade. The new tower would be adjacent to and physically connected to the existing Aronson Building, which would be rehabilitated in compliance with the Secretary of Interior's Standards.
4. **WHEREAS**, The new tower would contain up to 39 floors of residential space. The Mexican Museum would occupy the ground through fourth floors of the tower and the second and third floors and possibly some of the ground floor of the Aronson Building. The overall project would contain up to 190 residential units, space for The Mexican Museum, a ground-floor retail/restaurant use, and associated building services. The project would also entail certain reconfigurations of the Jessie Square Garage.
5. **WHEREAS**, Pursuant to transaction documents to be entered into between the Successor Agency and the Applicant, the Project would result in several public benefits, including the rehabilitation of the Category I Aronson Building, the construction of a core-and-shell for future occupancy by the Mexican Museum, a \$5,000,000 operating endowment for the Mexican Museum, and the creation of affordable housing opportunities through the payment of an in-lieu fee equal to 20% of the residential units, pursuant to the Inclusionary Affordable Housing Program in Sections 415 through

415.9, as well as the payment of an additional affordable housing fee to the Successor Agency equal to 8% of the residential units.

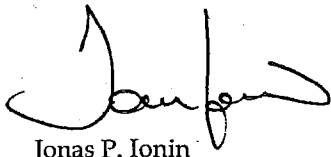
6. **WHEREAS**, In order for the Project to proceed and be developed as contemplated by the Applicant, the Successor Agency, and The Mexican Museum, a height reclassification and amendments to certain provisions of the Planning Code are required, including modifications of regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations.
7. **WHEREAS**, On June 27, 2012, the Department published a draft Environmental Impact Report (EIR) for public review. The draft EIR was available for public comment until August 13, 2012. On August 2, 2012, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On March 7, 2013, the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project. On March 21, 2013, the Commission reviewed and considered the Final EIR 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 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. 2008.1084E, at 1650 Mission Street, Fourth Floor, San Francisco, California.
8. **WHEREAS**, Three separate appeals of the Commission's certification were filed before the April 10, 2013 deadline. The Board of Supervisors considered these appeals at a duly noticed public hearing on May 7, 2013, and unanimously voted to affirm the Planning Commission's certification of the Final EIR. The Board of Supervisors reviewed and considered the Final EIR and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with CEQA, the CEQA Guidelines and Chapter 31. The Board of Supervisors found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Board of Supervisors, and that the summary of comments and responses contained no significant revisions to the draft EIR, and approved the Final EIR in compliance with CEQA, the CEQA Guidelines and Chapter 31.
9. **WHEREAS**, The Project would affirmatively promote, be consistent with, and would not adversely affect the General Plan, including the following objectives and policies, for the reasons set forth set forth in Item #8 of Motion No. 18894, Case No. 2008.1084X, which are incorporated herein as though fully set forth.

10. **WHEREAS**, The Project complies with the eight priority policies of Planning Code Section 101.1, for the reasons set forth set forth in Item #9 of Motion No. 18894, Case No. 2008.1084X, which are incorporated herein as though fully set forth.
11. **WHEREAS**, A proposed ordinance, attached hereto as Exhibit A, has been prepared in order to make the amendment to the Sheet HT01 of the Zoning Map by changing the height and bulk district for the Project Site, from the existing 400-I Height and Bulk District to a height limit of 480 feet. The proposed ordinance would also amend Zoning Map SU01 and the text of the Planning Code to establish the "Yerba Buena Center Mixed-Use" SUD on the property.
12. **WHEREAS**, the Office of the City Attorney has approved the proposed ordinance as to form.
13. **WHEREAS**, Section 4.105 of the San Francisco Charter and Section 302 of the Planning Code require that the Commission consider any proposed amendments to the City's Zoning Maps or Planning Code, and make a recommendation for approval or rejection to the Board of Supervisors before the Board of Supervisors acts on the proposed amendments.
14. **WHEREAS**, On May 23, 2013, the Commission adopted Motion No. 18875, adopting CEQA findings, including a Statement of Overriding Considerations, and adopting the MMRP, which findings and adoption of the MMRP are hereby incorporated by reference as though fully set forth herein. The Commission found that the reduction in the height of the Project has resulted in no substantial changes that would require major revisions to the Final EIR or result in new or substantially more severe significant environmental impacts that were not evaluated in the Final EIR, no new information has become available that was not known and could not have been known at the time the Final EIR was certified as complete and that would result in new substantially more severe significant environmental impacts not evaluated in the Final EIR, and no mitigation measures or alternatives previously found infeasible would be feasible or mitigation measures or alternatives considerably different than those analyzed in the Final EIR would substantially reduce significant environmental impacts, but the project proponent declines to adopt them.
15. **WHEREAS**, On May 23, 2013, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to consider the Proposed Zoning Map Amendment and Zoning Text Amendment.
16. **WHEREAS**, The Commission has had available to it for its review and consideration studies, case reports, letters, plans, and other materials pertaining to the Project contained in the Department's case files, and has reviewed and heard testimony and received materials from interested parties during the public hearings on the Project.

NOW, THEREFORE BE IT RESOLVED THAT, the Commission finds, based upon the entire Record, the submissions by the Applicant, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, that the public necessity, convenience and general welfare require that Sheet HT01 of the Zoning Maps be amended to reclassify the height limit for the property from the existing 400-I Height and Bulk District to a height limit of 480 feet, and to amend Zoning Map SU01 and the text of the Planning Code to establish the "Yerba Buena Center Mixed-Use" SUD on the property, as proposed in Application No. 2008.1084TZ; and,

BE IT FURTHER RESOLVED THAT, the Planning Commission recommends the Board of Supervisors approve the proposed Zoning Map Amendment and Planning Code Text Amendment.

I hereby certify that the foregoing Resolution was ADOPTED by the Planning Commission at its regular meeting on May 23, 2013.



Jonas P. Ionin
Acting Commission Secretary

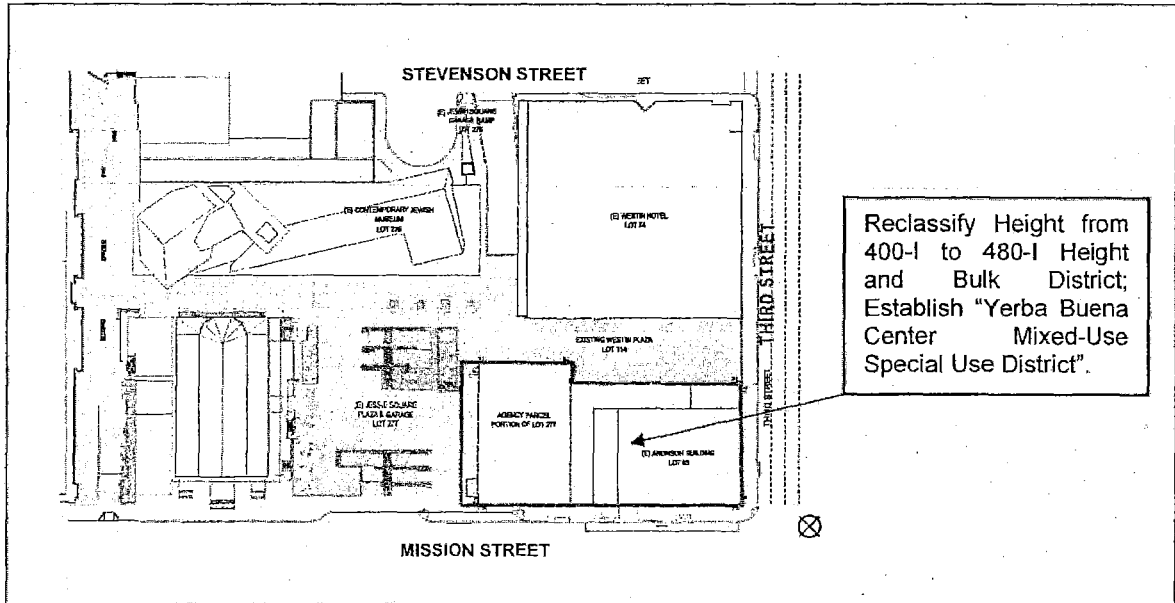
AYES: Fong, Antonini, Borden, Hillis

NOES: Moore, Sugaya, Wu

ABSENT:

ADOPTED: May 23, 2013

Proposed Zoning Map Amendments



LEGISLATIVE DIGEST

[Planning Code - Yerba Buena Center Mixed-Use Special Use District]

Ordinance amending the San Francisco Planning Code and Zoning Map by: adding section 249.71 to create the Yerba Buena Center Mixed-Use Special Use District located at 706 Mission Street, Lot 093 and portions of Lot 277 within Assessor's Block 3706 to facilitate the development of the 706 Mission Street – The Mexican Museum and Residential Tower Project by modifying specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations; amending the Zoning Map to add the Special Use District and increase the height of property in the SUD from 400 feet to 480 feet; and making environmental findings and findings of consistency with the General Plan.

Existing Law

The proposed legislation affects three parcels: (1) the entirety of Assessor's Block 3706, Lot 093, which is improved with an existing 10-story, 144-foot-tall building with a 10-foot-tall mechanical penthouse ("Aronson Building"); (2) a portion of Assessor's Block 3706, Lot 277 (the "Mexican Museum Parcel"); and (3) a portion of Assessor's Block 3706, Lot 277 and the entirety of Lot 275, which is improved with the below-grade, 442 parking space Jessie Square Garage (the "Garage Parcel"). The Aronson Building is designated as a Category I Significant Building within the New Montgomery-Mission-Second Street Conservation District. The area is currently zoned C-3-R (Downtown Retail).

Amendments to Current Law

The proposed legislation would allow for the development the 706 Mission Street—The Mexican Museum and Residential Tower Project ("Project"). The Project includes a new 43-story, 480-foot-tall tower (with a 30-foot-tall elevator/mechanical penthouse), with two floors below grade. The new tower would be adjacent to and physically connected to the existing Aronson Building, which would be rehabilitated in compliance with the Secretary of Interior's Standards for the Treatment of Historic Properties. The new tower would contain up to 39 floors of residential space, and the Mexican Museum would occupy the ground through fourth floors of the tower and the second and third floors and possibly some of the ground floor of the Aronson Building. The overall project would contain up to 190 residential units, space for The Mexican Museum, a ground-floor retail/restaurant use, and associated building services.

To do this, the proposed legislation would create a new special use district ("SUD") overlay on top of the existing C-3-R (Downtown Retail) zoning. This means that the SUD would be an additional set of zoning controls on top of and taking precedence over the C-3-R zoning. The proposed legislation would also reclassify the property from a 400-I Height and Bulk District to a 480-I Height and Bulk District.

1 [Planning Code - Yerba Buena Center Mixed-Use Special Use District]

2
3 **Ordinance amending the San Francisco Planning Code and Zoning Map by: adding**
4 **section 249.71 to create the Yerba Buena Center Mixed-Use Special Use District located**
5 **at 706 Mission Street, Lot 093 and portions of Lot 277 within Assessor's Block 3706 to**
6 **facilitate the development of the 706 Mission Street – The Mexican Museum and**
7 **Residential Tower Project by modifying specific Planning Code regulations related to**
8 **permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio**
9 **limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and**
10 **curb cut locations; amending the Zoning Map to add the Special Use District and**
11 **increase the height of property in the SUD from 400 feet to 480 feet; and making**
12 **environmental findings and findings of consistency with the General Plan.**

13 NOTE: Additions are *single-underline italics Times New Roman*;
14 deletions are *strike-through italics Times New Roman*.
15 Board amendment additions are double-underlined;
16 Board amendment deletions are ~~strikethrough normal~~.

17 Be it ordained by the People of the City and County of San Francisco:

18 Section 1. General Findings. The Board of Supervisors finds as follows:

19 (a) On October 24, 2012, 706 Mission Street Co. LLC (the "Applicant") filed
20 entitlement applications with the Planning Department for the development of a mixed-use
21 development project (the "Project") at the northwest corner of Third and Mission Streets,
22 including an application for a Planning Code text amendment to create a new Yerba Buena
23 Center Mixed-Use Special Use District.

24 (b) The Project is proposed to be developed on three parcels: (1) the entirety of
25 Assessor's Block 3706, Lot 093, which is currently owned by the Applicant and which is

1 improved with an existing 10-story, 144-foot-tall building with a 10-foot-tall mechanical
2 penthouse (the "Aronson Building"); (2) a portion of Assessor's Block 3706, Lot 277, which is
3 currently owned by the Successor Agency to the Redevelopment Agency of the City and
4 County of San Francisco ("Successor Agency"), and which was chosen by the former
5 Redevelopment Agency Commission and The Mexican Museum Board of Trustees as the
6 future permanent home of The Mexican Museum (the "Mexican Museum Parcel"); and (3) a
7 portion of Assessor's Block 3706, Lot 277 and the entirety of Assessor's Block 3706, Lot 275,
8 which is currently owned by the Successor Agency, and which is improved with the below-
9 grade, 442 parking space Jessie Square Garage (the "Garage Parcel"). The Aronson Building
10 is designated as a Category I Significant Building within the New Montgomery-Mission-
11 Second Street Conservation District.

12 (c) As part of the Project, and pursuant to transaction documents to be entered into
13 between the Successor Agency and the Applicant, the Successor Agency would convey the
14 Garage Parcel and the Mexican Museum Parcel to the Applicant. The Applicant would then
15 construct a new 44-story, 480-foot-tall tower (with a 30-foot-tall elevator/mechanical
16 penthouse), with two floors below grade. The new tower would be adjacent to and physically
17 connected to the existing Aronson Building, which would be rehabilitated in compliance with
18 the Secretary of the Interior's Standards. The new tower would contain up to 39 floors of
19 residential space. The Mexican Museum would occupy the ground through fourth floors of the
20 tower and the second and third floors and possibly some of the ground floor of the Aronson
21 Building. The overall project would contain up to 190 residential units, space for The Mexican
22 Museum, a ground-floor retail/restaurant use, and associated building services. The project
23 would also entail certain reconfigurations of the Jessie Square Garage.

24 (d) Pursuant to transaction documents to be entered into between the Successor
25 Agency and the Applicant, the Project would result in several public benefits, including the

1 rehabilitation of the Category I Aronson Building, the construction of a core-and-shell for future
2 occupancy by the Mexican Museum, a \$5,000,000 operating endowment for the Mexican
3 Museum, and the creation of affordable housing opportunities through the payment of an in-
4 lieu fee equal to 20% of the residential units, pursuant to the Inclusionary Affordable Housing
5 Program in Planning Code Sections 415 through 415.9, as well as the payment of an
6 additional affordable housing fee to the Successor Agency equal to 8% of the residential units.

7 (e) In order for the Project to proceed and be developed as contemplated by the
8 Applicant, the Successor Agency, and The Mexican Museum, amendments to certain
9 provisions of the Planning Code are required.

10
11 Section 2. Environmental, Planning Code, and General Plan Findings. The Board of
12 Supervisors finds as follows:

13 (a) On March 21, 2013, the San Francisco Planning Commission certified that the
14 Final Environmental Impact Report ("Final EIR") for the 706 Mission Street – The Mexican
15 Museum and Residential Tower Project ("Project") was in compliance with the California
16 Environmental Quality Act, (California Public Resources Code section 21000, *et seq.*)
17 ("CEQA"), the CEQA Guidelines, and Administrative Code Chapter 31 in Planning
18 Commission Motion No. 18829. On May 7, 2013, the Board of Supervisors rejected three
19 separate appeals of the Commission's certification of the Final EIR and by Board Motion No.
20 M13-062 affirmed the Planning Commission's certification of the Final EIR. The Final EIR and
21 Planning Commission Motion No. 18829 are on file with the Clerk of the Board of Supervisors
22 in File No. _____ and are incorporated by reference.

23 (b) On May 15, 2013, the Historic Preservation Commission, by Motion No. 0197,
24 approved a Major Permit to Alter for the Project.

1 (c) On May 23, 2013, the Planning Commission approved several actions
2 associated with the Project, including a Determination of Compliance with Planning Code
3 Section 309 by Motion No. 18894, as well as a General Plan Referral by Motion No. 18878.
4 At the same hearing, the Planning Commission and Recreation and Park Commission
5 considered jointly and each approved actions to raise the shadow limit on Union Square, a
6 property within the jurisdiction of the Recreation and Park Department, and allocate shadow to
7 the Project. Planning Commission Resolution No. 18876 and Motion No. 18877 and
8 Recreation and Park Commission Resolution No. 1305-014 and Motion No. 1305-015 are on
9 file with the Clerk of the Board of Supervisors in File No. _____ and are incorporated by
10 reference.

11 (d) At the hearing, both the Planning Commission and the Recreation and Park
12 Commission adopted CEQA Findings, including a Statement of Overriding Considerations and
13 a Mitigation Monitoring and Reporting Program (MMRP) as required by CEQA, by Planning
14 Commission Motion No. 18875 and Recreation and Park Commission Motion No. 1305-014,
15 which are on file with the Clerk of the Board of Supervisors in File No. _____ and are
16 incorporated by reference.

17 (e) Since the Planning Commission approved the Project and made CEQA findings,
18 the Board finds that there have been no substantial changes to the Project that would require
19 major revisions to the Final EIR or result in new or substantially more severe significant
20 environmental impacts that were not evaluated in the Final EIR; no substantial changes in
21 circumstances have occurred that would require major revisions to the Final EIR or result in
22 new or substantially more severe significant environmental impacts that were not evaluated in
23 the Final EIR; no new information has become available that was not known and could not
24 have been known at the time the Final EIR was certified as complete and that would result in
25 new or substantially more severe significant environmental impacts not evaluated in the Final

1 EIR; and no mitigation measures or alternatives previously found infeasible would be feasible
2 or mitigation measures or alternatives considerably different than those analyzed in the Final
3 EIR would substantially reduce significant environmental impacts, but the project proponent
4 declines to adopt them.

5 (f) In accordance with the actions contemplated herein, this Board has reviewed
6 the Final EIR and adopts and incorporates by reference as though fully set forth herein the
7 findings adopted by the Planning Commission on May 23, 2013 in Motion 18875 and adopts
8 the MMRP. The Board further finds that there is no need for further environmental review for
9 the actions contemplated herein.

10 (g) On May 23, 2013, the Planning Commission conducted a duly noticed public
11 hearing on the proposed Zoning Map amendments and, found that the public necessity,
12 convenience, and general welfare required the approval of the proposed Zoning Map
13 amendments, and by Resolution No. 18879 recommended them for approval. The Planning
14 Commission found that the proposed Zoning Map amendments were, on balance, consistent
15 with the City's General Plan, and with Planning Code Section 101.1(b). A copy of said
16 Resolution is on file with the Clerk of the Board of Supervisors in File No. _____ and
17 is incorporated herein by reference.

18 (h) The Board finds that these Zoning Map amendments are on balance consistent
19 with the General Plan and with the Priority Policies of Planning Code Section 101.1 for the
20 reasons set forth in Planning Commission Resolution No. 18879 and the Board hereby
21 incorporates such reasons herein by reference.

22 (i) Pursuant to Planning Code Section 302, the Board finds that the proposed
23 ordinance will serve the public necessity, convenience, and welfare for the reasons set forth in
24 Planning Commission Resolution No. 18879, which reasons are incorporated by reference as
25 though fully set forth.

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Section 3: The San Francisco Planning Code is hereby amended by adding Planning Code Section 249.71, to read as follows:

SEC 249.71. YERBA BUENA CENTER MIXED-USE SPECIAL USE DISTRICT.

(a) **General.** A special use district entitled the “Yerba Buena Center Mixed-Use Special Use District”, consisting of Assessor’s Block 3706, Lots 093 and 275, and portions of Assessor’s Block 3706, Lot 277, is hereby established for the purposes set forth below. The boundaries of the Yerba Buena Center Mixed-Use Special Use District are designated on Sectional Map No. 1 SU of the Zoning Map.

(b) **Purpose.** The purpose of the special use district is to facilitate the development of a mixed-use project at the corner of Third Street and Mission Street, which will include cultural/museum, residential, and retail/restaurant. Including a museum component within the project will strengthen the district of cultural institutions that are already established in the area, including SFMOMA, the Yerba Buena Center for the Arts, the Museum of the African Diaspora, the Contemporary Jewish Museum, the Cartoon Art Museum, the Children’s Creativity Museum, and the California Historical Museum.

(c) **Use Controls.** The following provisions shall apply to the special use district:

(1) **Cultural Uses.** The special use district shall require the development of at least 35,000 net square feet of cultural, museum, or similar public-serving institutional use with frontage on Jessie Square as part of the project. Pursuant to the terms of the Purchase and Sale Agreement (the “Purchase Agreement”) between the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the “Successor Agency”) and the project sponsor, (A) before any other project use may receive a certificate of occupancy, the “core-and-shell” of the cultural, museum, or similar public-serving institutional

1 use must be constructed; and (B) the project sponsor must contribute to an operating
2 endowment to the museum at the times specified in the Purchase Agreement.

3 (2) **Permitted Uses.** The principally permitted uses in the special use district
4 include (A) the cultural use set forth in Section 249.71(c)(1) above; (B) a residential
5 development with approximately 4,800 square feet of retail/restaurant space; and (C) all uses
6 that are principally permitted in the C-3-R District. The uses in the special use district shall
7 include, at a minimum (A) the cultural use set forth in Section 249.71(c)(1) above; (B) no
8 fewer than 145 dwelling units; and (C) ground-floor retail or cultural space in the Aronson
9 Building. All uses which are conditionally permitted with conditional use authorization in the
10 C-3-R District are conditionally permitted with conditional use authorization in the special use
11 district to the extent such uses are not otherwise designated as principally permitted uses
12 pursuant to this Section 249.71(c)(2).

