File No. 140255 Committee Item No. _____
Board Item No. 21

COMMITTEE/BOARD OF SUPERVISORS

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Committee: _____ Date _____
Board of Supervisors Meeting Date May 6, 2014

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☐	☒	Appeal Letter, March 14, 2014
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☐	☒	Successor Agency Notice of Determination, July 19, 2013
☐	☒	Planning Motion No. 18829, March 21, 2013
☐	☒	Hist. Pres. Comm. Permit to Alter Motion No. 0197, May 15, 2013
☐	☒	Rec and Park Reso No. 1305-015, May 23, 2013
☐	☒	Project 7969 Application for Parcel Map, Dec 4, 2013
☐	☒	Tentative Map Approval and Decision, March 4, 2014
☐	☒	Project 7969 Address List
☐	☒	Clerical Documentation and Hearing Notice

Completed by: John Carroll Date April 3, 2014

From: Veneracion, April (BOS)
Sent: Thursday, April 03, 2014 11:30 AM
To: Lamug, Joy; BOS-Supervisors; BOS-Legislative Aides; Nuru, Mohammed (DPW); Givner, Jon (CAT); Stacy, Kate (CAT); Byrne, Marlena (CAT); Malamut, John (CAT); Sanguinetti, Jerry (DPW); Sweiss, Fuad (DPW); Rodgers, AnMarie (CPC); Sanchez, Scott (CPC); Jones, Sarah (CPC); Navarrete, Joy (CPC); Tam, Tina (CPC); Frye, Tim (CPC); Dwyer, Debra (CPC); Ionin, Jonas (CPC); Storrs, Bruce (DPW); Maher, Christine (OCII) (RED); Lippelaw@sonic.net; Chan, Cheryl (DPW)
Cc: Calvillo, Angela (BOS); Caldeira, Rick (BOS); Carroll, John (BOS)
Subject: RE: 738 Mission Street Tentative Parcel Map Appeal

Good morning, all,

Thank you for sending the documents related to the 738 Mission Street Tentative Parcel Map Appeal. Our office has been in contact with the various parties and all have agreed to a continuance of this item to a future date.
The Supervisor will make a motion on Tuesday, April 8 to continue the hearing to a date certain of May 6, 2014.

Thank you,
April

From: Lamug, Joy [mailto:joy.lamug@sfgov.org]
Sent: Tuesday, April 01, 2014 9:41 AM
To: BOS-Supervisors; BOS-Legislative Aides; Nuru, Mohammed (DPW); Givner, Jon (CAT); Stacy, Kate (CAT); Byrne, Marlena (CAT); Malamut, John (CAT); Sanguinetti, Jerry (DPW); Sweiss, Fuad (DPW); Rodgers, AnMarie (CPC); Sanchez, Scott (CPC); Jones, Sarah (CPC); Navarrete, Joy (CPC); Tam, Tina (CPC); Frye, Tim (CPC); Dwyer, Debra (CPC); Ionin, Jonas (CPC); Storrs, Bruce (DPW); Maher, Christine (OCII) (RED); Lippelaw@sonic.net; Chan, Cheryl (DPW)
Cc: Calvillo, Angela (BOS); Caldeira, Rick (BOS); Carroll, John (BOS)
Subject: FW: 738 Mission Street Tentative Parcel Map Appeal

Good Morning,

Please find the attached document from the Project Sponsor Margo Bradish of Cox Castle Nicholson in relation to the April 8, 2014, hearing on the Tentative Parcel Map Appeal of the 738 Mission Street. Hard copies to Supervisors and City Attorney were placed in the mailboxes yesterday, March 31st.

Thank you.

Joy Lamug
Legislative Clerk
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244
San Francisco, CA 94102
Direct: (415) 554-7712 | Fax: (415) 554-5163
Email: joy.lamug@sfgov.org
Web: www.sfbos.org

Please complete a Board of Supervisors Customer Service Satisfaction form by clicking here.

The Legislative Research Center provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

Law Offices of
THOMAS N. LIPPE, APC

201 Mission Street
12th Floor
San Francisco, California 94105

Telephone: 415-777-5604
Facsimile: 415-777-5606
Email: Lippelaw@sonic.net

March 14, 2014

Board President David Chiu and Board of Supervisors
c/o Ms. Angela Calvillo
Clerk of the Board of Supervisors
City of San Francisco
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Re: Notice of Appeal of Department of Public Works approval of Subdivision Map for Project 7970 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street - Residential Tower and Mexican Museum Project.

Dear President Chiu and Supervisors:

This office represents the 765 Market Street Residential Owners Association ("ROA"), the Friends of Yerba Buena ("FYB"), Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins (collectively "Appellants") regarding the Department of Public Works approval of Subdivision Map for Project 7970 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street - Residential Tower and Mexican Museum Project ("the Project").

Appellants appeal this DPW approval on the following grounds. The subdivision project does not comply with zoning, in particular Planning Code, Article 11, § 1111.6(c)(6) because the Project will increase the height of the Aronson Building by more than one story; Planning Code, Article 11, § 1111.6(c)(6) because the Project tower is not compatible in scale with the Aronson Building; Planning Code, Article 11, § 1113(a) because the Project tower is not compatible in scale and design with the New Montgomery-Mission-Second ("NMMS") Conservation District, as described in Article 11, Appendix F, Sections 6 and 7; and Planning Code §§ 295 and 309.

The approval does not comply with CEQA for all the reasons described in my clients prior appeal of the EIR for this Project, which is Board of Supervisors File No. 130308.

Thank you for your attention to this matter.

Very Truly Yours,

Tom Lippe

Thomas N. Lippe

Encl: 3/4/14
Notice of Decision

T:\TL\706 Mission\Administrative Proceedings\LGW Docs\LGW 050 Subd Appeal to BOS.wpd

City and County of San Francisco

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

Phone: (415) 554-5827
Fax: (415) 554-5324
www.sfdpw.org
E mail: Subdivision.Mapping@sfdpw.org

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

Date: March 04, 2014

THIS IS NOT A BILL.

The City and County Surveyor has approved a tentative map for a proposed subdivision located at:

Address	Block	Lot
738 Mission Street	3706	277

This subdivision will result in:

4 Lot Subdivision

This notification letter is to inform you of your right to appeal this tentative approval.

IF YOU WOULD LIKE TO FILE AN APPEAL OF THE TENTATIVE APPROVAL:
You must do so in writing with the Clerk of the Board of Supervisors **within ten (10) days of the date of this letter** along with a check in the amount of **$290.00**, payable to the Department of Public Works.

The Clerk of the Board is located at: City Hall of San Francisco
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102
(415) 554-5184

If you have any questions on this matter, please call us at (415) 554 – 5827 or email: Subdivision.Mapping@sfdpw.org.

Sincerely,

Bruce R. Storrs, P.L.S.
City and County Surveyor
City and County of San Francisco

Check
[illegible]
777 5604

SAN FRANCISCO
PLANNING DEPARTMENT

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2014 APR -2 PM 2:49

MEMO

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415.558.6409

Planning
Information:
415.558.6377

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

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 of 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

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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.

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

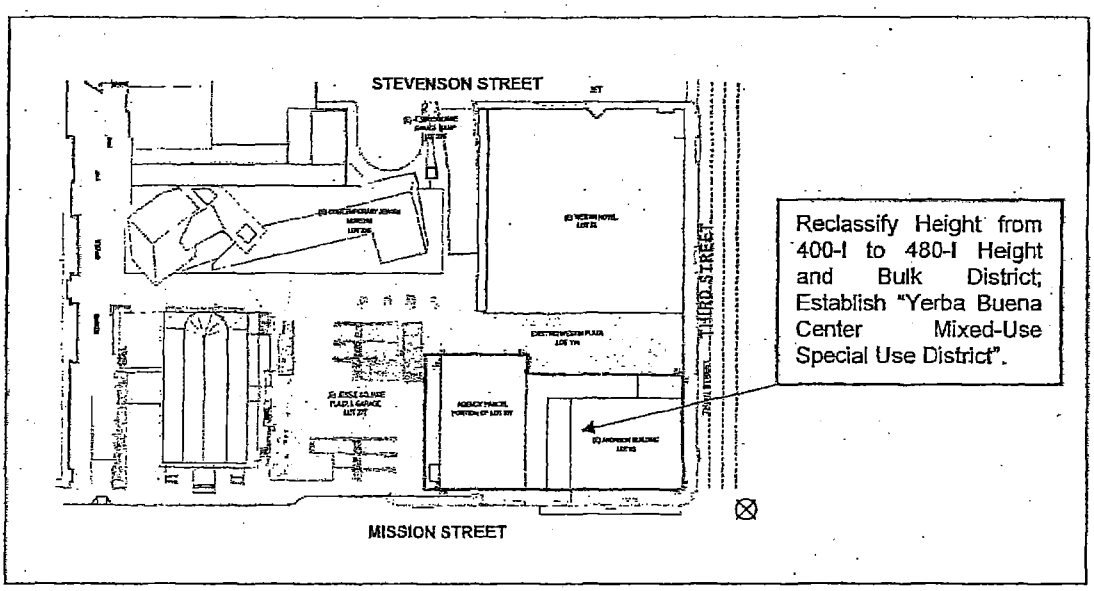
AYES: Fong, Antonini, Borden, Hillis

NOES: Moore, Sugaya, Wu

ABSENT:

ADOPTED: May 23, 2013

Proposed Zoning Map Amendments



FILE NO.

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.

FILE NO. ORDINANCE NO.

[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.

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

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

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

(a) On October 24, 2012, 706 Mission Street Co. LLC (the "Applicant") filed entitlement applications with the Planning Department for the development of a mixed-use development project (the "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.

(b) 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 (the "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 Assessor's Block 3706, 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 New Montgomery-Mission-Second Street Conservation District.

(c) 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 44-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 the Interior's Standards. 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.

(d) 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 Planning Code 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.

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

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

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

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

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

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

(e) Since the Planning Commission approved the Project and made CEQA findings, the Board finds that there have been no substantial changes to the Project 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 substantial changes in circumstances have occurred 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 or 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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(8) **Protected Street Frontages.**

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

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

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

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

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

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

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

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

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

Section 6.

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

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

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

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

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

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

By: _____
Marlena G. Byrne
Deputy City Attorney

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SAN FRANCISCO
PLANNING DEPARTMENT

Executive Summary

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

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 maximuin 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 musuems and cultural instutions, 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

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

- ☒ Executive Summary
- ☒ Draft Motion
- ☐ Environmental Determination
- ☒ Zoning District Map
- ☒ Height & Bulk Map
- ☒ Parcel Map
- ☒ Sanborn Map
- ☒ Aerial Photo
- ☒ Context Photos
- ☒ Site Photos
- ☒ Project sponsor submittal
  - Drawings: Existing Conditions
    - ☒ Check for legibility
  - Drawings: Proposed Project
    - ☒ Check for legibility
- ☐ Wireless Telecommunications Materials
  - ☐ Health Dept. review of RF levels
  - ☐ RF Report
  - ☐ Community Meeting Notice
- ☒ Housing Documents
  - ☒ Inclusionary Affordable Housing Program: Affidavit for Compliance
  - ☒ 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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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 it 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.

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 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 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

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

HEARING DATE: MAY 15, 2013

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 lily.yegazu@sfgov.org
Reviewed By	Tim Frye - (415) 557-6822 tim.frye@sfgov.org

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 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/windscreens, 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 form 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 1.

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

City and County of San Francisco

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

Phone: (415) 554-5827
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Subdivision.Mapping@sfdpw.org

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

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

Law Offices of
THOMAS N. LIPPE, APC

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San Francisco, California 94105

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March 31, 2014

Board President David Chiu and Board of Supervisors
c/o Ms. Angela Calvillo
Clerk of the Board of Supervisors
City of San Francisco
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Re: Argument in Support of Appeal of Department of Public Works approval of Subdivision Map for Project 7969 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street - Residential Tower and Mexican Museum Project.

Dear President Chiu and Supervisors:

This office represents the 765 Market Street Residential Owners Association ("ROA"), the Friends of Yerba Buena ("FYB"), Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins (collectively "Appellants") in their appeal of the Department of Public Works' approval of a subdivision map for Project 7969 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street - Residential Tower and Mexican Museum Project ("the Project").

Introduction

The grounds for this appeal are that the City cannot approve this tentative subdivision map because it is a project subject to the California Environmental Quality Act ("CEQA") and the City has not yet complied with CEQA; and because the tentative subdivision map is for a project that violates a number of provisions of the State Planning and Zoning Law and the San Francisco Planning Code and is inconsistent with the San Francisco Master Plan. (See Government Code sections 66473.5, 66474; San Francisco Planning Code section 101.1.)

Appellants have previously argued all of these grounds in detail in previous submissions to various City agencies, including this Board. Therefore, this letter will briefly summarize these arguments and provide cross-references to the previously submitted letters and briefs where these arguments are presented in more detail. This letter also lists, below, all of these previously submitted letters and briefs. Appellants also submit herewith copies of all of these previously submitted letters and briefs, in both paper and electronic (DVD) formats. These previously submitted letters and briefs are incorporated herein by this reference.

Summary of Grounds and Arguments

1. The approval does not comply with CEQA for all the reasons described in my clients prior

appeal of the EIR for this Project, which is Board of Supervisors File No. 130308. These legal violations arise in connection with a number of areas of environmental impact, including the following.

Air Quality

2. **Impact AQ-1.** Impact AQ-1 analyzes the significance of the Project's construction phase air quality impacts against "Thresholds of Significance" G2 and G3. Threshold of Significance G2 is "violate any air quality standard or contribute substantially to an existing or projected air quality violation." The assessment is based on numerical standards previously established by the Bay Area Air Quality Management District (BAAQMD) for the ozone precursors: Reactive Organic Gases (ROG) at 54 lbs/day and Nitrogen Oxides (NOx) at 54 lbs/day; and for Exhaust Particulate Matter 10 (PM10) at 82 lbs/day and Exhaust Particulate Matter 2.5 (PM2.5) at 54 lbs/day. The EIR's analysis of these impacts fails as an informational document for several reasons.

a. The EIR fails to inform the public that the BAAQMD no longer recommends that public agencies use its numerical thresholds to determine the significance of air quality impacts.

b. The City of San Francisco uses these numerical thresholds for virtually all land use development projects in the city that require CEQA review. Therefore, the City was required, but failed, to undertake its own rule-making proceeding to adopt these thresholds as its own and determine in a public process that they are supported by substantial evidence. (CEQA Guideline, § 15064.7.) Since the City has not formally adopted the air quality significance thresholds in a public process supported by substantial evidence, it failed to proceed in the manner required by law by using these thresholds on an ad hoc basis in this EIR.

c. The EIR fails to specify the evidence that purportedly constitutes "substantial evidence" supporting its use of these numerical thresholds.

d. The evidence provided by BAAQMD's source documents cited in the EIR does not constitute "substantial evidence" supporting the City's use of these numerical thresholds.

e. The EIR's assumption that these thresholds are appropriate for the purpose for which they are used is logically and legally flawed. Using the EIR's logic, if the City finds that one project will add 46 lbs/day of ozone precursors, it is considered a less-than-significant impact, but if that project will add 55 lbs/day of ozone precursors, it is considered significant. Yet, if the City approved 2 new large projects in the area in the same 2- or 3-year period that construction of such large projects takes, each emitting 46 lbs/day of ozone precursors, it is considered a less-than-significant impact even though the total of the two added together equals 92 lbs/day of ozone precursors. This scenario is not hypothetical; it is unfolding in San Francisco, with the many large construction projects the City has recently approved and

is considering approving in the downtown area that will be under construction at the same time. As a result, the thresholds violate a fundamental CEQA principal that regardless of whether projects' incremental impacts are deemed insignificant in isolation, they may be cumulatively significant.

f. The San Francisco Bay Area Air Quality District is in "non-attainment" status under federal and state clean air laws for criteria pollutants. This project, along with many others, will substantially contribute to that existing significant adverse impact. The City's untenable position is that public agencies in the Air Basin can approve project after project, each emitting, for example, up to 54 lbs/day of new and additional ozone precursors, without ever causing a cumulatively considerable increase in air pollution. This approach runs counter to the reason for conducting cumulative impact analysis. If the City (and other agencies in the Air Basin) continues to find that projects that make air quality worse - when it is already significantly degraded - do not have a significant adverse cumulative impact on air quality, then the City will have no legal obligation to adopt feasible mitigation measures to reduce the significant cumulative impact.

g. The DEIR's use of the BAAQMD thresholds of significance is erroneous as a matter of law for several other reasons:[1]

(1) The EIR cannot merely reference a project's compliance with another agency's regulations. Lead agencies must conduct their own fact-based analysis of project impacts, regardless of whether the project complies with other regulatory standards. The EIR uses BAAQMD's thresholds of significance uncritically, without any factual analysis of its own, in violation of CEQA;[2]

(2) This uncritical application of the BAAQMD's thresholds of significance represents a failure of the City to exercise its independent judgement in preparing the EIR;[3]

(3) Just as disagreement from another agency does not deprive a lead agency of discretion under CEQA to judge whether substantial evidence supports its

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[1] *Endangered Habitats League v County of Orange* (2005) 131 Cal.App.4th 777, 793 ("The use of an erroneous legal standard [for the threshold of significance in an EIR] is a failure to proceed in the manner required by law that requires reversal.").

[2] *Protect the Historic Amador Waterways v. Amador Water Agency* (2004) 116 Cal.App.4th 1099, 1109 [underscore emphasis added], citing *Communities for a Better Environment v. California Resources Agency* (2002) 103 Cal.App.4th 98, 114 ("*CBE*"); accord *Mejia v. City of Los Angeles* (2005) 130 Cal.App.4th 322, 342 ["A threshold of significance is not conclusive ... and does not relieve a public agency of the duty to consider the evidence under the fair argument standard."].)

[3] *Friends of La Vina v. County of Los Angeles* (1991) 232 Cal.App.3d 1446.

conclusions,[4] agreement from another agency does not relieve a lead agency of separately discharging its obligations under CEQA;

(4) The BAAQMD CEQA Guidelines do not provide any factual explanation as to why the 54 lbs. per day standard represents an appropriate threshold of significance for judging the significance of project-level ozone pollution impacts. More importantly, the DEIR also fails to include any such explanation, and is therefore inadequate as a matter of law;[5] and

(5) Compliance with other regulatory standards cannot be used under CEQA as a basis for finding that a project's effects are insignificant, nor can it substitute for a fact-based analysis of those effects.[6]

h. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 28, 2013, comment letter submitted on the Project to the Board of Supervisors; and

(2) Appellants' May 7, 2013, comment letter submitted on the Project to the Board of Supervisors.

3. **Mitigation Measure M-AQ-1.** The EIR defers the development of mitigation measures to reduce significant diesel particulate and toxic air contaminant emissions emissions to "less than

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[4] *California Native Plant Society v. City of Rancho Cordova* (2009) 172 Cal.App.4th 603, 626.

[5] *Santiago County Water Dist. v. County of Orange, supra*, 118 Cal.App.3d 818.

[6] *See*, e.g., *Californians for Alternatives to Toxics v. Department of Food & Agriculture* (2005) 136 Cal.App.4th 1, 16 (lead agencies must review the site-specific impacts of pesticide applications under their jurisdiction, because "DPR's [Department of Pesticide Regulation] registration does not and cannot account for specific uses of pesticides..., such as the specific chemicals used, their amounts and frequency of use, specific sensitive areas targeted for application, and the like"); *Citizens for Non-Toxic Pest Control v. Department of Food & Agriculture* (1986) 187 Cal.App.3d 1575, 1587-1588 (state agency applying pesticides cannot rely on pesticide registration status to avoid further environmental review under CEQA); *Oro Fino Gold Mining Corporation v. County of El Dorado* (1990) 225 Cal.App.3d 872, 881-882 (rejects contention that project noise level would be insignificant simply by being consistent with general plan standards for the zone in question). *See also City of Antioch v. City Council of the City of Pittsburg* (1986) 187 Cal.App.3d 1325, 1331-1332 (EIR required for construction of road and sewer lines even though these were shown on city general plan); *Kings County Farm Bureau v. City of Hanford* (1990) 221 Cal.App.3d 692, 712-718 (agency erred by "wrongly assum[ing] that, simply because the smokestack emissions would comply with applicable regulations from other agencies regulating air quality, the overall project would not cause significant effects to air quality.").

significant" to the post-approval preparation and "approval" of a "Construction Emission Minimization Plan." But the EIR presents no evidence suggesting that developing this Plan now is impractical or infeasible; therefore, this procedure violates CEQA.

a. As a result, mitigation measures intended to reduce diesel particulate and toxic air contaminant emissions to "less than significant" are not detailed enough to be enforceable or effective. For example, the Construction Emission Minimization Plan:

(1) Does not specify how vehicles with lower-emitting engines or Verified Diesel Emissions Control Strategies (VDECS) technologies will be confirmed as acceptable, either in advance or during the project's three year building period;

(2) Does not specify how idling time of diesel equipment onsite will be limited to no more than two minutes at a time;

(3) Does not define the term "feasible for use" as used in Mitigation Measure M-AQ-1's measure "Requiring use of Interim Tier 4 or Tier 4 equipment where such equipment is available and feasible for use" (See EIR, Appendix G, pg. 27); and

(4) Does not disclose the basis for the EIR's conclusion that the Construction Emission Minimization Plan will reduce construction period diesel emissions by 65%.

b. The Construction Emission Minimization Plan is to be reviewed by an "Environmental Planning Air Quality Specialist." The qualifications of this Specialist are undefined. These qualifications include intimate familiarity with diesel engines, construction vehicles and equipment, VDECS technologies, new and used construction vehicles and emission control options, and air regulations. With no assurance that this specialist will have the required qualifications, the success of this yet to be developed plan cannot be assumed.

c. Therefore, the EIR fails as an informational document with respect to the City's obligation to identify mitigation measures in the EIR that will substantially reduce the Project's potentially significant impacts from increased diesel particulate and toxic air contaminant emissions; and the EIR's conclusion that Mitigation Measure M-AQ-1 will reduce significant diesel particulate and toxic air contaminant emissions to "less than significant" is unsupported.

d. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 28, 2013, comment letter submitted on the Project to the Board of Supervisors; and

(2) Appellants' May 7, 2013, comment letter submitted on the Project to the

Board of Supervisors.

Historic Resources

4. The Project will demolish part of the Aronson Building and construct a residential tower where the part to be demolished is located. The tower will be physically attached to and programmatically integrated with the Aronson building. Pursuant to San Francisco Planning Code Article 11, Appendix F, the Aronson Building is a Category I Significant Building and the Aronson Building parcel is within the New Montgomery-Mission-Second Conservation ("NMMS") District. Because the Project involves "construction, alteration, removal or demolition of a structure ... or any new or replacement construction for which a permit is required pursuant to the Building Code, on any designated Significant or Contributory Building or any building in a Conservation District" (Planning Code § 1111(a)), the developer must obtain permits from the San Francisco Historic Preservation Commission for the entire Project. The EIR fails as an informational document with respect to the Project's impacts on historic resources for many reasons.

5. The EIR fails to inform the public that the Historic Preservation Commission has permitting jurisdiction over the Project, that the Project requires a Permit to Alter from the San Francisco Historic Preservation Commission to protect historic and cultural resources, and that the Project must comply with substantive historic and cultural resource protection requirements of San Francisco Planning Code Article 11, including:

a. Planning Code section 1111.6(c)(6), which provides that any additions to height of a Category I Significant Building such as the Aronson Building, "shall be limited to one story above the height of the existing roof." The Project will increase the height of the Aronson Building by 39 stories;

b. Planning Code section 1111.6(c)(6), which provides that any additions to height of a Category I Significant Building such as the Aronson Building, "shall be compatible with the scale and character of the building." The Aronson Building is a 10-story, 154 foot high building (144 feet to the roof of the highest occupied floor plus a 10-foot-tall mechanical penthouse); the Project is approximately 40 floors and 510 feet high (480 feet to the roof of the highest occupied floor plus a 30-foot-tall elevator/mechanical penthouse);

c. Under Planning Code § 1113(a), which provides that "any new or replacement structure or for an addition to any existing structure in a Conservation District" must be "compatible in scale and design with the District as set forth in Sections 6 and 7 of the Appendix that describes the District." Sections 6 and 7 of the Appendix that describes the District (i.e., Appendix F) establishes that the scale, particularly the predominant height of the district and the predominant height of the buildings that define the conservation characteristics of the district, as three to eight floors;

d. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 25, 2013, comment letter submitted on the Project to the Board of Supervisors, section 2 and 4;

(2) Appellants' May 7, 2013, comment letter submitted on the Project to the Board of Supervisors, section 1;

(3) Appellants' May 15, 2013, comment letter submitted on the Project to the Historic Preservation Commission, sections II.A, IV, and V;

(4) Appellants' June 13, 2013, comment letter submitted on the Project to the Board of Supervisors;

(5) Appellants' July 1, 2013, comment letter submitted on the Project to the Board of Supervisors;

(6) Appellants' July 15, 2013, comment letter submitted on the Project to the Board of Supervisors;

(7) Appellants' July 16,, 2013, comment letter submitted on the Project to the Successor Agency; and

(8) Appellants' July 23, 2013, comment letter submitted on the Project to the Board of Supervisors.

6. The EIR's assessment of whether the Project's cumulative impact on historic and cultural resources significant is legally inadequate in that, without limitation:

a. It wrongly assumes the current degraded nature of the environmental setting decreases, rather than increases, the significance of the impact;

b. The EIR's conclusion that the Project's cumulative impact on historic resources is less than significant is impermissibly based in part on an arbitrary standard of "views within the district;"

c. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 25, 2013, comment letter submitted on the Project to the Board of Supervisors, section 4;

(2) Appellants' May 7, 2013, comment letter submitted on the Project to the Board of Supervisors;

(3) Appellants' May 15, 2013, comment letter submitted on the Project to the Historic Preservation Commission, sections V.A and V.B;

(4) Appellants' May 7, 2013, comment letter submitted on the Project to the Board of Supervisors; and

(5) Appellants' July 15, 2013, comment letter submitted on the Project to the Board of Supervisors.

7. As alleged in the Fourth Cause of Action, the Project violates the Planning Code provisions described paragraph 5 above. The EIR fails to discuss these violations of the Planning Code as inconsistent with the City's General Plan (San Francisco Master Plan), because the Planning Code implements the General Plan. (Planning Code § 101.) The EIR must discuss the Project's inconsistencies with the General Plan as required by CEQA Guideline § 15125(d). These General Plan inconsistencies and statutory violations represent significant adverse impacts of the Project on the conservation values that Article 11 and the NMMS Conservation District were enacted to protect. The grounds described in this paragraph are described in more detail in:

a. Appellants' April 25, 2013, comment letter submitted on the Project to the Board of Supervisors, section 4;

b. Appellants' May 15, 2013, comment letter submitted on the Project to the Historic Preservation Commission, section IV.B; and

c. Appellants' July 15, 2013, comment letter submitted on the Project to the Board of Supervisors.

Noise

8. The EIR's analysis of whether Noise Impact NO-1 (Construction Noise) will be significant with the adoption of Mitigation Measure M-NO-1a and Mitigation Measures M-NO-1b does not meet CEQA's requirements for the informational content of an EIR. The EIR does not provide sufficient information to evaluate the significance of the construction noise that will be experienced by sensitive noise receptors in the area even with adoption of the mitigation measures identified in the EIR. The missing information includes:

a. Specifying the amount of noise attenuation (i.e., reduction) that will occur as a result of the distances between the generation of noise by construction equipment and sensitive noise receptors in the area;

b. Specifying the amount of noise attenuation that will occur as a result of the various types of noise reduction techniques that are identified as mitigation measures; and

c. Specifying when mitigation measures that will only be used when "feasible" or "possible" will actually be feasible or possible. Thus, the EIR anticipates that there will be occasions when these mitigation measure are ineffective because they are not possible or

feasible. Since the EIR finds this impact to be "Less than Significant with Mitigation," the EIR must disclose that the uncertainty surrounding the implementation of these measures requires determining that the impact is "Significant."

d. The grounds described in this paragraph are described in more detail in Appellants' April 27, 2013, comment letter submitted on the Project to the Board of Supervisors, section 2.

9. Mitigation Measure M-NO-1a (for Impact NO-1, Construction Noise), includes a provision requiring 14-days advance notice for activities that will generate noise over 90 db. As the EIR recognizes, generating noise at this level is a significant noise impact. Therefore, the acknowledgment in the mitigation measure that noise will, in fact, be generated above this level, subject only to a notice requirement, demonstrates that this impact remains significant after mitigation. Therefore, the EIR fails as an informational document because its fails to disclose that this impact is significant. The grounds described in this paragraph are described in more detail Appellants' April 10, 2013, comment letter submitted on the Project to the Board of Supervisors, section 6.a.

10. Subdivision (d) of section 2909 of the San Francisco Noise Ordinance establishes thresholds for determining significance of noise impacts on nearby residents of 45 dBA nightime/55 dBA daytime noise, stating:

> Fixed Residential Interior Noise Limits. In order to prevent sleep disturbance, protect public health and prevent the acoustical environment from progressive deterioration due to the increasing use and influence of mechanical equipment, no fixed noise source may cause the noise level measured inside any sleeping or living room in any dwelling unit located on residential property to exceed 45 dBA between the hours of 10:00 p.m. to 7:00 a.m. or 55 dBA between the hours of 7:00 a.m. to 10:00 p.m. with windows open except where building ventilation is achieved through mechanical systems that allow windows to remain closed.

This standard is based on the experience of sensitive receptors (i.e., preventing sleep disturbance, protecting public health, and preventing the acoustical environment from progressive deterioration). But the EIR suggests that the Project can violate these interior noise standards without causing a significant impact because, as "non-permanent" generators of noise, the Project's construction equipment is exempt from section 2909(d).

a. The EIR does so by falsely asserting that section 2909 includes the word "permanent" as a limitation on the types of noise sources that will be considered "fixed" and therefore subject to these interior noise standards. (DEIR, p. IV.F-16.) Therefore, the EIR fails as an informational document because this less-than-significant impact conclusion is based on misleading information.

b. The EIR assumes that compliance with the San Francisco Noise Ordinance equates

to achieving less-than-significant impacts. Therefore, the EIR fails as an informational document because this less-than-significant impact conclusion is based on a legally erroneous threshold of significance. Compliance with regulatory standards cannot be used as a substitute for a fact based analysis of whether an impact is significant. While San Francisco is free to adopt a Noise Ordinance that exempts specific noise sources from its regulatory effect, it is not free, under CEQA, to fail to disclose the significance of noise that exceeds these interior noise limits.

c. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 27, 2013, comment letter submitted on the Project to the Board of Supervisors, section 2; and

(2) Appellants' May 7, 2013, comment letter submitted on the Project to the Board of Supervisors.

Shadow Impacts on Union Square

11. The EIR fails as an informational document because it does not include information relating to the feasibility or effectiveness of mitigation measures or alternatives that would avoid or substantially reduce the Project's significant shadow impact on Union Square. The EIR finds the Project's incremental shadow impact on Union Square is "less than significant" but its cumulative shadow impact on Union Square to be "significant." This latter finding triggers an obligation that the EIR identify feasible mitigation measures that would "substantially reduce" the impact. The EIR fails to do so.

a. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 10, 2013, comment letter submitted on the Project to s to the Board of Supervisors, section 3;

(2) Appellants' May 7, 2013, comment letter submitted on the Project to the Board of Supervisors, section 4;

(3) Appellants' May 23, 2013, comment letter submitted on the Project to the Board of Supervisors, Section 1.a and Appendix 1;

(4) Appellants' July 11, 2013, brief to the Board of Appeals, section III.B.1;

(5) Appellants' July 16, 2013, comment letter submitted on the Project to the Successor Agency; and

(6) Appellants' July 23, 2013, comment letter submitted on the Project to the Board of Supervisors.

12. Information relating to the feasibility or effectiveness of mitigation measures or alternatives that would avoid or substantially reduce the Project's significant shadow impact on Union Square was not provided by the City until well after the close of comment on that Draft EIR. Therefore, the EIR should have been recirculated for public comment.

a. The grounds described in this paragraph are described in more detail in:

(1) Appellants' May 7, 2013, comment letter submitted on the Project to the Board of Supervisors, section 4;

(2) Appellants' May 23, 2013, comment letter submitted on the Project to the Board of Supervisors, section 1.a and Appendix 1;

(3) Appellants' July 11, 2013, brief to the Board of Appeals, section III.B.2;

(4) Appellants' July 16, 2013, comment letter submitted on the Project to the Successor Agency; and

(5) Appellants' July 23, 2013, comment letter submitted on the Project to the Board of Supervisors.

13. By adopting Proposition K (codified at Planning Code § 295), the voters of San Francisco adopted a substantive limit on development prohibiting the approval of buildings subject to the ordinance casting new shadows on Union Square between one hour after sunrise and one hour before sunset unless the Planning Commission finds the resulting adverse impact on use of the park to be less than significant.

a. For purposes of CEQA, this ordinance establishes a threshold of significance for shadow impacts: i.e., any new shadow between one hour after sunrise and one hour before sunset is potentially significant. It also establishes a mitigation measure: disapproval of the project unless the Planning Commission finds the impact on use of the park is less than significant.

b. Proposition K tasked the Planning Commission and the Recreation and Park Commission with adopting "criteria for the implementation" of this law. In 1989, these agencies adopted numerical performance standards (known as "cumulative shadow limits") for each park under the jurisdiction the Recreation and Park Commission. These numerical limits are the performance standard by which the Planning Commission determines if individual projects will have a significant or less-than-significant impact on use of a park. In CEQA terminology, the "cumulative shadow limits" are mitigation measures.

c. In October of 2012, the City increased the cumulative shadow limit for Union Square, making it less environmentally protective.

d. For purposes of approving the Project, the City again increased the cumulative shadow limit for Union Square, making it less environmentally protective.

e. Under CEQA however, before deleting or modifying a previously adopted mitigation measure, the lead agency "must state a legitimate reason" and "must support that statement of reason with substantial evidence." (*Napa Citizens for Honest Government v. Napa County Bd. of Supervisors* (2001) 91 Cal.App.4th 342, 359 ["when an earlier adopted mitigation measure has been deleted, the deference provided to governing bodies with respect to land use planning decisions must be tempered by the presumption that the governing body adopted the mitigation measure in the first place only after due investigation and consideration"]; accord *Katzeff v. California Dept. of Forestry and Fire Protection* (2010) 181 Cal.App.4th 601, 612; *Lincoln Place Tenants Association v. City of Los Angeles* (2005) 130 Cal.App.4th 1491, 1507-1508.)

f. Here, the EIR offers no legitimate reason to water down the protections afforded by Proposition K and the previous decision of the Planning and Recreation and Park Commissions establishing the cumulative shadow limit for Union Square. The EIR's casual assertion that "There is no feasible mitigation for the proposed project's contribution to cumulative shadow impacts, because any theoretical mitigation would fundamentally alter the project's basic design and programming parameters"[7] is not a legitimate reason, because these are not legally valid grounds to find that leaving the cumulative shadow limit intact is infeasible. "The fact that an alternative may be more expensive or less profitable is not sufficient to show that the alternative is financially infeasible. What is required is evidence that the additional costs or lost profitability are sufficiently severe as to render it impractical to proceed with the project." *Citizens of Goleta Valley v. Board of Supervisors* (1988) 197 Cal.App.3d 1167, 1181.

g. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 27, 2013, comment letter submitted on the Project to the Board of Supervisors, section 1; and

(2) Appellants' July 11, 2013, comment letter submitted on the Project to the Board of Appeals, section III.B.2.

14. The City's decision to increase the cumulative shadow limit for Union Square as described in paragraph 13.c is inconsistent with several policies of the Downtown Plan, including:

POLICY 9.3 Give priority to development of two categories of highly valued open space; sunlit plazas and parks.

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[7]DEIR, p. IV.I-60.

> Providing ground level plazas and parks benefits the most people. If developed according to guidelines for access, sunlight design, facilities, and size, these spaces will join those existing highly prized spaces such as Redwood Park, Sidney Walton Park, Justin Herman Plaza, and the State Compensation Building Plaza.
> POLICY 10.5 Address the need for human comfort in the design of open spaces by minimizing wind and maximizing sunshine.

The EIR fails as an informational document because it fails to discuss the Project's inconsistency with these General Plan policies. The grounds described in this paragraph are described in more detail in Appellants' April 27, 2013, comment letter submitted on the Project to the Board of Supervisors, section 1.

Shadow Impacts on Jessie Square

15. The main text of the DEIR fails to quantify new shadow the Project would generate on Jessie Square. The reader must find the letters from Turnstone Consulting buried in the Shadow Appendix to learn that the Project will add 8,031,176 square feet of new shadow to Jessie Square, i.e, more than eight million new square feet of shadow. The EIR fails as an informational document because "Information scattered here and there in EIR appendices' or a report 'buried in an appendix,' is not a substitute for 'a good faith reasoned analysis.'" *Vineyard Area Citizens for Responsible Growth, Inc. v. City of Rancho Cordova* (2007) 40 Cal.4th 412, 442. The grounds described in this paragraph are described in more detail in Appellants' April 10, 2013, comment letter submitted on the Project to the San Francisco Board of Supervisors, section 4.

