



SAN FRANCISCO PLANNING DEPARTMENT

North Subject to: (Select only if applicable)

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

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Planning Commission Motion No. 19473

HEARING DATE: SEPTEMBER 17, 2015

Date: September 3, 2015
Case No.: 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD
Project Address: **925 Mission Street and various parcels (aka "5M")**
Existing Site Zoning: C-3-S (Downtown Support) District
 90-X, 160-F Height and Bulk Districts
Block/Lots: Lots 089-091 of Assessor’s Block 3725 (“M-2” Site)
Project Sponsor: Audrey Tendell
 5M Project, LLC
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ADOPTING FINDINGS RELATING TO THE APPROVAL OF A CONDITIONAL USE AUTHORIZATION PURSUANT TO THE PROPOSED PLANNING CODE SECTION 249.74(e), FIFTH AND MISSION SPECIAL USE DISTRICT (5M SUD) AND SECTION 303 FOR THE CONSTRUCTION OF A NEW BUILDING REACHING A ROOF HEIGHT OF APPROXIMATELY 200 FEET AND MEASURING APPROXIMATELY 264,300 SQUARE FEET, CONTAINING APPROXIMATELY 288 RESIDENTIAL UNITS, ACTIVE GROUND FLOOR USES OF APPROXIMATELY 6,800 GSF, BICYCLE PARKING USES OF APPROXIMATELY 1,300 GSF, AND LOBBY/CORE USES OF APPROXIMATELY 5,400 GSF, AS A PORTION OF THE 5M DEVELOPMENT PROJECT REFERRED TO AS THE M-2 BUILDING; ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, INCLUDING ADOPTION OF A MITIGATION AND MONITORING AND REPORTING PROGRAM; AND ADOPTING FINDINGS OF CONSISTENCY WITH THE GENERAL PLAN AND THE EIGHT PRIORITY POLICIES OF PLANNING CODE SECTION 101(b).

PREAMBLE

1. On August 19, 2014, May 15, 2015, and August 7, 2015, 5M Project, LLC ("Project Sponsor") filed entitlement applications with the San Francisco Planning Department for the development of a mixed-use commercial, residential and retail/educational/cultural development project known as the 5M Project ("5M Project"), including a request for Conditional Use Authorizations for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74(e) to construct a new building reaching a roof height of approximately 200 feet and measuring approximately 264,300 square feet, containing approximately 288 dwelling units including 6,800 gsf of retail and other ground floor uses at approximately 939, 941-45, and 947-49 Mission Street located on Lots 089-091 of Assessor's Block 3725, within the 5M SUD and generally referred to as the "M-2 Project." The M-2 Project is one of three new buildings in the larger 5M Project.
2. The 5M Project is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100.
3. The Planning Department began conversations with the Project Sponsor in 2008 identifying the subject property as an opportunity site that should both reference the lower-scaled environment to the west by emphasizing the existing historic buildings on the site and adding much needed open space to this part of SOMA, with the potential for density and a mix of uses that relate to the high-rise environment to the east. The proposed 5M Project pre-dates the Central SOMA Plan, but supports many of the goals of the Plan, such as supporting transit oriented growth, providing extensive open space, and shaping the area's urban form with recognition of both the City and neighborhood context.
4. The 5M Project proposes to demolish surface parking lots and several existing buildings (926 Howard Street, 912 Howard Street, 409-411 Natoma Street, and 190 Fifth Street), retain the Dempster, Camelline, Chronicle, and Examiner (portion) buildings, and construct three new towers on the 5M Project site, with occupied building heights ranging from approximately 200 feet to 450 feet. The 5M Project includes approximately 821,300 square feet of residential uses (approximately 690 units), 807,600 square feet of office uses (including active office uses at or below the ground floor), and 68,700 square feet of other active ground floor uses (a mix of retail establishments, recreational and arts facilities, restaurants, workshops, and educational uses).
5. The 5M Project would also include vehicular parking, bicycle parking, and loading facilities, an extensive program of private- and publicly accessible open space, and streetscape and public-realm improvements. The northerly portion of Mary Street between Minna and Mission Streets would be

converted into a pedestrian alley lined with active uses and enhanced with seating, landscaping, and pedestrian-scaled lighting. Public open space will be provided at the center of the 5M Project, providing active and passive space incorporating artwork, landscape treatments, and furnishings. Another significant open space would be situated on the rooftop of the Chronicle building, including amenities such as a deck, lawn space, seating, and opportunities for urban agriculture and outdoor gardens.

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

made regarding the Draft EIR prepared for the 5M Project. The Draft EIR and the Comments and Responses document constitute the Final EIR. On September 17, 2015, the Commission reviewed and considered the Final EIR at a duly noticed public hearing and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq.) ("CEQA"), 14 California Code of Regulations Sections 15000 et seq. ("the CEQA Guidelines"), and Chapter 31 of the San Francisco Administrative Code ("Chapter 31"). The Commission found the Final EIR was adequate, accurate and objective, reflected the independent analysis and judgment of the Department and the Commission, and that the summary of comments and responses contained no significant revisions to the Draft EIR, and approved the Final EIR for the 5M Project in compliance with CEQA, the CEQA Guidelines and Chapter 31. The Planning Department, Jonas P. Ionin, is the custodian of records, located in the File for Case No. 2011.0409ENV/Planning Department staff prepared a Mitigation and Monitoring and Report Program (MMRP), which material was made available to the public and the Commission for the Commission's review and consideration and action.

11. On September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Motion No. 19459, the Commission adopted findings, including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program pursuant to CEQA, the CEQA Guidelines and Chapter 31. In accordance with the actions contemplated herein, the Commission has reviewed the Final EIR for the 5M Project and adopts and incorporates by reference as though fully set forth herein the findings, including a statement of overriding considerations, pursuant to CEQA, adopted by the Commission by Motion No.19459.
12. Also on September 17, 2015, at a duly noticed public hearing at a regularly scheduled meeting, by Resolution Nos. 19464 and 19463, the Commission recommended that the Board of Supervisors approve the 5M SUD and various General Plan amendments required for the 5M Project, and adopted findings in connection therewith.
13. Also on September 17, 2015, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting regarding Conditional Use Application No.2011.0409CUA. The Commission heard and considered the testimony presented to it at the public hearing and further considered written materials and testimony presented on behalf of the applicant, the Department and the Mayor's Office of Economic and Workforce Development staff, other City departments and interested parties and the record as a whole.

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

FINDINGS:

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

1. The above recitals are accurate and constitute findings of this Commission.
2. **Site Description and Present Use.** The 5M Project Site is located on approximately four acres of land under single ownership, bounded by Mission, Fifth and Howard Streets. The site is generally bounded by Mission Street to the north, Fifth Street to the east, Howard Street to the south, and Mary Street to the west, along with several additional parcels further to the west along Mary Street. It is currently occupied by eight buildings with approximately 318,000 square feet of office and cultural uses, and several surface parking lots. Buildings on the site include the San Francisco Chronicle Building, Dempster Printing Building and Camelline Building, as well as five low-rise office/warehouse/commercial workshop buildings and several surface parking lots. The site consists of Assessor's Block 3725, Lots 005, 006, 008, 009, 012, 042-047, 076, 077, 089-091, 093, 094, and 097-100. The M-2 Site is located at the northeast portion of the 5M Project Site, measuring approximately 42,400 square feet.
3. **Surrounding Properties and Neighborhood.** The 5M Project site is located at the nexus of the Downtown, SOMA, and Mid-Market areas, within a context characterized by intense urban development and a diverse mix of uses. The Westfield San Francisco Centre located at the southeast corner of Market and Fifth Streets, which defines the entry into the major retail shopping district around Union Square. The Fifth and Mission Parking Garage and the University of the Pacific School of Dentistry are located immediately to the east across Fifth Street, with the Metreon shopping center, Yerba Buena Gardens, and Moscone Center situated further to the east. The 340-foot Intercontinental Hotel is immediately to the east of the site, while the Pickwick Hotel and the Hotel Zetta are located along the Fifth Street corridor. The Old Mint is situated immediately to the north of the site across Mission Street. Existing buildings to the west and the south of the site tend to be lower in scale, and contain a wide variety of uses, including residential hotels, older and newly-constructed residential buildings, offices, retail establishments, and automotive repair. The transit spine of Market Street is situated one block to the north, while the alignment of the future Central Subway is located one block to the east along Fourth Street.