13 (3) **Inclusionary Affordable Housing Program.** Development within the
14 special use district shall be subject to the Inclusionary Affordable Housing Program, as set
15 forth in Sections 415 through 415.9, through the payment of an in-lieu fee, which is currently
16 equal to 20% of the total number of residential units in the principal project. Additional
17 affordable housing requirements are expected to be imposed through negotiations with the
18 Successor Agency to the Redevelopment Agency above and beyond the requirements of
19 Sections 415 through 415.9.

20 (4) **Floor Area Ratio.** The floor area ratio limits set forth in Sections 123 and
21 124 for C-3-R Districts shall not apply within the special use district.

22 (5) **Dwelling Unit Exposure.** The dwelling unit exposure requirements of
23 Section 140 shall not apply within the special use district.

24 (6) **Rooftop Screening.** Section 260(b)(1)(F) shall apply within the special
25 use district, except that the rooftop form created by any additional building volume shall not

1 exceed 30 feet in height, measured as provided in Section 260(a), and shall not exceed a total
2 volume, including the volume of the features being enclosed, equal to three-fourths of the
3 horizontal area of all upper tower roof areas of the building measured before the addition of
4 any exempt features times 30.

5 (7) **Bulk.** The bulk limits for new construction in the special use district at
6 heights above 160 feet shall be as set forth in Table 1 below:

7 **Table 1: Bulk Limits for New Construction At Heights Above 160 Feet**

8 Max Floor Plate	13,000 gsf
9 Max Plan Length	124 feet
10 Max Diagonal	157 feet

11 (8) **Protected Street Frontages.**

12 (A) Section 155(r)(3) shall not apply within the special use district.

13 (B) For the purposes of Section 155(r)(4), the project does not have
14 alternative frontage to Third Street and Mission Street, and therefore curb cuts accessing off-
15 street parking or loading off Third Street and Mission Street may be permitted as an exception
16 pursuant to Section 309 and Section 155(r)(4).

17 (9) **Dwelling Unit Density.** No conditional use authorization pursuant to
18 Section 303(c) is required for a dwelling unit density which exceeds the density ratios
19 specified in Section 215 for the C-3-R District.

20 (d) **Interpretation.** In the event of inconsistency or conflict between any provision
21 of this Section 249.71 and any other provision of the Planning Code, this Section 249.71 shall
22 prevail.

23 (e) **Sunset Provision.** This Section 249.71 shall be repealed 5 years after its initial
24 effective date unless the Project has received a first construction document or the Board of
25 Supervisors, on or before that date, extends or re-enacts it.

1
2 Section 4. The San Francisco Planning Code is hereby amended by amending Sectional
3 Map HT01 of the Zoning Map of the City and County of San Francisco, as follows:
4

<u>Description of Property</u>	<u>Height and Bulk Districts to be Superseded</u>	<u>Height and Bulk Districts Hereby Approved</u>
Assessor's Block/Lot 3706/Lot 093 and portions of Lot 277	400-I	480-I

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10 Section 5. The San Francisco Planning Code is hereby amended by amending
11 Sectional Map SU01 of the Zoning Map of the City and County of San Francisco, as follows:
12

<u>Description of Property</u>	<u>Special Use District Hereby Approved</u>
Assessor's Block/Lot 3706/Lot 093 and portions of Lot 277	Yerba Buena Center Mixed-Use Special Use District

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17 Section 6.

18 (a) Effective Date. This ordinance shall become effective 30 days from the date of
19 passage.

20 (b) Scope of Ordinance. In enacting this ordinance, the Board intends to amend
21 only those words, phrases, paragraphs, subsections, sections, articles, numbers, letters,
22 punctuation marks, charts, diagrams, tables, or any other constituent part of the Planning
23 Code that are explicitly shown in this legislation as additions, deletions, Board amendment
24 additions, and Board amendment deletions in accordance with the "Note" that appears under
25 the official title of the legislation.

1 (c) Severability. If any section, subsection, sentence, clause, phrase, or word of
2 this ordinance is for any reason held to be invalid or unconstitutional by a decision of any
3 court of competent jurisdiction, such decision shall not affect the validity of the remaining
4 portions of the ordinance. The Board of Supervisors hereby declares that it would have
5 passed this ordinance and each and every section, subsection, sentence, clause, phrase, and
6 word not declared invalid or unconstitutional without regard to whether any other portion of
7 this ordinance would be subsequently declared invalid or unconstitutional.

8 (d) Undertaking for the General Welfare. In enacting and implementing this
9 ordinance, the City is assuming an undertaking only to promote the general welfare. It is not
10 assuming, nor is it imposing on its officers and employees, an obligation for breach of which it
11 is liable in money damages to any person who claims that such breach proximately caused
12 injury.

13 (e) No Conflict with State or Federal Law. Nothing in this ordinance shall be
14 interpreted or applied so as to create any requirement, power, or duty in conflict with any
15 federal or state law.

16 APPROVED AS TO FORM:
17 DENNIS J. HERRERA, City Attorney

18
19 By: _____
20 Marlena G. Byrne
21 Deputy City Attorney

22 n:\land\as2013\1300340\00851373.doc



SAN FRANCISCO PLANNING DEPARTMENT

Executive Summary

SECTION 309 DETERMINATION OF COMPLIANCE ZONING MAP AMENDMENT PLANNING CODE TEXT AMENDMENT GENERAL PLAN REFERRAL SECTION 295 SHADOW ANALYSIS

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

HEARING DATE: APRIL 11, 2013

Date: March 28, 2013
Case No.: 2008.1084EHKXRTZ
Project Address: 706 Mission Street
Project Site Zoning: C-3-R (Downtown, Retail, Commercial)
400-I Height and Bulk District
Block/Lots: 3706/093, 275, portions of 277 (706 Mission Street)
0308/001 (Union Square)
Project Sponsor: 706 Mission Street, LLC
c/o Sean Jeffries of Millennium Partners
735 Market Street, 4th Floor
San Francisco, CA 94107
Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org
Recommendations: *Adopt CEQA Findings*
Approve Section 309 Determination of Compliance with Conditions
Recommend Approval (Zoning Map/Planning Code Text Amendments)
Adopt General Plan Referral Findings
Raise Cumulative Shadow Limit for Union Square
Adopt Findings Regarding Shadow Impacts

PROJECT DESCRIPTION

The Project would rehabilitate the existing 10-story, 144-foot tall Aronson Building, and construct a new, adjacent 47-story tower, reaching a roof height of 520 feet with a 30-foot tall mechanical penthouse. The two buildings would be connected and would contain up to 215 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet that will house the permanent home of the Mexican Museum, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 215 parking spaces within the garage to serve the proposed residential uses. The Project Sponsor has proposed a "flex option" that would retain approximately 61,000 square feet of office uses within the existing Aronson Building, and would reduce the residential component of the project to approximately 191 dwelling units.

The Project includes the reclassification of the subject property from the existing 400-foot height limit to a 520-foot height limit, as well as the adoption of the "Yerba Buena Center Mixed-Use Special Use District" ("SUD"). The proposed SUD would modify specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations.

Through transactional documents between the project sponsor and the Successor Agency to the Redevelopment Agency ("Successor Agency"), the Successor Agency would convey to the Project Sponsor the Jessie Square garage and the portion of property located between the Aronson Building parcel and Jessie Square that would be developed with the tower portion of the Project (portions of Lot 277, Assessor's Block 3706). The Successor Agency would also convey to the Project Sponsor the parcel containing the garage access driveway (Lot 275, Assessor's Block 3706) from Stevenson Street. In addition, the Project Sponsor would provide \$5 million endowment for the operation of the Mexican Museum, and would contribute an additional affordable housing fee to the Successor Agency equal to 8% of the residential units.

SITE DESCRIPTION AND PRESENT USE

The Project Site measures 72,181 sq. ft. and is comprised of three separate parcels within Assessor's Block 3706. Lot 093 is located at the northwest corner of Third and Mission Streets, and is currently developed with the existing 10-story, 144-foot tall Aronson Building. The Aronson Building is designated as a Category I (Significant) Building in Article 11 of the Planning Code, and is located within the New Montgomery-Mission-Second Street Conservation District. The building contains approximately 96,000 sq. ft. of office uses and approximately 10,600 sq. ft. of ground-floor retail uses.

Lot 275 is improved with an existing vehicular access ramp that leads from Stevenson Street into the subterranean Jessie Square Garage. Lot 277 includes the property located between the Aronson Building parcel and Jessie Square, fronting along Mission Street. This property is the location of the proposed tower portion of the Project, and is currently unimproved except for a subsurface foundation structure. Lot 277 also includes the subterranean Jessie Square Garage, which is improved with the Jessie Square public plaza on the surface. The Project would reconfigure and utilize a portion of the Jessie Square garage, which is considered a part of the Project Site. However, the Jessie Square plaza located on the surface of a portion of Lot 277 would not be changed by this Project, and is not considered part of the Project Site.

SURROUNDING PROPERTIES & NEIGHBORHOOD

The Project Site is situated within the C-3-R Downtown Commercial zoning district, and is within the former Yerba Buena Center Redevelopment Area, a context characterized by intense urban development and a diverse mix of uses. Numerous cultural institutions are clustered in the immediate vicinity, including SFMOMA, the Yerba Buena Center for the Arts, the Museum of the African Diaspora, the Contemporary Jewish Museum, the Cartoon Art Museum, the Children's Creativity Museum, the California Historical Museum, and others. Multiple hotels and high-rise residential and office buildings are also located in the vicinity, including the W Hotel, the St. Regis Hotel and Residences, the Four Seasons, the Palace Hotel, the Paramount Apartments, One Hawthorne Street, the Westin, the Marriott Marquis, and the Pacific Telephone building. Significant open spaces in the vicinity include Yerba Buena

Gardens to the south, and Jessie Square immediately to the west of the project site. The Moscone Convention Center facilities are located one block to the southwest, and the edge of the Union Square shopping district is situated two blocks northwest of the site. The Financial District is located in the blocks to the northeast and to the north. The western edge of the recently-adopted Transit Center District Plan area is located one-half block to the east at Annie Street.

ENVIRONMENTAL REVIEW

On June 27, 2012, the Department published a draft Environmental Impact Report (EIR) for public review (Case No. 2008.1084E). The draft EIR was available for public comment until August 13, 2012. On August 2, 2012, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On March 7, 2013, the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project. On March 21, 2013, the Planning Commission held a duly noticed public hearing and certified the final EIR for the Project.

HEARING NOTIFICATION REQUIREMENTS

TYPE	REQUIRED PERIOD	REQUIRED NOTICE DATE	ACTUAL NOTICE DATE	ACTUAL PERIOD
Classified News Ad	20 days	March 22, 2013	March 22, 2013	20 days
Posted Notice	20 days	March 22, 2013	March 22, 2013	20 days
Mailed Notice	20 days	March 22, 2013	March 22, 2013	20 days

PUBLIC COMMENT

To date, the Department has not received any specific communications related to the requested entitlements. However, numerous written and verbal comments were provided during the public comment period for the draft EIR prepared for the Project. These comments related to a wide variety of topic areas, and were addressed as part of the Comments and Responses document prepared during the environmental review of the Project.

ISSUES AND OTHER CONSIDERATIONS

- **Height Reclassification/Special Use District.** The Project proposes to reclassify the property from the 400-I to the 520-I Height and Bulk District, and to establish the "Yerba Buena Center Mixed-Use Special Use District" (SUD) on the property. The proposed SUD would modify specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations, as follows:
 - **Permitted Uses** – The SUD specifies that development within the SUD must include a cultural, museum, or similar public-serving institutional use measuring at least 35,000 sq. ft., no fewer than 162 dwelling units, and ground-floor retail or cultural uses within the Aronson Building.
 - **Floor Area Ratio** – Section 124 establishes basic floor area ratios (FAR) for all zoning districts. As set forth in Section 124(a), the FAR for the C-3-R District is 6.0 to 1. Under Sections 123 and 128, the FAR can be increased to a maximum of 9.0 to 1 with the purchase of transferable development rights (TDR). The FAR of the Project would exceed the base maximum FAR limit, as well as the

maximum FAR that could be achieved through the purchase of TDR. The proposed SUD would exempt the Project from the FAR limitations of Section 124, and the Project would not require the purchase of TDR.

- **Dwelling Unit Exposure** – Dwelling units on the south side of the Project would have exposure onto Mission Street, and units within the east side of the Aronson Building would have exposure onto Third Street. However, units that solely have exposure to the Westin walkway to the north, to Jessie Square to the west, and east-facing units within the tower above the 20th floor do not meet the requirements for dwelling unit exposure onto on-site open areas. The proposed SUD would exempt the Project from the exposure requirements of Section 140. It should be noted that Jessie Square and the Westin walkway are open spaces that are unlikely to be developed with structures in the future. Therefore, units that face these areas would continue to enjoy access to light and air. Additionally, units in the Tower that face east would have exposure onto the open area above the Aronson Building, as well as the width of Third Street beyond. Therefore, these units would also continue to enjoy access to light and air.
- **Rooftop Equipment Height** - The Project would reach a height of 520 feet to the roof, with rooftop mechanical structures and screening reaching a maximum height of approximately 550 feet. The Project Sponsor has proposed to reclassify the Project Site from the 400-I Height and Bulk District to the 520-I Height and Bulk District. In addition, the SUD would allow for an additional 30 feet of height above the roof to accommodate mechanical equipment and screening.
- **Bulk Limitations** - Section 270 establishes bulk controls by district. In the “-I” Bulk District, all portions of the building above a height of 150 feet are limited to a maximum length dimension of 170 feet and a maximum diagonal dimension of 200 feet. Above a height of 150 feet, the maximum horizontal length of the Project is approximately 123 feet, and the maximum diagonal dimension is approximately 158 feet. Therefore, the Project complies with the bulk controls of the “-I” Bulk District. The proposed SUD would further limit the maximum bulk controls to the maximum horizontal and diagonal dimensions proposed for the Project.
- **Curb Cuts** - Section 155 regulates the design of parking and loading facilities. Section 155(r)(3) specifies that no curb cuts may be permitted on the segment of Mission Street abutting the Project, except through Conditional Use authorization. The SUD proposed for the project would modify the regulations of Section 155 to allow a curb cut on Mission Street through an exception granted through the Section 309 review process, rather than through Conditional Use authorization.
- **Planning Code Exceptions.** The project does not strictly conform to several aspects of the Planning Code. As part of the Section 309 review process, the Commission may grant exceptions from certain requirements of the Planning Code for projects that meet specified criteria. The Project requests exceptions regarding "Rear Yard" (Section 134), "Reduction of Ground-Level Wind Currents in C-3 Districts" (Section 148), "Limitations on Residential Accessory Parking" (Section 151.1), and "General Standards for Off-Street Parking and Loading" to allow curb cuts on Mission and Third Streets (Section 155). Compliance with the specific criteria for each exception is summarized below, and is described in the attached draft Section 309 motion.
- **Rear Yard.** The Planning Code requires that the project provide a rear yard equal to 25 percent of the lot depth at the first level containing a dwelling unit, and at every subsequent level.

Exceptions to the rear yard requirements may be granted if the building location and configuration assure adequate light and air to the residential units and the open space provided. The property fronts on both Mission and Third Streets. Therefore, a complying rear yard would be situated toward the interior of the property, either abutting the Westin walkway or Jessie Square. It is unlikely that these open areas on the adjacent properties would be redeveloped in the foreseeable future. Therefore, adequate light and separation will be provided by the open spaces for residential units within the Project. The Project exceeds the Code requirements for common and private residential open space. In addition, residents would have convenient access to Jessie Plaza, Yerba Buena Gardens, and other large open public open spaces in the vicinity.

- **Ground Level Wind Currents.** The Code requires that new buildings in C-3 Districts must be designed so as to not cause ground-level wind currents to exceed specified comfort levels. When preexisting ambient wind speeds exceed the comfort levels, new buildings must be designed to attenuate ambient wind speeds to meet the specified comfort level. According to the wind analysis prepared for the project, 67 of the 95 test points in the vicinity currently exceed the pedestrian comfort level. Seven of the existing comfort exceedances would be eliminated, and nine new exceedances would be created, for a net increase of two exceedances. An exception under Section 148 (a) is therefore required. An exception to these requirements may be granted if the building cannot be shaped to meet the requirements without creating an ungainly building form and unduly restricting the development potential of the building site.

The Project would result in relatively modest changes in ground-level winds. The average wind speed would increase slightly from 12.6 to 12.7 mph. the average wind speed across all test points (nine mph) would not change appreciably, nor would the amount of time (17 percent) during which winds exceed the applicable criteria. The Project would not create any new exceedances in areas used for public seating. The Project incorporates several design features intended to baffle winds and reduce ground-level wind speeds. The third floor of the museum cantilevers over the on-site open space below, shielding this open space and redirecting some wind flows away from Jessie Square. The exterior of this cantilever includes projecting fins that will capture and diffuse winds before reaching the ground. In addition, the exterior of the museum at the first and second floors is chamfered to avoid localized wind eddies that would result from a typical rectilinear exterior.

- **Residential Accessory Parking.** The Planning Code does not require that residential uses in the C-3-R District provide off-street parking, but allows up to .25 cars per dwelling unit as-of-right. Residential uses may provide up to .75 cars per dwelling unit (or up to one car for each dwelling unit with at least two bedrooms and at 1,000 square feet of floor area), if the Commission makes specific findings that the parking is provided in a space-efficient manner, that the additional parking will not adversely affect pedestrian, bicycle, and transit movement, that the parking will not degrade the quality of the streetscape, and that free carshare memberships will be provided to households in the project.

While the parking is being provided at the maximum possible 1:1 ratio, the relatively small number of 215 off-street parking spaces is not expected to generate substantial traffic that would adversely impact pedestrian, transit, or bicycle movement. Given the proximity of the Project Site to the employment opportunities and retail services of the Downtown Core, it is expected that residents will prioritize walking, bicycle travel, or transit use over private automobile travel. In

addition, the proposed residential spaces are being reallocated from spaces within the existing garage that are currently used for general public parking. Residential uses generally generate fewer daily trips than the uses that are served by the existing public parking. Therefore, the conversion of spaces for residential use would not create new vehicular movement compared with existing conditions.

- **Curb Cuts.** Section 155 regulates the design of parking and loading facilities. Section 155(r)(4) specifies that no curb cuts may be permitted on the segment of Third Street abutting the Project. Within the C-3 Districts, the Planning Commission may grant an exception for this curb cut through the Section 309 Review process. Section 155(r)(3) specifies that no curb cuts may be permitted on the segment of Mission Street abutting the Project, except through Conditional Use authorization. The SUD proposed for the project would modify the regulations of Section 155 to allow a curb cut on Mission Street through an exception granted through the Section 309 review process, rather than through Conditional Use authorization.

Currently, the access for the Jessie Square garage is provided by an ingress/ egress driveway from Stevenson Street, as well as an egress-only driveway that exits onto Mission Street. The Project would retain the Mission Street curb cut, but would relocate it slightly, approximately 2.5 feet to the east. This curb cut would continue its present function to provide egress from the Jessie Street garage, helping to divide vehicular travel between the Stevenson Street and Mission Street driveways.

The Project also proposes to utilize an existing curb cut on Third Street for ingress-only vehicular access for residents. This curb-cut would access a driveway leading to two valet-operated car elevators, which would move vehicles into the Jessie Square garage. This curb cut was previously used to access a loading dock for the Aronson Building. This loading dock would be demolished as part of the Project. The EIR concludes that the Project, including the use of the existing curb-cuts on Third Street and Mission Street, would not result any significant pedestrian impacts, such as overcrowding on public sidewalks or creating potentially hazardous conditions. Given the limitations on the use of the curb cut (for inbound, valet service only), and given that the use of the curb cut would not cause any significant pedestrian impacts, the exception to allow the Project to utilize the Third Street curb cut is appropriate. However, because there could be improvements that might enhance pedestrian comfort and/or provide pedestrian amenities at the project site and in the vicinity, a condition of approval has been added requiring that the Project Sponsor collaborate with the Planning Department, DPW, and SFMTA to conduct a study to assess the existing pedestrian environment on the subject block, and to make recommendations for improvements that could be implemented to enhance pedestrian comfort and provide pedestrian amenities.

- **Shadow Impacts.** Section 295 (also known as Proposition K from 1984) requires that the Planning Commission disapprove any building permit application to construct a structure that will cast shadow on property under the jurisdiction of the Recreation and Park Department, unless it is determined that the shadow would not have an adverse impact on park use. In 1989, the Planning Commission and the Recreation and Park Commission adopted criteria for the implementation of Section 295, which included the adopting of Absolute Cumulative Shadow Limits (ACLs) for certain parks in and around the Downtown core.

A technical memorandum, prepared by Turnstone Consulting, was submitted on June 9, 2011, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). The memorandum concluded that the Project would cast 337,744 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.09% of the theoretical annual available sunlight ("TAAS") on Union Square.