16. The DEIR finds the shadow impact on Jessie Square less-than-significant based on its assertions that in the spring, the Project's new shadowing of Jessie Square and CJM's outdoor seating area would end by 11:00 a.m. and in the summer the new shadows on Jessie Square and the outdoor seating area of the CJM would end by 12:30 PM and noon, respectively. (DEIR. page IV.I.47.) The EIR fails as an informational document because it fails to explain why this level of impact is less-than-significant. The grounds described in this paragraph are described in more detail in Appellants' April 10, 2013, comment letter submitted on the Project to the San Francisco Board of Supervisors, section 4.

17. The EIR fails as an informational document because it fails to present any Project alternative that would substantially reduce the Project's new shadow impacts on Jessie Square. The grounds described in this paragraph are described in more detail in Appellants' April 10, 2013, comment letter submitted on the Project to the San Francisco Board of Supervisors, section 4.

Greenhouse Gases

18. The EIR does not lawfully assess the significance of the Project's impacts on greenhouse gases (GHG), lawfully identify and discuss mitigation measures or Project alternatives to substantially reduce these significant impacts, or adequately respond to public comments submitted on these issues. Therefore, the EIR fails as an informational document.

19. The EIR fails as an informational document because it does not quantify the Project's GHG emissions; therefore, it cannot and does not apply the first of its two stated "thresholds of significance" (i.e., threshold H.1.)[8] Instead, it folds the first threshold into its second one to produce one threshold, i.e., the Project's compliance with the City's "Strategies to Address Greenhouse Gas Emissions." But the "Strategies" does not have a provision addressing GHG emissions associated with the manufacture or transportation to the project site of construction materials to be used in the building. The grounds described in this paragraph are described in more detail in Appellants' April 10, 2013, comment letter submitted on the Project to the San Francisco Board of Supervisors, section 9.

Recreation

20. The EIR fails as an informational document because the EIR does not lawfully assess the significance of the Project's impacts on recreation in this area, lawfully identify and discuss mitigation measures or Project alternatives to substantially reduce these significant impacts, or adequately respond to public comments submitted on these issues.

21. The EIR fails as an informational document because it only looks at impacts in terms of physical deterioration and degradation of nearby parks and park facilities. It does not include any information of rates of utilization of these parks and whether the additional population brought to the area will degrade recreation by causing more overcrowding of these parks. The grounds described in this paragraph are described in more detail in Appellants' April 10, 2013, comment letter submitted on the Project to the San Francisco Board of Supervisors, section 7.

Traffic

22. The EIR fails as an informational document with respect to its assessment of traffic and circulation impacts.

23. The EIR's conclusion that Project's traffic impact is less than significant is based in part on:

a. The EIR's misidentification of the eastbound traffic through movement at Market and Fourth Street as a critical movement;

b. The EIR's failure to account for vehicle delays caused by increases in pedestrian volumes at the intersection of Third and Stevenson Street.

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[8]"Implementation of the proposed project would have a significant effect on greenhouse gas emissions if the project would: H.1. Generate GHG emissions, either directly or indirectly, that may have a significant impact on the environment; or H.2. Conflict with an applicable plan, policy, or regulation of an agency adopted for the purpose of reducing the emissions of GHGs." (DEIR 4.H-16.)

c. The grounds described in this paragraph are described in more detail in Appellants' April 10, 2013, comment letter submitted on the Project to the San Francisco Board of Supervisors, section 1.

24. The EIR's analysis of alternatives is flawed in that:

a. The EIR's conclusion that Traffic Variants 6 and 7 would cause significant traffic impacts is based in part on:

(1) The EIR's misidentification of the eastbound through movement at Market and Fourth Street as a critical movement;

(2) The EIR's inaccurate trip distribution assumptions;

(3) The proposed Project's residential parking supply of one space per unit exceeds the standard set in the Planning Code, resulting in higher traffic volumes. The EIR fails to consider variants of Variants 6 and 7 involving reducing the allowable parking supply, which would reduce vehicle trips and both traffic and transit impacts; and

(4) The EIR's failure to include improvement measures designed to reduce vehicle traffic generated by the Project.

b. The grounds described in this paragraph are described in more detail in Appellants' April 10, 2013, comment letter submitted on the Project to the San Francisco Board of Supervisors, section 1.

Recirculation

25. Because significant new information was presented to the City after the close of comment on the Draft EIR, but before final certification of the EIR or Project approval, the City must recirculate the Project's draft EIR or prepare a supplemental EIR to include this new information. Such new information includes:

a. Information relating to the Historic Preservation Commission's permitting jurisdiction over the Project; and

b. Information relating to the feasibility or effectiveness of mitigation measures or alternatives that would avoid or substantially reduce the Project's significant shadow impact on Union Square.

c. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 10, 2013, comment letter submitted on the Project to the

Board of Supervisors, section 10;

(2) Appellants' May 15, 2013, comment letter submitted on the Project to the Historic Preservation Commission, section VI; and

(3) Appellants' July 16, 2013, comment letter submitted on the Project to the Successor Agency.

CEQA Findings

26. The City (including the Historic Preservation Commission, the Planning Commission, the Board of Supervisors, and the Board of Appeals with respect to each agencies' approvals of the permits or required findings within its jurisdiction) abused its discretion in finding that further mitigation of the Project's significant cumulative shadow impact on Union Square is infeasible. Because the Project EIR finds that the Project's cumulative shadow impacts on Union Square are "significant," CEQA requires that the City adopt all feasible mitigation measures that will "substantially lessen" that impact or find that there is no feasible mitigation available. (Pub. Res. Code §§ 21002, 21002.1, 21081(a).) The City adopted a CEQA Finding that further mitigation of the Project's significant cumulative shadow impact on Union Square by reducing the height of the tower is infeasible. This finding is not supported by substantial evidence because:

a. The applicant's analysis of the financial feasibility of Project alternatives (i.e., the May 8, 2013, report by Economic and Planning Systems ("EPS report")) finds the Reduced Shadow Alternative (i.e. a tower height of 351 feet with 27 stories, as discussed in the Project EIR) is not financially feasible. But neither the Project EIR nor the EPS Report analyze any mitigation measure or alternative that calls for a tower lower than 520 feet but higher than 351 feet that would "substantially lessen" the impact, even if it would not entirely avoid the impact.

b. The EPS report shows that there are feasible alternative tower heights higher than 351 feet but lower than 520 feet. Therefore, the City cannot lawfully make the finding that there are no feasible mitigation measures that would "substantially lessen" this impact.

c. The EPS Report's analysis and conclusion that the Reduced Shadow Alternative is not financially feasible does not constitute substantial evidence supporting the City's finding because it is "clearly inadequate or unsupported." *Laurel Heights Improvement Assn. v. Regents of University of California* (1988) 47 Cal.3d 376, 409.

d. The grounds described in this paragraph are described in more detail in:

(1) Appellants' May 23, 2013, comment letter submitted on the Project to the Planning Commission, section 1.a, b;

(2) Appellants' July 11, 2013, brief submitted on the Project to the Board of

Appeals, section III.B.1;

(3) Appellants' July 12, 2013 (1 of 3), comment letter submitted on the Project to the Board of Supervisors, section 1;

(4) Appellants' July 16, 2013, comment letter submitted on the Project to the Successor Agency; and

(5) Appellants' July 23, 2013, comment letter submitted on the Project to the Board of Supervisors.

27. The City failed to proceed in the manner required by law in making this finding because the EIR fails to include any information relating to the feasibility or effectiveness of mitigation measures or alternatives that would avoid or substantially reduce the Project's significant shadow impact on Union Square.

a. The grounds described in this paragraph are described in more detail in:

(1) Appellants' April 10, 2013, comment letter submitted on the Project to s to the Board of Supervisors, section 3;

(2) Appellants' May 23, 2013, comment letter submitted on the Project to the Board of Supervisors, section 1.a, b and Appendix 1;

(3) Appellants' July 11, 2013, brief to the Board of Appeals, section III.B.1;

(4) Appellants' July 12, 2013, (1 of 3) comment letter submitted on the Project to the Board of Supervisors, section 1;

(5) Appellants' July 16, 2013, comment letter submitted on the Project to the Successor Agency; and

(6) Appellants' July 23, 2013, comment letter submitted on the Project to the Board of Supervisors.

28. The approval violates a number of provisions of Article 11 of the Planning Code. These violations are described in more detail in:

a. Appellants' April 25, 2013, comment letter submitted on the Project to the Board of Supervisors.

b. Appellants' May 15, 2013, comment letter submitted on the Project to the Historic Preservation Commission.

c. Appellants' June 13, 2013, comment letter submitted on the Project to the Board of Supervisors (Appeal of Permit to Alter).

d. Appellants' July 1, 2013, comment letter submitted on the Project to the Board of Supervisors.

e. Appellants' July 15, 2013, comment letter submitted on the Project to the Board of Supervisors (Appeal of Permit to Alter).

f. Appellants' July 16, 2013, comment letter submitted on the Project to the Successor Agency.

g. Appellants' July 23, 2013, comment letter submitted on the Project to the Board of Supervisors.

29. The approval violates Planning Code §§ 295 and 309. These violations are described in more detail in:

a. Appellants' May 23, 2013, comment letter submitted on the Project to the Planning Commission.

b. Appellants' July 11, 2013, brief submitted on the Project to the Board of Appeals.

30. The approval violates the uniformity requirements of state and local law. These violations are described in more detail in:

a. Appellants' July 12, 2013 (1 of 3), letter to the Board of Supervisors, section 2.

List of Previously Submitted Letters and Briefs, Enclosed herewith (Click here to review documents)

1. Appellants' April 10, 2013, letter to the Board of Supervisors (Appeal of EIR)

2. Appellants' April 25, 2013, letter to the Board of Supervisors (Appeal of EIR)

3. Appellants' April 27, 2013, letter to the Board of Supervisors (Appeal of EIR)

4. Appellants' April 28, 2013, letter to the Board of Supervisors (Appeal of EIR)

5. Appellants' May 7, 2013, letter to the Board of Supervisors (Appeal of EIR)

6. Appellants' May 15, 2013 letter to the Historic Preservation Commission (Permit to Alter)

7. Appellants' May 23, 2013, letter to the Planning Commission (Planning Code 295 and 309)

8. Appellants' June 13, 2013, letter to the Board of Supervisors (Appeal of Permit to Alter)

9. Appellants' July 1, 2013, letter to the Board of Supervisors (Appeal of Permit to Alter)

10. Appellants' July 11, 2013, brief to the Board of Appeals (Planning Code 295 and 309)

11. Appellants' July 12, 2013 (1 of 3), letter to the Board of Supervisors (Appeal of EIR; Special Use District and zoning height)

12. Appellants' July 15, 2013, letter to the Board of Supervisors (Appeal of Permit to Alter)

13. Appellants' July 16, 2013, letter to the Successor Agency (Purchase and Sale Agreement)

14. Appellants' July 23, 2013, letter to the Board of Supervisors (Appeal of Permit to Alter; Special Use District and zoning height)

Thank you for your attention to this matter.

Very Truly Yours,

Tom Lippe

Thomas N. Lippe

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March 31, 2014

Re: Appeal of Department of Public Works approval of Subdivision Map for Project 7969 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street - Mexican Museum Project.

DVD Contents

March 31, 2014 letter to Board of Supervisors.

1. Appellants' April 10, 2013, letter to the Board of Supervisors (Appeal of EIR)
2. Appellants' April 25, 2013, letter to the Board of Supervisors (Appeal of EIR)
3. Appellants' April 27, 2013, letter to the Board of Supervisors (Appeal of EIR)
4. Appellants' April 28, 2013, letter to the Board of Supervisors (Appeal of EIR)
5. Appellants' May 7, 2013, letter to the Board of Supervisors (Appeal of EIR)
6. Appellants' May 15, 2013 letter to the Historic Preservation Commission (Permit to Alter)
7. Appellants' May 23, 2013, letter to the Planning Commission (Planning Code 295 and 309)
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14. Appellants' July 23, 2013, letter to the Board of Supervisors (Appeal of Permit to Alter; Special Use District and zoning height)

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Office of Community Investment and Infrastructure
(Successor to the San Francisco Redevelopment Agency)

One South Van Ness Avenue
San Francisco, CA 94103
415.749.2400

March 31, 2014

108-013.14-146

Board President David Chiu and Members of the Board of Supervisors
c/o Ms. Angela Calvillo
Clerk of the Board of Supervisors
City of San Francisco
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Re: Response Letter to Notice of Appeal of Approval of Subdivision Map for Project 7970 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street

Dear President Chiu and Supervisors:

On March 4, 2014, the Department of Public Works, through the City and County Surveyor, ("DPW") approved Tentative Parcel Map 7969 for a proposed subdivision at 738 Mission Street, Block 3706, 277 ("Approved Map"). The Successor Agency to the former Redevelopment Agency of the City and County of San Francisco, also known as the Office of Community Investment and Infrastructure, ("Agency") owns the property that is the subject of the Approved Map, which would provide for a four lot subdivision. The Agency proposed the subdivision as a preliminary step to comply with the state law requiring the Agency to dispose of the Former Redevelopment Agency assets. Cal. Health & Safety Code § 34191.4 (a). The proposed subdivision, however, does not authorize any conveyance of the property or development at the site, which has been, or will be, the subject of separate actions.

Significantly, the Notice of Appeal filed on March 14, 2014, by Mr. Thomas Lippe, Esq. on behalf of the 765 Market Street Residential Owner's Association, Friends of Yerba Buena, Paul Sedway, Ron Wormick, Matthew Schoenberg, Joe Fang, and Margaret Collins (the "Appellants") does not directly challenge the above-described map approval ("Appeal"). Instead the Appeal refers to a map application that is still under review by the Department of Public Works and that relates to a development project at 706 Mission Street. The Board of Supervisors, the Agency, its Oversight Board, and the state Department of Finance have all previously approved the 706 Mission Street Project about which the appellants complain.

The Agency opposes the Appeal because it relates to a different and future map application and thus does not raise any deficiencies with DPW's approval of Tentative Parcel Map No. 7969. Moreover, the Appeal raises issues that have already been addressed and

rejected in numerous public hearings before the Board of Supervisors, the Planning Commission, the Board of Appeal, the Recreation and Park Commission, the Agency, and the Oversight Board. For these reasons, the Agency requests that the Board of Supervisors deny the Appeal.

Sincerely,

Tiffany J. Bohee
Executive Director

cc: James B. Morales
Interim General Counsel, OCII

File # 140255 Bos-11 COS Cty Atty

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Margo N. Bradish
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March 31, 2014

Board President David Chiu and Members of the Board of Supervisors
c/o Ms. Angela Calvillo
Clerk of the Board of Supervisors
City of San Francisco
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102-4689

Re: Response Letter to Mr. Thomas Lippe's Appeal of Subdivision Map

Dear President Chiu and Supervisors:

We write on behalf of 706 Mission Street Co LLC ("Millennium Partners") in response to the appeal letter submitted by Mr. Thomas Lippe on behalf of the 765 Market Street Residential Owner's Association, Friends of Yerba Buena, Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins (collectively, the "Appellants") dated March 14, 2014, appealing the Department of Public Work's approval of a Subdivision Map for Project 7970. For the reasons set forth below, we respectfully request that you reject the Appellants' appeal.

I. EXECUTIVE SUMMARY

Appellants state that they appeal the approval of subdivision map for Project 7970 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street – Residential Tower and Mexican Museum Project. The subdivision map for Project 7970, however, has not yet been approved, conditionally approved, or disapproved by the Department of Public Works. Any appeal of the subdivision map for Project 7970 is therefore premature and should be rejected because the Department of Public Works has not yet taken final action on Project 7970. To the extent that Appellants intended to appeal the approval of the subdivision map for Project 7969, which is the subdivision map that the Department of Public Works approved on March 4, 2014, the ten day period in which to appeal that approval has passed. Any purported appeal of approval of the subdivision map for Project 7969 by Appellants should be rejected as untimely given that Appellants failed to appeal Project 7969 during the ten day appeal period, and it is now too late for Appellants to file a timely appeal.

Even if the Board of Supervisors were to allow the Appellants to proceed with an appeal of the subdivision map for Project 7969, their appeal is meritless. All of the arguments that

Appellants raise in their appeal relate to development of the Project, and none of their arguments relate to the subdivision map for Project 7969, which is the proper subject of an appeal of Project 7969. Appellants' arguments relating to the development of the Project are immaterial and irrelevant to this appeal given that the subdivision map for Project 7969 does not authorize any development of any kind. Furthermore, the Board of Supervisors and other City agencies and commissions have already considered and rejected all of arguments that Appellants now raise. Appellants' appeal simply rehashes the same broken arguments that the City previously rejected. The appeal should therefore be rejected and the approval of the subdivision map for Project 7969 affirmed.

II. FACTUAL BACKGROUND

On March 4, 2014, the Department of Public Works released its decision approving a proposed four lot subdivision of Block 3706, Lot 277 (the "Subdivison"). The street address of the proposed Subdivision is 738 Mission Street, and the Department of Public Works assigned a project identification number to the Subdivision of "Project 7969." Block 3706, Lot 277 is owned by the Successor Agency to the Redevelopment Agency of the City and County of San Francisco (the "Successor Agency"). The Successor Agency acquired Block 3706, Lot 277 after the Redevelopment Agency of the City and County of San Francisco ("Former Redevelopment Agency") dissolved and transferred all of its non-housing assets, including all real property, to the Successor Agency for the purpose of winding downing the Former Redevelopment Agency's affairs, as required by the California Assembly Bill known as "AB 26" and the California Supreme Court's decision and order in *California Redevelopment Association v. Matosantos*.

The Successor Agency proposed the Subdivision in order to facilitate the disposal of the Former Redevelopment Agency's real property assets, by subdividing Block 3706, Lot 277 into four new legal lots that the Successor Agency could then convey to third parties. More specifically, the proposed Subdivision would divide Block 3706, Lot 277 into the following new lots:

- A lot that includes the Jessie Square Garage and the land that is contemplated as the future permanent home of The Mexican Museum (the "Garage/Museum Lot");
- A lot that includes Jessie Square Plaza (the "Jessie Square Plaza Lot"), which the Successor Agency intends to convey to an appropriate entity for the long term operation and maintenance of Jessie Square Plaza as public open space;
- An airspace lot above the Contemporary Jewish Museum, which the Successor Agency intends to convey to the Contemporary Jewish Museum ("CJM Lot 1"); and
- An airspace lot below the Contemporary Jewish Museum, which the Successor Agency intends to convey to the Contemporary Jewish Museum ("CJM Lot 2").

Following recordation of the map creating the Subdivision, the Successor Agency will convey the Garage/Museum Lot and Lot 275, which is a portion of the Stevenson Street ramp entrance to the Jessie Square Garage, (but none of the other newly created lots) to Millennium Partners

pursuant to the terms and conditions of a Purchase and Sale Agreement between the Successor Agency and Millennium Partners ("Purchase and Sale Agreement"). Millennium Partners would then develop the 706 Mission Street – The Mexican Museum and Residential Tower Project (the "Project") on the Garage/Museum Lot, Lot 275 and on neighboring property (Block 3706, Lot 093, the "Aronson Building Lot") that is owned by Millennium Partners.

The City and County of San Francisco, acting through its various commissions and boards – including the Board of Supervisors – approved the entitlements for the Project in 2013. The Successor Agency Commission and the Oversight Board to the Successor Agency ("Oversight Board") approved the Purchase and Sale Agreement in 2013, as well as Part 1 of the Long Range Property Management Plan for the conveyance of the Garage/Museum Lot to Millennium Partners, adopted pursuant to Section 34191.5 of the California Health and Safety Code. The Success Agency Commission and Oversight Board more recently approved Part 2 of the Long Range Property Management Plan ("LRPMP Part 2"), which covers the Former Redevelopment Agency's other non-housing assets, including the Jessie Square Plaza Lot, CJM Lot 1, and CJM Lot 2. LRPMP Part 2 is currently under review by the California Department of Finance.

The subdivision map for Project 7969 that the Department of Public Works approved on March 4, 2014 does not authorize any development on any of the four new lots that would be created by the Subdivision. Project 7969 merely subdivides Block 3706, Lot 277 into the Garage/Museum Lot, the Jessie Square Plaza Lot, CJM Lot 1, and CJM Lot 2. A separate subdivision map – assigned identification number "Project 7970" – would merge the newly created Garage/Museum Lot and Lot 275 with the Aronson Building Lot and re-subdivide those lots to facilitate the development of the Project. The proposed subdivision map for Project 7070 is still under review by the Department of Public Works, and no final action has yet been taken. When the Director of Public Works does take final action on the proposed subdivision map for Project 7070, that approval will be separately appealable by interested parties in accordance with the appeal procedures set forth in the City's Subdivision Code.

III. ARGUMENT

Appellants' appeal of the Department of Public Work's approval of the subdivision map should be rejected for the following reasons.

A. Appellants Appeal of the Subdivision Map for Project 7970 is Premature Because the Department of Public Works Has Not Yet Taken Final Action on Project 7970.

In their appeal letter, Appellants state that they appeal the approval of a "Subdivision Map for Project 7970 relating to Block 3706, Lots 275, 277, 093 and 706 Mission Street – Residential Tower and Mexican Museum Project." The subdivision map for Project 7970, however, has not yet been approved, conditionally approved, or disapproved by the Department of Public Works. Section 1314 of the City's Subdivision Code states that appeals of subdivision maps may only be taken "from a final decision of the Director approving, conditionally approving, or disapproving" a subdivision. Because there is not yet a "final decision" on the subdivision map for Project 7970, the Appellants appeal of Project 7970 should be rejected as

premature and unripe. Appellants will have the opportunity to appeal the Department of Public Work's final action on the subdivision map for Project 7970 at such time as the Director of Public Works takes final action with respect that subdivision map application.

B. The Time for Appellants to Appeal Project 7969 Has Passed.

Section 1314 of the City's Subdivision Code provides that any appeal of the approval of a subdivision map must be filed with the Clerk of the Board "within 10 days of release of the decision appealed." The Department of Public Works released its decision on the subdivision map for Project 7969 on March 4, 2014. The last day to appeal the Department of Public Works' decision on Project 7969 was March 14, 2014. While Appellants filed an appeal of the subdivision map for Project 7970 on March 14, 2014, they failed to file an appeal of the subdivision map for Project 7969 by the March 14, 2014 deadline. Therefore, to the extent that Appellants intend to appeal the approval of the subdivision map for Project 7969, the period in which to appeal Project 7969 has passed. Any purported appeal of the subdivision map for Project 7969 by Appellants should be rejected as untimely given that Appellants failed to appeal Project 7969 during the appeal period, and it is now too late for Appellants to file a timely appeal.

C. The Appeal Lacks Merit; All Issues Raised by Appellants in the Appeal Letter Have Previously Been Considered and Rejected by the Board of Supervisors and Other City Agencies and Commissions.

Even if the Board of Supervisors were to allow the Appellants to proceed with an appeal of the subdivision map for Project 7969, the appeal lacks merit. Appellants state that their appeal is based on the fact that the subdivision does not comply with the following provisions of the Planning Code:

- Article 11 §1111.6(c)(6) because the Project will increase the height of the Aronson Building by more than one story, and because the tower is not compatible in scale with the Aronson Building;
- Article 11, § 1113(a) because the Project tower is not compatible in scale with the new Montgomery-Mission-Second Conservation District; and
- Sections 295 (Prop K) and Section 309 (Downtown Project Authorization).

Appellants also argue that the subdivision map does not comply with California Environmental Quality Act ("CEQA") for all the reasons described in the Appellants previous appeal of the Environmental Impact Report for the Project, Board of Supervisors File No. 130308. Appellants fail to note, however, that the Board of Supervisors and other City agencies and commissions have previously considered and rejected all of these arguments.

1. Subdivision Map for Project 7969 Does Not Authorize Any Development.

As an initial matter, all of Appellants' arguments in support of the appeal relate to development of the Project. None of the arguments relate the subdivision of Block 3706, Lot 277 into the Garage/Museum Lot, the Jessie Square Plaza Lot, CJM Lot 1, and CJM Lot 2. As previously discussed, the subdivision map for Project 7969 does not authorize any development, including but not limited to the development of the Project. The purpose of the subdivision map for Project 7969 is to facilitate the disposal of the Former Redevelopment Agency real estate assets, as required by state law. Because the subdivision map for Project 7969 does not authorize any development, Appellants' rehashing of arguments that they previously made challenging development of the Project are misplaced and irrelevant.

2. The City Has Previously Considered and Rejected All of the Arguments That Appellants Raise in Their Appeal.

More importantly, the City has previously considered and rejected all of the arguments raised by Appellants in their appeal.

a. The City Has Rejected Appellants' Arguments Alleging That the Project Fails to Comply with Article 11 of the Planning Code.

Appellants previously raised arguments alleging the Project's non-compliance with Article 11 of the Planning Code as part of Appellants' appeal of the approval of a Major Permit to Alter for the Project. On July 23, 2013, the Board of Supervisors heard the Major Permit to Alter appeal, rejected all of Appellants arguments regarding the Project's alleged non-compliance with Article 11, and affirmed the Historic Preservation Commission's approval of the Major Permit to Alter for the Project pursuant to Motion No. M13-096. All of the documents, comments, and arguments that Millennium Partners submitted to the City in connection with the Major Permit to Alter are herein incorporated by reference.

b. The City Has Rejected Appellants' Arguments Alleging That the Project Fails to Comply with Section 309 and Other Planning Code Provisions.

Appellants also previously raised arguments alleging the Project's non-compliance with Section 309 and other Planning Code provisions as part of Appellants' appeal of the approval of a Section 309 Downtown Project Authorization for the Project ("Section 309 Authorization"). On July 31, 2013 the Board of Appeals heard Appellants' appeal of the Section 309 Authorization, and on August 13, 2013 the Board of Appeals rejected all of Appellants arguments regarding the Project's alleged non-compliance with Section 309 and other Planning Code provisions, and upheld the Planning Commission's approval of the Section 309 Authorization. All of the documents, comments, and arguments that Millennium Partners submitted to the City in connection with the Section 309 Authorization are herein incorporated by reference.

c. The City Has Rejected Appellants' Arguments Alleging Violations of Section 295 of the Planning Code.

Appellants also previously raised arguments alleging violations of Section 295 of the Planning Code in connection with the Project, and both the Planning Commission and the Recreation and Park Commission, in acting on the Section 295 approvals for the Project, rejected Appellant's arguments. While Appellants attempted to appeal the Planning Commission and Recreation and Park Commission's approval of the Section 295 actions for the Project, the Board of Appeals determined that it did not have subject matter jurisdiction over the approval or an appeal. All of the documents, comments, and arguments that Millennium Partners submitted to the City in connection with the Section 295 actions for the Project are herein incorporated by reference.

d. The City Has Rejected Appellants' Arguments Alleging Violations of The California Environmental Quality Act.

Appellants also previously raised arguments alleging the Project's non-compliance with CEQA, and Appellants appealed the Planning Commission's March 21, 2013 certification the Final Environmental Impact Report for the Project (Case No. 2008.1084E) (the "FEIR"). The Board of Supervisors heard the FEIR appeal on May 7, 2013, rejected all of the arguments raised by Appellants, and affirmed certification of the FEIR for the Project on May 7, 2013 with Motion No. M13-062. While Appellants claim that the approval of the subdivision map does not comply with CEQA, they do not offer a single statement or fact in support of that claim. The Department of Public Works complied with CEQA in approving the subdivision map. Attached as Exhibit A to this letter is the Department of Public Works' CEQA findings for the approval of a subdivision map for Project 7969. All of the documents, comments, and arguments that Millennium Partners submitted to the City in connection with the CEQA review for the Project are herein incorporated by reference.

In summary, Appellants appeal is devoid of merit, and the Board of Supervisors and other City agencies and commissions have already considered all of Appellants' arguments and have rejected them and found them to be without merit in each case.

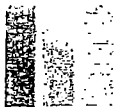
IV. CONCLUSION

For the foregoing reasons, we respectfully request that the Board of Supervisors reject the Appellants' appeal.

Sincerely,

Margo N. Bradish

Exhibit A



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File No. 56238

February 26, 2014

VIA E-MAIL

Mr. Robert Hanley
Department of Public Works
Office of the City and County Surveyor
1155 Market Street, 3rd Floor
San Francisco, California 94103

Re: Project ID: 7969
Project Name: 3706/277 (4AS)

Dear Mr. Hanley:

Pursuant to your request, below please find draft CEQA compliance and findings language to be considered in connection with the Department of Public Work's action on the vesting tentative parcel map application for Project ID 7969:

> "On March 21, 2013, the San Francisco Planning Commission certified that the Final Environmental Impact Report ("Final EIR") for the 706 Mission Street – The Mexican Museum and Residential Tower Project ("Project") was in compliance with the California Environmental Quality Act, (California Public Resources Code section 21000, et seq) ("CEQA"), the CEQA Guidelines, and Administrative Code Chapter 31 in Planning Commission Motion No. 18829. On May 7, 2013, the Board of Supervisors rejected three separate appeals of the Planning Commission's certification of the Final EIR and by Board Motion No. M13-062 affirmed the Planning Commission's certification of the Final EIR.
>
> Since the Planning Commission approved the Project and made CEQA findings, the Department of Public Works finds that there have been no substantial changes to the Project 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 substantial changes in circumstances have occurred 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; and 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 or 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 Department of Public Works has reviewed the Final EIR and adopts and incorporates by reference as though fully set forth herein the findings, including the mitigation monitoring and reporting program, adopted by the Planning Commission on May 23, 2013 in Motion No 18875.The Department of Public Works finds that there is no need for further environmental review or subsequent environmental impact report under CEQA Guidelines Section 15162 for the actions contemplated herein."

Please let me know if you have any comments or questions about the proposed CEQA compliance and findings language for Project ID 7969.

Sincerely yours,

Margo Bradish

Margo N. Bradish

MNB/pml

From: Caldeira, Rick (BOS)
Sent: Monday, March 31, 2014 11:43 AM
To: BOS Legislation
Subject: FW: Planning Response to Tentative Parcel Map for 738 Mission Street, Assessor's Block No. 3706, Lot No. 277

For file.

From: Rodgers, AnMarie (CPC)
Sent: Monday, March 31, 2014 11:38 AM
To: Calvillo, Angela (BOS); Caldeira, Rick (BOS); Cleveland-Knowles, Susan (CAT); Lamug, Joy
Cc: Guy, Kevin (CPC); Jones, Sarah (CPC); Starr, Aaron (CPC)
Subject: Planning Response to Tentative Parcel Map for 738 Mission Street, Assessor's Block No. 3706, Lot No. 277

Dear Clerk Calvillo,

I regret to inform you that our Department will not be able to submit materials for the April 8 subdivision appeal hearing the deadline of noon today. There are a couple of reasons for the need to submit a late response. We need additional time for the city attorney to review our materials and we expect a continuance of the April 8 hearing to a later date, based upon conversations with aides from both Supervisor Kim's office (location of property under appeal) and Supervisor Chiu's office (board president).

We will submit the materials as soon as possible. I understand that missing this deadline requires our department to take responsibility to distributing hard copies to all of the members of the board, to you as official record keeper, to both project sponsor, and to the appellant.

We regret the inconvenience. Please contact either myself or planner, Kevin Guy (cc'd above), if you have any questions

AnMarie Rodgers
Senior Policy Advisor

Planning Department | City and County of San Francisco
1650 Mission Street, Suite 400, San Francisco, CA 94103
Direct: 415.558.6395 | Fax: 415.558.6409
Email: anmarie@sfgov.org
Web: http://www.sf-planning.org/Legislative.Affairs
Property Info Map: http://propertymap.sfplanning.org/

From: Chan, Cheryl [Cheryl.Chan@sfdpw.org]
Sent: Tuesday, March 18, 2014 3:26 PM
To: Lamug, Joy
Cc: Carroll, John (BOS)
Subject: RE: Appeal of Tentative Map - 738 Mission Street
Attachments: Index of Final Approvals.pdf; Tab 2 - Motion No. M13-062 Affirming FEIR Certification.pdf; Tab 14 - BOA Denial of Request for Jurisdiction.pdf; Tab 15 - Notice of Decision for Appeal No. 13-070.pdf; Tab 16 - City and County NOD (8-2-13_NOD).pdf; Tab 17 - City and County NOD (8-13-13_NOD).pdf; Tab 18 - Resolution No. 31-2013 (Successor Agency Commission).pdf; Tab 19 - Resolution 32-2013 (Successor Agency Commission).pdf; Tab 20 - Resolution No. 7-2013 (Oversight Board).pdf; Tab 13 - BOS Ordinance No. 177-13.pdf

Hi Joy,

Please see the attachments with the Index of Final Approvals and Tabs 2, Tabs 13-20.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Chan, Cheryl
Sent: Tuesday, March 18, 2014 2:58 PM
To: Lamug, Joy
Cc: Carroll, John
Subject: RE: Appeal of Tentative Map - 738 Mission Street

Hi Joy,

Please see the attached Planning Commission Actions.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Chan, Cheryl
Sent: Tuesday, March 18, 2014 2:57 PM
To: Lamug, Joy

Cc: Carroll, John
Subject: RE: Appeal of Tentative Map - 738 Mission Street

Hi Joy,

Per your request, please see the attached documents.

I will email the Planning Commission Actions in a separate email.

Please let me know if you need anything else.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Lamug, Joy [mailto:joy.lamug@sfgov.org]
Sent: Tuesday, March 18, 2014 11:42 AM
To: Chan, Cheryl
Cc: Carroll, John
Subject: Appeal of Tentative Map - 738 Mission Street

Hi Cheryl,

Please find attached the appeal that was filed by Tom Lippe.

Kindly provide us the following:

1) Application for Parcel Map/Final Map Subdivision
2) Letter from Planning stating that the Tentative Map Application had been reviewed by the Zoning Administrator
3) Planning Commission Action
4) County Surveyor's approval of the Tentative Map

Please email or call me if any questions.

Thank you in advance.

Joy Lamug
Legislative Clerk
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244
San Francisco, CA 94102
Direct: (415) 554-7712 | Fax: (415) 554-5163
Email: joy.lamug@sfgov.org
Web: www.sfbos.org

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706 Mission Street – The Mexican Museum and Residential Tower Project (the "Project")

Final Project Approvals

Document	Tab
Planning Commission Motion No. 18829 certifying the Final Environmental Impact Report for the Project (March 21, 2013)	1
Board of Supervisors Motion No. M13-062 affirming certification of the Final Environmental Impact Report for the Project (May 7, 2013)	2
Historic Preservation Commission Motion No. 0197 approving a Major Permit to Alter for the Project (May 15, 2013)	3
Board of Supervisors Motion No. M13-096 affirming the approval by the Historic Preservation of a Major Permit to Alter for the Project (July 23, 2013)	4
Recreation and Park Commission Resolution No. 1305-014 amending the Section 295 implementation memo to raise the absolute cumulative shadow limit on Union Square to accommodate new shadow cast by the Project, and adopting CEQA Findings (May 23, 2013)	5
Recreation and Park Commission Resolution No. 1305-015 recommending to the Planning Commission that the net new shadow cast by the Project will not have an adverse impact on Union Square (May 23, 2013)	6
Planning Commission Motion No. 18875 adopting CEQA Findings (May 23, 2013)	7
Planning Commission Resolution No. 18876 amending the Section 295 implementation memo to raise the absolute cumulative shadow limit on Union Square to accommodate new shadow cast by the Project (May 23, 2013)	8
Planning Commission Motion No. 18877 adopting findings that the net new shadow from the Project would not have an adverse impact on Union Square, and allocating shadow budget for Union Square to the Project	9

(May 23, 2013)	
Planning Commission Resolution No. 18878 adopting findings relating to a determination that the Project is consistent with the objectives and policies of the General Plan and the Priority Policies of Planning Code Section 101.1 (May 23, 2013)	10
Planning Commission Resolution No. 18879 recommending Board of Supervisors' approval of the Zoning Map Amendment and Planning Code Amendment for the Project (May 23, 2013)	11
Planning Commission Motion No. 18894 adopting findings related to a Section 309 Determination of Compliance and Granting of Exceptions for the Project (May 23, 2013)	12
Board of Supervisors Ordinance No. 177-13 amending the Zoning Map and Planning Code for the Project (July 30, 2013)	13
Board of Appeals Denial of Jurisdiction Request Over the Section 295 Approvals (August 2, 2013)	14
Board of Appeals Notice of Order & Decision denying Appeal No. 13-070 and upholding the Planning Commission's approval of the Section 309 Determination of Compliance and Granting of Exceptions for the Project (August 13, 2013)	15
Notice of Determination filed by City and County of San Francisco for the Project approvals (except for Section 309 Determination) (August 2, 2013)	16
Notice of Determination filed by the City and County of San Francisco for Section 309 Determination (August 13, 2013)	17
Commission on Community Investment and Infrastructure Resolution No. 31-2013 approving Part I of a Long Range Property Management Plan (July 16, 2013)	18
Commission on Community Investment and Infrastructure Resolution No. 32-2013 approving a Purchase and Sale Agreement with 706 Mission Street Co LLC (July 16, 2013)	19

FILE NO. 130309 MOTION NO. M13-062

[Affirming FEIR Certification - 706 Mission Street -The Mexican Museum and Residential Tower Project]

Motion affirming the certification by the Planning Commission of the Final Environmental Impact Report for the 706 Mission Street - The Mexican Museum and Residential Tower Project.

