



# SAN FRANCISCO PLANNING DEPARTMENT

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## Planning Commission Motion No. 20484

HEARING DATE: JULY 18, 2019

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*Record No.:* 2017-000663ENX  
*Project Address:* 610 – 698 Brannan Street  
*Zoning:* CMUO (Central SoMa Mixed Use Office) Zoning District  
MUR (Mixed Use Residential) Zoning District  
Central SoMa Special Use District  
*Area Plan:* Central SoMa  
*Block/Lot:* 3778/1B, 2B, 4, 5, 47, 48  
*Project Sponsor:* KR Flower Mart, LLC  
100 1st St., Suite 250  
San Francisco, CA, 94105  
*Property Owner:* KR Flower Mart, LLC  
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San Francisco, CA, 94105  
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ADOPTING FINDINGS RELATING TO A LARGE PROJECT AUTHORIZATION PURSUANT TO PLANNING CODE SECTION 329, TO ALLOW EXCEPTIONS TO 1) BUILDING SETBACKS AND STREETWALL ARTICULATION PURSUANT TO PLANNING CODE SECTION 132.4(d), 2) OVERHEAD OBSTRUCTIONS PURSUANT TO PLANNING CODE SECTION 136(c)(5) AND 270.3(e)(6), 3) POPOS DESIGN PURSUANT TO PLANNING CODE SECTION 138(d), 4) OFF-SITE POPOS TIMING PURSUANT TO PLANNING CODE SECTION 138(c), 5) GROUND FLOOR TRANSPARENCY PURSUANT TO PLANNING CODE SECTIONS 145.1(c)(6) AND 249.78(c)(1)(F), 6) OFF STREET PARKING PURSUANT TO PLANNING CODE SECTION 151.1, 7) OFF-STREET LOADING PURSUANT TO PLANNING CODE SECTION 152.1, 8) OFF STREET PARKING AND LOADING ARRANGEMENT PURSUANT TO PLANNING CODE SECTION 155(d), 9) PARKING PRICING REQUIREMENTS PURSUANT TO PLANNING CODE SECTION 155(g), 10) PROTECTED PEDESTRIAN-, CYCLING-, AND TRANSIT-ORIENTED STREET FRONTAGES PURSUANT TO PLANNING CODE SECTION 155(r), 11) ACTIVE STREET FRONTAGE PURSUANT TO PLANNING CODE SECTIONS 145.1(c)(3) AND 249.78(c)(1), 12) LOT MERGERS PURSUANT TO PLANNING CODE SECTION 249.78(d)(7), 13) WIND PURSUANT TO PLANNING CODE SECTION 249.78(d)(9), 14) PDR CEILING HEIGHT PURSUANT TO PLANNING CODE SECTION 249.78(d)(10), 15) CHILD CARE PURSUANT TO PLANNING CODE SECTION 249.78(e)(4), 16) NARROW AND MID-BLOCK ALLEY CONTROLS PURSUANT TO PLANNING CODE SECTION 261.1, 17) CENTRAL SOMA MASS REDUCTION AND BULK CONTROLS PURSUANT TO PLANNING CODE SECTION 270(h), 18) HORIZONTAL MASS REDUCTION PURSUANT TO PLANNING CODE SECTION 270.1, 19) BULK LIMITS AND OPEN SPACE REQUIREMENTS PURSUANT TO PLANNING CODE SECTION 270.2 AND 20) RESIDENTIAL TO NON-RESIDENTIAL RATIO PURSUANT TO PLANNING CODE SECTIONS 803.9(a) AND 841.09 TO ALLOW CONSTRUCTION OF THREE NEW BUILDINGS AT 610-689 BRANNAN STREET, FOR A PROJECT CONTAINING 2,032,165 SQUARE FEET OF OFFICE, 83,459

SQUARE FEET OF RETAIL, AND A NEW WHOLESALE FLOWER MARKET CONSISTING OF 113,036 GROSS SQUARE FEET OF PRODUCTION, DISTRIBUTION AND REPAIR (PDR) PLUS ADJACENT AT GRADE AND BELOW-GRADE LOADING AREAS; AND FOR A PROJECT VARIANT TO ALLOW EXCEPTIONS TO 1) BUILDING SETBACKS AND STREETWALL ARTICULATION PURSUANT TO PLANNING CODE SECTION 132.4, 2) OVERHEAD OBSTRUCTIONS PURSUANT TO PLANNING CODE SECTION 136(c)(5) AND 270.2(e)(6), 3) POPOS DESIGN PURSUANT TO PLANNING CODE SECTION 138(d), 4) OFF-SITE POPOS TIMING PURSUANT TO PLANNING CODE SECTION 138(c), 5) 4) OFF STREET PARKING AND LOADING ARRANGEMENT PURSUANT TO PLANNING CODE SECTION 155(d), 6) PROTECTED PEDESTRIAN-, CYCLING-, AND TRANSIT-ORIENTED STREET FRONTAGES PURSUANT TO PLANNING CODE SECTION 155(r), 7) ACTIVE STREET FRONTAGE PURSUANT TO PLANNING CODE SECTIONS 145.1 AND 249.78(c)(1), 8) PDR CONVERSION PURSUANT TO PLANNING CODE SECTION 202.8, 9) PDR AND COMMUNITY BUILDING SPACE PURSUANT TO PLANNING CODE SECTION 249.78(c)(5), 10) LOT MERGERS PURSUANT TO PLANNING CODE SECTION 249.78(d)(7), 11) WIND PURSUANT TO PLANNING CODE SECTION 249.78(d)(9), 12) NARROW AND MID-BLOCK ALLEY CONTROLS PURSUANT TO PLANNING CODE SECTION 261.1, 13) CENTRAL SOMA MASS REDUCTION AND BULK CONTROLS PURSUANT TO PLANNING CODE SECTION 270(h), 14) HORIZONTAL MASS REDUCTION PURSUANT TO PLANNING CODE SECTION 270.1, 15) BULK LIMITS AND OPEN SPACE REQUIREMENTS PURSUANT TO PLANNING CODE SECTION 270.2, AND 16) RESIDENTIAL TO NON-RESIDENTIAL RATIO PURSUANT TO PLANNING CODE SECTION 803.9(a) AND 841.09, FOR A PROJECT VARIANT CONTAINING 2,061,380 SQUARE FEET OF OFFICE, 90,976 SQUARE FEET OF RETAIL, 950 SQUARE FEET OF COMMUNITY FACILITY , AND 22,690 SQUARE FEET OF CHILDCARE FACILITY, AT 610-698 BRANNAN STREET, LOTS 1B, 2B, 4, 5, 47, 48 IN ASSESSOR'S BLOCK 3778, WITHIN THE CMUO (CENTRAL SOMA – MIXED USE OFFICE) AND MUR (MIXED USE – RESIDENTIAL) ZONING DISTRICTS, CENTRAL SOMA SPECIAL USE DISTRICT, AND 270-CS AND 160-CS HEIGHT AND BULK DISTRICTS, AND ADOPTING FINDINGS UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.