October 11, 2012, the Planning Commission and the Recreation and Park Commission held a joint public hearing and raised the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("TCDP") Area, including Union Square. As part of this action, the Planning Commission and the Recreation and Park Commission designated the ACLs exclusively for shadows that are anticipated from the development of projects within the TCDP. Because the proposed Project lies outside the TCDP area, the Project requires a separate amendment to the ACL for Union Square.

The impact of the shadow cast by the Project on Union Square would be limited. The new shadow would occur for a limited amount of time during the year, from October 11th to November 8th, and from February 2nd to March 2nd for no more than one hour on any given day. The new shadow would not occur after 9:30 a.m. (the maximum new shadow range would be 8:30 a.m. to 9:30 a.m.), and would be consistent with the 1989 Memo qualitative standards for Union Square in that the new net shadow would not occur during mid-day hours. Usage of Union Square is relatively low in the morning hours.

REQUIRED ACTIONS

In order for the project to proceed, the Commission must 1) Adopt findings under the California Environmental Quality Act, including findings rejecting alternatives as infeasible and adopting a Statement of Overriding Considerations and Mitigation, Monitoring, and Reporting Programs; 2) Adopt Findings of Consistency with the General Plan and Priority Policies of Planning Code Section 101.1; 3) Approved jointly with the Recreation and Park Commission an increase of the absolute cumulative shadow limit for Union Square; 4) Adopt findings that the net new shadow cast by the project on Union Square will not be adverse to the use of the park, and to allocate to the Project the absolute cumulative shadow limit for Union Square; 5) Recommend that the Board of Supervisors approve a Height Reclassification to reclassify the site from the 400-I Height and Bulk District to the 520-I Height and Bulk District; 6) Recommend that the Board of Supervisors approve a Zoning Text Amendment and Zoning Map Amendment to establish the "Yerba Buena Center Mixed-Use Special Use District"(SUD) on the site; and, 7) Approve a Determination of Compliance pursuant to Planning Code Section 309, with requests for exceptions from Planning Code requirements including "Reduction of Ground-Level Wind Currents in C-3 Districts", "Off-Street Parking Quantity", "Rear Yard, and "General Standards for Off-Street Parking and Loading" to allow curb cuts on Third and Mission Streets.

BASIS FOR RECOMMENDATION

- The Project will add housing opportunities within an intense, walkable urban context.
- The Project will provide space for a permanent home for the Mexican Museum, within a cluster of art museums and cultural institutions, in an area served by abundant existing and planned transit service.

- The Project will contribute to an operating endowment for the Mexican Museum.
- The Project will rehabilitate the existing Aronson Building, which is a Category I (Significant) Building in Article 11 of the Planning Code located within the New Montgomery-Mission-Second Street Conservation District
- The Project would enhance the City's supply of affordable housing by participating in the Inclusionary Affordable Housing Program. The project will also contribute an additional affordable housing fee to the Successor Agency equal to 8% of the residential units.
- Residents of the Project would be able to walk or utilize transit to commute and satisfy convenience needs without reliance on the private automobile. This pedestrian traffic will activate the sidewalks and open space areas in the vicinity.
- The project meets all applicable requirements of the Planning Code, aside from the exceptions requested pursuant to Planning Code Section 309, and the Planning Code provisions that would be modified by the proposed SUD.

RECOMMENDATION: Approval with Conditions
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Attachments:

- Draft CEQA Findings, including Mitigation, Monitoring, and Reporting Program (to be transmitted under separate cover)
- Draft Section 309 Motion
- Draft Section 295 Resolution
- Draft Section 295 Motion
- Draft General Plan Referral Motion
- Draft Resolution for Height Reclassification and Planning Code Text Amendment
 - Including Draft Ordinance
- Shadow Analysis Technical Memorandum
- Residential Pipeline Report
- Term Sheet, excerpt from Exclusive Negotiation Agreement between Project Sponsor and Successor Agency
- Block Book Map
- Aerial Photograph
- Zoning District Map
- Graphics Package from Project Sponsor

Exhibit Checklist

- | | |
|---|--|
| <input checked="" type="checkbox"/> Executive Summary | <input checked="" type="checkbox"/> Project sponsor submittal |
| <input checked="" type="checkbox"/> Draft Motion | Drawings: <u>Existing Conditions</u> |
| <input type="checkbox"/> Environmental Determination | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Zoning District Map | Drawings: <u>Proposed Project</u> |
| <input checked="" type="checkbox"/> Height & Bulk Map | <input checked="" type="checkbox"/> Check for legibility |
| <input checked="" type="checkbox"/> Parcel Map | <input type="checkbox"/> Wireless Telecommunications Materials |
| <input checked="" type="checkbox"/> Sanborn Map | <input type="checkbox"/> Health Dept. review of RF levels |
| <input checked="" type="checkbox"/> Aerial Photo | <input type="checkbox"/> RF Report |
| <input checked="" type="checkbox"/> Context Photos | <input type="checkbox"/> Community Meeting Notice |
| <input checked="" type="checkbox"/> Site Photos | <input checked="" type="checkbox"/> Housing Documents |
| | <input checked="" type="checkbox"/> Inclusionary Affordable Housing
Program: Affidavit for Compliance |
| | <input checked="" type="checkbox"/> Residential Pipeline |

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

Planner's Initials

KMG: G:\Documents\Projects\706 Mission\Actions\2008.1084EHKXRTZ- 706 Mission - Exec Sum.doc



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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415.558.6377

Planning Commission Motion 18894 Section 309

HEARING DATE: MAY 23, 2013

Date: March 28, 2013

Case No.: 2008.1084EHKXRTZ

Project Address: 706 Mission Street

Project Site Zoning: C-3-R (Downtown, Retail, Commercial)
400-I Height and Bulk District

Block/Lots: 3706/093, 275, portions of 277 (706 Mission Street)
0308/001 (Union Square)

Project Sponsor: 706 Mission Street, LLC
c/o Sean Jeffries of Millennium Partners
735 Market Street, 4th Floor
San Francisco, CA 94107

Staff Contact: Kevin Guy – (415) 558-6163
Kevin.Guy@sfgov.org

ADOPTING FINDINGS RELATED TO THE APPROVAL OF A SECTION 309 DETERMINATION OF COMPLIANCE AND REQUEST FOR EXCEPTIONS FOR "REAR YARD" UNDER SECTION 134, "REDUCTION OF GROUND-LEVEL WIND CURRENTS" UNDER SECTION 148, "OFF-STREET PARKING QUANTITY" UNDER SECTION 151.1, AND "GENERAL STANDARDS FOR OFF-STREET PARKING AND LOADING" UNDER SECTION 155(r), AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, FOR A PROJECT TO REHABILITATE AN EXISTING 10-STORY, 144-FOOT TALL BUILDING (THE ARONSON BUILDING), AND CONSTRUCT A NEW, ADJACENT 43-STORY TOWER, REACHING A ROOF HEIGHT OF 480 FEET WITH A 30-FOOT TALL MECHANICAL PENTHOUSE. THE TWO BUILDINGS WOULD BE CONNECTED AND WOULD CONTAIN UP TO 190 DWELLING UNITS, A "CORE-AND-SHELL" MUSEUM SPACE MEASURING APPROXIMATELY 52,000 SQUARE FEET, AND APPROXIMATELY 4,800 SQUARE FEET OF RETAIL SPACE. THE PROJECT WOULD RECONFIGURE PORTIONS OF THE EXISTING JESSIE SQUARE GARAGE TO INCREASE THE NUMBER OF PARKING SPACES FROM 442 SPACES TO 470 SPACES, ADD LOADING AND SERVICE VEHICLE SPACES, AND WOULD ALLOCATE UP TO 190 PARKING SPACES WITHIN THE GARAGE TO SERVE THE PROPOSED RESIDENTIAL USES. THE PROJECT SITE IS LOCATED AT 706 MISSION STREET (ASSESSOR'S BLOCK 3706, LOTS 093, 275, AND PORTIONS OF LOT 277), WITHIN THE C-3-R (DOWNTOWN OFFICE) DISTRICT AND THE 400-I HEIGHT AND BULK DISTRICT.

PREAMBLE

On June 30, 2008, Sean Jeffries, acting on behalf of Millennium Partners ("Project Sponsor") submitted an Environmental Evaluation Application with the Planning Department ("Department"), Case No. 2008.1084E. The Department issued a Notice of Preparation of Environmental Review on April 13, 2011, to owners of properties within 300 feet, adjacent tenants, and other potentially interested parties.

On October 24, 2012, the Project Sponsor filed an application with the Department for a Determination of Compliance pursuant to Planning Code Section ("Section") 309 with requested Exceptions from Planning Code ("Code") requirements for "Reduction of Ground-Level Wind Currents in C-3 Districts", "Off-Street Parking Quantity", "Rear Yard", and "General Standards for Off-Street Parking and Loading" to allow curb cuts on Third and Mission Streets, for a project to rehabilitate an existing 10-story, 144-foot tall building (the Aronson Building), and construct a new, adjacent 47-story tower, reaching a roof height of 520 feet with a 30-foot tall mechanical penthouse. The two buildings would be connected and would contain up to 215 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet that would house the Mexican Museum, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 215 parking spaces within the garage to serve the proposed residential uses. The Project Sponsor proposed a "flex option" that would retain approximately 61,000 square feet of office uses within the existing Aronson Building, and would reduce the residential component of the project to 191 dwelling units. On May 20, 2013, the Project Sponsor reduced the height of the proposed tower from 520 feet (with a 30-foot-tall elevator/mechanical penthouse) to 480 feet (with a 30-foot-tall elevator/mechanical penthouse). As a result, the number of dwelling units in the Project was reduced from a maximum of 215 dwelling units to a maximum of 190 dwelling units, the number of residential parking spaces was reduced from a maximum of 215 spaces to a maximum of 190 spaces, and the "flex option" of retaining office space within the project was deleted. The project is located at 706 Mission Street, Lots 093, 275, and portions of Lot 277 within Assessor's Block 3706 ("Project Site"), within the C-3-R District and the 400-I Height and Bulk District (collectively, "Project", Case No. 2008.1084X).

On October 24, 2012, the Project Sponsor submitted a request for a General Plan Referral Case No. 2008.1084R, regarding the changes in use, disposition, and conveyance of publicly-owned land, reconfiguration of the public sidewalk along Mission Street, and subdivision of the property. On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Motion No. 18878 determining that these actions are consistent with the objectives and policies of the General Plan and the Priority Policies of Section 101.1.

On October 24, 2012, the Project Sponsor submitted a request to amend Height Map HT01 of the Zoning Maps of the San Francisco Planning Code to reclassify a portion of the Project Site from the 400-I Height and Bulk District to the 520-I Height and Bulk District. (Case No. 2008.1084Z). On May 20, 2013, in association with the reduced height of the Project, the Project Sponsor revised the request for a Height Reclassification to reclassify a portion of the Project Site from the 400-I Height and Bulk District to the 480-I Height and Bulk District. On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Resolution No. 18879, recommending that the Board of Supervisors approve the requested Height Reclassification.

On October 24, 2012, the submitted a request to amend Zoning Map SU01 and the text of the Planning Code to establish the "Yerba Buena Center Mixed-Use Special Use District" (SUD) on the property. The proposed SUD would modify specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations (Case No. 2008.1084T). On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Resolution No. 18879, recommending that the Board of Supervisors approve the requested Height Reclassification and Planning Code Text Amendment.

On October 26, 2012, the Project Sponsor submitted a request for a Major Permit to Alter for the construction of a new tower and the rehabilitation of the Aronson Building, a Category I (Significant) building under Article 11 of the Planning Code, located within the New Montgomery-Mission-Second Street Conservation District, including the removal of non-historic ground-floor infill materials, fire escapes, landings, and rooftop mechanical penthouse structures (Case No. 2008.1084H). On April 3, 2013, the Historic Preservation Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Motion No. 0197, approving the requested Major Permit to Alter.

On September 25, 2008, the Project Sponsor submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295. A technical memorandum, prepared by Turnstone Consulting, was submitted on June 9, 2011, analyzing the potential shadow impacts of the Project (at its originally proposed 520-foot roof height) to properties under the jurisdiction of the Recreation and Parks Department. The memorandum concluded that the Project would cast 337,744 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.09% of the Theoretically Available Annual Sunlight ("TAAS") on Union Square. On May 21, 2013, a technical memorandum prepared by Turnstone Consulting was submitted analyzing the shadow impacts of the Project on Union Square, based on the reduced 480-foot roof height. The memorandum concluded that the Project would cast 238,788 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.06% of the Theoretically Available Annual Sunlight ("TAAS") on Union Square

On May 23, 2013, the Planning Commission and the Recreation and Park Commission held a duly advertised joint public hearing and adopted Planning Commission Resolution No. 18876 and Recreation and Park Commission Resolution No. 1305-014, amending the absolute cumulative limit ("ACL") for Union Square to (a) include the approximately 194,293 sfh of shadow (equal to 0.05% of the TAAS) that resulted from a 1996 project modifying the Macy's department store that reduced shadow on Union Square (the "Macy's Adjustment") that had not been previously added back to the ACL for Union Square and (b) increase the ACL by an additional 44,495 sfh of net new shadow (equal to 0.01% of the TAAS). At the same hearing, the Recreation and Park Commission adopted Motion No. 1305-015 recommending that the General Manager of the Recreation & Park Department recommend to the Planning Commission that the shadows cast by the Project on Union Square are not adverse to the use of the park, and that the Planning Commission allocate to the Project allowable shadow from the ACL for Union Square. At the same hearing, the Planning Commission held a duly noticed public hearing and adopted Motion No.

18877, finding that the shadows cast by the Project on Union Square would not be adverse to the use of the park, and allocating ACL to the Project for Union Square.

On June 27, 2012, the Department published a draft Environmental Impact Report (EIR) for public review. The draft EIR was available for public comment until August 13, 2012. On August 2, 2012, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On March 7, 2013, the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project.

On March 21, 2013, the Commission reviewed and considered the Final EIR 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 Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

The Planning Department, Jonas Ionin, is the custodian of records, and the records for this Project are located in the File for Case No. 2008.1084E, at 1650 Mission Street, Fourth Floor, San Francisco, California.

Three separate appeals of the Commission's certification of the EIR to the Board of Supervisors were filed before the April 10, 2013 deadline. The Board of Supervisors considered these appeals at a duly noticed public hearing on May 7, 2013, and unanimously voted to affirm the Planning Commission's certification of the Final EIR. The Board of Supervisors reviewed and considered the Final EIR and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with CEQA, the CEQA Guidelines and Chapter 31. The Board of Supervisors found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Board of Supervisors, and that the summary of comments and responses contained no significant revisions to the draft EIR, and approved the Final EIR in compliance with CEQA, the CEQA Guidelines and Chapter 31.

Department staff prepared a Mitigation Monitoring and Reporting program ("MMRP"), which material was made available to the public and this Commission for this Commission's review, consideration and action.

On May 23, 2013, the Commission adopted Motion No. 18875, adopting CEQA findings, including a Statement of Overriding Considerations, and adopting the MMRP, which findings and adoption of the MMRP are hereby incorporated by reference as though fully set forth herein. The Commission found that the reduction in the height of the Project has resulted in no substantial changes that would require major revisions to the Final EIR or result in new or substantially more severe significant environmental impacts that were not evaluated in the Final EIR, no new information has become available that was not known

and could not have been known at the time the Final EIR was certified as complete and that would result in new substantially more severe significant environmental impacts not evaluated in the Final EIR, and no mitigation measures or alternatives previously found infeasible would be feasible or mitigation measures or alternatives considerably different than those analyzed in the Final EIR would substantially reduce significant environmental impacts, but the project proponent declines to adopt them.

On May 23, 2013, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2008.1084X. The Commission has heard and considered the testimony presented to it at the public hearing and has further considered written materials and oral testimony presented on behalf of the applicant, the Planning Department staff, and other interested parties.

MOVED, that the Commission hereby approves the Section 309 Determination of Compliance and Request for Exceptions requested in Application No. 2008.1084X for the Project, subject to conditions contained in Exhibit A, 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 also constitute findings of this Commission.
2. **Site Description and Present Use.** The Project Site measures 72,181 sq. ft. and is comprised of three separate parcels within Assessor's Block 3706. Lot 093 is located at the northwest corner of Third and Mission Streets, and is currently developed with the existing 10-story, 144-foot tall Aronson Building. The Aronson Building is designated as a Category I (Significant) Building in Article 11 of the Planning Code, and is located within the New Montgomery-Mission-Second Street Conservation District. The building contains approximately 96,000 sq. ft. of office uses and approximately 10,600 sq. ft. of ground-floor retail uses.

Lot 275 is improved with an existing vehicular access ramp that leads from Stevenson Street into the subterranean Jessie Square Garage. Lot 277 includes the property located between the Aronson Building parcel and Jessie Square, fronting along Mission Street. This property is the location of the proposed tower portion of the Project, and is currently unimproved except for a subsurface foundation structure. Lot 277 also includes the subterranean Jessie Square Garage, which is improved with the Jessie Square public plaza on the surface. The Project would reconfigure and utilize a portion of the Jessie Square garage, which is considered a part of the Project Site. However, the Jessie Square plaza located on the surface of a portion of Lot 277 would not be changed by this Project, and is not considered part of the Project Site.
3. **Surrounding Properties and Neighborhood.** The Project Site is situated within the C-3-R Downtown Commercial zoning district, and is within the former Yerba Buena Center Redevelopment Area, a context characterized by intense urban development and a diverse mix of uses. Numerous cultural institutions are clustered in the immediate vicinity, including SFMOMA, the Yerba Buena Center for the Arts, the Museum of the African Diaspora, the Contemporary Jewish Museum, the Cartoon Art Museum, the Children's Creativity

Museum, the California Historical Museum, and others. Multiple hotels and high-rise residential and office buildings are also located in the vicinity, including the W Hotel, the St. Regis Hotel and Residences, the Four Seasons, the Palace Hotel, the Paramount Apartments, One Hawthorne Street, the Westin, the Marriott Marquis, and the Pacific Telephone building. Significant open spaces in the vicinity include Yerba Buena Gardens to the south, and Jessie Square immediately to the west of the Project Site. The Moscone Convention Center facilities are located one block to the southwest, and the edge of the Union Square shopping district is situated two blocks northwest of the site. The Financial District is located in the blocks to the northeast and to the north. The western edge of the recently-adopted Transit Center District Plan area is located one-half block to the east at Annie Street.

4. **Proposed Project.** The Project would rehabilitate the existing 10-story, 144-foot tall Aronson Building, and construct a new, adjacent 43-story tower, reaching a roof height of 480 feet with a 30-foot tall mechanical penthouse. The two buildings would be connected and would contain up to 190 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet that will house the permanent home of the Mexican Museum, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 190 parking spaces within the garage to serve the proposed residential uses.

The Project includes the reclassification of the subject property from the existing 400-foot height limit to a 480-foot height limit, as well as the adoption of the "Yerba Buena Center Mixed-Use Special Use District" ("SUD"). The proposed SUD would modify specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations.

5. **Public Comment.** As of the date of publication of the staff report, the Department has not received any specific communications related to the requested entitlements. However, numerous written and verbal comments were provided during the public comment period for the draft EIR prepared for the Project. These comments related to a wide variety of topic areas, and were addressed as part of the Comments and Responses document prepared during the environmental review of the Project. Additional written and verbal testimony, both in favor of and in opposition to the Project, was provided at the hearing on May 23, 2013.
6. **Planning Code Compliance.** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:
 - A. **Floor Area Ratio (Section 124).** Section 124 establishes basic floor area ratios (FAR) for all zoning districts. As set forth in Section 124(a), the FAR for the C-3-R District is 6.0 to 1. Under Sections 123 and 128, the FAR can be increased to a maximum of 9.0 to 1 with the purchase of transferable development rights (TDR).

The Project Site has a lot area of approximately 72,181 square feet. Therefore, up to 433,086 square feet of Gross Floor Area ("GFA") is allowed under the basic FAR limit, and up to

649,629 square feet of GFA is permitted with the purchase of TDR. Certain storage and mechanical spaces, as well as area for accessory parking is excluded from the calculation of GFA. In addition, within C-3 Districts, space devoted to the museum use is also excluded from the calculation of GFA. Subtracting these areas, the Project includes approximately 568,622 sq. ft. of GFA. Therefore, the Project exceeds the maximum FAR limit, unless TDR is purchased. The proposed SUD would exempt the Project from the FAR limitations of Section 124, and the Project would not require the purchase of TDR.

- B. **Use and Dwelling Unit Density.** Section 215(a) allows dwelling units of up to one unit per 125 square feet of lot area within the C-3-R District as a principally permitted use. Section 218 allows retail uses within the C-3-R District as a principally permitted use. Section 221(e) allows recreational uses (such as the proposed museum) within the C-3-R District as a principally permitted use.

The Project Site has a lot area of approximately 72,181 square feet, which would allow up to 577 dwelling units as a principally permitted use. The proposed retail and museum uses are principally permitted. The Project complies with the permitted uses and dwelling unit density allowed by the Code.

- C. **Residential Open Space (Section 135).** Section 135 requires that a minimum of 36 square feet of private usable open space, or 47.9 square feet of common usable open space be provided for dwelling units within C-3 Districts. This Section specifies that the area counting as usable open space must meet minimum requirements for area, horizontal dimensions, and exposure.