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

4. **M-2 Site and Project Description.** The M-2 Project comprises one of three new buildings proposed as part of the 5M Project. The M-2 Project contemplates concurrent, conforming

amendments to the Planning Code (including the proposed 5M SUD), adoption of design standards and guidelines in a Design for Development (“D4D”) document, and a Development Agreement for the entire 5M Project area. It is a new, approximately 288-unit, 264,300 gross-square-foot (gsf) residential building with active ground floor uses located at the western corner of Mission and Mary Streets (Assessor's Block 3725, Lots 089-091). It would replace 18,800 square feet of surface parking lots. The M-2 Project would be 20 stories and 200 feet tall, with 250,800 gsf devoted to residential use, and 13,500 gsf of ground active ground floor uses anticipated to be allocated as 6,800 gsf of retail use, 1,300 gsf of bicycle parking, and 5,400 gsf as lobby/core and building services space. Final allocations of space for each use will be refined prior to issuance of building permits.

The M-2 Project would include up to two subterranean parking levels able to accommodate 53 spaces accessory to the building. Also, the M-2 Project would provide approximately 149 Class 1 bicycle parking spaces and 19 Class 2 spaces, consistent with the quantities required by Planning Code Sec. 155.2, and the 5M SUD (subject to final design the number of spaces may vary somewhat, but in any event will be as required by the Planning Code).

On-street passenger and commercial loading would be provided on Mission Street – consisting of a passenger loading zone and two commercial metered parking spaces – and on Minna Street, consisting of two commercial metered spaces.

Construction of the M-2 Project would include a 3,600-square-foot open space terrace on the west side of the M-2 Project building, which would be exclusively available to residents. In addition, construction of the M-2 Project would include Mary Court East, an 11,500 square foot open space that will replace surface parking at the western and southern edges of Assessor's Block 3725 Lot 097 (along Mary Street and Natoma Street between the San Francisco Examiner Building (110 Fifth Street) and the Camelline Building (430 Natoma Street). Mary Court East is contemplated as a vibrant and versatile urban open space that facilitates a range of uses, from passive recreational space to programmed uses. Pop up café or retail uses can also be accommodated. Both open spaces would be completed prior to certificate of occupancy for the M-2 Project.

The use of portions of Mary Court East would be temporarily interrupted during the period of construction of Building N-1/New Examiner Building. These areas would be reopened before certificate of occupancy for the New Examiner Building or Building N-1, as required in Conditional Use Authorizations for those buildings. In the interim, Mary Court West contains sufficient open space to satisfy, under Planning Code Section 138(g), requirements for residential and commercial open space for Buildings M-2 and N-1.

The 5M D4D contemplates a variety of streetscape and pedestrian improvements. The M-2 Project includes several specific improvements within this overall program, including (a) converting Mary Street between Mission and Minna Streets to a pedestrian-only alley, the North Mary Pedestrian Alley, which would be closed to vehicular and bicycle traffic and associated improvements to the streetscape and roadway; (b) installation of a privately owned publicly accessible 1,600 square foot pedestrian improvement adjacent to the North Mary

Pedestrian Alley; and (c) installation of streetscape improvements on the adjacent Mission and Minna Street frontages and streetscape improvements to sidewalks adjacent to Mary Court East. All associated streetscape, roadway and pedestrian safety improvements would be completed prior to certificate of occupancy for the M-2 Project and in accordance with the D4D.

5. **Public Comment.** The Planning Department has received extensive written and verbal comments from members of the public regarding the proposed 5M Project. In general, communications in support of the project praise the development of a relatively underutilized site with housing, employment, and retail opportunities, the public benefits package outlined in the Development Agreement for the project (including contributions toward affordable housing, youth, workforce, and arts programs, and transportation), enhancement of streetscapes and the provision of new open spaces. Communications in opposition to the project express concerns regarding displacement and changes in neighborhood character, traffic, incompatibility in the scale of the new buildings, and changes to existing height and zoning controls necessary to allow the project to proceed.

6. **Planning Code Compliance/Zoning and Entitlement Structure.** The 5M Project regulatory program is a comprehensive planning approach and entitlement structure for the entire site. The proposed 5M SUD sets a unique set of zoning regulations and approval processes for project implementation. The entire site would be unified under the C-3-S Zoning District, which currently applies to the majority of the site, and height reclassifications are proposed to reflect the building heights shown in the D4D. The 5M D4D as described in Resolution No. 19465 articulates a vision for the character of the overall project, and provides specificity on aspects of architecture and massing, streetscape improvements, landscaping and greening, lighting, circulation and transportation facilities, public art, open space programming and design, activation and enhancement of the pedestrian realm, and sustainability features. The scope of the D4D is expansive, and the guidelines and regulations within each topic area are detailed. As with the entire 5M Project, the M-2 Project is governed by the proposed 5M SUD, D4D, and the Development Agreement. The Commission finds that the M-2 Project is consistent with the Planning Code overall, and the proposed 5M SUD and D4D in the following manner:
 - A. **Use and Density.** The M-2 Project complies with the C-3-S and 5M SUD use and density controls of the Planning Code. The dwelling units and active ground floor use are expressly permitted. As required by SUD Section(d)(2), the M-2 Building will contain an average of four dwelling units per floor.

 - B. **Height and Bulk.** The SUD and D4D describe unique height and bulk regulations for buildings proposed for the 5M Project site, in order to sculpt the skyline of the 5M Project, create differentiation in height and articulation, and allow for ornamental features which will terminate and resolve the tops of these forms. The M-2 Project complies with these standards. Its residential tower roof height of 200 feet and rooftop features allowed up to a height of 220 feet also comply with SUD Sections 3(A) and 3(B) and the 5M D4D. The dimensions and massing of the M-2 Project building comply with the existing "-S" bulk controls of the Planning Code, and as provided in SUD Sections 3(A) and 3(B) and 5M D4D. The "lower tower" controls would apply

between the base height up to a height of 160 feet, and the "upper tower" controls would apply above the lower tower to the maximum height of 200 feet. The base height is limited to a maximum of 103 feet and would be permitted to fluctuate by 10 percent subject to the design controls of the D4D.

The lower tower of the M-2 building complies with the S-bulk controls with the following floorplate dimensions: 160-foot plan length, 181-foot diagonal, 13,850 gsf maximum floorplate area, and an average floorplate area of 13,703 gsf. The upper tower of the M-2 building complies with the S-bulk controls with the following floorplate dimensions: 130-foot plan length, 155-foot plan diagonal, 13,850 gsf maximum floorplate area, and an average floorplate area of 12,370 gsf. The M-2 Project also meets the 5M D4D tower separation requirements to provide spacing, light, and air between structures within the 5M Project site. The separation requirements apply at all building heights above 145 feet, and require an average separation of 75 feet. This dimension may be reduced to as little as 55 feet between points of adjacent buildings, provided that the average separation between these buildings is a minimum of 75 feet. In the M-2 Project building, the minimum distance between the M-2 building and any other building over 145 feet within the 5M Project site is over 190 feet.