## PREAMBLE

On November 14, 2017, KR Flower Mart LLC (hereinafter "Project Sponsor"), filed Application No. 2017-000663ENX (hereinafter "Application") with the Planning Department (hereinafter "Department") for a Large Project Authorization pursuant to Planning Code Section 329 with exceptions from Planning Code ("Code") requirements for "Building Setbacks and Streetwall Articulation (PC 132.4)," "Overhead Obstructions (Section 136(c)(5) and 270.2(e)(6)," "POPOS Design (Section 138(d)," "Off-Site POPOS Timing"(Section 138(c)), "Off Street Parking (Section 151.1)," "Ground Floor Transparency (Section 145.1(c)(6) and 249.78(c)(1)(F)," "Off-Street Loading (Section 152.1)," "Off-Street Parking and Loading Arrangement (Section 155(d)," "Parking Pricing Requirements (Section 155(g)," "Protected Pedestrian-, Cycling-, and Transit-Oriented Street Frontages (Section 155(r)," "Active Uses (Sections 145.1(c)(3) & 249.78(c)(1)," "Lot Mergers (Section 249.78(d)(7)," " Wind (Section 249.78(d)(9)," "PDR Ceiling Height (Section 249.78(d)(10)," "Child Care (Section 249.78(e)(4), "Narrow and Mid-Block Alley Controls (Section 261.1)," "Central SoMa Bulk Controls (Section 270(h)," "Horizontal Mass Reduction (Section 270.1)," "Special Bulk and Open Space Requirements (Section 270.2)" and "Residential to Non-Residential Ratio

(Section 803.9(a) and 841.09)" to demolish ten existing one- and- two-story commercial and production, distribution and repair (PDR) buildings and associated surface parking lots at 610-698 Brannan Street, Block 3778 Lots 1B, 2B, 4, 5, 47, 48 hereinafter "Project Site" or the "Property", and to construct three 8-to-18-story mixed-use office buildings containing a mix of office, commercial, and PDR uses (collectively, the "Project"); or an alternate proposal with exceptions from Code ("Code") requirements for "Building Setbacks and Streetwall Articulation (Section 132.4)," "Overhead Obstructions (Section 136(c)(5) and 270.2(e)(6)," "POPOS Design (Section 138(d))," "Off-Site POPOS Timing (Section 138(c))," "Off-Street Parking and Loading Arrangement (Section 155(d))," "Protected Pedestrian-, Cycling-, and Transit-Oriented Street Frontages (Section 155(r))," "Active Street Frontage (Section 145.1)," "PDR Conversion (Section 202.8)," "PDR and Community Building Space (Section 249.78(c)(5))," "Lot Mergers (Section 249.78(d)(7))," " Wind (Section 249.78(d)(9))," "Narrow and Mid-Block Alley Controls (Section 261.1)," "Central SoMa Bulk Controls (Section 270(h))," "Horizontal Mass Reduction (Section 270.1)," "Special Bulk and Open Space Requirements (Section 270.2)" and "Residential to Non-Residential Ratio (Sections 803.9(a) and 841.09)" to construct three 8-to-18-story mixed-use office buildings which would contain a mix of office, commercial, and institutional uses (collectively, the "Project Variant").

The environmental effects of the Project were fully reviewed under the Final Environmental Impact Report for the Central SoMa Plan (hereinafter "Central SoMa EIR") and the Final Environmental Impact Report for the Bayview Hunters Point Redevelopment Plan (hereinafter "BVHP EIR". The Central SoMa EIR was prepared, circulated for public review and comment at a public hearing on May 10, 2018, by Motion No. 20182, certified by the Commission as complying with the California Environmental Quality Act (Cal. Pub. Res. Code Section 21000 et. seq., (hereinafter "CEQA") the State CEQA Guidelines (Cal. Admin. Code Title 14, section 15000 et seq., (hereinafter "CEQA Guidelines") and Chapter 31 of the San Francisco Administrative Code (hereinafter "Chapter 31"). The BVHP EIR was prepared, circulated for public review and comment, and certified by the Commission by Motion No. 17201 on March 2, 2006. The Commission has reviewed the EIRs, which have been available for this Commission's review as well as public review.

The Central SoMa Plan EIR and BVHP EIR are Program EIRs. Pursuant to CEQA Guidelines Section 15168(c)(2), if the lead agency finds that no new effects could occur, or no new mitigation measures would be required for a proposed project, the agency may approve the project as being within the scope of the project covered by the program EIR, and no additional or new environmental review is required. In approving the Central SoMa Plan and the Bayview Hunters Point Redevelopment Plan, the Commission adopted CEQA findings in its Resolution No. 20183 and No. 17201 hereby incorporates such Findings by reference.

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 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.

Further, CEQA Guidelines sections 15164 allows for an addendum to be prepared when the standard for subsequent review is not triggered. Subsequent review is required in the following circumstances: (1) substantial changes to the project require major revisions of the EIR due to new or substantially more severe significant effects; (2) substantial changes in the circumstances surrounding the project require major revisions of the EIR due to new or substantially more severe significant effects; or (3) new information shows the project will have new or substantially more severe significant effects than analyzed in the prior EIR or that new mitigation measures would substantially reduce one or more significant effects. If no such impacts are identified, no additional environmental review is required and a project-specific addendum may be prepared.

On July 3, 2019, the Department determined that the Project and two project variants (Residential Variant and No Wholesale Flower Market Variant) 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 Central SoMa Area Plan adopted as part of a general plan and was encompassed within the analysis contained in the EIR. Since the EIR was finalized, there have been no substantive changes to the Central SoMa Area Plan and no substantive changes in circumstances that would require major revisions to the 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 Final EIR. In addition, the Department prepared an addendum to the BVHP EIR to document that the Interim Wholesale Flower Market Site at 2000 Marin Street, which is not part of the Project or two project variants, would not result in any new significant environmental impacts or a substantial increase in the severity of previously identified environmental impacts and would not require the adoption of any new or considerably different mitigation measures than evaluated in the BVHP EIR.

The file for this Project, including the Central Soma Area Plan EIR, the Community Plan Evaluation Certificate, and the addendum, is available for review at the San Francisco Planning Department, 1650 Mission Street, Suite 400, San Francisco, California.

Planning Department staff prepared a Mitigation Monitoring and Reporting Program ("MMRP") setting forth mitigation measures that were identified in the Central SoMa Plan EIR and the BVHP EIR that are applicable to the Project, the two project variants, and the Interim Wholesale Flower Market Site. These mitigation measures are set forth in their entirety in the MMRP attached to the draft Motion as EXHIBIT C.

In order for the Project or Project Variant to proceed, and be developed with the proposed mix of uses and development controls, various amendments to the Planning Code, together with additional entitlements and approvals, are required.

On July 18, 2019, the Commission adopted Motion No. 20483, recommending that that Board of Supervisors adopt the proposed Planning Code text amendments associated with the Project and Project Variant.

On July 18, 2019, the Commission adopted Motion No. 20485, approving an Office Development Authorization for the Project and Project Variant (Office Development Authorization Application No. 2017-000663OFA), which are incorporated herein by this reference thereto as if fully set forth in this Motion.

On July 18, 2019, the Commission adopted Resolution No. 20486, recommending that the Board of Supervisors approve a Development Agreement along with modifications between the City and County of San Francisco and KR Flower Mart, LLC.

On July 18, 2019, the Commission conducted a duly noticed public hearing at a regularly scheduled meeting on this Large Project Authorization Application No. 2017-000663ENX as well as the other required approval actions listed above.

The Planning Department Commission Secretary is the custodian of records; the File for Record No. 2017-000663ENX is located at 1650 Mission Street, Suite 400, San Francisco, California.

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 authorizes the Large Project Authorization requested in Application No. 2017-000663ENX, subject to the conditions contained in "EXHIBIT A" of this motion, 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. **Project Description.** The Project would include the demolition of all of the existing buildings on the project site, including the existing San Francisco Wholesale Flower Market (Flower Market), as well as the surface parking lot and additional vacant buildings, and construction of three new mixed-use office buildings, publicly accessible private open spaces (POPOS) and a mid-block alley.

The approximately 6.5-acre site would be developed with three buildings oriented around three large POPOS. The site would be bisected by a new east-west pedestrian mid-block passage, commonly referred to as "Market Alley" that would connect 5<sup>th</sup> street to Morris Street. The Market Alley would vary from 20 feet wide to 35 feet wide and be lined with retail shops and the Flower Market entrance, as well as landscaping, green walls and fixed seating areas. In the case of the

Project Variant, the Market Alley width varies from a minimum of 26 feet to a maximum of 50 feet. A short private street, with sidewalks on both sides, would connect the terminus of Morris Street to 6<sup>th</sup> Street providing a continuous connection across the site. The private street would be in the approximate location of the existing Flower Mart entrance; however, it would be widened, and the curbs and sidewalks developed as a street. At the intersection of Morris Street and the private street would be an 830-square foot (sf) dog park. At the western end of the Market Alley is a nearly 12,500-sf plaza, commonly referred to as "Brannan Plaza". Brannan Plaza will be approximately 60 to 70 feet in width and 130 feet in depth, with approximately 3,000 sf of landscape, including trees, fixed and movable seating and a large children's play sculpture. At the eastern end of the Market Alley, from the corner of 5<sup>th</sup> and Brannan to the entrance of the midblock passage is a 6,000-sf plaza, commonly referred to as the "5<sup>th</sup> Street Plaza." The 5<sup>th</sup> Street Plaza would provide layered bench seating and planting areas transitioning the street level to the open plaza adjacent the retail and the Market Alley.