Based on the specified ratios, the Project must provide 9,097 square feet of common open space to serve 190 dwelling units. The Project includes a common outdoor terrace on the roof of the Aronson Building that measures 8,625 square feet. In addition, the Project includes a substantial open space area along the frontage of the museum, at the west portion of the ground floor. This area measures approximately 3,500 square feet and would act as a physical and visual extension of Jessie Square. In total, the Project provides approximately 12,125 square feet of common open space that would be usable by residents, and complies with Section 135. In addition, private terraces are provided at the 40th, 42nd, and 43rd floors, in excess of the requirements of Section 135.

- D. **Public Open Space (Section 138).** New buildings in the C-3-R Zoning District must provide public open space at a ratio of one sq. ft. per 100 gross square feet of all uses, except residential uses, institutional uses, and uses in a predominantly retail/personal services building. This public open space must be located on the same site as the building or within 900 feet of it within a C-3 district.

The residential and museum uses in the Project are not subject to the open space requirement of Section 138. While retail and office uses are generally subject to the open space requirements of Section 138, the continuation of the existing retail uses within the Aronson Building would not require the provision of additional open space.

- E. **Streetscape Improvements (Section 138.1).** Section 138.1(b) requires that when a new building is constructed in C-3 Districts, street trees, enhanced paving, and other amenities such as lighting, seating, bicycle racks, or other street furnishings must be provided.

The Project will include appropriate streetscape improvements and will comply with this requirement. The conceptual project plans show the installation of street trees, pervious paving, and street furniture along the Mission and Third Street frontages of the building. The precise location, spacing, and species of the street trees, as well as other streetscape improvements, will be further refined throughout the building permit review process.

- F. **Dwelling Unit Exposure (Section 140).** Section 140 requires that at least one room of all dwelling units face onto a public street, a rear yard, or other open area that meets minimum requirements for dimensions.

Dwelling units on the south side of the Project would have exposure onto Mission Street. Units within the east side of the Aronson Building would have exposure onto Third Street. Units on the east side of the tower at the 15th floor and above would have exposure onto the volume above the Aronson Building, which has a horizontal dimension of approximately 105 feet. This open area meets the minimum dimensions for on-site spaces to provide exposure to the east-facing units in the tower, up to the 20th floor. Above the 20th floor, this space does not meet the minimum required dimensions. Therefore, units that solely have exposure onto this area above the 20th floor, as well as units that have exposure solely to the Westin walkway to the north or to Jessie Square to the west do not meet the requirements for dwelling unit exposure onto on-site open areas.

The proposed SUD would exempt the Project from the exposure requirements of Section 140. It should be noted that Jessie Square and the Westin walkway are open spaces that are unlikely to be developed with structures in the future. Therefore, units that face these areas would continue to enjoy access to light and air. Additionally, units in the Tower that face east would have exposure onto the open area above the Aronson Building, as well as the width of Third Street beyond. Therefore, these units would also continue to enjoy access to light and air.

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

Section 146(a) does not apply to construction on Mission or Third Streets, and therefore does not apply to the Project.

The Project would add shadows to public sidewalks in the vicinity. The amount of shadow would vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day. In certain cases, existing and future development would mask or subsume new shadows from the Project that would otherwise be cast on sidewalks. In addition, because the sun is a disc rather than a single point in the sky, sunlight can "pass around" elements of buildings resulting in a diffuse shadow line (rather than a hard-edged shadow) at points that are distant from the Project.

Given the height of the Project and its location immediately adjacent to certain public sidewalks, it is unavoidable that it would cast new shadows onto sidewalks in the vicinity. However, limiting the Project to avoid casting shadows on sidewalks would contradict a basic premise of the City's Transit First policy and the Downtown Area Plan, which, although not applicable to the Project, offers land use guidance for development at the Project Site. That is, given the proximity of the Project Site to the abundant existing and planned transportation services on Market Street, Mission Street, the future Transit Center, and the future Central Subway, the Project should be developed at a height that creates intense urban development appropriate for a transit-oriented location.

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

The Project is subject to Section 147, because it would be approximately 510 feet tall to the top of the mechanical screen. In general, the amount of shadow that would be cast by the Project on surrounding open spaces will vary based on time of day, time of year, the height and bulk of intervening existing and proposed development, and climatic conditions (clouds, fog, or sun) on a given day. In certain cases, existing and future development would mask or subsume new shadows from the Project that would otherwise be cast on open spaces.

The Project would cast shadow on two public open spaces that are subject to Section 147. Jessie Square, which is located immediately to the west of the Project, would receive new shadow throughout the year that begins during the early morning hours. The duration and extent of shadow would vary throughout the year, receding by approximately 9:30am during the winter, by approximately 11:00 a.m. in the spring and fall, and by approximately 12:30 pm during the summer. In addition, Yerba Buena Lane would receive new shadow between sunrise and 9:30am during the summer. The new shadowing from the Project is largely unavoidable, given that Jessie Square is located immediately adjacent to the Project Site. A shadow envelope analysis included in the Responses to Comments on the Draft EIR determined that the new shadowing on Jessie Square would be primarily from the base of the building. Furthermore, the shadow envelope analysis determined that the maximum height of a building on the Project Site that would not cast net new shadow on Jessie Square would

vary depending on the building's location on the Project Site. On the western portion of the Project site, which abuts Jessie Square, the maximum height that would not cast net new shadow on Jessie Square would be 20 feet, and the only location on the Project Site where the proposed tower could be constructed without casting net new shadow on Jessie Square would be at the eastern end of the Project Site (above the existing Aronson Building). However, constructing the proposed tower in this location would require the demolition of a portion of the interior of the Aronson Building.

The Project would also cast new shadow on three privately owned, publicly accessible open spaces (POPOS): plaza at 1 Kearny Street, the plaza at 560 Mission Street, and the Westin walkway located immediately north of the Project Site. For the plaza at 1 Kearny Street and the plaza at 560 Mission Streets, the new shadow would be brief in duration and would avoid mid-day shadows when these spaces would be expected to be in heaviest use during lunchtime. The Project would also cast shadow on the Westin walkway. The existing Aronson Building already casts shadow on portions of this walkway at various times throughout the year. The new shadowing from the Project is largely unavoidable, given that the Westin walkway is located immediately adjacent to the Project Site.

Given the height of the Project and its location immediately adjacent to certain public open spaces, it is unavoidable that the Project would cast new shadows onto some open spaces in the vicinity. However, limiting the Project to avoid casting shadows on public open spaces would contradict a basic premise of the City's Transit First policy and the Downtown Area Plan, which, although not applicable to the Project, offers land use guidance for development at the Project Site. That is, given the adjacency of the Project Site to the abundant existing and planned transportation services, the Project should be developed at a height and density that creates intense urban development appropriate for a transit-oriented location. On balance, the Project is not expected to substantially affect the use of open spaces subject to Section 147, and cannot be redesigned to reduce impacts without unduly restricting development potential.

- I. **Off-Street Parking: Non-Residential Uses (Section 151.1).** Pursuant to Section 151.1, non-residential uses in C-3 Districts are not required to provide off-street parking, but may provide a parking area of up to 7% of the gross floor area of the non-residential uses in the Project.

The Project would reconfigure portions of the existing Jessie Square garage to increase the number of parking spaces from 442 spaces to 470 spaces. These additional spaces would be available as general public parking, and would not be assigned to a specific user or tenant. Because the project would not add parking area to the garage that is dedicated to specific non-residential uses in the building, the Project complies with the seven percent maximum allowance for accessory non-residential parking.

- J. **Loading (Section 152.1).** Section 152.1 establishes minimum requirements for off-street loading. In C-3 Districts, the loading requirement is based on the total gross floor area of the structure or use. Table 152.1 requires 3 loading spaces for the residential uses and museum uses on the site. Section 153(a)(6) allows two service

vehicle spaces to be substituted for one freight loading space provided that at least 50% of the total required number of spaces are provided.

With 593,907 square feet residential and museum uses, the Project requires three loading spaces. The Project includes two full-size off-street loading spaces and four service vehicle spaces. The Project complies with the loading requirement.

- K. **Bicycle Parking (Section 155.5).** New residential buildings require 25 Class 1 bicycle parking spaces plus one Class 1 bicycle parking space for every four dwelling units over 50.

The Project contains 190 dwelling units, and therefore requires 60 Class 1 bicycle parking spaces. The Project proposes a bicycle storage room with space for 60 bicycles within the subterranean garage, and therefore complies with this requirement. The final number of bicycle parking spaces provided will depend on the final unit count of the Project, but in any event the Project will satisfy bicycle parking requirements.

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- L. **Height (Section 260).** Section 260 requires that the height of buildings not exceed the limits specified in the Zoning Map and defines rules for the measurement of height. The Project Site is within the 400-I Height and Bulk District.

The Project would reach a height of 480 feet to the roof, with rooftop mechanical structures and screening reaching a maximum height of approximately 510 feet. Therefore the Project exceeds the existing 400-I Height and Bulk District. The Project Sponsor has proposed to reclassify the Project Site from the 400-I Height and Bulk District to the 480-I Height and Bulk District. Planning Code Section 260(b)(1)(F) currently allows an additional 20 feet of height above the roof to accommodate mechanical structures and screening, and the Project Sponsor has proposed an SUD that would apply to the Project Site that would allow for an additional 30 feet of height above the roof to accommodate mechanical equipment and screening. Should the height reclassification and SUD be adopted by the Board of Supervisors, the Project would comply with the applicable height restrictions.

- M. **Bulk (Section 270).** Section 270 establishes bulk controls by district. In the "I" Bulk District, all portions of the building above a height of 150 feet are limited to a maximum length dimension of 170 feet and a maximum diagonal dimension of 200 feet.

Above a height of 150 feet, the maximum horizontal length of the Project is approximately 123 feet, and the maximum diagonal dimension is approximately 158 feet. Therefore, the Project complies with the bulk controls of the "I" Bulk District. It should be noted that the SUD proposed for the Project Site would further limit the maximum bulk controls to the maximum horizontal and diagonal dimensions proposed for the Project.

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

A technical memorandum, prepared by Turnstone Consulting, was submitted on June 9, 2011, analyzing the potential shadow impacts of the Project (at its originally proposed 520-foot roof height) to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). The memorandum concluded that the Project would cast 337,744 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.09% of the theoretical annual available sunlight ("TAAS") on Union Square. On May 21, 2013, a technical memorandum prepared by Turnstone Consulting was submitted analyzing the shadow impacts of the Project on Union Square, based on the reduced 480-foot roof height. The memorandum concluded that the Project would cast 238,788 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.06% of the Theoretically Available Annual Sunlight ("TAAS") on Union Square

The Planning Commission and the Recreation and Park Commission held a duly advertised joint public hearing on May 23, 2013 and adopted Resolution No. 18876 and Recreation and Park Commission Resolution No. 1305-014, amending the absolute cumulative limit ("ACL") for Union Square to (a) include the approximately 194,293 sfh of shadow (equal to 0.05% of the TAAS) that resulted from a 1996 project modifying the Macy's department store that reduced shadow on Union Square (the "Macy's Adjustment") that had not been previously added back to the ACL for Union Square and (b) increase the ACL by an additional 44,495 sfh of net new shadow (equal to 0.01% of the TAAS). At the same hearing, the Recreation and Park Commission conducted a duly notice public hearing at regularly scheduled meeting and recommended that the Planning Commission find that the shadows cast by the Project on Union Square will not be adverse to the use of the park. At the same hearing, the Planning Commission adopted Motion No. 18877 finding that the shadow cast by the Project would not be adverse to the use of Union Square, and allocated the cumulative shadow limit to the Project.

- O. **Inclusionary Affordable Housing Program (Section 415).** Planning Code Section 415 sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. Under Planning Code Section 415.3, the current percentage requirements apply to projects that consist of ten or more units, where the first application (EE or BPA) was applied for on or after July 18, 2006. Pursuant to Planning Code Section 415.5, the Project must pay the Affordable Housing Fee ("Fee"). This Fee is made payable to the Department of Building Inspection ("DBI") for use by the Mayor's Office of Housing for the purpose of increasing affordable housing citywide.

The Project Sponsor has submitted a 'Affidavit of Compliance with the Inclusionary Affordable Housing Program: Planning Code Section 415,' to satisfy the requirements of the Inclusionary Affordable Housing Program through payment of the Fee, in an amount to be established by the Mayor's Office of Housing at a rate equivalent to an off-site requirement of 20%. The Project Sponsor has not selected an alternative to payment of the Fee. The EE application was submitted on September 11, 2008. It should be noted that, through the transactional documents between the Project Sponsor and the Successor Agency, the project

will contribute an additional affordable housing fee to the Successor Agency equal to 8% of the residential units.

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

The Project would comply by dedicating one percent of construction cost to works of art, or through payment of the Public Art Fee.

7. **Exceptions Request Pursuant to Planning Code Section 309.** The Planning Commission has considered the following exceptions to the Planning Code, makes the following findings and grants each exception as further described below:

- A. **Rear Yard (Section 134).** Section 134(a)(1) of the Planning Code requires a rear yard equal to 25 percent of the lot depth to be provided at the first level containing a dwelling unit, and at every subsequent level. Per Section 134(d), exceptions to the rear yard requirements may be granted provided that the building location and configuration assure adequate light and air to the residential units and the open space provided.

The property fronts on both Mission and Third Streets. Therefore, a complying rear yard would be situated toward the interior of the property, either abutting the Westin walkway or Jessie Square. It is unlikely that these open areas on the adjacent properties would be redeveloped in the foreseeable future. Therefore, adequate light and separation will be provided by the open spaces for residential units within the Project. As described in Item #6C above, the Project exceeds the Code requirements for common and private residential open space. In addition, residents would have convenient access to Jessie Plaza, Yerba Buena Gardens, and other large open public open spaces in the vicinity. Therefore, it is appropriate to grant an exception from the rear yard requirements.

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

When preexisting ambient wind speeds exceed the comfort level, or when a proposed building or addition may cause ambient wind speeds to exceed the comfort level, the building shall be designed to reduce the ambient wind speeds to meet the requirements. An exception may be granted, in accordance with the provisions of Section 309, allowing the building or addition to add to the amount of time that the comfort level is exceeded by the least practical amount if (1) it can be shown that a

building or addition cannot be shaped and other wind-baffling measures cannot be adopted to meet the foregoing requirements without creating an unattractive and ungainly building form and without unduly restricting the development potential of the building site in question, and (2) it is concluded that, because of the limited amount by which the comfort level is exceeded, the limited location in which the comfort level is exceeded, or the limited time during which the comfort level is exceeded, the addition is insubstantial.

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

Independent consultants analyzed ground-level wind currents in the vicinity of the Project Site. A wind tunnel analysis, the results of which are included in the EIR, was conducted using a scale model of the Project Site and its immediate vicinity. Measurements were taken at 95 test points. On May 21, 2013, a supplemental wind analysis was submitted by RWDI stating that the reduction in the height of the Project would not change these results.

Comfort Criterion

Without the Project, 67 of the 95 test points currently exceed the comfort criteria. With the Project, wind conditions would change only minimally. The average wind speed would increase from 12.6 to 12.7 mph. Seven of the existing comfort exceedances would be eliminated, and nine new exceedances would be created, for a net increase of two exceedances. An exception under Section 148 (a) is therefore required.

An exception is justified under the circumstances, because the changes in wind speed and frequency due to the Project are slight and unlikely to be noticeable. In the aggregate, the average wind speed across all test points (nine mph) would not change appreciably, nor would the amount of time (17 percent) during which winds exceed the applicable criteria. The Project would not create any new exceedances in areas used for public seating.

The Project incorporates several design features intended to baffle winds and reduce ground-level wind speeds. The third floor of the museum cantilevers over the on-site open space below, shielding this open space and redirecting some wind flows away from Jessie Square. The exterior of this cantilever includes projecting fins that will capture and diffuse winds before reaching the ground. In addition, the exterior of the museum at the first and second floors is chamfered to avoid localized wind eddies that would result from a typical rectilinear exterior. Beyond these measures, the Project cannot be shaped or incorporate additional wind-baffling measures that would reduce the wind speeds to comply with Section 148(a) without creating an unattractive building or unduly restricting the development potential of the Project Site. Construction of the Project would have a negligible affect on wind conditions, which would remain virtually unchanged.

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

Hazard Criterion

The Project would comply with the wind hazard criterion. The wind tunnel test indicated that four of the 95 test points currently do not meet the wind hazard criterion. At two existing hazard exceedance locations at the intersection of Third and Market Streets, the Project would increase wind speeds by approximately 1 mph, with increased duration of approximately three to four hours per year. The Project would reduce wind speeds at the two other existing hazard exceedance locations. At a test point near the entrance to Yerba Buena Gardens on the south side of Mission Street, wind speeds would decrease by approximately 1 mph, with a decreased duration of approximately five hours per year. At a test point at Yerba Buena Lane, wind speeds would decrease by approximately 8 mph, with a decreased duration of approximately 92 hours per year. The Project would not create new hazard exceedances, and on balance, would improve wind conditions at the locations of existing hazard exceedances.

- C. **Off-Street Parking – Residential Use (Section 151.1).** Pursuant to Section 151.1, residential uses in C-3 Districts are not required to provide off-street parking, but may provide up to .25 cars per dwelling unit as-of-right. Residential uses may provide up to .75 cars per dwelling unit (or up to one car for each dwelling unit with at least two bedrooms and at 1,000 square feet of floor area), if the Commission makes findings in accordance with Section 151.1(f).

With 190 dwelling units, the project may provide 48 off-street parking spaces as of right. The total number of spaces allowed as-of-right will depending on the final unit count. All dwelling units in the project have at least two bedrooms and exceed 1,000 square feet of floor area. Therefore, based on the ratios specified in Section 151.1, up to 190 spaces would be allowed to serve the Project if the Commission makes the findings specified in Section 151.1(f). These findings are as follows:

- a. For projects with 50 units or more, all residential accessory parking in excess of 0.5 parking spaces for each dwelling unit shall be stored and accessed by mechanical stackers or lifts, valet, or other space-efficient means that allows more space above-ground for housing, maximizes space efficiency and discourages use of vehicles for commuting or daily errands. The Planning Commission may authorize the request for additional parking notwithstanding that the project sponsor cannot fully satisfy this requirement provided that the project sponsor demonstrates hardship or practical infeasibility (such as for retrofit of existing buildings) in the use of space-efficient parking given the configuration of the parking floors within the building and the number of independently accessible spaces above 0.5 spaces per unit is de minimus and subsequent valet operation or other form of parking space management could not significantly increase the capacity of the parking space above the maximums in Table 151.1.

Residential parking spaces would be provided in an existing underground garage accessible to Project residents via a car elevator managed by a valet operation.

- b. For any project with residential accessory parking in excess of 0.375 parking spaces for each dwelling unit, the project complies with the housing requirements of Sections 415 through 415.9 of this Code except as follows: the

inclusionary housing requirements that apply to projects seeking conditional use authorization as designated in Section 415.3(a)(2) shall apply to the project.

The Project does not require Conditional Use authorization.

- c. Vehicle movement on or around the project site associated with the excess accessory parking does not unduly impact pedestrian spaces or movement, transit service, bicycle movement, or the overall traffic movement in the district.

While the parking is being provided at the maximum possible 1:1 ratio, the relatively small number of 190 off-street parking spaces is not expected to generate substantial traffic that would adversely impact pedestrian, transit, or bicycle movement. Given the proximity of the Project Site to the employment opportunities and retail services of the Downtown Core, it is expected that residents will opt to prioritize walking, bicycle travel, or transit use over private automobile travel. In addition, the proposed residential spaces are being reallocated from spaces within the existing garage that are currently used for general public parking. Residential uses generally generate fewer daily trips than the uses that are served by the existing public parking. Therefore, the conversion of spaces for residential use would not create new vehicular movement compared with existing conditions.

The Project also proposes to utilize an existing curb cut on Third Street for ingress-only vehicular access for residents. This curb-cut would access a driveway leading to two valet-operated car elevators, which would move vehicles into the Jessie Square garage. This curb cut was previously used to access a loading dock for the Aronson Building. This loading dock would be demolished as part of the Project. The EIR concludes that the Project, including the use of the existing curb-cuts on Third Street and Mission Street, would not result in any significant pedestrian impacts, such as overcrowding on public sidewalks or creating potentially hazardous conditions. Given the limitations on the use of the curb cut (for inbound, valet service only), and given that the use of the curb cut would not cause any significant pedestrian impacts, the exception to allow the Project to utilize the Third Street curb cut is appropriate. However, because there could be improvements that might enhance pedestrian comfort and/or provide pedestrian amenities at the Project Site and in the vicinity, a condition of approval has been added requiring that the Project Sponsor collaborate with the Planning Department, DPW, and SFMTA to conduct a study to assess the existing pedestrian environment on the subject block, and to make recommendations for improvements that could be implemented to enhance pedestrian comfort and provide pedestrian amenities.

- d. Accommodating excess accessory parking does not degrade the overall urban design quality of the project proposal.
- e. All parking in the project is set back from facades facing streets and alleys and lined with active uses, and that the project sponsor is not requesting any exceptions or variances requiring such treatments elsewhere in this Code.

- f. Excess accessory parking does not diminish the quality and viability of existing or planned streetscape enhancements.

All parking for the Project is located within an existing subterranean garage and would not be visible from the public right-of-way. The Project will improve the streetscape by planting street trees and complying with similar streetscape requirements. Furthermore, improvement measures been imposed to improve the streetscape and pedestrian conditions by eliminating pole clutter and reducing pedestrian obstructions along Third Street. Thus, access to the accessory parking via Third Street would not degrade the overall urban design quality of the Project or the quality or viability of existing or planned street enhancements.