- C. **Floor Area Ratio.** 5M SUD Section 3(D) provides the permitted Gross Floor Area for the 5M Project shall not exceed 11:1. The M-2 building is consistent with the allowable FAR proposed for the overall 5M Project.
- D. **Rear Yard Setback and Dwelling Unit Exposure.** The provisions of Planning Code Sections 134 and 140 do not apply; however, the 5M SUD Section (C) Building Setbacks do provide that all buildings shall face onto a public right of way at least 20 feet in width or onto an open area (which may include rooftops of adjacent buildings within the District) that is unobstructed at the level of the unit in question for no less than 25 feet in every horizontal dimension. The M-2 Project building complies with those provisions by facing public rights of way on 3 sides: Mission Street to the north (85 feet in width unobstructed); the North Mary Pedestrian Alley to the east (20 feet of right-of-way plus 10 feet of pedestrian enhancement totaling 30 feet in width unobstructed); and Minna Street to the south (40 feet in width unobstructed). To the west, the M-2 building faces designated open space (25 feet in unobstructed width).
- E. **Usable Open Space, Streetscape and Pedestrian Improvements, Active Street Frontages, Off-Street Parking and Car Sharing, Off-Street Loading and Dwelling Unit Mix** are consistent with the 5M SUD Regulatory Program. The M-2 building provides open space consistent with the Planning Code and 5M SUD in the form of Mary Court East, an 11,500 square foot public open space that will replace surface parking, and 3,600 sf of commonly used open space, private to the M-2 Project, as a terrace space on the west side of the M-2 Project building. The M-2 Project provides retail spaces with storefront transparency along Mission and Mary Streets, and a primary entrance on Mission Street, in compliance with the 5M SUD requirements for active frontages. The M-2 Project would include up to two subterranean parking levels able to accommodate 53 spaces accessory to the building. Together with parking in the N-1 Project, total residential parking is within the .5 spaces per dwelling unit parking ratio established in the 5M SUD, while providing

corresponding car share as required by Planning Code Sec 166. Also, the M-2 Project would provide approximately 149 Class 1 bicycle parking spaces and 19 Class 2 spaces. These bicycle parking spaces will contribute to the overall quantity of bicycle parking required by Planning Code Sec. 155.2, and the 5M SUD.

On-street passenger and commercial loading would be provided on Mission Street – consisting of a passenger loading zone and two commercial metered parking spaces – and on Minna Street, consisting of two commercial metered parking spaces. A curb cut provided for parking ingress and egress from Minna Street would be within the dimensions required by the 5M SUD.

- F. **Inclusionary Affordable Housing Program.** Planning Code Section 415 sets forth the requirements and procedures for the Inclusionary Affordable Housing Program. As set forth in the 5M Development Agreement Affordable Housing and Community Benefit Program, the 5M Project exceeds materially the Planning Code's Affordable Housing requirements by providing any anticipated 33% of the market rate dwelling units as Affordable Housing. As set forth in the 5M Development Agreement Affordable Housing Program, 20 percent of the units located in the M-2 Project building shall be permanently restricted, for the life of the M-2 Project building, for occupancy by very low income tenants meeting the applicable income eligibility and rent requirements set forth in Sections 42(g)(1) and 142(d)(1) of the Internal Revenue Code and California Health and Safety Code Section 52080, *et. seq.*
7. **Planning Code Section 303** establishes criteria for the Planning Commission to consider when reviewing applications for Conditional Use Authorization. The 5M SUD provides in Section 249.74(e) that within the District, the provisions of Section 249.74(e), the 5M D4D and Section 303 apply in lieu of the Section 309 process. The M-2 Project development application authorization process must meet these criteria. On balance, the M-2 Project complies with the criteria of Section 303, in that:

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

The M-2 Project proposes an approximately 200-foot residential building, with 288 units comprising 250,800 gsf and 6,800 square feet of ground floor retail use. The M-2 Project's proposed location is an 18,800 square-foot surface parking lot on Mission Street. The site is located within the Downtown Plan area and C-3-S (Commercial Support) Zoning District, at the northern edge of the South of Market (SoMa) neighborhood. The high-density residential and active ground floor uses proposed by the M-2 Project are desirable for and compatible with the proposed location and with uses found in surrounding areas, as described below.

Under the Downtown Plan, residential uses and ground floor retail uses are encouraged within and adjacent to the Plan area, and particularly within the C-3-S (Commercial Support) district that applies to the M-2 Project site. Residential and ground floor retail uses are also principally permitted uses in the C-3-S District, and dwelling unit density is not restricted in the C-3 District.

The proposed size and intensity of residential use in the M-2 Project building is particularly desirable for the proposed location. The site is underutilized given its current use and its proximity to existing and growing employment centers in Downtown and SoMa, as well as to the major Powell Street transit hub and transit corridors on Market Street and Mission Street, and the Central Subway alignment on Fourth Street. Locating high-density uses in proximity to transit is consistent with Downtown Plan goals of promoting additional transit usage and ensuring that the number of private vehicle trips to Downtown is not detrimental to the area, because residents will be within convenient walking distance of many transit options. The size and intensity of the M-2 Project is also consistent with the City's 2020 Goals for increasing housing supply, including supply of affordable housing, by providing approximately 288 residential units, including 58 affordable units.

The varied land uses in the immediate vicinity of the M-2 Project reflect the intersection of Downtown and SoMa, with high-rise hotel, major retail, convention center, midrise office and residential development within two blocks of the building site. Additional major planned and approved projects in the immediate vicinity include two hotels, mixed-use residential and commercial projects, and Moscone Center expansion. Mid- and high-rise office and residential uses are also approved and proposed within the surrounding neighborhoods, including the Transit Center District Plan area, Mid-Market, and forthcoming Central SoMa Plan area. Given this context, the size and intensity of the M-2 Project would be consistent with existing and proposed uses in and the character of the surrounding neighborhood. Furthermore, as concluded in the Draft EIR and Chapter II (Revised Project) of the Comments and Responses document, the 5M Project, including the M-2 Project building, would be compatible with and would not overwhelm the existing neighborhood character, including nearby historic resources.

In addition, the pedestrian streetscape and open space improvements proposed as part of the M-2 Project, including the pedestrian-only North Mary Alley, would function as a connection between the surrounding neighborhoods, and contribute to greater activity levels within the Project area itself. This would provide a desirable, pedestrian-friendly experience that would interact with ground floor retail space in the M-2 Project building.

Thus, the size and intensity of the M-2 Project, at its proposed location within the Downtown Plan area and C-3-S District, is appropriate and desirable because it meets the City's housing, planning and zoning objectives for this area, the size and intensity of the M-2 Project would not overwhelm neighborhood character, and its streetscape and open space improvements would be beneficial functional connections to the surrounding neighborhood.

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

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

The nature of the M-2 Project site is three underutilized parcels, providing 18,800 square feet of surface parking. The size and shape of the site is sufficient to accommodate the proposed use

without being detrimental to persons residing or working in the vicinity, existing properties or potential development in the vicinity of the M-2 Project.

The site is located within the larger block pattern found South of Market Street . These blocks are generally of sufficient size to accommodate high density uses like those proposed for the M-2 Project. The M-2 Project site itself is appropriate for the high-density use; it is buffered on three sides by public streets and on the fourth side it would provide proposed open space as a buffer between the M-2 Project building and the existing adjacent Mint Mall building (951 Mission Street).

The overall design concept for the M-2 Project building and open space is to reflect both the density and height of Downtown and the diverse architectural character of SoMa. As a 200-foot residential building, the M-2 Project reflects a compact density that bridges the height of Downtown to the lower rise buildings in parts of SoMa. Meanwhile, concentrating density on Mission Street creates a strong streetwall and enables the creation of open spaces and a vibrant pedestrian realm toward the interior of the Project site. The proposed active ground floor uses within the M-2 Project building would interact with these open spaces to reflect the finer grain character of SoMa. As discussed previously, this would provide a beneficial functional connection to the surrounding neighborhood.

In particular, the size of the M-2 Project building allows for a range of residential unit sizes, from studio to two-bedroom units, which as discussed previously, will assist in achievement of the City's 2020 Goals for housing, including affordable housing.

Lastly, informed by extensive wind tunnel testing, the shape and overall design of the M-2 Project building, in conjunction with other buildings in the 5M Project, address the area's challenging wind conditions to minimize ground-level wind speeds and comply with the wind level standards established by the 5M SUD for the overall project site.