The largest of the mixed-use buildings, commonly referred to as the "Blocks Building" would be located on the northern half of the project site, and front on 5<sup>th</sup> Street to the east, Morris street to the west and connect with a private service drive along the northern property line and the Market Alley to the south. The Blocks Building would be comprised of two midrise towers over a podium, approximately 115 to 236 feet in height, 625 feet in length and 240 feet in depth, and contain approximately 1,500,000 gross square feet (gsf) of office, PDR and retail uses. To the south of the Blocks Building, across the mid-block alley, and fronting on Brannan Street would be the mixed-use office building commonly referred to as the "Market Hall Building". The long, rectangular Market Hall Building would be approximately 148 feet in height, 525 feet in length and 102 feet in depth and contain approximately 413,000 gsf of office and retail uses. The Market Hall Building would be surrounded on three sides by public open space in the form of the Market Alley, Brannan Plaza and 5<sup>th</sup> Street Plaza, and would further include an interior passage through the building at the ground floor connecting Brannan Street to the Market Alley. The Market Hall building would be connected to the Blocks Building by three 12-foot wide enclosed bridges at the 6<sup>th</sup> and 7<sup>th</sup> stories. On the western end of the site, at the intersection of 6<sup>th</sup> and Brannan Streets would be the smallest of the buildings, commonly referred to as the "Gateway Building". The Gateway Building would be a single midrise tower, approximately 200 feet in height, 175 feet in length and 130 feet in depth and containing approximately 331,000 gsf of office and retail uses.

Overall, the Project and Project Variant would be constructed in three phases: Phase 1a, Phase 1b and Phase 1c.

#### Phase 1a

Phase 1a would include the relocation of the Flower Market vendors to an interim location, and the construction of a new wholesale flower market within the Blocks Building as well as the below grade garage, with entry and exit ramps. The Blocks Building would contain 1,355,363 square feet of office use located above and 113,036 square feet of PDR use (the new Flower Market) and 8,043 square feet of retail. This phase would include the construction of the mid-block passage Market

Alley and most of the Brannan Plaza privately-owned public open space (POPOS), construction of (or funding for) 4,490 square feet of off-site open space beneath the 80 freeway, public right of way improvements at Morris Street and on the adjacent portion of 5th Street, and construction of the private drive, including the northern sidewalk and the curb cut improvement at Sixth Street.

Off-street parking would be provided in the basement and would include a total of 769 accessory parking spaces. These would include 59 tall van parking spaces. The wholesale flower market would have exclusive use of 141 accessory car parking spaces and primary use of 50 tall van parking spaces. Retail is permitted 56 car spaces. Office would have use of up to 563 accessory car parking or van spaces. Fifteen additional spaces would be reserved for car share. Off-street loading would include an at-grade loading dock with capacity for four WB-67 trucks adjacent to the new wholesale flower market plus 24 below-grade truck spaces and two semi-truck spaces. Twenty-three of the below-grade medium truck spaces would be reserved for the new wholesale flower market during peak wholesale hours and shared by office and retail vehicles during off-peak hours. The remaining three below-grade truck spaces would be reserved for office and retail use. The new wholesale flower market would also have access to up to 100 of the office and retail parking spaces before 8 AM every day. Off-street parking would be provided in the basement and would include a total of 769 vehicle parking spaces. These would include 59 tall van parking spaces. The wholesale flower market would have exclusive use of 141 accessory car parking spaces and primary use of 50 tall van parking spaces. Off-street loading would include four spaces at-grade adjacent to the new wholesale flower market plus 26 below-grade loading spaces. Twenty-three of the below-grade medium truck spaces would be reserved for the new wholesale flower market during peak wholesale hours and shared by office and retail vehicles during off-peak hours

As part of the Development Agreement, the Project Sponsor would implement an enhanced workforce program, including working with the Contract Monitoring Division of the City Administrator's Office to implement: (1) a Local Business Enterprise (LBE) Utilization Program for design and construction contracts related to the development of the Project; and (2) a permanent workforce program to provide enhanced opportunities for local residents for employment with the future tenants of the Project. If the Gateway Building (Phase 1c) is approved for office use pursuant to the Large Project Authorization, Development Agreement, and Planning Code Amendments, then the Project Sponsor will purchase and dedicate a minimum 14,000-square-foot site to the City for the construction of affordable housing. In Phase 1a, the Project would result in:

- 1,355,363 square feet of office
- 113,036 square feet of PDR (new Flower Market)
- 8,043 square feet of neighborhood serving retail
- 769 vehicle parking spaces, 30 loading spaces, 496 bicycle parking spaces
- 22,620 square feet of POPOS
- 4,490 square feet of off-site public open space
- Relocation of the Flower Market vendors to an interim location
- Implement enhanced workforce program

- Minimum 14,000 square feet of land dedication to Mayor's Office of Housing for affordable housing site
- Streetscape improvements (5th and Morris Streets)
- Contribution of \$5 million to the Sunnydale Hub project
- Construction of gateway marker for the SoMa Pilipinas Cultural District or contribution of funds in lieu

#### Phase 1b

This phase would include the construction of the Market Hall building, the 5<sup>th</sup> Street Plaza and the completion of the Brannan Plaza, part of which would be used for construction staging for this phase. The eight-story Market Hall building would contain 351,895 square feet of office use and 60,903 square feet of neighborhood serving retail, including up to 20 spaces for micro retailers. This phase would include the construction of the 5<sup>th</sup> Street Plaza and a portion of the Brannan Plaza POPOS and public right of way improvements at 5<sup>th</sup> and Brannan Streets adjacent to the Market Hall Building. In Phase 1b, the Project would result in:

- 351,895 square feet of office
- 60,903 square feet of neighborhood serving retail
- 12,000 square feet of POPOS
- Streetscape improvements (5<sup>th</sup> and Brannan Streets adjacent to the Market Hall Building)

#### Phase 1c

This phase would include the construction of the Gateway Building, the dog park POPOS, construction of 703 square feet of off-site open space beneath the 80 freeway, and public right of way improvements at 6<sup>th</sup> and Brannan Streets adjacent to the Gateway Building. The sixteen-story Gateway Building would contain 324,907 gsf of office over 6,493 of retail oriented towards the Brannan and 6<sup>th</sup> Street frontages. In Phase 1c, the Project would result in:

- 324,907 square feet of office
- 6,493 square feet of neighborhood serving retail
- 830 square feet of POPOS
- 703 square feet of off-site public open space
- Streetscape improvements (Brannan and 6<sup>th</sup> Street adjacent to the Gateway Building)

In total, the Project results in 2,032,165 square feet of office use, 83,459 square feet of retail sales and service use, 113,036 gross square feet PDR use, 35,450 square feet of on-site POPOS, with an additional 5,193 square feet of open space to be provided off site, 769 off-street parking spaces, 30 loading spaces, and 496 bicycle spaces (410 Class I, 86 Class II). The Project would also include the merger of Lots 1B, 2B, 4, 5, 47, 48 on Block 3778.



**Project Variant:**

The Project Variant, which would be constructed only if the Flower Market vendors opt not to return to the Project Site (See Development Agreement), would change Phase 1a by reconfiguring the ground floor of the Blocks Building to replace the wholesale flower market with 22,690 square feet of child care, including 8,300 square feet of dedicated outdoor space, 7,517 square feet of additional retail, and 29,215 square feet of additional office in the form of expanded lobby and amenity spaces. The reconfiguration would also provide for a 950-square-foot community room and would increase the amount of on-site POPOS by 3,000 square feet by widening the Market Alley by an average of 10 feet, bringing the POPOS area on site up to 38,450 square feet. The remaining 2,778 square feet of required POPOS would be provided off site. Phases 1b and 1c would be unchanged between the Project and Project Variant.