WHEREAS, The project site is on the northwest corner of Third and Mission Streets, near the southern edge of San Francisco's Financial District neighborhood, and consists of three lots: the entirety of Assessor's Block No. 3706, Lots Nos. 093 and 275, and portions of Assessor's Block No. 3706, Lot No. 277. Together, these lots cover an area of approximately 63,468 square feet or approximately 1.45 acres. The eastern portion of the project site is occupied by the 10-story, 154-foot-tall Aronson Building (a 144-foot-tall building with a 10-foot-tall mechanical penthouse). The historically important Aronson Building has a retail use on the ground floor and office uses on the floors above. The western portion of the project site is vacant at the surface, and this location has been chosen as the future permanent home of The Mexican Museum. Below grade, the western portion of the project site contains a two-level, double-height, approximately 18,000-gsf vacant structure that was constructed when the Jessie Square Garage was originally built. The project site includes the four-level Jessie Square Garage, which is underneath Jessie Square. The garage has 442 parking spaces and is open to the public. The project site does not include the at-grade Jessie Square plaza, which is adjacent to and west of the project site; and

WHEREAS, The proposed Project consists of the construction of a new 47-story, 550-foot-tall tower (a 520-foot-tall building 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

Aronson Building, which would be restored and rehabilitated as part of the Project. The Project would include a mix of residential, museum, restaurant/retail, and possibly office uses. The new tower would contain up to 215 residential units in 43 floors of residential space, including mechanical areas, and 4 floors of museum space. The Aronson Building's existing retail and office uses on the ground through tenth floors and basement-level storage and utility space would be reconfigured under the proposed project. Under the Project, the Aronson Building would contain retail/restaurant space on the ground floor and museum space on the second and third floors. In addition, two flex space options are proposed for the fourth through tenth floors of the Aronson Building. The residential flex option would convert these seven floors from office use to up to 28 residential units, and the office flex option would continue their use as office space. The Mexican Museum would occupy the ground through fourth floors of the proposed tower and the second and third floors and possibly some of the ground floor of the Aronson Building; and

WHEREAS, The existing Jessie Square Garage would provide parking for the Project. As part of the proposed project, the Commission on Community Investment and Infrastructure and its Oversight Board, in addition to the San Francisco Municipal Transportation Agency (SFMTA) and the SFMTA Board of Directors, which have jurisdiction over City-owned parking garages, would convey the Jessie Square Garage and its entrance ramp to the project sponsor. The garage would be converted from a publicly-owned garage to a privately-owned garage. The total number of parking spaces in the Jessie Square Garage would increase from 442 to 470 with the Project. In addition to the proposed project, seven vehicular access variants were analyzed for the proposed project in the EIR. The vehicular access variants differ from the Project in how vehicles enter and exit the project site and the Jessie Square Garage; and

WHEREAS, The Planning Department determined that an environmental impact report was required for the Project and prepared a Notice of Preparation ("NOP") of an Environmental Impact Report on April 13, 2011. The NOP was circulated for 30 days for public comment and review; and

WHEREAS, On June 27, 2012, the Department published the Draft Environmental Impact Report ("DEIR") for the Project (Planning Department Case No. 2008.1084E); and

WHEREAS, The Planning Commission held a duly advertised public hearing on the DEIR, on August 2, 2012, at which time opportunity for public comment was provided on the DEIR, and written comments were received through August 13, 2012; and

WHEREAS, The Department prepared responses to comments received at the public hearing on the DEIR and submitted in writing to the Department, prepared revisions to the text of the DEIR and published a Comments and Responses Document on March 7, 2013; and

WHEREAS, A Final Environmental Impact Report ("FEIR") for the Project was prepared by the Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available and the Comments and Responses document, all as required by law; and

WHEREAS, On March 21, 2013, the Planning Commission reviewed and considered the FEIR and, by Motion No. 18829 found that the contents of said report and the procedures through which the FEIR was prepared, publicized and reviewed complied with the provisions of the California Environmental Quality Act ("CEQA"), the State CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code; and

WHEREAS, By Motion No. 18829 the Commission found the FEIR to be adequate, accurate and objective, reflected the independent judgment and analysis of the Department and the Commission and that the Comments and Responses document contained no significant revisions to the DEIR, adopted findings relating to significant impacts associated

with the Project and certified the completion of the FEIR in compliance with CEQA and the State CEQA Guidelines; and

WHEREAS, By letter to the Clerk of the Board of Supervisors dated April 2, 2013, from Thomas N. Lippe of Lippe Gaffney Wagner LLP, on behalf of 765 Market Street Residential Owners Association, by letter to the Clerk of the Board of Supervisors dated March 29, 2013 but received by the Clerk of the Board of Supervisors on April 9, 2013, from Susan Brandt – Hawley of Brandt-Hawley Law Group, on behalf of Tenants and Owners Development Corporation and Yerba Buena Neighborhood Consortium LLC (TODCO and YBNC), and by letter to the Clerk of the Board of Supervisors dated April 10, 2013 from Thomas N. Lippe of Lippe Gaffney Wagner LLP, on behalf of Friends of Yerba Buena, Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins, (collectively "Appellants") filed an appeal of the FEIR to the Board of Supervisors; and

WHEREAS, On May 7, 2013, this Board held a duly noticed public hearing to consider the appeal of the FEIR certification filed by Appellant; and

WHEREAS, This Board has reviewed and considered the FEIR, the appeal letters, the responses to concerns documents that the Planning Department prepared, the other written records before the Board of Supervisors, and heard testimony and received public comment regarding the adequacy of the FEIR; and

WHEREAS, The FEIR files and all correspondence and other documents have been made available for review by this Board and the public. These files are available for public review by appointment at the Planning Department offices at 1650 Mission Street, and are part of the record before this Board by reference in this Motion; now, therefore, be it

MOVED, That this Board of Supervisors hereby affirms the decision of the Planning Commission in its Motion No. 18829 to certify the FEIR and finds the FEIR to be complete,

adequate and objective and reflecting the independent judgment of the City and in compliance with CEQA and the State CEQA Guidelines.

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City and County of San Francisco
Tails
Motion: M13-062

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 130309 **Date Passed:** May 07, 2013

Motion affirming the certification by the Planning Commission of the Final Environmental Impact Report for the 706 Mission Street - The Mexican Museum and Residential Tower Project.

May 07, 2013 Board of Supervisors - APPROVED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

File No. 130309

I hereby certify that the foregoing Motion was APPROVED on 5/7/2013 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

August 02, 2013

Friends of Yerba Buena et al., Requestors
c/o Thomas Lippe, Attorney for Requestors
329 Bryant Street #3D
San Francisco, CA 94107

Re: **JURISDICTION REQUEST**
Subject Property: **706 Mission Street**
Type of Action: **Planning Commission Motion/Res. Nos. 18877 & 18876, P. Code § 295**

Dear Requestor(s):

The Board of Appeals considered your request that jurisdiction be taken on Wednesday, July 31, 2013.

Your request was **DENIED**. Specifically, the Board voted to **NOT INVOKE** subject matter jurisdiction over the above-referenced matters. Accordingly, the decision of the department(s) is final.

If you have any further questions, please call the Board office.

Sincerely,

BOARD STAFF

cc: Relevant Department(s)

706 Mission Street LLC, Motion Holder
c/o Margo Bradish, Attorney for Motion Holder
55 California Street, 10th Floor
San Francisco, CA 94104

From: Chan, Cheryl [Cheryl.Chan@sfdpw.org]
Sent: Tuesday, March 18, 2014 3:27 PM
To: Lamug, Joy
Cc: Carroll, John (BOS)
Subject: RE: Appeal of Tentative Map - 738 Mission Street
Attachments: Tab 21 - CCSF OB Reso 8-2013_ 706 Mission PSA_Adopted July 22,2013.pdf; Tab 21A - OB Reso No. 8-2013 Exhibit A_706 Mission CEQA Findings.pdf; Tab 22 - Notice of Determination - Posted 7-9-13 to 9-3-13.pdf; Tab 23 - Notice of Exemption - Posted 7-19-13 to 9-3-13.pdf; Tab 24 - Notice of Determination - Posted 7-24-2013 to 9-11-2013.pdf; Tab 25 - Notice of Exemption - Poster 7-24-13 to 9-11-13.pdf; Tab 26 - DOF Letter re LRPMP.pdf; Tab 27 - DOF Letter re Purchase and Sale Agreement.pdf

Hi Joy,

Please see the attachments for the remaining Tabs 21-27.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Chan, Cheryl
Sent: Tuesday, March 18, 2014 3:26 PM
To: Lamug, Joy
Cc: Carroll, John
Subject: RE: Appeal of Tentative Map - 738 Mission Street

Hi Joy,

Please see the attachments with the Index of Final Approvals and Tabs 2, Tabs 13-20.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Chan, Cheryl
Sent: Tuesday, March 18, 2014 2:58 PM
To: Lamug, Joy

Cc: Carroll, John
Subject: RE: Appeal of Tentative Map - 738 Mission Street

Hi Joy,

Please see the attached Planning Commission Actions.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Chan, Cheryl
Sent: Tuesday, March 18, 2014 2:57 PM
To: Lamug, Joy
Cc: Carroll, John
Subject: RE: Appeal of Tentative Map - 738 Mission Street

Hi Joy,

Per your request, please see the attached documents.

I will email the Planning Commission Actions in a separate email.

Please let me know if you need anything else.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Lamug, Joy [mailto:joy.lamug@sfgov.org]
Sent: Tuesday, March 18, 2014 11:42 AM
To: Chan, Cheryl
Cc: Carroll, John
Subject: Appeal of Tentative Map - 738 Mission Street

Hi Cheryl,

Please find attached the appeal that was filed by Tom Lippe.

Kindly provide us the following:

1) Application for Parcel Map/Final Map Subdivision
2) Letter from Planning stating that the Tentative Map Application had been reviewed by the Zoning Administrator
3) Planning Commission Action
4) County Surveyor's approval of the Tentative Map

Please email or call me if any questions.

Thank you in advance.

Joy Lamug
Legislative Clerk
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244
San Francisco, CA 94102
Direct: (415) 554-7712 | Fax: (415) 554-5163
Email: joy.lamug@sfgov.org
Web: www.sfbos.org

Please complete a Board of Supervisors Customer Service Satisfaction form by clicking here.

The Legislative Research Center provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

Oversight Board of the City and County of San Francisco

RESOLUTION NO. 8-2013
Adopted July 22, 2013

RESOLUTION ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND APPROVING, SUBJECT TO THE REVIEW AND APPROVAL OF THE DEPARTMENT OF FINANCE, A PURCHASE AND SALE AGREEMENT WITH 706 MISSION CO LLC AND WITH THE MEXICAN MUSEUM, AS A THIRD PARTY BENEFICIARY, FOR THE DISPOSITION AND USE OF THREE PROPERTIES: (1) AN IMPROVED SUBTERRANEAN PUBLIC PARKING GARAGE COMMONLY KNOWN AS THE JESSIE SQUARE GARAGE LOCATED GENERALLY BELOW JESSIE SQUARE PLAZA (ASSESSOR'S BLOCK 3706, LOT 275 AND PORTIONS OF LOT 277); (2) AN APPROXIMATELY 9,778-SQUARE-FOOT UNDEVELOPED PARCEL FRONTING MISSION STREET BETWEEN THIRD AND FOURTH STREETS ADJACENT TO JESSIE SQUARE PLAZA (ASSESSOR'S BLOCK 3706, A PORTION OF LOT 277); AND (3) A 3,690-SQUARE-FOOT AIR RIGHTS PARCEL LOCATED ABOVE JESSIE SQUARE PLAZA (ASSESSOR'S BLOCK 3706, A PORTION OF LOT 277).

WHEREAS, The Redevelopment Agency of the City and County of San Francisco, a public body, corporate and politic, exercising its functions and powers and organized and existing under the Community Redevelopment Law of the State of California (the "Former Redevelopment Agency") was dissolved on February 1, 2012, pursuant to the California Assembly Bill known as AB 26 and the California Supreme Court's decision and order in the case entitled *California Redevelopment Association et al. v. Ana Matosantos.* All of the Former Redevelopment Agency's non-housing assets, including all real property, were transferred to the Successor Agency (also known as the Office of Community Investment and Infrastructure, or OCII) as the successor agency to the Former Redevelopment Agency; and

WHEREAS, The Successor Agency is the owner of three properties: (1) an approximately 9,778-square-foot undeveloped parcel fronting Mission Street between Third and Fourth Streets, adjacent to Jessie Square Plaza (Assessor's Block 3706, a portion of Lot 277) (the "Mexican Museum Site"); (2) an improved subterranean public parking garage commonly known as the Jessie Square Garage located generally below Jessie Square Plaza (Assessor's Block 3706, Lot 275 and portions of Lot 277) (the "Jessie Square Garage"); and (3) a 3,690-square-foot air rights parcel above Jessie Square Plaza (Assessor's Block 3706, a portion of Lot 277) (the "Air Rights Parcel") (collectively, the "Agency Property"); and

WHERAS, The Agency Property is located within the boundaries of the former Yerba Buena Center Approved Redevelopment Project Area D-1 and was subject to the Redevelopment Plan for the Yerba Buena Center Approved Redevelopment Project Area D-1 (the "Project Area"), which was duly adopted, by Ordinance No. 98-66 (April 29, 1966) in accordance with Community Redevelopment Law, and

which expired by its own terms on January 1, 2011 (the "Redevelopment Plan"). The purpose of the Redevelopment Plan was to redevelop and revitalize blighted areas in the Project Area; and

WHERAS, The Former Redevelopment Agency originally acquired the Agency Property with federal urban renewal funds provided through a Contract for Loan and Capital Grant dated December 2, 1966 (Contract No. Calif. R-59) and approved by the U.S. Department of Housing and Urban Renewal (the "HUD Contract"). Under the HUD Contract, the Former Redevelopment Agency was required to use the federal funds to carry out redevelopment activities in accordance with the Redevelopment Plan and the federal standards for urban renewal under Title I of the Housing Act of 1949; and

WHREAS, In 1983, the Former Redevelopment Agency and the City and County of San Francisco (the "City") executed, with HUD concurrence, the Yerba Buena Center Redevelopment Project Closeout Agreement ("YBC Closeout Agreement") whereby the Former Redevelopment Agency agreed to retain the Agency Property (and other parcels identified as "Project Property" in Exhibit A to the YBC Closeout Agreement) for disposition, subject to applicable federal law and subject further to restrictions on the use of any proceeds received from the sale or lease of the Project Property (See Section 1(b) & (c) of the YBC Closeout Agreement). Under the YBC Closeout Agreement, HUD required the Former Redevelopment Agency to use the Project Property and proceeds from its sale for "necessary and/or appropriate economic development activities," which included "the development, operation, maintenance, and security of an office building, hotel, retail and housing and related parking integrated with open space . . . and cultural facilities." YBC Closeout Agreement, § 1 (c) & Exhibit B, § 1 (a) (Aug. 10, 1983). In approving the YBC Closeout Agreement, HUD emphasized that "all future proceeds from the sale or lease of Project Property must be treated as program income under the CDBG [Community Development Block Grant] program;" and

WHEREAS, The YBC Closeout Agreement is an enforceable obligation requiring the Successor Agency to retain the property until it is transferred for "necessary and/or appropriate economic development activities." YBC Closeout Agreement, § 1 (b) ("The Project Property shall be retained for disposition by the Agency."). Furthermore, the Former Redevelopment Agency, and now the Successor Agency, have held the Agency Property for the governmental purposes described in the YBC Closeout Agreement and the CDBG program (See 24 C.F.R. §§ 570.201 (completion of urban renewal projects under Title I of the Housing Act of 1949) and 24 C.F.R. § 570.800 (pre-1996 federal urban renewal regulations continue to apply to completion of urban renewal projects)) ("CDBG Program Requirements").; and

WHEREAS, For over 30 years the Former Redevelopment Agency held the Agency Property for the governmental purposes identified in the YBC Closeout Agreement and identified the Mexican Museum Site as the future, permanent home of The Mexican Museum. The Successor Agency, as successor in interest to the Former

Redevelopment Agency, and The Mexican Museum, a California nonprofit corporation ("The Mexican Museum") are parties to that certain Agreement for Disposition of Land for Private Development dated as of July 30, 1993 (as amended, the "LDA") which contemplated the development of a stand-alone museum for The Mexican Museum on the Agency Property. The LDA has been amended eight times, most recently on December 7, 2004. Under the Eighth Amendment, the Former Redevelopment Agency and The Mexican Museum agreed to work cooperatively to explore alternatives for the museum facility, including the inclusion of The Mexican Museum as a cultural component in a larger development; and

WHEREAS, In 2000, the Former Redevelopment Agency originally approved, by Agency Resolution No. 89-2000 (June 20, 2000), the construction of the Jessie Square Garage and subsequently amended, by Agency Resolutions Nos. 185-2002, 191-2002, 192-2002 (Oct. 22, 2002), the development program and funding for the Jessie Square Garage. Development of the Jessie Square Garage satisfied numerous objectives of the Redevelopment Plan, the YBC Closeout Agreement, and the LDA with The Mexican Museum; and

WHEREAS, The Jessie Square Garage was built as part of a larger construction project that included surrounding public improvements (including Jessie Square Plaza and the substructures for the Contemporary Jewish Museum and the Mexican Museum sites ("Jessie Square Garage/Improvements"). The Jessie Square Garage/Improvements were financed with approximately $43.1 million in tax allocation revenues bonds (2003 Series B and 2003 Series C) authorized by the Board of Supervisors (the "Garage Bonds"). As a result of the pledge and use of this tax increment to pay the debt service on the bonds, the City receives less property tax revenue for the City's general fund. In order to make up for this lost revenue, the City and the RDA entered into that certain Cooperation and Tax Increment Reimbursement Agreement dated as of January 13, 2003, whereby the RDA agreed to pay to the City the operating revenues from the garage in the amount needed to reimburse the City for the foregone property tax revenues. To the extent that operating revenues are insufficient to cover the full amount of lost property tax revenues in any given tax period, the RDA, and now OCII, accrues debt to the City in the amount of the shortfall, plus interest. The Cooperation and Tax Increment Reimbursement Agreement is included on OCII's Recognized Obligation Payment Schedule 13-14A as ROPS Line 138; and

WHEREAS, 706 Mission Co. LLC owns certain real property commonly known as 706 Mission Street, San Francisco, California (Assessor's Block 3706, Lot 93). The Developer Property is currently improved in part with an existing 10-story building of approximately 100,000 square feet of office and retail space (the "Aronson Building"), which has been designated as a Category I Significant Building pursuant to the City's Planning Code and which has been informally determined to be eligible for placement on the National Register of Historic Places. The Agency Property and the Developer Property are collectively referred to herein as the "Site;"

WHEREAS, The Successor Agency, as successor in interest to the Former Redevelopment Agency, and the Developer are parties to that certain Exclusive Negotiation Agreement dated on or about July 15, 2008, as amended by that certain Amended and Restated Exclusive Negotiation Agreement dated on or about May 4, 2010, (as so amended, the "ENA") regarding the parties' mutual understanding of the terms under which Successor Agency and Developer would negotiate a purchase and sale agreement pursuant to which Successor Agency would sell the Agency Property to the Developer; and

WHEREAS, The ENA contemplated that the Successor Agency would transfer the Agency Property to Developer and that Developer would construct an integrated development on the Site, which has since been refined and now is proposed to consist of (a) residential uses in a new tower of approximately 510 feet in height (480 feet plus a 30 foot mechanical penthouse) (the "Tower"), (b) a cultural component of approximately 48,000 net square feet fronting Jessie Square (the "Cultural Component") for The Mexican Museum (which excludes the Restaurant/Retail Space as defined below), (c) the historic rehabilitation of the Aronson Building (the "Historic Rehabilitation"), (d) approximately 4,800 gross square feet of additional restaurant/retail uses on the ground floor of the Aronson Building (the "Restaurant/Retail Space"), which will be owned by Developer and shall be separately leased by Developer to The Mexican Museum for revenue generation in connection with the operation of the Cultural Component, and (e) the purchase of the Jessie Square Garage (collectively, the "Project"). Under the terms of the ENA, the Jessie Square Garage would be dedicated to both Project-related uses and public uses; and

WHEREAS, Developer has obtained or will seek to obtain the various regulatory approvals, permits, and authorizations that are required for the development and construction of the Project from the public agencies with land use jurisdiction over the Project, including, without limitation, an amendment to the City's zoning map, the adoption of a special use district under the City's Planning Code, a Section 309 determination and Section 309 exceptions, a Major Permit to Alter, an increase to the shadow budget for Union Square, a Section 295 finding of no substantial adverse shadow impact and a shadow budget allocation, subdivision approvals and Building Permits and the Environmental Impact Report and Mitigation Monitoring and Reporting Program related to such approvals (such regulatory approvals, permits, and authorizations, collectively the "Regulatory Approvals"); and

WHEREAS, The Mexican Museum Site is the last vacant parcel to be developed under the expired Redevelopment Plan. The Successor Agency and The Mexican Museum have agreed that the Project is the best opportunity to develop a new museum facility for The Mexican Museum, and to complete the buildout of the Project Area contemplated by the Redevelopment Plan. The Successor Agency, as successor in interest to the Former Redevelopment Agency, and The Mexican Museum are parties to that certain Exclusive Negotiations Agreement dated as of December 14, 2010 (the "Museum ENA"), and that certain Grant Agreement dated December 14, 2010 (the "Grant Agreement"). The Museum ENA sets forth

the terms and conditions for negotiating The Mexican Museum's participation in the Project. Under the terms of the Museum ENA and related extensions, the Museum ENA expired on June 30, 2013. The Grant Agreement requires the Agency to disburse through one or more future grant disbursement agreements approximately $10.5 million of funding for predevelopment and planning activities and the design and construction of tenant improvements for the Cultural Component; and

WHEREAS, On June 27, 2012, California's Governor approved legislation amending Assembly Bill No. 26 (statutes 2011, chapter 5) ("AB 26") entitled Assembly Bill No. 1484 (statutes 2012, chapter 26) ("AB 1484") (together, AB 26 and AB 1484 are the "Redevelopment Dissolution Law"). AB 1484 imposes certain requirements on the successor agencies to redevelopment agencies established by AB 26, including a requirement that suspends certain dispositions of former redevelopment agency property until certain state-imposed requirements are met. Excluded from such suspension are certain transfers of property to the "appropriate public jurisdiction" in furtherance of a "governmental purpose" if the oversight board for a successor agency directs the successor agency to transfer the property, as well as "obligations required pursuant to any enforceable obligations." Cal. Health & Safety Code §§ 34177(c); 34181(a); 34191.4; and

WHEREAS, Redevelopment Dissolution Law requires successor agencies to perform obligations required pursuant to any enforceable obligation that existed prior to June 28, 2011, Cal. Health & Safety Code § 34177 (c); and,

WHEREAS, The Successor Agency staff is now recommending approval of a Purchase and Sale Agreement (the "PSA") by the Oversight Board to transfer the Agency Property to the Developer pursuant to the governmental purposes of and enforceable obligations mandated by the YBC Closeout Agreement, the CDBG Program Requirements, the ENA, the Museum ENA, and as described above, in compliance with AB 1484, and in furtherance of the expired Redevelopment Plan. The disposition of the Agency Property is subject to the terms of the YBC Closeout Agreement and the CDBG Program Requirements and thus serves the governmental purposes applicable to completion of urban renewal projects (i.e., disposition for economic development purposes). The disposition of the Agency Property is also addressed in Part 1 of the Long Range Property Management Plan that the Oversight Board has or will approve, by Resolution 7-2013, under Section 34191.5 of the California Health and Safety Code; and

WHEREAS, The Mexican Museum included as a third party beneficiary of certain sections of the PSA, including provisions related to design and construction of the core and shell of the museum space, conveyance and leasing of the museum space, the endowment, and termination of the LDA. None of these sections may be modified or amended without the prior written consent of The Mexican Museum. Additionally, pursuant to these beneficiary rights, The Mexican Museum has remedies to enforce those sections of the PSA; and

WHEREAS, Pursuant to the PSA, the purchase price for the Agency Property is $34,280,000, which is equal to the sum of (1) the $21,620,000 fair market value of the Jessie Square Garage and the $12,570,000 fair market value of Parcel CB-1-MM "As-Is Scenario A," each as reflected in the Valuation Report for Jessie Square/Parcel CB-1-MM/Jessie Square Garage prepared by CBRE for the Successor Agency, dated June 12, 2013 and (2) the $90,000 fair market value of the Jessie Square Airspace Parcel as reflected in the Valuation Report for the Jessie Square Airspace Parcel prepared by CBRE for the Successor Agency, dated June 12, 2013; and

WHEREAS, Consistent with the terms of the Developer ENA, the PSA obligates the Developer to construct the base, core and shell of the Cultural Component, which will be approximately 48,000 net square feet fronting Jessie Square Plaza. The Mexican Museum will be responsible for the cost of tenant improvements to the Cultural Component. The Museum anticipates funding the tenant improvements through a combination of the grant funds authorized under the 2010 Grant Agreement with the RDA, fundraising, and a potential reauthorization of hotel tax bonds by the City; and

WHEREAS, Under the Developer ENA, the Developer was required to convey the core and shell of the museum space to the RDA at no cost upon completion of construction. Under Redevelopment Dissolution Law, the Successor Agency's ownership of the Project's cultural component is inconsistent with the mandate to wind down redevelopment activities. Therefore, the PSA contemplates a transfer of the core and shell of the museum space to the City at no cost, rather than the Successor Agency, upon completion of construction, and a lease between the City and the Successor Agency. If the City does not ultimately agree, and no other public designee of the Successor Agency can be identified, then the Developer will retain ownership of the museum space, which will be deed restricted as a cultural use. The Developer will then enter into a lease with The Mexican Museum; and

WHEREAS, The PSA requires the Developer to with the City's Residential Inclusionary Affordable Housing Program (the "Inclusionary Program") through the payment of an in-lieu fee based on 20% of the units in the Project plus an additional in-lieu fee to the Successor Agency based on 8% of the units in the Project. The payment to the Successor Agency will fund its retained housing obligations; and

WHEREAS, The PSA also requires the Developer to contribute $5 million to an operating endowment for The Mexican Museum to help support its ongoing operations; and

WHEREAS, Under the PSA, the Jessie Square Garage will be conveyed to the Developer. Consistent with the City approvals for the Project, a maximum of 1:1 parking would be available for residents of the Project; the balance would remain available for general public parking, including parking for St. Patrick's Church, the Contemporary Jewish Museum, and The Mexican Museum. The Developer will repay the outstanding debt associated with the Garage Bonds and the Cooperation and Tax Reimbursement Agreement. The amount of this

indebtedness as of June 1, 2013 is $25,284,468 under the Garage Bonds and $18,311,670 under the Cooperation and Tax Reimbursement Agreement, for a total payment of $43,596,138. The Developer will receive a dollar-for dollar credit toward the payment of the purchase price based on repaying this indebtedness. Any costs of paying off this debt in excess of the appraised value will be considered a public benefit in favor of the Successor Agency; and

WHEREAS, In recognition of the significant investment of public funds by OCII and the City in the development of the public open spaces at Yerba Buena Gardens (the "Gardens") and in the surrounding neighborhood, the Developer has agreed to pay to the Successor Agency the following: , (1) an ongoing annual fee to support Gardens' operations, cultural operations and capital expenditures, and for other purposes benefiting South of Market public open spaces, at least 50% of which will used within the Gardens; and (2) a one-time fee for general operations, cultural operations, capital expenditures and other purposes benefiting South of Market public open spaces; and

WHEREAS, The PSA requires a transfer payment upon the first and each subsequent sale of a residential condominium unit in the Project for specified public benefits within the South of Market neighborhood (the "Transfer Payment"). The Transfer Payment will fund (i) affordable housing, (ii) homeless, youth and senior services, and (iii) small business and nonprofit rental assistance; and

WHEREAS, The PSA requires the Developer to make a number of pedestrian improvements, as follows: (1) the Developer will work with OCII and the City to pursue various upgrades to Stevenson Street, including physical improvements and a full-time traffic manager, at the Developer's sole expense; (2) the Developer will pursue a second midblock crosswalk on Mission Street between Third and Fourth Streets or equivalent pedestrian improvements, if recommended by a pedestrian study that will be undertaken pursuant to Planning Commission Motion No. 18894, at the Developer's sole expense; and (3) the Developer will make a payment of $86,400 to fund a six-month pilot program that will station personnel from the City's Department of Parking and Traffic at key intersections (i.e., Mission and Third Streets, Mission and Fourth Streets, and Stevenson and Third Streets); and

WHEREAS, The PSA requires the Developer the make three performance deposits totaling $2.7 million that will be applied to the redemption of the Garage Bonds if the Project moves forward. However, in the event the Developer fails to close escrow and the Project does not move forward, the Developer has agreed to pay liquidated damages consisting of (1) any performance deposits held by the Successor Agency at that time, (2) replenishment of any grant funds expended by The Mexican Museum pursuant to the Grant Agreement, and (3) the Successor Agency's existing staffing costs; and

WHEREAS, In addition to receiving value in excess of the Agency Property's appraised value, the transaction contemplated under the PSA has the additional benefit of defeasing the Garage Bonds, which will free up future tax increment that would otherwise have been used for debt service. Thus, the transaction will result in an

increase in payments to taxing entities during future years as well as facilitate the winding down of the Successor Agency's obligations with respect to this existing obligation; and

WHEREAS, The transaction contemplated under the PSA will generate an additional in-lieu fee to the Successor Agency based on 8% of the units in the Project. The payment to the Successor Agency will fund its retained housing obligations, thereby reducing future draws from the Redevelopment Property Tax Trust Fund; and

WHEREAS, The transaction contemplated under the PSA will generate more revenues from property taxes payable to the taxing entities, including the City and County of San Francisco, the Bay Area Rapid Transit District, the San Francisco Community College District, and the San Francisco Unified School District, as well as the State of California, compared with the existing, undeveloped conditions; and,

WHEREAS, The PSA was conditionally approved by the Commission on Community Investment and Infrastructure by Resolution No. 32-2013 on July 16, 2013; and

WHEREAS, Based on the analysis contained in the Final Environmental Impact Report for the Project (the "FEIR"), and the findings pursuant to the California Environmental Quality Act ("CEQA") adopted by the San Francisco Planning Commission (the "Planning Commission") on March 21, 2013 , by Motion No. 18829 certifying the FEIR and establishing a Mitigation Monitoring Program as part of the FEIR (which Planning Commission certification of the FEIR was appealed to the Board of Supervisors, and upheld by the Board of Supervisors on May 7, 2013), Successor Agency staff requests that the Oversight Board adopt findings in accordance with CEQA that the Agreement is an Implementing Action for the construction of the Project, pursuant to the approvals granted by the Planning Commission. Staff, in making the necessary findings for the Implementing Action contemplated herein, considered and reviewed the FEIR. Documents related to the Implementing Action and the FEIR have been and continue to be available for review by the Oversight Board and the public and are part of the record before the Oversight Board; and

WHEREAS, The Oversight Board hereby finds that the Agreement is an action in furtherance of the implementation of the Project for purposes of compliance with CEQA and by this Resolution, the Oversight Board adopts the environmental findings, attached as Exhibit A hereto, related to the FEIR, pursuant to CEQA and the CEQA Guidelines (the "Findings"). Such Findings are made pursuant to the Oversight Board's role as the responsible agency under CEQA for the Project. The Findings are hereby incorporated herein by this reference as if fully set forth; and

WHEREAS, A copy of the PSA is on file with the Secretary of the Oversight Board and fully incorporated herein; and,

WHEREAS, If the Oversight Board approves the PSA as a disposition of successor agency properties under Section 34181 (a) of the Health and Safety Code, the Successor Agency will notify the DOF, which has five days from the notice to request review of the disposition. If it does not request review, the Oversight Board's approval will become final. If DOF requests review, it has sixty days to review the matter under Section 34181 (f).

WHEREAS, The Oversight Board now desires to approve the PSA because it fulfills the enforceable obligations of the Successor Agency under the YBC Closeout Agreement; NOW THEREFORE BE IT

RESOLVED, The Oversight Board has reviewed and considered the Final Environmental Impact Report and hereby adopts the CEQA findings as attached and incorporated herein, and the Oversight Board finds and determines that, subject to the review and approval of the the Department of Finance, the Executive Director is authorized to enter into a Purchase and Sale Agreement, substantially in the form approved by the City Attorney acting as counsel to the Successor Agency, with 706 Mission Co LLC and with the Mexican Museum, as a third party beneficiary, for the disposition and use of three properties: (1) an improved subterranean public parking garage commonly known as the Jessie Square Garage located generally below Jessie Square Plaza (Assessor's Block 3706, Lot 275 and portions of Lot 277); (2) an approximately 9,778-square-foot undeveloped parcel fronting Mission Street between Third and Fourth Streets adjacent to Jessie Square Plaza (Assessor's Block 3706, a portion of Lot 277); and (3) a 3,690-square-foot air rights parcel located above Jessie Square Plaza (Assessor's Block 3706, a portion of Lot 277) in the former Yerba Buena Center Redevelopment Project Area and furthermore is authorized to enter into any and all ancillary documents or take any additional actions necessary to consummate the transaction.

Exhibit A: CEQA Findings

I hereby certify that the foregoing resolution was adopted by the Oversight Board at its meeting of July 22, 2013.

Natasha Jones
Oversight Board Secretary

Exhibit A

706 MISSION STREET – THE MEXICAN MUSEUM AND RESIDENTIAL TOWER PROJECT
CALIFORNIA ENVIRONMENTAL QUALITY ACT FINDINGS:
FINDINGS OF FACT, EVALUATION OF MITIGATION MEASURES AND ALTERNATIVES, AND STATEMENT OF OVERRIDING CONSIDERATIONS
OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THECITY AND COUNTY OF SAN FRANCISCO

In determining to approve the 706 Mission Street – The Mexican Museum and Residential Tower Project located at 706 Mission Street (Assessor's Block 3706, Lots 093, 275, and 277 (portion)), described in Section I, Project Description below, ("Project"), the Oversight Board for the Successor Agency to the Redevelopment Agency of the City and County of San Francisco ("Successor Agency") as a responsible agency pursuant to the California Environmental Quality Act, California Public Resources Code Section 21000 et seq. ("CEQA"), makes and adopts the following findings of fact regarding the Project and mitigation measures and alternatives, and adopts the statement of overriding considerations and the Mitigation Monitoring and Reporting Program, based on substantial evidence in the whole record of this proceeding and pursuant to CEQA, particularly Section 21081 and 21081.5, the Guidelines for Implementation of CEQA, 14 California Code of Regulations Section 15000 et seq. ("Guidelines"), particularly Section 15091 through 15093 and Section 15096, and Chapter 31 of the San Francisco Administrative Code.

This document is organized as follows:

Section I provides a description of the Project, the Project Objectives, the environmental review process for the Project, the approval actions to be taken, and the location of records;

Section II identifies the impacts found not to be significant that do not require mitigation;

Section III identifies potentially significant impacts that are avoided or reduced to less-than-significant levels through mitigation and describes the disposition of the mitigation measures;

Section IV identifies significant, unavoidable wind and shadow impacts (specifically cumulative shadow impacts), of the Project that cannot be avoided or reduced to less-than-significant levels through Mitigation Measures;

Section V evaluates the different project alternatives and the economic, legal, social, technological, and other considerations that support approval of the Project as proposed and the rejection of these alternatives; and

Section VI makes a Statement of Overriding Considerations setting forth the specific economic, legal, social, technological, or other benefits of the Project that outweigh the significant and unavoidable adverse environmental effects and support the rejection of the project alternatives.

The **Mitigation Monitoring and Reporting Program ("MMRP")** for the mitigation measures that have been proposed for adoption is attached with these findings as Exhibit 2. The MMRP is required by CEQA Section 21081.6 and CEQA Guidelines Section 15091. The MMRP provides a table setting forth each mitigation measure listed in the Final Environmental Impact Report for the Project ("Final EIR") that is required to reduce or avoid a significant adverse impact. The MMRP also specifies the agency responsible for implementation of each measure and establishes monitoring actions and a monitoring schedule. The full text of the mitigation measures is set forth in the MMRP.