Thus, whether standing alone or with other buildings in the 5M Project context, the M-2 Project is a well-planned design that is appropriate for the proposed location, and would not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

As discussed in the Draft EIR Section IV-D and Chapter II (Revised Project) of the Comments and Responses document, the M-2 Project would be expected to generate traffic patterns for persons and vehicles consistent with residential uses in the Downtown area, with the greatest trips generated in the a.m. and p.m. peak hours. The Project proposes to limit detrimental effects on traffic patterns and volume by minimizing personal automobile trips to and from the M-2 Project, through implementation of a Transportation Demand Management (TDM) Plan that encourages alternate forms of transportation to and from the site. Also, the M-2 Project circulation plan minimizes potential conflicts between truck loading on the one hand, and surface street automobile, MUNI, bicycle and pedestrian traffic on the other hand. As discussed in the Draft EIR and Chapter II (Revised Project) of the Comments and Responses document, no substantial conflicts would be created by the M-2 Project.

The M-2 Project site is one block from major transit hubs at Powell Street BART/Muni station, Market Street and two blocks from the forthcoming Central Subway station at Folsom and Fourth Street. The Golden Gate Bridge, Highway, and Transportation District, SamTrans and A/C Transit Districts all operate regional transit services between San Francisco and Marin/Sonoma, San Mateo and Alameda/Contra Costa Counties, respectively, with stops within three blocks of the Project. Its transit-rich location particularly enhances the accessibility of the site and minimizes the M-2 Project's impact on vehicle traffic patterns.

The M-2 Project includes streetscape enhancement to the adjacent Mission Street and Minna Street sidewalks to enhance the pedestrian experience in the Project area and introduces no new curb cuts to Mission Street.

To further encourage alternative commute methods, construction of the M-2 Project would include 149 Class 1 bicycle parking spaces and 19 Class 2 spaces. Although no minimum vehicle parking requirement exists for the C-3-S district, the M-2 Project building would include 53 vehicular parking spaces in up to two subterranean levels to accommodate parking demand from the building. The M-2 Project would provide on-street loading on Minna Street and Mission Street in locations that already provide surface parking, which would minimize impact to existing circulation patterns. The provision of adequate loading spaces will minimize detrimental effects to traffic and pedestrians. As confirmed by the Draft EIR and Chapter II (Revised Project) of the Comments and Responses document, the M-2 Project would not result in significant conflicts between its loading and bicycle, pedestrian and personal vehicle users.

Thus, traffic patterns for persons and vehicles, including the type and volume of such traffic, and the adequacy of proposed off-street parking and loading for the M-2 Project is appropriately addressed so as to not be detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

No materials or activities that result in noxious or offensive emissions will be used or engaged in within the M-2 Project. The Draft EIR and Chapter II (Revised Project) of the Comments and Responses document analyzed impacts related to noise and dust during both the construction and operational phases of the 5M Project, and concluded that the 5M Project would not result in significant impacts related to either, by including, where feasible, mitigation measures to be implemented as part of the 5M Project. The M-2 Project will not use reflective or glare-producing materials, and will use insulated glass and materials to mitigate sound transmission.

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

Standards and guidelines proposed for the 5M Project area, applicable to the M-2 Project, are intended to ensure thoughtful and appropriate treatment of streetscape, landscape, open spaces,

lighting and signage. The concept of these standards and guidelines is to provide general street lighting to ensure pedestrian and vehicle safety on perimeter streets, and to provide a coordinated scheme of streetscape, lighting and signage improvements that prioritizes pedestrian and cyclist use of interior streets adjacent to the M-2 Project and connects the streetscape to new Project open space. This concept will ensure appropriate treatment of these features within the Project area.

As an example, construction of the M-2 Project will include conversion of Mary Street between Mission and Minna Streets into a pedestrian-only alley. Colorful paving treatments and wall art, as well as café zones linked to adjacent retail, would create an inviting, pedestrian-friendly streetscape that draws users from the exterior of the site to the interior, where planned open spaces will be located.

Construction of the M-2 Project will include Mary Court East, a publicly accessible 11,500-sf open space located east of Mary Street between Minna and Natoma Streets, in addition to the on-site, 3,600 square foot M-2 terrace. Both open spaces will provide opportunities for passive and active recreation, and in Mary Court East, residents and members of the public will be invited to engage with public art, landscaping and other programmed elements within the open space, resulting in a vibrant and active open space. Both the M-2 terrace and Mary Court East would be consistent with Planning Code requirements for residential open space.

Loading areas serving the M-2 Project are primarily on-street adjacent to the building to minimize impacts to streetscape and conflicts with pedestrians and private vehicles.

Lastly, the Draft EIR and Chapter II (Revised Project) of the Comments and Responses document determined that the 5M Project, including the M-2 Project building, would not result in significant impacts related to the creation of a new source of light or glare that would adversely affect other people or properties.

Thus, the M-2 Project would provide appropriate treatment of landscaping, open spaces, parking and loading areas, lighting and signage, that are not detrimental to the health, safety, convenience or general welfare of persons living or working in the vicinity of the building, or injurious to surrounding property.

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

The M-2 Project will comply with the provisions of the Planning Code, as contemplated to be amended, and will otherwise be consistent with key objectives of the Downtown Plan as discussed above. The M-2 Project would affirmatively promote, be consistent with, and would not adversely affect the General Plan as it is proposed to be amended, for the reasons set forth set forth in Motion No. 19460, Case No. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD, which are incorporated herein as though fully set forth.

The M-2 Project complies with the eight priority policies of Planning Code Section 101.1, for the reasons set forth set forth in Motion No. 19460, Case No. 2011.0409ENV/CUA/DVA/OFA/MAP/PCA/SHD, which are incorporated herein as though fully set forth.

DECISION

That based upon the Record, the submissions by the Applicant, the staff of the Department and other interested parties, the oral testimony presented to this Commission at the public hearings, and all other written materials submitted by all parties, the Commission hereby **APPROVES Conditional Use Application No. 2011.0409CUA** subject to the conditions attached hereto as "EXHIBIT A" and in general conformance with design graphic materials attached as "EXHIBIT B." The Commission agrees that if the Board of Supervisors proposes any amendment to the Development Agreement that benefits the City and does not alter the City's General Plan, the Planning Code, or the applicable zoning maps affecting the M-2 Project, then such amendments shall not be deemed a "material modification" to the Development Agreement under Administrative Code Section 56.14, and any such amendment to the Development Agreement may be approved by the Board of Supervisors without referring the proposed amendment back to the Commission.

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

APPEAL AND EFFECTIVE DATE OF MOTION: Any aggrieved person may appeal this Conditional Use Authorization to the Board of Supervisors within thirty (30) days after the date of this Motion No. 19473. The effective date of this Motion shall be the date of this Motion if not appealed (after the 30-days period has expired) OR the date of the decision of the Board of Supervisors if this Motion is appealed to the Board of Supervisors. For further information, please contact the Board of Supervisors at (415) 554-5184, City Hall, Room 244, 1 Dr. Carlton B. Goodlett Place, San Francisco, CA 94102. I hereby certify that the Planning Commission ADOPTED the foregoing Motion on September 17, 2015.

Jonas P. Ionin
Commission Secretary

AYES: Antonini, Fong, Hillis, Johnson, Richards

NOES: Moore, Wu

ABSENT: None

ADOPTED: September 17, 2015

EXHIBIT A

AUTHORIZATION

This authorization is for a Conditional Use for a development application under the proposed "Fifth and Mission Special Use District ("5M SUD"), Planning Code Section ("Section") 249.74 to construct a new building reaching a roof height of approximately 200 feet and measuring approximately 264,300 square feet , containing approximately 288 dwelling units including 6,800 gsf of retail and other ground floor uses at approximately 939, 941-45, and 947-49 Mission Street located on Lots 089-091 of Assessor's Block 3725, within the 5M SUD and generally referred to as the "M-2 Project." The M-2 Project is one of three new buildings in the larger 5M Project. The subject property is currently located within the C-3-S District, and the 90-X and 160-F Height and Bulk Districts. Such Authorization is for a Project as described therein and in general conformance with plans, dated September 17, 2015 and attached hereto and stamped "EXHIBIT B", included in the docket for Case No. **2011.0409CUA** and subject to these conditions of approval reviewed and approved by the Commission on September 17, 2015 under Motion No **19473**. This authorization and the conditions contained herein run with the property and not with a particular Project Sponsor, business, or operator.