Project Variant Phase 1a

Phase 1a would include the relocation of the Flower Market vendors to an interim location and construction of the Blocks Building as well as the below grade garage, with entry and exit ramps. The Blocks Building would contain 1,384,578 square feet of office use located above and 22,690 square feet of child care and 15,560 square feet of retail. This phase would include the construction of the Market Alley POPOS, a 950 square foot community room, construction of 2,075 square feet of off-site open space beneath the 80 freeway, public right of way improvements at Morris Street and on the adjacent portion of 5th Street, and construction of the private drive, including the northern sidewalk and the curb cut improvement at Sixth Street. Off-street parking would be provided in the basement and would include a total of 632 vehicle parking spaces. Off-street loading would include nine spaces at-grade plus 26 below-grade service vehicle spaces. The Project Sponsor would implement an enhanced workforce program, including working with the Contract Monitoring Division of the City Administrator's Office to implement: (1) a Local Business Enterprise (LBE) Utilization Program for design and construction contracts related to the development of the Project; and (2) a permanent workforce program to provide enhanced opportunities for local residents for employment with the future tenants of the Project. If the Gateway Building (Phase 1c) is approved for office use pursuant to the Large Project Authorization, Development Agreement, and Planning Code Amendments, then the Project Sponsor will purchase and dedicate a minimum 14,000-square-foot site to the City for the construction of affordable housing. In Phase 1a, the Project would result in:

- 1,384,578 square feet of office
- 22,690 square feet of subsidized child care
- 15,560 square feet of neighborhood serving retail
- 950 square feet community facility
- 632 vehicle parking spaces, 9 loading spaces, 608 bicycle parking spaces
- 25,620 square feet of POPOS
- 2,075 square feet of off-site public open space
- Relocation of the San Francisco Flower Mart vendors to an interim location
- Implement enhanced workforce program

- Minimum 14,000 square feet of land dedication to Mayor's Office of Housing for affordable housing site
- Streetscape improvements (5th and Morris Streets)
- Contribution of \$5 million to the Sunnydale Hub project
- Construction of gateway marker for the SoMa Pilipinas Cultural District or contribution of funds in lieu
- TDM measures including delivery storage rooms and bicycle repair station

**Overall:**

In total, the phased Project with the Project Variant proposes 2,061,380 square feet of office use, 90,976 square feet of retail sales and service use, 22,690 square feet of child care use, 950 square feet of community facility use, 38,450 square feet of on-site POPOS, with an additional 2,778 square feet of open space to be provided off site, 632 off-street parking spaces, 9 loading spaces, 26 service vehicle spaces, and 608 bicycle spaces (516 Class I, 92 Class II). The Project would also include the merger of Lots 1B, 2B, 4, 5, 47, 48 on Block 3778.

In lieu of the construction of the new Flower Market at the Project Site, the San Francisco Flower Mart Tenants Association may request that the City exercise an option whereby the Project Sponsor would pay to finance the construction of a new wholesale flower market at a not-yet-identified San Francisco location.[1] Upon the Flower Mart Tenants Association's request, the City shall either exercise the "Stay Option" for the Project, or the "Payment Option" for the Project Variant. The City's exercise of the Payment Option is subject to several requirements as detailed in the Development Agreement, which are intended to ensure that the off-site construction of a new flower mart is viable.

If the City exercises the Payment Option, the Project Sponsor would provide a payment to the City, which would be used to construct a permanent new wholesale flower market at an alternative site. The Project Sponsor will pay design costs as and when needed. But the final payment amount would not be determined until after the site is selected and design and construction documents are completed. The detailed requirements for the new wholesale flower market at an off-site location, and the process for determining the payment amount, are set forth in the Development Agreement.

3. **Site Description and Present Use.** The Project Site is located on six parcels in San Francisco's South of Market (SoMa) District on Assessor's Block 3778 (Lots 1B, 2B, 4, 5, 47, and 48), comprising 286,368 square feet (6.5 acres) (the "Property"). The Project Site excludes the service drive parcel, the ownership of which is not reflected on the Assessor parcel map. Ownership of the service drive lot is shared between the 15 properties north and south of that parcel, including the 14 properties located on Bryant Street north of the Project Site. The Property is bounded by Fifth Street to the north, Brannan Street to the east, Sixth Street to the south, and Bryant Street to the west, and within the Central SoMa Plan Area. The subject site has approximately 825-ft of frontage along Brannan Street; 400-ft of frontage along 5th Street; 180-ft of frontage along 6<sup>th</sup> Street and 200-ft of frontage on Morris Street. The site contains 10 buildings, some of which are interconnected, and which

contain the existing Flower Market and accessory spaces operated by San Francisco Flower Mart, LLC, as well as a surface parking lot and additional vacant buildings.

4. **Surrounding Properties and Neighborhood.** The Project site is located in the South of Market (SoMa) Neighborhood, primarily within the CMUO Zoning District, except for a 150-foot by 200-foot portion at the corner of 6th and Brannan Streets that is within the MUR Zoning District. The Property was recently rezoned as part of the Central SoMa Plan and the entire Property is within the Central SoMa SUD. The Project Site is located across Brannan Street from the I-280 Sixth Street on- and off-ramps and approximately 500 feet south of I-80. The Property is in close proximity to multiple modes of public transportation. The Property is within two blocks of 11 Muni bus routes, 0.2 miles from the Fourth and King Caltrain station, and one mile from the Powell Street BART/Muni station. The Central Subway, which will extend the T-Third light-rail line to Chinatown, will be approximately 0.2 mile east of the project site and is due to open in 2020.

The SoMa neighborhood is a dense downtown neighborhood with a mixture of low- to- mid-rise development containing commercial, office, industrial, and residential uses, as well as several undeveloped or underdeveloped sites, such as surface parking lots and single-story commercial buildings, many of which are identified as "Key Sites" for large development in the Central SoMa Plan. Across 5<sup>th</sup> Street from the project site are two "Key Sites", commonly known as 598 Brannan Street and the San Francisco Tennis Club sites. Existing development in the vicinity of the Property consists of industrial and warehouse buildings with PDR uses, interspersed with low- and mid-rise residential and live/work buildings and generally low-rise commercial and institutional buildings, along with a number of surface parking lots. Residential or live/work units exist across Sixth Street and across Brannan Street at Sixth Street from the Project Site. North of the Project Site, there are two live/work buildings on Morris Street: one on the east side of Morris Street at Bryant Street, immediately adjacent to the Project Site, and the second, on the west side of Morris Street, immediately across Morris Street from the Project Site. Across the shared service drive are several PDR businesses fronting on Bryant Street. The Property is surrounded primarily with other CMUO properties, but other zoning districts in the vicinity of the Project Site include: MUG (Mixed Use General) and SALI (Service, Arts, Light Industrial).

5. **Public Outreach and Comments.** The Department has received comments from adjacent neighbors recommending that if the Flower Mart is relocated off-site, that the shared service drive be made more pedestrian in character, and one neighbor concerned with the building height and shadow on adjacent properties.
6. **Planning Code Compliance.** The Commission finds that the Project is consistent with the relevant provisions of the Planning Code in the following manner:
  - A. **Permitted Uses in the CMUO Zoning District (Section 848).** Planning Code Section 848 states that office; most retail; institutional (except for hospital and medical cannabis dispensary); residential; and certain production, distribution, and repair uses are principally permitted within the CMUO Zoning District.

*The Project would construct new office, retail, and PDR uses, and the Project Variant would construct new office, retail and institutional uses, which are principally permitted within the CMUO Zoning District; therefore, the Project and the Project Variant comply with Planning Code Section 848.*

- B. Permitted Uses in the MUR Zoning District (Section 841).** Planning Code Section 841 states that office; most retail; institutional (except for hospital and medical cannabis dispensary); residential; and certain production, distribution, and repair uses are principally permitted within the MUR Zoning District subject to a residential to non-residential ratio of 3 square feet of residential for every 1 square foot of other permitted use.