These findings are based upon substantial evidence in the entire record before the Successor Agency. The references set forth in these findings to certain pages or sections of the Draft Environmental Impact Report ("Draft EIR" or "DEIR") or the Responses to Comments ("RTC"), which together comprise the Final EIR, are for ease of reference and are not intended to provide an exhaustive list of the evidence relied upon for these findings.

MOVED, that the Successor Agency, as responsible agency pursuant to CEQA, has reviewed and considered the Final EIR and the record associated therewith, including the comments and submissions made to the Successor Agency, and based thereon hereby adopts these findings under the California Environmental Quality Act, including rejecting alternatives as infeasible and adopting a Statement of Overriding Considerations, and adopts the MMRP attached as Exhibit 2 to Motion No. 18875 based on the following findings:

I. Project Description

A. 706 Mission Street – The Mexican Museum and Residential Tower Project

The project site is on the northwest corner of Third and Mission Streets, at 706 Mission Street. It consists of three lots: the entirety of Assessor's Block 3706, Lots 093 and 275, and portions of Assessor's Block 3706, Lot 277. Together, these lots cover an area of approximately 63,468 square feet or approximately 1.45 acres. The area of the project site includes the below-grade publically-owned Jessie Square Garage, which would become private by conveyance to the project sponsor. "Property" is defined herein as including (1) the Jessie Square Garage (Assessor's Block 3706, Lot 275 and portions of Lot 277), and (2) an approximately 9,778-square-foot parcel fronting Mission Street between Jessie Square Plaza and the Aronson Building located at 706 Mission Street, and including an approximately 3,690-square-foot airspace parcel above a portion of Jessie Square Plaza (Assessor's Block 3706, a portion of Lot 277).

Lot 093, an approximately 15,460 square foot, rectangular parcel is currently developed with the 10-story, 154-foot-tall Aronson Building (a 144-foot-tall building with a 10-foot-tall mechanical penthouse). The building was originally constructed in 1903, and two annexes were added in 1978. The Aronson Building is rated "A" (highest importance) by the Foundation for San Francisco's Architectural Heritage, and it is eligible for listing on the National Register of Historic Places and the California Register of Historical Resources. The Aronson Building is also designated as a Category I Significant Building within the New Montgomery-Mission-Second Street Conservation District. Including the annexes, the Aronson Building contains a total of approximately 120,340 gross square feet (gsf), with approximately 13,700 gsf of storage and utility space in the basement, an approximately 10,660-gsf retail space on the ground floor, which is currently occupied by a Rochester Big & Tall retail clothing store, and approximately 95,980 gsf of office

space on the second through tenth floors. Including the annexes, the Aronson Building covers approximately 74 percent of Lot 093.

Lot 275 is occupied by the existing ramp that provides vehicular access from Stevenson Street to the subsurface Jessie Square Garage. This lot has an area of approximately 1,635 square feet.

A currently vacant approximately 9,780 square foot portion of Lot 277 is the future permanent home of The Mexican Museum (Mexican Museum parcel). The subsurface Jessie Square Garage is the other portion of Lot 277 that makes up the project site. The Jessie Square Garage contains 442 parking spaces within a footprint of approximately 45,310 square feet. Currently, vehicles enter the Jessie Square Garage from Stevenson Street and exit onto either Stevenson or Mission Streets.

Prior to project approval, the Project Sponsor proposed modifications to the project to reduce 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). The project described here includes these, and other conforming, modifications. Thus, the proposed project would include a 43-story, 480-foot-tall tower (with a 30-foot-tall elevator/mechanical penthouse), with two floors below grade on The Mexican Museum parcel and the western portion of the Aronson Building parcel. The new tower would be west of, adjacent to, and physically connected to the existing Aronson Building. The overall project would contain space for The Mexican Museum, a ground-floor retail/restaurant use, up to 190 residential units, and associated building services.

In the proposed tower, there would be up to 39 floors of residential space, including mechanical areas, and four floors of museum space. The Mexican Museum would occupy the ground through fourth floors, and residential uses would occupy the fifth through thirty-ninth floors. The fifth floor of the tower would be occupied by residential or residential amenity space, unless the residential amenity space is on the tenth floor of the Aronson Building as discussed below. Approximately 2,100 gsf on Basement Level B2 would be allocated to The Mexican Museum for storage. About 15,900 gsf on Basement Levels B1 and B2 would be occupied by the elevator core and building services.

As part of the proposed project, the historically important Aronson Building would be restored and rehabilitated, and the existing mechanical penthouse on the roof of the Aronson Building would be removed. The Aronson Building currently contains approximately 10,660 gsf of retail space on the ground floor and approximately 95,980 gsf of office space on the second through tenth floors. With the proposed project, the Aronson Building would have lobby space and retail/restaurant space on the ground floor. The Mexican Museum would occupy the second and third floors and possibly some or all of the ground floor of the Aronson Building. The fourth through tenth floors of the Aronson Building would be residential. A proposed "office flex option" that would have allowed these floors of the Aronson Building to be used as office space was eliminated as part of the Project Sponsor's proposed project changes. Building services would occupy a small portion of each floor.

The Jessie Square Garage would be reconfigured to include 470 spaces, of which up to 280 would be made available to the general public. Under the proposed project, all non-project vehicles would continue to enter the Jessie Square Garage from Stevenson Street. Project residents would have the option of parking their own vehicles or using a valet service. Project residents who choose to park their own

vehicles would be required to enter the garage from Stevenson Street; they would not be allowed to access the project site from Third Street using the car elevators to enter the garage. Project residents who choose to use the valet service would drive onto the project site from Third Street using the existing curb cut and driveway. As under current conditions, all loading trucks would exit the Jessie Square Garage onto Stevenson Street only, but delivery vans, service vehicles, and all other vehicles would have the option of exiting the garage onto either Stevenson or Mission Streets.

While several vehicular access variants to the proposed project were analyzed in the EIR, none of them are being approved by the Successor Agency or any City decision-maker. Because of this, these findings do not address the significant and unavoidable impacts that the Final EIR identified would result if the vehicular access variants were to be approved.

B. Successor Agency Project Objectives

The objectives of the Successor Agency are as follows:

- To complete the redevelopment of the Yerba Buena Center (YBC) Redevelopment Project Area envisioned under the *Yerba Buena Center Redevelopment Plan.*

- To stimulate and attract private investment and generate sales taxes and other General Fund revenues from new uses on the project site, thereby improving the City's overall economic health, employment opportunities, tax base, and community economic development opportunities.

- To provide for the development of a museum facility and an endowment for The Mexican Museum on Successor Agency-owned property located adjacent to Jessie Square, at the heart of San Francisco's cultural district location, in a manner that is consistent with *General Plan* Policy VI-1.9, to "create opportunities for private developers to include arts spaces in private developments city-wide."

- To ensure construction of a preeminent building with a superior level of design for this important site across from Yerba Buena Gardens and adjacent to Jessie Square in a manner that complements the landscaping and design of Jessie Square.

- To provide housing in an urban infill location to help alleviate the effects of suburban sprawl.

- To provide temporary and permanent employment and contracting opportunities for minorities, women, qualified economically disadvantaged individuals, and other residents both in the South of Market area and in the City generally, in a manner consistent with the City's current and future equal opportunity programs.

- To create a development that is financially feasible and that can fund the project's capital costs and ongoing operation and maintenance costs related to the redevelopment and long-term operation of the Mexican Museum parcel without reliance on public funds.

- To maximize the quality of the pedestrian experience along Mission Street and Third Street, while maintaining accessibility to the project site for automobiles and loading.

- To transfer ownership of the Jessie Square Garage to a private entity, while providing adequate parking in the Jessie Square Garage for the Contemporary Jewish Museum, St. Patrick's Church, The Mexican Museum, and the public.

- To provide for rehabilitation of the historically important Aronson Building.

- To secure funding for new and affordable below-market rate units beyond the amount currently required by City ordinances.

- To secure additional funding for operations, management, and security of Yerba Buena Gardens.

C. Project Sponsor Objectives

The objectives of the project sponsor, 706 Mission Street Co., LLC, are as follows:

- To construct a residential building of superior quality and design that complements and is generally consistent with the downtown area, furthering the objectives of the *General Plan*'s Urban Design Element and the *Yerba Buena Center Redevelopment Plan*.

- To redevelop the project site with a high-quality residential development that includes a ground-floor retail or restaurant use.

- To provide housing in downtown San Francisco that is accessible to local and regional transit, as well as cultural amenities and attractions, such as performing art centers, and art museums and exhibitions.

- To rehabilitate the historically important Aronson Building.

- To design and construct the project to a minimum of Leadership in Energy and Environmental Design (LEED) Silver standards (or such higher and additional requirements as adopted by the City and County of San Francisco), thereby reducing the project's carbon footprint and maximizing the energy efficiency of the building.

- To develop a project that is financially feasible and financeable, and to create a level of development sufficient to support the costs of providing the public benefits delivered by the project, including space and funding for The Mexican Museum; rehabilitation of the historically important Aronson Building; funding of affordable, below-market-rate housing; and funding for the maintenance of Yerba Buena Gardens, and that can fund project costs.

- To provide adequate parking and vehicular access to serve the needs of project residents and their visitors.

D. Planning and Environmental Review Process

The Project Sponsor submitted an Environmental Evaluation application for the project on June 30, 2008. The Environmental Evaluation application was revised on December 7, 2009, and again on March 5, 2012, to reflect design changes to the proposed project. The San Francisco Planning Department (the "Department") determined that an Environmental Impact Report was required and published and distributed a Notice of Preparation of an EIR ("NOP ") on April 13, 2011. The NOP is Appendix A to the Draft EIR. The public review period on the NOP began on April 14, 2011, and ended on May 13, 2011.

The Department published a Draft Environmental Impact Report (DEIR) on June 27, 2012. The Commission held a public hearing to solicit testimony on the DEIR on July 27, 2013. The Department received written comments on the DEIR from June 28, 2012, to August 13, 2012. The Department published the Responses to Comments on March 7, 2013. The DEIR, together with the Responses to Comments constitute the Final EIR. The FEIR was certified by Planning Commission on March 21, 2013, by Motion No. 18829. 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.

E. Approval Actions

1. Actions by the Planning Commission

- Certification of the Final EIR on March 21, 2013, by Planning Commission Motion No. 18829;
- General Plan referral to determine project consistency with the General Plan and the Priority Policies.
- Recommend approval to the Board of Supervisors of a Zoning Map amendment to reclassify the existing 400-foot height limit for the project site, shown on Zoning Map Sheet HT01, and to amend Zoning Map Sheet SU01 to show the Special Use District.
- Recommend approval to the Board of Supervisors of a Special Use District to address Floor Area Ratio, height, and other land use controls for the project site, which may include additional provisions regarding permitted uses, the provision of cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations.
- Approval of a Section 309 Determination of Compliance and Request for Exceptions for the construction of a new building in a C-3 District.
- Approval of amendment of the quantitative shadow standard for Union Square that was established on February 7, 1989, pursuant to Planning Commission Resolution No. 11595; and Section 295 shadow significance determination and allocation to project.

2. Action by this Historic Preservation Commission

- Approval of a Major Permit to Alter pursuant to Article 11 of the Planning Code.

3. Actions by the Board of Supervisors

- The Planning Commission's certification of the Final EIR was appealed to the Board of Supervisors, and on May 7, 2013, the Board of Supervisors upheld the certification of the Final EIR.

- Adoption of a Zoning Map amendment to reclassify the existing 400-foot height limit for the project site, shown on Zoning Map Sheet HT01, and to amend Zoning Map Sheet SU01 to show the Special Use District.

- Adoption of a Special Use District to address Floor Area Ratio, height, and other land use controls for the project site, which may include additional provisions regarding permitted uses, the provision of cultural/museum use within the SUD, floor area ratio limitations, dwelling unit exposure, height of rooftop equipment, bulk limitations, and curb cut locations.

4. Actions by the Recreation and Park Commission

- Approval of amendment of the quantitative shadow standard for Union Square that was established on February 7, 1989, pursuant to Planning Commission Resolution No. 11595;

- Recommendation to the Planning Commission regarding the Section 295 shadow significance determination and allocation to project.

5. Actions by the Successor Agency

- Approval of the Adoption of a Long Range Property Management Plan

- Approval of a Resolution authorizing the transfer of the Property from the Successor Agency to the Project Sponsor.

6. Actions by the Oversight Board of the Successor Agency

- Approval of the Adoption of a Long Range Property Management Plan
- Approval of a Resolution directing the Successor Agency to transfer the Property from the Successor Agency to the Project Sponsor

7. Actions by the Department of Public Works

- Approval of the tentative map

8. Actions by the Department of Public Works and the SFMTA Board of Directors

- Approval of a street improvement permit and/or encroachment permit to (1) extend the existing Jessie Square passenger loading/unloading zone on Mission Street by approximately 83 feet, 6 inches to the east, resulting in a 154-foot-long passenger loading/unloading zone; and (2) designate the curb along Third Street in front of the project site as a white zone for passenger loading/unloading.

9. Actions by the Department of Building Inspection

- Approval of the site permit
- Approval of demolition, grading, and building permits

10. Actions by the San Francisco Public Utilities Commission

- Approval of compliance with requirements of the Stormwater Management Ordinance for projects with over 5,000 square feet of disturbed ground area.

F. Location and Custodian of Records

The public hearing transcript, a copy of the letters regarding the Draft EIR received during the public review period, the administrative record, and background documentation for the FEIR are located at the Planning Department, 1650 Mission Street, San Francisco. The Secretary to the Oversight Board is the custodian of records for the Successor Agency.

These findings are based upon substantial evidence in the entire record before the Successor Agency.

II. Impacts Found Not to Be Significant And Thus Do Not Require Mitigation

Under CEQA, no mitigation measures are required for impacts that are less than significant (Pub. Res. Code, § 21002; CEQA Guidelines, § 15126.4, subd. (a)(3), 15091). As more fully described in the Final EIR and based on substantial evidence in the whole record of this proceeding, the Successor Agency hereby finds that implementation of the Project would not result in any significant impacts in the following areas and that these impact areas therefore do not require mitigation.

A. Land Use and Land Use Planning

- **Impact LU-1:** The proposed project would not physically divide an established community.
- **Impact LU-2:** The proposed project would not conflict with any applicable land use plan, policy, or regulation of an agency with jurisdiction over the project (including, but not limited to, the general plan, specific plan, local coastal program, or zoning ordinance) adopted for the purpose of avoiding or mitigating an environmental effect.
- **Impact LU-3:** The proposed project would not have a substantial adverse impact on the character of the vicinity.
- **Impact C-LU-1:** The proposed project, in combination with past, present, or reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to

significant adverse cumulative land use impacts related to a physical division of an established community; to conflicts with applicable land use plans, policies, or regulations of an agency with jurisdiction over the project (including, but not limited to, a general plan, specific plan, local coastal program, or zoning ordinance) adopted for the purpose of avoiding or mitigating an environmental effect; and to the existing character of the vicinity.

B. Aesthetics

- **Impact AE-1:** The proposed project would not have a substantial adverse effect on a scenic vista.
- **Impact AE-2:** The proposed project tower would not have a substantial adverse effect on a scenic resource.
- **Impact AE-3:** The proposed project would not have a substantial adverse effect on the visual character or quality of the site and its surroundings.
- **Impact AE-4:** The proposed project would not create a new source of substantial light or glare which would adversely affect day or nighttime views in the area or which would substantially impact other people or properties.
- **Impact C-AE-1:** The proposed project, in combination with past, present and reasonably foreseeable future projects in the project vicinity, would not make a cumulatively considerable contribution to a significant impact related to aesthetics.

C. Population and Housing

- **Impact PH-1:** The proposed project would not induce substantial population growth in an area, either directly or indirectly.
- **Impact PH-2:** The proposed project would not displace substantial numbers of existing housing units or create demand for additional housing, necessitating the construction of replacement housing elsewhere.
- **Impact PH-3:** The proposed project would not displace substantial numbers of people, necessitating the construction of replacement housing elsewhere.
- **Impact C-PH-1:** The proposed project, in combination with past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to significant adverse cumulative impacts related to population growth, housing, and employment, either directly or indirectly.

D. Cultural and Paleontological Resources

- **Impact CP-5:** The proposed rehabilitation, repair and reuse of the Aronson Building under the proposed project would not cause a substantial adverse change in the significance of the Aronson Building as a historical resource under CEQA.
- **Impact CP-6:** The proposed project tower would not cause a substantial adverse change in the significance of the Aronson Building historical resource.
- **Impact CP-7:** The proposed project tower would not cause a substantial adverse change in the significance of nearby historical resources.
- **Impact C-CP-2:** The proposed project, in combination with other past, present, and reasonably foreseeable future projects in the project vicinity, would not have a cumulatively considerable contribution to a significant impact on historic architectural resources.

E. Transportation and Circulation

- **Impact TR-1:** The proposed project would not cause a substantial increase in traffic that would cause the level of service to decline from LOS D or better to LOS E or F, or from LOS E to F at seven intersections studied in the project vicinity.
- **Impact TR-2:** The proposed project would not cause a substantial increase in transit demand that could not be accommodated by adjacent transit capacity; nor would it cause a substantial increase in delays or costs such that significant adverse impacts in transit service levels could occur.
- **Impact TR-3:** The proposed project would not result in substantial overcrowding on public sidewalks, nor create potentially hazardous conditions for pedestrians, or otherwise interfere with pedestrian accessibility to the site and adjoining areas.
- **Impact TR-4:** The proposed project would not create potentially hazardous conditions for bicyclists, or otherwise substantially interfere with bicycle accessibility to the site and adjoining areas.
- **Impact TR-5:** The loading demand of the proposed project during the peak hour of loading activities would be accommodated within the proposed on-site loading facilities or within convenient on-street loading zones, and would not create potentially hazardous traffic conditions or significant delays involving traffic, transit, bicycles, or pedestrians.
- **Impact TR-6:** Construction and operation of the proposed project would not result in inadequate emergency access.
- **Impact TR-7:** Construction-related impacts of the proposed project would not be considered significant due to their temporary and limited duration.
- **Impact C-TR-1:** The proposed project would not contribute considerably to future cumulative traffic increases that would cause levels of service to deteriorate to unacceptable levels at seven intersections.
- **Impact C-TR-2:** The proposed project would not contribute considerably to cumulative increases in transit ridership that would cause the levels of service to deteriorate to unacceptable levels.
- **Impact C-TR-3:** The construction impacts of the proposed project would not result in a considerable contribution to a significant cumulative impact when combined with other nearby proposed projects due to the temporary and limited duration of the construction of the proposed project and nearby projects.

F. Noise

- **Impact NO-4:** The proposed project's new residences and cultural uses would not be substantially affected by existing noise levels.
- **Impact C-NO-1:** Construction of the proposed project, in combination with other past, present, and reasonably foreseeable future projects in the project vicinity, would not result in a cumulatively considerable contribution to significant temporary or periodic increases in ambient noise levels in the project vicinity above levels existing without the proposed project.
- **Impact C-NO-3:** Operation of the proposed project, in combination with other past, present, and reasonably foreseeable future projects in the project vicinity, would not result in a cumulatively considerable contribution to significant permanent increase in ambient noise levels in the project vicinity above levels existing without the project.
- **Impact C-NO-4:** Noise from traffic increases generated by the proposed project, when combined with noise from reasonably foreseeable traffic growth forecast to the year 2030, would not contribute considerably to significant cumulative traffic noise impacts.

G. Air Quality

- **Impact AQ-1:** Construction of the proposed project would not violate an air quality standard or contribute substantially to an existing or projected air quality violation; nor would it result in a cumulatively considerable net increase of criteria air pollutants, for which the project region is in nonattainment under an applicable ambient air quality standard.
- **Impact AQ-2:** Construction of the proposed project would not expose sensitive receptors to substantial pollutant concentrations of fugitive dust.
- **Impact AQ-4:** Operation of the proposed project would not violate an air quality standard or contribute substantially to an existing or projected air quality violation; nor would it result in a cumulatively considerable net increase of any criteria air pollutant for which the project region is in nonattainment under an applicable ambient air quality standard.
- **Impact AQ-5:** Operation of the proposed project would not generate emissions of PM2.5 and toxic air contaminants, including diesel particulate matter, at levels that would expose sensitive receptors to substantial pollutant concentrations.
- **Impact AQ-6:** Operation of the proposed project would not expose new on-site sensitive receptors to substantial pollutant concentrations.
- **Impact AQ-7:** Construction and operation of the proposed project would not conflict with or obstruct implementation of the Bay Area 2010 Clean Air Plan (CAP), the applicable air quality plan.
- **Impact AQ-8:** Construction and operation of the proposed project would not expose a substantial number of people to objectionable odors.
- **Impact C-AQ-1:** Construction and operation of the proposed project, in combination with other past, present, and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to exposure of sensitive receptors to significant cumulative substantial pollutant concentrations.

H. Greenhouse Gas Emissions

- **Impact C-GG-1:** The proposed project would be consistent with the City's GHG Reduction Plan and the AB 32 Scoping Plan, and would, therefore, not result in a cumulatively considerable contribution to significant cumulative GHG emissions or conflict with any policy, plan, or regulation adopted for the purpose of reducing GHG emissions.

I. Wind and Shadow

- **Impact WS-1:** The proposed project would not alter wind in a manner that substantially affects public areas.
- **Impact C-WS-1:** The proposed project, in combination with past, present, and reasonably foreseeable future projects in the project vicinity, would not make a cumulatively considerable contribution to a significant cumulative wind impact.
- **Impact WS-2:** The proposed project would not create new shadow in a manner that substantially affects outdoor recreation facilities and other public areas.

J. Recreation

- **Impact RE-1:** The proposed project would not increase the use of existing park and recreational facilities such that substantial physical deterioration of facilities would occur or be accelerated.

- **Impact RE-2:** The proposed project would not require the construction or expansion of recreational facilities that might have an adverse physical effect on the environment.
- **Impact RE-3:** The proposed project would not physically degrade existing recreational resources.
- **Impact C-RE-1:** Construction of the proposed project, in combination with past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to significant adverse cumulative impacts on recreational facilities.

K. Utilities and Service Systems

- **Impact UT-1:** The proposed project would not exceed the wastewater treatment requirements of the Regional Water Quality Control Board.
- **Impact UT-2:** The proposed project would not require or result in the construction of new or the expansion of existing water or wastewater treatment facilities, or stormwater drainage facilities, the construction of which could have significant environmental effects.
- **Impact UT-3:** The proposed project would not result in a determination that there is insufficient capacity in the wastewater treatment system to serve the proposed project's estimated demand in addition to its existing demand.
- **Impact C-UT-1:** Construction of the proposed project, in combination with other past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact regarding the treatment of stormwater runoff or capacity of wastewater treatment facilities or stormwater drainage facilities.
- **Impact UT-4:** The proposed project would be adequately served by existing water entitlements and water supply resources, and would not require new or expanded water supply resources or entitlements.
- **Impact C-UT-2:** Construction of the proposed project, in combination with other past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on water supply.
- **Impact UT-5:** The proposed project would increase the amount of solid waste generated on the project site, but would be adequately served by the City's landfill and would comply with Federal, State, and local statutes and regulations related to solid waste.
- **Impact C-UT-3:** Construction of the proposed project, in combination with other past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on solid waste disposal facilities.

L. Public Services

- **Impact PS-1:** The proposed project would not increase demand for public services to the extent that new facilities would have to be constructed or existing facilities altered in order to maintain acceptable service ratios, response times, or other performance objectives for any public services such as police protection, fire protection and emergency services, schools, or libraries.
- **Impact C-PS-1:** The proposed project, in combination with other past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to significant adverse cumulative impacts that would result in a need for construction of new or physically altered facilities in order to maintain acceptable service ratios, response times, or other performance objectives for any public services, including police protection, fire protection and emergency services, schools, and libraries.

M. Biological Resources

- **Impact BI-1:** The proposed project would not have a substantial adverse effect, either directly or through habitat modifications, on any species identified as a candidate, sensitive, or special-status species in local or regional plans, policies, or regulations, or by the CDFG or USFWS.
- **Impact BI-2:** The proposed project would not have a substantial adverse effect on the movement of native resident or migratory fish or wildlife species or with established native resident or migratory wildlife corridors, nor would it impede the use of native wildlife nursery sites.
- **Impact BI-3:** The proposed project would not conflict with local policies or ordinances protecting biological resources.
- **Impact C-BI-1:** The proposed project, in combination with past, present and reasonably foreseeable future projects in the project vicinity, would not make a cumulatively considerable contribution to a significant adverse cumulative impact on biological resources.

N. Geology and Soils

- **Impact GE-1:** The proposed project would not expose people or structures to potential substantial adverse effects, including the risk of loss, injury, or death involving rupture, ground-shaking, liquefaction, or landslides.
- **Impact GE-2:** The proposed project would not result in substantial soil erosion or loss of topsoil.
- **Impact GE-3:** The proposed project would not be located on a geologic unit or soil that is unstable, or that would become unstable as a result of the project, and potentially result in on- or offsite landslide, lateral spreading, subsidence, liquefaction or collapse.
- **Impact GE-4:** The proposed project would not be located on expansive soil, as defined in Table 18-1-B of the Uniform Building Code, creating substantial risks to life or property.
- **Impact C-GE-1:** The proposed project, in combination with other past, present and other reasonably foreseeable future projects in the vicinity, would not result in a cumulatively considerable contribution to significant adverse cumulative impacts with respect to geology, soils, or seismicity.

O. Hydrology and Water Quality

- **Impact HY-1:** The proposed project would not violate any water quality standards or waste discharge requirements or otherwise substantially degrade water quality.
- **Impact HY-2:** The proposed project would not substantially deplete groundwater supplies or interfere with groundwater recharge.
- **Impact HY-3:** The proposed project would not substantially alter the existing drainage pattern of the site or area, including through the alteration of the course of a stream or river, in a manner that would result in substantial erosion or siltation or substantially increase the rate or amount of surface runoff in a manner that would result in flooding on or off site.
- **Impact HY-4:** Construction of the proposed project would not create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff.
- **Impact HY-5:** Operation of the proposed project would not create or contribute runoff water which would exceed the capacity of existing or planned stormwater drainage systems or provide substantial additional sources of polluted runoff.

- **Impact C-HY-1:** The proposed project, in combination with other past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on hydrology and water quality.

P. Hazards and Hazardous Materials

- **Impact HZ-1:** The proposed project would not have a substantial adverse effect on the public or the environment through the routine transport, use, or disposal of hazardous materials.
- **Impact HZ-3:** The proposed project would not emit hazardous emissions or handle hazardous or acutely hazardous materials, substances, or waste within one quarter mile of an existing or proposed school.
- **Impact HZ-4:** The proposed project would not impair implementation of or physically interfere with an adopted emergency response plan or emergency evacuation plan.
- **Impact HZ-5:** The proposed project would not expose people or structures to a risk of loss, injury or death involving fires.
- **Impact C-HZ-1:** The proposed project, when combined with other past, present and reasonably foreseeable future projects, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on hazards and hazardous materials.

Q. Mineral and Energy Resources

- **Impact ME-1:** The proposed project would not have a significant adverse impact on the availability of a known mineral resource and/or a locally important mineral resource recovery site.
- **Impact ME-2:** The proposed project would not have a substantial adverse effect on the use of fuel, water, or energy consumption, and would not encourage activities that could result in the use of large amounts of fuel, water, or energy, or use these in a wasteful manner.
- **Impact C-ME-1:** The proposed project, in combination with other past, present and reasonably foreseeable future projects in the vicinity, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on mineral and energy resources.

R. Agricultural and Forest Resources

- **Impact AG-1:** The proposed project would not have a substantial adverse effect on the conversion of farmland, would not conflict with existing zoning for agricultural use or with a Williamson Act contract, nor involve other changes that would result in conversion of farmland to non-agricultural use.
- **Impact AG-2:** The proposed project would not conflict with existing zoning for, or cause rezoning of, forest land or timberland, nor would it result in the loss of forest land or the conversion of forest land to non-forest use.
- **Impact C-AG-1:** The proposed project, in combination with other past, present and reasonably foreseeable future projects in the vicinity, would not result in a cumulatively considerable contribution to a significant adverse cumulative impact on agricultural resources or forest land or timberland.

III. Potentially Significant Impacts That Are Avoided Or Reduced To A Less-Than-Significant Level And Findings Regarding Mitigation Measures

The following Sections III and IV set forth the Successor Agency's findings about the Final EIR's determinations regarding significant environmental impacts and the mitigation measures proposed to address them. These findings provide the written analysis and conclusions of the Successor Agency regarding the environmental impacts of the Project and the mitigation measures included as part of the Final EIR and adopted by the Successor Agency and City decision makers as part of the Project. To avoid duplication and redundancy, and because the Successor Agency agrees with, and hereby adopts, the conclusions in the Final EIR, these findings will not repeat the complete analysis and conclusions in the Final EIR, but instead summarizes and incorporates them by reference herein and relies rely upon them as substantial evidence supporting these findings.

In making these findings, the Successor Agency has considered the opinions of Successor Agency staff and experts, other agencies and members of the public. The Successor Agency finds that the determination of significance thresholds is a judgment decision within the discretion of the City and County of San Francisco; the significance thresholds used in the EIR are supported by substantial evidence in the record, including the expert opinion of the EIR preparers and City staff; and the significance thresholds used in the EIR provide reasonable and appropriate means of assessing the significance of the adverse environmental effects of the Project.

As set forth below, the Successor Agency adopts and incorporates all of the mitigation measures within its jurisdiction as a responsible agency and as set forth in the Final EIR and the attached MMRP to substantially lessen or avoid the potentially significant and significant impacts of the Project. The Successor Agency and City decision makers intend to adopt each of the mitigation measures proposed in the Final EIR. Accordingly, in the event a mitigation measure recommended in the Final EIR has inadvertently been omitted in these findings or the MMRP, such mitigation measure is hereby adopted and incorporated in the findings below by reference. In addition, in the event the language describing a mitigation measure set forth in these findings or the MMRP fails to accurately reflect the mitigation measures in the Final EIR due to a clerical error, the language of the policies and implementation measures as set forth in the Final EIR shall control. The impact numbers and mitigation measure numbers used in these findings reflect the information contained in the Final EIR.

The potentially significant impacts of the Project that will be mitigated through implementation of mitigation measures are identified and summarized below along with the corresponding mitigation measures.

A. Cultural and Paleontological Resources

- **Impact CP-1:** Construction activities for the proposed project would cause a substantial adverse change in the significance of archaeological resources, if such resources are present within the project site.
    - Ground-disturbing construction activity within the project site, particularly within previously undisturbed soils, could adversely affect the significance of archaeological resources by impairing the ability of such resources to convey important scientific and

historical information. This effect would be considered a substantial adverse change in the significance of an historical resource and would therefore be a potentially significant impact under CEQA.

- The following mitigation measures, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact CP-1.
  - **Mitigation Measure M-CP-1a:** Archaeological Test, Monitoring, Data Recovery and Reporting
  - **Mitigation Measure M-CP-1b:** Interpretation
- Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-CP-1a and M-CP-1b would reduce Impact CP-1 to a less-than significant level because Mitigation Measure M-CP-1a would ensure that any potentially affected archaeological deposits would be identified, evaluated, and, as appropriate, subject to data recovery and reporting by a qualified archaeologist under the oversight of the Environmental Review Officer, and Mitigation Measure M-CP-1b would ensure that a plan for the post-recovery interpretation of buried or submerged archaeological resources is developed and implemented with the assistance of qualified archaeologist and under the oversight of the Environmental Review Officer.

- **Impact CP-2:** Construction activities for the proposed project would cause a substantial adverse change in the significance of human remains, if such resources are present within the project site.
  - Ground-disturbing construction activity within the project site, particularly within previously undisturbed soils, could adversely affect the significance of human remains, which would be a potentially significant impact under CEQA.
  - The following mitigation measure, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact CP-2.
    - **Mitigation Measure M-CP-1a:** Archaeological Test, Monitoring, Data Recovery and Reporting
  - Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-CP-1a would reduce Impact CP-2 to a less-than significant level because the mitigation measure would ensure that the treatment of any human remains and associated or unassociated funerary objects discovered during soil disturbing activities complies with applicable state and federal laws, including immediate notification of the Coroner of the City and County of San Francisco and, in the event of the Coroner's determination that the human remains are Native American remains, notification of the NAHC, who would appoint an MLD.

- **Impact CP-3:** Construction activities for the proposed project would cause a substantial adverse change in the significance of paleontological resources, if such resources are present within the project site.

- Paleontological resources could exist in the Franciscan, and possibly the Colma, Formations that underlie the project site. Project construction activities could disturb and impair the significance of such paleontological resources, which would be a potentially significant impact under CEQA.
- The following mitigation measure, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact CP-3.
  - **Mitigation Measure M-CP-3:** Paleontological Resources Monitoring and Mitigation Program
- Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-CP-3 would reduce Impact CP-3 to a less-than significant level because the mitigation measure would ensure that a plan for monitoring, recovery, identification, and curation of palenontologic resources would be developed and implemented by a qualified paleontologist under the oversight of the Environmental Review Officer in the event that paleontological resources are present within the project site.

- **Impact CP-4:** Construction activities for the proposed project would disturb unknown resources if any are present within the project site.
  - Construction activities could disturb or remove unknown human remains within the project site, which could materially impair the physical characteristics of the unknown resource, resulting in a potentially significant impact under CEQA.
  - The following mitigation measure, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact CP-4.
    - **Mitigation Measure M-CP-4:** Accidental Discovery
  - Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-CP-4 would reduce Impact CP-4 to a less than significant level because the mitigation measure ensures that all field and construction personnel will be informed of the potential presence of archaeological resources within the project site and the procedures that are to be followed in the event such resources are encountered during construction activities.

- **Impact C-CP-1:** Disturbance of archaeological and paleontological resources, if encountered during construction of the proposed project, in combination with other past, present, and future reasonably foreseeable projects, would make a cumulatively considerable contribution to a significant cumulative impact on archaeological resources.
  - When considered with other past and proposed development projects within San Francisco and the Bay Area region, the potential disturbance of archaeological and paleontological resources within the project site could make a cumulatively considerable contribution to a loss of significant historic and scientific information about California, Bay Area, and San Francisco history and prehistory, which would be a potentially significant impact under CEQA.

- The following mitigation measures, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact C-CP-1.
  - **Mitigation Measure M-CP-1a:** Archaeological Test, Monitoring, Data Recovery and Reporting
  - **Mitigation Measure M-CP-1b:** Interpretation
  - **Mitigation Measure M-CP-3:** Paleontological Resources Monitoring and Mitigation Program
  - **Mitigation Measure M-CP-4:** Accidental Discovery
- Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-CP-1a, M-CP-1b, M-CP-3, and M-CP-4 would reduce the project's contribution to Impact C-CP-1 to a less than cumulatively considerable level because these mitigation measures would ensure that plans for testing, monitoring, data recovery, documentation and interpretation are approved and implemented to preserve and realize the information potential of archaeological and paleontological resources that may be encountered on the project site.

B. <u>Noise</u>

- **Impact NO-1:** Construction of the proposed project would generate noise levels in excess of standards established in the San Francisco General Plan or noise ordinance and would result in a substantial temporary or periodic increase in ambient noise levels in the project vicinity above levels existing without the project.
  - The project's demolition, excavation, and building construction activities would temporarily and intermittently increase noise in the project vicinity to levels that could be considered an annoyance by occupants of nearby properties, which would be a potentially significant impact under CEQA. The loudest construction activities, such as installing piles, grading, and excavation, would occur over the first two year of the construction period, and once the activity is completed, the associated high noise levels would no longer be experienced by the affected sensitive receptors.
  - The following mitigation measures, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact NO-1.
    - **Mitigation Measure M-NO-1a:** Reduce Noise Levels During Construction
    - **Mitigation Measure M-NO-1b:** Noise-Reducing Techniques and Muffling Devices for Pile Installation
  - Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-NO-1a and M-NO-1b would reduce Impact NO-1 to a less than significant level because Mitigation Measure M-NO-1 would require the project contractor to use equipment with lower noise emissions and sound controls or barriers where feasible, locate stationary equipment as far as possible from sensitive receptors, and designate a noise coordinator, and Mitigation Measure M-NO-1b would require the use of feasible noise-reducing techniques for installing piles.

The combination of these measures would decrease construction noise levels and minimize the significant effects.