RECORDATION OF CONDITIONS OF APPROVAL

Prior to the issuance of the building permit for new construction or commencement of use for the Project the Zoning Administrator shall approve and order the recordation of a Notice in the Official Records of the Recorder of the City and County of San Francisco for the subject property. This Notice shall state that the project is subject to the conditions of approval contained herein and reviewed and approved by the Planning Commission on September 17, 2015 under Motion No **19473**.

PRINTING OF CONDITIONS OF APPROVAL ON PLANS

These conditions of approval of this Planning Commission Motion No. **19473** shall be reproduced on the Index Sheet of construction plans submitted with the site or building permit application for the Project. The Index Sheet of the construction plans shall reference to the Conditional Use authorization and any subsequent amendments or modifications.

SEVERABILITY

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

CHANGES AND MODIFICATIONS

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

Conditions of Approval, Compliance, Monitoring, and Reporting

PERFORMANCE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DESIGN – COMPLIANCE AT PLAN STAGE

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

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

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

Open Space Provision – C-3 Districts. Pursuant to Planning Code Section 138, and in accordance with the D4D for the Project, the Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the public open space, and shall complete the development of

Mary Court East and the development of a publicly-accessible pedestrian improvement adjacent to the North Mary Pedestrian Alley, as described in this motion and in the D4D, prior to the issuance of a first temporary certificate of occupancy for the project for the M-2 project which is the subject of this conditional use authorization. The open spaces shall be maintained in perpetuity for the life of the project.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PARKING AND TRAFFIC

Parking for Affordable Units. All off-street parking spaces shall be made available to Project residents only as a separate “add-on” option for purchase or rent and shall not be bundled with any Project dwelling unit for the life of the dwelling units. The permitted parking spaces may be made available to residents within a quarter mile of the project. All affordable dwelling units pursuant to Planning Code Section 415 shall have equal access to use of the parking as the market rate units, with parking spaces priced commensurate with the affordability of the dwelling unit. Each unit within the Project shall have the first right of refusal to rent or purchase a parking space until the number of residential parking spaces are no longer available. No conditions may be placed on the purchase or rental of dwelling units, nor may homeowner’s rules be established, which prevent or preclude the separation of parking spaces from dwelling units.

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

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

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

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

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

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

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

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

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

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

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

PROVISIONS

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

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

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

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

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

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

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

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

Affordable Units. The Project Sponsor shall to the extent applicable, pay all applicable fees with respect to the provision of affordable housing and comply with all other applicable requirements of the Affordable Housing Program, Exhibit E to the DA. The M-2 Building shall provide on-site affordable dwelling units as specified below.

1. **Number of Required Units.** Pursuant to the Development Agreement, the Project is required to provide 20% of the proposed dwelling units as affordable to qualifying households. The Project contains 288 units; therefore, 58 affordable units are required. The Project Sponsor will fulfill this requirement by providing the 58 affordable units on-site. If the number of market-rate units change, the number of required affordable units shall be modified accordingly with written approval from Planning Department staff in consultation with the Mayor's Office of Housing and Community Development ("MOHCD").

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

2. **Unit Mix.** The bedroom mix of the affordable dwelling unit shall reflect the bedroom mix of the market rate dwelling units in the Project. *For information about compliance, contact the Case Planner, Planning Department at 415-558-6378, www.sf-planning.org or the Mayor's Office of Housing and Community Development at 415-701-5500, www.sf-moh.org.*

3. **Unit Location.** The affordable units shall be designated on a reduced set of plans recorded as a Notice of Special Restrictions on the property prior to the issuance of the first construction permit.

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

4. **Phasing.** If any building permit is issued for partial phasing of the Project, the Project Sponsor shall have designated not less than twenty percent (20%) of the each phase's total number of dwelling units as on-site affordable units.

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

5. **Duration.** Under Planning Code Section 415.8, all units constructed pursuant to Section 415.6, must remain affordable to qualifying households for the life of the project.

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

6. **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 City and County of San Francisco Inclusionary Affordable Housing Program Monitoring and Procedures Manual ("Procedures Manual"), except as may otherwise be provided in the Development Agreement. 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 MOHCD at 1 South Van Ness Avenue or on the Planning Department or MOHCD 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.

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

- a. The affordable unit(s) shall be designated on the building plans prior to the issuance of the first construction permit by the Department of Building Inspection ("DBI"). The affordable unit(s) shall (1) reflect the unit size mix in number of bedrooms of the market rate units, (2) be constructed, completed, ready for occupancy and marketed no later than the market rate units, and (3) be evenly distributed throughout the building; and (4) be of comparable overall quality, construction and exterior appearance as the market rate units in the principal project. The interior features in affordable units should be generally the same as those of the market units in the principal project, but need not be the same make, model or type of such item as long they are of good and new quality and are consistent with then-current standards for new housing. Other specific standards for on-site units are outlined in the Procedures Manual.
- b. If the units in the building are offered for sale, the affordable unit(s) shall be sold to first time home buyer households, as defined in the Procedures Manual, whose gross annual income, adjusted for household size, does not exceed an average of ninety (90) percent of Area Median Income under the income table called "Maximum Income by Household Size derived from the Unadjusted Area Median Income for HUD Metro Fair Market Rent Area that

- contains San Francisco.” The initial sales price of such units shall be calculated according to the Procedures Manual. Limitations on (i) reselling; (ii) renting; (iii) recouping capital improvements; (iv) refinancing; and (v) procedures for inheritance apply and are set forth in the Inclusionary Affordable Housing Program and the Procedures Manual.
- c. The Project Sponsor is responsible for following the marketing, reporting, and monitoring requirements and procedures as set forth in the Procedures Manual. MOHCD shall be responsible for overseeing and monitoring the marketing of affordable units. The Project Sponsor must contact MOHCD at least six months prior to the beginning of marketing for any unit in the building.
 - d. Required parking spaces shall be made available to initial buyers or renters of affordable units according to the Procedures Manual.
 - e. Prior to the issuance of the first construction permit by DBI for the Project, the Project Sponsor shall record a Notice of Special Restriction on the property that contains these conditions of approval and a reduced set of plans that identify the affordable units satisfying the requirements 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.
 - f. If the Project Sponsor fails to comply with the Inclusionary Affordable Housing Program requirement, the Director of DBI shall deny any and all site or building permits or certificates of occupancy for the development project until the Planning Department notifies the Director of compliance. A Project Sponsor’s failure to comply with the requirements of Planning Code Section 415 et seq. shall constitute cause for the City to record a lien against the development project and to pursue any and all available remedies at law.
 - g. If the Project becomes ineligible at any time for the On-site Affordable Housing Alternative, the Project Sponsor or its successor shall pay the Affordable Housing Fee prior to issuance of the first construction permit or may seek a fee deferral as permitted under Ordinances 0107-10 and 0108-10. If the Project becomes ineligible after issuance of its first construction permit, the Project Sponsor shall notify the Department and MOHCD and pay interest on the Affordable Housing Fee and penalties, if applicable.

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

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

MONITORING - AFTER ENTITLEMENT

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

Planning Code Section 176 or Section 176.1. The Planning Department may also refer the violation complaints to other city departments and agencies for appropriate enforcement action under their jurisdiction.