*The Project would construct new office, retail, and PDR uses, and the Project Variant would construct new office, retail and institutional uses, all of which are principally permitted within the MUR Zoning District. However, the Project and Project Variant do not include residential uses and therefore do not comply with the residential to non-residential ratio. Thus, the Project and Project Variant are seeking an exception from this standard as part of the Large Project Authorization.*

- C. Floor Area Ratio and Purchase of Transferrable Development Rights (Sections 123, 848, 128.1, and 249.78(e)(3)).** Planning Code Section 124 establishes basic floor area ratios (FAR) for all zoning districts, but there is no maximum FAR in the CMUO zoning district. However, Central SoMa Tier C projects that contain new construction or an addition of 50,000 square feet or more of non-residential development and have an FAR of at least 3 to 1, must acquire TDR from a Transfer Lot in order to exceed an FAR of 3 to 1, up to an FAR of 4.25 to 1. Above 4.25 to 1, the acquisition of additional TDR is not required.

*The Project and Project Variant consist of nonresidential new construction that is greater than 50,000 square feet. It is classified as a "Tier C" site and has an FAR of greater than 3 to 1. As such, the Project must acquire TDR to develop the area from 3 to 1 to 4.25 to 1.*

*The Project would construct approximately 2,228,660 square feet of new non-residential use at the Property. With a lot area of 286,368 square feet, the Project and Project Variant would each have an FAR of about 7.8 to 1. The Project or Project Variant will obtain TDR for the 357,960 square foot difference between a 3 to 1 FAR (859,104 square feet) and a 4.25 to 1 FAR (1,217,064 square feet). The required number of units of TDR must be acquired and transferred to the development lot prior to construction of phase 1a.*

- D. Streetwall Articulation (Section 132.4(d)(1)).** Section 132.4(d)(1) requires that buildings within the Central SoMa SUD be built to the street-or alley-facing property line up to 65 feet in height, subject to the controls of Section 261.1 (additional height limits for narrow streets and alleys) as applicable.

*In both the Project and Project Variant, the Gateway Building frontages at Brannan and 6th Streets and the Blocks Building frontage along 5th Street would be built up to the street facing property line up to 67 feet in height, and therefore comply with this Section. However, the ground floor of the Market Hall*

*Building would be recessed approximately 12 feet from Brannan Street. Thus the Project and Project Variant Project are seeking an exception from streetwall articulation standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 and 9, below.*

- E. **Setbacks (Section 132.4(d)(2)).** For towers (taller than 160 feet) in the CS Bulk District, a 15-foot setback is required for the tower portion (above 85 feet) for the entire frontage along all property lines. For mid-rise buildings (85-160 feet), a 15-foot setback is required for the mid-rise portion of the building (the portion above 85 feet) for 60% of the street-facing frontage.

*The tower of the Blocks Building has a 20-foot setback provided above 67 feet and complies with this setback requirements. However, the Project and Project Variant require an exception from these setback requirements for the Market Hall and Gateway Buildings, as described in Section 8 and 9 below.*

- F. **Privately-Owned Publicly Accessible Open Space (Section 138).** Per Planning Code Section 138, projects proposing construction of 5,000 gross square feet or more of new non-residential use, excluding institutional, retail, and PDR uses in the Central SoMa SUD, are required to provide POPOS at a rate of 1 square foot for each 50 square feet of applicable use. POPOS may be provided on the Project Site or within 900 feet. On sites of at least 39,661 square feet located south of Bryant, the required POPOS must be provided outdoors, and such Projects may not pay an in-lieu fee for any POPOS not provided. Pursuant to Section 138(d)(2), outdoor POPOS must be provided at street grade up to an amount that equals 15% of the lot area—any additional required open space may be provided above street grade. Outdoor POPOS provided at grade and must be open to the sky and must be maximally landscaped with plantings on horizontal and vertical surfaces. All POPOS space must include at least one publicly-accessible potable water source convenient for drinking and filling of water bottles; any food service area provided in the required open space cannot occupy more than 20% of the open space; and any restaurant seating may not take up more than 20% of the seating and tables provided in the required open space; and all spaces must facilitate three-stream waste sorting and collection.

*In total the Project would contain approximately 2,032,165 gross square feet of new non-residential use (excluding retail, institutional, and PDR area, which are exempt), and is therefore required to provide approximately 40,643 gross square feet of POPOS. The Project Variant would contain a total of 2,061,380 square feet of new non-residential use and is therefore required to provide approximately 41,228 square feet of POPOS.*

*In Phase 1a, the Project includes 1,355,363 square feet of office use; therefore, a POPOS measuring 27,107 square feet would be required. In Phase 1a, the Project Variant includes 1,384,578 square feet of office use; therefore, a POPOS measuring 27,692 square feet would be required. In Phase 1b, the Project and Project Variant include 351,895 square feet of office use; therefore, a POPOS measuring at least 7,038 square feet would be required. In Phase 1c, the Project and Project Variant include 324,907 square feet of office use; therefore, a POPOS measuring at least 6,498 square feet would be required.*

*Per the Project's Phasing Plan, 22,620 square feet of POPOS will be constructed on-site and 4,490 square feet of open space constructed off-site in Phase 1a. The Project Variant would provide 25,620 square feet of on-site POPOS and 2,075 square feet of off-site POPOS in Phase 1a. The Phasing Plan for the Project and Project Variant provide 12,000 square feet on-site in Phase 1b, and 830 square feet on-site and 703 off-site in Phase 1c. Per the Phasing Plan, the Project and Project Variant provide a sufficient amount of POPOS in Phase 1a. Cumulatively, the Project and Project Variant would meet the POPOS requirement in terms of quantity, with 4,962 square feet of POPOS being constructed in Phase 1b that satisfies the requirement for Phase 1c.*

*However, the Project and Project Variant are seeking an exception from POPOS design standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa to provide up to 8,125 square feet of the POPOS space under cantilevered building sections, as described in Section 8 and 9, below.*

- G. Streetscape and Pedestrian Improvements (Section 138.1).** Planning Code Section 138.1 requires a streetscape plan in compliance with the Better Streets Plan for new construction on a lot that is greater than one-half acre in area.

*The Project and Project Variant have submitted a streetscape plan in compliance with the Better Streets Plan and proposes numerous improvements including installation of new street trees, curb extensions, and sidewalk improvements. 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 and comply with the SFMTA standards. Therefore, the Project and Project Variant complies with Planning Code Section 138.1.*

- H. Bird Safe Building Standards (Section 139).** Section 139 establishes design standards to reduce bird collisions with buildings. Location related standards apply to buildings less than 300 feet from an Urban Bird Refuge if such buildings are in an unobstructed line to the refuge. Feature related standards apply throughout the city and require that glazing on features including free-standing glass walls, wind barriers, skywalks, balconies, and greenhouses on rooftops that have unbroken glazed segments 24 square feet and larger in size be treated.

*The Property is not located within 300 feet of any existing open space two acres or larger dominated by vegetation or landscaping, and so the location-related standards of Section 139 do not apply. The Project and Project Variant will comply with the feature-related requirements of Section 139 by treating unbroken glazed segments 24-square feet and larger in size on the roof top terraces or sky bridges.*

- I. Screening of Rooftop Features (Section 141).** Rooftop mechanical equipment and appurtenances to be used in a building's maintenance or operation are required to be arranged so they are not visible from any point at or below the roof level of the subject building. These features shall be either enclosed by outer building walls, or grouped and screened in a suitable manner.

*The Project and Project Variant will comply with this requirement, as all applicable rooftop features will be screened as required by Section 141.*

- J. **Screening of Vehicle Use Areas (Section 142).** Section 142 establishes screening requirements applicable to off-street parking and vehicular use areas. Above-grade off-street parking spaces are required to be screened from view from all streets and alleys. Vehicular use areas more than 25 linear feet along a public right-of-way must be screened around the perimeter of the lot adjacent to the vehicular use area.

*All off-street parking proposed will be provided below-grade and will not be visible from the street, and thus the Project and Project Variant complies with these requirements.*

- K. **Parking and Loading Entrances (Section 145.1(c)(2)).** No more than one-third of the width or 20 feet, whichever is less, of any given street frontage of a new structure parallel to and facing a street may be devoted to parking and loading ingress or egress.