- **Impact NO-2:** Construction of the proposed project would result in exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels.
    - Proposed project demolition, excavation, and building construction activities would temporarily generate groundborne vibration in the project vicinity that could be considered an annoyance by occupants of adjacent properties, especially residential and cultural uses adjacent to the site, and could also damage nearby structures, with the highest levels of groudbourne vibration expected during demolition and the installation of piles for structural support. This would be a potentially significant impact under CEQA.
    - The following mitigation measures, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact NO-2.
        - **Mitigation Measure M-NO-2a:** Minimize Vibration Levels During Construction
        - **Mitigation Measure M-NO-2b:** Pre-Construction Assessment to Protect Structures from Ground Vibration Associated with Pile Installation
        - **Mitigation Measure M-NO-2c:** Vibration Monitoring and Management Plan
    - Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-NO-2a, M-NO-2b, and M-NO-2c would reduce Impact NO-2 to a less than significant level because Mitigation Measure M-NO-2a would provide for a community liaison to respond to and address complaints and require protective construction techniques, Mitigation Measure M-NO-2b would implement a pre-construction assessment and, if needed, monitoring during vibration causing activities to detect ground settlement or lateral movement of structures, and Mitigation Measure M-NO-2c would implement a vibration monitoring and management plan to avoid any adverse vibration-related impact to historic structures. With implementation of Mitigation Measures M-NO-2a and M-NO-2b, potential vibration impacts in the project vicinity would be reduced to levels that would be less than significant. With implementation of Mitigation Measure M-NO-2c, there would be no significant vibration-related impacts to the Aronson Building.

- **Impact NO-3:** Operation of the proposed project would generate noise levels in excess of standards established in the San Francisco General Plan or noise ordinance and would result in a substantial permanent increase in ambient noise levels in the project vicinity above levels existing without the project.
    - Operation of the proposed project would introduce additional noise sources to the area, including additional motor vehicle traffic and new mechanical systems, such as ventilation equipment. Although specific information regarding the proposed stationary noise sources is currently not available, building mechanical systems would be capable of generating noise levels in excess of applicable General Plan noise-land use compatibility thresholds on adjacent sensitive receptors, which could result in potentially significant impacts on both the on-site and adjacent noise-sensitive residential and cultural uses.

- The following mitigation measure, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact NO-3.
    - **Mitigation Measure M-NO-3:** Stationary Operational Noise Sources
- Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measures M-NO-3 would reduce Impact NO-3 to a less than significant level because this mitigation measure would require the screening, shielding, or setting back of stationary noise sources from noise-sensitive receptors, and would require that a qualified acoustical consultant measure the noise levels of operating exterior equipment within three months after its installation.

- **Impact C-NO-2:** Construction of the proposed project, in combination with other past, resent, and reasonably foreseeable future projects in the project vicinity, would result in a cumulatively considerable contribution to significant exposure of persons to or generation of excessive groundborne vibration or groundborne noise levels.
    - The project along with other nearby projects such as the SFMOMA Expansion (151 Third Street), the Palace Hotel (2 New Montgomery Street), and the Central Subway project have the potential for cumulatively significant groundborne vibration and noise level impacts, particularly during initial phases of proposed project construction. However, the periods when construction vibration impacts would overlap would be brief and limited, and the overall cumulative construction vibration impacts would not be cumulatively significant.
    - The following mitigation measures, as more fully described in the Final EIR, are hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact C-NO-2.
        - **Mitigation Measure M-NO-2a:** Minimize Vibration Levels During Construction
        - **Mitigation Measure M-NO-2b:** Pre-Construction Assessment to Protect Structures from Ground Vibration Associated with Pile Installation
        - **Mitigation Measure M-NO-2c:** Vibration Monitoring and Management Plan
    - Based on the final EIR and the entire administrative record, it is hereby found and determined that with implementation of Mitigation Measures M-NO-2a, M-NO-2b, and M-NO-2c, the proposed project would not result in a cumulatively considerable contribution to significant cumulative impacts associated with groundborne vibration for the reasons discussed under Impact NO-2 above and as more fully set forth in the final EIR.

C. <u>Air Quality</u>

- **Impact AQ-3:** Construction of the proposed project would generate emissions of PM2.5 and toxic air contaminants, including diesel particulate matter, at levels that would expose sensitive receptors to substantial pollutant concentrations.

- The Air Quality Technical Report that was prepared for the project found that constructions emissions would exceed the threshold of significance for excess cancer risk at the project MEI if the emissions were not mitigated.
- The following mitigation measure, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact AQ-3.
  - **Mitigation Measure M-AQ-3:** Construction Emissions Mitigation
- Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-AQ-3 would reduce Impact AQ-3 to a less than significant level because this mitigation measure would require a Construction Emissions Mitigation Plan designed to reduce construction-related diesel particulate matter emissions from off-road construction equipment used at the site by at least 65 percent as compared to the construction equipment list, schedule, and inventory provided by the sponsor on May 27, 2011, which would bring emissions below the threshold of significance for excess cancer risk.

D. <u>Hazards and Hazardous Materials</u>

- **Impact HZ-2:** The proposed project would have a substantial adverse effect on the public or the environment through the accidental release of hazardous materials into the environment.
  - In order to construct the proposed tower, excavation to a depth of approximately 41 feet below the surface on the west side of the Aronson Building would be required, which could have the potential to expose the public and environment to contaminants in the soil.
  - The following mitigation measure, as more fully described in the Final EIR, is hereby adopted in the form set forth in the Final EIR and the attached MMRP and will be implemented as provided herein, to mitigate the potentially significant impact of Impact HZ-2.
    - **Mitigation Measure M-HZ-2:** Hazardous Materials – Testing for and Handling of Contaminated Soil
  - Based on the final EIR and the entire administrative record, it is hereby found and determined that implementing Mitigation Measure M-HZ-2 would reduce Impact HZ-2 to a less than significant level because this mitigation measure would require soil testing for contaminants of concern, preparation of a Soil Mitigation Plan for managing contaminated soils on the site, and protocols for the handling, hauling, and disposal of contaminated soils, which would reduce the potential for exposure of the public and the environment to a less than significant level.

The Project Sponsor has agreed to implement all mitigation measures identified in the Final EIR for the project. The required mitigation measures are fully enforceable and will be included as conditions of approval by the Successor Agency and City decision makers. Pursuant to CEQA Section 21081.6, adopted mitigation measures will be implemented and monitored as described in the MMRP, which is incorporated herein by reference.

With the required mitigation measures, all potential project impacts, with the exception of impacts described in Section IV below, would be avoided or reduced to a less-than-significant level.

As authorized by CEQA Section 21081 and CEQA Guidelines Section 15091, 15092, and 15093, based on substantial evidence in the whole record of this proceeding, the Successor Agency finds that, unless otherwise stated, all of the changes or alterations to the Project identified in the mitigation measures have been or will be required in, or incorporated into, the project to mitigate or avoid the significant or potentially significant environmental impacts listed herein, as identified in the Final EIR, that these mitigation measures will be effective to reduce or avoid the potentially significant impacts as described in the EIR, and these mitigation measures are feasible to implement and are within the responsibility and jurisdiction of the City and County of San Francisco to implement or enforce.

IV. Significant Impacts That Cannot Be Avoided Or Reduced To A Less-Than-Significant Level

Based on substantial evidence in the whole record of these proceedings, the Successor Agency finds that, where feasible, changes or alterations have been required, or incorporated into, the Project to avoid or substantially lessen the significant environmental impacts. The Successor Agency finds that changes have been required in, or incorporated into, the Project that, pursuant to Public Resources Code section 21002 and CEQA Guidelines section 15091, may substantially lessen, but do not avoid (i.e., reduce to less than significant levels), the potentially significant environmental effect associated with implementation of the Project. The Successor Agency adopts all of the mitigation measures within its jurisdiction as a responsible agency, and as proposed in the Final EIR and set forth in the MMRP. The Successor Agency further finds, however, for the impact listed below, despite the implementation of mitigation measures, the effects remain significant and unavoidable.

The Successor Agency determines that the following significant impact on the environment, as reflected in the Final EIR, is unavoidable, but under Public Resources Code Section 21081(a)(3) and (b), and CEQA Guidelines 15091(a)(3), 15092(b)(2)(B), and 15093, the Successor Agency determines that the impacts are acceptable due to the overriding considerations described in Section VI below. This finding is supported by substantial evidence in the record of this proceeding.

A. <u>Significant and Unavoidable Impacts – Cumulative Shadow</u>

- **Impact C-WS-2:** The proposed project, in combination with past, present, and reasonably foreseeable future projects in the project vicinity, would create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas, resulting in a significant cumulative shadow impact. The proposed project would make a cumulatively considerable contribution to this significant cumulative shadow impact.

    - There are several proposed projects in the project vicinity that have the potential to shadow outdoor recreation facilities or other public areas, including some of the same open spaces that the proposed project would shadow. Reasonably foreseeable future projects in the vicinity of the project site include 151 Third Street (the San Francisco Museum of Modern Art Expansion Project), 2 New Montgomery Street (the Palace Hotel Project), and the Transit Tower, and the other projects contemplated by the Transit

Center District Plan. The proposed project in combination with other proposed projects in the vicinity would add new shadow on various open spaces and public areas. By contributing shadow to open spaces and public areas, the proposed project would make a cumulatively considerable contribution to the significant and unavoidable cumulative shadow impacts.

- There is no feasible mitigation for the proposed project's contribution to cumulative shadow impacts, because any theoretical mitigation that would address the cumulatively considerable contribution to shadow impacts on outdoor recreation facilities or other public areas within the project vicinity would fundamentally alter the project's basic design and programming parameters. Thus, rather than treat a substantial reduction in height as a mitigation measure, the EIR analyzed a reduction in height in two separate alternatives.
  With regard to the project's shadow impacts on Union Square, other than a reduction in the height of the tower to approximately 351 feet or less, no further modification of the tower could eliminate the tower's net new shadow on Union Square. The project has already undergone design revisions to sculpt the top of the tower in order to reduce shadow on Union Square. The original project proposed by the project sponsor included an elliptical tower design that was approximately 630 feet tall and 170 feet wide at the highest level. That proposal was modified to reflect a shorter and more slender rectangular tower design that was shifted to the west on the project site to reduce shadow impacts on Union Square. The rectangular design ultimately chosen for the project would break up the tower massing and top into smaller volumes at different or staggered heights, particularly along the eastern edge of the site and tower, to further reduce shadow. In addition, the tower massing and the tower core were moved 15 feet to the west on the project site, and the tower cantilever over the Aronson Building was reduced from 106 feet to 8 feet to further reduce shadow impacts 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 reduction in the height of the tower results in a reduction of approximately 29% of net new shadow compared with the Project's 520-foot tower design.

- Even if the project's shadow impacts to Union Square were eliminated, the project would still shadow other downtown open spaces and public areas such as sidewalks. A further reduction of the building height beyond that already included would substantially reduce the development program of the proposed project. Thus, the project's cumulatively considerable contribution to the significant and unavoidable impact would remain and there is no feasible mitigation to reduce the project's contribution to this significant cumulative impact to a less-than-cumulatively considerable level. Because a significant decrease in the tower height affects the Project significantly, these height

reductions were discussed as alternatives. See also the discussion of the Existing Zoning Alternative and the Reduced Shadow Alternative, below.

- Therefore, the proposed project, in combination with past, present, and reasonably foreseeable future projects in the project vicinity would create new cumulative shadow in a manner that would substantially affect parks, outdoor recreation facilities, or other public areas. This cumulative shadow impact would be significant and unavoidable, and the proposed project would make a cumulatively considerable contribution to this significant cumulative shadow impact.

V. Alternatives Rejected and the Reasons for Rejecting Them as Infeasible

The Successor Agency rejects the Alternatives set forth in the Final EIR and listed below because the Successor Agency finds that there is substantial evidence, including evidence of economic, legal, social, technological, and other considerations described in this Section, in addition to those described in Section VI below, under CEQA Guidelines 15091(a)(3), that make infeasible such Alternatives. In making these determinations, the Successor Agency is aware that CEQA defines "feasibility" to mean "capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, social, legal, and technological factors." The Successor Agency is also aware that under CEQA case law the concept of "feasibility" encompasses (i) the question of whether a particular alternative promotes the underlying goals and objectives of a project. and (ii) the question of whether an alternative is "desirable" from a policy standpoint to the extent that desirability is based on a reasonable balancing of the relevant economic, environmental, social, legal, and technological factors.

The Successor Agency adopts the EIR's analysis and conclusions regarding alternatives eliminated from further consideration, both during the scoping process and in response to comments. The Successor Agency certifies that it has independently reviewed and considered the information on the alternatives provided in the Final EIR and in the record. The Project Sponsor engaged Economic & Planning Systems, Inc. to prepare an economic analysis of the financial feasibility of the project alternatives described in the EIR. (Report on the Financial Feasibility of 706 Mission Street: The Mexican Museum and Residential Tower Project and Alternatives, dated May 2013 (the "EPS Report"). The Successor Agency retained an independent economic consultant Keyser Marston Associates, Inc., to peer review the EPS Report and Keyser Marston Associates prepared the "Peer Review of Financial Feasibility Report for 706 Mission Street" ("Peer Review"). The Peer Review, independently reviewed and evaluated by the Successor Agency, concurs with the results of the EPS Report. The Final EIR reflects the Successor Agency's independent judgment as to the alternatives.

The Successor Agency finds that the Project provides the best balance between satisfaction of the project objectives and mitigation of environmental impacts to the extent feasible, as described and analyzed in the EIR, and adopts a statement of overriding considerations as set forth in Section VI below.

While the Successor Agency makes these findings regarding the environmental impacts and feasibility of each of the alternatives analyzed in the final EIR, if feasible mitigation measures substantially lessen or avoid the significant adverse environmental effects of a project, the project may be approved without an evaluation of the feasibility of project alternatives. *Laurel Hills Homeowners Association v. City Council of*

Los Angeles, 83 Cal.App.3d 515, 521 (1978). With respect to the project, all significant impacts can be reduced to a less than significant level with feasible mitigations measures, except for the project's cumulatively considerable contribution to significant cumulative shadow impacts. Thus, although the Successor Agency makes these findings regarding the environmental impacts of each of the alternatives, CEQA only requires that the Successor Agency make findings regarding the alternatives that would substantially lessen or avoid the project's cumulatively considerable contribution to significant cumulative shadow impacts. Findings for the Separate Buildings Alternative and Increased Residential Density Alternative are therefore not required by CEQA, although the Successor Agency nevertheless makes findings for those alternatives below.

The FEIR analyzed five alternatives to the Project: No Project Alternative, Existing Zoning Alternative, Separate Buildings Alternative, Increased Residential Density Alternative, and Reduced Shadow Alternative. These alternatives and the reasons for rejecting them are described below.

1. <u>No Project Alternative</u>

Under the No Project Alternative, the site would remain in its existing condition. Assuming that the existing physical conditions at the project site would remain into the foreseeable future, none of the impacts associated with the proposed project would occur.

The No Project Alternative would not create net new shadow on Union Square, or any other public open spaces, privately owned publicly accessible open spaces, or public sidewalks, and therefore would not result in a cumulatively considerable contribution to the significant unavoidable cumulative shadow impact. Because existing conditions on the project site would not change under this alternative, there would be no impacts related to land use and land use planning, aesthetics, population and housing, cultural and paleontological resources, transportation and circulation, noise, air quality, greenhouse gas emissions, wind, recreation, utilities and service systems, public services, biological resources, geology and soils, hydrology and water quality, hazards and hazardous materials, mineral and energy resources or agricultural and forest resources. Under the proposed project, the impacts with respect to these environmental topics would be either less than significant or less than significant with mitigation, except for agricultural and forest resources. Both the No Project Alternative and the proposed project would have no impact on agricultural and forest resources.

The No Project Alternative would not be desirable or meet either the Successor Agency or the Project Sponsor's objectives, as more particularly described below. The No Project Alternative is rejected in favor of the project and is found infeasible for the following environmental, economic, legal, social, technological, and/or other reasons:

- The No Project Alternative would not meet any of the Successor Agency or the Project Sponsor's objectives.

- The No Project Alternative would not complete the redevelopment of the YBC Redevelopment Project Area envisioned under the former *Yerba Buena Center Redevelopment Plan*.

- The No Project Alternative would not stimulate and attract private investment and generate sales taxes and other General Fund revenues from new uses on the project site, thereby improving the City's overall economic health, employment opportunities, tax base, and community economic development opportunities.

- The No Project Alternative would not provide for the development of a museum facility and an endowment for The Mexican Museum on Successor Agency-owned property located adjacent to Jessie Square, at the heart of San Francisco's cultural district location, in a manner that is consistent with General Plan Policy VI-1.9, to "create opportunities for private developers to include arts spaces in private developments city-wide."

- The No Project Alternative would not result in construction of a preeminent building with a superior level of design for this important site across from Yerba Buena Gardens and adjacent to Jessie Square in a manner that complements the landscaping and design of Jessie Square.

- The No Project Alternative would not provide housing in an urban infill location to help alleviate the effects of suburban sprawl.

- The No Project Alternative would not provide temporary and permanent employment and contracting opportunities for minorities, women, qualified economically disadvantaged individuals, and other residents both in the South of Market area and in the City generally, in a manner consistent with the City's current and future equal opportunity programs.

- The No Project Alternative would not maximize the quality of the pedestrian experience along Mission Street and Third Street, while maintaining accessibility to the project site for automobiles and loading.

- The No Project Alternative would not provide for rehabilitation of the historically important Aronson Building.

- The No Project Alternative would not secure funding for new and affordable below-market-rate units.

- The No Project Alternative would not secure additional funding for operations, management, and security of Yerba Buena Gardens.

- The No Project Alternative would not result in the construction of a residential building of superior quality and design that complements and is generally consistent with the downtown area, furthering the objectives of the General Plan's *Urban Design Element* and the former *Yerba Buena Center Redevelopment Plan*.

- The No Project Alternative would not redevelop the project site with a high-quality residential development that includes a ground-floor retail or restaurant use.

- The No Project Alternative would not provide housing in downtown San Francisco that is accessible to local and regional transit, as well as cultural amenities and attractions, such as performing art centers, and art museums and exhibitions.

The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the No Project Alternative.

2. **Existing Zoning Alternative**

The intent of the Existing Zoning Alternative is to provide an alternative that meets all applicable provisions of the Planning Code and existing zoning for the project site. In addition, this alternative would reduce the significant and unavoidable cumulative shadow impacts compared to the proposed project, but not to a less than significant level. Under this alternative, a new 13-story, approximately 196-foot-tall building with a 9.0 to 1 FAR would be constructed adjacent to and west of the Aronson Building. As with the proposed project, the Aronson Building would be restored and rehabilitated, and the new building would be connected to it. This alternative would provide an approximately 45,000-gsf cultural space for The Mexican Museum, compared to the approximately 52,285-gsf of cultural space provided for the museum under the proposed project. Vehicular access into and out of the existing subsurface Jessie Square Garage would not change from existing conditions. Unlike the proposed project, under this alternative, there would not be a driveway on Third Street to serve the residential units. The vehicular access variants analyzed for the proposed project would not apply to this alternative.

The Existing Zoning Alternative would reduce as compared to the proposed project the cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact, but not to a less than cumulatively considerable level. While the reduced building height of the new tower under this alternative would not create net new shadow on Union Square, unlike the proposed project, shadow from the proposed tower could still reach some of the same public open spaces, privately owned publicly accessible open spaces, and public sidewalks that would be shadowed by the proposed project, and therefore may contribute to a cumulatively significant shadow impact. As with the proposed project (but generally to a lesser degree than with the proposed project), there would be less-than-significant impacts related to land use and land use planning, aesthetics, population and housing, transportation and circulation, greenhouse gas emissions, wind, recreation, utilities and service systems, public services, biological resources, geology and soils, hydrology and water quality, and mineral and energy resources. As with the proposed project (but generally to a lesser degree than with the proposed project), there would be less-than-significant impacts with mitigation related to cultural and paleontological resources, noise, air quality, and hazards and hazardous materials. Both the Existing Zoning Alternative and the proposed project would have no impact on agricultural and forest resources.

The Existing Zoning Alternative would meet some, but not all, of the Successor Agency and Project Sponsor's objectives. For example, it would attract private investment and generate sales taxes and other General Fund revenues from new uses on the project site, and would provide housing in an urban infill location, near transit and cultural amenities to help alleviate the effects of suburban sprawl, although not as much housing as under the proposed project. The Existing Zoning Alternative would provide temporary and permanent employment and contracting opportunities for minorities, women, qualified economically disadvantaged individuals, and other residents although the scope of these alternatives

would be less than with the proposed project due to the reduced size of the Existing Zoning Alternative. The Existing Zoning Alternative would provide for rehabilitation of the historically important Aronson Building. The Existing Zoning Alternative would design and construct the project to a minimum of Leadership in Energy and Environmental Design (LEED) Silver standards (or such higher and additional requirements as adopted by the City and County of San Francisco), thereby reducing the project's carbon footprint and maximizing the energy efficiency of the building.

But, the Existing Zoning Alternative would reduce but not avoid the proposed project's cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact, although the reduced height of the new tower under this alternative would not create net new shadow on Union Square. Furthermore, the Existing Zoning Alternative would not be desirable or meet many of the Successor Agency and Project Sponsor's objectives and/or would not advance those objectives to the extent that the proposed project would, as more particularly described below.

The EPS Report indicates that the Existing Zoning Alternative is not financially feasible because project costs plus developer targeted return would exceed project revenues under this alternative. The Existing Zoning Alternative is not financially feasible with or without the purchase of TDRs because under this Alternative, the height of the tower is reduced, which reduces the number of revenue generating units, and per square foot construction costs are highest under this alternative due to a decrease in construction cost efficiency. Additionally, the Jessie Square Garage would not be conveyed to the Project Sponsor under this alternative, which means the Alternative does not include defeasance of the outstanding Jessie Square Garage bonds or repayment of the Successor Agency's debt to the City. It also does not generate parking-related revenue.

The Existing Zoning Alternative is projected to generate approximately $149 million under the Residential Flex Option. With the purchase of TDRs, projected development costs, including developer return, are approximately $292 million under the Residential Flex Option. The Project Residuals, above the minimum return on investment needed for project feasibility, are estimated at approximately negative $142.6 million under the Residential Flex Option. With the purchase of TDRs, the Project Residuals for this Alternative are estimated at approximately negative $143.4 million under the Residential Flex Option. The Peer Review concurs with this opinion.

Therefore, the Existing Zoning Alternative is rejected in favor of the project and is found infeasible for the following environmental, economic, legal, social, technological, and/or other reasons:

- The Existing Zoning Alternative would not avoid the proposed project's cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact.

- The Existing Zoning Alternative would not transfer ownership of the Jessie Square Garage to a private entity and therefore does not include defeasance of the outstanding Jessie Square Garage bonds or repayment of the Successor Agency's debt to the City.

- The Existing Zoning Alternative would not create a development that meets the Successor Agency's and Project Sponsor's objective to be financially feasible with the ability to fund the

Project's capital costs and ongoing operation and maintenance costs related to the redevelopment and long-term operation of the Mexican Museum parcel without reliance on public funds.

- Because the Existing Zoning Alternative would not create a development that is financially feasible, the Existing Zoning Alternative would not be constructed, and none of the benefits associated with the Project, such as the construction of The Mexican Museum core and shell at no cost to the Successor Agency or City, the endowment for The Mexican Museum, funding for new and affordable market rate units, rehabilitation of the historically important Aronson Building, defeasance of the outstanding Jessie Square Garage bonds and repayment of the Successor Agency's debt to the City, or additional funding for operations, management, and security of Yerba Buena Gardens, would exist under this Alternative. Thus the Existing Zoning Alternative is infeasible because it does not meet the Successor's Agency's objectives to: complete the redevelopment of the Yerba Buena Redevelopment Project Area; to stimulate and attract private development on the site; to provide for the development of a museum facility and an endowment for that facility; and others noted in the EIR on pages II.5 to II.6.

- Because the Existing Zoning Alternative substantially reduces the residential density and the number of housing units produced at this site, this Alternative is infeasible because it does not fully satisfy General Plan policies such as Housing Element Policies 1.1 and 1.4, among others noted in the Department's staff report accompany the Project Approvals on the Determination of Compliance with Section 309, among other approvals. The Project site is well-served by transit, services and shopping and 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. For these reasons, a project with fewer residential units at this site is not compatible with the General Plan and is infeasible.

- The Existing Zoning Alternative is infeasible because it substantially reduces the residential density and the number of housing units produced at this site, and thus does not meet the Successor Agency's objectives to the extent that the Project does. Among other objectives, the Existing Zoning Alternative would not stimulate and attractive private investment, sales tax and other General Fund revenues to the extent that the Project would; would not provide temporary and permanent jobs to the extent that the Project would; and due to its reduced height, it may not provide a preeminent building of the same stature as the Project.

The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Existing Zoning Alternative.

3. Separate Buildings Alternative

The purpose of the Separate Buildings Alternative is to minimize changes to the Aronson Building, while still meeting most of the Project Sponsor's objectives and the objectives of the Successor Agency. Under this alternative, a new 47-story, 520-foot-tall building (with 30 foot tall mechanical/elevator penthouse) would be constructed adjacent to and west of the Aronson Building. The Mexican Museum would

occupy space on the first through fifth floors of the new building. Unlike the proposed project, the new building would not be connected to the Aronson Building. Unlike the proposed project, the Separate Buildings Alternative would not undertake the full scope of rehabilitation and restoration of the Aronson Building; only repairs and improvements necessary to prevent further deterioration of the Aronson Building or to permit continued occupancy of the Aronson Building would be undertaken. However, the two non-historic annexes would still be demolished under this alternative. This alternative would include a down ramp along the north side of the Aronson Building from Third Street. The existing curb cut on Third Street would be used to provide vehicular ingress to the existing Jessie Square Garage by project residents for below-grade valet access and project-related delivery and service vehicles via a ramp. The vehicular access variants analyzed for the proposed project would not apply to this alternative.

The Separate Buildings Alternative would result in similar project-level and cumulative impacts as identified under the proposed project. Since the building design and configuration of the proposed tower would be the same as under the proposed project, this alternative would result in significant unavoidable cumulative shadow impact due to the creation of net new shadow on public open spaces, privately owned publicly accessible open spaces, and public sidewalks. As with the proposed project, there would be less-than-significant impacts related to land use and land use planning, aesthetics, population and housing, transportation and circulation, greenhouse gas emissions, wind, recreation, utilities and service systems, public services, biological resources, geology and soils, hydrology and water quality, and mineral and energy resources. As with the proposed project, there would be less-than-significant impacts with mitigation related to cultural and paleontological resources, noise, air quality, and hazards and hazardous materials. Both the Separate Buildings Alternative and the proposed project would have no impact on agricultural and forest resources.

The Separate Building Alternative would meet some but not all of the Successor Agency and Project Sponsor's objectives. It would complete the redevelopment of the YBC Redevelopment Project Area envisioned under the former *Yerba Buena Center Redevelopment Plan* and stimulate and attract private investment and generate sales taxes and other General Fund revenues from new uses on the project site. The Separate Buildings Alternative would provide for the development of a museum facility for The Mexican Museum. It would provide housing, near transit and cultural amenities, in an urban infill location to help alleviate the effects of suburban sprawl, although not as many housing units as under the proposed project. The Separate Buildings Alternative would provide temporary and permanent employment and contracting opportunities for minorities, women, qualified economically disadvantaged individuals, and other residents, although not as many opportunities as with the proposed project. The Separate Buildings Alternative would transfer ownership of the Jessie Square Garage to a private entity, while providing adequate parking for other cultural uses. The Separate Buildings Alternative would design and construct the project to a minimum of Leadership in Energy and Environmental Design (LEED) Silver standards (or such higher and additional requirements as adopted by the City and County of San Francisco), thereby reducing the project's carbon footprint.

The Separate Buildings Alternative would result in similar project-level and cumulative impacts as the proposed project, and would not avoid or substantially lessen the proposed project's cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact. The Separate Buildings Alternative would not be desirable or meet some of the Successor Agency or the Project Sponsor's objectives, and/or would not advance those objectives to the extent that the proposed project would, as more particularly described below. Therefore, the Separate Buildings Alternative is rejected in

favor of the project and is found infeasible for the following environmental, economic, legal, social, technological, and/or other reasons:

- The Separate Buildings Alternative would result in similar project-level and cumulative impacts as the proposed project, and, most significantly, would not avoid or substantially lessen the project's cumulatively considerable contribution to a significant cumulative shadow impact.

- The Separate Buildings Alternative would not undertake the full scope of rehabilitation and restoration of the historically important Aronson Building as would be the case under the proposed project. Instead, only repairs and improvements necessary to prevent further deterioration and/or to permit continued occupancy would be undertaken meaning that the objective of rehabilitating the building would not be met.

The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Separate Buildings Alternative.

4. **Increased Residential Density Alternative**

The purpose of the Increased Residential Density Alternative is to consider a project that would provide more residential dwelling units within the same amount of floor area as would be provided by the proposed project. Under this alternative, a new 47-story, 520-foot-tall building (with 30 foot tall elevator/mechanical penthouse) would be constructed adjacent to and west of the Aronson Building. As with the proposed project, the Aronson Building would be restored and rehabilitated, and the new building would be connected to the Aronson Building. As with the proposed project, seven floors in the Aronson Building would be designated as flex space for the residential and office flex options. Under the residential flex option, the Aronson Building would include up to 325 residential units (110 more units than under the proposed project) and no office space. Under the office flex option, this building would include up to 283 residential units (92 more units than under the proposed project) and approximately 61,320 gsf of office space. As with the proposed project, the Increased Residential Density Alternative would use the existing curb cut on Third Street to provide vehicular ingress to the existing Jessie Square Garage. This access would be for use by project residents only. As with the proposed project, this alternative would include a residential drop-off area (vehicular access would be the same as under the proposed project). The vehicular access variants analyzed for the proposed project would also apply to this alternative.

The Increased Residential Density Alternative would result in similar project-level and cumulative impacts as identified under the proposed project, although some of the alternative's impacts, such as traffic and circulation and air quality during project operations, would be slightly greater because of the increased density. The Increased Residential Density Alternative would not avoid or reduce any significant environmental effects of the proposed project. Because the building design and configuration of the proposed tower would be the same as under the proposed project, this alternative would result in significant unavoidable cumulative shadow impact due to the creation of net new shadow on Union Square and other public open spaces, privately owned publicly accessible open spaces, and public sidewalks. As with the proposed project, there would be less-than-significant impacts related to land use and land use planning, aesthetics, population and housing, transportation and circulation, greenhouse

gas emissions, wind, recreation, utilities and service systems, public services, biological resources, geology and soils, hydrology and water quality, and mineral and energy resources. As with the proposed project, there would be less-than-significant impacts with mitigation related to cultural and paleontological resources, noise, air quality, and hazards and hazardous materials. Both the Increased Residential Density Alternative and the proposed project would have no impact on agricultural and forest resources.

The Increased Residential Density Alternative would meet some but not all of the Project Sponsor's objectives. For example, it would stimulate and attract private investment and generate sales taxes and other General Fund revenues from new uses on the project site. and result in the construction of a preeminent building at this important site across from Yerba Buena Gardens and adjacent to Jessie Square. The Increased Residential Density Alternative would provide housing, close to transit and cultural amenities, in an urban infill location to help alleviate the effects of suburban sprawl. It would provide temporary and permanent employment and contracting opportunities for minorities, women, qualified economically disadvantaged individuals, and other residents. and would transfer ownership of the Jessie Square Garage to a private entity, while providing adequate parking for other existing nonprofit organizations and the public in the Jessie Square Garage. The Increased Residential Density Alternative would provide for rehabilitation of the historically important Aronson Building and would design and construct the project to a minimum of Leadership in Energy and Environmental Design (LEED) Silver standards (or such higher and additional requirements as adopted by the City and County of San Francisco), thereby reducing the project's carbon footprint and maximizing the energy efficiency of the building.

But, the Increased Residential Density Alternative would result in similar project-level and cumulative impacts as identified under the proposed project, would slightly increase some impacts, and would not avoid or substantially lessen the proposed project's cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact.

The Increased Residential Density Alternative would meet most of the Successor Agency and Project Sponsor's objectives but not all of the Successor Agency or Project Sponsor's Objectives. In addition, according to the EPS Report, the Increased Residential Density Alternative is not financially feasible because project costs plus developer targeted return would exceed project revenues under this alternative. The Increased Residential Density Alternative is not financially feasible because the direct per square foot construction costs are higher under the Increased Residential Density Alternative than under the Proposed Project. Though there are more units in the Increased Residential Density Alternative than there are in the Proposed Project, the overall square footage is the same. Because residential revenue is based on a per square foot price (rather than a per unit price), the residential revenue is similar to the Proposed Project.

The Increased Residential Density Alternative is projected to generate approximately $585 million under the Residential Flex Option. Projected development costs, including developer return, are approximately $610 million under the Residential Flex Option. The Project Residuals, above the minimum return on investment needed for project feasibility, are estimated at approximately negative $25.6 million under the Residential Flex Option. The Peer Review concurs with this opinion.

The Increased Residential Density Alternative is rejected in favor of the project and is found not to be feasible or desirable for the following environmental, economic, legal, social, technological, and/or other reasons:

- The Increased Residential Density Alternative would result in similar project-level and cumulative impacts as identified under the proposed project, would slightly increase some impacts, and would not avoid or reduce any significant environmental effects of the proposed project. Specifically, when compared to the proposed project, this alternative would result in incrementally increased impacts under Transportation and Circulation (additional trips on already impacted intersections; additional demand on transit service), Air Quality (additional project related operational emissions), Greenhouse Gas (additional project related emissions increasing the project's carbon footprint), Recreation (additional residents seeking recreation facilities), Public Services (additional residents seeking police or fire protection services), and Utilities and Service Systems (additional residents increasing water usage and generating additional wastewater).

- The Increased Residential Density Alternative would not meet the objective to create a development that is financially feasible and that can fund the Project's capital costs and ongoing operation and maintenance costs related to the redevelopment and long-term operation of the Mexican Museum parcel without reliance on public funds.

- Because the Increased Residential Density Alternative would not create a development that is financially feasible, the Increased Density Alternative would not be constructed, and none of the benefits associated with the Project, such as the construction of The Mexican Museum core and shell at no cost to the Successor Agency or City, the endowment for The Mexican Museum, funding for new and affordable market rate units, rehabilitation of the historically important Aronson Building, defeasance of the outstanding Jessie Square Garage bonds and repayment of the Successor Agency's debt to the City, or additional funding for operations, management, and security of Yerba Buena Gardens, would exist under this Alternative. Thus the Increased Residential Density Alternative is infeasible because it does not meet the Successor's Agency's objectives mentioned above including, but not limited to: complete the redevelopment of the Yerba Buena Redevelopment Project Area; to stimulate and attract private development on the site; to provide for the development of a museum facility and an endowment for that facility; and others noted in the EIR on pages II.5 to II.6.

The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Increased Residential Density Alternative.

5. <u>Reduced Shadow Alternative</u>

The purpose of the Reduced Shadow Alternative is to reduce the shadow impacts that would be caused by development under the proposed project. Under this alternative, a new 27-story, approximately 351-foot-tall tower, including a mechanical penthouse, would be constructed adjacent to, west of and connected to the Aronson Building, with approximately 45,000 gsf of cultural space for The Mexican Museum as compared to approximately 52,285 square feet under the proposed project. As with the

proposed project, the Aronson Building would be restored and rehabilitated. This alternative's residential flex option would include up to 186 residential units (4 fewer residential units than planned under the Proposed Project). This alternative's office flex option would include up to 162 residential units and approximately 52,560 gsf of office space. This alternative would also include approximately 4,800 gsf of retail/restaurant space. As under the proposed project, the Jessie Square Garage would be converted from a public garage to a private garage. Unlike the proposed project, the Reduced Shadow Alternative would not include a driveway from Third Street to serve the residential units. Vehicular access into and out of the existing subsurface Jessie Square Garage would not change from under existing conditions. The vehicular access variants analyzed for the proposed project would not apply to this alternative. The Reduced Shadow Alternative, like the proposed project, would result in a cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact. Although the reduced building height of the new tower under this alternative would substantially reduce shadow impacts and would not create net new shadow on Union Square, unlike the proposed project, shadow from the proposed tower could still reach some of the same public open spaces, privately owned publicly accessible open spaces, and public sidewalks that would be shadowed by the proposed project. Therefore, this alternative may contribute to a cumulatively significant shadow impact. As with the proposed project (but generally to a lesser degree than with the proposed project), there would be less-than-significant impacts related to land use and land use planning, aesthetics, population and housing, transportation and circulation, greenhouse gas emissions, wind, recreation, utilities and service systems, public services, biological resources, geology and soils, hydrology and water quality, and mineral and energy resources. As with the proposed project (but generally to a lesser degree than with the proposed project), there would be less-than-significant impacts with mitigation related to cultural and paleontological resources, noise, air quality, and hazards and hazardous materials. Both the Reduced Shadow Alternative and the proposed project would have no impact on agricultural and forest resources.