- g. In granting approval for such accessory parking above that permitted by right, the Commission may require the property owner to pay the annual membership fee to a certified car-share organization, as defined in Section 166(b)(2), for any resident of the project who so requests and who otherwise qualifies for such membership, provided that such requirement shall be limited to one membership per dwelling unit, when the following findings are made by the Commission:

(i) That the project encourages additional private-automobile use, thereby creating localized transportation impacts for the neighborhood.

(ii) That these localized transportation impacts may be lessened for the neighborhood by the provision of car-share memberships to residents.

Conditions of approval have been added requiring that the property owner provide membership to a certified car-share organization to any resident who so requests, limited to one membership per household.

- D. **Standards for Off-Street Parking and Loading (Section 155).** Section 155 regulates the design of parking and loading facilities. Section 155(r)(4) specifies that no curb cuts may be permitted on the segment of Third Street abutting the Project. Within the C-3 Districts, the Planning Commission may grant an exception for this curb cut through the Section 309 Review process. Section 155(r)(3) specifies that no curb cuts may be permitted on the segment of Mission Street abutting the Project, except through Conditional Use authorization.

The SUD proposed for the Project would modify the regulations of Section 155 to allow a curb cut on Mission Street through an exception granted through the Section 309 review process, rather than through Conditional Use authorization. Currently, the Jessie Square garage is accessed for ingress and egress via a driveway from Stevenson Street, as well as an egress-only driveway that exits onto Mission Street. The Project would retain the Mission Street curb cut, but would relocate it slightly, approximately 2.5 feet to the east, and would remain for egress only from Jessie Square Garage. The exception for Mission Street is appropriate given that the existing curb cut would only be relocated slightly and would remain for egress only from Jessie Square Garage. This curb cut would continue its present function to provide egress from the

Jessie Street garage, helping to divide vehicular travel between the Stevenson Street and Mission Street driveways.

The Project also proposes to utilize an existing curb cut on Third Street for ingress-only vehicular access for residents. This curb-cut would access a driveway leading to two valet-operated car elevators, which would move vehicles into the Jessie Square garage. This curb cut was previously used to access a loading dock for the Aronson Building. This loading dock would be demolished as part of the Project. The EIR concludes that the Project, including the use of the existing curb-cuts on Third Street and Mission Street, would not result any significant pedestrian impacts, such as overcrowding on public sidewalks or creating potentially hazardous conditions. Given the limitations on the use of the curb cut (for inbound, valet service only), and given that the use of the curb cut would not cause any significant pedestrian impacts, the exception to allow the Project to utilize the Third Street curb cut is appropriate. However, because there could be improvements that might enhance pedestrian comfort and/or provide pedestrian amenities at the Project Site and in the vicinity, a condition of approval has been added requiring that the Project Sponsor collaborate with the Planning Department, DPW, and SFMTA to conduct a study to assess the existing pedestrian environment on the subject block, and to make recommendations for improvements that could be implemented to enhance pedestrian comfort and provide pedestrian amenities.

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

**HOUSING ELEMENT:
Objectives and Policies**

OBJECTIVE 1

TO PROVIDE NEW HOUSING, ESPECIALLY PERMANENTLY AFFORDABLE HOUSING, IN APPROPRIATE LOCATIONS WHICH MEETS IDENTIFIED HOUSING NEEDS AND TAKES INTO ACCOUNT THE DEMAND FOR AFFORDABLE HOUSING CREATED BY EMPLOYMENT DEMAND.

Policy 1.1:

Encourage higher residential density in areas adjacent to downtown, in underutilized commercial and industrial areas proposed for conversion to housing, and in neighborhood commercial districts where higher density will not have harmful effects, especially if the higher density provides a significant number of units that are affordable to lower income households.

Policy 1.3

Identify opportunities for housing and mixed-use districts near downtown and former industrial portions of the City.

Policy 1.4:

Locate in-fill housing on appropriate sites in established residential neighborhoods.

The Project would add residential units to an area that is well-served by transit, services, and shopping opportunities. The Project Site is suited for dense residential development, where residents can commute and satisfy convenience needs without frequent use of a private automobile. The Project Site is located immediately adjacent to employment opportunities within the Downtown Core, and is in an area with abundant local- and region-serving transit options, including the future Transit Center.

URBAN DESIGN ELEMENT: Objectives and Policies

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

OBJECTIVE 3:

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

Policy 3.1:

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

Policy 3.6:

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

Most buildings in the immediate area are high-rises. The Project would not dominate or otherwise overwhelm the area, as many existing and proposed buildings are substantially taller than the proposed Project. The Project's contemporary design would complement existing and planned development in the area. Furthermore, the Project would promote a varied and visually appealing skyline by contributing to the wide range of existing and proposed building heights in the Downtown / South of Market area.

The tower is designed to be compatible with the historic Aronson Building, and the proposed massing and articulation of the tower differentiate the two buildings, allowing each to maintain a related but distinct character and physical presence.

COMMERCE AND INDUSTRY ELEMENT: Objectives and Policies

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

OBJECTIVE 1:

Manage economic growth and change to ensure enhancement of the total city living and working environment.

Policy 1.1:

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

OBJECTIVE 2:

Maintain and enhance a sound and diverse economic base and fiscal structure for the city.

Policy 2.3:

Maintain a favorable social and cultural climate in the city in order to enhance its attractiveness as a firm location.

The Project Site is located in an area already characterized by a significant cluster of arts, culture, and entertainment destinations. The proposed Project will add substantial economic benefits to the City, and will contribute to the vitality of this district, in an area well served by hotels, shopping and dining opportunities, public transit, and other key amenities and infrastructure to support tourism.

ARTS ELEMENT:

Objectives and Policies

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

OBJECTIVE I-1:

RECOGNIZE THE ARTS AS NECESSARY TO THE QUALITY OF LIFE FOR ALL SEGMENTS OF SAN FRANCISCO.

Policy I-1.2:

Officially recognize on a regular basis the contributions arts make to the quality of life in San Francisco.

OBJECTIVE I-2:

Increase the contribution of the arts to the economy of San Francisco.

Policy I-2.1:

Encourage and promote opportunities for the arts and artists to contribute to the economic development of San Francisco.

Policy I-2.2:

Continue to support and increase the promotion of the arts and arts activities throughout the City for the benefit of visitors, tourists and residents.

OBJECTIVE III-2:

Strengthen the contribution of arts organizations to the creative life and vitality of San Francisco.

Policy III-2.2:

Assist in the improvement of arts organizations' facilities and access in order to enhance the quality and quantity of arts offerings.

OBJECTIVE VI-1:

Support the continued development and preservation of artists' and arts organizations' spaces.

Policy VI-1.11:

Identify, recognize, and support existing arts clusters and, wherever possible, encourage the development of clusters of arts facilities and arts related businesses throughout the city.

The Project will result in a the creation of a permanent home for the Mexican Museum, strengthening the recognition and reputation of San Francisco as a city that is supportive of the arts. Such activities enhance the recreational and cultural vitality of San Francisco, bolster tourism, and support the local economy by drawing regional, national, and international patrons.

**TRANSPORTATION ELEMENT:
Objectives and Policies**

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

OBJECTIVE 2:

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

Policy 2.1:

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

The Project is located within an existing high-density urban context. The Downtown Core has a multitude of transportation options, and the Project Site is within walking distance of the Market Street transit spine, the future Transit Center, and the future Central Subway, and thus would make good use of the existing and planned transit services available in this area and would assist in maintaining the desirable urban characteristics and services of the area. The walkable and transit-rich location of the Project will encourage residents and visitors to seek transportation options other than private automobile use.

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

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

The Project would include approximately 4,800 sq. ft. of retail uses at the ground-floor. These uses would provide goods and services to downtown workers, residents, and visitors, while creating ownership and employment opportunities for San Francisco residents. The addition of residents and museum visitors will strengthen the customer base of businesses in the area.

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

The Project will not displace any existing housing, and will add new residential units, retail spaces, and a museum to enhance the character of a district already characterized by intense, walkable urban development. The Project would be compatible with the character of the downtown area.

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

The Project would enhance the City's supply of affordable housing by participating in the Inclusionary Affordable Housing Program. Specifically, the Project Sponsor will pay an in-lieu fee at a rate equivalent to an off-site requirement of 20%. It should be noted that, through the transactional documents between the Project Sponsor and the Successor Agency, the project will contribute an additional affordable housing fee to the Successor Agency equal to 8% of the residential units.

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

The Project Site is situated in the downtown core and is well served by public transit, and is located within walking distance of abundant retail goods and services. The Project Site is located just one block from Market Street, a major transit corridor that provides access to various Muni and BART lines. In addition, the Project Site is within two blocks of the future Transbay Terminal (currently under construction) providing convenient access to other transportation services. Parking for the residential uses will occupy spaces within the existing Jessie Square garage. Neighborhood parking would not be overburdened.

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

The Project Site does not contain any industrial uses. Retail space will be retained within the ground-floor of the Aronson Building, and the establishment of the Mexican Museum will provide additional employment opportunities.

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

The rehabilitation of the Aronson Building, as well as the construction of the new tower will comply with all current structural and seismic requirements under the San Francisco Building Code.

- G. That landmarks and historic buildings be preserved.

The Project includes the rehabilitation of the Aronson Building, a Category I (Significant) building under Article 11 of the Planning Code, located within the New Montgomery-Mission-Second Street Conservation District. The Project would not negatively affect any historic resources.

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

A technical memorandum, prepared by Turnstone Consulting, was submitted on June 9, 2011, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). The memorandum concluded that the Project would cast 337,744 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.09% of the theoretical annual available sunlight ("TAAS") on Union Square. On May 21, 2013, a technical memorandum prepared by Turnstone Consulting was submitted analyzing the shadow impacts of the Project on Union Square, based on the reduced 480-foot roof height. The memorandum concluded that the Project would cast 238,788 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.06% of the Theoretically Available Annual Sunlight ("TAAS") on Union Square.

The Planning Commission and the Recreation and Park Commission held a duly advertised joint public hearing on May 23, 2013 and adopted Resolution No. 18876 and Recreation and Park Commission Resolution No. 1305-014, amending the absolute cumulative limit ("ACL") for Union Square to (a) include the approximately 194,293 sfh of shadow (equal to 0.05% of the TAAS) that resulted from a 1996 project modifying the Macy's department store that reduced shadow on Union Square (the "Macy's Adjustment") that had not been previously added back to the ACL for Union Square and (b) increase the ACL by an additional 44,495 sfh of net new shadow (equal to 0.01% of the TAAS). At the same hearing, the Planning Commission adopted Motion No. 18877 finding that the shadow cast by the Project would not be adverse to the use of Union Square, and allocated the cumulative shadow limit to the Project.

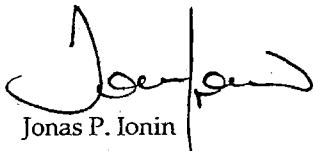
10. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
11. The Commission hereby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

DECISION

Based upon the whole record, the submissions by the Project Sponsor, the staff of the Department, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, in accordance with the standards specified in the Code, the Commission hereby **APPROVES Application No. 2008.1084X** and grants exceptions to Sections 134, 148, 151.1, and 155 pursuant to Section 309, subject to the following conditions attached hereto as Exhibit A which are incorporated herein by reference as though fully set forth, in general conformance with the plans stamped Exhibit B and on file in Case Docket No. 2008.1084X.

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

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting on May 23, 2013



Jonas P. Ionin
Acting Commission Secretary

AYES: Fong, Antonini, Hillis, Borden

NOES: Moore, Sugaya, Wu

ABSENT:

ADOPTED: May 23, 2013

EXHIBIT A

AUTHORIZATION

This authorization is to grant a Planning Code Section 309 Determination of Compliance and Request for Exceptions, in connection with a project to rehabilitate an existing 10-story, 144-foot tall building (the Aronson Building), and construct a new, adjacent 43-story tower, reaching a roof height of 480 feet with a 30-foot tall mechanical penthouse. The two buildings would be connected and would contain up to 190 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 190 parking spaces within the garage to serve the proposed residential uses. The project is located at 706 Mission Street, Lots 093, 275, and portions of Lot 277 within Assessor's Block 3706 ("Project Site"), within the C-3-R District and the 400-I Height and Bulk District. The Project shall be completed in general conformance with plans dated May 23, 2013 and stamped "EXHIBIT B" included in the docket for Case No. 2008.1084X and subject to conditions of approval reviewed and approved by the Commission on May 23, 2013 under Motion No. 18894. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on May 23, 2013 under Motion No 18894.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. 18894 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 Section 309 Determination of Compliance and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

Changes to the approved plans may be approved administratively by the Zoning Administrator. Significant changes and modifications of conditions shall require Planning Commission approval of a new Section 309 Determination of Compliance.

Conditions of approval, Compliance, Monitoring, and Reporting

PERFORMANCE

1. Validity and Expiration for Rezoning and Text Map Amendment Applications. The authorization and right vested by virtue of this action is valid for three years from the effective date of the Motion. The construction of the approved Project shall commence within three (3) years from the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective, or this authorization shall no longer be valid. A building permit from the Department of Building Inspection to construct the project and commence the approved use must be issued as this Section 309 Determination of Compliance is only an approval of the proposed project and conveys no independent right to construct the project or to commence the approved use. The Planning Commission may, in a public hearing, consider the revocation of the approvals granted if a site or building permit has not been obtained within three (3) years of the date of the Motion approving the Project. 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. The Commission may also consider revoking the approvals if a permit for the Project has been issued but is allowed to expire and more than three (3) years have passed since the Motion was approved.

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

2. Extension. This authorization may be extended at the discretion of the Zoning Administrator only where failure to issue a permit by the Department of Building Inspection to perform said tenant improvements is caused by a delay by a local, State or Federal agency or by any appeal of the issuance of such permit(s).

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

3. Additional Project Authorization. The Project Sponsor must obtain a height reclassification from the 400-I Height and Bulk District to the 480-I Height and Bulk District, along with Zoning Text Amendment and Zoning Map Amendment to adopt the "Yerba Buena Center Mixed-Use Special Use District" associated with the Project for the subject property. The Project also requires findings under Section 295 to raise the absolute cumulative shadow limit for Union Square, and to determine that the shadow cast by the project on Union Square would not be adverse to the use of the park. 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

4. Shadow Analysis. Prior to the issuance of a site permit, the Project Sponsor shall submit an updated technical shadow analysis for the Project which reflects the final building envelope authorized by this approval. The content of the technical shadow analysis shall be subject to review and approval by the Planning Department, and shall quantify the amount of net new shadow that would be cast by the Project on Union Square.

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

5. Mitigation Measures. Mitigation measures and improvement measures described in the MMRP attached as Exhibit A to Motion No. 18875 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

6. Final Materials. The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance. In particular, the Project may be further refined to provide a unique identity for the Mexican Museum, with particular attention given to

- Color and texture of exterior materials.
- Amount, location, and transparency of glazing
- Signage

Further design development of the Project, including the Mexican Museum, may be approved administratively by the Planning Department provided that such design development substantially conforms to the Architectural Design Intent Statement contained in the Environmental Impact Report for the project, and that the design development does not result in any new or substantially more severe environmental impacts than disclosed in the Environmental Impact Report for the Project.

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

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

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

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

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

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

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

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

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

11. 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>

12. 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

13. Noise, Ambient. Interior occupiable spaces shall be insulated from ambient noise levels. Specifically, in areas identified by the Environmental Protection Element, Map1, "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

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

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

PARKING AND TRAFFIC

15. Pedestrian Conditions Analysis. Prior to the issuance of site permit, the Project Sponsor shall collaborate with the Planning Department, DPW, and SFMTA to conduct a study of pedestrian conditions on Block 3706. The scope of the study shall be determined by the Planning Department, and shall be subject to review and approval by the Planning Director. The study shall evaluate the feasibility and desirability of measures and treatments to enhance pedestrian comfort and accessibility in the area, and, in particular, shall make recommendations for improving the pedestrian realm along the western side of Third Street between Market Street and Mission Street. Measures and amenities that would enhance pedestrian comfort and accessibility to be assessed for feasibility include the construction of bulb-outs at the intersection of Third and Mission Streets, additional signage, alternative pavement treatment for sidewalks at driveways, audible signals at driveways, the reconfiguration of the porte-cochere at the Westin Hotel to eliminate one of its two existing curb cuts, and the potential for reconfiguration of other parking and loading strategies in the area. The Project Sponsor shall cooperate with the City in seeking the consent to participating in such measures by other property owners on Third Street between Mission and Market Streets, provided that such measures shall not be required for the project where such consent or participation cannot be secured in a reasonable, timely, and economic manner.

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

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

for its service subscribers. A reduction in the number of dwelling units may result in a proportionate reduction in the required number of car share parking spaces, consistent with the ratios specified in Section 166.

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

17. Car Share Memberships. Pursuant to Section 151.1(1)(f)(2), the Project Sponsor or successor property owners shall pay the annual membership fee to a certified car-share organization for any resident of the project who so requests and otherwise qualifies for such membership, provided that such requirement shall be limited to one membership per dwelling unit.

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

18. Bicycle Parking. The Project shall provide no fewer than 60 Class 1 bicycle parking spaces as required by Planning Code Sections 155.1 and 155.5. A reduction in the number of dwelling units may result in a proportionate reduction in the required number of bicycle parking spaces, consistent with the ratios specified in Section 155.5.

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

19. Parking Maximum. Pursuant to Planning Code Section 151.1, the Project shall provide no more than 190 off-street parking spaces to serve the residential units, at a ratio of one space per dwelling unit. Any reduction in the number of dwelling units shall require a proportionate reduction in the maximum number of allowable parking spaces

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

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

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

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

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

PROVISIONS

22. First Source Hiring. The Project shall adhere to the requirements of the First Source Hiring Construction and End-Use Employment Program approved by the First Source Hiring Administrator,

pursuant to Section 83.4(m) of the Administrative Code. The Project Sponsor shall comply with the requirements of this Program regarding construction work and on-going employment required for the Project.

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

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

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

24. Inclusionary Affordable Housing Program.

a. **Requirement.** Pursuant to Planning Code 415.5, the Project Sponsor must pay an Affordable Housing Fee at a rate equivalent to the applicable percentage of the number of units in an off-site project needed to satisfy the Inclusionary Affordable Housing Program Requirement for the principal project. The applicable percentage for this project is twenty percent (20%).

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org or the Mayor's Office of Housing at 415-701-5500, www.sf-moh.org.

b. **Other Conditions.** The Project is subject to the requirements of the Inclusionary Affordable Housing Program under Section 415 et seq. of the Planning Code and the terms of the City and County of San Francisco Inclusionary Affordable Housing Program Monitoring and Procedures Manual ("Procedures Manual"). The Procedures Manual, as amended from time to time, is incorporated herein by reference, as published and adopted by the Planning Commission, and as required by Planning Code Section 415. Terms used in these conditions of approval and not otherwise defined shall have the meanings set forth in the Procedures Manual. A copy of the Procedures Manual can be obtained at the Mayor's Office of Housing ("MOH") at 1 South Van Ness Avenue or on the Planning Department or Mayor's Office of Housing's websites, including on the internet at:

<http://sf-planning.org/Modules/ShowDocument.aspx?documentid=4451>.

As provided in the Inclusionary Affordable Housing Program, the applicable Procedures Manual is the manual in effect at the time the subject units are made available for sale or rent.

For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org or the Mayor's Office of Housing at 415-701-5500, www.sf-moh.org.

i. The Project Sponsor must pay the Fee in full sum to the Development Fee Collection Unit at the DBI for use by MOH prior to the issuance of the first construction document, with an option for the Project Sponsor to defer a portion of the payment prior to issuance of the first certificate of occupancy upon agreeing to pay a deferral surcharge that would be deposited into the Citywide Inclusionary Affordable Housing Fund in accordance with Section 107A.13.3 of the San Francisco Building Code.

- ii. Prior to the issuance of the first construction permit by the DBI for the Project, the Project Sponsor shall record a Notice of Special Restriction on the property that records a copy of this approval. The Project Sponsor shall promptly provide a copy of the recorded Notice of Special Restriction to the Department and to MOH or its successor.
- iii. If project applicant fails to comply with the Inclusionary Affordable Housing Program requirement, the Director of DBI shall deny any and all site or building permits or certificates of occupancy for the development project until the Planning Department notifies the Director of compliance. A Project Sponsor's failure to comply with the requirements of Planning Code Sections 415 et seq. shall constitute cause for the City to record a lien against the development project and to pursue any and all other remedies at law.

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

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

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

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

27. Art - C-3 District. Pursuant to Planning Code Section 429 (formerly 149), if the Project Sponsor elects to satisfy the requirements of Section 429 by providing works of art on-site, the Project Sponsor and the Project artist shall consult with the Planning Department during design development regarding the height, size, and final type of the art. The final art concept shall be submitted for review for consistency with this Motion by, and shall be satisfactory to, the Director of the Planning Department in consultation with the Commission. The Project Sponsor and the Director shall report to the Commission on the progress of the development and design of the art concept prior to the submittal of the first building or site permit application

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

28. Art - C-3 District. Pursuant to Planning Code Section 429 (formerly 149), if the Project Sponsor elects to satisfy the requirements of Section 429 by providing works of art on-site, prior to issuance of any certificate of occupancy, the Project Sponsor shall install the public art generally as described in this Motion and make it available to the public. If the Zoning Administrator concludes that it is not feasible to install the work(s) of art within the time herein specified and the Project Sponsor provides adequate

assurances that such works will be installed in a timely manner, the Zoning Administrator may extend the time for installation for a period of not more than twelve (12) months.