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

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

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

OPERATION

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

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

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

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

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

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

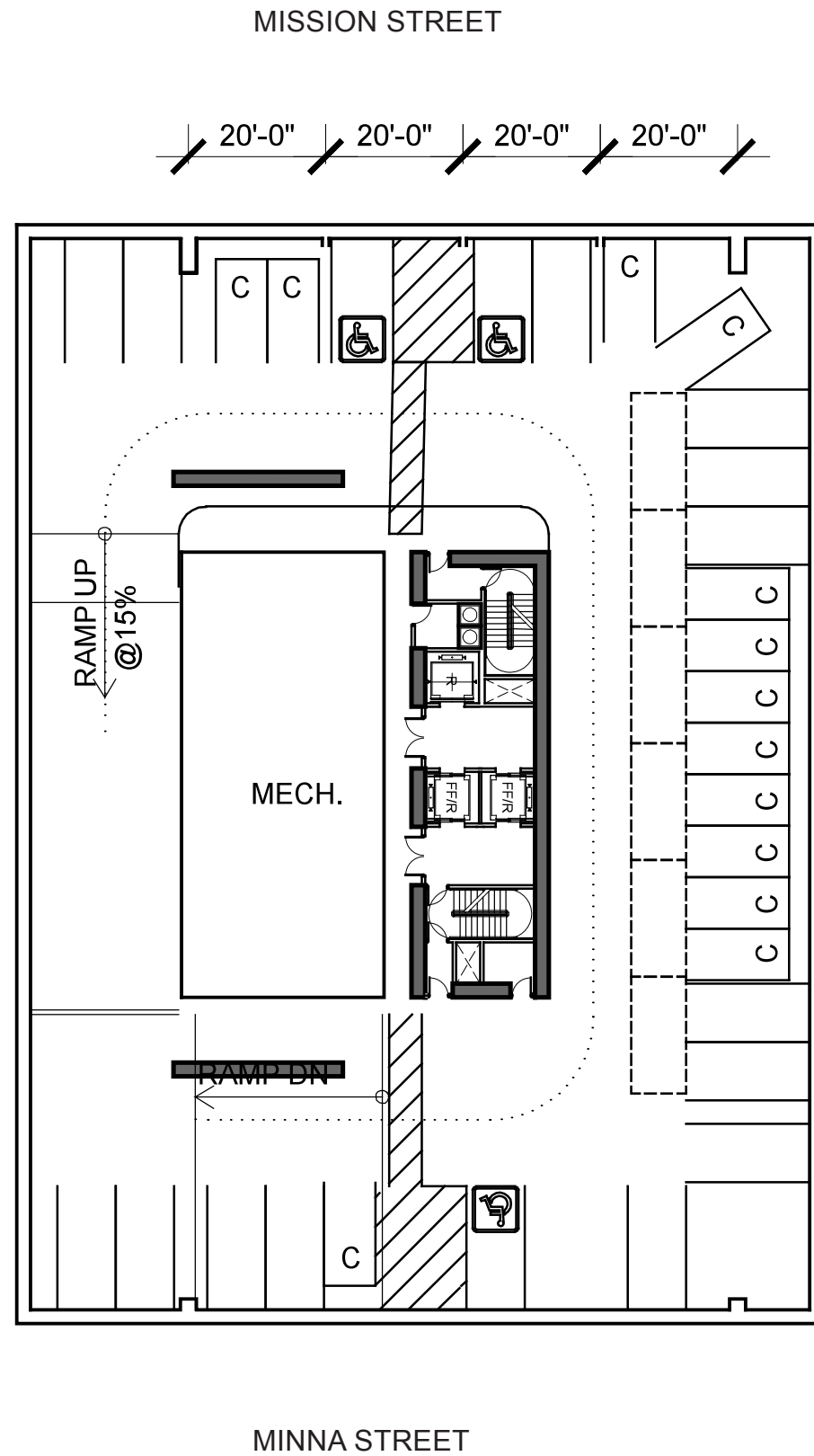
EXHIBIT B

M2 BUILDING _ PROJECT CONDITIONAL USE APPLICATION

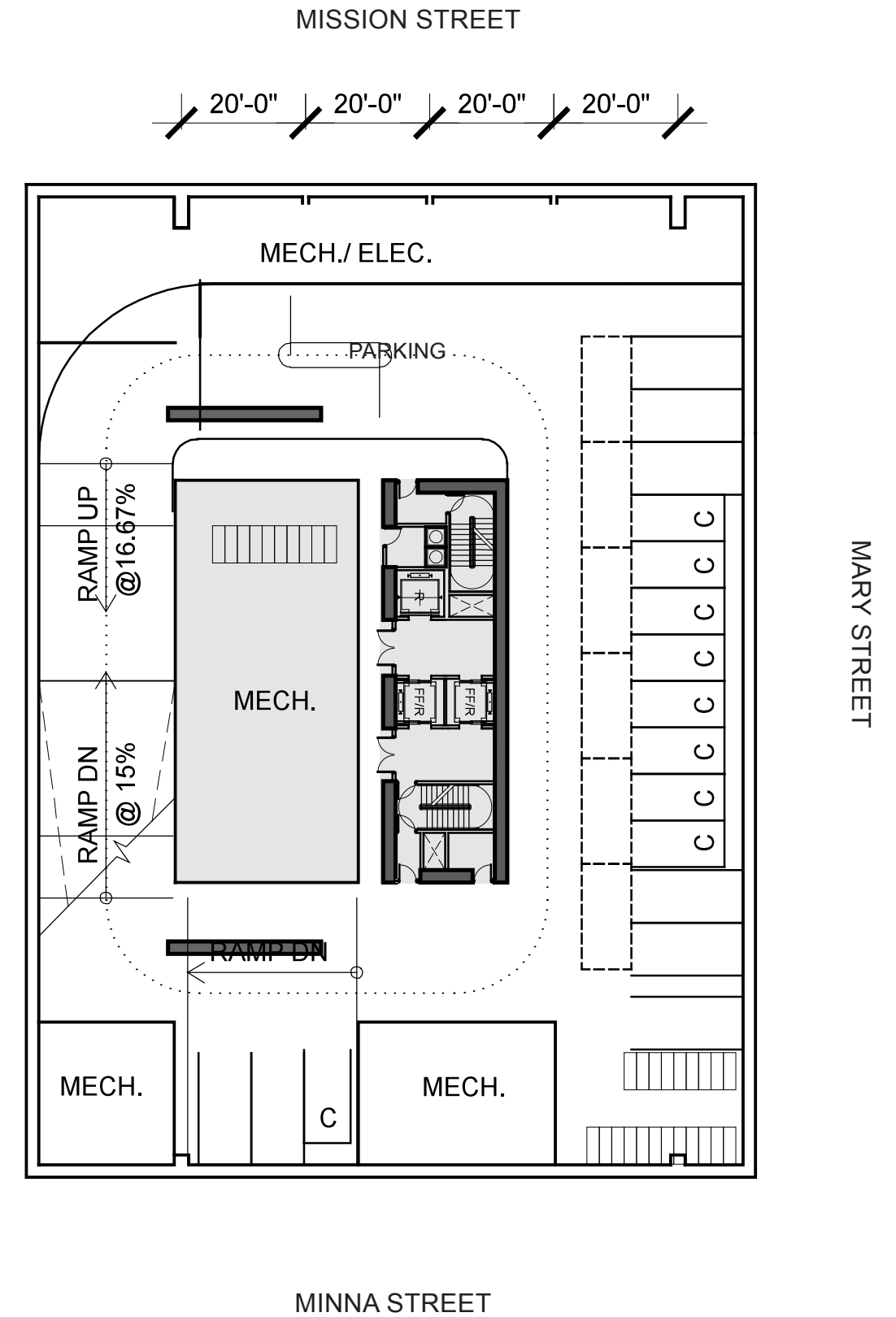
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FIGURE 4A: TYPICAL PLANS

M2 BUILDING



Basement 2 Plan



Basement 1 Plan



FIGURE 4B: TYPICAL PLANS

M2 BUILDING



Plan Legend

Parcel Line

Canopy Line (above)