The Reduced Shadow Alternative would meet some, but not all of the Successor Agency and Project Sponsor's objectives. It would complete redevelopment of the YBC Redevelopment Project Area envisioned under the Yerba Buena Center Redevelopment Plan and attract private investment and generate sales taxes and other General Fund revenues from new uses on the project site, although to a lesser extent than with the proposed project. The Reduced Shadow Alternative would provide housing, close to transit and cultural amenities, in an urban infill location to help alleviate the effects of suburban sprawl, although fewer housing units than with the proposed project. The Reduced Shadow Alternative would provide temporary and permanent employment and contracting opportunities for minorities, women, qualified economically disadvantaged individuals, and other residents, although to a lesser extent than with the proposed project. The Reduced Shadow Alternative would transfer ownership of the Jessie Square Garage to a private entity, while providing adequate parking in the Jessie Square Garage for adjacent nonprofit organizations and the public. The Reduced Shadow Alternative would provide for rehabilitation of the historically important Aronson Building and would design and construct the project to a minimum of Leadership in Energy and Environmental Design (LEED) Silver standards (or such higher and additional requirements as adopted by the City and County of San Francisco), thereby reducing the project's carbon footprint and maximizing the energy efficiency of the building.

The Reduced Shadow Alternative, like the proposed project, would result in a cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact, although the reduced building height of the new tower under this alternative would reduce shadow impacts and would not create net

new shadow on Union Square. The Reduced Shadow Alternative would not be desirable or meet many of the Successor Agency or Project Sponsor's objectives, and/or would not advance those objectives to the extent that the proposed project would, as more particularly described below.

In addition, according to the EPS Report, the Reduced Shadow Alternative is not financially feasible because project costs plus developer targeted return would exceed project revenues under this alternative. The Reduced Shadow Alternative is not financially feasible with or without the purchase of TDRs. In this Alternative, the height of the tower is reduced from 480 feet in the Proposed Project to 351 feet, which reduces the number of residential units to 186 under the Residential Flex Option and reduces potential revenue from residential sales. There are fewer units to generate revenue, and the number of upper floors of the Project, which command substantial price premiums due to views, are not available under the Reduced Shadow Alternative. At the same time, per square foot development costs are higher under the Reduced Shadow Alternative relative to the Proposed Project due to a decrease in construction cost efficiency. Within certain construction type thresholds, the taller the structure, the lower the cost per square foot due to cost-spreading efficiencies. The combination of these factors results in an alternative that is not financially feasible.

The Reduced Shadow Alternative is projected to generate approximately $313 million under the Residential Flex Option. With the purchase of TDRs, projected development costs, including developer return, are approximately $452 million under the Residential Flex Option. The Project Residuals, above the minimum return on investment needed for project feasibility, are estimated at approximately $137.6 million under the Residential Flex Option. With the purchase of TDRs, the Project Residuals for this Alternative are estimated at approximately $139.5 million under the Residential Flex Option. The Peer Review concurs with this opinion.

The Reduced Shadow Alternative is rejected in favor of the project and is found infeasible for the following environmental, economic, legal, social, technological, and/or other reasons:

- While the Reduced Shadow Alternative would include a reduced height tower of 27-stories as compared to the proposed project's 43-story tower and would create a no net new shadow on Union Square, its shadow could still reach some of the same public open spaces, privately owned publicly accessible open spaces, and public sidewalks that would be shadowed by the proposed project.

- The Reduced Shadow Alternative would not result in a development that is financially feasible and thus does not meet the Successor Agency's and Project Sponsor's objective to create a financially feasible project that can fund the project's capital costs and ongoing operation and maintenance costs related to the redevelopment and long-term operation of the Mexican Museum parcel without reliance on public funds.

- Because the Reduced Shadow Alternative would not create a development that is financially feasible, the Reduced Shadow Alternative would not be constructed, and none of the benefits associated with the Project, such as the construction of The Mexican Museum core and shell at no cost to the Successor Agency or City, the endowment for The Mexican Museum, funding for new and affordable market rate units, rehabilitation of the historically important Aronson Building,

defeasance of the outstanding Jessie Square Garage bonds and repayment of the Successor Agency's debt to the City, or additional funding for operations, management, and security of Yerba Buena Gardens, would exist under this Alternative. Thus the Reduced Shadow Alternative is infeasible because it does not meet the Successor's Agency's objectives to: complete the redevelopment of the Yerba Buena Redevelopment Project Area; to stimulate and attract private development on the site; to provide for the development of a museum facility and an endowment for that facility; and others noted in the EIR on pages II.5 to II.6.

- Because the Reduced Shadow Alternative substantially reduces the residential density and the number of housing units produced at this site, this Alternative is infeasible because it does not fully satisfy General Plan policies such as Housing Element Policies 1.1 and 1.4, among others noted in the Department's staff report accompany the Project Approvals on the Determination of Compliance with Section 309, among other approvals. The Project site is well-served by transit, services and shopping and 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. For these reasons, a project with fewer residential units at this site is not compatible with the General Plan and is infeasible.

- The Reduced Shadow Alternative is infeasible because it substantially reduces the residential density and the number of housing units produced at this site, and thus does not meet the Successor Agency's objectives to the extent that the Project does. Among other objectives, the Existing Zoning Alternative would not stimulate and attractive private investment, sales tax and other General Fund revenues to the extent that the Project would; would not provide temporary and permanent jobs to the extent that the Project would; and due to its reduced height, it may not provide a preeminent building of the same stature as the Project. t

The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Reduced Shadow Alternative.

Alternatives Rejected and Reasons for Rejection

The EIR identifies alternatives that were considered by the Planning Department as lead agency, or the Successor Agency, but were rejected as infeasible during the design development and scoping process, and explains the reasons underlying this determination. Among the factors that were considered include the failure to meet most of the basic objectives of the proposed project and inability to avoid significant environmental impacts. These considered and rejected alternatives are the Off-Site Alternative, a Freestanding Alternative, an Office Use Alternative, and Elliptical Tower Plan Alternative.

1. Off-Site Alternative. An Off-Site Alternative that would consist of a project design and programming similar to the proposed project, but in a different, though comparable in-fill location within the City and County of San Francisco was considered but rejected. An Off-Site Alternative would not meet many of the project objectives, particularly the objective of completing the redevelopment of the Yerba Buena Center Redevelopment Project Area and providing for the development of a museum facility and endowment

for The Mexican Museum on the Successor Agency-owned property adjacent to Jessie Square. An Off-Site Alternative was also rejected since it would not include rehabilitation of the Aronson Building. The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Off-Site Alternative.

2. Freestanding Alternative. A Freestanding Alternative that would result in a development on the Mexican Museum parcel of a freestanding museum with no development, including rehabilitation of the Aronson Building, on the 706 Mission Street parcel, was considered and rejected. Construction of a freestanding museum for The Mexican Museum by the prior San Francisco Redevelopment Agency ("SFRA") was considered not financeable because the SFRA did not, and the Successor Agency does not, have sufficient funds to cover the costs of constructing a freestanding museum on that parcel. Also, this alternative would not meet any of the project objectives. Lastly, a Freestanding Alternative was rejected because it would not result in any reduced impacts that are not already being evaluated in other alternatives, such as the Existing Zoning Alternative. The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Freestanding Alternative.

3. Office Use Alternative. An Office Use Alternative that would include only office use in both the proposed tower and Aronson Building was considered and rejected. This alternative was rejected because the proposed project already has an office flex option that includes fewer proposed residential units and office-only use in the existing Aronson Building, and because an Office Use Alternative would generate more peak hour trips than would the proposed project. Further, an Office Use Alternative would not result in any reduced impacts, due to increased trip generation related to a project containing more office space. In addition, the Office Use Alternative was rejected because it would not meet the Successor Agency's project objective of providing housing in an urban infill location. The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Office Use Alternative.

4. Elliptical Tower Plan. The Environmental Evaluation Application, as originally submitted to the Planning Department in 2008, called for partial demolition of the Aronson Building and construction of a 42-story, approximately 630-foot-tall tower to the west of, adjacent to, and partially within, the Aronson Building at its northwest corner. This scheme was disfavored by Planning Department staff both because of its impacts on the physical integrity of the historic Aronson Building, as well as due to staff concerns regarding aesthetics related to its elliptical tower plan design. The Successor Agency finds each of these reasons provide sufficient independent grounds for rejecting the Elliptical Tower Plan.

Additional Alternatives Proposed by the Public

Various comments have proposed additional alternatives to the project. To the extent that these comments addressed the adequacy of the EIR analysis, they were described and analyzed in the RTC. As presented in the record, the Final EIR reviewed a reasonable range of alternatives, and CEQA does not require the City or the project sponsor to consider every proposed alternative so long as the CEQA requirements for alternatives analysis have been satisfied. For the foregoing reasons, as well as economic,

legal, social, technological and/or other considerations set forth herein, and elsewhere in the record, these alternatives are rejected.

VI. Statement of Overriding Considerations

Pursuant to CEQA section 21081 and CEQA Guideline 15093, the Successor Agency hereby finds, after consideration of the Final EIR and the evidence in the record, that each of the specific overriding economic, legal, social, technological and other benefits of the Project as set forth below independently and collectively outweighs the significant and unavoidable impacts of the project and is an overriding consideration warranting approval of the Project. Any one of the reasons for approval cited below is sufficient to justify approval of the Project. Thus, even if a court were to conclude that not every reason is supported by substantial evidence, the Successor Agency will stand by its determination that each individual reason is sufficient. The substantial evidence supporting the various benefits can be found in the Final EIR and in the documents found in the administrative record.

On the basis of the above findings and the substantial evidence in the whole record of this proceeding, the Successor Agency specifically finds that there are significant benefits of the Project in spite of the unavoidable significant impacts, and therefore makes this Statement of Overriding Considerations. The Successor Agency further finds that, as part of the process of obtaining Project approval, all significant effects on the environment from implementation of the Project have been eliminated or substantially lessened where feasible. All mitigation measures proposed in the Final EIR for the proposed Project are adopted as part of this approval action. Furthermore, the Successor Agency has determined that any remaining significant effects on the environment found to be unavoidable are acceptable due to the following specific overriding economic, technological, legal, social and other considerations. In addition, the Successor Agency finds that the rejected Project Alternatives are also rejected for the following specific economic, social, or other considerations, in addition to the specific reasons discussed in Section V, above.

- The Project will provide a new permanent home for The Mexican Museum, a longtime cultural attraction of the City. The permanent home of The Mexican Museum will contribute to the City's reputation as home to first class cultural amenities and attractions.

- The Project will provide a $5 million operating endowment for The Mexican Museum to support its ongoing operations.

- The Project will rehabilitate the historic Aronson Building, which is rated "A" (highest importance) by the Foundation for San Francisco's Architectural Heritage and is eligible for listing on the National Register of Historic Places and the California Register of Historical Resources, and which was recently designated as a Category I Significant Building in the expanded New Montgomery-Mission-Second Street Conservation District, and which is in need of repair.

- The Project will create up to 190 new housing units, which will increase the City's and region's housing supply. These new housing units will be in close proximity to transit, employment opportunities, and neighborhood serving retail uses.

- The Project will pay an affordable housing in-lieu fee in an amount equivalent to a 28% housing production requirement, which is substantially in excess of the 20% requirement under the City's Planning Code. The Project's affordable housing in-lieu fee will be used to construct much needed affordable housing in the City.

- The Project will provide additional private funding for operations, management, and security of Yerba Buena Gardens; funding which would not be available without the project.

- The Project will construct a high quality, world-class, mixed-use development, designed by an internationally recognized architecture firm in accordance with sound urban design principles. The Project will create a new mixed-use residential development on an urban infill site in close proximity to transit, the Downtown and SOMA employment centers, the Yerba Buena cultural district, and retail uses.

- The Project's residential tower will be built to at least Leadership in Energy and Environmental Design (LEED) Silver construction standards consistent with the requirements of the Building Code for the City and County of San Francisco (or such higher and additional requirements as adopted by the City and County of San Francisco). The LEED Silver standard will help reduce the City's overall contribution to greenhouse gas emissions and global warming as well as reducing the project's carbon footprint by providing for a highly energy efficient building.

- In redeveloping the project site with a high quality residential development that includes a cultural component and a ground floor retail or restaurant use, the project will further the objectives of the General Plan's Urban Design Element and complete the development of the former Yerba Buena Center Redevelopment Plan.

#270908

Notice of Determination

ENDORSED
FILED
San Francisco County Clerk

JUL 19, 2013

by: JENNIFER WONG
Deputy County Clerk

To: Office of Planning and Research
P.O. Box 3044, Room 113
Sacramento, CA 95812-3044

County Clerk
City and County of San Francisco
City Hall, Room 168
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4678

POSTED JUL 19 2013 TO SEP 03 2013

From: Successor Agency to the Redevelopment Agency of the City and County of San Francisco
(Responsible Agency)
One South Van Ness Avenue, Fifth Floor
San Francisco, California, 94103
Attn: Christine Maher
Phone: 415-749-2481

Lead Agency:
City and County of San Francisco
c/o Planning Department
1650 Mission St #400
San Francisco, CA 94103
Attn: Debra Dwyer
Phone: 415-558-6378

SUBJECT: Filing of Notice of Determination in compliance with Section 21108 or 21152 of the Public Resources Code.

State Clearinghouse Number: 2011042035

Project Title: 706 Mission Street – The Mexican Museum and Residential Tower Project

Project Applicant: 706 Mission Street Co LLC

Project Location: 706 and 736 Mission Street between Third Street and Fourth Street (the northwest corner of Mission Street and Third Street), San Francisco, California (Assessor's Block 3706, Lots 093 and 275, and portions of Assessor's Block 3706, Lot 277)

Project Description:
The project consists of the approval of a Purchase and Sale Agreement for Real Property by and between the Successor Agency to the Redevelopment Agency of the City and County of San Francisco ("**Successor Agency**") and 706 Mission Street Co LLC, with The Mexican Museum, as a third party beneficiary, for the disposition of the following property from the Successor Agency to 706 Mission Street Co LLC: (1) an approximately 9,778-square-foot undeveloped parcel fronting Mission Street between Third and Fourth Streets, adjacent to Jessie Square Plaza, (2) an improved subterranean public parking garage commonly known as the Jessie Square Garage located generally below Jessie Square Plaza (the "**Jessie Square Garage**"), and (3) an approximately 3,690-square-foot air rights parcel above Jessie Square Plaza (collectively, the "**Agency Property**"). Approval of the Purchase and Sale

Agreement fulfills an enforceable obligation of the Successor Agency. Upon the conveyance of the Agency Property pursuant to the terms of the Purchase and Sale Agreement for Real Property, 706 Mission Street Co LLC would construct a mixed-use project that includes: (1) a new 43-story tower (with up to 190 residential units) connected to existing historically significant Aronson Building, (2) new cultural space for the Mexican Museum, (3) approximately 4,800 gross square feet of ground-floor retail/restaurant space, and (4) use of Jessie Square Garage for private and public uses.

Determination:
The Commission on Community Investment and Infrastructure of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco, as a responsible agency under CEQA, decided to carry out or approve the project on July 16, 2013, and has made the following determinations regarding the project.

1. An Environmental Impact Report has been prepared and certified pursuant to the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code. The FEIR was certified on March 21, 2013, and is available for examination by the public at the Planning Department at the above address under case file 2008.1084E.
2. A determination has been made that the Project in its approved form will have a significant effect on the environment. The Project would have a cumulatively considerable contribution to a significant and unavoidable cumulative shadow impact. Therefore, findings were made pursuant to CEQA Guidelines Section 15091, and a statement of overriding considerations was adopted.
3. Mitigation measures were made a condition of project approval, and a mitigation monitoring and reporting program was adopted.
4. The Commission on Community Investment and Infrastructure of the Successor Agency to the Redevelopment Agency of the City and County of San Francisco considered the FEIR as prepared and certified when deciding to approve the project.

This is to certify that the final EIR with comments and responses and record of project approval is available to the general public at the Successor Agency's Office at One South Van Ness Avenue, Fifth Floor, San Francisco, California, 94103.

Signature (Responsible Agency): _____ **Title:** Executive Director

Date: 7/19/13 **Date Received for filing at OPR:** _____

Authority cited: Sections 21083, Public Resources Code.
Reference Section 21000-21174, Public Resources Code.

State of California—The Resources Agency
DEPARTMENT OF FISH AND GAME

2013 ENVIRONMENTAL FILING FEE CASH RECEIPT

RECEIPT #	270908
STATE CLEARING HOUSE # *(If applicable)*	

SEE INSTRUCTIONS ON REVERSE. TYPE OR PRINT CLEARLY

LEAD AGENCY	DATE
CITY AND COUNTY OF SAN FRANCISCO C/O PLANNING DEPARTMENT	07/19/2013
COUNTY/STATE AGENCY OF FILING	**DOCUMENT NUMBER**
SAN FRANCISCO, CA	465433/ 465431

PROJECT TITLE
706 MISSION STREET- THE MEXICAN MUSEUM AND RESIDENTIAL TOWER PROJECT

PROJECT APPLICANT NAME	PHONE NUMBER
DEBRA DWYER	(415)558-6378

PROJECT APPLICANTADDRESS	CITY	STATE	ZIP CODE
1650 MISSION ST #400	SAN FRANCISCO	CA	94103

PROJECT APPLICANT *(Check appropriate box):*

☒ Local Public Agency ☐ School District ☐ Other Special District ☐ State Agency ☐ Private Entity

CHECK APPLICABLE FEES:

☒ Environmental Impact Report (EIR)	$2,995.25	$ 2995.25
☐ Negative Declaration (ND)(MND)	$2,156.25	$
☐ Application Fee Water Diversion *(State Water Resources Control Board Only)*	$850.00	$
☐ Projects Subject to Certified Regulatory Programs (CRP)	$1,018.50	$
☒ County Administrative Fee	$53.00	$ 53.00
☐ Project that is exempt from fees		
☐ Notice of Exemption		
☐ DFG No. Effect Determination (Form Attached)		
☐ Other		$

PAYMENT METHOD:

☐ Cash ☐ Credit ☒ Check ☐ Other _____ TOTAL RECEIVED $ 3048.25

SIGNATURE	Printed Name:	TITLE
X	JENNIFER WONG	Deputy County Clerk

ORIGINAL - PROJECT APPLICANT COPY - DFG/ASB COPY - LEAD AGENCY COPY - COUNTY CLERK FG753.5a (Rev. 12/11)

From: Chan, Cheryl [Cheryl.Chan@sfdpw.org]
Sent: Tuesday, March 18, 2014 2:58 PM
To: Lamug, Joy
Cc: Carroll, John (BOS)
Subject: RE: Appeal of Tentative Map - 738 Mission Street
Attachments: Tab 1 - Planning Commission Resolution18829.pdf; Tab 3 - HPC Major Permit to Alter.pdf; Tab 6 - Agenda Item 1C, Recreation & Park Commission Resolution 1305-015, Hearin....pdf; Tab 7 - Planning Commission Motion 18875, CEQA Findings, Hearing Date 5-23-13.pdf; Tab 8 -Planning Commission Resolution 18876, Section 295, Hearing Date 5-23-13.pdf; Tab 9 - Planning Commision Motion 18877, Section 295, Hearing Date 5-23-13.pdf; Tab 10 - Planning Commission Motion 18878, General Plan Referral, Hearing Dated 5....pdf; Tab 11 - Planning Commission Resolution 18879, Zoning Map Amendment, Planning Cod....pdf; Tab 12 - Planning Commission Motion 18894, Section 309, Hearing Date 5-23-13.pdf; Tab 4 - Motion No. M13-096 Affirming Approval of Major Permit to Alter.pdf; Tab 5 - Agenda Item 1B, Recreation & Park Commssion Resolution 1305-014, Hearing Date 5-23-13.pdf

Hi Joy,

Please see the attached Planning Commission Actions.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Chan, Cheryl
Sent: Tuesday, March 18, 2014 2:57 PM
To: Lamug, Joy
Cc: Carroll, John
Subject: RE: Appeal of Tentative Map - 738 Mission Street

Hi Joy,

Per your request, please see the attached documents.

I will email the Planning Commission Actions in a separate email.

Please let me know if you need anything else.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Lamug, Joy [mailto:joy.lamug@sfgov.org]
Sent: Tuesday, March 18, 2014 11:42 AM
To: Chan, Cheryl
Cc: Carroll, John
Subject: Appeal of Tentative Map - 738 Mission Street

Hi Cheryl,

Please find attached the appeal that was filed by Tom Lippe.

Kindly provide us the following:

1) Application for Parcel Map/Final Map Subdivision
2) Letter from Planning stating that the Tentative Map Application had been reviewed by the Zoning Administrator
3) Planning Commission Action
4) County Surveyor's approval of the Tentative Map

Please email or call me if any questions.

Thank you in advance.

Joy Lamug
Legislative Clerk
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244
San Francisco, CA 94102
Direct: (415) 554-7712 | Fax: (415) 554-5163
Email: joy.lamug@sfgov.org
Web: www.sfbos.org

Please complete a Board of Supervisors Customer Service Satisfaction form by clicking here.

The Legislative Research Center provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

SAN FRANCISCO
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Planning
Information:
415.558.6377

Planning Commission Motion 18829

HEARING DATE: March 21, 2013

Date:	March 7, 2013
Case No.:	**2008.1084E**
Project Address:	**706 Mission Street – The Mexican Museum and Residential Tower Project**
Zoning:	C-3-R (Downtown Retail) 400-I Height and Bulk District
Blocks/Lots:	Block 3706, Lots 093, 275 and portions of Lot 277
Project Sponsor:	706 Mission Street Co., LLC c/o Millennium Partners 735 Market Street, 6th Floor San Francisco, CA 94103
Staff Contact:	Debra Dwyer – (415) 575-9031 Debra.Dwyer@sfgov.org

ADOPTING FINDINGS RELATED TO THE CERTIFICATION OF A FINAL ENVIRONMENTAL IMPACT REPORT FOR A PROPOSED MIXED-USE PROJECT AT 706 MISSION STREET (ASSESSOR'S BLOCK 3706, Lots 093, 275 and portions of Lot 277).

MOVED, that the San Francisco Planning Commission (hereinafter "Commission") hereby CERTIFIES the Final Environmental Impact Report identified as Case No. 2008.1084E, 706 Mission Street – The Mexican Museum and Residential Tower Project (hereinafter "Project"), based upon the following findings:

1. The City and County of San Francisco, acting through the Planning Department (hereinafter "Department") fulfilled all procedural requirements of the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 *et seq.*, hereinafter "CEQA"), the State CEQA Guidelines (Cal. Admin. Code Title 14, Section 15000 *et seq.*, (hereinafter "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code (hereinafter "Chapter 31").

   A. The Department determined that an Environmental Impact Report (hereinafter "EIR") was required and provided public notice of that determination by publication in a newspaper of general circulation on April 13, 2011.

   B. On June 27, 2012, the Department published the Draft Environmental Impact Report (hereinafter "DEIR") and provided public notice in a newspaper of general circulation of the availability of the DEIR for public review and comment and of the date and time of the Planning Commission public hearing on the DEIR; this notice was mailed to the Department's list of persons requesting such notice.

C. Notices of availability of the DEIR and of the date and time of the public hearing were posted at the project site by the project sponsor on June 27, 2012.

D. On June 27, 2012, copies of the DEIR were mailed or otherwise delivered to a list of persons requesting it, to those noted on the distribution list in the DEIR, to adjacent property owners, and to government agencies, the latter both directly and through the State Clearinghouse.

E. Notice of Completion was filed with the State Secretary of Resources via the State Clearinghouse on June 27, 2012.

2. The Commission held a duly advertised public hearing on said DEIR on August 2, 2012 at which opportunity for public comment was given, and public comment was received on the DEIR. The period for acceptance of written comments ended on August 13, 2012.

3. The Department prepared responses to comments on environmental issues received at the public hearing and in writing during the 47-day public review period for the DEIR, prepared revisions to the text of the DEIR in response to comments received or based on additional information that became available during the public review period, and corrected errors in the DEIR. This material was presented in a Draft Responses to Comments document, published on March 7, 2013, distributed to the Commission and all parties who commented on the DEIR, and made available to others upon request at the Department.

4. A Final Environmental Impact Report (hereinafter "FEIR") has been prepared by the Department, consisting of the DEIR, any consultations and comments received during the review process, any additional information that became available, and the Responses to Comments document all as required by law.

5. Project EIR files have been made available for review by the Commission and the public. These files are available for public review at the Department at 1650 Mission Street, Suite 400 as part of case file 2008.1084E, and are part of the record before the Commission.

6. On March 21, 2013, the Commission reviewed and considered the FEIR and hereby does find that the contents of said report and the procedures through which the FEIR was prepared, publicized, and reviewed comply with the provisions of CEQA, the CEQA Guidelines, and Chapter 31 of the San Francisco Administrative Code.

7. The Planning Commission hereby does find that the FEIR concerning File No. 2008.1084E, 706 Mission Street – The Mexican Museum and Residential Tower Project, reflects the independent judgment and analysis of the City and County of San Francisco, is adequate, accurate and objective, and that the Responses to Comments document contains no significant revisions to the DEIR, and hereby does CERTIFY THE COMPLETION of said FEIR in compliance with CEQA and the CEQA Guidelines.

8. The Commission, in certifying the completion of said FEIR, hereby does find that the project described in the EIR:

A. Will have a significant effect on the environment in that it would result in the following significant and unavoidable transportation and circulation impacts under Variant 6 or Variant 7 as indicated below. It is noted that these two variants were analyzed in response to comments on the Notice of Preparation of an Environmental Impact Report for this project and are not proposed by the project sponsor.

Impact Variant TR-1: Variant 6 would cause a substantial increase in traffic that would cause the level of service to decline from LOS D or better to LOS E or F, or from LOS E to F at the intersection of Fourth Street and Market Street. (*Applicable to Variant 6 only*)

Impact Variant TR-2: Variant 6 would cause a substantial increase in transit demand that could not be accommodated by adjacent transit capacity; or would cause a substantial increase in delays or costs such that significant adverse impacts in transit service levels could occur. (*Applicable to Variant 6 only*)

Impact Variant TR-5: Variant 7 would cause a substantial increase in traffic that would cause the level of service to decline from LOS D or better to LOS E or F, or from LOS E to F at the intersection of Fourth Street and Market Street. (*Applicable to Variant 7 only*)

Impact Variant TR-6: Variant 7 would cause a substantial increase in transit demand that could not be accommodated by adjacent transit capacity; or would cause a substantial increase in delays or costs such that significant adverse impacts in transit service levels could occur. (*Applicable to Variant 7 only*)

B. Will have a significant cumulative effect on the environment in that it would result in a cumulatively considerable contribution to the following significant and unavoidable cumulative transportation impacts under Variant 6 or Variant 7 as indicated below. It is noted that these two variants were analyzed in response to comments on the Notice of Preparation of an Environmental Impact Report for this project and are not proposed by the project sponsor.

Impact Variant TR-3: Variant 6 would contribute considerably to critical movements at the intersection of Fourth Street and Market Street that would operate at LOS F under 2030 Cumulative conditions, and cumulative contribution to cumulative traffic impacts would be considered significant. (*Applicable to Variant 6 only*)

Impact Variant TR-4: Variant 6 would contribute considerably to critical movements at the intersection of Fourth Street and Mission Street that would operate at LOS F under 2030 Cumulative conditions, and cumulative contribution to cumulative traffic impacts would be considered significant. (*Applicable to Variant 6 only*)

Impact Variant TR-7: Variant 7 would contribute considerably to critical movements at the intersection of Fourth Street and Market Street that would operate at LOS F under 2030 Cumulative conditions, and cumulative contribution to cumulative traffic impacts would be considered significant. (*Applicable to Variant 7 only*)

Impact Variant TR-8: Variant 7 would contribute considerably to critical movements at the intersection of Fourth Street and Mission Street that would operate at LOS F under 2030 Cumulative conditions, and cumulative contribution to cumulative traffic impacts would be considered significant. (*Applicable to Variant 7 only*)

C. Will have a significant cumulative effect on the environment in that it would result in a cumulatively considerable contribution to the following unavoidable significant cumulative effect with respect to shadow:

Impact C-WS-2: The proposed project, or any of its variants, in combination with past, present, and reasonably foreseeable future projects in the project vicinity would create new shadow in a manner that substantially affects outdoor recreation facilities or other public areas resulting in a significant cumulative shadow impact. The proposed project would make a cumulatively considerable contribution to this significant cumulative shadow impact.

9. The Planning Commission will consider the information contained in the FEIR prior to approving the Project.

I hereby certify that the foregoing Motion was ADOPTED by the Planning Commission at its regular meeting of March 21, 2013.

Jonas P. Ionin
Acting Commission Secretary

AYES: Fong, Antonini, Borden, Hillis

NOES: Moore, Sugaya

ABSENT: Wu

ADOPTED: March 21, 2013

SAN FRANCISCO
PLANNING DEPARTMENT

1650 Mission St.
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Information:
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Historic Preservation Commission
Motion No. 0197
Permit to Alter
MAJOR ALTERATION
HEARING DATE: MAY 15, 2013

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 lily.yegazu@sfgov.org
Reviewed By	Tim Frye - (415) 557-6822 tim.frye@sfgov.org

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 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/windscreens, 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 form 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 1.

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

Agenda Item 1C

Recreation and Park Commission
Resolution 1305-015
HEARING DATE: May 23, 2013

RECOMMENDING TO THE PLANNING COMMISSION THAT THE NET NEW SHADOW CAST BY THE PROPOSED PROJECT AT 706 MISSION STREET WILL NOT HAVE AN ADVERSE IMPACT ON THE USE OF UNION SQUARE PARK, AS REQUIRED BY PLANNING CODE SECTION 295 (THE SUNLIGHT ORDINANCE).

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, one café on the west side of the park and one cafe 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 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 April 11, 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.

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 Planning 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 Planning 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 Planning 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 Planning 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 Recreation and Parks Department Commission Secretary, Margaret McArthur, is the custodian of records for this action, and such records are located at 501 Stanyan Street, San Francisco, CA.

The Planning Commission and the Recreation and Park Commission held a duly advertised joint public hearing on May 23, 2013 and adopted Recreation and Park Commission Resolution No. 1305-4015 and Planning Commission Resolution No. 18876, 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 in 1996, and to increase the ACL an additional 0.01 percent, for a total increase of 0.06 percent of the TAAS for Union Square, for a total of 238,788 sfh of net new shadow (equal to approximately 0.06 percent of the TAAS for Union Square).

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

The Recreation and Park 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.

RECREATION AND PARK COMMISSION FINDINGS

Having reviewed the materials identified in the recitals above, and having heard all testimony and arguments, the Recreation and Park 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 proposed 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.

4. 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

Based upon the Record, the submissions by the Project Sponsor and by the staff of the Recreation and Park and Planning Departments, the oral testimony presented to the Commission at the public hearing, and all other written materials submitted by all parties, the Recreation and Park Commission hereby RECOMMENDS that the Planning Commission find, under Shadow Analysis Application No.

2008.1084K, that the net new shadow cast by the Project on Union Square will not have an adverse impact on the use of Union Square Park.

I hereby certify that the foregoing Resolution was ADOPTED by the Recreation and Commission at the meeting on May 23, 2013.

Margaret McArthur
Commission Secretary

AYES:	6
NOES:	0
ABSENT:	1

ADOPTED: May 23, 2013

From: Chan, Cheryl [Cheryl.Chan@sfdpw.org]
Sent: Tuesday, March 18, 2014 2:57 PM
To: Lamug, Joy
Cc: Carroll, John (BOS)
Subject: RE: Appeal of Tentative Map - 738 Mission Street
Attachments: 7969_D.Application_031814.pdf; 7969_DCP Cond. Approval_010714.pdf; 7969_TentAppr_030414.pdf; 7969_Address List.pdf

Hi Joy,

Per your request, please see the attached documents.

I will email the Planning Commission Actions in a separate email.

Please let me know if you need anything else.

Thank you,

CHERYL CHAN

CITY & COUNTY OF S.F. – DEPARTMENT OF PUBLIC WORKS
Bureau of Street-Use and Mapping
1155 Market Street, 3rd Floor, San Francisco, CA 94103
Main: 415-554-5827 | Direct: 415-554-4885 | Fax: 415-554-5324
E-Mail: cheryl.chan@sfdpw.org

From: Lamug, Joy [mailto:joy.lamug@sfgov.org]
Sent: Tuesday, March 18, 2014 11:42 AM
To: Chan, Cheryl
Cc: Carroll, John
Subject: Appeal of Tentative Map - 738 Mission Street

Hi Cheryl,

Please find attached the appeal that was filed by Tom Lippe.

Kindly provide us the following:

1) Application for Parcel Map/Final Map Subdivision
2) Letter from Planning stating that the Tentative Map Application had been reviewed by the Zoning Administrator
3) Planning Commission Action
4) County Surveyor's approval of the Tentative Map

Please email or call me if any questions.

Thank you in advance.

Joy Lamug
Legislative Clerk
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244

San Francisco, CA 94102
Direct: (415) 554-7712 | Fax: (415) 554-5163
Email: joy.lamug@sfgov.org
Web: www.sfbos.org

Please complete a Board of Supervisors Customer Service Satisfaction form by clicking here.

The Legislative Research Center provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

Disclosures: *Personal information that is provided in communications to the Board of Supervisors is subject to disclosure under the California Public Records Act and the San Francisco Sunshine Ordinance. Personal information provided will not be redacted. Members of the public are not required to provide personal identifying information when they communicate with the Board of Supervisors and its committees. All written or oral communications that members of the public submit to the Clerk's Office regarding pending legislation or hearings will be made available to all members of the public for inspection and copying. The Clerk's Office does not redact any information from these submissions. This means that personal information—including names, phone numbers, addresses and similar information that a member of the public elects to submit to the Board and its committees—may appear on the Board of Supervisors' website or in other public documents that members of the public may inspect or copy.*

D. APPLICATION FOR PARCEL MAP / FINAL MAP SUBDIVISION

Property Address: 738 MISSION STREET

Assessor's Block: 3706 Lot Number(s): 277

For DPW-BSM use only
ID No.: 7969

Owner:			
Name:	SUCCESSOR AGENCY TO THE SFRA - CHRISTINE MAHER		
Address:	ONE SOUTH VAN NESS FIFTH FLOOR S.F. CA. 94103		
Phone:	415-749-2481	E-mail:	CHRISTINE.MAHER@SFGOV.ORG
Person to be contacted concerning this project (if different from owner)			
Name:			
Address:			
Phone:		E-mail:	
Firm or agent preparing the subdivision map:			
Name:	MARTIN M. RON ASSOCIATES - BEN RON		
Address:	859 HARRISON ST. - SUITE 200 S.F. CA. 94107		
Phone:	415-543-4500	E-mail:	BENC MARTINRON.COM
Subdivider: (if different from owner)			
Name:			
Address:			

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Existing number of lots: 1 Proposed number of lots: 4

This subdivision results in an airspace: ☐ No ☒ Yes (shown on Tentative Map)

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

I (We) SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
(Print Subdivider's Name in full)
OF THE CITY AND COUNTY OF SAN FRANCISCO
declare, under penalty of perjury, that I am (we are) the owner(s) [authorized agent of the owner(s)] of the property that is the subject of this application, that the statements herein and in the attached exhibits present the information required for this application, and the information presented is true and correct to the best of my (our) knowledge and belief.

Date: 11/14/13 Signed: _____
CHRISTINE MAHER

Date: _____ Signed: _____

City and County of San Francisco

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

Phone: (415) 554-5827
Fax: (415) 554-5324
www.sfdpw.org
Subdivision.Mapping@sfdpw.org

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

Martin M. Ron & Associates, Inc.
859 Harrison Street, Suite 200
San Francisco, CA 94107

Tentative Map Approval
PID: 7969
Assessor's Block No. 3706 Lot(s) 277
Address: 738 Mission Street
Project type: 4 Lot Airspace Subdivision
Date: March 04, 2014

Dear Mr. Ben Ron, PLS:

The Tentative Map which you submitted to this Agency for review is approved, subject to compliance with the following:

The C.C.S.F. Planning Code and all Planning Department conditions outlined in the attached Planning Department memo dated January 6, 2014
[X] Copy of Planning Department approval/conditions (check if attached)

The C.C.S.F. Building Code and all Department of Building Inspection conditions outlined in the attached D.B.I. memo dated_____
[ ] Copy of D.B.I. approval/conditions (check if attached)

The San Francisco Redevelopment Agency, Successor Agency conditions outlined in the attached S.F.R.A. memo dated_____
[ ] Copy of S.F.R.A. approval/conditions (check if attached)

The C.C.S.F. Subdivision Code and the California State Map Act

Additionally, please submit:

- [X] **One (1) Check Print in PDF format of the final version of this map**
- [ ] **One (1) copy of C.F.C. (Certificate of Final Completion)**
- [X] **One (1) copy of the Map Checklist (found at our website under: "Information for Mapping Professionals")**

Do not submit check prints without complying with ALL of the above.
Incomplete submittals will be returned and subject to additional handling charges.

Sincerely,

Bruce R. Storrs, PLS
City and County Surveyor

Tentative approval valid for 36 months:
This Tentative Map Approval is valid for 36 months, unless a written request for an extension is received prior to the expiration date. When the approved time frame expires, the project is terminated. A completely new application packet together with new fees must then be submitted to DPW/BSM to reopen or reactivate the project.