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

MONITORING - AFTER ENTITLEMENT

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

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

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

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

OPERATION

31. 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>

32. 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>

33. 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

34. Lighting. All Project lighting shall be directed onto the Project site and immediately surrounding sidewalk area only, and designed and managed so as not to be a nuisance to adjacent residents. Nighttime lighting shall be the minimum necessary to ensure safety, but shall in no case be directed so as to constitute a nuisance to any surrounding property.

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



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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Planning Commission Resolution 18876 Section 295

HEARING DATE: MAY 23, 2013

Date: March 28, 2013
Case No.: 2008.1084EHKXRTZ
Project Address: 706 Mission Street
Project Site Zoning: C-3-R (Downtown, Retail, Commercial)
 400-I Height and Bulk District
Block/Lots: 3706/093, 276, 277 (706 Mission Street)
 0308/001 (Union Square)
Project Sponsor: 706 Mission Street, LLC
 c/o Sean Jeffries of Millennium Partners
 735 Market Street, 4th Floor
 San Francisco, CA 94107
Staff Contact: Aaron Hollister – (415) 575-9078
aaron.hollister@sfgov.org

RESOLUTION TO AMEND THE SECTION 295 IMPLEMENTATION MEMO ADOPTED IN 1989 TO RAISE THE ABSOLUTE CUMULATIVE SHADOW LIMIT ON UNION SQUARE IN ORDER TO ALLOW THE PROPOSED PROJECT AT 706 MISSION STREET, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

PREAMBLE

The people of the City and County of San Francisco, in June 1984, adopted an initiative ordinance, commonly known as Proposition K, codified as Section 295 of the Planning Code.

Section 295 requires that the Planning Commission disapprove any building permit application to construct a structure that will cast shadow on property under the jurisdiction of the Recreation and Park Department, unless it is determined that the shadow would not be significant or adverse. The Planning Commission and the Recreation and Park Commission must adopt criteria for the implementation of that ordinance.

Section 295 is implemented by analyzing park properties that could be shadowed by new construction, including the current patterns of use of such properties, how such properties might be used in the future,

and assessing the amount of shadowing, its duration, times of day, and times of year of occurrence. The Commissions may also consider the overriding social or public benefits of a project casting shadow.

Pursuant to Planning Code Section 295, the Planning Commission and the Recreation and Park Commission, on February 7, 1989, adopted standards for allowing additional shadows on the greater downtown parks (Resolution No. 11595).

Union Square ("Park"), which is 0.25 miles northwest of 706 Mission Street ("Project Site"), is a public open space that is under the jurisdiction of the Recreation and Park Commission. Union Square is an approximately 2.58-acre park that occupies the entire block bounded by Post Street on the north, Stockton Street on the east, Geary Street on the south, and Powell Street on the west. The plaza is primarily hardscaped and oriented to passive recreational uses, large civic gatherings, and ancillary retail. There are no recreational facilities and some grassy areas exist along its southern perimeter. There are pedestrian walkways and seating areas throughout the park, several retail kiosks and two cafés on the east side of the park. The park includes portable tables and chairs that can be moved to different locations. A 97-foot-tall monument commemorating the Battle of Manila Bay from the Spanish American War occupies the center of the park. Residents, shoppers, tourists, and workers use the park as an outdoor lunch destination and a mid-block pedestrian crossing. Throughout the year, the park is sunny during the middle of the day; it is shadowed by existing buildings to the east, south, and west during the early morning, late afternoon, and early evening. During the spring and autumn, Union Square is sunny from approximately 9:00 AM until 3:00 PM; it is shadowed by existing buildings during the early morning, late afternoon, and early evening. During the summer, Union Square is sunny from approximately 10:00 AM until 4:00 PM; it is shadowed by existing buildings during the early morning, late afternoon, and early evening. During the winter, Union Square is mostly sunny from approximately noon until 2:00 PM; it is shadowed by existing buildings during the rest of the day.

Union Square receives about 392,663,521 square-foot-hours ("sfh") of theoretical annual sunlight ("TAAS"). Currently, there are about 150,265,376 sfh of existing annual shadow on the park. The ACL that was established for Union Square in 1989 is additional shadow that was equal to 0.1 percent of the TAAS on Union Square, which is approximately 392,663.5 sfh. Until October of 2012, Union Square currently has a remaining shadow allocation, or shadow budget, of approximately 323,123.5 sfh. Since the quantitative standard for Union Square was established in 1989, two completed development projects have affected the shadow conditions on Union Square. In 1996, a project to expand Macy's department store altered the massing of the structure and resulted in a net reduction of 194,293 sfh of existing shadow (with a corresponding increase in the amount of sunlight on the park), and in 2003, a project at 690 Market Street added 69,540 sfh of net new shadow on Union Square. Although the Macy's expansion project reduced the amount of existing shadow and increased the amount of available sunlight on Union Square, this amount has not been added back to the shadow budget for Union Square by the Planning Commission and the Recreation and Park Commission to account for these conditions.

Additionally, on October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center District Plan ("Plan") Area, including Union Square. In revising these ACLs, the Commissions also

adopted qualitative criteria for each park related to the characteristics of shading within these ACLs by development sites within the Plan Area that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects within the Plan Area must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole. During a joint public hearing on October 11, 2012, the Planning Commission and the Recreation and Park Commission increased the ACLs for seven downtown parks, including Union Square, to allow for shadow cast by development proposed under the Transit Center District Plan (TCDP). The ACL for Union Square was increased from the original limit of 0.1 percent of the TAAS (approximately 392,663.5 sfh) to 0.19 percent of the TAAS (approximately 746,060.7 sfh), but all of the available ACL was reserved for development sites within the Plan Area.

On October 11, 2012, following the joint hearing regarding the TCDP, the Recreation and Park Commission reviewed the shadow impacts of the proposed Transbay Tower at 101 First Street and made a formal recommendation to the Planning Commission to allocate a portion of the newly adopted ACL for Union Square to the Transbay Tower. On October 18, 2012, the Planning Commission allocated a portion of the newly adopted ACL to the Transbay Tower (Motion No. 18724, Case No. 2008.0789K).

On November 15, 2012, the Recreation and Park Commission made a formal recommendation to the Planning Commission to allocate a portion of the newly adopted ACL for Union Square to a proposed project at 181 Fremont Street. On December 6, 2012, the Planning Commission allocated a portion of the newly adopted ACL to 181 Fremont Street. As a result of these actions, the remaining ACL for Union Square is 0.1785 percent of the TAAS, which means that approximately 700,904.4 sfh of net new shadow could be cast on Union Square by other development proposed under the TCDP (Motion No. 18763, Case No. 2007.0456K).

On September 25, 2008, Margo Bradish, Esq., of Cox, Castle & Nicholson LLP on behalf of 706 Mission Street, LLC ("Project Sponsor") submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295.

On October 24, 2012, the Project Sponsor filed an application with the Planning Department ("Department") for a Determination of Compliance pursuant to Planning Code Section ("Section") 309 with requested Exceptions from Planning Code ("Code") requirements for "Reduction of Ground-Level Wind Currents in C-3 Districts", "Off-Street Parking Quantity", "Rear Yard, and "General Standards for Off-Street Parking and Loading" to allow curb cuts on Third and Mission Streets, for a project to rehabilitate an existing 10-story, 144-foot tall building (the Aronson Building), and construct a new, adjacent 47-story tower, reaching a roof height of 520 feet with a 30-foot tall mechanical penthouse. The two buildings would be connected and would contain up to 215 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would

allocate up to 215 parking spaces within the garage to serve the proposed residential uses. The Project Sponsor has proposed a "flex option" that would retain approximately 61,000 square feet of office uses within the existing Aronson Building, and would reduce the residential component of the project to 191 dwelling units. On May 20, 2013, the Project Sponsor reduced the height of the proposed tower from 520 feet (with a 30-foot-tall elevator/mechanical penthouse) to 480 feet (with a 30-foot-tall elevator/mechanical penthouse). As a result, the number of dwelling units in the Project was reduced from a maximum of 215 dwelling units to a maximum of 190 dwelling units, the number of residential parking spaces was reduced from a maximum of 215 spaces to a maximum of 190 spaces, and the "flex option" of retaining office space within the project was deleted. The project is located at 706 Mission Street, Lots 093, 276, and portions of Lot 277 within Assessor's Block 3706 ("Project Site"), within the C-3-R District and the 400-I Height and Bulk District (collectively, "Project", Case No. 2008.1084X).

On October 24, 2012, the Project Sponsor submitted a request for a General Plan Referral Case No. 2008.1084R, regarding the changes in use, disposition, and conveyance of publicly-owned land, reconfiguration of the public sidewalk along Mission Street, and subdivision of the property. On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Motion No. 18878 determining that these actions are consistent with the objectives and policies of the General Plan and the Priority Policies of Section 101.1.

On October 24, 2012, the Project Sponsor submitted a request to amend Height Map HT01 of the Zoning Maps of the San Francisco Planning Code to reclassify the Project Site from the 400-I Height and Bulk District to the 520-I Height and Bulk District. (Case No. 2008.1084Z). On May 20, 2013, in association with the reduced height of the Project, the Project Sponsor revised the request for a Height Reclassification to reclassify a portion of the Project Site from the 400-I Height and Bulk District to the 480-I Height and Bulk District. On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Resolution No. 18879, recommending that the Board of Supervisors approve the requested Height Reclassification.

On October 24, 2012, the submitted a request to amend Zoning Map SU01 and the text of the Planning Code to establish the "Yerba Buena Center Mixed-Use Special Use District" (SUD) on the property. The proposed SUD would modify specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations (Case No. 2008.1084T). On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Resolution No. 18879, recommending that the Board of Supervisors approve the requested Planning Code Text Amendment.

A technical memorandum, prepared by Turnstone Consulting, was submitted on June 9, 2011, analyzing the potential shadow impacts of the Project (at its originally proposed 520-foot roof height) to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). The memorandum concluded that the Project would cast 337,744 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.09% of the TAAS on Union Square for projects outside of the TCDP. On May 21, 2013, a technical memorandum prepared by Turnstone Consulting was submitted analyzing the shadow impacts of the Project on Union Square, based on the reduced 480-foot roof height. The memorandum concluded that the Project would cast 238,788 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.06% of the TAAS on Union Square. The

reduction in the height of the tower results in a reduction of approximately 29% of net new shadow compared with the Project's original design.

As part of their actions on October 11, 2012 to increase the ACLs for seven downtown parks, the Planning Commission and the Recreation and Park Commission designated the ACLs exclusively for projects that meet the criteria set forth in the TCDP. Projects that do not meet the criteria set forth in the TCDP may not utilize any portion of the amended ACLs if they cast net new shadow on any of the seven downtown parks for which the ACLs were amended. Such projects would be required to seek their own amendments to the ACLs for these seven downtown parks. The Project is located outside the Plan area and is not eligible to utilize newly adopted ACL on the Park.

On March 21, 2013, the Commission reviewed and considered the Final EIR 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 certified the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

The EIR concludes that the Project would not result in a project-specific significant shadow impact to recreation facilities or other public areas. With respect to Union Square, the EIR indicates that the net new shadow would be of limited duration and the new shadowing would occur at times when the use of Union Square is limited. The EIR concludes that the Project would, however, make a cumulatively considerable contribution to a significant cumulative shadow impact on public open spaces when taking into account other reasonably foreseeable future projects, such as the Transit Tower and the Palace Hotel Project, that would also result in new shadowing of public areas, including Union Square.

Three separate appeals of the Commission's certification of the EIR to the Board of Supervisors were filed before the April 10, 2013 deadline. The Board of Supervisors considered these appeals at a duly noticed public hearing on May 7, 2013, and unanimously voted to affirm the Planning Commission's certification of the Final EIR. The Board of Supervisors reviewed and considered the Final EIR and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with CEQA, the CEQA Guidelines and Chapter 31. The Board of Supervisors found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Board of Supervisors, and that the summary of comments and responses contained no significant revisions to the draft EIR, and approved the Final EIR in compliance with CEQA, the CEQA Guidelines and Chapter 31.

On May 23, 2013, the Commission adopted Motion No. 18875, adopting CEQA findings, including a Statement of Overriding Considerations, and adopting the Mitigation Monitoring and Reporting Program ("MMRP"), which findings and adoption of the MMRP are hereby incorporated by reference as though fully set forth herein. The Commission found that the reduction in the height of the Project has resulted in

no substantial changes that would require major revisions to the Final EIR or result in new or substantially more severe significant environmental impacts that were not evaluated in the Final EIR, no new information has become available that was not known and could not have been known at the time the Final EIR was certified as complete and that would result in new substantially more severe significant environmental impacts not evaluated in the Final EIR, and no mitigation measures or alternatives previously found infeasible would be feasible or mitigation measures or alternatives considerably different than those analyzed in the Final EIR would substantially reduce significant environmental impacts, but the project proponent declines to adopt them.

The Planning Department, Jonas Ionin, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California.

The Project Sponsor has requested that, as part of the requested increase in the ACL for Union Square, the Planning Commission and the Recreation and Park Commission formally add to the ACL the additional sunlight that resulted from the Macy's expansion project in 1996, which consisted of 194,293 sfh (equal to approximately 0.05% of the TAAS for Union Square). The Project at 706 Mission would cast 44,495 sfh of net new shadow (equal to approximately 0.01% of the TAAS for Union Square) beyond the additional sunlight from the Macy's expansion project, for a total of 238,788 sfh of net new shadow (equal to approximately 0.06% of the TAAS for Union Square).

The Planning Commission and the Recreation and Park Commission held a duly advertised joint public hearing on May 23, 2013 to consider whether to increase the ACL for Union Square by 0.05 percent of the TAAS for Union Square to account for the additional sunlight that resulted from the Macy's expansion project, and to increase the ACL an additional 0.01 percent, for a total increase of 0.06 percent of the TAAS for Union Square.

The Planning Commission has reviewed and considered reports, studies, plans and other documents pertaining to the Project.

The Planning 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, Department staff, and other interested parties.

Therefore, the Commission hereby resolves:

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:

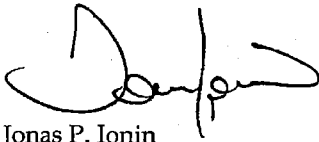
1. The foregoing recitals are accurate, and also constitute findings of this Commission.
2. The staffs of both the Planning Department and the Recreation and Park Department have recommended increasing the ACL for Union Square by 0.05 percent of the TAAS for Union Square to account for the additional sunlight that resulted from the Macy's expansion project, and to increase the ACL an additional 0.01 percent, for a total increase of 0.06 percent of the TAAS for Union Square, equal to approximately 238,788 square-foot-hours of net new shadow.

3. The additional shadow cast by the Project on Union Square, while numerically significant, would not be adverse to the use of Union Square, and is not expected to interfere with the use of the Park, for the following reasons: (1) the new shadow would not occur after 9:15 a.m. any day of the year (maximum new shadow range would be 8:30 a.m. to 9:15 a.m. during daylight savings time, or 7:30 a.m. to 8:15 a.m. during standard time) and would be consistent with the 1989 Memo qualitative standards for Union Square in that the new net shadow would not occur during mid-day hours; (2) the new shadow would generally occur in the morning hours during periods of relatively low park usage; (3) the new shadow would occur for a limited amount of time from October 11th to November 8th and from February 2nd to March 2nd for less than one hour on any given day during the hours subject to Section 295; and (4) the new shadow does not affect the manner in which Union Square is used, which is mainly for passive recreational opportunities.
4. A determination by the Planning Commission and the Recreation and Park Commission to raise the absolute cumulative shadow limit for the park in an amount that would accommodate the additional shadow that would be cast by the Project does not constitute an approval of the Project.
5. The reduction in the height of the Project has resulted in no substantial changes that would require major revisions to the Final EIR or result in new or substantially more severe significant environmental impacts that were not evaluated in the Final EIR, no new information has become available that was not known and could not have been known at the time the Final EIR was certified as complete and that would result in new substantially more severe significant environmental impacts not evaluated in the Final EIR, and no mitigation measures or alternatives previously found infeasible would be feasible or mitigation measures or alternatives considerably different than those analyzed in the Final EIR would substantially reduce significant environmental impacts, but the project proponent declines to adopt them.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Planning Department, the recommendation of the General Manager of the Recreation and Park Department, in consultation with the Recreation and Park Commission, and other interested parties, the oral testimony presented to the Planning Commission and the Recreation and Park Commission at the public hearing, and all other written materials submitted by all parties, the Planning Commission hereby ADOPTS, under Shadow Analysis Application No. 2008.1084K, an amendment of the absolute cumulative limit ("ACL") for Union Square to (a) include the approximately 194,293 sfh of shadow (equal to 0.05% of the TAAS) that resulted from a 1996 project modifying the Macy's department store that reduced shadow on Union Square (the "Macy's Adjustment") that had not been previously added back to the ACL for Union Square and (b) increase the ACL by an additional 44,495 sfh of net new shadow (equal to 0.01% of the TAAS). Should the building envelope of the Project be reduced, the increase in the cumulative shadow limit authorized by this action shall be reduced to the amount of shadow that would be cast by the revised Project.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at the meeting on May 23, 2013.



Jonas P. Ionin
Acting Commission Secretary

AYES: Fong, Antonini, Borden, Hillis

NAYS: Moore, Sugaya, Wu

ABSENT:

ADOPTED: May 23, 2013



SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

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

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Planning Commission Motion 18877 Section 295

HEARING DATE: MAY 23, 2013

Date: March 28, 2013
Case No.: 2008.1084EHKXRTZ
Project Address: 706 Mission Street
Project Site Zoning: C-3-R (Downtown, Retail, Commercial)
 400-I Height and Bulk District
Block/Lots: 3706/093, 276, portions of 277 (706 Mission Street)
 0308/001 (Union Square)
Project Sponsor: 706 Mission Street, LLC
 c/o Sean Jeffries of Millennium Partners
 735 Market Street, 4th Floor
 San Francisco, CA 94107
Staff Contact: Aaron Hollister – (415) 575-9078
aaron.hollister@sfgov.org

ADOPTING FINDINGS, WITH THE RECOMMENDATION OF THE GENERAL MANAGER OF THE RECREATION AND PARK DEPARTMENT, IN CONSULTATION WITH THE RECREATION AND PARK COMMISSION THAT THE NET NEW SHADOW FROM THE PROPOSED PROJECT AT 706 MISSION STREET WILL NOT HAVE AN ADVERSE IMPACT ON UNION SQUARE, AS REQUIRED BY PLANNING CODE SECTION 295 (THE SUNLIGHT ORDINANCE), AND ALLOCATE NET NEW SHADOW ON UNION SQUARE TO THE PROPOSED PROJECT AT 706 MISSION STREET.

PREAMBLE

Under Planning Code Section 295 (also referred to as Proposition K from 1984), a building permit application for a project exceeding a height of 40 feet cannot be approved if there is any shadow impact on a property under the jurisdiction of the Recreation and Park Department, unless the Planning Commission, upon recommendation from the General Manager of the Recreation and Park Department, in consultation with the Recreation and Park Commission, makes a determination that the shadow impact will not be significant or adverse to the use of the property.

On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on 14 parks throughout San Francisco (Planning Commission Resolution No. 11595), as set forth in a February 3, 1989 memorandum (the "1989 Memo"). The ACL for each park is expressed as a percentage of the Theoretically Available Annual Sunlight ("TAAS") on the Park (with no adjacent structures present).

Union Square ("Park"), which is 0.25 miles northwest of 706 Mission Street ("Project Site"), is a public open space that is under the jurisdiction of the Recreation and Park Commission. Union Square is an approximately 2.58-acre park that occupies the entire block bounded by Post Street on the north, Stockton Street on the east, Geary Street on the south, and Powell Street on the west. The plaza is primarily hardscaped and oriented to passive recreational uses, large civic gatherings, and ancillary retail. There are no recreational facilities and some grassy areas exist along its southern perimeter. There are pedestrian walkways and seating areas throughout the park, several retail kiosks and two cafés on the east side of the park. The park includes portable tables and chairs that can be moved to different locations. A 97-foot-tall monument commemorating the Battle of Manila Bay from the Spanish American War occupies the center of the park. Residents, shoppers, tourists, and workers use the park as an outdoor lunch destination and a mid-block pedestrian crossing. Throughout the year, the park is sunny during the middle of the day; it is shadowed by existing buildings to the east, south, and west during the early morning, late afternoon, and early evening. During the spring and autumn, Union Square is sunny from approximately 9:00 AM until 3:00 PM; it is shadowed by existing buildings during the early morning, late afternoon, and early evening. During the summer, Union Square is sunny from approximately 10:00 AM until 4:00 PM; it is shadowed by existing buildings during the early morning, late afternoon, and early evening. During the winter, Union Square is mostly sunny from approximately noon until 2:00 PM; it is shadowed by existing buildings during the rest of the day.