Ground Plan



Lower Level Plan

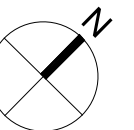
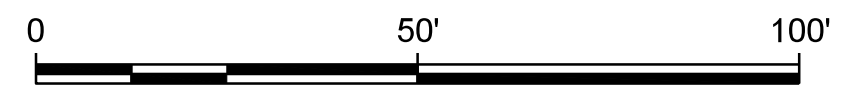
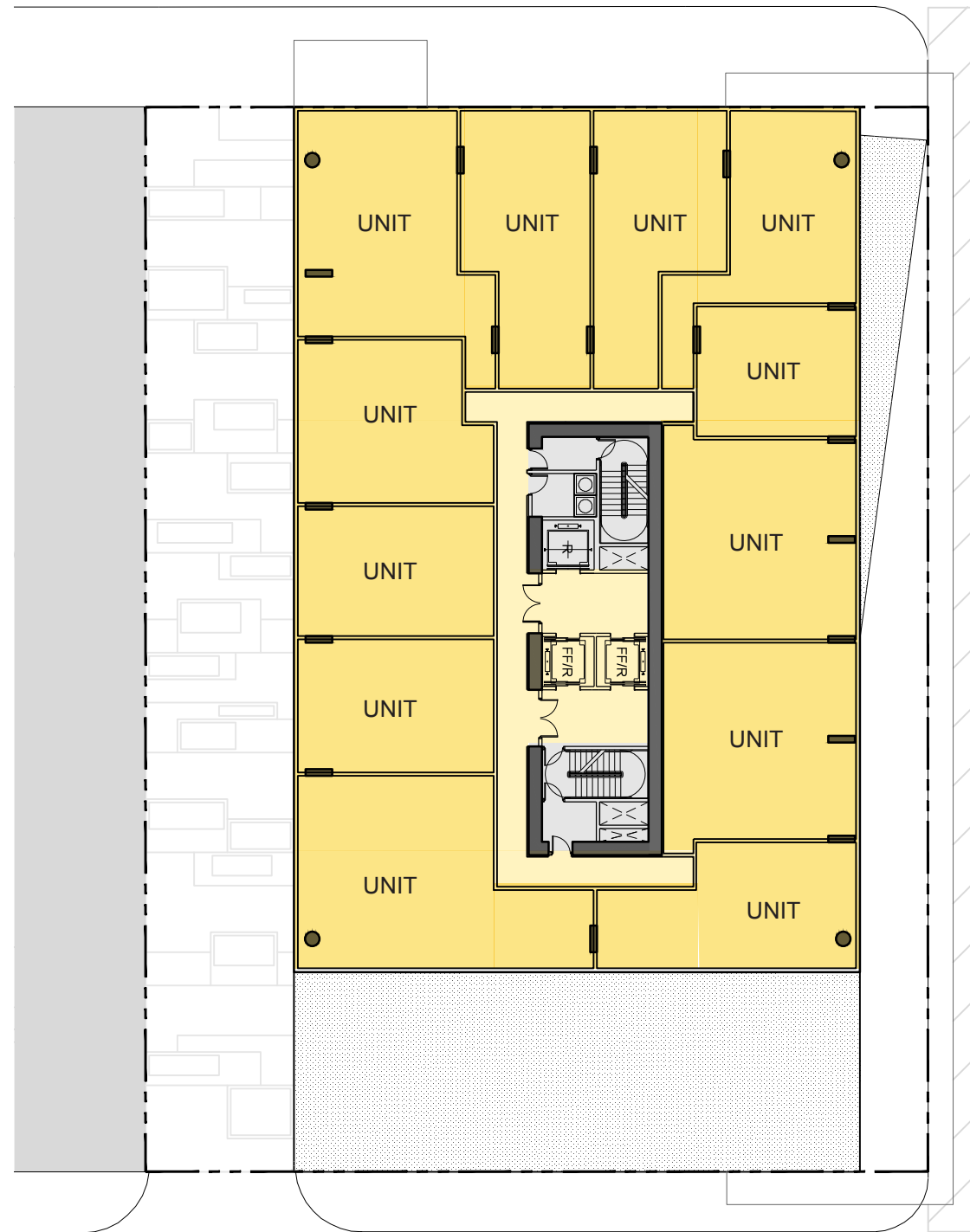


FIGURE 4C: TYPICAL PLANS
M2 BUILDING

MISSION STREET



MINNA STREET

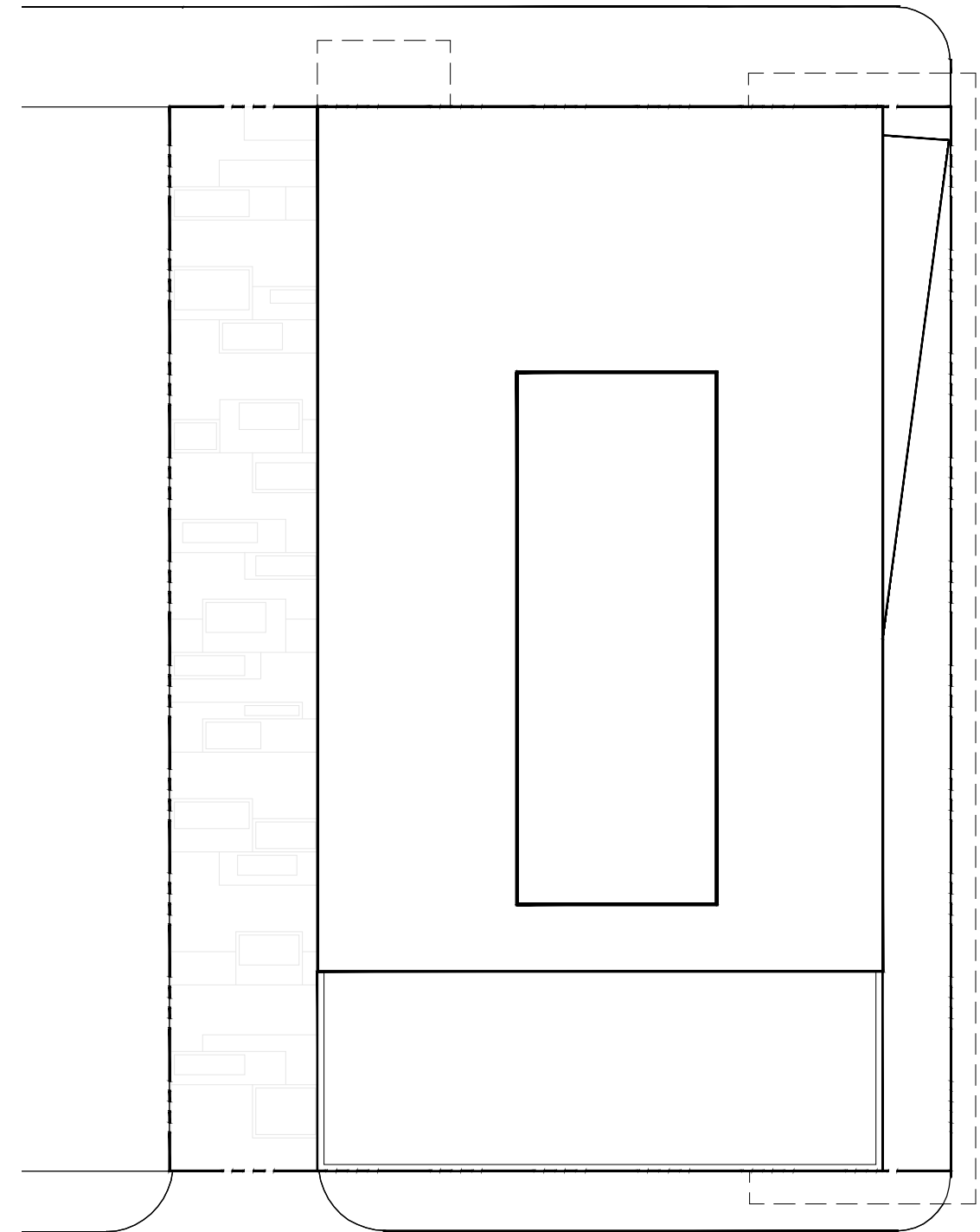
Plan Legend

Parcel Line

Canopy Line
(above)

Upper Level Plan

MISSION STREET



MARY STREET

MARY STREET

MINNA STREET

Roof Plan

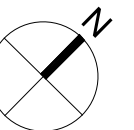
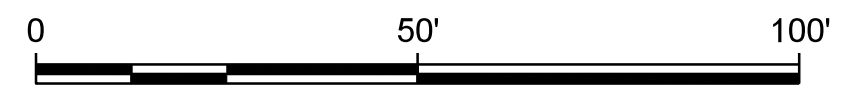
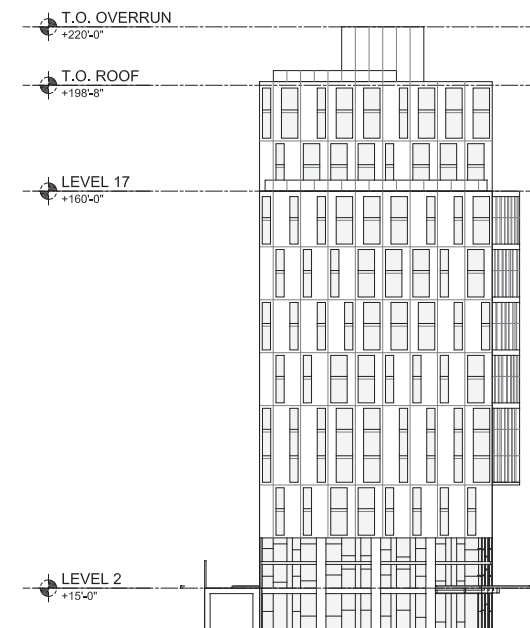
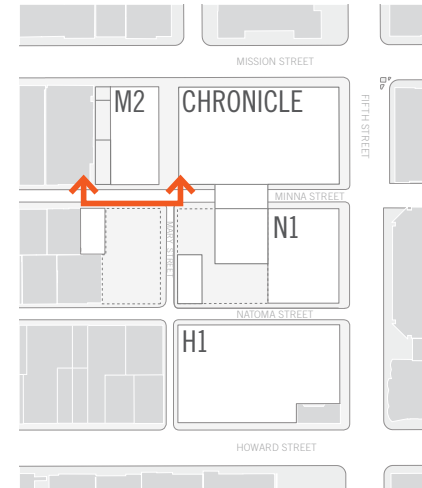
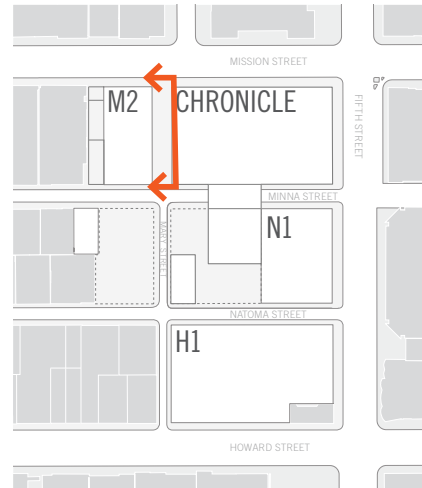


FIGURE 6A: TYPICAL ELEVATIONS

M2 BUILDING



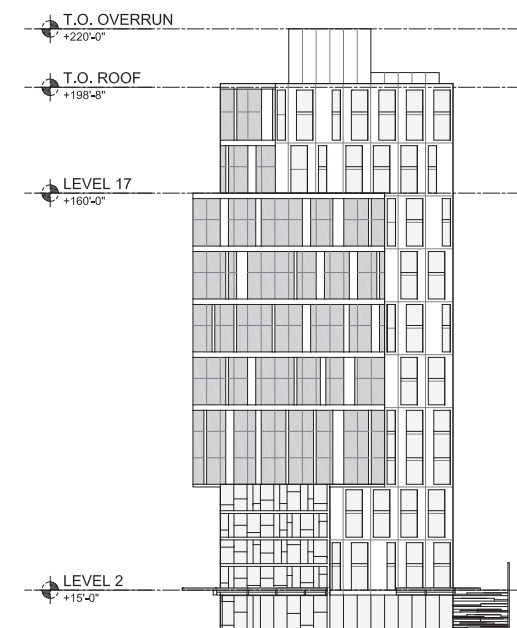
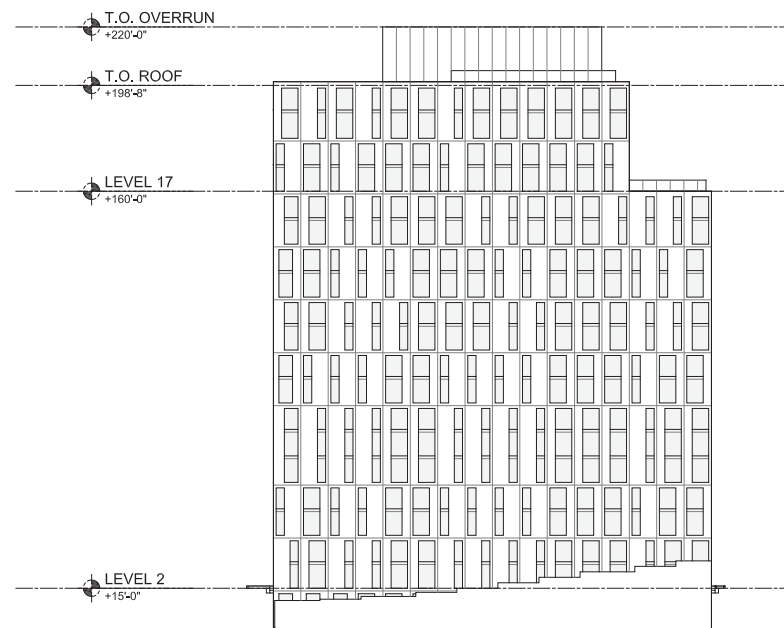
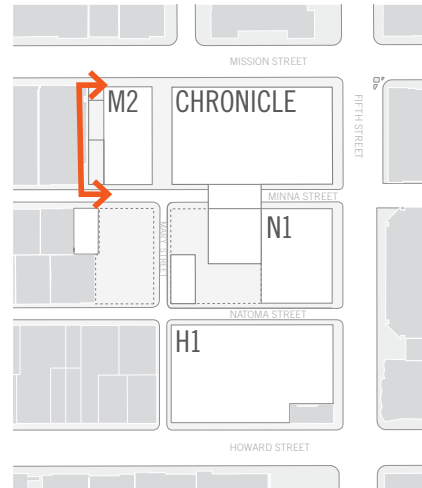
M2 East Elevation (view from Mary St)

M2 South Elevation (view from Minna St)

NOTE: NOT TO SCALE

FIGURE 6B: TYPICAL ELEVATIONS

M2 BUILDING



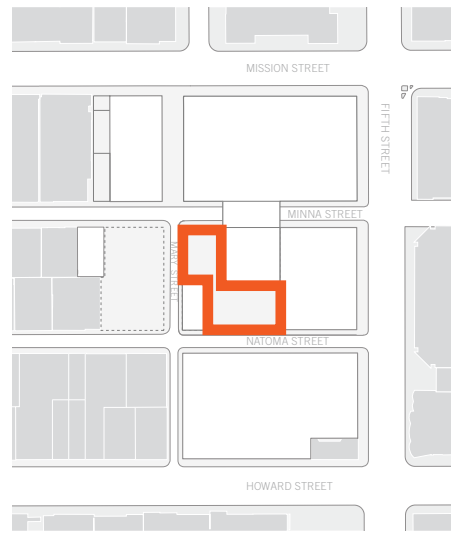
M2 West Elevation

M2 North Elevation (view from Mission St)

NOTE: NOT TO SCALE

FIGURE 7: OPEN SPACE

MARY COURT EAST



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



Mary Court East