Contesting this decision:
If you wish to contest this decision, you may do so by filing an appeal (together with an appeal fee check for $284) with the Clerk of the Board of Supervisors at 1 Dr. Carlton B. Goodlett Place, City Hall, Room 244, within ten (10) days of the date of this letter per Section 1314 of the San Francisco Subdivision Code.

City and County of San Francisco

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

Phone: (415) 554-5827
Fax: (415) 554-5324
www.sfdpw.org
Subdivision.Mapping@sfdpw.org

Department of Public Works
Office of the City and County Surveyor
1155 Market St 3rd Floor
San Francisco, CA 94103

Bruce R. Storrs, City and County Surveyor

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TENTATIVE MAP DECISION

Date: December 10,2013

Department of City Planning
1650 Mission Street, Suite 400
San Francisco, CA 94103

Project ID:	7969		
Project Type:	4 Lot Airspace Subdivision		
Address #	Street Name	Block	Lot
738	Mission Street	3706	277

Attention: Mr. Scott F. Sanchez

_____ The subject Vesting Tentative Map has been reviewed by the Planning Department and does comply with applicable provisions of the Planning Code. On balance, the Tentative Map is consistent with the General Plan and the Priority Policies of Planning Code Section 101.1 based on the attached findings. The subject referral is exempt from environmental review per Class 1 California Environmental Quality Act Guidelines.

KB The subject Vesting Tentative Map has been reviewed by the Planning Department and does comply with applicable provisions of the Planning Code subject to the following conditions (Any requested documents should be sent in with a copy of this letter to Scott F. Sanchez at the above address): See attached per case No. 2008.1084X

_____ The subject Vesting Tentative Map has been reviewed by the Planning Department and does not comply with applicable provisions of the Planning Code. Due to the following reasons (Any requested documents should be sent in with a copy of this letter to Scott F. Sanchez at the above address):

Enclosures:
X Application
X Print of Tentative Map

Sincerely,

Bruce R. Storrs, P.L.S.
City and County Surveyor

PLANNING DEPARTMENT

DATE 1/6/2014

For _____ (Kanishka Burns)
Mr. Scott F. Sanchez, Zoning Administrator

SAN FRANCISCO
PLANNING DEPARTMENT

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

Reception:
415.558.6378

Fax:
415.558.6409

Planning
Information:
415.558.6377

Per the conditions of approval for Case No. 2008.1084EHKXRTZ adopted on May 23, 2013 by the Planning Commission of the City and County of San Francisco as set forth in Planning Commission Motion No. 18894, for the rehabilitation of the existing 10-story, 144 foot tall Aronson Building, construction of a new, adjacent 43-story tower with up to 190 dwelling units, an approximately 52,000 square foot "core-and-shell" museum space that will house the permanent home of the Mexican Museum, and approximately 4,800 square feet of retail space. Additionally, the project would reconfigure portions of the existing Jessie Square Garage to increase the number of parking spaces from 442 to 470 spaces, add loading and service vehicle spaces and allocate up to 190 parking spaces within the garage for the new residential units.

GC: Document3

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

AB 274277

RADIUS SERVICES 1221 HARRISON ST #18 SAN FRANCISCO CA 94103 415-391-4775

BLOCK	LOT	OWNER	OADDR	CITY	STATE	ZIP
0001	001	RADIUS SERVICES NO. 3706276	736 MISSION ST	RON	13	0517
0001	002	. . . . .	. . . . .	. . . .	.	. .
0001	003	RADIUS SERVICES	1221 HARRISON ST #18	SAN FRANCISCO	CA	94103
0001	004	MARTIN RON	859 HARRISON ST #200	SAN FRANCISCO	CA	94107
0001	005	. . . . .	. . . . .	. . . .	.	. .
3706	001	RKI 703 IRR INVSTRS	703 MARKET ST	SAN FRANCISCO	CA	94103-2102
3706	002	RKI 703 IRR INVSTRS	703 MARKET ST	SAN FRANCISCO	CA	94103-2102
3706	003	RKI 703 IRR INVSTRS	703 MARKET ST	SAN FRANCISCO	CA	94103-2102
3706	014	ARCHDIOCESE OF SF & SCHL J P R L	1301 POST ST #102	SAN FRANCISCO	CA	94109-6667
3706	047	JAMESTOWN PREMIER 799 MARKET	3625 CUMBERLAND BL SE	ATLANTA	GA	30339-3361
3706	048	785 MARKET ST LLC	785 MARKET ST	SAN FRANCISCO	CA	94103-2003
3706	051	CB-1 HOTEL LLC	735 MARKET ST	SAN FRANCISCO	CA	94103-2026
3706	052	731 MARKET ST OWNER LLC	6475 CHRISTIE AV #550	EMERYVILLE	CA	94608-2262
3706	053	DIGITAL GARAGE DEV LLC	6475 CHRISTIE AV #550	EMERYVILLE	CA	94608-2262
3706	054	DIGITAL GARAGE DEV LLC	6475 CHRISTIE AV #550	EMERYVILLE	CA	94608-2262
3706	055	TBJ INVSTMTS LLC	3450 SACRAMENTO ST #128	SAN FRANCISCO	CA	94118-1914
3706	058	ARCHDIOCESE OF SF & SCHL J P R L	1301 POST ST #102	SAN FRANCISCO	CA	94109-6667
3706	074	WSF MTGLS LLC	3300 PGA BL #820	PALM BEACH GARDEN	FL	33410-2811
3706	093	706 MISSION ST CO LLC	735 MARKET ST #3RD	SAN FRANCISCO	CA	94103-2026
3706	096	CHANG TRS	1150 BAY LAUREL DR	MENLO PARK	CA	94025-5339
3706	099	LISA PETTIGREW	3841 20TH ST #A	SAN FRANCISCO	CA	94114-3018
3706	100	FREDRICK DARR	3843 20TH ST	SAN FRANCISCO	CA	94114-3018
3706	101	THOMAS FOSTER	765 MARKET ST #32E	SAN FRANCISCO	CA	94103-2040
3706	102	PAUL & LYNN SEDWAY	765 MARKET ST #26G	SAN FRANCISCO	CA	94103-2038
3706	103	HANS GRONOWSKI TRS	765 MARKET ST #32F	SAN FRANCISCO	CA	94103-2040
3706	104	STEVEN & MELINDA MAITA	765 MARKET ST #314	SAN FRANCISCO	CA	94103-2036
3706	105	S F R A CB-1 ENTERTAINMENT PAR	765 MARKET ST	SAN FRANCISCO	CA	94103-2036
3706	106	S F R A CB-1 ENTERTAINMENT PAR	765 MARKET ST	SAN FRANCISCO	CA	94103-2036
3706	107	S F R A CB-1 ENTERTAINMENT PAR	765 MARKET ST	SAN FRANCISCO	CA	94103-2036
3706	108	S F R A CB-1 ENTERTAINMENT PAR	765 MARKET ST	SAN FRANCISCO	CA	94103-2036
3706	109	FELDMAN TRS	765 MARKET ST #23G	SAN FRANCISCO	CA	94103-2037
3706	110	SF REDVLPMT AGENCY	770 GOLDEN GATE AV	SAN FRANCISCO	CA	94102
3706	111	SF REDVLPMT AGENCY	770 GOLDEN GATE AV	SAN FRANCISCO	CA	94102
3706	114	W2005 ARGENT HOTEL REALTY LLC	545 E JOHN CARPENTER FWY	IRVING	TX	75062-3931
3706	115	R C ARCHBISHOP OF SF	770 GOLDEN GATE AV	SAN FRANCISCO	CA	94102-3120
3706	119	REDVLPMT AGENCY - CCSF	735 MARKET ST #6TH	SAN FRANCISCO	CA	94103-2026
3706	120	REDVLPMT AGENCY - CCSF	770 GOLDEN GATE AV #3RD	SAN FRANCISCO	CA	94102-3120
3706	121	REDVLPMT AGENCY - CCSF	770 GOLDEN GATE AV #3RD	SAN FRANCISCO	CA	94102-3120
3706	122	REDVLPMT AGENCY - CCSF	770 GOLDEN GATE AV #3RD	SAN FRANCISCO	CA	94102-3120
3706	123	REDVLPMT AGENCY - CCSF	770 GOLDEN GATE AV #3RD	SAN FRANCISCO	CA	94102-3120
3706	124	SF REDVLPMT AGENCY	770 GOLDEN GATE AV	SAN FRANCISCO	CA	94102
3706	127	ELISHA TRS	765 MARKET ST #22A	SAN FRANCISCO	CA	94103-2037
3706	128	ELISHA TRS	765 MARKET ST #22A	SAN FRANCISCO	CA	94103-2037
3706	129	SEPIDEH VALENTINO	601 VAN NESS AV	SAN FRANCISCO	CA	94102-3200
3706	130	HENRY DEAN	765 MARKET ST #22D	SAN FRANCISCO	CA	94103-2037
3706	131	MATTHEW PAIGE	765 MARKET ST #22E	SAN FRANCISCO	CA	94103-2037
3706	132	MILLER TRS	765 MARKET ST #22F	SAN FRANCISCO	CA	94103-2037
3706	133	VERNON WONG TRS	180 SAND HILL CIR	MENLO PARK	CA	94025-7104
3706	134	STEVEN & ANDREA MANN	765 MARKET ST #22H	SAN FRANCISCO	CA	94103-2037
3706	135	BTIC LLC	5111 OCEAN BL #C	SARASOTA	FL	34242-1678
3706	136	BTIC LLC	5111 OCEAN BL #C	SARASOTA	FL	34242-1678
3706	137	IRENE LEE	PO BOX 22696	SAN FRANCISCO	CA	94122-0696
3706	138	CAMABERG CO LTD	765 MARKET ST #23D	SAN FRANCISCO	CA	94103-2037
3706	139	FRUITBOWL INVSTMTS LTD	5115 SOLLIDEN LN	LA CANADA FLINTRIDG	CA	91011-1354
3706	140	ELEANOR ZUCKERMAN	765 MARKET ST #23F	SAN FRANCISCO	CA	94103-2037
3706	141	ERIC FELDMAN	765 MARKET ST #23G	SAN FRANCISCO	CA	94103-2037
3706	142	ERIC FELDMAN	765 MARKET ST #23G	SAN FRANCISCO	CA	94103-2036
3706	143	LAWRENCE TRS	PO BOX 1157	ROSS	CA	94957-1157
3706	144	PEACH INVSTMT CORP	23 GEARY ST #11THFL	SAN FRANCISCO	CA	94108-5701
3706	145	SAUNDERS TRS	765 MARKET ST #24D	SAN FRANCISCO	CA	94103-2037
3706	146	J & S SAUNDERS	201 CALIFORNIA ST #450	SAN FRANCISCO	CA	94111-5032
3706	147	BATTAT TRS	PO BOX 2187	S SAN FRANCISCO	CA	94083-2187
3706	148	CHARA SCHREYER TRS	83 MOUNT TIBURON RD	TIBURON	CA	94920-1511
3706	149	SONG & LAIDERMAN TRS	765 MARKET ST #24G	SAN FRANCISCO	CA	94103-2037
3706	150	JENNIE LEE TRS	765 MARKET ST #24H	SAN FRANCISCO	CA	94103-2038

PTD 7969

3706	151	WORNICK TRS	44 MONTGOMERY ST #3060	SAN FRANCISCO	CA	94104-4804
3706	152	WORNICK TRS	44 MONTGOMERY ST #3060	SAN FRANCISCO	CA	94104-4804
3706	153	JOHN COMBS	342 LEDROIT ST	LAGUNA BEACH	CA	92651-1349
3706	154	MCCHRISTY TRS	765 MARKET ST #25D	SAN FRANCISCO	CA	94103-2029
3706	155	PEACH INVSTMT CORP	720 MARKET ST #500	SAN FRANCISCO	CA	94102-2502
3706	156	HANKS TRS	765 MARKET ST #25F	SAN FRANCISCO	CA	94103-2038
3706	157	HURST TRS	1585 HEATHER OAKS LN	WESTLAKE VILLAGE	CA	91361-1545
3706	158	LAURENCE SPITTERS	555 BYRON ST #105	PALO ALTO	CA	94301-2037
3706	159	CLUMECK TRS	765 MARKET ST #26A	SAN FRANCISCO	CA	94103-2038
3706	160	MARK ROBERTS TRS	2755 CAMPUS DR #240	SAN MATEO	CA	94403-2515
3706	161	MARK TRS	2755 CAMPUS DR #240	SAN MATEO	CA	94403-2515
3706	162	MARK ROBERTS TRS	2755 CAMPUS DR #240	SAN MATEO	CA	94403-2515
3706	163	FELIX CHANG	23 GEARY ST #11TH	SAN FRANCISCO	CA	94108-5701
3706	164	FRANCOISE FLEISHHACKER	765 MARKET ST #26F	SAN FRANCISCO	CA	94103-2038
3706	165	PAUL SEDWAY	765 MARKET ST #26G	SAN FRANCISCO	CA	94103-2038
3706	166	MAGNOLIA POST LP	PO BOX 204	PALO ALTO	CA	94302-0204
3706	167	MOSES PRPTYS LLC	PO BOX 194591	SAN FRANCISCO	CA	94119-4591
3706	168	ADMIRALTY ENTERPRISES LLC	2930 YORBA ST	SAN FRANCISCO	CA	94116-2749
3706	169	ZDERIC TRS	765 MARKET ST #27D	SAN FRANCISCO	CA	94103-2036
3706	170	ZDERIC TRS	765 MARKET ST #27D	SAN FRANCISCO	CA	94103-2036
3706	171	CASA SANDOVAL LLC	765 MARKET ST #27E	SAN FRANCISCO	CA	94103-2038
3706	172	PSF INVSTMTS LLC	PO BOX 500	SAN FRANCISCO	CA	94104-0500
3706	173	PSF INVSTMTS LLC	PO BOX 500	SAN FRANCISCO	CA	94104-0500
3706	174	RICHARD & TRUDY ROBERTSON	10487 NE SUNRISE BLUFF LN	BAINBRIDGE ISLAND	WA	98110-4519
3706	175	ELAINE HARTMAN TRS	24700 W 12 MILE RD	SOUTHFIELD	MI	48034-1264
3706	176	HERNANDEZ TRS	765 MARKET ST #28B	SAN FRANCISCO	CA	94103-2038
3706	177	IDEC CORP	1175 ELKO DR	SUNNYVALE	CA	94089-2209
3706	178	MGR TRS	765 MARKET ST #28D	SAN FRANCISCO	CA	94103-2038
3706	179	MARKET ST TRS	765 MARKET ST #28E	SAN FRANCISCO	CA	94103-2038
3706	180	KARSHMER & WHITCHURCH	765 MARKET ST #28F	SAN FRANCISCO	CA	94103-2039
3706	181	CHIN & LISA LIN	765 MARKET ST #28G	SAN FRANCISCO	CA	94103-2039
3706	182	KL TRS	14137 OKANOGAN DR	SARATOGA	CA	95070-5533
3706	183	RICHARD MYRON TRS	765 MARKET ST #29A	SAN FRANCISCO	CA	94103-2039
3706	184	CHRISTOPHER OLOFSON	501 KANSAS AV	KANSAS CITY	KS	66105-1309
3706	185	MANDATO TRS	82 MONTE VISTA AV	ATHERTON	CA	94027-5431
3706	186	MANDATO TRS	82 MONTE VISTA AV	ATHERTON	CA	94027-5431
3706	187	ROBERT NEIL	3550 EL CENTRO ST	ST PETE BEACH	FL	33706
3706	188	KOCHIS WONG TRS	765 MARKET ST #29F	SAN FRANCISCO	CA	94103-2039
3706	189	IRENE CHEUNG TRS	765 MARKET ST #29G	SAN FRANCISCO	CA	94103-2039
3706	190	29H LLC	1801 CENTURY PARK E #STE	LOS ANGELES	CA	90067-2302
3706	191	THIRD SECURITY LLC	1881 GROVE AV	RADFORD	VA	24141-1628
3706	192	PEDRO WEINER	765 MARKET ST #30B	SAN FRANCISCO	CA	94103-2039
3706	193	ELIZABETH CHANG	23 GEARY ST #11TH	SAN FRANCISCO	CA	94108-5701
3706	194	HENDRIE & JOHANSEN	PO BOX 690	SOUTHBOROUGH	MA	01772-0690
3706	195	FRITZ TRS	765 MARKET ST #30E	SAN FRANCISCO	CA	94103-2036
3706	196	LYNN FRITZ TRS	50 FREMONT ST #1150	SAN FRANCISCO	CA	94105-2233
3706	197	ROBERT ARNOLD TRS	1001 4TH AV #4710	SEATTLE	WA	98154-1119
3706	198	PIAZZA TRS	PO BOX 515	KENWOOD	CA	95452-0515
3706	199	MARGARET LIU TRS	765 MARKET ST #31A	SAN FRANCISCO	CA	94103-2039
3706	200	WINOKUR TRS	765 MARKET ST #31D	SAN FRANCISCO	CA	94103-2039
3706	201	WINOKUR TRS	7830 SILVERADO TRL	NAPA	CA	94558-9432
3706	202	JOHN MITHUN TRS	117 CALLE BELLO	SANTA BARBARA	CA	93108-1806
3706	203	TMD INVSTMTS LLC	765 MARKET ST #31F	SAN FRANCISCO	CA	94103-2039
3706	204	MARVIN PRPTYS	PO BOX 1461	PALO ALTO	CA	94302-1461
3706	205	STEVEN & MELINDA MAITA	1900 CENACLE LN	CARMICHAEL	CA	95608-5700
3706	206	ROVENS TRS	765 MARKET ST #32A	SAN FRANCISCO	CA	94103-2036
3706	207	SCHOENBERG TRS	765 MARKET ST #32C	SAN FRANCISCO	CA	94103-2040
3706	208	SCHOENBERG TRS	765 MARKET ST #32D	SAN FRANCISCO	CA	94103-2040
3706	209	THOMAS ORRIN FOSTER EST	PO BOX 450	HICKMAN	CA	95323-0450
3706	210	ROBERT FRIEND TRS	501 2ND ST #720	SAN FRANCISCO	CA	94107-4134
3706	211	JENNIE LEE TRS	765 MARKET ST #32G	SAN FRANCISCO	CA	94103-2040
3706	212	SUSANN CHRISTEN	1279 LEANING OAK DR	NAPA	CA	94558-5355
3706	213	FANG SHIN & ROSE-JEAN CHANG	765 MARKET ST #33A	SAN FRANCISCO	CA	94103-2040
3706	214	ZLOT TRS	765 MARKET ST #33C	SAN FRANCISCO	CA	94103-2040
3706	215	ZLOT TRS	44 MONTGOMERY ST #37	SAN FRANCISCO	CA	94104-4810
3706	216	765 MARKET 33E LLC	1822 PAGE ST	SAN FRANCISCO	CA	94117-1910

3706	217	ELIZABETH MARCUS TRS	765 MARKET ST #33F	SAN FRANCISCO	CA	94103-2040
3706	218	GRAMERCY HLDG LTD	765 MARKET ST #33G	SAN FRANCISCO	CA	94103-2040
3706	219	ANN MATHEWSON TRS	8475 DIERINGER DR	RENO	NV	89511-7555
3706	220	VERMUT TRS	765 MARKET ST #34A	SAN FRANCISCO	CA	94103-2040
3706	221	TERENCE CHANG	23 GEARY ST #11TH	SAN FRANCISCO	CA	94108-5701
3706	222	SAN SIMEON CO LLC	765 MARKET ST #34D	SAN FRANCISCO	CA	94103-2040
3706	223	JOHN BRENNAN TRS	33321 DOWE AV	UNION CITY	CA	94587-2033
3706	224	ROY HAHN TRS	765 MARKET ST #34F	SAN FRANCISCO	CA	94103-2040
3706	225	ANDREW WONG TRS	PO BOX 204	PALO ALTO	CA	94302-0204
3706	226	RICHARD HOWARD	1388 GOUGH ST #901	SAN FRANCISCO	CA	94109-6579
3706	227	BASTA TRS	765 MARKET ST #35A	SAN FRANCISCO	CA	94103-2041
3706	228	RONALD & JOYCE GREEN	4027 CALLE ISABELLA	SAN CLEMENTE	CA	92672-4532
3706	229	HERST TRS	2027 4TH ST #201	BERKELEY	CA	94710-1912
3706	230	VALENTINE & LISTWIN TRS	3480 WOODSIDE RD	WOODSIDE	CA	94062-3640
3706	231	JONATHAN KUTCHINS	28 EXETER ST #703	BOSTON	MA	02116-4843
3706	232	WELCH TRS	765 MARKET ST #35G	SAN FRANCISCO	CA	94103-2041
3706	233	ROBERT BECKER	765 MARKET ST #35H	SAN FRANCISCO	CA	94103-2041
3706	234	KEY STONE INVSTMT PRPTY CORP	2 LILAC DR	ATHERTON	CA	94027-2128
3706	235	MELCHOR TRS	800 N MICHIGAN AV #4601	CHICAGO	IL	60611-2155
3706	236	MELCHOR TRS	800 N MICHIGAN AV #4601	CHICAGO	IL	60611-2155
3706	237	BONAVITO TRS	7303 CAMINO TASSAJARA	PLEASANTON	CA	94588-9427
3706	238	COLES TRS	765 MARKET ST #36F	SAN FRANCISCO	CA	94103-2041
3706	239	NGO NG LEE	765 MARKET ST #36G	SAN FRANCISCO	CA	94103-2041
3706	240	CADHS TRS	6 CARRIAGE HOUSE CT	CHERRY HILL	NJ	08003-5159
3706	241	JOSEPH FANG ETAL	765 MARKET ST #PH1A	SAN FRANCISCO	CA	94103-2041
3706	242	LEO VANMUNCHING TRS	765 MARKET ST #37D	SAN FRANCISCO	CA	94103-2041
3706	243	LEO VANMUNCHING TRS	765 MARKET ST #37D	SAN FRANCISCO	CA	94103-2041
3706	244	EDWARD DOWD TRS	1900 S NORFOLK ST #150	SAN MATEO	CA	94403-1161
3706	245	EDWARD DOWD TRS	765 MARKET ST #37E	SAN FRANCISCO	CA	94103-2041
3706	246	ANTHONY & ROBYN COLES	765 MARKET ST #37G	SAN FRANCISCO	CA	94103-2041
3706	247	DERRICK CHANG	23 GEARY ST #11TH	SAN FRANCISCO	CA	94108-5701
3706	248	JOSEPH FANG ETAL	765 MARKET ST #PH1A	SAN FRANCISCO	CA	94103-2041
3706	249	KENNETH PAIGE	1531 MISSION ST	SAN FRANCISCO	CA	94103-2512
3706	250	KENNETH PAIGE	1531 MISSION ST	SAN FRANCISCO	CA	94103-2512
3706	251	SIXTH AVE PRPTYS LP	2900 6TH AV	SAN DIEGO	CA	92103-5905
3706	252	MEILAHTI LLC	765 MARKET ST #PHIF	SAN FRANCISCO	CA	94103-2036
3706	253	CHANG TRS	1150 BAY LAUREL DR	MENLO PARK	CA	94025-5339
3706	254	KENT HO	765 MARKET ST #PH1H	SAN FRANCISCO	CA	94103-2041
3706	255	LAWRENCE STUPSKI TRS	101 2ND ST #1100	SAN FRANCISCO	CA	94105-3652
3706	256	SUSAN VANWAGNER	765 MARKET ST #PH2C	SAN FRANCISCO	CA	94103-2036
3706	257	SUSAN VANWAGNER	765 MARKET ST #PH2D	SAN FRANCISCO	CA	94103-2036
3706	258	MATINKYTA LLC	765 MARKET ST #PH2E	SAN FRANCISCO	CA	94103-2041
3706	259	HENRY & RITA KHACHATURIAN	360 POST ST #401	SAN FRANCISCO	CA	94108-4907
3706	260	RICHARD BARKER TRS	765 MARKET ST #PH2G	SAN FRANCISCO	CA	94103-2042
3706	261	FIVE POINTE L P	697 MEDER ST	SANTA CRUZ	CA	95060-2311
3706	262	TOWER VIEW TRS	3355 LAS VEGAS BL S	LAS VEGAS	NV	89109-8941
3706	263	WILLIAM LARSON	PO BOX 6043	CARMEL	CA	93921-6043
3706	264	AHMED ELTOUKHY TRS	20 WHY WORRY LN	WOODSIDE	CA	94062-3654
3706	265	GRAND PENTHOUSE LLC	1801 CENTURY PARK E #1010	LOS ANGELES	CA	90067-2312
3706	266	WOODY CREEK INC	29304 SADDLEBAG TRL	MYAKKA CITY	FL	34251-8428
3706	267	WYNNETTE LABROSSE TRS	855 EL CAMINO REAL #13A	PALO ALTO	CA	94301-2305
3706	268	TREASURE KING HLDGS	388 E VALLEY BL #218	ALHAMBRA	CA	91801-5172
3706	269	CB-1 GARAGE CO LLC	1995 BROADWAY #3RD	NEW YORK	NY	10023-5882
3706	270	VII MP SF HOTEL OWNER LLC	645 MADISON AV #18TH	NEW YORK	NY	10022-1010
3706	271	VII MP SF HOTEL OWNER LLC	645 MADISON AV #18TH	NEW YORK	NY	10022-1010
3706	272	REDVLPMT AGENCY - CCSF	1790 BROADWAY #5TH	NEW YORK	NY	10019-1412
3706	273	CB-1 COMMERCIAL CO LLC	1995 BROADWAY #3RD	NEW YORK	NY	10023-5882
3706	274	CONTEMPORARY JEWISH MUSEUM	736 MISSION ST	SAN FRANCISCO	CA	94103-3113
3706	275	REDVLPMT AGENCY - CCSF	770 GOLDEN GATE AV	SAN FRANCISCO	CA	94102-3120
3706	276	CONTEMPORARY JEWISH MUSEUM	736 MISSION ST	SAN FRANCISCO	CA	94103-3113
3706	277	SUNNY & LAUREN SCHWARTZ	207 KING ST #408	SAN FRANCISCO	CA	94107-5452
3707	058	HEARST CORP	5 3RD ST #200	SAN FRANCISCO	CA	94103-3203
3707	063	THIRD & MISSION ASSOCS LLC	423 W 55TH ST #9TH	NEW YORK	NY	10019-4460
3722	257	SF MUSEUM TOWER LLC	PO BOX 4900	SCOTTSDALE	AZ	85261-4900
3722	259	MINNA 22A LLC	100 4 FALLS CORPORATE CTR #CE	CONSHOHOCKEN	PA	19428-2950
3722	260	MADDEN TRS	5955 CORONADO LN	PLEASANTON	CA	94588-8518

3722	261	AIMEE KAROL	188 MINNA ST #22C	SAN FRANCISCO	CA	94105-4052
3722	262	MANDEL TRS	188 MINNA ST #22D	SAN FRANCISCO	CA	94105-4052
3722	263	MICHAEL TRS	188 MINNA ST #22E	SAN FRANCISCO	CA	94105-4052
3722	264	STEVEN BURMEISTER TRS	188 MINNA ST #22F	SAN FRANCISCO	CA	94105-4052
3722	265	SUBRAMANIAN TRS	188 MINNA ST #23A	SAN FRANCISCO	CA	94105-4052
3722	266	ROCK MENG	188 MINNA ST #23B	SAN FRANCISCO	CA	94105-4052
3722	267	LOUIS LAVIGNE TRS	188 MINNA ST #23C	SAN FRANCISCO	CA	94105-4052
3722	268	CYNTHIA LESHER	30890 AURORA DEL MAR	CARMEL	CA	93923-9771
3722	269	NEELAKANTAN HARINARAYAN TRS	15205 VIA COLINA	SARATOGA	CA	95070-6292
3722	270	WEXLER PHU TRS	188 MINNA ST #23F	SAN FRANCISCO	CA	94105-4052
3722	271	KRAMER TRS	188 MINNA ST #24A	SAN FRANCISCO	CA	94105-4052
3722	272	G & M STATHAKIS	2300 OLD SODA SPRINGS RD	NAPA	CA	94558-1218
3722	273	JEREMY POWERS	188 MINNA ST #24C	SAN FRANCISCO	CA	94105-4052
3722	274	SST ST REGIS LLC	8901 W YELLOWSTONE HWY	CASPER	WY	82604-1602
3722	275	PRAKASH AGARWAL	26323 CALLE DEL SOL	LOS ALTOS HILLS	CA	94022
3722	276	DOUGLAS DERWIN	188 MINNA ST #24F	SAN FRANCISCO	CA	94105-4052
3722	277	KLETTER TRS	188 MINNA ST #25A	SAN FRANCISCO	CA	94105-4052
3722	278	B & C WINOGRAD	188 MINNA ST #25B	SAN FRANCISCO	CA	94105-4052
3722	279	RASUL-SULLIVAN TRS	4054 EL BOSQUE DR	PEBBLE BEACH	CA	93953-3011
3722	280	VALERIAN TRS	188 MINNA ST #25D	SAN FRANCISCO	CA	94105-4051
3722	281	LENORE BLEADON TRS	188 MINNA ST #25E	SAN FRANCISCO	CA	94105-4052
3722	282	SYCAMORE PTNRS LP	101 MONTGOMERY ST #2350	SAN FRANCISCO	CA	94104-4151
3722	283	DENNIS HWANG	188 MINNA ST #26A	SAN FRANCISCO	CA	94105-4052
3722	284	AJC TRS	25 ORINDA WY #300	ORINDA	CA	94563-4402
3722	285	NEW REAL CORP INC	388 MARKET ST #1500	SAN FRANCISCO	CA	94111-5316
3722	286	BRUCE GRAY	PO BOX 5068	INCLINE VILLAGE	NV	89450-5068
3722	287	COHEN TRS	188 MINNA ST #26E	SAN FRANCISCO	CA	94105-4052
3722	288	DAVID DACUS	188 MINNA ST #26F	SAN FRANCISCO	CA	94105-4052
3722	289	POMERANTZ TRS	188 MINNA ST #27A	SAN FRANCISCO	CA	94105-4051
3722	290	SIMON FRANCIS	3 LAGOON DR #130	REDWOOD CITY	CA	94065-1566
3722	291	HUO & FUNG CO INC	188 MINNA ST #27C	SAN FRANCISCO	CA	94105-4052
3722	292	WOLLACK TRS	890 FULTON LN	SAINT HELENA	CA	94574-1019
3722	293	CHEN TRS	188 MINNA ST #27E	SAN FRANCISCO	CA	94105-4053
3722	294	DENNIS GRIFFIN	188 MINNA ST #27F	SAN FRANCISCO	CA	94105-4053
3722	295	CHAN TRS	PO BOX 26189	SAN FRANCISCO	CA	94126-6189
3722	296	PAHLMEYER LLC	811 SAINT HELENA HWY S #202	SAINT HELENA	CA	94574-2266
3722	297	NORMAN SCHULTZ TRS	1095 STATE LN	YOUNTVILLE	CA	94599-9473
3722	298	SEQUOIA INC	188 MINNA ST #28D	SAN FRANCISCO	CA	94105-4053
3722	299	ETHELEE BAXTER	188 MINNA ST #28E	SAN FRANCISCO	CA	94105-4053
3722	300	RICHARD CRISMAN	188 MINNA ST #28F	SAN FRANCISCO	CA	94105-4053
3722	301	SHIRLEY HWANG TRS	PO BOX 190037	SAN FRANCISCO	CA	94119-0037
3722	302	AZITA ALIZADEH	188 MINNA ST #29B	SAN FRANCISCO	CA	94105-4053
3722	303	LARRY NATHANSON TRS	188 MINNA ST #29C	SAN FRANCISCO	CA	94105-4051
3722	304	EDWIN LENNOX TRS	188 MINNA ST #29D	SAN FRANCISCO	CA	94105-4053
3722	305	MENSTON LLC	2288 BROADWAY ST	SAN FRANCISCO	CA	94115-1240
3722	306	MICHAEL SHIGEZANE	3705 RALSTON AV	HILLSBOROUGH	CA	94010-6735
3722	307	KIRKPATRICK TRS	182 HOWARD ST	SAN FRANCISCO	CA	94105-1611
3722	308	JULIE SHAYESTEHMEHR	7125 OBELISCO CIR	CARLSBAD	CA	92009-6522
3722	309	GAUDIANI TRS	168 DEGAS RD	PORTOLA VALLEY	CA	94028-7709
3722	310	DICK WILLIAMS	5355 WESTRIDGE DR	BOULDER	CO	80301-6502
3722	311	PATRICIA FITZPATRICK TRS	188 MINNA ST #30E	SAN FRANCISCO	CA	94105-4053
3722	312	YOON LEE	1500 WHITEHALL LN	SAINT HELENA	CA	94574-9685
3722	313	JERALD & DALE FISHMAN	60 MEADOWBROOK RD	WESTON	MA	02493-2406
3722	314	TCHIKOVANI TRS	40 BUCK CT	WOODSIDE	CA	94062
3722	315	CARTER TRS	188 MINNA ST #31C	SAN FRANCISCO	CA	94105-4053
3722	316	BROWN TWO LLC	515 LYTTON AV	PALO ALTO	CA	94301-1538
3722	317	SKYHOUSE LLC	101 YGNACIO VALLEY RD #310	WALNUT CREEK	CA	94596
3722	318	SONMEZ TRS	188 MINNA ST #31F	SAN FRANCISCO	CA	94105-4053
3722	319	REBECCA MOORES TRS	PO BOX 1009	DEL MAR	CA	92014-1009
3722	320	MEILI LIN	15024 SPERRY LN	SARATOGA	CA	95070-6240
3722	321	VICTOR CHEN TRS	1475 TULARCITOS DR	MILPITAS	CA	95035-7615
3722	322	EDWARD BYRD TRS	101 CALIFORNIA ST	SAN FRANCISCO	CA	94111-5802
3722	323	OLIVER & SUSAN FLACH	102 LEOTAR CT	LOS GATOS	CA	95032-6510
3722	324	R & B MCINTOSH	10607 VENTUCOPA PL	BAKERSFIELD	CA	93311-3152
3722	325	LARISSA ROESCH	59 VICENTE RD	BERKELEY	CA	94705-1603
3722	328	JEFFRY ALLEN TRS	150 LOOKOUT LN	WHITEFISH	MT	59937-8165

3722	327	188 MINNA 33C LLC	188 MINNA ST #33C	SAN FRANCISCO	CA	94105-4054
3722	328	STEVEN BRAUSER	17 E 12TH ST	NEW YORK	NY	10003-4300
3722	329	WILSON TRS	4 EMBARCADERO CTR #3330	SAN FRANCISCO	CA	94111-4184
3722	330	KHOO HUI LENG TRS	182 HOWARD ST #001	SAN FRANCISCO	CA	94105-1611
3722	331	MARK BENYUNES	188 MINNA ST #34A	SAN FRANCISCO	CA	94105-4054
3722	332	S & C GOLDSWORTHY	188 MINNA ST #34B	SAN FRANCISCO	CA	94105-4051
3722	333	WU TRS	11570 UPLAND WAY	CUPERTINO	CA	95014-5104
3722	334	DONALD RIEHL TRS	PO BOX 51070	PACIFIC GROVE	CA	93950-6070
3722	335	JESSNICK TRS	188 MINNA ST #34E	SAN FRANCISCO	CA	94105-4054
3722	336	LOWE & GARGIULO TRS	188 MINNA ST #34F	SAN FRANCISCO	CA	94105-4054
3722	337	KROLL TRS	26 N AVALON DR	LOS ALTOS	CA	94022-2315
3722	338	ROCK TRS	188 MINNA ST #35B	SAN FRANCISCO	CA	94105-4054
3722	339	W & B BROWN	188 MINNA ST #35C	SAN FRANCISCO	CA	94105-4054
3722	340	SF MUSEUM TOWER LLC	188 MINNA ST #35D	SAN FRANCISCO	CA	94105
3722	341	THOMPSON TRS	PO BOX 1029	MENLO PARK	CA	94026-1029
3722	342	SARAI TRS	142 FREEDOM CT	FREMONT	CA	94539-6257
3722	343	THEODORE SHIFF TRS	188 MINNA ST #36A	SAN FRANCISCO	CA	94105-4054
3722	344	THOMAS MITTS TRS	188 MINNA ST #36B	SAN FRANCISCO	CA	94105-4054
3722	345	POMERANTZ TRS	188 MINNA ST #36C	SAN FRANCISCO	CA	94105-4054
3722	346	LSI DESIGN & INTEGRATION CORP	PO BOX 66742	SCOTTS VALLEY	CA	95067-6742
3722	347	MACDONNELL TRS	2755 CAMPUS DR #240	SAN MATEO	CA	94403-2515
3722	348	CROWN ST LLC	PO BOX 10195	PALO ALTO	CA	94303-0995
3722	349	188 MINNA 37B LLC	715 VICTORIA ST	SAN FRANCISCO	CA	94127-2838
3722	350	CHIA JU LAN TRS	450 PULLMAN RD	HILLSBOROUGH	CA	94010-6718
3722	351	HOWARD & LISA HYMAN	188 MINNA ST #37D	SAN FRANCISCO	CA	94105-4054
3722	352	MUSEUM TOWER TRS	PO BOX 318	CARTHAGE	TN	37030-0318
3722	353	GARY BRIDGE TRS	188 MINNA ST #38A	SAN FRANCISCO	CA	94105-4054
3722	354	ETHAN BANCROFT DORR	188 MINNA ST #38B	SAN FRANCISCO	CA	94105-4054
3722	355	TODD LONG	188 MINNA ST #38C	SAN FRANCISCO	CA	94105-4054
3722	356	REAPMORE INVSTMT	188 MINNA ST #38D	SAN FRANCISCO	CA	94105-4054
3722	357	TELESOFT MGMT SVCS LLC	188 MINNA ST #38E	SAN FRANCISCO	CA	94105-4054
3722	358	SRPH INC	73 WILDWOOD GDNS	PIEDMONT	CA	94611-3831
3722	359	SRPH INC	73 WILDWOOD GDNS	PIEDMONT	CA	94611-3831
3722	360	SRPH INC	73 WILDWOOD GDNS	PIEDMONT	CA	94611-3831
3723	113	SFRA	PO BOX 130940	CARLSBAD	CA	92013-0940
3723	114	WESTFIELD METREON LLC	11601 WILSHIRE BL #11	LOS ANGELES	CA	90025-1747
3723	115	WESTFIELD METREON LLC	11601 WILSHIRE BL #11	LOS ANGELES	CA	90025-1747
3723	116	SF REDVLPMT AGENCY	770 GOLDEN GATE AV	SAN FRANCISCO	CA	94102
3723	117	SF REDVLPMT AGENCY	770 GOLDEN GATE AV	SAN FRANCISCO	CA	94102
9999	999	. . . . .	. . . . .	. . . . .	.	. .