Union Square receives about 392,663,521 square-foot-hours ("sfh") of TAAS. Currently, there are about 150,265,376 sfh of existing annual shadow on the park. The ACL that was established for Union Square in 1989 is additional shadow that was equal to 0.1 percent of the TAAS on Union Square, which is approximately 392,663.5 sfh. Until October of 2012, Union Square currently had a remaining shadow allocation, or shadow budget, of approximately 323,123.5 sfh. Since the quantitative standard for Union Square was established in 1989, two completed development projects have affected the shadow conditions on Union Square. In 1996, a project to expand Macy's department store altered the massing of the structure and resulted in a net reduction of 194,293 sfh of existing shadow (with a corresponding increase in the amount of sunlight on the park), and in 2003, a project at 690 Market Street added 69,540 sfh of net new shadow on Union Square. Although the Macy's expansion project reduced the amount of existing shadow and increased the amount of available sunlight on Union Square, this amount has not been added back to the shadow budget for Union Square by the Planning Commission and the Recreation and Park Commission to account for these conditions.

Additionally, on October 11, 2012, the Planning Commission and the Recreation and Park Commission held a duly noticed joint public hearing and adopted Planning Commission Resolution No. 18717 and Recreation and Park Commission Resolution No. 1201-001 amending the 1989 Memo and raising the absolute cumulative shadow limits for seven open spaces under the jurisdiction of the Recreation and Park Department that could be shadowed by likely cumulative development sites in the Transit Center

District Plan ("Plan") Area, including Union Square. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs by development sites in the Plan Area that would not be considered adverse, including the duration, time of day, time of year, and location of shadows on the particular parks. Under these amendments to the 1989 Memo, any consideration of allocation of "shadow" within these newly increased ACLs for projects within the Plan Area must be consistent with these characteristics. The Commissions also found that the "public benefit" of any proposed project in the Plan Area should be considered in the context of the public benefits of the Transit Center District Plan as a whole. During a joint public hearing on October 11, 2012, the Planning Commission and the Recreation and Park Commission increased the ACLs for seven downtown parks, including Union Square, to allow for shadow cast by development proposed under the Transit Center District Plan (TCDP). The ACL for Union Square was increased from the original limit of 0.1 percent of the TAAS (approximately 392,663.5 sfh) to 0.19 percent of the TAAS (approximately 746,060.7 sfh), but all of the available shadow budget within this ACL was reserved for development within the Plan Area.

On October 11, 2012, following the joint hearing regarding the TCDP, the Recreation and Park Commission reviewed the shadow impacts of the proposed Transbay Tower at 101 First Street and made a formal recommendation to the Planning Commission to allocate a portion of the newly adopted ACL for Union Square to the Transbay Tower. On October 18, 2012, the Planning Commission allocated a portion of the newly adopted ACL to the Transbay Tower (Motion No. 18724, Case No. 2008.0789K).

On November 15, 2012, the Recreation and Park Commission made a formal recommendation to the Planning Commission to allocate a portion of the newly adopted ACL for Union Square to a proposed project at 181 Fremont Street. On December 6, 2012, the Planning Commission allocated a portion of the newly adopted ACL to 181 Fremont Street. As a result of these actions, the remaining ACL for Union Square is 0.1785 percent of the TAAS, which means that approximately 700,904.4 sfh of net new shadow could be cast on Union Square by other development proposed under the TCDP (Motion No. 18763, Case No. 2007.0456K).

On September 25, 2008, Sean Jeffries of Millennium Partners, acting on behalf of 706 Mission Street, LLC ("Project Sponsor") submitted a request for review of a development exceeding 40 feet in height, pursuant to Section 295, analyzing the potential shadow impacts of the Project to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). Department staff prepared a shadow fan depicting the potential shadow cast by the development and concluded that the Project could have a potential impact to properties subject to Section 295.

On October 24, 2012, the Project Sponsor filed an application with the Planning Department ("Department") for a Determination of Compliance pursuant to Planning Code Section ("Section") 309 with requested Exceptions from Planning Code ("Code") requirements for "Reduction of Ground-Level Wind Currents in C-3 Districts", "Off-Street Parking Quantity", "Rear Yard, and "General Standards for Off-Street Parking and Loading" to allow curb cuts on Third and Mission Streets, for a project to rehabilitate an existing 10-story, 144-foot tall building (the Aronson Building), and construct a new, adjacent 47-story tower, reaching a roof height of 520 feet with a 30-foot tall mechanical penthouse. The two buildings would be connected and would contain up to 215 dwelling units, a "core-and-shell" museum space measuring approximately 52,000 square feet, and approximately 4,800 square feet of retail space. The project would reconfigure portions of the existing Jessie Square Garage to increase the number

of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 215 parking spaces within the garage to serve the proposed residential uses. The Project Sponsor has proposed a "flex option" that would retain approximately 61,000 square feet of office uses within the existing Aronson Building, and would reduce the residential component of the project to 191 dwelling units. On May 20, 2013, the Project Sponsor reduced the height of the proposed tower from 520 feet (with a 30-foot-tall elevator/mechanical penthouse) to 480 feet (with a 30-foot-tall elevator/mechanical penthouse). As a result, the number of dwelling units in the Project was reduced from a maximum of 215 dwelling units to a maximum of 190 dwelling units, the number of residential parking spaces was reduced from a maximum of 215 spaces to a maximum of 190 spaces, and the "flex option" of retaining office space within the project was deleted. The project is located at 706 Mission Street, Lots 093, 276, and portions of Lot 277 within Assessor's Block 3706 ("Project Site"), within the C-3-R District and the 400-I Height and Bulk District (collectively, "Project", Case No. 2008.1084X).

On October 24, 2012, the Project Sponsor submitted a request for a General Plan Referral Case No. 2008.1084R, regarding the changes in use, disposition, and conveyance of publicly-owned land, reconfiguration of the public sidewalk along Mission Street, and subdivision of the property. On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Motion No. 18878 determining that these actions are consistent with the objectives and policies of the General Plan and the Priority Policies of Section 101.1.

On October 24, 2012, the Project Sponsor submitted a request to amend Height Map HT01 of the Zoning Maps of the San Francisco Planning Code to reclassify the Project Site from the 400-I Height and Bulk District to the 520-I Height and Bulk District. (Case No. 2008.1084Z). On May 20, 2013, in association with the reduced height of the Project, the Project Sponsor revised the request for a Height Reclassification to reclassify a portion of the Project Site from the 400-I Height and Bulk District to the 480-I Height and Bulk District. On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Resolution No. 18879, recommending that the Board of Supervisors approve the requested Height Reclassification.

On October 24, 2012, the submitted a request to amend Zoning Map SU01 and the text of the Planning Code to establish the "Yerba Buena Center Mixed-Use Special Use District" (SUD) on the property. The proposed SUD would modify specific Planning Code regulations related to permitted uses, the provision of a cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations (Case No. 2008.1084T). On May 23, 2013, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting and adopted Resolution No. 18879, recommending that the Board of Supervisors approve the requested Planning Code Text Amendment.

A technical memorandum, prepared by Turnstone Consulting, was submitted on June 9, 2011, analyzing the potential shadow impacts of the Project (at its originally proposed 520-foot roof height) to properties under the jurisdiction of the Recreation and Parks Department (Case No. 2008.1084K). The memorandum concluded that the Project would cast 337,744 sfh of net new shadow on Union Square on a yearly basis, which would be an increase of about 0.09% of the TAAS on Union Square for projects outside of the TCDP. On May 21, 2013, a technical memorandum prepared by Turnstone Consulting was submitted analyzing the shadow impacts of the Project on Union Square, based on the reduced 480-foot roof height. The memorandum concluded that the Project would cast 238,788 sfh of net new shadow on Union Square

on a yearly basis, which would be an increase of about 0.06% of the TAAS on Union Square. The reduction in the height of the tower results in a reduction of approximately 29% of net new shadow compared with the Project's original design.

On March 21, 2013, the Commission reviewed and considered the Final EIR 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 certified the Final EIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

The EIR concludes that the Project would not result in a project-specific significant shadow impact to recreation facilities or other public areas. With respect to Union Square, the EIR indicates that the net new shadow would be of limited duration and the new shadowing would occur at times when the use of Union Square is limited. The EIR concludes that the Project would, however, make a cumulatively considerable contribution to a significant cumulative shadow impact on public opens spaces when taking into account other reasonably foreseeable future projects, such as the Transit Tower and the Palace Hotel Project, that would also result in new shadowing of public areas, including Union Square.

Three separate appeals of the Commission's certification of the EIR to the Board of Supervisors were filed before the April 10, 2013 deadline. The Board of Supervisors considered these appeals at a duly noticed public hearing on May 7, 2013, and unanimously voted to affirm the Planning Commission's certification of the Final EIR. The Board of Supervisors reviewed and considered the Final EIR and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with CEQA, the CEQA Guidelines and Chapter 31. The Board of Supervisors found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Board of Supervisors, and that the summary of comments and responses contained no significant revisions to the draft EIR, and approved the Final EIR in compliance with CEQA, the CEQA Guidelines and Chapter 31.

As part of their actions on October 11, 2012 to increase the ACLs for seven downtown parks, the Planning Commission and the Recreation and Park Commission designated the ACLs exclusively for projects that meet the criteria set forth in the TCDP. Projects that do not meet the criteria set forth in the TCDP may not utilize any portion of the amended ACLs if they cast net new shadow on any of the seven downtown parks for which the ACLs were amended. Such projects would be required to seek their own amendments to the ACLs for these seven downtown parks. The Project is located outside the Plan area and is not eligible to utilize newly adopted ACL on the Park.

On May 23, 2013, the Commission adopted Motion No. 18875, adopting CEQA findings, including a Statement of Overriding Considerations, and adopting the Mitigation Monitoring and Reporting Program ("MMRP"), which findings and adoption of the MMRP are hereby incorporated by reference as though

fully set forth herein. The Commission found that the reduction in the height of the Project has resulted in no substantial changes that would require major revisions to the Final EIR or result in new or substantially more severe significant environmental impacts that were not evaluated in the Final EIR, no new information has become available that was not known and could not have been known at the time the Final EIR was certified as complete and that would result in new substantially more severe significant environmental impacts not evaluated in the Final EIR, and no mitigation measures or alternatives previously found infeasible would be feasible or mitigation measures or alternatives considerably different than those analyzed in the Final EIR would substantially reduce significant environmental impacts, but the project proponent declines to adopt them.

The Planning Department, Jonas Ionin, is the custodian of records for this action, and such records are located at 1650 Mission Street, Fourth Floor, San Francisco, California.

The Planning Commission and the Recreation and Park Commission held a duly advertised joint public hearing on May 23, 2013 and adopted Planning Commission Resolution No. 18876, and Recreation and Park Commission Resolution No. 1305-014 amending the ACL for Union Square to (a) include the approximately 194,293 sfh of shadow (equal to 0.05% of the TAAS) that resulted from a 1996 project modifying the Macy's department store that reduced shadow on Union Square (the "Macy's Adjustment") that had not been previously added back to the ACL for Union Square and (b) increase the ACL by an additional 44,495 sfh of net new shadow (equal to 0.01% of the TAAS).

On May 23, 2011, The Recreation and Park Commission conducted a duly notice public hearing at regularly scheduled meeting and recommended that the Planning Commission find that the shadows cast by the Project on Union Square will not be adverse to the use of Union Square.

The Planning Commission has reviewed and considered reports, studies, plans and other documents pertaining to the Project.

The Planning 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, Department staff, and other interested parties.

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 foregoing recitals are accurate, and also constitute findings of this Commission.
2. The additional shadow cast by the Project on Union Square, while numerically significant, would not be adverse to the use of Union Square, and is not expected to interfere with the use of the Park, for the following reasons: (1) the new shadow would not occur after 9:15 a.m. any day of the year (maximum new shadow range would be 8:30 a.m. to 9:15 a.m. during daylight savings time, or 7:30 a.m. to 8:15 a.m. during standard time) and would be consistent with the 1989 Memo qualitative standards for Union Square in that the new net shadow would not occur during mid-day hours; (2) the new shadow would generally occur in the morning hours during periods of relatively low park usage; (3) the new shadow would occur for a limited amount of

time from October 11th to November 8th and from February 2nd to March 2nd for less than one hour on any given day during the hours subject to Section 295; and (4) the new shadow does not affect the manner in which Union Square is used, which is mainly for passive recreational opportunities.

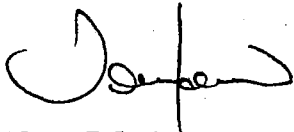
3. A determination by the Planning Commission and/or the Recreation and Park Commission to allocate net new shadow to the Project does not constitute an approval of the Project.

DECISION

Based upon the Record, the submissions by the Project Sponsor, the staff of the Planning Department, the recommendation of the General Manager of the Recreation and Park Department, in consultation with the Recreation and Park Commission, and other interested parties, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, the Commission hereby **DETERMINES**, under Shadow Analysis Application No. 2008.1084K, that the net new shadow cast by the Project on Union Square would not be adverse to the use of the park, and **ALLOCATES** to the Project 238,788 square-foot-hours of additional shadow on Union Square (representing approximately 0.06% of the Theoretically Available Annual Sunlight for Union Square), including (a) the approximately 194,293 sfh of shadow (equal to 0.05% of the TAAS) that resulted from the "Macy's Adjustment", and (b) an additional 44,495 sfh of net new shadow (equal to 0.01% of the TAAS). Should the building envelope of the Project be reduced, the allocation of additional shadow to the Project that is authorized by this action shall be reduced to the amount of shadow that would be cast by the revised Project.

FURTHERMORE, the Commission adopts findings under the California Environmental Quality Act, including the Statement of Overriding Considerations and the Mitigation Monitoring and Reporting Program prepared for the Project, as set forth in Motion No. 18875, which are hereby incorporated by reference as though fully set forth herein.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at the meeting on May 23, 2013.



Jonas P. Ionin
Acting Commission Secretary

AYES: Fong, Antonini, Borden, Hillis

NAYS: Moore, Sugaya, Wu

ABSENT:

ADOPTED: May 23, 2013



SAN FRANCISCO PLANNING DEPARTMENT

Historic Preservation Commission Motion No. 0197 Permit to Alter MAJOR ALTERATION

HEARING DATE: MAY 15, 2013

1650 Mission St.
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Filing Date: October 24, 2012
Case No.: 2008.1084H
Project Address: 706 Mission Street
Conservation District: New Montgomery-Mission-Second Conservation District
Category: Category I (Significant) – Aronson Building
Zoning: C-3-R (Downtown Retail)
400-I Height and Bulk District
Block/Lot: 3706/093
Applicant: Margo Bradish
Cox Castle & Nicholson LLP
555 California Street, 10th Floor
San Francisco, CA 94104
Staff Contact Lily Yegazu - (415) 575-9076
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Reviewed By Tim Frye - (415) 557-6822
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ADOPTING FINDINGS, INCLUDING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, FOR A PERMIT TO ALTER FOR PROPOSED WORK DETERMINED TO BE APPROPRIATE FOR AND CONSISTENT WITH THE PURPOSES OF ARTICLE 11, TO MEET THE STANDARDS OF ARTICLE 11 AND TO MEET THE SECRETARY OF INTERIOR'S STANDARDS FOR REHABILITATION, FOR THE PROPERTY LOCATED AT 706 MISSION STREET (ASSESSOR'S BLOCK 3706, LOTS 093, 275, AND PORTIONS OF LOT 277), WITHIN THE C-3-R (DOWNTOWN OFFICE) DISTRICT AND THE 400-I HEIGHT AND BULK DISTRICT.

PREAMBLE

WHEREAS, on October 24, 2012, Margo Bradish, Cox Castle & Nicholson LLP on behalf of the property owner, 706 Mission Street Co LLC, a Delaware limited liability company ("Applicant") filed an application with the San Francisco Planning Department ("Department") for a Permit to Alter for an interior and exterior rehabilitation, as well as seismic upgrade of the Aronson Building and new related construction of a 47-story, 550'-tall tower with up to 215 residential units and a museum (the future home of The Mexican Museum) adjacent to the Aronson Building and located partially within the new

Montgomery-Mission-Second Street Conservation District. The project would also reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 spaces to 470 spaces, add loading and service vehicle spaces, and would allocate up to 215 parking spaces within the garage to serve the proposed residential uses.

On June 27, 2012, the Department published a draft Environmental Impact Report (EIR) for public review. The draft EIR was available for public comment until August 13, 2012. On August 2, 2012, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On March 7, 2013, the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project. The DEIR, together with the Responses to Comments constitute the Final EIR.

On March 21, 2013, the Planning Commission, by Motion No. 18829, certified the Final EIR, finding 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 certification of the FEIR was appealed to the Board of Supervisors. On May 7, 2013, the Board of Supervisors rejected the appeal and affirmed the certification of the FEIR.

The Planning Department is the custodian of records, located in the File for Case No. 2008.1084E, at 1650 Mission Street, Fourth Floor, San Francisco, California.

Department staff prepared a Mitigation Monitoring and Reporting Program ("MMRP"), which material was made available to the public and this Commission for this Commission's review, consideration and action. The mitigation measures described in the Final EIR are set forth in their entirety in the MMRP attached to this Motion as Exhibit 2.

WHEREAS, on May 15, 2013, the Historic Preservation Commission conducted a duly noticed public hearing on the Permit to Alter project, Case No. 2008.1084H ("Project") to consider its compliance with the Secretary of the Interior's Standards and Article 11 of the Planning Code.

WHEREAS, in reviewing the Application, the Historic Preservation Commission has had available for its review and consideration case reports, plans, and other materials pertaining to the Project contained in the Department's case files, including the FEIR, has reviewed and heard testimony and received materials from interested parties during the public hearing on the Project.

MOVED, that the Historic Preservation Commission hereby adopts findings under the California Environmental Quality Act, Public Resources Code §§21000 et seq. (CEQA), the CEQA Guidelines, 14 Cal. Code. Regs. §§15000 et seq., and Chapter 31 of the San Francisco Administrative Code, including a statement of overriding considerations (attached hereto as Exhibit 1); adopts the MMRP for the proposed project (attached hereto as Exhibit 2); and grants the Permit to Alter, in conformance with the architectural plans labeled Exhibit H on file in the docket for Case No. 2008.1084H and the listed conditions based on the following findings:

CONDITIONS OF APPROVAL

Storefront

- (1) Construction details of the proposed storefront and entrance doors that indicate all exterior profiles and dimensions shall be based on historic photograph documentation and shall be subject to review and approval by Department Preservation Staff prior to the approval of the architectural addendum.
- (2) All storefront finishes shall have a non-metallic powder coated or painted finish. All color and finish samples for storefronts shall be submitted to Department Preservation Staff for review and approval as part of the architectural addendum.

Entryway

- (3) The final design incorporating any historic fabric if discovered and, including shop drawings for the new contemporary arched opening proposed along the Mission Street façade shall be based on photographic or physical evidence and shall be included in the architectural addendum for review and approval by Department Preservation Staff.
- (4) All exterior materials and finish samples shall be reviewed and approved by Department Preservation Staff prior to fabrication and prior to the approval of site permit or architectural addendum.

Canopy

- (5) Final design, including finish and materials to match proposed storefronts, and shop drawings for the attachment details of the canopies at the Third Street entry and north façade shall be reviewed and approved by Department Preservation Staff prior to fabrication and prior to the architectural addendum.
- (6) Attachment details of the proposed canopies indicating that the canopies will be attached in a manner that will avoid damage to the historic fabric shall be submitted for review and approval by Department Preservation Staff prior to approval of the architectural addendum.

Signage

- (7) The sign program for the Aronson Building, including lighting proposed, shall be submitted for review and approval by staff under a new (Minor) Permit to Alter at a later date.

Existing Windows

- (8) The replacement windows for the non-historic windows on the Third and Mission Street elevations shall be wood windows that closely match the configuration, material, and all exterior profiles and dimensions of the historic windows based on historic photographic evidence.

Exterior Repairs

- (9) Documentation indicating the results of a thorough façade inspection shall be submitted for review and approval by Department Preservation Staff. The façade inspection document shall clearly identify the extent of damage and the parts that will be repaired, replaced in kind or those that are damaged beyond repair, requiring replacement with substitute materials.

Colusa Sandstone

- (10) Cleaning of the Colusa sandstone shall be conducted consistent with the masonry cleaning practice outlined in Preservation Brief 1 – Cleaning and Water-Repellent Treatments for Historic Masonry Buildings. The coating or paint type, color, and layering on the Colusa sandstone shall be researched before attempting its removal. Analysis of the nature of any unsound materials or paint to be removed from the sandstone shall be submitted to Department Preservation Staff for review and approval. In addition, initial testing shall be done on a small obscure location on the façade. All existing coatings shall be removed from the sandstone by gentlest means possible. A mock-up of proposed coating shall be conducted prior to selection of a product to ensure that coating shall not alter the natural finish, color or texture of the stone.

Terra Cotta

- (11) Cleaning of the terra cotta shall be conducted consistent with the masonry cleaning practice outlined in Preservation Brief 1 – Cleaning and Water-Repellent Treatments for Historic Masonry Buildings, which include but are not limited to, exercising extreme care in the cleaning of brick and conducting mock-ups to ensure no damage will occur as a result of cleaning. In addition, cleaning of the terra cotta shall proceed with the gentlest means, which may require several mock-ups prior to selection of the proper techniques as determined by a qualified preservation architect.

Architectural Cast Iron

- (12) All proposed replacement of missing elements within the architectural features shall be in kind. Only in instances where entire features are missing (e.g. scroll capitals along Third Street) shall be replaced with substitute material after review and approval by Department Preservation Staff.