*On the west end of the Property, a new connection would be added to link 6th Street to Morris Street, with a 16-foot wide entrance to the parking garage situated along Morris Street. The Morris Street connection would extend Morris Street to 6th Street, providing access through the site. An existing private service drive accessed from 5th Street would be expanded to 36 feet to provide access to the wholesale flower market loading dock as well as below-grade parking and loading areas. Neither the Morris Street-6th Street connection nor the existing private service drive accessed from 5th Street are part of a new structure parallel to and facing a street, and thus the Project and Project Variant complies with these requirements.*

- L. **Active Uses (Sections 145.1(c)(3) & 249.78(c)(1)).** With the exception of space allowed for parking and loading access, building egress, and access to mechanical systems, active uses—i.e. uses which by their nature do not require non-transparent walls facing a public street—must be located within the first 25 feet of building depth on the ground floor and 15 feet on floors above facing a street at least 30 feet in width. Active uses are also required along any outdoor POPOS within the Central SoMa SUD. Within the Central SoMa SUD, an office use is not considered an active use on the ground floor. Office lobbies are considered active, so long as they are not longer than 40 feet or 25% of the building's frontage, whichever is larger.

*The Project would provide active uses for at least the first 25 feet of building depth at the ground floor and the first 15 feet on floors above fronting on all streets and POPOS. However, the lobby of the Gateway Building that fronts along the Brannan Plaza POPO is greater than 25% of that building frontage. Thus the Project is seeking an exception from active use standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 below.*

*The Project Variant would provide active uses for at least the first 25 feet of building depth at the ground floor and the first 15 feet on floors above fronting on most of the streets and POPOS. However, the lobby of the Gateway Building that fronts along the Brannan Plaza POPO is greater than 25% of that building*

*frontage, and there are loading spaces located along Morris Street frontage. Thus the Project Variant is seeking an exception from active use standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 9 below.*

- M. Street Facing Ground Level Spaces (Section 145.1(c)(5)).** 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.

*For both the Project and Project Variant, the entire site will be raised approximately 3 feet in order to provide protection from projected sea level rise flooding. The increase will be gradual and will seamlessly blend into the landscaped POPOS areas. The raised areas will appear as a series of ramps, steps, terraced planters, and bench seating spaces, all of which will facilitate access into and enhance the usability of the site.*

- N. Transparency and Fenestration (Sections 145.1(c)(6) & 249.78(c)(1)(F)).** Frontages with active uses (including PDR) must be fenestrated with transparent windows and doorways for no less than 60% of the street frontage at the ground level and allow visibility to the inside of the building. In the Central SoMa SUD, this requirement applies to PDR uses, except that building facades greater than 50 linear feet shall be required to be fenestrated with transparent windows and doorways for no less than 30% of the street frontage at the ground level and allow visibility into the building.

*The ground floor of the Gateway and Market Hall Buildings are well fenestrated and allow a high level of visibility into the ground floor. However, the Project would require an exception from the transparency and fenestration requirements for the portion of the Blocks Building along Morris Street, as outlined in Section 8 below.*

*The Project Variant would comply with the ground level transparency and fenestration requirements as prescribed by Sections 145.1 and 249.78*

- O. Shadows on Publicly-Accessible Open Spaces (Section 147).** New buildings in the EN Mixed Use Districts exceeding 50 feet in height must 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. The following factors shall be taken into account: (1) the amount of area shadowed; (2) the duration of the shadow; and (3) the importance of sunlight to the type of open space being shadowed.

*A shadow analysis concluded that the Project and Project Variant, which would not alter the mass or height of the buildings studied in the shadow analysis, would not cast new shadow on any publicly accessible open spaces not regulated under Section 295. The Project and Project Variant have been designed to minimize shadow on open spaces. More specifically, the height of the Gateway Building was reduced down to 200 feet, where a 270-foot building is permitted to avoid shadow on Victoria Manolo*



*Draves Park. Additionally, the buildings have been stepped and massed so as to maximize the southern exposure of the POPOS on site. The Market Hall Building has a maximum height of 148 feet, where the applicable height limits are 160 feet and 270 feet. Therefore, the Project and Project Variant comply with Section 147.*

- P. Off-Street Parking (Section 151.1).** Off-street parking is not required for any use in the CMUO District, and accessory parking is permitted up to certain limits. Retail uses within the Central SoMa SUD may provide 1 space for each 1,500 square feet of GFA. Within the CMUO District, non-retail sales and service uses such as wholesale sales may provide 1 space per each 1,500 square feet of OFA. Office uses within the Central SoMa SUD may provide 1 space per each 3,500 square feet of OFA. Child Care Facility may provide one parking space per 25 children.

*The Project includes 83,549 gross square feet of retail, which would allow for 56 parking spaces, 113,036 gross square feet of wholesales sales, which would allow for 75 parking spaces, and 1,970,075 square feet of office OFA, which would allow for 563 parking spaces. However, the Project proposes providing 150 parking spaces to serve the Flower Market. Thus, the Project is seeking an exception from off-street parking standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 below.*

*The Project Variant includes 90,976 gross square feet of retail, which would allow for 61 parking spaces, 22,650 gross square feet of child care facility, which would allow approximately 5 parking spaces, and 1,997,829 square feet of office OFA, which would allow for 571 parking spaces. The Project Variant proposes 632 accessory parking spaces, in compliance with the maximum allowable parking requirements.*

- Q. Required Off-Street Freight Loading (Section 152.1).** For office uses in the EN Mixed Use Districts, the number of required off-street loading spaces is 0.1 space per 10,000 square feet of occupied floor area. For retail uses, 2 loading spaces are required for 30,001-50,000 square feet of occupied floor area, and 1 space per each 25,000 square feet of occupied floor area is required for retail uses over 50,000 square feet. For wholesaling, 0.21 spaces per 10,000 square feet of occupied floor area is required for uses over 50,000 square feet.

*The Project includes 1,970,075 square feet of office OFA which would require 19 loading spaces, 49,035 square feet of retail OFA which would require 2 loading spaces and 111,869 square feet of wholesaling OFA which would require 2 loading spaces. The Project would provide 30 loading spaces. However, the majority would be dedicated to meet the needs of the Flower Market. Thus, the Project is seeking an exception from the off-street loading requirements as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 below.*

*In the Project Variant, 1,997,829 square feet of office occupied floor area would require 20 loading spaces and 53,920 square feet of retail occupied floor area would require 2 loading spaces. The Project Variant would comply with the off-street loading requirements by providing at least 9 loading spaces at grade and up to 26 service vehicle spaces in the basement.*

- R. **Enclosure of Off-Street Loading and Service Vehicle Spaces (Section 155(d)).** All off-street freight loading and service vehicle spaces shall be completely enclosed, and access from a public Street or Alley shall be provided by means of a private service driveway that is totally contained within the structure.

*The existing San Francisco Flower Mart utilizes a shared service drive on the northern boundary of the Project Site. Both the Project and the Project Variant propose to continue to use the service drive for off street loading. The loading bays would be only partially enclosed by the building, and open to the unenclosed service drive. Thus, the Project and Project Variant is seeking an exception from off-street enclosure loading standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 and 9 below.*

- S. **Parking Pricing Requirements (Section 155(g)).** To discourage long-term commuter parking, off-street parking spaces provided for all uses other than residential or hotel must be offered pursuant to the following rate structure: (1) the rate charged for four hours of parking cannot be more than four times the rate charged for the first hour; (2) the rate charged for eight hours of parking cannot be less than ten (10) times the rate charged for the first hour; and (3) no discounted parking rates are allowed for weekly, monthly, or similar time-specific periods.

*Parking provided by the Project will comply with the parking pricing requirements for the office and retail uses; however, an exception is required for Flower Market parking in the Project, as discussed below in Section 8.*

*Parking provided by the Project Variant will comply with the parking pricing requirements.*

- T. **Driveway Loading and Operations Plan in the Central SoMa SUD (Section 155(u)).** Section 155(u) requires that projects of more than 100,000 square feet in the Central SoMa SUD prepare a driveway loading and operations plan (“DLOP”) for review and approval by the Planning Department and the SFMTA.