BOARD of SUPERVISORS

City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No. 554-5184
Fax No. 554-5163
TDD/TTY No. 544-5227

March 19, 2014

Thomas N. Lippe
Law Offices of Thomas N. Lippe
201 Mission Street, 12th Floor
San Francisco, CA 94105

File No. 140255
Appeal of Tentative Parcel Map - 738 Mission Street
Assessor's Block No. 3706, Lot No. 277
4 Lot Subdivision

Dear Mr. Lippe:

This is in reference to the appeal you submitted concerning approval of the subject Tentative Parcel Map for property located at:

738 Mission Street, Assessor's Block No. 3706, Lot No. 277

A hearing date has been scheduled on **Tuesday, April 8, 2014, at 3:00 p.m.**, at the Board of Supervisors meeting to be held in City Hall, Legislative Chamber, Room 250, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

Please note: Your appeal letter also mentions Lot Nos. 275 and 093, and also the 706 Mission Street address. The Board of Supervisors will only be hearing an appeal of the Department of Public Works approval on March 4, 2014, of 738 Mission Street Block No. 3706, Lot No. 277.

Please provide 1 electronic copy (sent to BOS.Legislation@sfgov.org) and 18 hard copies to the Clerk's Office by:

8 days prior to the hearing:	any documentation which you may want available to the Board members prior to the hearing;
15 days prior to the hearing:	names and addresses of interested parties to be notified of the hearing in label format.

If you have any questions, please feel free to contact Legislative Deputy Director, Rick Caldeira at (415) 554-7711, or Legislative Clerks, Joy Lamug at (415) 554-7712, or John Carroll at (415) 554-4445.

Sincerely,

Angela Calvillo
Clerk of the Board

c:
Project Sponsor, Successor Agency to the San Francisco Redevelopment Agency, One South Van Ness, 5th Floor, San Francisco, CA 94103, Attn. Christine Maher
Jon Givner, Deputy City Attorney
Kate Stacy, Deputy City Attorney
Marlena Byrne, Deputy City Attorney
John Malamut, Deputy City Attorney
Mohammed Nuru, Director, Department of Public Works
Jerry Sanguinetti, Manager, Department of Public Works-Bureau of Street Use and Mapping
Fuad Sweiss, City Engineer, Department of Public Works
AnMarie Rodgers, Planning Department
Scott Sanchez, Zoning Administrator, Planning Department
Sarah Jones, Environmental Review Officer, Planning Department
Joy Navarrete, Planning Department
Tina Tam, Planning Department
Tim Frye, Planning Department
Debra Dwyer, Planning Department

(BOS)

From: Caldeira, Rick (BOS)
Sent: Friday, March 28, 2014 2:23 PM
To: BOS Legislation
Subject: FW: Appeal of Tentative Parcel Map - 738 Mission Street

For file.

From: Tom Lippe [mailto:lippelaw@sonic.net]
Sent: Friday, March 28, 2014 2:01 PM
To: Veneracion, April (BOS)
Cc: Givner, Jon (CAT); Caldeira, Rick (BOS); Carroll, John (BOS)
Subject: Re: Appeal of Tentative Parcel Map - 738 Mission Street

April

Thank you for following up on the continuance idea. After speaking with Mr Givner of the City Attorney's office, I am satisfied that as long as the hearing opens within 30 days (i.e., on April 8) it may be continued from time to time thereafter before it closes without the tentative map being "deemed approved" under Gov't Code section 66452.5(d) as construed in *Knoell v. City of Lompoc* (1987) 195 Cal.App.3d 378, 381.

However, I am also convinced that this course of action is not advisable unless all parties are in agreement. In that regard, my understanding is that the "subdivider" for this subdivision approval is the Successor Agency to the Redevelopment Agency. It is also my understanding that Millenium Partners and 706 Mission Street LLC have an interest this subdivision approval such that their agreement is also necessary.

Therefore, if all of these parties (and DPW) agree, I also agree that the hearing on this appeal may commence on April 8, and then be continued to a later date without closing the hearing.

Tom Lippe
Law Offices of Thomas N. Lippe APC
201 Mission St., 12th Floor
San Francisco, CA 94105
Tel 415 777-5604 x 1
Fax 415 777-5606
e-mail: lippelaw@sonic.net
Web: www.lippelaw.com

On 3/28/2014 11:30 AM, Veneracion, April (BOS) wrote:

> Hi Tom, Please call me as soon as you are able to discuss the date for this appeal hearing.
> Take care,
> April

From: Tom Lippe [mailto:lippelaw@sonic.net]
Sent: Friday, March 28, 2014 11:01 AM
To: Lamug, Joy
Cc: Givner, Jon (CAT); Stacy, Kate (CAT); Byrne, Marlena (CAT); Malamut, John (CAT); Nuru, Mohammed (DPW); Sanguinetti, Jerry (DPW); Sweiss, Fuad (DPW); Rodgers, AnMarie (CPC); Sanchez, Scott (CPC); Jones, Sarah (CPC); Navarrete, Joy (CPC); Tam, Tina (CPC); Frye, Tim (CPC); Dwyer, Debra (CPC); Ionin, Jonas (CPC); Storrs, Bruce (DPW); BOS-Supervisors; BOS-Legislative Aides; Calvillo, Angela (BOS); Caldeira, Rick (BOS); Maher, Christine; Chan, Cheryl (DPW); Carroll, John (BOS)
Subject: Re: Appeal of Tentative Parcel Map - 738 Mission Street

Ms Lamug:

Your email below says: "**8 days prior to the hearing:** any documentation which you may want available to the Board members prior to the hearing"

If I submit my materials by email, how many paper copies do I need to provide to you?

Tom Lippe
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San Francisco, CA 94105
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Web: www.lippelaw.com

On 3/19/2014 4:52 PM, Lamug, Joy wrote:

> Dear Mr. Lippe:
>
> This is in reference to the appeal you submitted concerning approval of the subject Tentative Parcel Map for property located at:
>
> 738 Mission Street, Assessor's Block No. 3706, Lot No. 277
>
> A hearing date has been scheduled on **Tuesday, April 8, 2014, at 3:00 p.m.**, at the Board of Supervisors meeting to be held in City Hall, Legislative Chamber, Room 250, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.
>
> Please note: Your appeal letter also mentions Lot Nos. 275 and 093, and also the 706 Mission Street address. The Board of Supervisors will only be hearing an appeal of the Department of Public Works approval on March 4, 2014, of 738 Mission Street, Block No. 3706, Lot No. 277.
>
> Please provide 1 electronic copy (sent to BOS.Legislation@sfgov.org) and 18 hard copies to the Clerk's Office by:

8 days prior to the hearing: any documentation which you may want available to the Board members prior to the hearing;

15 days prior to the hearing: names and addresses of interested parties to be notified of the hearing in label format.

If you have any questions, please feel free to contact Legislative Deputy Director, Rick Caldeira at (415) 554-7711, or Legislative Clerks, Joy Lamug at (415) 554-7712, or John Carroll at (415) 554-4445.

Thank you.

Joy Lamug
Legislative Clerk
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244
San Francisco, CA 94102
Direct: (415) 554-7712 | Fax: (415) 554-5163
Email: joy.lamug@sfgov.org
Web: www.sfbos.org

Please complete a Board of Supervisors Customer Service Satisfaction form by clicking here.

The Legislative Research Center provides 24-hour access to Board of Supervisors legislation, and archived matters since August 1998.

From: Caldeira, Rick (BOS)
Sent: Thursday, March 27, 2014 10:28 AM
To: BOS Legislation
Subject: FW: 706 Mission St/Mexican Museum Project - appeal of subdivision approval

For file.

-----Original Message-----
From: Tom Lippe [mailto:lippelaw@sonic.net]
Sent: Thursday, March 27, 2014 10:25 AM
To: Kim, Jane (BOS)
Cc: Caldeira, Rick (BOS)
Subject: 706 Mission St/Mexican Museum Project - appeal of subdivision approval

Dear Supervisor Kim

I represent The 765 Market Street Residential Owners Association and the Friends of Yerba Buena regarding the 706 Mission St/Mexican Museum Project.

I filed an appeal of a recent DPW subdivision approval for this Project (DPW Project No. 7969) which is scheduled for hearing by the Board of Supervisors on April 8, 2014 at 3:30 p.m.

My clients also intend to appeal DPW's anticipated approval of a second subdivision approval for this Project (DPW Project No. 7970) when it is ripe to do so, which I expect will happen in the next several weeks.

I am writing to request a continuance of the April 8 hearing on Project 7969 to whatever date the anticipated appeal of Project 7970 is scheduled for hearing, as it would be most efficient to hear both appeals on the same day.

The Board's guidelines suggest that further papers in support of the appeal be submitted 8 days before the April 8 hearing, which is Monday, March 31. Since it would be most efficient to submit one set of papers, it would be much appreciated if the requested continuance could be confirmed before the close of business tomorrow.

I also have a secondary reason to ask for a continuance. I have a hearing scheduled in San Francisco Superior Court on April 8, 2014 at 1:30 p.m. It is possible I will be finished with that hearing by 3:00 p.m., but it is also possible that I will not be finished in time to make the Board's hearing. Therefore, if the above request is not possible, I request a one week extension to accommodate this scheduling conflict.

Thank you for your attention to this request.

--
Tom Lippe
Law Offices of Thomas N. Lippe APC
201 Mission St., 12th Floor
San Francisco, CA 94105
Tel 415 777-5604 x 1
Fax 415 777-5606
e-mail: lippelaw@sonic.net
Web: www.lippelaw.com

Caldeira, Rick (BOS)

From: Tom Lippe [lippelaw@sonic.net]
Sent: Wednesday, March 26, 2014 4:31 PM
To: Caldeira, Rick (BOS)
Cc: Lamug, Joy; Tse, John (BOS); Givner, Jon (CAT)
Subject: Re: Appeal of Tentative Parcel Map - 738 Mission Street (File No. 140255) - Assessor's Block No. 3706, Lot No. 277, 4 Lot Subdivision

Dear Mr. Caldeira

Thank you for your note. My clients and I intend to proceed with the appeal of the approved tentative map for Project 7969.

My clients also intend appeal the approval of the tentative map for Project 7970 when it is ripe to do so.

I also intend to ask Supervisor Kim to continue the April 8 hearing on Project 7969 to whatever date the anticipated appeal of Project 7970 is scheduled for hearing.

Thank you.

Tom Lippe
Law Offices of Thomas N. Lippe APC
201 Mission St., 12th Floor
San Francisco, CA 94105
Tel 415 777-5604 x 1
Fax 415 777-5606
e-mail: lippelaw@sonic.net
Web: www.lippelaw.com

On 3/26/2014 12:16 PM, Caldeira, Rick (BOS) wrote:

> Dear Mr. Lippe:
>
> On March 14, 2014, you filed an appeal of the above referenced tentative map. Your cover letter indicated that you were seeking to appeal the "approval of Subdivision Map for Project 7970." Due to the fact that you attached a copy of a March 4, 2014, letter from the Department of Public Works stating that the City and County Surveyor had approved a different tentative map—for Project 7969 (Assessor's Block No. 3706, Lot No. 277). The City and County Surveyor has not approved the map for Project 7970, which you mentioned in your cover letter. As we informed you in our letter dated March 19, 2014, the Board of Supervisors cannot consider an appeal of Project 7970 because such an appeal is not ripe at this time. Because you attached the March 4, 2014, letter regarding Project 7969, the Clerk's Office construes your filing as an appeal of that tentative map. Please confirm by no later than 9:00 a.m. tomorrow, March 27, 2014, that you intended to appeal the approved tentative map for Project 7969. If we have misconstrued your appeal, then we will cancel the hearing currently scheduled for April 8, 2014.

Please confirm by replying to this e-mail no later than 9:00 a.m. tomorrow, March 27, 2014. If we do not hear from you we will move forward on the appeal for 738 Mission Street, Assessor's Block No. 3706, Lot No. 277, 4 Lot Subdivision.

Regards,

Rick Caldeira, MMC
Legislative Deputy Director
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244
San Francisco, CA 94102
Phone: (415) 554-7711 | Fax: (415) 554-5163
rick.caldeira@sfgov.org | www.sfbos.org

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BOARD of SUPERVISORS

City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel No. 554-5184
Fax No. 554-5163
TDD/TTY No. 544-5227

14 MAR 20 AM 8:35
DEPT. PUBLIC WORKS
DIRECTOR'S OFFICE

March 19, 2014

Mohammed Nuru
Director of Public Works
City Hall, Room, 348
San Francisco, CA 94102

File Number 140255
Appeal of Tentative Parcel Map for 738 Mission Street
Assessor's Block No. 3706, Lot No. 277
4 Lot Subdivision

Dear Director Nuru:

The Office of the Clerk of the Board is in receipt of an appeal filed by Thomas N. Lippe, on behalf of 765 Market Street Residential Owners Association, the Friends of Yerba Buena, Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins, regarding the decision of the Department of Public Works dated March 4, 2014, affirming the approval of a Tentative Parcel Map for a 4 Lot Subdivision at 738 Mission Street.

By copy of this letter, the City Engineer's Office is advised the Board of Supervisors will have the appeal scheduled for public hearing on April 8, 2014, at 3:00 p.m., at the Board of Supervisors meeting to be held in City Hall, Legislative Chamber, Room 250, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

Please note: The Appellant's letter also mentions Lot Nos. 275 and 093, and also the 706 Mission Street address. The Board of Supervisors will only be hearing the appeal of the Department of Public Works approval on March 4, 2014, of 738 Mission Street Block No. 3706, Lot No. 277.

Pursuant to Subdivision Code Section 1315, enclosed is the filing fee of $290.00 paid by the appellant for deposit to your Subdivision Fund.

Sincerely,

Angela Calvillo
Clerk of the Board

c:
Jon Givner, Deputy City Attorney
Kate Stacy, Deputy City Attorney
Marlena Byrne, Deputy City Attorney
John Malamut, Deputy City Attorney
Jerry Sanguinetti, Manager, DPW-Bureau of Street Use and Mapping
Fuad Sweiss, City Engineer, Department of Public Works
AnMarie Rodgers, Planning Department
Scott Sanchez, Zoning Administrator, Planning Department
Sarah Jones, Environmental Review Officer, Planning Department
Joy Navarrete, Planning Department
Tina Tam, Planning Department
Tim Frye, Planning Department
Debra Dwyer, Planning Department

From:	Caldeira, Rick (BOS)
Sent:	Wednesday, March 26, 2014 12:17 PM
To:	Tom Lippe
Cc:	Lamug, Joy; Tse, John (BOS); Givner, Jon (CAT)
Subject:	Appeal of Tentative Parcel Map - 738 Mission Street (File No. 140255) - Assessor's Block No. 3706, Lot No. 277, 4 Lot Subdivision
Importance:	High

Dear Mr. Lippe:

On March 14, 2014, you filed an appeal of the above referenced tentative map. Your cover letter indicated that you were seeking to appeal the "approval of Subdivision Map for Project 7970." Due to the fact that you attached a copy of a March 4, 2014, letter from the Department of Public Works stating that the City and County Surveyor had approved a different tentative map—for Project 7969 (Assessor's Block No. 3706, Lot No. 277). The City and County Surveyor has not approved the map for Project 7970, which you mentioned in your cover letter. As we informed you in our letter dated March 19, 2014, the Board of Supervisors cannot consider an appeal of Project 7970 because such an appeal is not ripe at this time. Because you attached the March 4, 2014, letter regarding Project 7969, the Clerk's Office construes your filing as an appeal of that tentative map. Please confirm by no later than 9:00 a.m. tomorrow, March 27, 2014, that you intended to appeal the approved tentative map for Project 7969. If we have misconstrued your appeal, then we will cancel the hearing currently scheduled for April 8, 2014.

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Regards,

Rick Caldeira, MMC
Legislative Deputy Director
Board of Supervisors
1 Dr. Carlton B. Goodlett Place, City Hall, Room 244
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City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco 94102-4689
Tel. No 554-5184
Fax No. 554-5163
TTD/TTY No. 5545227

NOTICE OF PUBLIC HEARING

BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO

NOTICE IS HEREBY GIVEN THAT the Board of Supervisors of the City and County of San Francisco will hold a public hearing to consider the following proposal and said public hearing will be held as follows, at which time all interested parties may attend and be heard:

Date: **Tuesday, April 8, 2014**

Time: **3:00 p.m.**

Location: **Legislative Chamber, Room 250 City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102**

Subject: **File No. 140255.** Hearing of persons interested in or objecting to the decision of the Department of Public Works dated March 4, 2014, approving a Tentative Parcel Map for a 4-lot subdivision located at 738 Mission Street, Assessor's Block No. 3706, Lot No. 277. (District 6) (Appellants: Thomas N. Lippe, on behalf of 765 Market Street Residential Owners Association, the Friends of Yerba Buena, Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins) (Filed March 14, 2014).

Pursuant to Government Code, Section 65009, the following notice is hereby given: if you challenge, in court, the general plan amendments or planning code and zoning map amendments described above, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice, or in written correspondence delivered to the Board of Supervisors at, or prior to, the public hearing.

In accordance with Administrative Code, Section 67.7-1, persons who are unable to attend the hearing on these matters may submit written comments to the City prior to the time the hearing begins. These comments will be made part of the official public record in these matters, and shall be brought to the attention of the Board of Supervisors. Written comments should be addressed to Angela Calvillo, Clerk of the Board, Room 244, City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102. Information relating to this matter is available in the Office of the Clerk of the Board and agenda information will be available for public review on April 4, 2014.

Angela Calvillo
Clerk of the Board

MAILED/POSTED: **March 26, 2014**

Streamlining search for camps

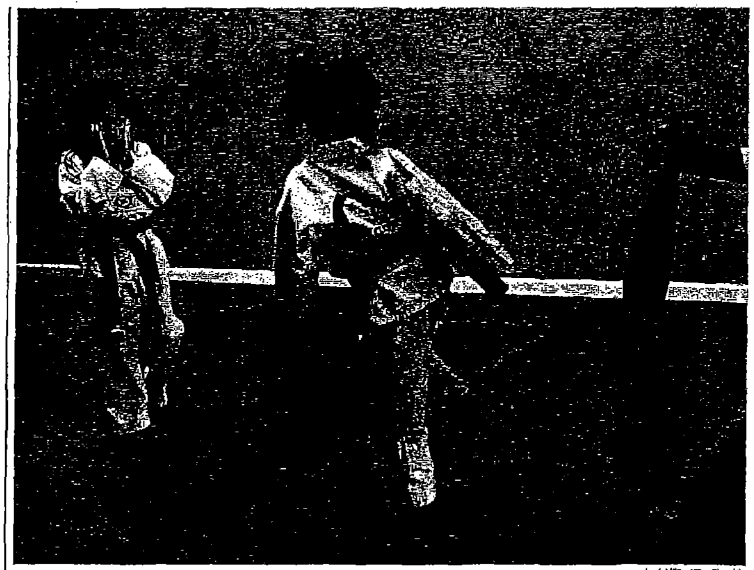
Camps from page C1

"We are both moms and both engineers, and we got the idea because we had this problem ourselves," said Shilpa Dalmia, who co-founded Mountain View's ActivityHero with Peggy Chang (no relation to Camperoo's founder). "Searching for camps is really hard. We wanted to build a one-stop shop to help parents like us search and book camps and after-school activities all in one place."

Camperoo's Chang, who is based in Palo Alto, faced similar problems from the camp director's side. As founder of a summer technology camp, she was looking for a new registration system and was dismayed that choices seemed inadequate.

"I started realizing that camps needed a marketplace run like an e-commerce company," she said. "For camps, it would provide access to new customers, and for parents, it would be easier to have access to have everything in one place."

Both companies aim to be like Expedia or Orbitz for summer camps — along with a splash of Yelp, as they each include parents' reviews (although Camperoo's reviews are not yet online).



Leah Millis / The Chronicle

Kady Tsuboi (left) watches her sister, Lia Tsuboi, as she practices her kicking technique at Core Taekwondo in San Mateo.

Potential market

The market potential is large. Camps are a $15 billion market nationwide, according to the American Camp Association. Classes and other after-school activities are around the same size.

Both companies take a commission on bookings. At ActivityHero, it ranges from 5 to 10 percent; at Camperoo, it's 12 percent. Listing is free on both sites, but ActivityHero gives better position to camps that agree to pay a cost-per-click fee when users navigate to their sites.

Both provide registration tools to camps, streamlining the process, Feiman said.

"Every camp registration has you fill out the same dozens of questions," she said. "If you have two kids going to several different camps over the summer, it gets cumbersome. It makes it easy that it's in one convenient location. And it helps me as a camp director to have an online system, so if someone scrapes their knee, the contact info is all in the same portal, instead of flipping through a big binder."

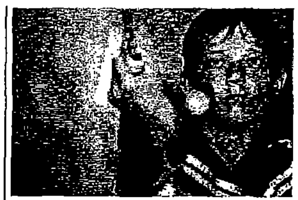
King Kaufman, a San Francisco dad who signed up his 8-year-old daughter for the Mission Cultural Center Camp for Latino Arts through Camperoo, said he sees the potential even though the site "wasn't quite there yet."

Rush to sign up

Signups for the city's Recreation and Park department summer camps open at a certain time on a certain Saturday, and eager parents often overwhelm the site.

"You have to sit there and refresh the page for however many hours it takes," Kaufman said.

He would welcome a more functional online alternative.



Carter McMahon concentrates on his routine as he works out with nunchucks at Core Taekwondo.

Camperoo started a year ago and has listings from about 500 companies offering 3,500 programs nationwide. ActivityHero, which will soon turn 3 years old, lists 14,000 providers nationwide, including 3,500 in the Bay Area.

Getting the word out to camps is among the biggest challenges, Dalmia said.

"We love camp fairs; they are a great place for us to talk to providers and sign them up," she said. "If they are at a camp fair, it means they're looking to market."

Similar services

Several other websites offer similar services. One big one is ACAcamps.org, run by the American Camp Association, with more than 3,000 camps and 8,000 programs listed, but it only includes camps accredited by the association. Overnight camps are more likely to invest the resources in getting accredited, camp directors said.

Hans and Jennifer Hartvickson, who write children's books under the pen name Mister Lemur, listed their Adventures in Writing summer camp on Camperoo last year and this year. Though he can tell the site is still ramping up its offerings, Hans thinks websites are superior solution for those who long relied on parenting magazines.

"She is filling that need for parents and changing the way families learn about camps," he said.

Carolyn Said is a San Francisco Chronicle staff writer. E-mail: csaid@sfchronicle.com Twitter: @csaid

No more retweets — now just share it

Twitter from page C1

day that lets users upload several pictures at once and tag users in photos — popular features on Facebook.

Company executives have acknowledged a problem with retaining new users, some of whom drop Twitter because they don't understand how it works.

Twitter reported 241 million monthly active users in the fourth quarter of 2013 — up 30 percent from 185 million in the same period of the previous year. But the rate of growth was slower than the previous period and its user engagement declined, leading CEO Dick Costolo to announce on an earnings call last month that the company would work to make its site easier to use.

"It will be a combination of changes introduced over the course of the year that will start to change the slope of the growth curve," he said.

It's not clear whether Twitter's shift away from jargon will be a permanent switch. The company regularly tests changes to its interface; in February, Twitter experimented with a major redesign of some users' pages that incorporated larger photos, making individual accounts look more like profiles on Google+ or Facebook.

A company spokeswoman declined to comment about the "Retweet" button. But in a post on its website, Twitter said its new photo feature — which allows users to tag up to 10 people per picture — "makes conversations around photos fun and easy."

Tags will not be counted in Twitter's strict 140-character limit. Users who get tagged receive a notification, much like on Facebook.

Users can also create a collage of up to four photos in a single tweet. The feature reached iPhone on Wednesday, and will soon be released for Android users and those who post through the Twitter website. Users on any platform can view tweets with multiple photos.

San Francisco Chronicle staff writer Julie Balise contributed to this report.

Benny Evangelista is a San Francisco Chronicle staff writer. E-mail: bevangelista@sfchronicle.com

LEGAL NOTICES

legalnotice.org/pl/sfgate

PUBLIC NOTICES CITY

CITATION
SUPERIOR COURT FOR THE STATE OF CALIFORNIA FOR THE CITY AND COUNTY OF SAN FRANCISCO
UNIFIED FAMILY COURT
Case Number: JD13-3139

In the Matter of: C.D.C., A Minor

To: Kenneth W. Gibson, Alleged Father and Ashley Ramos Colston, Mother; and any other person(s) claiming to be the Parent(s) of said minor.

You are hereby notified that the San Francisco Juvenile Dependency Court has ordered a hearing pursuant to Welfare and Institutions Code Section 366.26, to determine whether your parental rights should be terminated and your child(ren) be freed from your custody and control for the purpose of having him adopted.

BY ORDER OF THIS COURT, you are hereby cited and required to appear before this Court on the day of June 18, 2014 at 1:35 p.m., at the Juvenile Dependency Court, 400 McAllister Street, Room 425, San Francisco, California, then and there to show cause, if any you have, why said minor(s) should not be declared free from the custody and control of his parent(s). This proceeding is for the purpose of developing a permanent plan for the child(ren), which could include adoption.

If you appear on the above-mentioned date in the above-mentioned courtroom, the Judge will advise you of the nature of the proceedings, the procedures, and possible consequences of the entitled action. The parent(s) of the minor(s) have the right to have an attorney present and, if the parent(s) cannot afford an attorney, the Court will appoint an attorney for the parent(s).

Dated: March 25, 2014
CAT VALDEZ, Legal Assistant for Petitioner, Department of Human Services (415) 554-3835
By: DAMON CARTER, Deputy Clerk

NOTICE OF HEARING OF POSSIBLE CHANGES TO MUNICIPAL RAILWAY TRANSIT SERVICES. THE SFMTA WILL PRESENT, DISCUSS, AND CONSIDER TRANSIT EFFECTIVENESS PROJECT PROPOSALS FOR CHANGING MUNICIPAL RAILWAY OPERATING FREQUENCIES AND ROUTES INCLUDING INCREASING FREQUENCY ON THE F (DURING THE PM PEAK PERIOD), J, K, L, M, N, T, 1, 2, 5, 8X/AX/BX, 9, 9L, 10, 14L, 14X, 17, 21, 22, 24, 38, 28L, 29, 30, 30X, 31, 33, 37, 38, 38L, 41, 43, 44, 47, 52, 54, AND 71/71L TRANSIT ROUTES; DECREASING FREQUENCY ON THE F (DURING THE AM PEAK PERIOD), 2 (WEST OF PRESIDIO DURING PEAK HOURS ONLY), 3, 6, 8X (NORTH OF BROADWAY MIDDAY), AND 48 ROUTES (WEST OF DIAMOND STREET & EAST OF CONNECTICUT STREET ONLY); EXPANDING THE HOURS OF OPERATION ON THE 2 AND 10 ROUTES; ADDING NEW E EMBARCADERO AND 11 DOWNTOWN CONNECTOR TRANSIT ROUTES; MAKING PERMANENT 5L FULTON LIMITED SERVICE, ADDING SUNDAY SERVICE ON THE 38L GEARY LIMITED, AND ADDING ALL DAY LIMITED SERVICE ON THE 28L 19TH AVENUE LIMITED AND 71L HAIGHT/NORIEGA LIMITED TRANSIT ROUTES; REALIGNING TRANSIT ROUTES (INCLUDING IN SOME CASES ELIMINATING SEGMENTS OF SERVICE) FOR THE 2, 8X, 10, 16X, 17, 18, 22, 28, 28L, 29, 33, 35, 43, 47, 48, 52, AND 76; AND ELIMINATING THE 12 FOLSOM ROUTE (NOTE ALL SEGMENTS OF THE 12 WOULD BE SERVED BY OTHER TRANSIT ROUTES). The San Francisco Municipal Transportation Agency Board of Directors will hold a public hearing on March 28, 2014. At the hearing, the SFMTA Board will decide on changes to Municipal Railway operating schedule and routes. This hearing will be held at City Hall, #1 Dr. Carlton B. Goodlett Place, Room 400 at 8:00 a.m. The most up-to-date information and additional information can be obtained at www.sfmta.com/tep.

NOTICE OF PUBLIC HEARING
BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO
NOTICE IS HEREBY GIVEN THAT the Board of Supervisors of the City and County of San Francisco will hold a public hearing to consider the following proposal and said public hearing will be held as follows, at which time all interested parties may attend and be heard: Date: Tuesday, April 8, 2014, Time: 3:00 p.m. Location: Legislative Chamber, Room 250 located at City Hall, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102

Subject: File No. 140255. Hearing of persons interested in or objecting to the decision of the Department of Public Works dated March 4, 2014, approving a Tentative Parcel Map for a 4-lot subdivision located at 738 Mission Street, Assessor's Block No. 3706, Lot No. 277. (District 6) (Appellants: Thomas N. Lippe, on behalf of 765 Market Street Residential Owners Association, the Friends of Yerba Buena, Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins) (Filed March 14, 2014).

FICTITIOUS BUSINESS NAMES

FICTITIOUS BUSINESS NAME STATEMENT
FILE NO. A-0357396-00

The following person is doing business as: Monsieur Benjamin, 451 Gough Street, San Francisco, CA 94102. Full name of registrant #1: CLR Bistro LLC (CA), 22 Hawthorne Street, San Francisco, CA 94105. This business is conducted by a limited liability company.

The registrant commenced to transact business under the above-listed fictitious business name on: N/A.

This statement was filed with the County Clerk of San Francisco on: March 25, 2015.

March 28, April 4, 11, 18, 2014

FICTITIOUS BUSINESS NAME STATEMENT
FILE NO. A-0356884-00

The following person is doing business as: 1) Tonewood Studio 2) Tonewood Piano Studio, 3410 Geary Blvd, #333, San Francisco, CA 94118. Full name of registrant #1: Amy Norman, 202 6th Avenue, San Francisco, CA 94118. This business is conducted by an individual.

The registrant commenced to transact business under the above-listed fictitious business name on 12/21/2012.

This statement was filed with the County Clerk of San Francisco on: February 28, 2014.

March 7, 14, 21, 28, 2014

FICTITIOUS BUSINESS NAME STATEMENT
FILE NO. A-0357153-00

The following person is doing business as: 1904 Mission, 1906 Mission Street, San Francisco, CA 94103. Full name of registrant #1: 1906 Mission LLC (CA), 790 Eddy Street, San Francisco, CA 94109. This business is conducted by a limited liability company.

The registrant commenced to transact business under the above-listed fictitious business name on 09/17/2013.

This statement was filed with the County Clerk of San Francisco on: March 13, 2014.

March 21, 28, April 4, 11, 2014.

New Order

Your Order is sent.

Customer Information

Customer Name	S.F. BD OF SUPERVISORS (NON-CONSECUTIVE)	**Master Id**	52704
Address	1 DR CARLTON B GOODLETT PL #244	**Phone**	4155547704
City	SAN FRANCISCO	**Fax**	4155547714
State - Zip	CA - 94102		

Product Information

Legal GOVERNMENT - GOVT PUBLIC NOTICE

Order Information

Attention Name	John Carroll	**Billing Reference No.**	Save
Ad Description	JEC - Hearing Notice - BOS - 738 Mission Street Tentative Map Appeal 140255	**Sale/Hrg/Bid Date**	
Special Instructions			

Orders Created

Order No.	Newspaper Name	Publishing Dates	Ad	Price Description	Price	Ad Status
2604180	SAN FRANCISCO CHRONICLE-CITY&CO. 10%, CA **Billed To:** S.F. BD OF SUPERVISORS (OFFICIAL NOTICES) **Created For:** S.F. BD OF SUPERVISORS (OFFICIAL NOTICES)	03/28/2014	**Depth :** 2.50" **Lines :** 31	**$ No Pricing Formula for 2175**	**Pricing will be done by DJC**	Sent

Order No.	Newspaper	View
2604180	SAN FRANCISCO CHRONICLE-CITY&CO. 10%	**View Ad In PDF**

NOTICE OF PUBLIC HEARING
BOARD OF SUPERVISORS OF THE
CITY AND COUNTY
OF SAN FRANCISCO
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Subject: File No. 140255. Hearing of persons interested in or objecting to the decision of the Department of Public Works dated March 4, 2014, approving a Tentative Parcel Map for a 4-lot subdivision located at 738 Mission Street, Assessor's Block No. 3706, Lot No. 277. (District 6) (Appellants: Thomas N. Lippe, on behalf of 765 Market Street Residential Owners Association, the Friends of Yerba Buena, Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins) (Filed March 14, 2014).

1360

THE LAW OFFICES OF THOMAS N LIPPE, APC
201 MISSION ST. 12TH FLOOR
SAN FRANCISCO, CA 94105

WELLS FARGO BANK, N.A.
www.wellsfargo.com
11-4288/1210

3231

PAY TO THE ORDER OF Department of Public Works $ 290.00

Two hundred & ~~[illegible]~~ Ninety DOLLARS

T.Z.

MEMO Project 7970; Subdivision Appeal

Tom Lippe
AUTHORIZED SIGNATURE

Details on Back. Security Features Included

Print Form

Introduction Form

By a Member of the Board of Supervisors or the Mayor

Time stamp
or meeting date

I hereby submit the following item for introduction (select only one):

☐ 1. For reference to Committee. (An Ordinance, Resolution, Motion, or Charter Amendment)

☐ 2. Request for next printed agenda Without Reference to Committee.

☒ 3. Request for hearing on a subject matter at Committee or as Special Order at Board.

☐ 4. Request for letter beginning "Supervisor [ ] inquires"

☐ 5. City Attorney request.

☐ 6. Call File No. [ ] from Committee.

☐ 7. Budget Analyst request (attach written motion).

☐ 8. Substitute Legislation File No. [ ]

☐ 9. Reactivate File No. [ ]

☐ 10. Question(s) submitted for Mayoral Appearance before the BOS on [ ]

Please check the appropriate boxes. The proposed legislation should be forwarded to the following:

☐ Small Business Commission ☐ Youth Commission ☐ Ethics Commission

☐ Planning Commission ☐ Building Inspection Commission

Note: For the Imperative Agenda (a resolution not on the printed agenda), use a Imperative Form.

Sponsor(s):

Clerk of the Board

Subject:

Public Hearing - Appeal of Tentative Parcel Map - 738 Mission Street

The text is listed below or attached:

Hearing of persons interested in or objecting to the decision of the Department of Public Works dated March 4, 2014, approving a Tentative Parcel Map for a 4-lot subdivision located at 738 Mission Street, Assessor's Block No. 3706, Lot No. 277. (District No. 6) (Appellants: Thomas N. Lippe, on behalf of 765 Market Street Residential Owners Association, the Friends of Yerba Buena, Paul Sedway, Ron Wornick, Matthew Schoenberg, Joe Fang, and Margaret Collins) (Filed March 14, 2014).

Signature of Sponsoring Supervisor:

For Clerk's Use Only: