



SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

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

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Planning Commission Motion No. 19470

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: **925 Mission Street and various parcels (aka "5M")**
Existing Zoning: C-3-S (Downtown Support) District
 90-X and 160-F Height and Bulk Districts
Block/Lot: Lot 93 of Assessor's Block 3725 [**the "M-1 Site/Chronicle Building"**]
Project Sponsor: Audrey Tendell
 5M Project, LLC
 875 Howard Street, Suite 330
 San Francisco, CA 94103
Staff Contact: Kevin Guy – (415) 558-6163
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ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e), FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 TO CONVERT APPROXIMATELY 40,000 SQUARE FEET OF BASEMENT STORAGE SPACE TO OFFICE USES, WITHIN AN EXISTING BUILDING CONTAINING APPROXIMATELY 133,400 SQUARE FEET OFFICE USES, 43,300 SQUARE FEET OF BASEMENT STORAGE SPACE, 1,000 SQUARE FEET OF RETAIL SPACE AND 1,500 SQUARE FEET OF ASSEMBLY SPACE, INCLUDING AS A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE M-1 BUILDING, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT AND FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101.1(b).

PREAMBLE

- On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the

5M Project ("5M Project"), including a request for Conditional Use Authorizations for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74(e) to convert approximately 40,000 square feet of basement storage space to office uses, within an existing building containing approximately 133,400 square feet office uses, 43,300 square feet of basement storage space, 1,000 square feet of retail space and 1,500 square feet of assembly space, located at 925 Mission Street, Lot 093 of Assessor's Block 3725 ("M-1 Site") within the proposed "Fifth and Mission Special Use District" ("5M SUD") and generally referred to as the "M-1 Project." The M-1 Project is one of the existing buildings in the larger mixed use commercial residential, retail/educational/cultural development project known as the "5M Project".

2. The 5M Project is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100.
3. The Planning Department began conversations with the Project Sponsor in 2008 identifying the subject property as an opportunity site that should both reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, with the potential for density and a mix of uses that relate to the high-rise environment to the east. The proposed 5M Project pre-dates the Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.
4. The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and 68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).
5. The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly accessible open space, and streetscape and public-realm improvements. The northerly portion of Mary Street between Minna and Mission Streets would be converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public open space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape treatments, and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including

amenities such as a deck, lawn space, seating, and opportunities for urban agriculture and outdoor gardens.

6. On November 20, 2014, the Planning Commission held an informational hearing regarding the 5M Project, which included a broad overview of the design and regulatory approach being proposed for the site. On July 23, 2015, the Planning Commission held a second informational hearing for the 5M Project, which focused on the Design for Development document proposed as part of the overall project entitlements. On August 6, 2015, the Planning Commission held a third informational hearing for the 5M Project, focusing on public benefits, wind and shadow effect, circulation design and transportation, and street improvements. On September 3, 2015, the Planning Commission held a final informational hearing on the 5M Project, focusing on various issues raised at the third informational hearing.
7. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required.
8. On July 9, 2015, Mayor Lee introduced draft Ordinances with respect to the 5M Project 1) approving a Development Agreement for the 5M Project, and 2) amending the Planning Code to add Section 249.74 to create the 5M Special Use District, and amending Sectional Maps ZN01, SU01, and HT01 of the Zoning Map to reflect the 5M Special Use District and height reclassifications associated therewith. In order for the 5M Project to proceed and be developed with the proposed mix of uses and development controls, various General Plan amendments, height reclassifications and amendments to the Planning Code and Zoning Maps, together with additional entitlements and approvals, are required, including this conditional use authorization for design review of development applications under the 5M SUD. The 5M SUD is described in Commission Resolution No. 19464 and 5M Design for Development described in Commission Motion No. 19465 which together form the basic regulatory scheme for the 5M Project, which requires, in lieu of Planning Code Section 309, which typically applies to development of buildings within the C-3 Zoning Districts, the conditional use authorization process described in the 5M SUD.
9. On August 6, 2015, the Planning Commission held a duly noticed public hearing to consider initiation of General Plan Amendments associated with the Project, and adopted Resolution No. 19429 initiating such General Plan Amendments.
10. On October 15, 2014, the Department published a Draft Environmental Impact Report (EIR) for the 5M Project for public review. The Draft EIR public comment period was originally proposed to end on December 1, 2014, and was subsequently extended by the Environmental Review Officer to January 7, 2015. On November 20, 2014, the Planning Commission conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the Draft EIR. On August 13, 2015, the Department published a Comments and Responses document, responding to comments made regarding the Draft EIR prepared for the 5M Project. The Draft EIR and the Comments and Responses document constitute the Final EIR. On September 17, 2015, the Commission reviewed and

considered the Final EIR at a duly noticed public hearing and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31"). The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and certified the Final EIR for the 5M Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. The Planning Department, Jonas Ionin, is the custodian of records, located in the File for Case No. 2011.0409ENV/Planning Department staff prepared a Mitigation and Monitoring and Report Program (MMRP), which material was made available to the public and the Commission for the Commission's review and consideration and action.

11. On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the CEQA Guidelines and Chapter 31. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No. 19459.
12. Also on September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464 and 19463, the Commission recommended that the Board of Supervisors approve the 5M SUD and various General Plan amendments required for the 5M Project, and adopted findings in connection therewith.
13. Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding Conditional Use Application No. 19470. The Commission heard and considered the testimony presented to it at the public hearing and further considered written materials and testimony presented on behalf of the applicant, the Department and the Mayor's Office of Economic and Workforce Development staff, other City departments and interested parties and the record as a whole.

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

FINDINGS:

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

1. The above recitals are accurate and constitute findings of this Commission.

2. **Site Description and Present Use.** The 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The M-1 Site presently includes the 179,200 gsf Chronicle building consisting of approximately 133,400 square feet of office uses, 43,000 square feet of basement storage, 1,000 square feet of retail and 1,500 square feet of assembly uses.

3. **Surrounding Properties and Neighborhood.** The 5M Project site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the Fifth Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.

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

4. **M-1 Site and Project Description.** The M-1 Project contemplates concurrent, conforming amendments to the Planning Code, adoption of design standards and guidelines (the D4D), and a Development Agreement for the entire 5M Project area. The M-1 Project consists of (a) conversion of up to 40,000 sf of storage to office space in the existing 179,200 square foot Chronicle Building, (b) interior and exterior renovations to accommodate mechanical, electrical and plumbing systems and building circulation required in connection with the demolition of a portion of the existing adjacent two-story above-ground connector between the Chronicle

Building and the existing San Francisco Examiner Building, and (c) exterior and interior renovation to create additional building access to/from either Mary or Minna streets. The M-1 Project building would remain three stories and approximately 50 feet in predominant height (not including the clock tower which extends to 85 feet and the corner other corners which extend to 55 feet) and would include three floors, two first-floor mezzanines and a basement comprising: up to 170,700 gsf of office space, 1,100 gsf of ground floor retail use and 3,400 gsf of lobby/core space. It also includes widening of the Fifth Street sidewalk from 10 to 18 feet (with a 60-foot long 8-foot deep inset for on-street loading) between Minna and Mission Streets with related sidewalk improvements and improvements to the adjacent Mission and Minna street frontages. While the renovation of the Chronicle building does not require the provision of new open space, the 23,000 Chronicle rooftop will provide publicly accessible open space for residential uses in the proposed adjacent N-1 Building contemplated by the 5M Project and will be constructed in connection with that residential building which is the subject of a separate conditional application in addition to this M-1 Project authorization.

5. **Public Comment.** The Planning Department has received extensive written and verbal comments from members of the public regarding the proposed 5M Project. In general, communications in support of the project praise the development of a relatively underutilized site with housing, employment, and retail opportunities, the public benefits package outlined in the Development Agreement for the project (including contributions toward affordable housing, youth, workforce, and arts programs, and transportation), enhancement of streetscapes and the provision of new open spaces. Communications in opposition to the project express concerns regarding displacement and changes in neighborhood character, traffic, incompatibility in the scale of the new buildings, and changes to existing height and zoning controls necessary to allow the project to proceed.
6. **Planning Code Compliance/Zoning and Entitlement Structure.** The 5M Project regulatory program is a comprehensive planning approach and entitlement structure for the entire site. The proposed 5M SUD sets a unique set of zoning regulations and approval processes for project implementation. The entire site would be unified under the C-3-S Zoning District, which currently applies to the majority of the site, and height reclassifications are proposed to reflect the building heights shown in the D4D. The 5M D4D as described in Resolution No. 19465 articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed. As with the entire 5M Project, the M-1 Project is governed by the proposed 5M SUD, D4D, and the Development Agreement. The Commission finds that the M-1 Project is consistent with the Planning Code overall, and the proposed 5M SUD and D4D in the following manner:
 - A. **Use and Density.** The M-1 Project complies with the C-3-S and 5M SUD use and density controls of the Planning Code. The existing uses, and proposed conversion of basement storage area to office uses are expressly permitted.

- B. **Floor Area Ratio.** 5M SUD Section 3(D) provides the permitted Gross Floor Area for the 5M Project shall not exceed 11:1. The M-1 building is consistent with the allowable FAR proposed for the overall 5M Project.
- C. **Height and Bulk.** The SUD and D4D describe unique height and bulk regulations for buildings proposed for the 5M Project site. There is no change in the height or bulk of the existing M-1 building.
- D. **Rear Yard Setback.** The provisions of Planning Code Sections 134 and 140 do not apply to the 5M Project, and the provisions of the 5M SUD apply in lieu of those provisions. The Chronicle building modifications do not trigger any new set back requirements and the basic building footprint does not change.
- E. **Usable Open Space, Streetscape and Pedestrian Improvements, Active Street Frontages, Off-Street Parking and Car Sharing and Off-Street Loading** provisions of the Planning Code and the 5M SUD generally do not apply to the M-1 Project improvements to the existing Chronicle Building. The M-1 Project streetscape improvements and potential future rooftop improvements are consistent with the overall 5M SUD Regulatory Program. The Chronicle building will continue to use the approximately 37 accessory parking space on Assessors Block 3725 Lot 086 until that parcel is otherwise developed.
- F. **Affordable Housing Program.** As set forth in the 5M Development Agreement Affordable Housing and Community Benefit Program, the 5M Project exceeds the Planning Code's Affordable Housing requirements by providing an anticipated 33% of the market rate dwelling units as affordable housing. The M-1 Project alone does not involve improvements to which the Planning Code Inclusionary Affordable Housing or Jobs Housing Linkage Programs apply.
7. **Planning Code Section 303** establishes criteria for the Planning Commission to consider when reviewing applications for conditional Use authorization. The 5M SUD provides in Section 249.74(e) that in it, the 5M D4D and Section 303 apply in lieu of the Section 309 process. The M-1 Project development application authorization process must meet these criteria. On balance, the project complies with the criteria of Section 303, in that:

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

The M-1 Project would be a 175,200 square foot office building. Its proposed location is currently developed with office use. It is within the Downtown Plan area and C-3-S (Commercial Support) Zoning District, at the northern edge of the South of Market (SoMa) neighborhood.

Under the Downtown Plan, office uses are encouraged and they are principally permitted uses within the C-3-S District. The Downtown Plan encourages prime downtown office activities to

grow so long as negative effects can be controlled, including the displacement of other uses. The M-1 Project building would not displace existing uses and would not otherwise have detrimental effects because it is replacing a current use.

The Project is consistent and compatible with existing land uses in the immediate vicinity, which display a variability that reflects the intersection of Downtown and SoMa neighborhoods. High-rise hotel, major retail, convention center, midrise office and residential development are found within one block of the Project site. The low-rise office and ground floor active office uses proposed at the M-1 Project are reflected in, and compatible with, the surrounding community.

Furthermore, the Project's location, close to the major Powell Street transit hub and transit corridors on Market Street and Mission Street, and the Central Subway alignment on Fourth Street. Locating office uses in proximity to transit is consistent with Downtown Plan goals of promoting additional transit usage and ensuring that the number of private vehicle trips to Downtown are not detrimental to the area, because users will be within convenient walking distance of many transit options.

Thus, the location of the M-1 Project, within the Downtown Plan and C-3-S District, is an appropriate location for office use with active ground floor office uses.

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

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

The M-1 Project would continue to contain office uses at its current location. No exterior changes are proposed to the size or shape of the M-1 Project building, other than potential rooftop changes in connection with separate authorization for the N-1 Project.

Thus, the proposed site and proposed size and location of the M-1 Project would not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

As discussed in the Draft Environmental Impact Report for the 5M Project ("DEIR"), the M-1 Project would be expected to generate traffic patterns similar to those it currently generates as an office use. It would retain approximately 37 accessory parking spaces on Lot 86 currently used by tenants of the building, until such time as that property may be needed for development. The Project will continue to be located in close proximity to major transit hubs and corridors. Loading for the Project building would continue to be on-street loading, on Fifth Street and Mission Street. Thus, traffic patterns for persons and vehicles, including the type and volume of such traffic, and the adequacy of proposed off-street parking and loading for the M-1 Project, is appropriately addressed so as to not be detrimental to the health, safety, convenience or general

welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

No materials or activities that result in noxious or offensive emissions will be used or engaged in within the M-1 Project. The EIR analyzed impacts related to noise and dust during both the construction and operational phases of the Project, and concluded that the Project would not result in significant impacts related to either, by including, where feasible, mitigation measures to be implemented as part of the Project. The M-1 Project building is an existing building that does not contribute to glare, and renovations will not use reflective or glare-producing materials.

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

The 5M D4D standards and guidelines to be established for the 5M Project, applicable to the M-1 Project, are intended to ensure thoughtful and appropriate treatment of streetscape, landscape, open spaces, lighting and signage. Adjacent to the M-1 Project building, sidewalk treatments, signage, lighting and landscaping will be added to the Fifth, Mission and Minna Street sidewalks. Loading areas serving the M-1 Project building are on-street adjacent to the building to minimize impacts to streetscape and conflicts with pedestrians and private vehicles.

Thus, although the M-1 Project building is a renovation of an existing building, it would contribute public realm improvements that would be beneficial for, and not detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

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

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

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Conditional Use Application No. 2011.0409CUA** subject to the conditions attached hereto as "EXHIBIT A" and in general conformance with design graphic materials attached as "EXHIBIT B." The Commission agrees that if the Board of Supervisors proposes any amendment to the Development Agreement that benefits the City and does not alter the City's General Plan, the Planning Code, or the applicable zoning maps affecting the H--1 Project, then such amendments shall not be deemed a "material modification" to the Development Agreement under Administrative Code Section 56.14, and any such amendment to the Development Agreement may be approved by the Board of Supervisors without referring the proposed amendment back to the Commission.

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

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion No. 19470. The effective date of this Motion shall be the date of this Motion if not appealed (after the 30-days period has expired) OR the date of the decision of the Board of Supervisors if this Motion is appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102.

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

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for a Conditional Use for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 to 74 to convert approximately 40,000 square feet of basement storage space to office uses, within an existing building containing approximately 133,400 square feet office uses, 43,300 square feet of basement storage space, 1,000 square feet of retail space and 1,500 square feet of assembly space, located at 925 Mission Street, Lot 093 of Assessor's Block 3725, within the proposed "Fifth and Mission Special Use District" ("5M SUD") and generally referred to as the "M-1 Project." The subject property is currently located within the C-3-S District, and the 90-X and 160-F Height and Bulk Districts. Such Authorization is for a Project as described therein and in general conformance with plans, dated September 17, 2015 and attached hereto and stamped "EXHIBIT B", included in the docket for Case No. **2011.0409CUA** and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No **19470**. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit for new construction or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on September 17, 2015 under Motion No **19470**.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. **19470** shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

The Project shall, except as provided in and subject to the applicable provisions of the Development Agreement between 5M Project, LLC and the City and County of San Francisco for the 5M Project (the "DA"), comply with all applicable City codes and requirements. If any clause, sentence, section or any part of these conditions of approval is for any reason held to be invalid, such invalidity shall not affect or impair other remaining clauses, sentences, or sections of these conditions. This decision conveys no right to construct, or to receive a building permit. "Project Sponsor" shall include any subsequent responsible party.

CHANGES AND MODIFICATIONS

Changes or modifications to the Project approved pursuant to this authorization or the conditions thereof, that are consistent with the Fifth and Mission Special Use District and 5M Design for Development, may be approved administratively by the Planning Director in accordance with Planning Code Section 249.74(e), as provided below. Other significant changes and modifications of conditions shall require Planning Commission approval of a new Conditional Use authorization.

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

Validity. Except as otherwise permitted by the DA, this authorization and rights vested by virtue of this action is valid for three (3) years from the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) become effective. The Department of Building Inspection shall have issued a Building Permit or Site Permit to construct the project and/or commence the approved use within this three-year period.

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

Expiration and Renewal. Except as otherwise permitted by the DA, should a Building or Site Permit be sought after the above referenced period has lapsed, the project sponsor must seek a renewal of this Authorization by filing an application for an amendment to the original Authorization or a new application for Authorization. Should the project sponsor decline to so file, and decline to withdraw the permit application, the Commission shall conduct a public hearing in order to consider the revocation of the Authorization. Should the Commission not revoke the Authorization following the closure of the public hearing, the Commission shall determine the extension of time for the continued validity of the Authorization.

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

Diligent Pursuit. Except as otherwise permitted by the DA, once a site or Building Permit has been issued, construction must commence within the timeframe required by the Department of Building Inspection and be continued diligently to completion. Failure to do so shall be grounds for the Commission to consider revoking the approval if more than three (3) years have passed since the date that the Planning Code text amendment(s) and/or Zoning Map amendment(s) became effective.

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

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

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

Conformity with Current Law. Except as provided in the DA with respect to Applicable Laws and Future Changes to Existing Standards, no application for Building Permit, Site Permit, or other

entitlement shall be approved unless it complies with all applicable provisions of City Codes in effect at the time of such approval.

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

Additional Project Authorization. In order to implement the overall 5M Project, the 5M Project Sponsor must obtain 1) Findings under Section 295 as to whether the shadow cast by the 5M Project on Boeddeker Park would have an adverse impact, 2) Height Reclassifications to reflect the building heights identified in the Design for Development Document for the Project, 3) Planning Code Amendments and Zoning Map Amendment to adopt the “Fifth and Mission Special Use District” associated with the 5M Project, 5) General Plan Amendments to maps and exhibits in the Downtown Plan, Urban Design Element, and South of Market Area Plan associated with the Project for the subject property, and 6) Approval of the Design for Development document associated with the 5M Project. In addition, in order to implement the M-1 Project, the Project Sponsor must obtain an Office Allocation for the M-1 Site, and the conditions of approval for Case No. **2011.0409CUA**, attached as Exhibit A to Motion No. **19468** are incorporated by reference as though fully set forth herein. The conditions set forth below are additional conditions required in connection with the Project. If these conditions overlap with any other requirement imposed on the Project, the more restrictive or protective condition or requirement, as determined by the Zoning Administrator, shall apply.

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

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

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

Open Space Provision – C-3 Districts. Pursuant to Planning Code Section 138, and in accordance with the D4D for the Project, the Project Sponsor shall maintain in perpetuity for the life of the project the rooftop open space as described in this motion and in the D4D, which was construction as a condition of approval for the “N-1” Site (Case No. 2001.0409CUA).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PARKING AND TRAFFIC

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

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

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

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

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

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

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

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

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

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

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

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

PROVISIONS

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

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

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

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

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

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

Child Care Brokerage Services - C-3 District. Pursuant to Planning Code Section 165, the Project Sponsor shall provide on-site child-care brokerage services for the actual lifetime of the project. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's child-care program, subject to the approval of the Planning Director.

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

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

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

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

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

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

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

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

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

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

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

MONITORING - AFTER ENTITLEMENT

Enforcement. Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of Planning Code applicable to this Project shall be subject to the enforcement procedures in the Development Agreement and administrative penalties set forth under Planning Code Section 176 or Section 176.1. The Planning Department may also refer the violation

complaints to other city departments and agencies for appropriate enforcement action under their jurisdiction.

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

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

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

OPERATION

Garbage, Recycling, and Composting Receptacles. Garbage, recycling, and compost containers shall be kept within the premises and hidden from public view, and placed outside only when being serviced by the disposal company. Trash shall be contained and disposed of pursuant to garbage and recycling receptacles guidelines set forth by the Department of Public Works.

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

Sidewalk Maintenance. The Project Sponsor shall maintain the main entrance to the building and all sidewalks abutting the subject property in a clean and sanitary condition in compliance with the Department of Public Works Streets and Sidewalk Maintenance Standards.

For information about compliance, contact Bureau of Street Use and Mapping, Department of Public Works, 415-695-2017, <http://sfdpw.org>

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

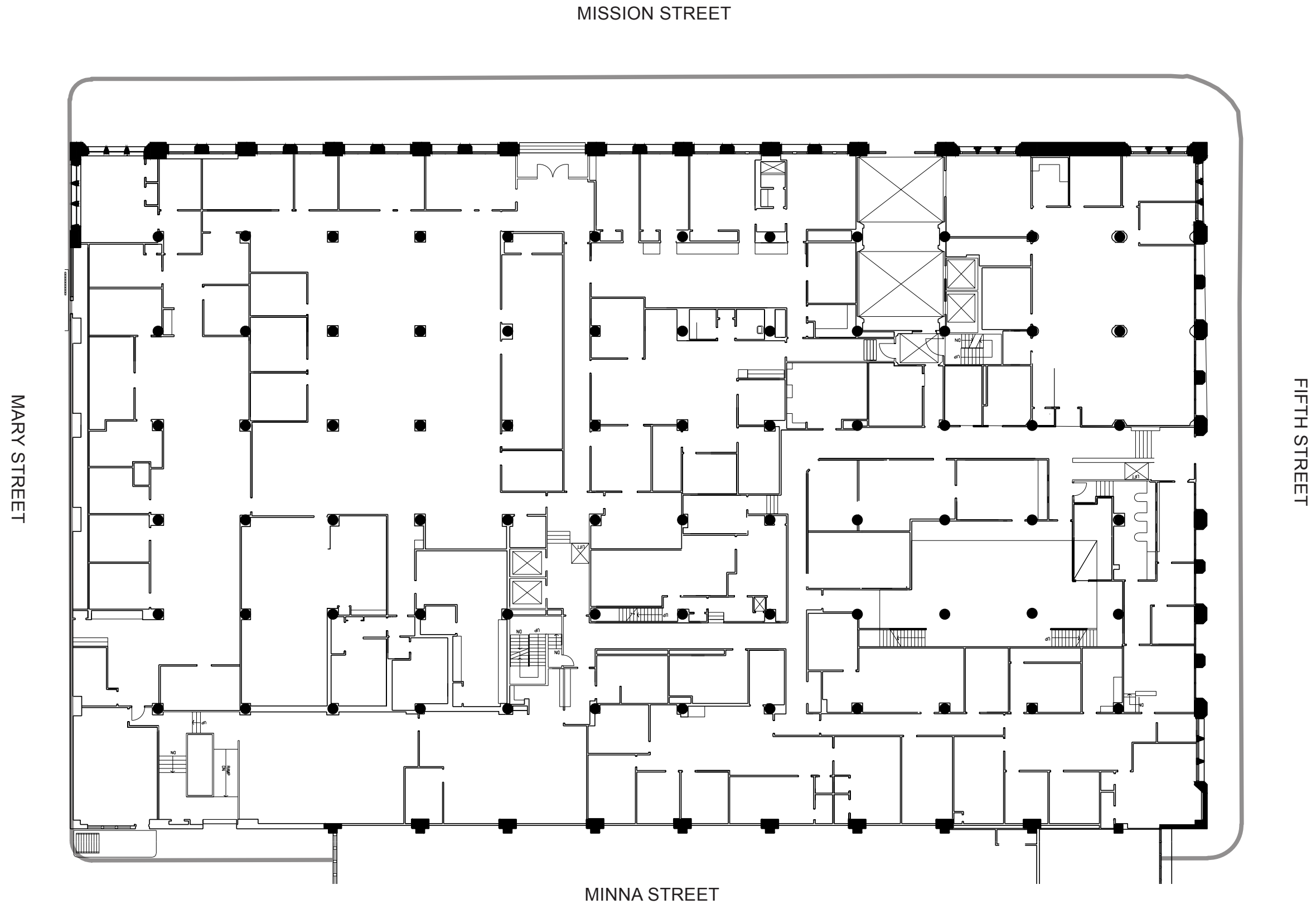
For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, www.sf-planning.org

EXHIBIT B

CHRONICLE BUILDING _ PROJECT CONDITIONAL USE APPLICATION

SELECTED PAGES

FIGURE 4A: TYPICAL PLANS
CHRONICLE BUILDING (EXISTING)



Ground Plan

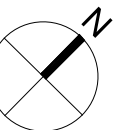
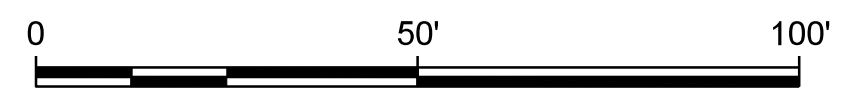
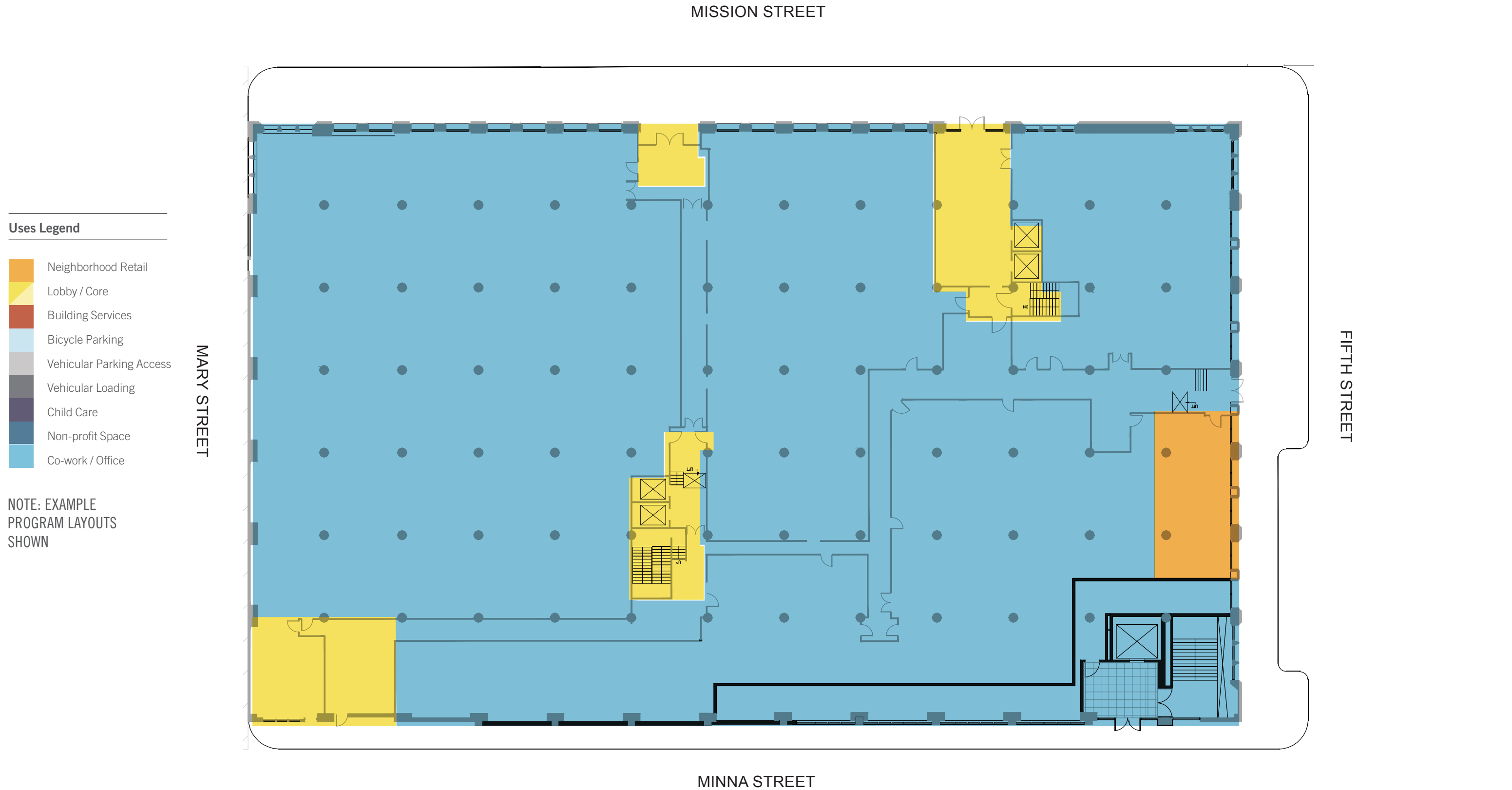


FIGURE 4B: TYPICAL PLANS

CHRONICLE BUILDING (PROPOSED)



Uses Legend

- Neighborhood Retail
- Lobby / Core
- Building Services
- Bicycle Parking
- Vehicular Parking Access
- Vehicular Loading
- Child Care
- Non-profit Space
- Co-work / Office

NOTE: EXAMPLE PROGRAM LAYOUTS SHOWN

Ground Plan

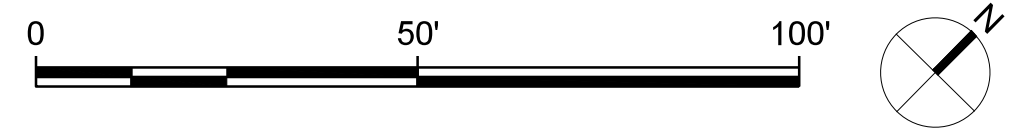
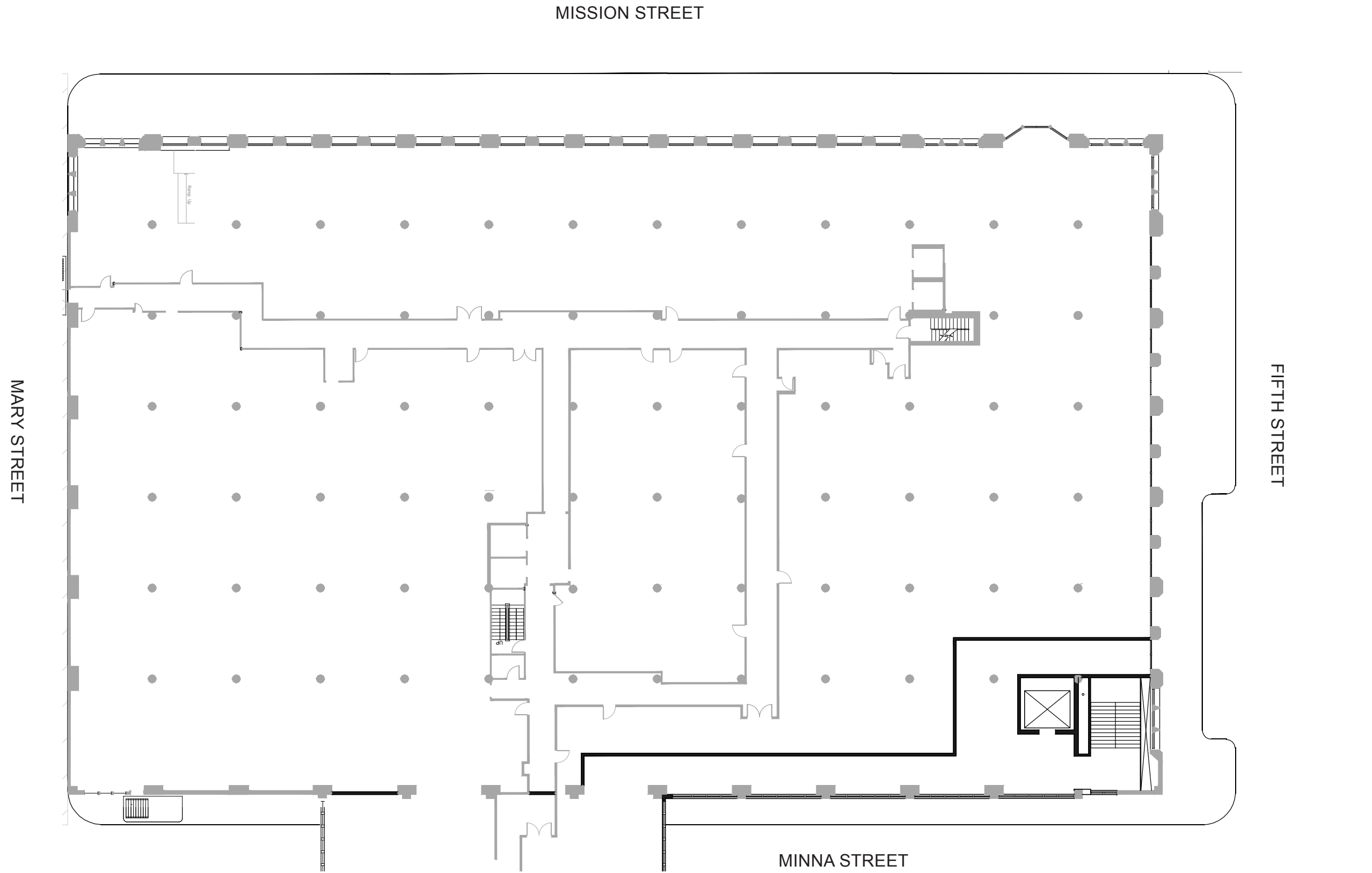


FIGURE 4C: TYPICAL PLANS
CHRONICLE BUILDING (PROPOSED)



2nd/3rd Floor Plan

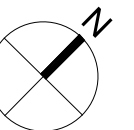
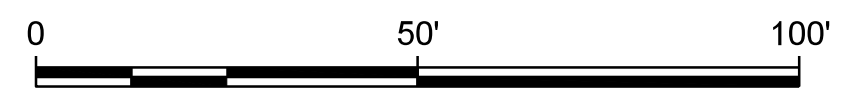


FIGURE 5A: TYPICAL ELEVATIONS

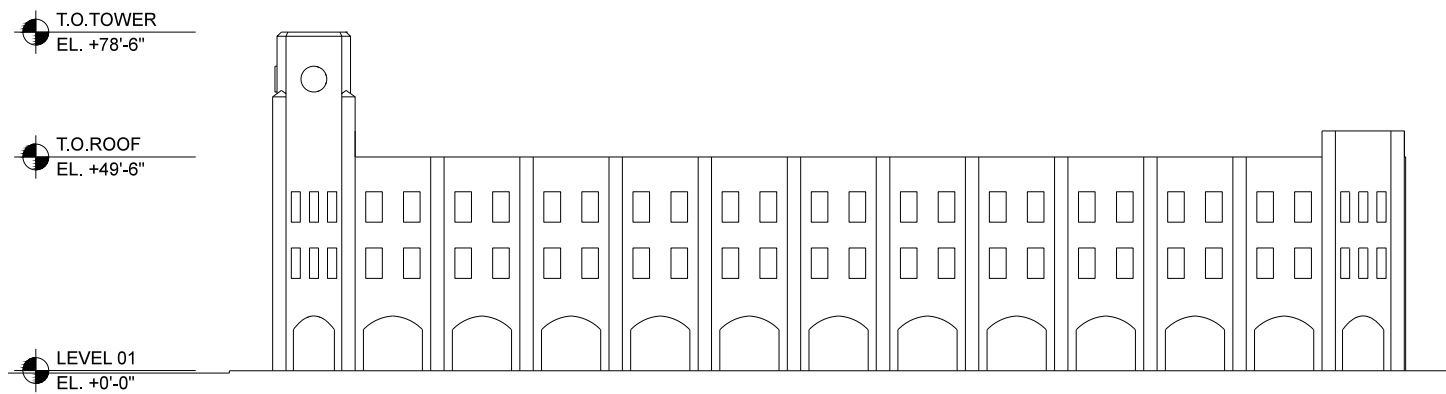
CHRONICLE BUILDING (EXISTING)



- 1. CHRONICLE BUILDING
- 2. EXAMINER BUILDING
- 3. CAMELLINE BUILDING
- 4. DEMPSTER PRINTING BUILDING



- 1. CHRONICLE BUILDING
- 2. EXAMINER BUILDING
- 3. CAMELLINE BUILDING
- 4. DEMPSTER PRINTING BUILDING



North Elevation (view from Mission St)



East Elevation (view from 5th St)

NOTE: NOT TO SCALE

FIGURE 5B: TYPICAL ELEVATIONS

CHRONICLE BUILDING (PROPOSED)



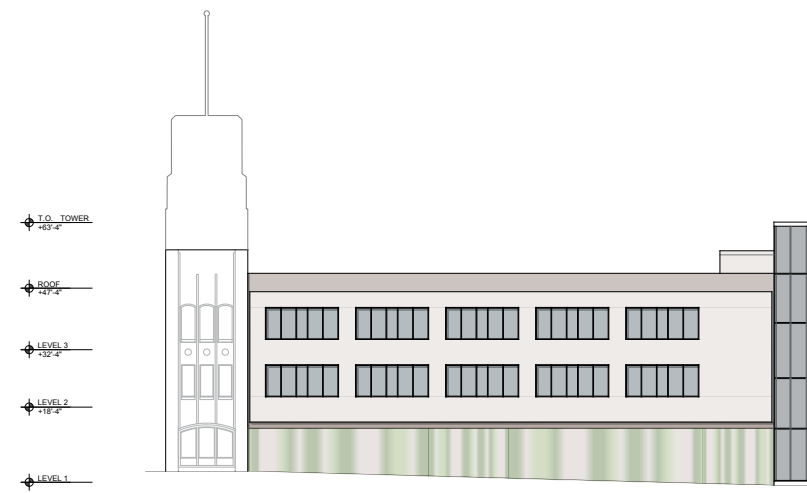
- 1. CHRONICLE BUILDING
- 2. EXAMINER BUILDING
- 3. CAMELLINE BUILDING
- 4. DEMPSTER PRINTING BUILDING



- 1. CHRONICLE BUILDING
- 2. EXAMINER BUILDING
- 3. CAMELLINE BUILDING
- 4. DEMPSTER PRINTING BUILDING



South Elevation (view from Minna St)



West Elevation (view from Mary St)

NOTE: NOT TO SCALE