Exterior Paint

- (13) Prior to application of the exterior paint finish on the cast iron, a paint analysis shall be performed on representative samples after proper cleaning of the existing materials for review and approval by Department Preservation Staff.

Sheet Metal

- (14) Substitute materials shall not be used to repair the existing cornice or replace missing cornice details and instead shall be replaced in-kind.

Substitute Materials

- (15) A mock-up of any replacement material proposed shall be reviewed and approved by Department Preservation Staff prior to installation.
- (16) Specifications and shop drawings for all replacement of the exterior materials on the Aronson Building shall be included in the architectural addendum for review and approval by Department Preservation Staff.
- (17) The replacement material shall closely match the characteristics of the historic material. The shop drawings for any replacement material proposed shall be included in the architectural addendum and are subject to review and approval by Department Preservation Staff to ensure that the replacement features, if applicable, closely match all exterior profiles, dimensions, and detailing

of the historic features as well as match the color, tone, and texture from a representative range of cleaned samples from the building

- (18) Prior to the production of the building features proposed to be replaced with substitute materials and the approval of the architectural addendum, Department Preservation Staff shall review site mock-ups of the replacement materials, including a mock-up of all exterior finish.

New Window Openings

- (19) The frames and finishes of the new windows proposed on the upper floors of the north façade shall match those proposed for the storefronts along the Third and Mission Street facades as well as the storefronts on the north façade.

Rooftop Addition

- (20) Final design, including details and finish material samples of the proposed solarium and glass railing/windscreen on the roof shall be reviewed and approved by Department Preservation Staff.

Tower Height and Massing

- (21) Any reduction of the overall height and massing of the proposed tower adjacent to the Aronson Building shall be reviewed and approved by Department Preservation staff provided that all other conditions of approval outlined in this motion are met.
- (22) The Project Sponsor shall continue to work with Department Preservation staff on the design of the tower base in order to ensure compatibility with the adjacent Aronson Building, the New Montgomery-Mission-Second Street Conservation District and surrounding context. Specifically, the materials, finishes, character and massing of the base of the tower shall be further refined to be of pedestrian scale. This final design of the tower base shall return to the Architectural Review Committee of the Historic Preservation Commission for review and comment to confirm that these issues have been addressed prior to approval of the architectural addendum.

FINDINGS

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

1. The above recitals are accurate and also constitute findings of the Commission.
2. Findings pursuant to Article 11:

The Historic Preservation Commission has determined that the proposed work is compatible with the exterior character-defining features of the subject building and meets the requirements of Article 11 of the Planning Code:

- That the proposed additions and alterations respect the character-defining features of the subject building;
- That the architectural character of the subject building will be maintained and those features that affect the building's overall appearance that are removed or repaired shall be done so in-kind;
- All architectural elements and cladding will be repaired where possible in order to retain as much historic fabric

as possible;

- That the proposal calls for retaining sound historic materials and replacing in-kind or with salvaged materials when necessary;
- That the integrity of distinctive stylistic features and examples of skilled craftsmanship that characterize the Aronson Building will be preserved;
- That the new addition on the rooftop will have a contemporary design that is compatible with the size, scale, color, material, and character of the Aronson Building and surroundings, and will not destroy significant features of the building;
- That the new addition on the rooftop will be minimally visible from the public right-of-way as it will be one-story in height over the roof level, setback approximately 23' setback from the Third Street façade and 27' setback from the Mission Street façade, and cover less than 75% of the roof area;
- That the installation of the proposed new elements, such as the rooftop solarium, railings on the rooftop, windows on the north elevation, and storefronts on the two primary elevations, the north (secondary) elevation as well as the proposed adjacent tower, will be undertaken in such a manner that, if removed in the future, the essential form and integrity of the historic property and its environment would be unimpaired;
- That the proposed work will not cause the removal, alteration, or obstruction of any character-defining features of the Aronson Building. The portions of the wall proposed to be removed for the creation of window openings on the north elevation will not remove more than 30% of the wall area, will not remove any distinctive materials or significantly alter the historic character of the Aronson Building. In addition, all structural, mechanical, electrical, plumbing installations will be designed in a manner which does not affect any character-defining features of the buildings and will occur in areas that are not visible from the street;
- That the proposed alterations and related adjacent construction will be carefully differentiated from the existing historic Aronson Building and will be compatible with the character of the property and district, including the proposed glass railings/windcreens, windows and doors, storefronts, rooftop addition and adjacent tower;
- That any chemical or physical treatments will be undertaken using the gentlest means possible and under the supervision of a historic architect or conservator;
- That Mitigation Measure M-NO-2c: Vibration Monitoring and Management Plan, of the *Mitigation Monitoring and Reporting Program for the 706 Mission Street – Mexican Museum Project Environmental Impact Report* pertaining to the potential for direct physical damage to the Aronson Building resulting from vibration during construction of the proposed project tower will ensure the protection of the Aronson Building.
- That the proposed project meets the following *Secretary of the Interior's Standards for Rehabilitation*:

Standard 1:

A property shall be used for its historic purpose or be placed in a new use that requires minimal change to the defining characteristics of the building and its site and environment.

The project will retain commercial uses, or introduce new uses that will be compatible with the Aronson Building. With the exception of the Aronson Building structural system and window frames at upper floors, there are no character-defining features on the interior. The window frames and the structural system will be retained and the new interior layout and features, including partition walls, stairs and other

major building elements will be designed in a manner that will not obscure the fenestration of the rehabilitated Third and Mission Street facades. Therefore, the proposed alteration of the interior to accommodate the new use will not impact historic fabric or features that characterize the Aronson Building.

Standard 2:

The historic character of a property shall be retained and preserved. The removal of historic materials or alteration of features and spaces that characterize a property shall be avoided.

The existing Aronson Building will be maintained and protected prior to and during construction to prevent deterioration and/or damage, and ensure preservation of historic fabric. In addition, the proposed exterior alterations to the Aronson Building such as the new windows, storefront systems, and canopy on the north elevation occur on secondary elevations. Furthermore, the proposed one-story solarium addition on the rooftop will be substantially setback from the edges of the Aronson Building (23' from the Third Street façade, 27' from the Mission Street façade and 21' from the north façade) and will be minimally visible from the street. The proposed glass rail/windscreen along the primary facades will not be visible from the streets given its 3' 6" height and 1' 6" setback from the parapet wall. As conditioned, the 10' high portion of the glass railing/windscreen along the north façade will be setback at least 5' from the parapet wall, ensuring minimal visibility from across Third Street. The proposed new tower construction will also be located on a tertiary, previously altered elevation and will not result in the loss of any historic materials or features.

Standard 3:

Each property will be recognized as a physical record of its time, place and use. Changes that create a false sense of historical development, such as adding conjectural features or architectural elements from other buildings, shall not be undertaken.

The introduction of new storefronts and windows on the primary elevations are based on photographic documentation on the primary elevations is compatible with the adjoining historic fabric and are consistent with the original design of the Aronson Building in terms of proportions, profiles and configurations. The new punched windows on the north elevation will be clearly differentiated but compatible with the character of the Aronson Building. As conditioned, the replacement windows on the primary facades will be wood framed single light windows and as such will be compatible with the existing Aronson Building as they are based on physical and photographic documentation.

Standard 4:

Most properties change over time; those changes that have acquired historic significance in their own right shall be retained and preserved.

There are no identified changes to the Aronson Building that have acquired historic significance in their own right. Other existing incompatible and non-historic 1978 additions on the north and west elevations, and storefront infill will be removed as part of the proposed rehabilitation.

Standard 5:

Distinctive features, finishes, and construction techniques or examples of craftsmanship that characterize a property shall be preserved.

The proposed project will retain and restore all distinctive materials, features, and finishes as well as construction techniques and examples of craftsmanship. Specifically the proposed project will rehabilitate all of the character-defining features of the Aronson Building, such as the exterior cladding in buff-colored glazed brick, the terra cotta and sandstone ornament, including sandstone entablatures and piers, brick pilasters, capitals, frieze, spandrel panels and window sills, cast iron pilasters between ground-floor storefronts, galvanized sheet metal cornice with paired scrolled brackets and block modillions historic entrance locations on Third and Mission Street facades, as well as the wood flagpole on the roof. The original Aronson Building entrance including the bronze door frame and arched transom frame at the Third Street entrance will be retained, cleaned and rehabilitated. As part of the proposed project, any extant material associated with the Mission Street historic entryway exposed during demolition will be retained, cleaned and rehabilitated. As conditioned, Department Preservation Staff will review and approve the final design, including materials and details for a new compatible contemporary arched opening that will be built at the original location with new metal portal surround, side lights and new glass entry double doors, matching those proposed for the Third Street façade, if no historic entryway is found after demolition.

Standard 6:

Deteriorated historic features shall be repaired rather than replaced. Where the severity of deterioration requires replacement of a distinctive feature, the new feature shall match the old in design, color, texture, and other visual qualities and, where possible, materials. Replacement of missing features shall be substantiated by documentary, physical, or pictorial evidence.

The proposed project will retain and restore all distinctive materials, features, and finishes, as well as construction techniques and examples of craftsmanship that characterize the Aronson Building. The project also proposes to replace elements deteriorated beyond repair or missing elements in kind. If the material is no longer available, it will be replaced using a substitute material that matches the profile and configuration of the original based on physical or photographic documentation and following the practice outlined in Preservation Brief 16 - Use of Substitute Materials on Historic Building Exteriors. As conditioned, site mock-up of any substitute material used will be reviewed and approved by Department Preservation Staff prior to fabrication and prior to the approval of architectural addendum.

Standard 7:

Chemical or physical treatments, such as sandblasting, that cause damage to historic materials shall not be used. The surface cleaning of structures, if appropriate, shall be undertaken using the gentlest means possible.

The project will comply with Rehabilitation Standard 7, in such that the project will adhere to the recommendations in the HSR and as conditioned, will following the masonry cleaning practice outlined in Preservation Brief 1 – Cleaning and Water-Repellent Treatments for Historic Masonry Buildings, which include but are not limited to, exercising extreme care in the cleaning of brick and conducting mock-ups to ensure no damage will occur as a result of cleaning; cleaning of terra cotta proceed with the gentlest means,

which may require several mock-ups prior to selection of the proper techniques and that the treatment approaches for the various historic materials be determined by a qualified preservation architect.

Standard 8:

Significant archeological resources affected by a project shall be protected and preserved. If such resources must be disturbed, mitigation measures shall be undertaken.

Mitigation measures are identified in the EIR and incorporated in the Mitigation Monitoring and Reporting Program, which require archaeological monitoring during construction of the adjacent tower to ensure that the project will not result in a significant impact to archaeological resources.

Standard 9:

New additions, exterior alterations, or related new construction will not destroy historic materials, features, and spatial relationships that characterize the property. The new work will be differentiated from the old and will be compatible with the historic materials, features, size, scale and proportion, and massing to protect the integrity of the property and its environment.

The proposed additions, exterior alterations and related new construction will not destroy historic materials, features and spatial relationship that characterizes the Aronson Building in that most of the related new construction is proposed on secondary facades. The one-story solarium will be added on the rooftop and will be substantially setback from the primary facades of the Aronson Building (23' from the Third Street façade, 27' from the Mission Street façade and 21' from the north façade) minimizing the perceived mass and visibility of the addition from the public right-of-way. The canopy, new storefront system and new window openings along the north façade are also additions located on secondary elevations and are designed in a manner to be compatible with and not destroy historic materials, features, and spatial relationships that characterize the Aronson Building. In addition, the proposed tower construction will be located on the previously altered west elevation that has no ornamental detail or historic fenestration. The new storefronts on the primary facades will be designed to closely match the historic storefronts in proportion, profiles and configuration based on physical and photographic evidence. As conditioned, the replacement windows on upper floors of the primary facades will consist of wood window frames with profiles, configuration, color and operation that will closely match the historic windows based on physical and photographic evidence to ensure compatibility with the character of the Aronson Building.

All new work will be clearly differentiated from the old yet be compatible with the historic materials, features, size, proportion, and massing. Specifically the proposed storefronts, new canopies, new windows on the north façade, and solarium on the roof top will be clearly differentiated through the use of contemporary detailing and materials. In addition, the adjacent tower will be differentiated in its modern, contemporary design vocabulary, yet be compatible with the Aronson Building and the New Montgomery-Mission-Second Street Conservation District as fully described in the attached memorandum (Exhibit L) prepared by Page & Turnbull and dated May 3, 2013, the proposed tower is compatible with the Conservation District. Specifically, the lower levels of the tower would align with their counterparts in the Aronson Building, creating a relationship between the two structures that would be expressed on the exterior of the proposed tower. Furthermore, the tower is designed consistent with Preservation Brief 14:

"New Exterior Additions to Historic Buildings: Preservation Concerns" which calls for the design of additions to historic resources in dense urban locations to read as an entirely separate building.

Although the proposed height of the tower is much taller than the Aronson Building, the proposed location and articulation of the tower as a related but visually separate building from the Aronson Building maintains a context that is similar to many buildings of varying heights within the district and the immediate vicinity thereby retaining the spatial relationships that characterize the property within the District. The proposed massing and articulation of the tower further differentiate it from the Aronson Building, allowing each to maintain a related but distinct character and physical presence. Furthermore, as conditioned, the proposed tower design will be revised including finishes and materials that are compatible and consistent with the Aronson Building as well as the surrounding District.

Standard 10:

New additions and adjacent or related new construction will be undertaken in such a manner that, if removed in the future, the essential form and integrity of the historic property and its environment will not be impaired.

The proposed new tower construction and alterations to the Aronson Building will not remove significant historic fabric, and have been designed to be unobtrusive to the architectural character of the Aronson Building and District in conformance with Secretary's Standards. While unlikely, if removed in the future, the proposed alterations at the roof, the primary and secondary facades, and the new adjacent tower, would not have an impact on the physical integrity or significance of the Aronson Building or the District in conformance with Standard 10 of the Secretary's Standards.

General Plan Compliance. The proposed Permit to Alter is, on balance, consistent with the following Objectives and Policies of the General Plan:

I. URBAN DESIGN ELEMENT

THE URBAN DESIGN ELEMENT CONCERNS THE PHYSICAL CHARACTER AND ORDER OF THE CITY, AND THE RELATIONSHIP BETWEEN PEOPLE AND THEIR ENVIRONMENT

GOALS

The Urban Design Element is concerned both with development and with preservation. It is a concerted effort to recognize the positive attributes of the city, to enhance and conserve those attributes, and to improve the living environment where it is less than satisfactory. The Plan is a definition of quality, a definition based upon human needs.

OBJECTIVE 1

EMPHASIS OF THE CHARACTERISTIC PATTERN WHICH GIVES TO THE CITY AND ITS NEIGHBORHOODS AN IMAGE, A SENSE OF PURPOSE, AND A MEANS OF ORIENTATION.

POLICY 1.3

Recognize that buildings, when seen together, produce a total effect that characterizes the city and its districts.

OBJECTIVE 2

CONSERVATION OF RESOURCES WHICH PROVIDE A SENSE OF NATURE, CONTINUITY WITH THE PAST,

AND FREEDOM FROM OVERCROWDING.

POLICY 2.4

Preserve notable landmarks and areas of historic, architectural or aesthetic value, and promote the preservation of other buildings and features that provide continuity with past development.

POLICY 2.5

Use care in remodeling of older buildings, in order to enhance rather than weaken the original character of such buildings.

POLICY 2.7

Recognize and protect outstanding and unique areas that contribute in an extraordinary degree to San Francisco's visual form and character.

The goal of a Permit to Alter is to provide additional oversight for buildings and districts that are architecturally or culturally significant to the City in order to protect the qualities that are associated with that significance.

The proposed project qualifies for a Permit to Alter and therefore furthers these policies and objectives by maintaining and preserving the character-defining features of the subject building for the future enjoyment and education of San Francisco residents and visitors.

3. The proposed project is generally consistent with the eight General Plan priority policies set forth in Section 101.1 in that:

- A) The existing neighborhood-serving retail uses will be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses will be enhanced:

The proposed project will not have any impact on neighborhood serving retail uses.

- B) The existing housing and neighborhood character will be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods:

The proposed project will strengthen neighborhood character by respecting the character-defining features of the historic building in conformance with the Secretary of the Interior's Standards.

- C) The City's supply of affordable housing will be preserved and enhanced:

The project will not reduce the affordable housing supply.

- D) The commuter traffic will not impede MUNI transit service or overburden our streets or neighborhood parking:

The proposed project will not result in commuter traffic impeding MUNI transit service or overburdening the streets or neighborhood parking. It will provide sufficient off-street parking for the proposed uses.

- E) A diverse economic base will be maintained by protecting our industrial and service sectors from

displacement due to commercial office development. And future opportunities for resident employment and ownership in these sectors will be enhanced:

The proposal will retain its existing commercial use to contribute to the diverse economic base of downtown.

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

Preparedness against injury and loss of life in an earthquake is improved by the proposed work. The work will eliminate unsafe conditions at the site and all construction will be executed in compliance with all applicable construction and safety measures.

- G) That landmark and historic buildings will be preserved:

The proposed project is in conformance with Article 11 of the Planning Code and the Secretary of the Interior's Standards.

- H) Parks and open space and their access to sunlight and vistas will be protected from development:

The proposed project will not unduly impact the access to sunlight or vistas for the parks and open space.

4. For these reasons, the proposal overall, appears to meet the Secretary of the Interior's Standards for Rehabilitation and the provisions of Article 11 of the Planning Code regarding Major Alterations to Category I (Significant) buildings.
5. California Environmental Quality Act Findings. This Commission hereby incorporates by reference as though fully set forth and adopts the CEQA findings attached hereto as Exhibit I.

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 **ADOPTS the MMRP (attached as Exhibit 2) and GRANTS a Permit to Alter** for the property located at Assessor's Block 3706, Lot 093 for proposed work in conformance with the renderings and architectural plans labeled Exhibit A on file in the docket for Case No. 2008.1084H.

APPEAL AND EFFECTIVE DATE OF MOTION: The Commission's decision on a Permit to Alter shall be final unless appealed within thirty (30) days. Any appeal shall be made to the Board of Appeals, unless the proposed project requires Board of Supervisors approval or is appealed to the Board of Supervisors as a conditional use, in which case any appeal shall be made to the Board of Supervisors (see Charter Section 4.135).

THIS IS NOT A PERMIT TO COMMENCE ANY WORK OR CHANGE OF OCCUPANCY UNLESS NO BUILDING PERMIT IS REQUIRED. PERMITS FROM THE DEPARTMENT OF BUILDING INSPECTION (and any other appropriate agencies) MUST BE SECURED BEFORE WORK IS STARTED OR OCCUPANCY IS CHANGED.

I hereby certify that the Historical Preservation Commission **ADOPTED** the foregoing Motion on
May 15, 2013.

Jonas P. Ionin

Acting Commission Secretary

AYES: Hyland, Johnck, Johns, Matsuda, Pearlman, Wolfram, Hasz

NAYS:

ABSENT:

ADOPTED: May 15, 2013



Department of Public Works
Office of the City and County Surveyor

1155 Market Street 3rd Floor
San Francisco, CA 94103

Bruce R. Storrs, City and County Surveyor

Edwin M. Lee, Mayor
Mohammed Nuru, Director
Fuad S. Sweiss, PE, PLS,
City Engineer & Deputy Director of Engineering

Date: December 10, 2013

Mohammed Nuru
Director of Public Works
1 Dr. Carlton B. Goodlett Place
City Hall, Room 348
San Francisco, CA 94102

RE: VESTING Tentative Subdivision Map No. 7970
Address: 700, 706 & 738 Mission Street and 86 Third Street
Assessor's Block/Lot: 3706/93, 275 and a portion of 277

The Vesting Tentative Map 7970, located at Assessors Blocks/Lots: 3706/ 93, 275 and a portion of 277, proposes a 5 lot subdivision for commercial use, and up to 190 residential condominium units . Parcel "A" will contain up to 25 residential condominium units, and Parcel "B" will contain up to 165 residential condominium units as shown on the Tentative Map. This subdivision will result in up to a maximum total of 190 residential condominium units.

Please Respond on or before: January 10, 2014

At the request of the City and County Surveyor, and pursuant to the San Francisco Subdivision Code and the San Francisco Subdivision Regulations, the submittal package of the above-referenced Tentative Map is being circulated to City Agencies for review and consideration of the proposed development. The proposed development will result in up to 190 total residential condominium units.

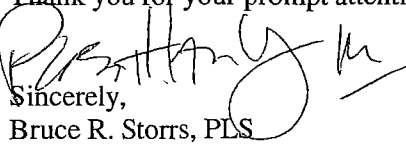
The City Agencies are requested to review the attached Tentative Map and forward comments to the Mapping Division of DPW-BSM. These comments will allow the Director of Public Works to approve, approve with conditions or disapprove the Tentative Map.

To the City Agencies:

When you have finished your review, please complete, scan and e mail Letter #1 to subdivision.mapping@sfdpw.org, no later than: **January 10, 2014**

Please note: *In order to meet our strategic objective to reduce material consumption*, this Tentative Map review has been sent entirely in an electronic format. If you experience any difficulty with any attachments to this e mail, contact our office at subdivision.mapping@sfdpw.org or please call 554-5827.

Thank you for your prompt attention to this matter.


Sincerely,
Bruce R. Storrs, PLS
City and County Surveyor

Attached: Tentative Map and Letter #1
Spreadsheet of reviewing City Agencies

IMPROVING THE QUALITY OF LIFE IN SAN FRANCISCO