



# SAN FRANCISCO PLANNING DEPARTMENT

Subject to: (Select only if applicable)

- Inclusionary Housing (Sec 415)
- Childcare Requirement (Sec 414)
- Jobs Housing Linkage Program (Sec 413)
- Downtown Park Fee (Sec 412)
- Transit Center District Fees (Sec 424)
- Public Open Space (Sec 138)
- First Source Hiring (Admin. Code)
- Transportation Sustainability Fee (Sec 411)
- Public Art (Sec 429)

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## Planning Commission Motion No. 19635 Downtown Project Authorization

HEARING DATE: MAY 5, 2016

*Case No.:* 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR  
*Project Address:* First and Mission Parcels  
 40 First Street; 50 First Street; 62 First Street; 76-78 First Street; 88 First Street; 512 Mission Street; 516 Mission Street; 526 Mission Street  
 "Oceanwide Center"  
*Project Site Zoning:* C-3-O (SD) (Downtown, Office: Special Development)  
 550-S and 850-S-2 Height and Bulk Districts  
 Transit Center C-3-O (SD) Commercial Special Use District  
 Transit Center District and Downtown Plan Areas  
*Block/Lot:* 3708/003, 006, 007, 009, 010, 011, 012 and 055  
*Project Sponsor:* Oceanwide Center LLC  
 Attn: Mr. Wu Chen  
 88 First Street  
 San Francisco, CA 94105  
*Staff Contact:* Marcelle Boudreaux – (415) 575 9140  
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ADOPTING FINDINGS RELATING TO A DOWNTOWN PROJECT AUTHORIZATION PURSUANT TO PLANNING CODE SECTION 309, TO ALLOW THE DEMOLITION OF THREE COMMERCIAL BUILDINGS, REHABILITATION OF TWO COMMERCIAL BUILDINGS, AND ALLOW CONSTRUCTION OF TWO TOWERS, MEASURING A MAXIMUM OCCUPIED HEIGHT OF 605 FEET AND 850 FEET, SHARING A FOUR-STORY BASEMENT, FOR A PROJECT CONTAINING 265 RESIDENTIAL UNITS, A 169 ROOM TOURIST HOTEL, APPROXIMATELY 1.08 MILLION GROSS SQUARE FEET OF OFFICE SPACE, AND 12,500 SQUARE FEET OF RETAIL SPACE, WITH EXCEPTIONS FOR STREETWALL BASE (SECTION 132.1(c)(1)), TOWER SEPARATION (SECTION 132.1(d)(1)), REAR YARD (SECTION 134), GROUND-LEVEL WIND CURRENTS (SECTION 148), FREIGHT LOADING ACCESS (SECTION 155(d)), COMMERCIAL TO NON-COMMERCIAL USE RATIO (SECTION 248), UNOCCUPIED VERTICAL EXTENSIONS (SECTION 260(b)(M)), UPPER TOWER EXTENSIONS (SECTION 263.9), AND BULK (SECTION 272), ON EIGHT LOTS PLUS THE VACATION OF PORTIONS OF JESSIE STREET AND ELIM ALLEY, LOCATED NEAR THE NORTHWEST CORNER OF FIRST AND MISSION STREETS, LOTS 003, 006,

007, 009, 010, 011, 012, AND 055 IN ASSESSOR'S BLOCK 3708, WITHIN THE 550-S AND 850-S-2 HEIGHT AND BULK DISTRICTS, THE C-3-O (SD) (DOWNTOWN OFFICE - SPECIAL DEVELOPMENT) ZONING DISTRICT, THE TRANSIT CENTER C-3-O (SD) COMMERCIAL SPECIAL USE DISTRICT, AND THE TRANSIT CENTER DISTRICT PLAN AND DOWNTOWN PLAN AREA, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT

## PREAMBLE

On June 5, 2015, Mark Loper of Reuben, Junius & Rose, LLP, acting on behalf of Oceanwide Center LLC (hereinafter "Project Sponsor"), filed a request, as modified by subsequent submittals, with the San Francisco Planning Department ("Department") for a Determination of Compliance pursuant to Section 309 with requested exceptions from Planning Code ("Code") requirements for "Streetwall Base", "Tower Separation", "Rear Yard", "Ground-Level Wind Currents", "Freight Loading Access", "Commercial to Non-Commercial Use Ratio", "Unoccupied Vertical Extensions", "Upper Tower Extensions", and "Bulk" to demolish three commercial buildings on the site (40, 50, and 62 First Street), rehabilitate historic commercial buildings (78 and 88 First Street), vacate portions of streets and alleys, and construct two towers which share a basement, one fronting First Street and one fronting Mission Street, on eight parcels at the northwest corner of First and Mission Streets. The First Street Tower is proposed to reach a roof height of approximately 850 feet with mechanical and architectural features extending to a height of 910, and would include approximately 1.05 million gross square feet of office space, 109 residential units and a 68-foot-tall "Urban Room", or indoor park, at street level. The Mission Street Tower is proposed to reach a height of approximately 605 feet with mechanical screening and features extending to 625 feet, further extending to a maximum of 636 feet to the top of elevator equipment, and would include a 169-room hotel, 156 residential units and ground floor retail and lobbies. Vehicular parking for residential and commercial users, service loading, bicycle parking and showers are housed in four basement levels shared by both towers. The historic commercial building at 88 First Street would be retained and rehabilitated, and the historic commercial building at 78 First Street would be partially retained and rehabilitated, together providing existing office space. Privately-owned public open spaces are integrated throughout the site, in the Urban Room, the Mission Street pocket park and the Public Sitting Area behind 78 First Street, and residential open space is provided at upper level terraces and decks. Vacations of the public rights of way include a portion of Jessie Street (from First Street to midway between First Street and Ecker Place) which would be rerouted southward to terminate at Mission Street between First Street and Ecker Place. In addition, a portion of Elim Alley would be vacated (from Ecker Place to midway between First Street and Ecker Place) to be widened and enhanced for pedestrian access. The project site is located at 40, 50, 62, 76-78, 88 First Street, and 512, 516, 526 Mission Street, ("Project Site") within the C-3-O (SD) (Downtown Office, Special Development) Zoning District, the 550-S and 850-S-2 Height and Bulk Districts, and the Transit Center C-3-O(SD) Commercial Special Use District (collectively, "Project").

On May 24, 2012, the Planning Commission held a duly advertised public hearing and recommended approval of the Transit Center District Plan ("TCDP" or "Plan") and related implementing Ordinances to the Board of Supervisors. The result of a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown to respond to and support the construction of the new Transbay Transit Center project, including the Downtown Rail Extension. Implementation of the Plan would result in generation of up to \$590 million for public infrastructure, including over \$400 million for the Downtown Rail Extension.

Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

On September 28, 2011, the Department published a draft Environmental Impact Report ("EIR") for the Plan for public review. The draft EIR was available for public comment until November 28, 2011. On November 3, 2011, the Planning Commission ("Commission") conducted a duly noticed public hearing at a regularly scheduled meeting to solicit comments regarding the draft EIR. On May 10, 2012 the Department published a Comments and Responses document, responding to comments made regarding the draft EIR prepared for the Project.

On May 24, 2012, the Commission reviewed and considered the Final EIR ("FEIR") and found that the contents of said report and the procedures through which the FEIR 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 FEIR 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 FEIR for the Project in compliance with CEQA, the CEQA Guidelines and Chapter 31.

On July 24, 2012, the Board of Supervisors held a duly noticed public hearing, affirmed the FEIR and approved the Plan, as well as the associated ordinances to implement the Plan on first reading.

On July 31, 2012, the Board of Supervisors held a duly noticed public hearing, and approved the Plan, as well as the associated ordinances to implement the Plan on final reading.

On August 8, 2012, Mayor Edwin Lee signed into law the ordinances approving and implementing the Plan, which subsequently became effective on September 7, 2012.

The Transit Center EIR is a program-level EIR. Pursuant to CEQA Guideline 15168(c)(2), if the lead agency finds that no new effects could occur or no new mitigation measures would be required of a subsequent project in the program area, the agency may approve the project as being within the scope of the project covered by the program EIR, and no new or additional environmental review is required. In certifying the Transit Center District Plan, the Commission adopted CEQA findings in its Motion No. 18629 and hereby incorporates such Findings by reference herein.

Additionally, State CEQA Guidelines Section 15183 provides a streamlined environmental review for projects that are consistent with the development density established by existing zoning, community plan or general plan policies for which an EIR was certified, except as might be necessary to examine whether there are project-specific effects which are peculiar to the project or its site. Section 15183 specifies that examination of environmental effects shall be limited to those effects that (a) are peculiar to the project or parcel on which the project would be located, (b) were not analyzed as significant effects in a prior EIR on the zoning action, general plan or community plan with which the project is consistent, (c) are potentially significant off-site and cumulative impacts which were not discussed in the underlying EIR, or (d) are previously identified in the EIR, but which are determined to have a more severe adverse impact than

that discussed in the underlying EIR. Section 15183(c) specifies that if an impact is not peculiar to the parcel or to the proposed project, then an EIR need not be prepared for that project solely on the basis of that impact.

On April 1, 2016, the Department determined that the proposed application did not require further environmental review under Section 15183 of the CEQA Guidelines and Public Resources Code Section 21083.3. The Project is consistent with the adopted zoning controls in the Transit Center District Area Plan and was encompassed within the analysis contained in the Transit Center District EIR. Since the Transit Center District EIR was finalized, there have been no substantial changes to the Transit Center District Plan and no substantial changes in circumstances that would require major revisions to the Transit Center District EIR due to the involvement of new significant environmental effects or an increase in the severity of previously identified significant impacts, and there is no new information of substantial importance that would change the conclusions set forth in the Transit Center District EIR. The file for this Project, including the Transit Center District EIR and the Community Plan Exemption certificate, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared an Improvement Measures and Mitigation Monitoring and Reporting Program (IMMRP) setting forth improvement and mitigation measures that were identified in the Transit Center District EIR that are applicable to the Project. These improvement and mitigation measures are set forth in their entirety in the IMMRP attached to the draft Motion as Exhibit C.

The Planning Department, Office of the Commission Secretary, is the custodian of records at 1650 Mission Street, Fourth Floor, San Francisco, California.

On June 4, 2014, an amended request was made for an allocation of 1,057,549 gross square feet of net additional office space to the Project pursuant to Sections 320 through 325 (Annual Office Development Limitation Program) (Case No. 2006.1523OFA). The Project includes retention of 22,376 square feet existing office space in the upper floors of 78 First and 88 First Streets, which is not included in the office allocation request.

On June 5, 2015, the Project Sponsor applied for a Variance from the requirements of Section 136 (Bay Window Dimensional requirements), Section 140 (Dwelling Unit Exposure), Section 145.1(c)(2) (parking and loading ingress and egress); and Section 155(s) (Parking and Loading Access).

On June 5, 2015, the Project Sponsor submitted a request for Conditional Use Authorization, as modified by subsequent submittals, pursuant to Sections 210.2 and 303 to allow a tourist hotel with 169 rooms.

On July 28, 2015 the Planning Department received from the Department of Public Works a General Plan Referral Application submitted by the Project Sponsor, for street and alley vacations associated with the Project.

On June 1, 2015, 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. 2006.1523SHD). 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 Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza.

On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen 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).

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 the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs 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 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.

On April 21, 2016, the Recreation and Park Commission held a duly noticed public hearing and adopted Recreation and Park Commission Resolution No. 1604-010 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, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza are not adverse to the use of the parks, and that the Planning Commission allocate the amount of shadow cast by the Project from the absolute cumulative shadow limit for Union Square, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza.

On May 5, 2016, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR. 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, Department staff, and other interested parties.

**MOVED**, that the Commission hereby approves the Downtown Project Authorization requested in Application No. 2006.1523DNX, subject to the conditions contained in "EXHIBIT A" of this motion, and to the Improvement, Mitigation, Monitoring and Reporting Program contained in "EXHIBIT C", and incorporated by reference, based on the following findings:

## FINDINGS

Having reviewed 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 Project Site covers eight lots and portions of Elim Alley and Jessie Street that are proposed for vacation, and totals approximately 59,445 square feet in size. The three lots fronting on Mission Street are undeveloped. Five commercial buildings are located along First Street, ranging in height from five to seven stories, with frontages on Jessie Street and Stevenson Street. Elim Alley is a pedestrian alley located between 62 First Street and 76-78 First Street. To the north, Jessie Street contains a single eastbound lane of traffic and two sidewalks between 62 First Street and 50 First Street. This portion of Jessie Street does not provide through-traffic between Second and First Streets; it begins at the northern terminus of Anthony Street, and is directly accessible only by vehicles traveling westbound on Mission Street.
3. **Surrounding Properties and Neighborhood.** The Project Site is located in Transit Center District Plan sub-area of Downtown San Francisco, one block from the Transbay Transit Center. Land uses in the vicinity consist primarily of office and retail uses, many in high-rise towers, as well as high-rise residential buildings. The western edge of the site is defined by Ecker Place, the 20-story office building at 25 Jessie, and the four-story residential building at One Ecker. Golden Gate University's campus is located across Ecker Place at 536 Mission Street. A small open space connecting Mission Street and Jessie Street is located between the university and the 31-story JP Morgan Chase Office Building at 560 Mission Street. An eight-story brick office building is located at the northeast corner of Second and Mission Streets. A 39-story office building at 525 Market Street (at the southwest corner of First and Market Streets) is located to the north of the Property across Stevenson Street. The interior of the blocks between Jessie and Market Streets are occupied by several high-rise office buildings, ranging from 15 to 40-stories in height, as well as several smaller buildings. The Salesforce Tower (measuring approximately 1,070-feet to decorative crown) is currently under construction cater- corner to the Project Site.

The Project Site is located within the Transit Center District Plan (TCDP) area. The City adopted the TCDP and related implementing ordinances in August 2012. Initiated by a multi-year public and cooperative interagency planning process that began in 2007, the Plan is a comprehensive vision for shaping growth on the southern side of Downtown. Broadly stated, the goals of the TCDP are to focus regional growth (particularly employment growth) toward downtown San Francisco in a sustainable, transit-oriented manner, sculpt the downtown skyline, invest in substantial transportation infrastructure and improvements to streets and open spaces, and expand protection of historic resources.

Adoption of the Plan included height reclassification of numerous parcels in the area to increase height limits, including a landmark tower site in front of the Transit Center with a height limit of 1,000 feet and several other nearby sites with height limits ranging from 600 to 850 feet.

4. **Project Description.** The Project proposes to demolish three existing buildings on the Site (40 First Street, 50 First Street, 62 First Street), rehabilitate historic commercial buildings (78 and 88

First Street), vacate portions of streets and alleys, and construct two towers which share a basement – one fronting First Street and one fronting Mission Street – around and on eight parcels at the northwest corner of First and Mission Streets. The First Street Tower is proposed to reach a roof height of 850 feet with mechanical and architectural features extending to a height of 910 feet and would include approximately 1.05 million gross square feet of office space, 109 residential units and a 68-foot-tall Urban Room, or indoor park, at street level. The Mission Street Tower is proposed to reach a height of 605 feet with mechanical screening and features extending to 625 feet, further extending to a maximum of 636 feet to the top of elevator equipment, and would include a 169-room tourist hotel, 156 residential units and ground floor retail and lobbies. Vehicular parking for residential and commercial users, service loading, bicycle parking and showers are housed in four-story basement levels shared by both towers. The historic commercial building at 88 First Street would be retained and rehabilitated, and the historic commercial building at 78 First Street would be partially retained and rehabilitated, together providing additional existing office space. Privately-owned public open spaces are integrated throughout the Site, in the Urban Room, the Mission Street pocket park and the Public Sitting Area behind 78 First Street, and residential open space is provided at upper level terraces and decks. Vacations of the public rights of way include a portion of Jessie Street (from First Street to midway between First Street and Ecker Place). Jessie Street would also be rerouted southward to terminate at Mission Street between First Street and Ecker Place; a new name has not yet been determined for this re-routed public accessway. In addition, a portion of Elim Alley would be vacated (from Ecker Place to midway between First Street and Ecker Place) to be widened and enhanced for pedestrian access. By integrating eight parcels and proposing over 2.1 million gross square feet of office, residential, hotel and retail in two towers and rehabilitated commercial buildings with on-site privately-owned public open space and public realm improvements, this Project is the largest development within the Plan area.

5. **Public Comment/Public Outreach.** The Planning Department has received communication about the Project in the form of letters and public comment during the environmental review process, as well as during Informational Hearings at the Planning Commission on January 14, 2016, and March 17, 2016. One individual has spoken in support of the Project's successful implementation of what was anticipated for the sites in the Transit Center Plan. Objections/comments primarily focus on the following issues: the proposed partial vacation and realignment of Jessie Street; impacts to Bay Bridge traffic; the new curb cut onto Mission Street; congestion on Stevenson Street due to new garage entrance and maintenance of single-lane street; the proposed loading and impacts on adjacent neighbors; construction staging on Stevenson Street; and concerns about the closure of Ecker Street to pedestrian thoroughfare during construction. Other concerns include: a desire for a reduced number of stories in relation to adjacent towers; the tower's impact on private views and shading on existing towers; density and future congestion; the comfort of the POPOS space under the First Street Tower; the amount of square feet requested for office allocation; and the impacts on the adjacent institutional use, Golden Gate University.

The Project Sponsor has met with neighbors, merchants, and neighboring buildings, including One Ecker's HOA, Golden Gate University, the FDIC (which owns and operates 25 Jessie), the Millennium Tower's HOA, and 525 Market. The Sponsor has also reached out to non-profits and public interest groups in the general community.

6. **Planning Code Compliance:** The Commission finds and determines that the Project is consistent with the relevant provisions of the Planning Code in the following manner:

- A. **Floor Area Ratio (Sections 123, 124, and 210.2).** Planning Code Section 124 establishes basic floor area ratios (FAR) for all zoning districts. For C-3 zoning districts, the numerical basic FAR limit is set out in Section 210.2. The FAR for the C-3-O (SD) District is 6.0 to 1. Under Section 123, FAR can be increased to 9.0 to 1 with the purchase of transferable development rights (TDR), and may exceed 9.0 to 1 without FAR limitations by participating in the Transit Center District Mello-Roos Community Facilities District as required in Section 424.8.

*The Project Site is 59,445 square feet in size, including the portions of Elim Alley and Jessie Street proposed to be vacated. Therefore, up to 356,670 square feet of gross floor area ("gfa") is allowed under the basic FAR limit, and up to 535,005 square feet of gfa is permitted with the purchase of TDR. The Project's total gross floor area is 2,129,127 gross square feet ("gsf"), for a floor-area ratio of approximately 35.82-to-1. Conditions of Approval are included to require the Project Sponsor to purchase TDR for the increment of development between 6.0 to 1 FAR and 9.0 to 1 FAR (approximately 178,335 square feet), and to participate in the Transit Center District Mello-Roos Community Facilities District.*

- B. **Residential Open Space (Section 135).** Planning Code Section 135 requires that a minimum of 36 square feet of private usable open space, or 47.88 square feet (1.33 times 36 square feet) of common usable open space be provided for dwelling units in C-3 zoning districts. The area counting as usable open space must meet minimum requirements for area, horizontal dimensions, and exposure.

*The First Street Tower provides code-compliant residential open space in upper levels of the tower. One private roof deck meeting the minimum requirements for private open space is located on the roof, and 5,188 square feet common residential open space is located in four separate terraces, two on the 41st story and two on the 43rd story, meeting requirements for open space for the remaining 108 dwelling units in the First Street Tower. The Mission Street Tower provides one private roof deck meeting the minimum requirements for private open space, and 7,752 square feet common residential open space located on four terraces, located on the 25th story (2 terraces), the 39th story, and the 40th story, meeting requirements for open space for the remaining 155 dwelling units in the Mission Street Tower. The Project complies with Planning Code Section 135.*

- C. **Bay Window Dimensions.** Section 136(c)(2) permits bay windows to project over the public right-of-way, provided that the bays meet specified limitations for dimensions and separation.

*Planning Code Section 136(c)(2)(D) establishes maximum width and depth for bay windows. For the First Street Tower, square footage permitted with code-compliant bays is approximately 828 square feet per typical floor; the Project proposes a total of 362 square feet per floor. The maximum permitted projection on a typical Mission Street Tower floor is 618 square feet, and the Project proposes 379 square feet per floor. Where facing a street or public right of way, the bays for both Towers are not compliant with the code and the Project seeks a Variance to the separation*



*requirements for both Towers as required by Section 136(c)(2)(G). The First Street Tower's bay windows on the subject façade comply with the maximum depth requirements, but extend for a width of approximately 33' 11", encroaching over the permitted center to center bay window module by a depth approximately between 1 to 2 feet. The Mission Street Tower's bay windows on the subject façade vary based on the street frontage and similarly comply with the maximum depth for bay windows, but the width of their projections does not comply with the code, extending 24 feet along Mission Street and Elim Alley, and 21 feet along Ecker Place. Facing Elim Alley, the Mission Street Tower bay windows project three inches over the line establishing the maximum area of projection. The proportion of the proposed bays is complimentary to the Project's scale, and the bay windows, as designed, enhance the usability of the interior spaces while not capturing occupiable space over the property lines. The Project Sponsor has requested a Variance from this Code section.*

- D. Publicly Accessible Open Space (Section 138).** Planning Code Section 138 requires new buildings in the C-3-O (SD) zoning district to provide public open space at a ratio of one square foot per 50 square feet of all uses except residential, institutional, or use in a predominantly retail/personal services building. The public open space must be located on the same development site or within 900 feet.

*The Project proposes approximately 1,316,972 gross square feet (gsf) of non-residential use, 1,059,593gsf in the First Street Tower and 257,379gsf in the Mission Street Tower. It requires a total of 26,339 square feet of non-residential publicly-accessible open space. The Project meets this requirement, providing a total of 26,348 gsf of open space. The Urban Room will include 20,340 gsf of open space. The remainder of the Project's non-residential open space comes from a 2,744 gsf pocket park fronting Mission Street; 2,404 gsf of outdoor public seating behind the retained portion of 78 First Street and along what is currently Elim Alley; and an 860 gsf indoor park overlooking the Urban Room from the third floor of the First Street Tower. The Project Sponsor shall comply with all applicable Section 138 requirements relating to this space, including signage, seating, landscaping, and public access. The Urban Room will be open to public access from 8a-8p, 7 days per week.*

- E. Streetscape and Pedestrian Improvements (Section 138.1).** Planning Code 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 Sponsor shall comply with this requirement. The conceptual plan shows sidewalk enlargement, enhanced paving, raised crosswalks, installation of street trees, lighting, and street furniture on various public rights-of-way. 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, including the exploration of a shared street (curbless street) concept at the re-alignment of Jessie Street at the public access easement terminating at Mission Street and the connecting portion of Jessie Street.*

- F. Dwelling Unit Exposure (Section 140).** Section 140 requires that at least one room in each dwelling unit must face directly on a public street, alley, side yard at least 25 feet in width, or Code-compliant rear yard, or an unobstructed open area no less than 25 feet in

every horizontal dimension for the floor at which the dwelling unit is located and the floor immediately above it, with an increase of five feet in every horizontal dimension at each subsequent floor.

*In total, there are 22 dwelling units in the Mission Street Tower, of the Project's 265 total dwelling units in both towers, that will not face directly onto First, Mission, Stevenson (which is approximately 40 feet in width), Jessie (which is 25.5 feet in width) or Ecker Place (which is 25 feet wide facing the Property) or a side yard that is 25 feet wide, nor will the units face onto an unobstructed open area meeting the dimensional requirements for exposure. All of the First Street Tower's 109 dwelling units comply with this Code Section. Twenty-two of the Mission Street Tower's 156 units will not comply. Specifically, one dwelling unit each on levels 22-25 and two dwelling units each on levels 26-34 are non-compliant. These dwelling units face onto Elim Alley, which does not meet the dimensional requirements for public alley since it is 12 feet wide, and eighteen of these units generally face over the neighboring building at 25 Jessie. These units all face generally onto open areas, meeting the intent of the Code Section. The Project Sponsor is seeking a Variance from the Code Section 140 for 22 dwelling units in the Mission Street Tower.*

- G. **Street Frontage in Commercial Districts (145.1(c)).** Section 145.1(c)(3) of the Planning Code requires that within Downtown Commercial Districts, space for "active uses" shall be provided within the first 25 feet of building depth on the ground floor. Spaces such as lobbies are considered active uses only if they do not exceed 25% of the building's frontage at the ground level, or 40 feet, whichever is greater. Section 145.1(c)(2) of the Planning Code requires that no more than one-third of the width or 20 feet, whichever is less, of any given street frontage of a new or altered structure parallel to and facing a street shall be devoted to parking and loading ingress or egress. With the exception of space allowed for parking and loading access, building egress, and access to mechanical systems, space for active uses as defined in Subsection (b)(2) and permitted by the specific district in which it is located shall be provided within the first 25 feet of building depth on the ground floor and 15 feet on floors above from any facade facing a street at least 30 feet in width. Section 145.1(c)(4) of the Planning Code requires that ground floor non-residential uses in all C-3 Districts shall have a minimum floor-to-floor height of 14 feet, as measured from grade. Section 145.1(c)(5) requires the floors of street-fronting interior spaces housing non-residential active uses and lobbies shall be as close as possible to the level of the adjacent sidewalk at the principal entrance to these spaces. Section 145.1(c)(6) of the Planning Code requires that within Downtown Commercial Districts, frontages with active uses must be fenestrated with transparent windows and doorways for no less than 60 percent of the street frontage at the ground level and allow visibility to the inside of the building.

*The Project includes four buildings, two new and two historic, with collective frontage onto First Street, Mission Street, Stevenson Street, Jessie Street, Elim Alley and Ecker Street. The two historic buildings at 78 First Street, with frontage on First Street, and at 88 First Street, with frontage on Mission and First Streets, are proposed for rehabilitation in keeping with the Secretary of the Interior's Standards, including storefront rehabilitation of traditional storefront systems with low bulkhead, clear glazing and transom windows. The ground-floor building*

*frontage of each is fenestrated with transparent windows or doors, with exception for structural columns, in excess of 60% of street frontage allowing visibility inside the building. Active commercial retail uses are proposed to occupy the usable space at the ground level of both of these buildings, which meets the minimum dimension of 25 feet of building depth for 78 First Street (building depth approximately 50 feet, and 88 First building depth approximately 50 feet). The ground level floor-to-floor ceiling heights are approximately 18 feet for both buildings. The ground floor and street frontage design of the historic buildings at 78 and 88 First Street comply with Code.*

*At the ground-level of the Mission Street Tower, a hotel lobby and a residential lobby are designed with frontage on Mission Street. In addition, a restaurant use is proposed at the ground-level, with frontage on Mission Street, Ecker Place and Elim Alley. Along Elim Alley, the Tower includes a solid wall with egress stairs from the upper level hotel support uses (conference rooms, ball room and amenities), which is an allowable exception. In addition, along the publicly-accessible re-aligned Jessie Street, vehicular ingress and egress is provided to the underground shared garage for overflow hotel loading and parking. Approximately twenty feet of frontage is devoted to this opening, which meets Code. With exception of structural columns, the ground-level façade is proposed with glazing. The Mission Street Tower proposes a minimum ground level floor-to-floor height exceeding 14 feet. The ground floor and street frontage design of the Mission Street Tower complies with Code.*

*The ground level of the First Street Tower is designed primarily as an open indoor park, in fulfillment of the Project's privately-owned public open space requirement, with direct public access from First Street, Jessie Street, Elim Alley and other publicly-accessible connections throughout the Site. The ground floor floor-to-floor height is approximately 68 feet. This Tower's residential lobby is located on the ground level, facing both the re-aligned Jessie Street and Elim Alley; this lobby would measure approximately 18% of frontage from publicly-accessible streets and pedestrian paths, which is less than the 25% allowable and compliant. Along Stevenson Street, a portion of the indoor park will be enclosed with a glazed wall.*

*The remainder of the street frontage along Stevenson Street includes ingress and egress for vehicles, a ramp for bicycles to access the underground bicycle parking, and freight loading occupying, in aggregate, more than 1/3 of the width of the Stevenson Street frontage. Specifically, 74' 4" of the 167' 6" Stevenson Street frontage features bicycle, loading and vehicle access. The Project has consolidated the access to loading ingress and egress to one point at Stevenson Street, in order to minimize these conflicts elsewhere on the Site, and to provide an improved pedestrian network. The direct access freight loading, plus four service vehicle spaces in basement level three, are the consolidated freight and loading for the entire Project, which consists of over 2.1 million gross square feet of office, hotel and residential uses. Section #7E discusses the direct freight loading access requirements in detail. The Project does not fully comply with Section 145.1, specifically subsection (c)(2), and the Project Sponsor is seeking a Variance from this Code requirement for exceeding the minimum frontage devoted to parking and loading ingress and egress.*

- H. **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 should be shaped so as to reduce substantial shadow impacts on public sidewalks, if doing so would not create an unattractive design and without unduly restricting the development potential of the site in question.

*Section 146(a) does not apply to First or Mission Streets, and therefore does not apply to the project. Regarding Section 146(c), the Project would create new shadows on sidewalks and pedestrian areas adjacent to the Site. The amount of shadow cast on sidewalks would vary based on time of day, day of year, and weather conditions. Additionally, in certain locations, existing and future development would mask or subsume new shadows from the Project that would otherwise be cast on sidewalks in the Project vicinity. The Project's shadows would be limited in scope and would not increase the total amount of shading above levels that are commonly accepted in dense urban areas.*

*The Project's heights are consistent with the zoned height for the property, as envisioned in Transit Center District Plan. Given these heights, it is unavoidable that it will cast new shadows onto sidewalks. But limiting the height of the project for the purpose of avoiding shadows on sidewalks would contradict one of the most important aspects of the Transit Center District Plan. The TCDP is premised on locating tall, dense buildings near abundant transportation services in the future Transit Center, creating an intense mixed-use urban development in a transit-oriented location. Additionally, the TCDP envisions creating a new skyline to the east of San Francisco's current skyline, with Salesforce Tower serving as the apex and the Project's two towers contributing to this reoriented skyline.*

- I. **Shadows on Public Open Spaces (Section 147).** Section 147 requires new buildings in the C-3 districts exceeding 50 feet in height to be shaped, consistent with the dictates of good design and without unduly restricting the development potential of the site, to reduce substantial shadow impacts on public plazas and other publicly-accessible spaces other than those under the jurisdiction of the Recreation and Parks Department under Section 295. The following factors shall be taken into account: (1) the amount of area shadowed; (2) the duration of the shadow; (3) the importance of sunlight to the type of open space being shadowed.

*The Project would cast shadows on existing or proposed publicly-accessible open spaces in the area other than those protected under Section 295. The Project would shade certain privately owned, publicly accessible open spaces ("POPOS"), including the planned Mission Square (adjacent to the proposed Transit Tower) during late spring and early summer months, in the late afternoon, and existing POPOS at One Bush Street in the late morning between mid-winter and mid-fall (during which time the POPOS is already shaded), 525 Market Street in late spring and early summer months in the early, mid-, and late-morning; 425 Market Street, during the 2:00 p.m. hour from about September to April; 50 Fremont Street during the early afternoon hours from late winter through early autumn (resulting in this POPOS being shaded year-round during the early afternoon); 45 Fremont Street during the late afternoon hours; 50 Beale Street in mid-afternoon in the late winter / early spring months, and then again in the late summer / early fall months; and*

*100 First Street in the early evening (after about 6:00 p.m.) around the summer solstice. These nearby POPOS are developed in conjunction with, and adjacent to, high-rise development, providing open spaces focused to serve the occupants of, and visitors to, those developments. As such, these downtown POPOS are expected to have shadow and sunlight conditions that are generally similar to nearby pedestrian areas, in that they are shadowed daily by related or other nearby high-rise buildings. In addition, the amount of shadow cast on each of these privately-owned, publicly-accessible open spaces 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.*

*Given the height of the Project, it is unavoidable that the Project would cast new shadows onto open spaces in the vicinity. As discussed in item #6G above, limiting the height of the Project to avoid casting sidewalks shadows would contradict a basic premise of the TCDP, as the Project is intended to serve as an exemplar of transit-oriented development, and will contribute to the new sculptural apex of the City's skyline once development within the Plan area is realized.*

- J. Off-Street Parking (Section 151.1).** Planning Code Section 151.1 does not require any off-street parking spaces be provided, but instead provides maximum parking amounts based on land use type. Off-street accessory parking for all non-residential uses in the C-3-O (SD) zoning district is limited to 3.5% of the gross floor area for such uses. For residential uses, one off-street parking space is principally permitted for every two dwelling units.

*The Project proposes 1,059,593 gross square feet of new non-residential uses, permitting up to 46,917 square feet of parking. The Project will provide a total of 29,537 square feet of parking for the non-residential uses, equivalent to 2.79% of the Project's total gross floor area for these uses. The Project proposes 133 parking spaces for 265 residential units, a ratio of 0.5 spaces for each unit. The Project's off-street parking therefore complies with Code Section 151.1.*

- K. Off-Street Freight Loading (Sections 152.1, 153, 154).** Planning Code Section 152 requires certain amounts of off-street freight loading space based on the type and size of uses in a project. For office, 0.1 spaces are required for every 10,000 gsf, rounded to the nearest whole number. For hotels and residential units, 2 off-street spaces are required between 200,001 and 500,000 gsf of each use, and hotel and residential uses exceeding 500,000 gsf are required 3 spaces, plus one space for each additional 400,000 gsf. No building in the C-3-O (SD) District can be required to provide more than six off-street freight loading or service vehicle spaces in total. Pursuant to Section 153(a)(6), two service vehicle spaces can be substituted for one required freight loading space if at least 50% of the required number of freight loading spaces are provided. Planning Code Section 154 sets forth standards as to location and arrangement of off-street freight loading and service vehicle spaces. Off-street loading spaces are required to have a minimum length of 35 feet, a minimum width of 12 feet, and a minimum vertical clearance including entry and exit of 14 feet, except that the first freight loading space required for any structure or use shall have a minimum width of 10 feet, a minimum length of 25 feet, and a minimum vertical clearance, including entry and exit, of 12 feet.

*The Project complies with this requirement. It provides four off-street loading spaces along Stevenson Street, per dimensional requirements in Section 154, and four service vehicle spaces within the*

*parking garage in lieu of two additional off-street loading spaces utilizing the substitution permitted by Section 153(a)(6).*

- L. **Protected Pedestrian-, Cycling-, and Transit-Oriented Street Frontages (Section 155(r)).** Section 155(r) prohibits curb cuts along Mission Street between the Embarcadero and Annie Street for garage entries, private driveways, or other direct access to off-street parking or loading, except when the curb cut would create new publicly-accessible streets and alleys.

*The Project meets this requirement. A new curb cut would be added on Mission Street for a publicly-accessible right-of-way. Jessie Street will be re-routed from its current terminus at First Street, turning 90-degrees towards Mission Street along an 18-foot wide public right of way running across the eastern portions of Lots 009 and 011. This right-of-way would be publicly-accessible and provide both pedestrian and vehicle access 24 hours per day, 7 days per week. An official name for this publicly-accessible right-of-way has not been determined at this time.*

- M. **Off-Street Parking and Loading in C-3 Districts – Parking and Loading Access. (Section 155(s)(5)).** Any single development is limited to a total of two façade openings of no more than 11 feet wide each or one opening of no more than 22 feet wide for access to off-street parking and one façade opening of no more than 15 feet wide for access to off-street loading. Shared openings for parking and loading are encouraged. The maximum permitted width of a shared parking and loading garage opening is 27 feet.

*The Project provides façade openings at Stevenson Street (First Street Tower) and at the newly re-aligned Jessie Street for vehicular access (Mission Street Tower) to the basement. These two egress and ingress points for vehicular access allow for improved circulation on a unique site with four street frontages, and allows for overflow access to hotel loading from the under the Mission Street Tower. Shared service vehicle access to the basement is also provided from Stevenson Street (First Street Tower). In addition, a bicycle ramp to the underground parking is provided at the Stevenson Street driveway entry (First Street Tower). This innovative component provides a separate and dedicated ramp for bicycle users in a method not envisioned by Code. Direct freight loading is proposed at Stevenson Street, thus necessitating a separate façade opening and curb cut. The Project has consolidated the access to loading ingress and egress to one point at Stevenson Street, in order to minimize these conflicts elsewhere on the Site, and to provide an improved pedestrian network. The Project is seeking an exception through the Section 309, Downtown Project Authorization process, to provide direct access loading for four freight loading spaces, details in Section #7E.*

*The Project provides three façade openings/ access points. The width of façade openings is exceeded at the direct freight loading (approximately 47 feet) and at the shared vehicle and bicycle entry (approximately 27 feet) along Stevenson Street at the First Street Tower. The Project provides three garage openings – two at First Street Tower and one at Mission Street Tower. The Project Sponsor has requested a Variance from this Code Section requirement for exceeding the maximum number and dimension of curb cuts.*

- N. **Bicycle Parking (155.1-155.2).** Sections 155.1- 155.2 establish bicycle parking requirements for new developments, depending on use. For projects with over 100 residential dwelling units, 100 Class 1 spaces are required, plus 1 additional space for every four units over 100.

One Class 2 space is required for every 20 dwelling units. For office, one Class 1 space is required for every 5,000 occupied square feet, and two Class 2 spaces are required for the first 5,000 gross square feet, plus one Class 2 space for each additional 50,000 occupied square feet. One Class 1 space is required for every 7,500 square feet of occupied floor area devoted to Restaurants, Limited Restaurants, and Bars. One Class 2 space is required for every 750 square feet of occupied retail area devoted to Restaurants, Limited Restaurants, and Bars, and in no case less than two Class 2 spaces. For hotel use, one Class 1 space and one Class 2 space is required for every 30 hotel rooms, plus one Class 2 space for every 5,000 square feet of occupied floor area of conference, meeting or function rooms. A Class 1 space is located in a secure, weather-protected facility and intended for long-term use by residents and employees. A Class 2 space is located in a publicly-accessible and visible location, and intended for use by visitors, guests, and patrons.

*The Project requires a total of 364 Class 1 bicycle parking spaces, by use: 141 spaces (residential), 216 spaces (office), 6 spaces (hotel), and 1 space (retail). The Class 1 parking spaces are provided in secure rooms on level one of the basement (the first level of accessible parking), accessed by a dedicated bicycle ramp from Stevenson Street (First Street Tower). In the conceptual plan, access to the Class 1 parking is also provided via the elevators in the Urban Room POPOS, which is directly accessible from First Street, from the public accessways (street and POPOS) leading from Mission Street, and from Jessie Street. The Project requires 46 Class 2 bicycle parking spaces, by use: 13 spaces (residential), 24 spaces (office), 2 spaces (retail), and 7 spaces (hotel). In the conceptual plan, Class 2 bicycle parking is shown located in the Urban Room POPOS and on the First Street sidewalks. The Project complies with this Code Section 155.1-155.2, providing 364 Class 1 and 46 Class 2 bicycle parking spaces.*

- O. **Shower Facilities and Lockers (Section 155.4).** Section 155.4 requires shower facilities and lockers for new developments, depending on use. For non-retail sales and services uses (i.e. office), four showers and 24 lockers are required where occupied floor area exceeds 50,000 square feet.

*The Project provides 22 showers and 48 lockers on the first level basement floor, adjacent to the Class 1 bicycle parking spaces, meeting Code Section 155.4.*

- P. **Car Sharing (Section 166).** Section 166 establishes requirements for new developments to provide off-street parking spaces for car-sharing services. The number of spaces depends on the amount and type of residential or office use. One car share space is required for any project with between 50-200 residential units. Projects with over 200 residential units but less than 400 units require two spaces. For non-residential uses, one space is required if the project provides 25-49 off-street spaces for those uses. One car share space is required for every 50 additional parking spaces devoted to non-residential use. The car-share spaces must be made available to a certified car-share organization at the building site or within 800 feet of it.

*The Project provides 7 car share spaces, meeting Code Section 166. For 265 dwelling units, the Project is required to have 2 car sharing spaces. For the Project's non-residential uses, approximately 227 spaces will be provided, requiring 5 car share spaces.*

- Q. **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's height limit is split. The portions of the Project site fronting First Street are located in an 850-foot height district, and the portions fronting Mission Street are located in a 550-foot height district.

*The Project proposes construction of two towers on a development site with split Height and Bulk Districts: 850-S-2 and 550-S. The footprint of the proposed First Street Tower is primarily in the 850-S-2 Height and Bulk District, with a small portion of Lot 006 located in the 550-S Height and Bulk District. The First Street Tower is proposed to reach an occupied roof height of approximately 850 feet. An unoccupied vertical extension, including mechanical and architectural features, measures a maximum of approximately 910 feet. In "S-2" Bulk Districts, an exception for unoccupied vertical extensions can be requested per Planning Code Section 260(b)(M) through the Section 309, Downtown Project Authorization process. See Section #7G for more details. A small portion of the southern portion of rear core of the proposed First Street Tower (Lot 006) extends 25 feet into the 550-S Height and Bulk District. In the "S" Bulk District, additional height up to 10% of the principally permitted height can be allowed as an extension of the upper tower pursuant to the Section 309, Downtown Project Authorization process, if the project meets certain criteria. See Section #7H for more details of this small portion of the First Street Tower footprint that is seeking this exception.*

*The Mission Street Tower is located in the 550-S Height and Zoning District. The base principally permitted height is 550 feet. In the "S" bulk district, additional height up to 10% of the principally permitted height can be allowed as an extension of the upper tower pursuant to Section 309, if the project meets certain criteria. A 10% increase, resulting in an occupied height of approximately 605 feet is proposed for the Mission Street Tower, extending to 625 feet with mechanical screening, and approximately 636 feet to the top of the elevator equipment. See Section #7H for more details.*

*Relevant to the Mission Street Tower, pursuant to Planning Code Section 260(b)(1)(A), the Zoning Administrator may, after conducting a public hearing, grant a height exemption for an elevator overrun for a building with a height limit of more than 65 feet, to the extent that the Zoning Administrator determines that this exemption is required to meet state or federal laws or regulations. To meet State regulations, the height of the elevator is proposed to exceed Planning Code limits due to required car clearances for counterweighted elevators and to the provision of refuge space on top of car enclosures. The Project requires a height exception from the Zoning Administrator to allow the height of up to 636 feet to accommodate the elevator overrun for the Mission Street Tower, per State Code regulations.*

- R. **Bulk (Section 270).** Section 270 establishes bulk controls by district. The Project Site's Bulk District is split. The portions of the Project Site fronting First Street are located in the "S-2" Bulk District, and the portions fronting Mission Street are located in the "S" Bulk District. For buildings taller than 650 feet in the "S-2" Bulk District, there are no bulk controls for the lower tower. The "lower tower" is defined as the bottom two-thirds of the building from sidewalk grade to roof of the uppermost occupied floor. The average floor size of the upper tower cannot exceed 75% of the average floor size of the lower tower, and the average diagonal dimension cannot exceed 87% of the average diagonal dimension of the lower tower. For buildings in the "S" Bulk District, there is no bulk applicable to the base



of these buildings. A building's base extends up to 1.25 times the width of the widest abutting street. Mission Street is approximately 82.5 feet wide, for a base height of 103 feet. For the lower tower, maximum floor length is 160 feet, maximum diagonal dimension is 190 feet, maximum floor size is 20,000 square feet, and maximum average floor size is 17,000 square feet. At the upper tower, maximum length is 130 feet, maximum average diagonal dimension is 160 feet, maximum floor size is 17,000 square feet, and maximum average floor size is 12,000 square feet. When the average floor plate of the lower tower exceeds 5,000 square feet, the volume of the upper tower is required to be reduced to a percentage of the volume that would occur if the average floor size of the lower tower were extended to the proposed building height, pursuant to "Chart C" of San Francisco Planning Code Section 270. Lower tower and upper tower heights are determined pursuant to "Chart B" of San Francisco Planning Code Section 270.

*The First Street Tower meets the requirements of Section 270. No bulk controls apply to the lower tower. The upper tower dimensions of the First Street Tower are in compliance with these requirements. The 20,286 square foot average floor size of the upper tower is less than 75% of the average floor size of the lower tower (23,505 square feet). The maximum upper tower diagonal dimension permitted is 87% of the lower tower average diagonal, which for this Project is approximately 238 feet. The Tower's actual average diagonal dimension at the upper tower is approximately 200 feet, almost 40 feet less than what is permitted by Planning Code.*

*The Mission Street Tower base has no length or diagonal dimension limitations. The length of typical lower tower floors is 133 feet, 27 feet less than the permitted length of 160 feet. The typical diagonal dimension is approximately 164 feet 11 inches, approximately 25 feet less than the permitted 190 foot length. Its average floor size is approximately 13,619 square feet, significantly less than both the 17,000 square foot maximum average floor size and the 20,000 single-floor maximum. Its upper tower floor size is reduced by 23%, pursuant to Chart C of Section 270, as follows: average floor size is 10,239 square feet (12,000 square foot permitted), and the largest single-floor size is 13,685 square feet (17,000 square foot maximum permitted). Further, the average diagonal dimension of 152 feet is approximately eight feet shorter than what is permitted. In general, the Mission Street Tower building dimensions are reduced below the maximum permitted under Code. However, its maximum plan dimension length at the upper tower is 133 feet, approximately three feet longer than the permitted 130-foot length. Therefore, the Project Sponsor is requesting an exception for the Mission Street Tower through the Section 309, Downtown Project Authorization process, to Section 270 and Section 272, and is discussed in detail in Section #71.*

- S. **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 Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available*

*sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza.*

*On February 7, 1989, the Recreation and Park Commission and the Planning Commission adopted criteria establishing absolute cumulative limits ("ACL") for additional shadows on fourteen 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).*

*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 the Project. In revising these ACLs, the Commissions also adopted qualitative criteria for each park related to the characteristics of shading within these ACLs 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 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.*

*On April 21, 2016, the Recreation and Park Commission held a duly noticed public hearing and adopted Recreation and Park Commission Resolution No. 1604-010 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, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza are not adverse to the use of the parks, and that the Planning Commission allocate to the Project the shadows it casts from the absolute cumulative shadow limit for Union Square, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza.*

*On May 5, 2016, the Planning Commission held a duly noticed public hearing and adopted Motion No. 19634, finding that the shadows cast by the Project on Union Square, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza would not be adverse to the use of the parks, and allocated ACLs to the Project for Union Square, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza.*

- T. Transportation Sustainability Fee (TSF) (Section 411A).** Projects that result in more than twenty new dwelling units or new construction of a non-residential use exceeding 800 square feet are required to pay the TSF to help meet the demands imposed on the City's transportation system by new developments, funding transit capital maintenance, transit capital facilities and fleet, and pedestrian and bicycle infrastructure.

*The Project Sponsor shall comply with this requirement and pay the fee.*

- U. **Downtown Parks Fee (Section 412).** Section 412 requires all new office projects within the C-3 zoning districts to pay a fee for additional public park and recreation facilities in downtown.

*The Project Sponsor shall comply with this requirement and pay the fee.*

- V. **Jobs-Housing Linkage Fee (Section 413).** Section 413 requires new commercial projects to pay a fee to mitigate the increased burden caused by large-scale commercial development projects on low- and moderate-income housing in San Francisco.

*The Project Sponsor shall comply with this or an equivalent requirement to address the need for affordable housing.*

- W. **Child Care Requirement in C-3 (Section 414).** Section 414 requires large-scale office and hotel developments over 50,000 gross square feet in size to pay a fee to fund construction of child care facilities in C-3 districts, or otherwise directly contribute to the construction of a facility.

*The Project Sponsor shall comply with this requirement and pay the fee.*

- X. **Child Care Requirement for Residential Projects (Section 414A).** Section 414A shall apply to any residential development project that results in at least one net new residential unit.

*The Project Sponsor shall comply with this requirement and pay the fee.*

- Y. **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 and Community Development 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 and Community Development at a rate equivalent to an off-site requirement of 20%. The project sponsor and the City are also considering an alternative to payment of the Fee, which could include waiver of the specific Section 415 requirements and payment of an equivalent or greater fee to be used for affordable housing purposes in the area, if the voters approve a proposed Charter Amendment at the June 7, 2016 election and the Board of Supervisors adopts pending legislation that would go into effect if the Charter Amendment is approved. The first EE application was submitted December 21, 2006.*

- Z. **Transit Center District Open Space Impact Fee (Section 424.6).** Section 424.6 requires development projects in the C-3-O (SD) to pay a fee to fund additional public park and recreation facilities in the downtown area.

*The Project Sponsor shall comply with this requirement and pay the fee.*

- AA. **Transit Center District Transportation and Street Improvement Fee (Section 424.7).** Section 424.7 requires development projects in the C-3-O (SD) to pay a fee to fund improvements in public transit services and facilities to alleviate the burden caused by new developments in the Transit Center District.

*The Project Sponsor shall comply with this requirement and pay the fee.*

- BB. **Transit Center District Mello-Roos Community Facilities District. (Section 424.8).** Section 424.8 requires development projects in the C-3-O (SD) exceeding a 9:1 floor-area ratio, or exceeding the height limit applicable to the lot before the Transit Center District Plan was adopted, to participate in the Transit Center District Mello-Roos Community Facilities District No. 2014-1.

*The Project Site is 59,445 square feet in size, including the portions of Elim Alley and Jessie Street proposed to be vacated. As shown in the conceptual plans, the Project's total gross floor area is 2,129,127 gross square feet ("gsf"), for a floor-area ratio of approximately 35.82-to-1. Project sponsor shall comply with this requirement and participate in the Transit Center Community Facilities District No. 2014-1.*

- CC. **Public Art (Section 429).** In the case of construction of a new building or addition of floor area in excess of 25,000 sf 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.

*The Project Sponsor shall comply with this Section by dedicating one percent of its construction cost to works of art (currently estimated at \$7.9 million). The Project Sponsor proposes art on-site that is a catalyst for the Urban Room and the rest of the Project's public open spaces—which can be enjoyed by everyone using that space. No specific artwork has been chosen yet, nor is art selection a requirement at this time, however some art locations are noted on plans in Exhibit B. The Project Sponsor is considering a mixture of art that is complimentary to existing installations around the Project Site.*

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 to the Project as further described below:

- A. **Streetwall Base (Section 132.1(c)).** Section 132.1 establishes design requirements meant to establish distinctive streetwall on new buildings in the C-3-O (SD) district. Specifically, at a height between 50 and 110 feet, a streetwall base is required to be established by an upper-story setback or a combination of an upper story setback and a horizontal projection. These features must create horizontal relief totaling at least 10 feet, and the setback itself can be no

smaller than 5 feet. Pursuant to Section 132.1(c)(1), exceptions to this requirement can be granted if the following specific criteria are met.

1. The design of the proposed project successfully creates a clearly defined building base that establishes or maintains an appropriate streetwall at the height described above;
2. The base is not defined solely by recessing the base;
3. The overall building mass tapers or steps away from the street above the streetwall, reducing any sense of unrelieved vertical rise directly from the sidewalk edge;
4. The overall architectural expression of the proposed project is exceptional, unique, and consistent with the intent of the streetwall requirement.

*First Street Tower.* The Project is designed as a tapering form, with the size of each floorplate gradually being reduced from the base to the top of the building. The Project does not incorporate a literal horizontal streetwall setback as required by Section 132.1(c), therefore an exception is required pursuant to Section 309.

The First Street Tower's design creates a clearly recognizable building base, established by the prevailing streetwall established by the historic resources at 78 First Street and 88 First Street. This base is defined by a structural metal exoskeleton, which remains open at three sides for a height of 68 feet, or approximately six stories, to incorporate an approximately 21,000 square foot indoor park designed with landscaping and pedestrian amenities (Urban Room). The cast-metal-clad structural exoskeleton, highlighted with warm metals and glass, is not recessed at the base. As the tower increases in height, each floor plate is tapered from the sides to reduce the overall sense of unrelieved vertical rise from the sidewalk edge and reducing the overall massing when viewed from some points immediately below. The beveled faceting of the bay window at the seventh level, the level above the Urban Room, acts as a modern cornice element to articulate a streetwall base from the tower shaft.

*Mission Street Tower.* The Project does not incorporate a literal horizontal streetwall setback as required by Section 132.1(c), therefore an exception is required pursuant to Section 309.

The Mission Street Tower's streetwall base references the prevailing height established by the historic building at 88 First Street. Mission Street Tower uses glazing and long, vertical bay windows along with multiple layers of recesses, to define its base. These architectural elements are glazed with different treatments than found on the lower and upper tower's modern orthogonal bay windows 'floating' in front of planes of natural stone of the Mission Street Tower. This tower contains a significant tapering feature for its upper tower element, starting at approximately 450 feet, reducing the overall massing when viewed from some points immediately below.

The overall architectural expression of the Project (First Street Tower and Mission Street Tower) is exceptional, unique, and consistent with the streetwall requirement. These treatments create a clearly-defined pedestrian realm which is distinct from the tower above. Considered as a whole, the design of the Project meets the intent of the streetwall base requirements of Section 132.1(c), and qualifies for an exception from the strict streetwall setback requirements, as permitted by Section 309.

- B. **Tower Separation (Section 132.1(d)).** To provide light and air between buildings, new structures in the "S" and "S-2" Bulk Districts are subject to tower separation requirements. Beginning at a height 1.25 times the width of the principal street the building faces and extending to 300 feet in height, a 15-foot setback applies from both the center line of the abutting street, and any interior property lines. Along First Street, which is 82 feet wide, the setback starts at approximately 102.5 feet in height. Along 82.5 feet wide Mission Street, the setback height is approximately 103 feet. Two buildings within the same lot line are required to be set back as if there is an assumed interior property line halfway between the closest exterior points of each structure. The setback gradually increases to 35 feet at 550 feet in height, and for setbacks from the center line of the street further increases to a maximum of 70 feet at 1000 feet in height.

Exceptions can be granted to the extent restrictions on adjacent properties make it unlikely that development will occur at a height or bulk which will, overall, impair access to light and air or the appearance of separation between buildings, thereby making full setbacks unnecessary. Exceptions can also be granted to the extent a project incorporates recesses that adequately compensate for the volume of space proposed to be located within the tower separation area.

*The Project requires an exception to this requirement. As explained in detail below, full setbacks are unnecessary for the Project.*

*The appearance of separation between buildings is maintained by the Project's ground-floor open space plan and program of historic building rehabilitation. The Project includes the historic six-story commercial building at 88 First Street (zoned for 550 feet) and preserving the street-fronting portion of the historic commercial building at 78 First Street (zoned for 550 feet). The Project involves retaining, renovating and integrating these buildings into the Project. This will preserve access to light and air across this prominent street corner, and also enhance a sense of separation between the Project's two towers for pedestrians viewing across and facing 88 First Street at this corner, and for pedestrians viewing across and facing 78 First Street.*

*The Mission Street Tower and 84 First Street will be separated by a reconfigured Jessie Street and the Mission Street pocket park, while a widened and expanded Elim Alley, and the preserved 78 First Street Structure, will be located between the footprint of the First Street Tower and 84 First Street. The Project proposes improvements at Ecker Place, a pedestrian alley at the southern portion of the site onto which the ground-floor restaurant within the Mission Street Tower will face.*

*As the First Street Tower increases in height, each floor plate is tapered from the sides (Stevenson Street and Elim Alley) to reduce the overall sense of unrelieved vertical rise from the sidewalk edge and reducing the overall massing when viewed from some points immediately below. As the second-tallest tower zoned and proposed in the City, there are no surrounding sites that are zoned in similar height. This tower's encroachment into the setback at First Street and interior setback would not impair access to light and air or the appearance of separation between buildings due to the height of this tower.*

*The Mission Street Tower contains a significant tapering feature for its upper tower element, starting at approximately 450 feet, reducing the overall massing when viewed from some points immediately below. As part of the Project's overall goal to increase the pedestrian experience and interconnectivity at the ground plane, a pocket park was introduced at one of the Mission Street parcels thereby reducing the buildable footprint of the Mission Street Tower. The Tower encroaches into the street setback at Ecker Place. Ecker Place, is a public alley, maintained free and clear to the sky, thereby maintaining the appearance of separation.*

*The towers additionally do not meet the strict interior tower separation for a small portion of the site plan. This encroachment measures approximately 19 feet for the Mission Street Tower and maximum of approximately 14 feet for the First Street Tower. At this level, glazed curtain-wall office space exists on the First Street Tower and hotel and residential units exist at the Mission Street Tower. The residential units at the Mission Street Tower have alternate access to light and air over the 78 First Street property, which is controlled by the Project Sponsor, thus meeting the intent to provide light and air between buildings.*

*Adjacent to the west of the Project Site along Stevenson Street is One Ecker (aka 16 Jessie Street) a four-story historic building. This building is located to the rear of a portion of the proposed First Street Tower. In 1990, 86,018 units of Transferable Development Rights ("TDR") were declared eligible for transfer to development lots and this TDR has since been transferred from the lot, prohibiting the redevelopment of One Ecker beyond its current building size. The rear portion of the First Street Tower encroaches into the interior property line shared with One Ecker; however, no development will occur to impair access to light and air or the appearance of separation between buildings.*

*Across Jessie Street and located on an interior lot, 25 Jessie is a 279-foot tall building constructed in 1980. It is accessible for pedestrians off of Mission Street along Ecker Place, and by vehicles along Jessie Street. Once the Mission Street Tower is constructed, 25 Jessie should not be visible from the pedestrian realm along Mission Street; along First Street, 25 Jessie will similarly be largely absent from view. As a result, the Project will not disrupt the appearance of separation between the towers and 25 Jessie, as it simply will not be visible from the pedestrian realm around the vicinity of First and Mission Streets. The First Street Tower will be approximately 570 feet taller than 25 Jessie.*

*At 850 and 605 feet in height, respectively, the First Street Tower and the Mission Street Tower will be significantly taller than neighboring properties. The Transit Center District Plan's zoning is meant to craft a downtown 'hill' form with the apex at Salesforce Tower, tapering in all directions. Zoning only permits a limited number of tall buildings to rise above the dense downtown cluster, stepping down from the Salesforce Tower in significant height increments. The majority of the Project's two towers will extend significantly beyond the existing buildings in its immediate vicinity. Thus, it is appropriate to reduce the required setbacks for the Project as indicated in the Code provisions.*

- C. **Rear Yard (Section 134).** A rear yard equal to 25 percent of the total lot depth is required at the lowest story containing a dwelling unit, and at each succeeding level or story of the building. In C-3 Districts, an exception can be allowed pursuant to Section 309 if the building location and configuration assure adequate light and air to windows within the residential units and to the usable open space provided.

*The Project does not include rear yards for the two Towers, and the Project Sponsor is requesting an exception from Section 134. The Project's location and configuration assure significant light and air to the residential units, as well as to residential open space. Furthermore, there is not established mid-block open space located on the subject block.*

*Residential units are located in the upper portion of each Tower. In the First Street Tower, the lowest residential units will be located starting on the 43<sup>rd</sup> floor and up to the 61<sup>st</sup> floor, approximately starting at a height of 595 feet and above. The majority of the residential units in the First Street Tower will face directly onto First Street, with the remainder looking out onto Jessie Street or Elim Alley, and located well above the existing historic building at One Ecker that cannot be increased in height. At these residential levels, the Project is taller than all other existing and planned development on adjacent properties. In addition, 5,184 square feet common residential open space is provided at levels 41 and 43, with adequate light and air. In the Mission Street Tower, residential units start on the 22<sup>nd</sup> floor, at a height of approximately 238 feet, continuing to the 54<sup>th</sup> floor. The Mission Street Tower's current design also ensures more than adequate light and air to each of its residential units. On Levels 22-25 of the Mission Street Tower, four each of the six units per level will face directly onto Mission Street, while one faces over the pocket park, controlled by the Project and the other faces Ecker Place. On Levels 26-34, four each out of the seven units per level face Mission Street or Ecker Place, one looks over the pocket park, and two will face the First Street Tower. On Levels 35-38, four each of the six units per level face Mission Street or Ecker Place. Starting at Level 39, all units will face directly onto Mission Street. Given their height above street level and the distance—both vertical and horizontal—between adjoining buildings, all residential units will have adequate light and air. Therefore, adequate light and separation will be provided for residential units within the Project, and it is appropriate to grant an exception from the rear yard requirements.*

- D. **Ground-Level Wind Currents (Section 148).** In the C-3 zoning districts, new buildings are required to be shaped, or other wind-baffling measures adopted, so that the building will not cause ground-level wind currents to exceed the comfort level of 11 m.p.h equivalent wind speed in areas of substantial pedestrian use or 7 m.p.h. equivalent wind speed in public seating areas, for more than 10% of the time year-round, between 7 am and 6 pm. If pre-existing wind speeds exceed the comfort level, or if the building would cause speeds to exceed the comfort level, the building should be designed to reduce wind speeds to the comfort level.

Exceptions can be granted pursuant to Section 309 allowing the building to add to the amount of time the comfort level is exceeded if (1) the building cannot be shaped and other wind-baffling features cannot be adopted without creating an unattractive and ungainly building form, and without unduly restricting the development potential of the site; and (2) the addition is insubstantial, either due to the limited amount of exceedances, the limited location where the exceedances take place, or the short time when the exceedances occur.

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 RWDI analyzed ground-level wind currents in the vicinity of the Project Site, and performed a wind tunnel analysis of three scenarios: existing, existing plus Project, and Project plus cumulative. This analysis included 98 locations in the existing scenario, and 110 locations in the Project and cumulative scenarios. RWDI's study demonstrates that the Project would overall reduce the wind comfort exceedances, however the comfort exceedances would not be entirely reduced.*

Hazard Criterion

*No exceedances of the 26 MPH hazard level were caused by the Project.*

Comfort Criterion

*In the existing scenario, wind speeds at 25 of the 98 test locations exceeded the comfort criterion (25.5%). On average, winds exceed the comfort criterion 8% of the time. In the Project-only scenario, wind speeds at 22 of 110 locations exceeded the comfort criterion, a lower percentage (20%) than existing conditions. The percent of time wind speeds exceed 11 MPH also dropped, to 7%. Wind speeds at all but 22 of the 110 test locations meet the Planning Code's 11 mph pedestrian comfort criterion. The number of locations where winds are predicted to exceed the comfort criterion (22 locations) is lower than that in the Existing configuration (25 locations). Of the 37 locations that are considered existing or proposed seating areas, 25 are predicted to exceed the 7 mph threshold for seating areas. Wind speeds in these areas would continue averaging at 9 mph, similar to those in the existing configuration. Exceeding the seating or pedestrian comfort criteria – and not eliminating all of the pre-existing comfort exceedances – requires a Section 309, Downtown Project Authorization process, exception.*

*It is unlikely the Project could be designed in a manner that would affect wind conditions substantially enough to eliminate all existing exceedances, particularly considering the number of high-rise buildings existing and under construction in immediate proximity to the Project Site. The majority of the locations where wind speeds would exceed the comfort criterion are not immediately adjacent to the Project Site, making it infeasible to incorporate wind baffles or other design features to reduce wind at these locations, without creating an unattractive building or unduly restricting the development potential of the Project.*

- E. **Freight Loading Access (Section 155(d)).** All off-street freight loading and service vehicle spaces are required to be accessible by means of a private service driveway that is completely contained within the structure. This service driveway is required to be of adequate width to accommodate drive-in movement from the adjacent curb but is not allowed to exceed 30 feet. If the Zoning Administrator determines that the adjacent street is primarily used for building service, up to four off-street freight loading spaces can be individually accessible with Planning Commission authorization as part of the project's Section 309 review.

*The Project proposes four off-street loading spaces each individually accessible from Stevenson Street, for a total width of approximately 46 feet. The Zoning Administrator has determined that Stevenson Street is primarily used for building service. Additionally, four service spaces on basement level three will be accessible by means of the private driveway accessed from Stevenson Street.*

*The Project proposes to add over 2 million square feet of office, hotel, residential, and retail uses on an urban, irregularly-shaped infill site in the middle of San Francisco's Downtown core to be served by consolidated off-street freight loading access points, providing four direct loading spaces. Containing the freight loading by means of a private service driveway that is completely contained within the structure would require a large portion of the ground floor to be devoted to areas required for the internal maneuvering of freight vehicles. A ramp for freight vehicles would require a less steep slope and necessitate a wider ramp, reducing the amount of ground floor area dedicated to the Urban Room because the public space would be split in two separate parts, reducing the goal of pedestrian interconnectivity. This would detract from the proposed use of the First Street Tower's ground floor, the Urban Room, which would significantly enhance the pedestrian experience and public life.*

*Due to structural constraints of the first basement floor design supporting a 60-story tower, the floor-to-ceiling clearance is 9'-6", significantly less than the requirement for freight loading. In addition, the Project has been designed such that typical ground level functions have been placed in the basement level, and the innovative structural system provides a core located along the side of the building instead of a conventional center core, allowing for an open ground floor indoor park and 34 office levels with open and flexible floor plates ranging from 18,000 square feet to 34,000 square feet. Lastly, the current design's maximum internal column grid is 40 feet, which leaves no room for a 35 foot truck-turning radius inside the basement. The direct access freight loading will be appropriately screened. Therefore, on a street used primarily for building service, the Project qualifies for an exception for modifying the freight loading requirements.*

- F. **Commercial to Non-Commercial Use Ratio (Section 248).** In the Transit Center C-3-O (SD) Commercial Special Use District, new development on lots larger than 15,000 square feet are generally required to include no less than two gross square feet of commercial uses for every one gross square foot of residential use, or roughly 66.6% commercial. Pursuant to Section 309, the Planning Commission can authorize a project up to 50% residential square footage as an exception, if the development consists of multiple buildings on a single lot or adjacent lots that are entitled as a single development project, and where it is infeasible or impractical to construct commercial uses on the footprint of the portion of the site dedicated to dwellings and/or other housing issues due to the size and configuration of that portion of the lot.

*The Project proposes 63% non-residential use, and 37% residential use. It therefore requires an exception pursuant to the Section 309, Downtown Project Authorization process, and meets the requirements of Section 248 for such an exception.*

*The Project Site is currently eight lots, seven of which are contiguous. The Project will include two new above-grade structures located on a single ground lot, as well as the renovation of the existing stand-alone building at 88 First Street, and the partial retention of the existing building at 78 First Street. Because the majority of the Project Site is located above a single basement structure, it will require a single ground lot instead of the seven contiguous existing lots.*

*Though integrated at the basement level, the Project effectively consists of two sites: a large site on First Street and a smaller site on Mission Street. If the Project's Towers were located on separate lots, the Project would comply with Section 248. The Mission Street Tower's footprint is made up*

of Lots 011 and 012, for a total size of 14,159 square feet. It is under the 15,000 square foot footprint, and as a result Section 248 would not apply were it on a separate lot. The First Street Tower contains 1,059,593gsf of retail and office use, and 409,919 gsf of residential use, for a ratio of approximately 2.58-to-1, above the 2-to-1 minimum commercial use ratio.

Commercial uses account for significantly more than 50% of the Project's aggregate total gross floor area. The Project proposes 2,129,127 gross square feet in total, 1,340,489 gross square feet of which will be occupied by commercial uses. This represents 62.96% of its total gross floor area, approximately 3.64% fewer non-residential square feet than would be required pursuant to the 2-to-1 commercial floor ratio.

As noted above, the First Street Tower actually exceeds the 2-to-1 ratio, as do the stand-alone buildings at 78 and 88 First Street that contain only commercial uses. Only the Mission Street Tower does not meet the 2-to-1 ratio. Considering the overall Project and the relative size and location of the Mission Street Tower, it is impractical to construct commercial use up to a ratio of 2-to-1 on this Site. The footprint of the Mission Street site is relatively small, roughly less than ½ the footprint of the First Street Tower. The Project Sponsor has elected to provide a pocket park fronting Mission Street, which further decreases the allowable floorplate for this Tower. Market demand for office is predicated on relatively large floorplates; the Mission Street Tower's comparatively narrow size makes it an impractical location for additional office space, particularly considering its upper-story setback. In contrast, the smaller floorplate is more suitable for a hotel and dwelling units, which are the proposed uses.

The proposed Project fulfills objectives in the Transit Center Plan to accommodate the First Street Tower, zoned second tallest tower in the City, and the Mission Tower, both which will be a significant contributor to the Transit Center's contemplated downtown "hill" form, while providing high quality and unique public spaces such as the Urban Room, all-day accessible public spaces such as the Mission Street pocket park and public sitting area, as well as over one million square feet of office space along with hotel rooms and housing, located across from the future City, regional and Statewide transit hub of the Bay Area.

G. **Unoccupied Vertical Extensions (Section 260(b)(M)) (First Street Tower).** The Project's First Street Tower is located in the 850-S-2 Height and Bulk District. In this bulk district, any building exceeding 550 feet in height can incorporate unoccupied building features that extend above the height limit if certain criteria are met.

1. These elements do not add more than insignificant amounts of additional shadow on public open spaces, compared to the same building without these features;
2. These elements are limited to a maximum additional height of 7.5% of the height of the building to the roof of the highest occupied floor, except that a 50-foot high spire or flagpole with a diagonal in cross-section of less than 18 feet is also permitted; and
3. These elements are designed as integral components of the building design, enhance both the overall silhouette of the building and the City skyline as viewed from distant public vantage points by producing an elegant and unique building top, and achieve overall design excellence.

*Subject to an 850-foot height limit, the First Street Tower's uninhabited vertical element is permitted to reach a height of 913.75 feet, an additional 63.75 feet. Its vertical architectural rooftop element consists of steel architectural columns with glazing between them and extends up to 60 feet in height at four points.*

*The Transit Center District Plan envisions that the increased heights on the Subject Property would, in combination with the Salesforce (Transbay) Tower and development on other sites with increased height limits, mark the Transit Center within the urban form of the City, and would serve as the sculptural apex of the skyline once development within the Transit Center Plan area is realized. The vertical extension is a logical and integral component of the building design, and provides an exceptional finish to the tower. Angular and tapered inward at varying heights up to 60 feet, this feature both expresses the vertical façade planes found in the building's habitable space and distinguishes the upper space, a unique capstone to what will be the second-tallest building in San Francisco once constructed. Therefore it is appropriate to grant an exception pursuant to Section 309.*

**H. Upper Tower Extensions (Section 263.9).** The Project's Mission Street Tower is located in a 550-S Height and Bulk District. A small portion of the First Street Tower is located in a 550-S Height and Bulk District. In the "S" Bulk District, additional height up to 10% of the principally permitted height can be allowed as an extension of the upper tower pursuant to Section 309, if the project meets certain criteria.

1. The upper tower volume is distributed in a way that will add significantly to the sense of slenderness of the building and to the visual interest to the termination of the building;
2. The added height will improve the appearance of the skyline when viewed from a distance;
3. The added height will not adversely affect light and air to adjacent properties; and
4. The added height will not add significant shadows to public open spaces.

*As discussed earlier in Section #6P, the Project's heights are consistent with the zoned height for the property, as envisioned in Transit Center District Plan. The Mission Street Tower measures approximately 605 feet occupied height. The Mission Street Tower's extension is designed to add to the building's sense of slenderness, and to maintain visual interest at its top. It maintains the significant bulk reduction introduced in the upper tower approximately nine stories below where the extension begins. Its roofline is improved with an uninhabited vertical architectural extension. The Transit Center District Plan seeks to create an elegant downtown skyline, building on existing policy to craft a downtown 'hill' form with the apex at Salesforce Tower, and tapering in all directions. It also seeks a balanced skyline by permitting only a limited number of tall buildings to rise above the dense downtown cluster, stepping down from the Salesforce Tower in significant height increments. This extension to the Mission Street Tower will be a significant contributor to the TCDP's contemplated downtown "hill" form, as it tapers in height by approximately 150 feet from the First Street Tower, whose 910-foot maximum height (architectural features) itself is approximately 160 feet shorter than Salesforce Tower (architectural features measuring to 1,070-feet).*

*The extension at the portion of the First Street Tower zoned 550-S is proposed to a maximum of 605 feet and is part of this Tower's side core building technology, servicing the office floors. In place of conventional center cores utilized in tower design, these side (or rear) egress and elevator cores enables a generally open ground plane at the base of this tower and open floor plates at the office levels. Due to its attachment to a significantly taller building and intervening buildings, this side (or rear) core will not read as an independently visible building. Given these heights, it is unavoidable that the Project will cast new shadows onto public open spaces. But limiting the height of the Project for the purpose of avoiding shadows would contradict some of the most important aspects of the Transit Center District Plan, which anticipated new office space, residential units and hotels clustered near the future Transit Center and in the walkable downtown core. Therefore it appropriate to grant an exception pursuant to Section 309.*

- I. **Bulk (Section 272) (Mission Street Tower).** For buildings in the "S" Bulk District, there is no bulk applicable to the base of these buildings except those required by Section 132.1. A building's base extends up to 1.25 times the width of the widest abutting street. Mission Street is approximately 82.5 feet wide, for a base height of 103 feet. For the lower tower, maximum floor length is 160 feet, maximum diagonal dimension is 190 feet, maximum floor size is 20,000 square feet, and maximum average floor size is 17,000 square feet. At the upper tower, maximum length is 130 feet, maximum average diagonal dimension is 160 feet, maximum floor size is 17,000 square feet, and maximum average floor size is 12,000 square feet. When the average floor plate of the lower tower exceeds 5,000 square feet, the volume of the upper tower is required to be reduced to a percentage of the volume that would occur if the average floor size of the lower tower were extended to the proposed building height, pursuant to "Chart C" of San Francisco Planning Code Section 270. Lower tower and upper tower heights are determined pursuant to "Chart B" of San Francisco Planning Code Section 270. To accommodate additional elevators required by tall buildings, the lower portion of the lower tower for an S bulk district building (also identified on Chart B) 500 feet or taller may be enlarged to a maximum length of 190 feet, maximum diagonal dimension of 230 feet, and a maximum floor size of 25,000 square feet with no corresponding reduction in upper floor size. Exceptions to the Section 270 bulk limits are permitted through Section 272 by Section 309, if at least one of six requirements is met.

*As noted above in Section #6Q, the Project's First Street Tower meets all bulk requirements. The Mission Street Tower's upper tower maximum length of 133 feet exceeds the principally permitted 130-foot length. In other respects, it is compliant with bulk limitations as discussed in Section #6Q. Therefore, the Project requires an exception to the general bulk limit for the Mission Street Tower.*

*First, it achieves a distinctly better design for a new urban infill tower, in both a public and private sense, than would be possible by strictly adhering to the bulk limits. The only aspect of the Project's two towers that does not strictly comply with the bulk requirement is the approximately three foot difference in the Mission Street Tower's average upper length (from 130 feet to 133 feet). This deviation only applies to the upper 20 stories in the Mission Street Tower. The Project compensates for the minor three foot exceedance of the maximum plan dimension on its upper floors, by a reduction of other portions (lower and upper tower) below the maximum bulk permitted. More details are provided in Section #6Q.*

*It also achieves a significantly better design from a public sense, particularly at the pedestrian level. Instead of extending the Mission Street Tower's footprint eastward towards the Project's boundary with the existing commercial building at 510 Mission, the Project incorporates a "pocket park", facing Mission Street on Lot 011 (516 Mission Street). This further reduces the available developable footprint and contributes to a sense of relief along Mission Street and slenderness from the Tower itself. This area will be publicly-accessible to all pedestrians in accordance with Planning Code Section 138, and will be a significant contributor to the Project's interconnected ground-floor open spaces.*

*As discussed earlier, the Project will shade publicly accessible open space due to the proposed heights, which were envisioned in the Transit Center District Plan. The amount of shadow cast on each of these open spaces 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. The minor three-foot extension of the upper tower length does not significantly affect light and air to adjacent buildings. The upper tower begins approximately at level 34 and above, which is approximately 373 feet above ground level. This area will face directly onto Mission Street, an 83-foot wide public right of way.*

*Finally, the Project's design is compatible with the character and development of the surrounding area. The Transit Center District Plan is meant to create an elegant downtown skyline, building on existing policy to craft a downtown 'hill' form with the apex at Salesforce Tower, and tapering in all directions. It also seeks a balanced skyline by permitting only a limited number of tall buildings to rise above the dense downtown cluster, stepping down from the Salesforce Tower in significant height increments, of which the Mission Street Tower was envisioned as one of these tapering towers. Requiring the Project to comply with this relatively minor bulk requirement would avoid an unnecessary prescription of building form, while achieving a distinctly better design and carrying out the intent of the bulk limits. Therefore it appropriate to grant an exception pursuant to Section 309.*

8. **General Plan Compliance.** The Project is, on balance, consistent with the following Objectives and Policies of the Transit Center District Plan ("TCDP") (a sub-area of the Downtown Area Plan), the Downtown Area Plan, and the General Plan as follows:

**TCDP: LAND USE**

**Policy 1.2:**

Revise height and bulk districts in the Plan Area consistent with other Plan objectives and considerations.

**Policy 1.4:**

Prevent long-term under-building in the area by requiring minimum building intensities for new development on major sites.

*At approximately 59,445 square feet, the Project Site is one of the few remaining large sites in the core Downtown area, including parcels zoned for the second tallest tower in the City. The Project proposes building to the allowable height and bulk to provide a high-density mixed-use development. The Project would add approximately 2.1 million gross square feet of residential, retail, office, and hotel use. Under-building on the few remaining major development sites in downtown would yield lower taxes and impact*

*fee revenues necessary to fund the Transit Center, affordable housing, streetscape improvements, and other infrastructure.*

## **TCDP: URBAN FORM**

### **OBJECTIVE 2.2:**

CREATE AN ELEGANT DOWNTOWN SKYLINE, BUILDING ON EXISTING POLICY TO CRAFT A DISTINCT DOWNTOWN "HILL" FORM, WITH ITS APEX AT THE TRANSIT CENTER, AND TAPERING IN ALL DIRECTIONS.

### **OBJECTIVE 2.3:**

FORM THE DOWNTOWN SKYLINE TO EMPHASIZE THE TRANSIT CENTER AS THE CENTER OF DOWNTOWN, REINFORCING THE PRIMACY OF PUBLIC TRANSIT IN ORGANIZING THE CITY'S DEVELOPMENT PATTERN, AND RECOGNIZING THE LOCATION'S IMPORTANCE IN LOCAL AND REGIONAL ACCESSIBILITY, ACTIVITY, AND DENSITY.

### **Policy 2.3:**

Create a balanced skyline by permitting a limited number of tall buildings to rise above the dense cluster that forms the downtown core, stepping down from the Transit Tower in significant height increments.

*Zoned for the second-tallest building in the Transit Center District, the Project will include a tower with maximum height of 850 feet in height one block north of the approximately 1,070-foot-high (architectural features) Salesforce Tower, the City's tallest tower. The Project Site contains the only parcels in the Transit Center with an 850-foot height limit. In addition, the Project includes a 605-foot tall tower, adding to the downtown "hill" form. The Project will serve as a primary contributor to the planned urban form of the Transit Center District and will complement the Salesforce Tower.*

### **OBJECTIVE 2.12:**

ENSURE THAT DEVELOPMENT IS PEDESTRIAN-ORIENTED, FOSTERING A VITAL AND ACTIVE STREET LIFE.

### **OBJECTIVE 2.13:**

ENACT URBAN DESIGN CONTROLS TO ENSURE THAT THE GROUND-LEVEL INTERFACE OF BUILDINGS IS ACTIVE AND ENGAGING FOR PEDESTRIANS, IN ADDITION TO PROVIDING ADEQUATE SUPPORTING RETAIL AND PUBLIC SERVICES FOR THE DISTRICT.

*Much of the Project's ground level fronting First Street will be the Urban Room which will serve as public open space easily visible and accessible from the street. The pedestrian realm will provide a mix of activities and retail opportunities, including food service and café space, and seating for residents and employees who live and work within the Project Site, as well as students, pedestrians and visitors to the area. The Urban Room is the focal point of the Project's interconnected publicly-accessible open space. Other features include improving Elim Alley into a public right-of-way and seating area that is open and inviting; and adding a pocket park accessible from Mission Street.*

## TCDP: PUBLIC REALM

### OBJECTIVE 3.8

ENSURE THAT NEW DEVELOPMENT ENHANCES THE PEDESTRIAN NETWORK AND REDUCES THE SCALE OF LONG BLOCKS BY MAINTAINING AND IMPROVING PUBLIC ACCESS ALONG EXISTING ALLEYS AND CREATING NEW THROUGH-BLOCK PEDESTRIAN CONNECTIONS WHERE NONE EXIST.

#### Policy 3.11

Prohibit the elimination of existing alleys within the District. Consider the benefits of shifting or re-configuring alley alignments if the proposal provides an equivalent or greater degree of public circulation.

#### Policy 3.12

Design new and improved through-block pedestrian passages to make them attractive and functional parts of the public pedestrian network.

*The TCDP identifies Elim Alley as an ideal alley to be reconfigured and improved. Elim Alley will be integrated with the Project and will continue to provide public access at all times from First Street to connect to the remainder of Elim Alley and Ecker Street.*

*The Project Sponsor proposes to vacate and dedicate portions of Jessie Street and Elim Alley for pedestrian and vehicular access to and across the Project Site, which will improve the pedestrian experience. The vacated portion of Elim Alley would create a pedestrian-only passageway that will be a significant improvement on its current condition, making it a more inviting and vibrant public space. Rerouted Jessie Street would provide a new way for pedestrians in or around the northern portion of the Site to directly access Mission Street.*

### OBJECTIVE 4.1:

THE DISTRICT'S TRANSPORTATION SYSTEM WILL PRIORITIZE AND INCENTIVIZE THE USE OF TRANSIT. PUBLIC TRANSPORTATION WILL BE THE MAIN, NON-PEDESTRIAN MODE FOR MOVING INTO AND BETWEEN DESTINATIONS IN THE TRANSIT CENTER DISTRICT.

#### Policy 4.5:

Support funding and construction of the Transbay Transit Center project to further goals of the District Plan, including completion of the Downtown Extension for Caltrain and High Speed Rail.

*One of the goals of the Transit Center Plan is to leverage increased development intensity to generate revenue that will enable the construction of new transportation facilities, including support for the new Transit Center, including the Downtown Rail Extension. These revenues will also be directed toward improvements to sidewalks and other important pedestrian infrastructure to create a public realm that is conducive to, and supportive of pedestrian travel. With 2.1 million gross square feet of office, hotel and residential uses proposed, this is the largest development within the Plan area. The Project will contribute substantial financial resources toward these improvements, and will also serve*



*to leverage these investments by focusing intense employment growth within the core of planned transportation services.*

## **DOWNTOWN AREA PLAN**

### **OBJECTIVE 2**

MAINTAIN AND IMPROVE SAN FRANCISCO'S POSITION AS A PRIME LOCATION FOR FINANCIAL, ADMINISTRATIVE, CORPORATE, AND PROFESSIONAL ACTIVITY.

#### **Policy 2.1**

Encourage prime downtown office activities to grow as long as undesirable consequences of growth can be controlled.

#### **Policy 2.2**

Guide location of office development to maintain a compact downtown core and minimize displacement of other uses.

*The Project would add office space to a location that is currently underutilized, well-served by existing and future transit, and is within walking distance of substantial goods and services. Workers can walk, bike, or take BART, MUNI, or a regional bus service to the Property, including all future modes of public transportation proposed to terminate in the Transit Center. Through impact fees and other exactions, the Project would also enable the construction of new open space, transportation facilities, improvements to sidewalks, and construction of other important pedestrian and public transit infrastructure.*

### **OBJECTIVE 4**

ENHANCE SAN FRANCISCO'S ROLE AS A TOURIST AND VISITOR CENTER.

#### **Policy 4.1**

Guide the location of new hotels to minimize their adverse impacts on circulation, existing uses, and scale of development.

### **OBJECTIVE 6**

WITHIN ACCEPTABLE LEVELS OF DENSITY, PROVIDE SPACE FOR FUTURE OFFICE, RETAIL, HOTEL, SERVICE AND RELATED USES IN DOWNTOWN SAN FRANCISCO.

*The Project will incorporate a hotel in the Mission Street Tower. The location provides guests—both tourist and business visitors—with easy access to amenities in San Francisco and the Bay Area by walking, bicycle, ferry, train, bus. The hotel use in the Project will not substantially reduce the capacity to accommodate dense, transit-oriented job growth in the Transit Center C-3-O (SD) Commercial Special Use District.*

### **OBJECTIVE 7**

EXPAND THE SUPPLY OF HOUSING IN AND ADJACENT TO DOWNTOWN.

#### **Policy 7.1**

Promote the inclusion of housing in downtown commercial developments.

**Policy 7.2**

Facilitate conversion of underused industrial and commercial areas to residential use.

*The Project would replace vacant lots and low-density commercial buildings with approximately 788,638 square feet of residential use and 265 dwelling units, providing housing downtown and adding vitality to an area traditionally under-utilized at night and on weekends.*

**OBJECTIVE 10**

ASSURE THAT OPEN SPACES ARE ACCESSIBLE AND USABLE.

**Policy 10.2**

Encourage the creation of new open spaces that become a part of an interconnected pedestrian network.

*The Urban Room will allow for direct pedestrian connections through the Project Site, linking Mission Street, Ecker Place, Jessie Street, First Street, and Stevenson Street through a protected large urban space featuring pedestrian amenities including paving, furniture, and landscaping. This space will improve the pedestrian realm experience at the Project Site and in the vicinity, connecting the future Transit Center to Market Street and the rest of downtown. A portion of Elim Alley will be vacated and integrated into the Project Site, with public access 24 hours per day, 7 days per week. The area along newly-realigned Jessie Street will similarly be improved with a "pocket park" fronting Mission Street meant to increase pedestrian enjoyment along this street, which currently has two narrow sidewalks opening onto First Street.*

**GENERAL PLAN: COMMERCE AND INDUSTRY**

**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.

*The Project would provide substantial benefits by increasing the supply of office space, housing, and hotel rooms in the Downtown area, creating new jobs and on-site housing, with a corresponding addition to San Francisco's housing stock for employees and others working in adjacent office buildings. The Project would add these uses to the dense urban core of the City, in a location accessible by a number of transit services. The Project will also be subject to impact fees which will fund the improvement of San Francisco's transportation network, as well as funds for new open spaces, affordable housing, and other public services.*

**GENERAL PLAN: HOUSING**

**OBJECTIVE 12**

BALANCE HOUSING GROWTH WITH ADEQUATE INFRASTRUCTURE THAT SERVES THE CITY'S GROWING POPULATION.

**Policy 12.1**

Encourage new housing that relies on transit use and environmentally sustainable patterns of movement.

**Policy 12.2**

Consider the proximity of quality of life elements, such as open space, child care, and neighborhood services, when developing new housing units.

**Policy 12.3**

Ensure new housing is sustainably supported by the City's public infrastructure systems.

*The Project Site is extremely well-served by public transit. The Project Site is located less than one block from the Montgomery Street MUNI and BART station, as well as numerous MUNI bus lines running along Market and Mission Streets and the Ferry Building is located within walking distance of the Project Site. Further, the Transit Center, the regional and Statewide transportation hub currently under construction, will be located one block from the Project Site. Residents of the Project will be able to walk, bicycle or take public transit to many locations in downtown San Francisco and areas in the greater Bay Area served by BART, Caltrain, ferries, and the Transbay bus lines.*

**OBJECTIVE 13**

PRIORITIZE SUSTAINABLE DEVELOPMENT IN PLANNING FOR AND CONSTRUCTING NEW HOUSING.

**Policy 13.1**

Support "smart" regional growth that located new housing close to jobs and transit.

**Policy 13.3**

Promote sustainable land use patterns that integrate housing with transportation in order to increase transit, pedestrian, and bicycle mode share.

*The Project advances the objectives of the Housing Element by adding approximately 788,638 square feet and 265 units of housing in a transit-rich and walkable neighborhood, while also providing revenue through payment of impact fees or other payments that will enable the construction of new affordable housing, and/or acquisition and/or rehabilitation of housing in the area, transportation facilities, improvements to sidewalks, and construction of other important pedestrian and public transit infrastructure.*

**GENERAL PLAN: TRANSPORTATION**

**OBJECTIVE 2**

USE THE EXISTING TRANSPORTATION INFRASTRUCTURE 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 downtown area which was recently re-zoned as part of an area plan to design development around the Transbay Transit Center. The Transit Center is designed to be the Bay Area's hub of intermodal public transportation, with corresponding infrastructure improvements in this area of downtown. Situated one block from the Transit Center, the Property is an ideal location for a dense mixed-use Project. The Project will have a positive effect on the prevailing character of the neighborhood as residents, hotel guests, and office workers at the Project will be able to easily walk, take public transit, or ride bicycles to and from the Project Site, which will generate a low amount of traffic and transit impacts. The Project will also pay a number of impact fees and other exactions meant to fund contemplated infrastructure and public realm improvements, as well as paying into City funds that support schools, day care centers, and other community facilities.*

9. The General Plan Consistency Findings set forth in Motion No. 19638, Case #2006.1523GPR (Findings of Consistency with the General Plan Referral for Street and Alley Vacations) apply to this Motion, and are incorporated herein by reference as though fully set forth.
10. **Section 101 Priority Policy Findings.** Section 101.1(b)(1-8) establishes eight priority planning policies and requires review of permits for consistency with said policies. On balance, the Project does comply with said policies in that:

- a) That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

*The Subject Property is located in the center of San Francisco's central business district and does not house many neighborhood-serving retail uses. The Project would include ground-floor retail, and create ownership and employment opportunities for San Francisco residents. The influx of new employees, residents, and visitors to the area as a result of the Project will strengthen the customer base of existing retail uses in the area and contribute to the demand for new retail uses serving downtown workers, students at Golden Gate University, visitors and residents alike.*

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

*No housing would be removed by the Project. The Project will be compatible with the existing and proposed character of the Transit Center District and the downtown area, areas defined by high-rise office, hotel and residential development. The Project will add 265 residential units to the market. The building at 88 First Street will be retained and rehabilitated, and the 78 First Street building will be partially retained and rehabilitated.*

- c) The City's supply of affordable housing be preserved and enhanced.

*The Project will enhance the supply of affordable housing by participating in the City's Jobs-Housing Linkage Program, pursuant to Section 413, and the residential portion of the project is subject to the Inclusionary Housing requirements of Section 415, or an equivalent or greater alternative to such payment. No housing currently exists on the Project Sites.*

- d) That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking.

*The Project Site, located downtown, is extremely well served by public transit. The Project Site is located across the street from the future Transit Center, which will provide direct access to a significant hub of local, regional, and Statewide transportation. The Project is also located one block from Market Street, a major transit corridor that provides access to various Muni and BART lines and the Ferry Building. The Project implements the vision of the Transit Center District Plan to direct regional growth, especially jobs, to a location that is served by abundant transit options, in order to facilitate travel by means other than private automobile.*

- 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 contain ground-floor retail uses which are proposed to be retained and enlarged, but does not contain any industrial uses. In addition, the Project's employees and residents will increase the demand for, and patronage of, existing and new retail uses in the immediate Project vicinity and throughout Downtown.*

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

*The Project will conform to the structural and seismic requirements of the San Francisco Building Code, meeting this policy.*

- g) That landmarks and historic buildings be preserved.

*All of the buildings on the Site were surveyed as part of the Transit Center District Plan (TCDP). On February 1, 2012, the Transit Center District Historic Resources Survey Update was adopted by the Historic Preservation Commission. Part of this adoption included the completion or update of 57 individual properties historic resource status including 62, 78 and 88 1<sup>st</sup> Street properties, which were all determined eligible for listing in the California Register. The Project proposes demolition of 62 1<sup>st</sup> Street and partial demolition of 78 1<sup>st</sup> Street. The remainder of 78 1<sup>st</sup> Street and the building at 88 1<sup>st</sup> Street are proposed to be rehabilitated in keeping with the Secretary of the Interior's Standards for Rehabilitation. Demolition of historic resources at the Project Site was analyzed in the TCDP EIR, which was certified by the Planning Commission on May 24, 2012. The Planning Commission also adopted a Statement of Overriding Considerations finding that the impacts of demolition of historic resources are outweighed by the benefits of the implementation of this aspect of TCDP, including the construction of this Project. A technical memorandum, prepared by Page & Turnbull Associates, found that the revised Project, which will rehabilitate 88 First Street and partially retain and rehabilitate 76-78 First Street, will somewhat reduce the originally anticipated historical resource impacts as two historic buildings originally proposed for demolition will be fully or partially retained. Other properties proposed for demolition (40 1<sup>st</sup> Street and 50 1<sup>st</sup> Street) are not 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 Environmental Science Associates, concluded that the Project would cast new shadow on four parks, as follows: approximately 149,230 square-foot-hours (sfh) of new shadow on Union Square, equal to approximately 0.0035% of the theoretically available annual sunlight ("TAAS") on Union Square; approximately 457,510 sfh of new shadow on Portsmouth Square Plaza, equal to approximately 0.219% of the theoretical annual available sunlight ("TAAS") on Portsmouth Square Plaza; 1,342 sfh of net new shadow on Portsmouth Square Plaza on a yearly basis, equal to approximately 0.001% of the theoretical annual available sunlight ("TAAS") on St. Mary's Square; and 299,820 sfh of net new shadow on Justin Herman Plaza on a yearly basis, which would be an increase of about 0.044% of the theoretical annual available sunlight ("TAAS") on Justin Herman Plaza. Approval of the Project is therefore subject to approval under the procedures of Planning Code Section 295 by the Recreation & Parks and Planning Commissions.*

*On May 5, 2016, the Planning Commission held a duly noticed public hearing and adopted Motion No. 19634, finding that the shadows cast by the Project on Union Square, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza would not be adverse to the use of the parks, and allocating ACLs to the Project for Union Square, Portsmouth Square Plaza, St. Mary's Square and Justin Herman Plaza.*

11. The Project is consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) as outlined in Motion No. 19635 and also in that, as designed, the Project would contribute to the character and stability of the Transit Center District and would constitute a beneficial development.
12. The Commission hereby finds that approval of the Downtown Project Authorization and Request for Exceptions would promote the health, safety and welfare of the City.

## 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 Downtown Project Authorization Application No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated April 14, 2016, and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

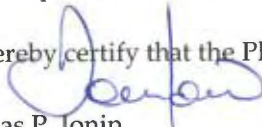
The Planning Commission hereby adopts the IMMRP attached hereto as "EXHIBIT C" and incorporated herein as part of this Motion by this reference thereto. All required improvement and mitigation measures identified in the Transit Center District Plan EIR and contained in the IMMRP are included as Conditions of Approval.

**APPEAL AND EFFECTIVE DATE OF MOTION:** Any aggrieved person may appeal this Downtown Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion No. 19635. The effective date of this Motion shall be the date of this Motion if not appealed (After the 15-day period has expired) OR the date of the decision of the Board of Appeals if appealed to the Board of Appeals. For further information, please contact the Board of Appeals in person at 1650 Mission Street, Room 304, San Francisco, CA 94103, or call (415) 575-6880.

**Protest of Fee or Exaction:** You may protest any fee or exaction subject to Government Code Section 66000 that is imposed as a condition of approval by following the procedures set forth in Government Code Section 66020. The protest must satisfy the requirements of Government Code Section 66020(a) and must be filed within 90 days of the date of the first approval or conditional approval of the development referencing the challenged fee or exaction. For purposes of Government Code Section 66020, the date of imposition of the fee shall be the date of the earliest discretionary approval by the City of the subject development.

If the City has not previously given Notice of an earlier discretionary approval of the project, the Planning Commission's adoption of this Motion constitutes the conditional approval of the development and the City hereby gives **NOTICE** that the 90-day protest period under Government Code Section 66020 has begun. If the City has already given Notice that the 90-day approval period has begun for the subject development, then this document does not re-commence the 90-day approval period.

I hereby certify that the Planning Commission ADOPTED the foregoing Motion on May 5, 2016.

  
Jonas P. Ionin  
Commission Secretary

AYES: Fong, Richards, Antonini, Hillis, Johnson  
NAYS: Moore  
ABSENT: None  
RECUSED: Wu  
ADOPTED: May 5, 2016

## EXHIBIT A

### AUTHORIZATION

This authorization is for a **Downtown Project Authorization and Request for Exceptions** relating to a project that would allow construction of two towers sharing a basement, rehabilitation of two commercial buildings, proposing 265 residential units, a 169 room tourist hotel, approximately 1.07 million square feet of office space, and 12,500 square feet of retail space on eight lots plus vacation of portions of Jessie Street and Elim Alley located near the northwest corner of First and Mission Streets (Assessor's Block 3708, Lots 003, 006, 007, 009, 010, 011, 012, and 055), and exceptions pursuant to **Planning Code Sections 309, 132.1(c)(1), 132.1(d), 134, 148, 155(d), 248, 260(b)(M), 263.9, and 272** within the C-3-O (SD) Zoning District and the Transit Center C-3-O (SD) Commercial Special Use District, and the 550-S and 850-S-2 Height and Bulk Districts; in general conformance with plans, dated April 14, 2016, and stamped "EXHIBIT B" included in the docket for Case No. 2006.1523ENV/DNX/OFA/CUA/VAR/SHD/GPR and subject to conditions of approval reviewed and approved by the Commission on **May 5, 2016** under Motion No. 19635. 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 5, 2016**, under Motion No. 19635.

### PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the "Exhibit A" of this Planning Commission Motion No. 19635 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 Downtown Project Authorization 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 Downtown Project Authorization.



## Conditions of Approval, Compliance, Monitoring, and Reporting

### PERFORMANCE

1. **Validity.** The authorization and right vested by virtue of this action is valid for three (3) years from the effective date of the Motion. 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 (3) year period.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sfplanning.org](http://www.sfplanning.org)*

2. **Expiration and Renewal.** Should a Building or Site Permit be sought after the three (3) year 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.sfplanning.org](http://www.sfplanning.org)*

3. **Diligent Pursuit.** 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 this Authorization was approved.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sfplanning.org](http://www.sfplanning.org)*

4. **Extension.** All time limits in the preceding three paragraphs may be extended at the discretion of the Zoning Administrator where implementation of the project is delayed by a public agency, an appeal or a legal challenge and only by the length of time for which such public agency, appeal or challenge has caused delay.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sfplanning.org](http://www.sfplanning.org)*

5. **Conformity with Current Law.** 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.sfplanning.org](http://www.sfplanning.org)*

6. **Additional Project Authorizations.** The Project Sponsor must obtain an Office Allocation Authorization under Section 321; Variance from Section 136 for projecting bay windows that do not meet the code's dimension separation requirements; Variance from Section 145.1(c)(2) for exceeding the minimum frontage devoted to parking and loading ingress and egress; Variance from Section 140 for 22 units that do not meet the Planning Code requirements for exposure; Variance from Section 155(s) for the number and size of parking and loading access points; a ZA exception for height of elevator mechanicals at Mission Street Tower; a Conditional Use Authorization pursuant to Sections 210.2 and 303 for a new tourist hotel; findings under Section 295 as to whether the shadow cast by the project will have any adverse impact on any park under the jurisdiction of the Recreation and Parks Commission and allocate new ACL to four parks; and a General Plan Referral for vacations for portions of Jessie Street and Elim Alley. The Project Sponsor must satisfy all the conditions thereof for each additional project authorization. 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](http://www.sf-planning.org).*

7. **Mitigation Measures.** Improvement and Mitigation measures described in the IMMRP for the Transit Center EIR (Case No. 2007.0558E) attached as Exhibit C are necessary to avoid potential significant effects of the proposed project and have been agreed to by the project sponsor.

*For information about compliance, contact the Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

8. **Transferable Development Rights.** Pursuant to Sections 123, 124, and 128, the Project Sponsor shall purchase the required units of Transferable Development Rights (TDR) and secure a Notice of Use of TDR prior to the issuance of an architectural addendum for all development which exceeds the base FAR of 6.0 to 1, up to a maximum FAR of 9.0 to 1. The net addition of gross floor area subject to the requirement shall be determined based on drawings submitted with the Building Permit Application.

*For more information about compliance, contact the Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org).*

## DESIGN — COMPLIANCE AT PLAN STAGE

9. **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.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sfplanning.org](http://www.sfplanning.org)*

10. **Canopy/Awning/Marquee.** Pursuant to Planning Code Section 136.1, the Project Sponsor shall

continue to work with Planning Department staff to ensure proposed canopy, awning or marquee are in compliance with projections over the public-right-of-way.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sfplanning.org](http://www.sfplanning.org)*

11. **Streetscape Plan Elements.** 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 required Streetscape features so that the plan generally meets the standards of the Transit Center District Plan, Better Streets and Downtown Plans 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.sfplanning.org](http://www.sfplanning.org)*

12. **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 architectural addenda. 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.sfplanning.org](http://www.sfplanning.org)*

13. **Rooftop Mechanical Equipment.** Pursuant to Planning Code 141, the Project Sponsor shall submit a roof plan and full building elevations to the Planning Department prior to Planning approval of the architectural addendum to the Site 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.sfplanning.org](http://www.sfplanning.org)*

14. **Lighting Plan.** The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the architectural addendum to the site permit application.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sfplanning.org](http://www.sfplanning.org)*

15. **Open Space Provision - C-3 Districts.** Pursuant to Planning Code Section 138, the Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the public open space (specifically as noted on plans in Exhibit B: Indoor Park

“Urban Room”, the Public Sitting Area behind 78 First Street, and the Mission Street Pocket Park) ensuring that visibility and access into the spaces from the sidewalks and public access ways remains a defining feature, prior to the issuance of a first temporary certificate of occupancy for the project.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

16. **Open Space Plaques - C-3 Districts.** 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 First Street, Mission Street, and from publicly accessible walkways such as the vacated portion of Jessie Street. The plaques shall indicate that the vacated portions of Jessie Street and Elim Alley, as well as the pocket park on Mission Street (“Snippet”) and public sitting area behind 78 First Street (“Public Sitting Area in a Pedestrian Walkway”) shall be publicly accessible 24 hours per day, 7 days per week, and that the remainder of the Project’s required open space, including the ground level and third-level urban room (“Indoor Park”) shall be open to the public from 8am – 8pm, 7 days per week. 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 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

17. **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:
- a. 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;
  - b. On-site, in a driveway, underground;
  - c. On-site, above ground, screened from view, other than a ground floor façade facing a public right-of-way;
  - d. 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;
  - e. Public right-of-way, underground; and based on Better Streets Plan guidelines;
  - f. Public right-of-way, above ground, screened from view; and based on Better Streets Plan guidelines;

- g. On-site, in a ground floor façade (the least desirable location).
  - h. 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.
18. **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 SFMTA.

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

## PARKING AND TRAFFIC

19. **Bicycle Parking.** Pursuant to Planning Code Sections 155.1, the Project shall provide no fewer than **three hundred sixty-four (364)** Class 1 (141 for the residential portion and 216 for the commercial portion) and **forty-six (46)** Class 2 (13 for the residential portion, 24 for the office use, 2 for the retail use and 7 for the hotel use) bicycle parking spaces.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sfplanning.org](http://www.sfplanning.org)*

20. **Showers and Clothes Lockers.** Pursuant to Planning Code Section 155.4, the Project shall provide no fewer than (4) showers and (24) clothes lockers.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sfplanning.org](http://www.sfplanning.org).*

21. **Parking Maximum.** Pursuant to Planning Code Section 151.1, the Project shall provide no more than (133) off-street parking spaces for residential use (.5 spaces per dwelling unit) and no more than 3.5% of non-residential gross floor area as parking for non-residential use.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sfplanning.org](http://www.sfplanning.org)*

22. **Off-Street Loading.** Pursuant to Planning Code Section 152.1 and 161, the Project shall provide four (4) off-street freight loading spaces and four (4) service vehicle off-street loading spaces.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863, [www.sfplanning.org](http://www.sfplanning.org)*

23. **Car Share.** Pursuant to Planning Code Section 166, no fewer than seven (7) car share spaces (2 for the residential component and 5 for the non-residential component) 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.

*For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863,*

[www.sfplanning.org](http://www.sfplanning.org)

24. **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.sfplanning.org](http://www.sfplanning.org)*

## PROVISIONS

25. **Transportation Brokerage Services - C-3, EN, and SOMA.** Pursuant to Planning Code Section 163, the Project Sponsor shall provide on-site transportation brokerage services for the actual lifetime of the Project.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

26. **Employment Brokerage Services - C-3 District.** Pursuant to Planning Code Section 164, the Project Sponsor shall provide employment brokerage services for the actual lifetime of the Project.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

27. **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.  
*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

28. **Transportation Sustainability Fee.** The project is subject to the Transportation Sustainability Fee (TSF), as applicable, pursuant to Planning Code Section 411A.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

29. **Downtown Park Fee - C-3 District.** Pursuant to Planning Code Section 412, the Project Sponsor shall pay the Downtown Park Fee.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

30. **Jobs Housing Linkage.** Pursuant to Planning Code Section 413, the Project Sponsor shall contribute to the Jobs-Housing Linkage Program (JHLP) or provide an equivalent payment to the City to be used for affordable housing in the area.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

31. **Childcare Requirements for Office and Hotel Development Projects.** Pursuant to Section 414, the Project Sponsor shall pay the in-lieu fee as required.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

32. **Child Care Fee - Residential.** The project is subject to the Residential Child Care Fee, as applicable, pursuant to Planning Code Section 414A.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

33. **Transit Center District Open Space Fee.** Pursuant to Section 424.6, the Project Sponsor shall pay a fee of to be deposited in the Transit Center District Open Space Fund.

*For information about compliance, contact the Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

34. **Transit Center District Transportation and Street Improvement Fee.** Pursuant to Section 424.7, the Project Sponsor shall pay a fee which will be deposited in the Transit Center District Transportation and Street Improvement Fund.

*For information about compliance, contact the Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

35. **Transit Center District Mello Roos Community Facilities District Program.** Pursuant to Section 424.8, the Project Sponsor is required to participate in a Transit Center District Mello Roos Community Facilities District (CFD) and to include the Project Site in the CFD prior to issuance of the First Temporary Certificate of Occupancy for the Project.

*For information about compliance, contact the Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

36. **Anti-Discriminatory Housing.** The Project shall adhere to the requirements of the Anti-Discriminatory Housing policy, pursuant to Administrative Code Section 1.61.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

37. **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.

*For information about compliance, contact the First Source Hiring Manager at 415-581-2335, [www.onestopSF.org](http://www.onestopSF.org)*

38. **Art.** Pursuant to Planning Code Section 429, the Project shall 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. 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](http://www.sf-planning.org)*

39. **Art Plaques.** Pursuant to Planning Code Section 429(b), 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](http://www.sf-planning.org)*

40. **Art.** Pursuant to Planning Code Section 429, 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](http://www.sf-planning.org)*

41. **Art.** Pursuant to Planning Code Section 429, 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](http://www.sf-planning.org)*

## **AFFORDABLE UNITS**

42. **Requirement.** Pursuant to Planning Code Section 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%), but is subject to change under a proposed Charter amendment and pending legislation if the voters approve the Charter Amendment at the June 7, 2016 election. The Project Sponsor shall pay the applicable Affordable Housing Fee at the time such Fee is required to be paid. Alternatively, the Project Sponsor must make equivalent or greater payments to the City to be deposited into the Downtown Neighborhoods Preservation Fund, or similar fund ("the Fund"), and used for the construction of new affordable housing and/or acquisition and/or rehabilitation of existing housing in the area, if the voters approve a Charter Amendment at the June 7, 2016 election and the Board of Supervisors adopts legislation to permit this alternative method of providing affordable housing.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org) or the Mayor's Office of Housing and Community Development at 415-701-5500, [www.sf-moh.org](http://www.sf-moh.org).*

43. **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"). If the Project Sponsor makes the alternative payment to the City as described in Condition Number 42 above, the Project must comply with the requirements of the Fund. 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 and Community Development ("MOHCD") at 1 South Van Ness Avenue or on the Planning Department or Mayor's Office of Housing and Community Development'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](http://www.sf-planning.org) or the Mayor's Office of Housing and Community Development at 415-701-5500, [www.sf-moh.org](http://www.sf-moh.org).*

- a. The Project Sponsor must pay the Fee in full sum to the Development Fee Collection Unit at the DBI for use by MOHCD prior to the issuance of the first construction document, or, if an alternative payment is to be made, at the time the Fund requires such payment.
- b. 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 MOHCD or its successor.
- c. If project applicant fails to comply with the Inclusionary Affordable Housing Program requirement, or the requirement to make alternative payment to the Fund, 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. or the requirements applicable to any payments to the Fund shall constitute cause for the City to record a lien against the development project and to pursue any and all other remedies at law.

## MONITORING

44. **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 or its successor(s) 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 415-558-6863, [www.sfplanning.org](http://www.sfplanning.org).*

45. **Enforcement.** Violation of any of the Planning Department conditions of approval contained in this Motion or of any other provisions of the 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.sfplanning.org](http://www.sfplanning.org).*

## OPERATIONS

46. **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>.*

47. **Sidewalk Maintenance.** The Project sponsor shall maintain the main entrances to the buildings 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>.*

48. **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.sfplanning.org](http://www.sfplanning.org)*

49. **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](http://www.sf-planning.org)*

50. **Open Space Provision – C3 Districts.** Pursuant to Planning Code Section 138, the following areas shall be maintained as publicly accessible open space: Indoor Park “Urban Room” at ground level and viewing platform; the Public Sitting Area in a Pedestrian Walkway, adjacent to the proposed Elim Alley vacation; and the Mission Street Snippet “Pocket Park”. Per Section 138, public availability to the Public Sitting Area in a Pedestrian Walkway and a Snippet is required at all times. Pedestrian access shall be maintained 24 hours per day, 7 days per week on the following areas proposed for street vacation in order to implement the project: portion of Jessie Street (20’ wide by 130’ long) that is part of the Indoor Park “Urban Room” open space area; and portion of Elim Alley, from First Street to the publicly accessible re-routed portion of Jessie Street, that is part of the Indoor Park “Urban Room” publicly accessible open space and part of the Public Sitting Area publicly accessible open space areas. All other required open spaces not referenced above shall be open from 8 am – 8 pm, 7 days a week. All publicly accessible open spaces shall be maintained for the life of the project.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

51. **Landscaping in Open Spaces – C-3 Districts.** Pursuant to Planning Code Section 138, the Project Sponsor shall maintain the landscape and planting plan at the general base of the First Street Tower, also referred to as the Indoor Park (“Urban Room”) open space, throughout the life of the Project.

*For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