*The Project Sponsor will prepare a DLOP for either the Project or Project Variant, as required by this Section.*

- U. **Bicycle Parking (Section 155.2).** For office, one Class 1 space is required for every 5,000 square feet of occupied floor area (OFA), and two Class 2 spaces are required for the first 5,000 OFA, plus one Class 2 space for each additional 50,000 OFA. One Class 1 space is required for every 7,500 square feet of OFA devoted to eating and drinking uses. One Class 2 space is required for every 750 square feet of OFA devoted to eating and drinking uses, and in no case less than two Class 2 spaces. For retail sales and services uses, one Class 1 space is required for every 7,500 square feet of OFA, and one Class 2 space is required for every 2,500 square feet of OFA up to 50,000 square feet; Non-retail sales and service uses require 1 Class 1 space for every 12,000 square feet of OFA, except not less than 2 Class 1 spaces for any use larger than 5,000 OFA; plus 4 Class 2 spaces for any use larger than 50,000 gross square feet, with a minimum of

2 spaces. For child care facility uses, a minimum of 1 class 1 and class 2 space is required per 20 children.

*The Project proposes 1,970,075 square feet of office OFA, which requires 394 Class 1 spaces and 41 Class 2 spaces. The approximately 111,869 square feet of non-retail sales and service use (wholesale flower market) OFA requires 9 Class 1 spaces and 4 Class 2 spaces, the 26,710 square feet of retail (non-eating and drinking use) requires 3 Class 1 spaces and 11 Class 2 spaces and the 22,325 square feet of eating and drinking use OFA would require 3 Class 1 spaces and 30 Class 2 spaces. The Project will provide 410 Class 1 bike spaces and 86 Class 2 spaces as required by this section. The bicycle parking would be constructed along with the garage in Phase 1a.*

*The Project Variant proposes 1,997,829 sf of office OFA, which requires 400 Class 1 spaces and 42 Class 2 spaces. The 29,646 square feet of retail (non-eating and drinking use) requires 4 Class 1 spaces and 12 Class 2 spaces and the 24,274 square feet of eating and drinking use OFA would require 3 Class 1 spaces and 32 Class 2 spaces. The child care facility, at 22,650 square feet, would require approximately 6 Class 1 and Class 2 spaces. Under the Project Variant, the project sponsor proposes to exceed the required class 1 parking spaces by 25%, providing 516 Class 1 spaces. The Class 2 spaces will meet code at 92 spaces. The bicycle parking would be constructed along with the garage in Phase 1a.*

- V. **Showers and Lockers (Section 155.4).** Planning Code Section 155.4 requires that showers and lockers be provided in new buildings. Non-retail sales and service and institutional uses require four showers and 24 clothes lockers where the occupied floor area exceeds 50,000 square feet. Retail uses require one shower and six clothes lockers where the occupied floor area exceeds 25,000 square feet but is no greater than 50,000 square feet.

*For the Project, 2,081,944 square feet occupied floor area (OFA) of non-retail sales and service uses would require 4 showers and 24 clothes lockers and the 49,035 OFA of retail sales and service uses would require an additional 1 shower and 6 clothes lockers, therefore, 5 showers and 30 clothes lockers are required. The Project provides 14 showers and 84 clothes lockers, exceeding the number of showers and lockers required by the Planning Code. The showers and lockers would be constructed along with the garage and bicycle parking in Phase 1a.*

*For the Project Variant, 2,006,489 square feet of Office and Child Care OFA would require 4 showers and 24 lockers, and 53,920 square feet of retail OFA would require 2 showers and 12 lockers. The Project Variant would exceed these requirements by providing 18 showers and 103 clothes lockers. The showers and lockers would be constructed along with the garage and bicycle parking in Phase 1a.*

- W. **Transportation Management Program (Section 163).** Within the Central SoMa SUD, projects that would add at least 25,000 occupied square feet of office use are required to provide on-site transportation brokerage services for the lifetime of the project. The Project Sponsor is required to execute an agreement with the Planning Department for the provision of on-site transportation brokerage services.

*For either the Project or the Project Variant, the Project Sponsor will execute an agreement with the Planning Department for the provision of on-site transportation brokerage services, as required by Section 163.*

- X. **Transportation Demand Management (TDM) Plan (Section 169).** Projects that add 10,000 occupied square feet or more of any non-residential use, excluding any area used for accessory parking, are required to comply with the TDM requirements of Section 169. Within the Central SoMa SUD, Tier C projects that filed a Development Application or submitted an Environmental Application deemed complete on or before September 4, 2016 shall be subject to 75% of such target.

*The Project submitted a completed Environmental Evaluation Application prior to September 4, 2016. Therefore, the Project must achieve 75% of the point target established in the TDM Program Standards, resulting in a required target of 24 points for retail, 23 points for office, and 2 points for PDR, for the Principal Project; and 24 points for retail and 23 points for office for the Project Variant. Some of the physical TDM measures, such as bicycle parking, showers and lockers and deliveries supportive amenities will be delivered for the whole project as part of the Phase 1a. Operational measures, such as tailored transportation marketing services and bikeshare memberships will come on line as each phase is constructed and occupied. As currently proposed, the Project will achieve its required points through the following TDM measures:*

*PDR (Project):*

- *Bicycle Parking (Option A)*
- *Showers and Lockers*
- *Car-Share Parking (Option A)*
- *Multimodal Wayfinding Signage*
- *Real Time Transportation Information Displays*

*Retail (Project and Project Variant):*

- *Improve Walking Conditions (Option A)*
- *Bicycle Parking (Option A)*
- *Showers and Lockers*
- *Bike Share Membership (<1,000 ft)*
- *Bike Repair Stations*
- *Bike Maintenance Services*
- *Bike Valet Parking*
- *Car-Share Parking (Option A)*
- *Delivery Supportive Amenities*
- *Provide Delivery Services*
- *Vanpool Service (Option B)*
- *Multimodal Wayfinding Signage*

- *Real Time Transportation Information Displays*
- *Tailored Transportation Marketing Service (Option C)*
- *Unbundled Parking (Option D)*
- *Short-term Daily Parking*

*Office (Project and Project Variant):*

- *Improve Walking Conditions (Option A)*
- *Bicycle Parking (Option A)*
- *Showers and Lockers*
- *Bike Repair Stations*
- *Car-Share Parking (Option A)*
- *Delivery Supportive Amenities*
- *Vanpool Service (Option G)*
- *Multimodal Wayfinding Signage*
- *Real Time Transportation Information Displays*
- *Tailored Transportation Marketing Service (Option B)*
- *Unbundled Parking (Option D)*
- *Short-term Daily Parking*

- Y. **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 use. One car share space is required for every 50 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 proposes to provide a total of 769 accessory parking spaces and will provide 15 car share spaces in compliance with this requirement; 10 in Phase 1a, 3 in Phase 1b, and 2 in Phase 1c. The Project Variant would provide 632 accessory parking spaces and would provide 13 car share spaces as required; 8 in Phase 1a, 3 in Phase 1b, and 2 in Phase 1c. Thus, both the Project and Project Variant comply with the car share requirements.*

- Z. **PDR Conversion (Section 202.8).** Within the Central SoMa Plan Area, conversion of building space where the prior use in such space was a PDR use of at least 5,000 square feet requires Conditional Use Authorization, except as provided in Section 249.78(c)(5)(D). In the areas that, as of July 1, 2016, were zoned SALI, projects subject to this section must provide replacement space at a rate of one square foot of PDR, Institutional Community, or Arts Activities use for each square foot of the use proposed for conversion. Pursuant to Section 202.8(a)(4), any project located in the areas that, as of July 1, 2016, are zoned SALI, UMU, MUO, SLI, MUG, or MUR, that would convert at least 15,000 square feet of PDR, Institutional Community, or Arts Activities use, and for which an Environmental Evaluation application was submitted to the Planning Department by June 14, 2016, the replacement space shall include 0.4 square foot of

PDR, Institutional Community, or Arts Activities use for each square foot of the use proposed for conversion.

*The Project Sponsor filed an Environmental Evaluation Application on July 16, 2015. There are 160,453 square feet of existing PDR use at the Property, utilized primarily by the Flower Market, plus two buildings that accommodate wholesale uses, and two vacant buildings. The Project proposes to construct a new 113,036 gross square foot (115,000 rentable square foot) Flower Market on the Site. Accordingly, the Project would replace the existing PDR uses on site at a rate of approximately 0.7 square feet of PDR use for each square foot proposed to be removed, and thus complies with this requirement. Pursuant to Section 249.78(c)(5)(D), the Project is not required to obtain Conditional Use Authorization.*

*The Project Variant would not provide the replacement PDR space on site. Thus, the Project Variant is seeking an exception from PDR conversion standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 9 below.*

*In both the Project and Project Variant the on-site or off-site PDR replacement would be provided in Phase 1a.*

- AA. PDR and Community Building Space Requirements (Section 249.78(c)(5)).** Any newly constructed project that contains at least 50,000 gross square feet of office must provide the greater of either (1) the square footage of PDR replacement space required by the controls of Section 202.8; or (2) on-site space dedicated for PDR or Community Building Space uses equivalent to 40% of the lot area—in which case POPOS and mid-block alleys that are open to the sky—except for permitted obstructions and 10% of space that may be situated under a cantilevered portion of a building—do not count toward the calculation of the lot area.

*The Project Site contains 286,368 square feet of lot area. The Project proposes 27,325 square feet of ground level open-sky POPOS. The applicable 259,043 square feet of lot area would require 103,617 square feet of PDR or Community Building Space use to meet the 40% lot area requirement. Alternatively, the Project could require 64,181 square feet of replacement PDR as required by Section 202.8(a)(4).*

*The Project would include 113,036 gross square feet of PDR space devoted to the replacement of Flower Market and would therefore comply with this section.*

*The Project Variant would not provide the replacement PDR space on site. It would provide a 22,690 square-foot child care facility and a 950 square-foot community room, both of which are Community Building Spaces per Section 249.78(c)(5). However, the Community Building Spaces are less than the 40% lot area requirement. Thus, the Project Variant is seeking an exception from PDR conversion standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 9 below.*

*In both the Project and Project Variant the PDR or Community Building Spaces would be provided in Phase 1a.*

- BB. Central SoMa SUD, Micro-Retail (Section 249.78(c)(4)).** Within the Central SoMa SUD, new development projects on sites of 20,000 square feet or more must provide micro-retail spaces at a rate of one micro-retail space for every 20,000 square feet of site area, rounded to the nearest unit. All Micro-Retail units must be on the ground floor, independently and directly accessed from a public right-of-way or POPOS and designed to be accessed and operated independently from other spaces or uses on the subject property. Formula retail uses are not permitted in the micro-retail spaces.

*The Project Site is 286,368 square feet, which would require 14 micro-retail spaces. Micro-retail spaces must be no more than 1,000 square feet each and may not be occupied by formula retail tenants. The Project has 26 potential locations on the ground floor for micro-retail spaces, including 20 spaces within public market in the Market Hall building, 5 facing the Markey Alley POPOs and 1 at the corner of 5<sup>th</sup> and Brannan Streets. Therefore, the Project and Project Variant would include at least the 14 micro-retail spaces that are required by this provision.*

- CC. Central SoMa SUD, Use on Large Development Sites (Section 249.78(c)(6)).** On sites larger than 40,000 square feet south of Harrison Street that involve new construction or an addition of at least 100,000 square feet, at least two-thirds of the gross floor area of all building area below 160 feet in height shall be non-residential.

*Neither the Project nor Project Variant propose any residential use, and therefore both schemes comply with this Section.*

- DD. Central SoMa SUD, Solar and Living Roof Requirements (Section 249.78(d)(4)).** Solar and living roof requirements apply to lots of at least 5,000 square feet within the Central SoMa SUD where the proposed building constitutes a Large or Small Development Project under the Stormwater Management Ordinance and is 160 feet or less. For such projects, at least 50% of the roof area must be covered by one or more Living Roofs. Such projects must also comply with Green Building Code Section 5.201.1.2., which requires that 15% of all roof area up to 160 feet be covered with solar photovoltaic systems and/or solar thermal systems. Projects with multiple buildings may locate the required elements of this section on any rooftops within the project, so long as an equivalent amount of square footage is provided.

*Only the Market Hall Building would be 160 feet or less, and is subject to the solar and living roof requirements. The Market Hall Building would contain 63,495 square feet of roof area, which would require approximately 31,748 square feet of living roof and 9,524 square feet of solar. In order to allow for the provision of usable open space on the roof of the Market Hall and to provide sufficient space for necessary mechanical systems, the Project and Project Variant would divide the required living roof area among all three buildings proposed for the Site. The current proposal would provide 4,336 square feet of living roof area on the Market Hall and 32,579 square feet of living roof area on the lower portions of the*

*Blocks Building, and 9,524 square feet of roof area on the Blocks midrise portion would be solar ready. In both the Project and Project Variant the solar and living roofs requirements would be satisfied in Phase 1a.*

- EE. **Central SoMa SUD, Lot Merger Restrictions (Section 249.78(d)(7)).** Lots containing one or more buildings with a California Historic Resources Status Code (CHRSC) 1, 2, 3, 4, 5, or 6L, as identified in a survey adopted by the Historic Preservation Commission and with any single street frontage under 200 feet in length, are subject to lot merger restrictions. Any such lot may not merge with an adjacent lot in such a way that any existing street frontage of under 200 feet is increased to 200 feet in length or longer.

*Lots 4, 5, 48, and 2B are within the San Francisco Flower Mart Historic District, and each has a CHRSC of 3CD, which means the property appears eligible for listing on the California Register as a contributor to a California Register eligible district through a survey evaluation. Lot 1B is outside the District and has a CHRSC of 3CS, which means the property appears eligible for listing on the California Register as an individual property through survey evaluation.*

*The Project and Project Variant would merge 6 lots on Assessor's Block 3778: Lots 1B, 2B, 4, 5, 47 and 48.*

*Thus, the Project and Project Variant is seeking an exception from lot merger standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 and 9 below.*

- FF. **Wind Comfort (Section 249.78(d)(9)(C)).** The Central SoMa SUD wind controls apply to proposed buildings within the SUD that exceed 85 feet in height. Such projects may not result in wind speeds that exceed the Comfort level at any location. Comfort level means ground-level equivalent wind speeds of 11 miles per hour in areas of substantial pedestrian use and seven miles per hour in public seating areas between 7:00 a.m. and 6:00 p.m. when occurring for more than 15 percent of the time year-round. A project also may not cause a substantial increase in wind speed at any location where the existing or resulting wind speed exceeds the comfort level. A substantial increase means "means an increase in wind speeds of more than six miles per hour for more than 15 percent of the time year-round." The Planning Commission may grant an exception to these standards if a project has undertaken all feasible measures to reduce wind speeds through such means as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and reducing wind speeds further would substantially detract from the building design or unduly restrict the square footage of the project.

*The wind analysis conducted pursuant to the CEQA review process analyzed potential comfort level wind impacts based on a more conservative standard than that proposed by Section 249.78(d)(9)(C). The analysis defines the comfort level standard as requiring that "that buildings do not cause ground-level wind currents to exceed, more than 10 percent of the time, 11 mph in substantial pedestrian use areas, and 7 mph in public seating areas." Wind conditions around the Property are generally windy with*



*wind speeds at 57 of 100 locations exceeding the 11-mph pedestrian comfort criterion. In general, wind speeds along Brannan and 5th streets are lower than elsewhere in the vicinity. The average wind speed exceeded 10% of the time is 12 mph. With the Project, wind comfort conditions at most locations would be similar to those under existing conditions, with 58 of 117 locations exceeding the 11 mph pedestrian comfort criterion. Wind speeds would tend to decrease along 6th and Brannan Streets and on Bryant Street, except at the corner of 6th and Brannan Streets, where wind speeds would increase around the base of the Gateway Building. Wind speeds would also generally increase along 5th and Bryant Streets. The average wind speed exceeded 10% of the time would remain at 12 mph. Wind speeds would increase by 6 mph or more at nine test points. Thus, the Project and Project Variant is seeking an exception from wind comfort standards as part of the Large Project Authorization, as described in Section 8 and 9 below.*

- GG. Central SoMa SUD, Wind Hazard (Section 249.78(d)(9)(D)).** Projects within the Central SoMa SUD may not result in net new locations with an exceedance of the one-hour hazard criterion. One-Hour Hazard Criterion “means a ground-level equivalent wind speed of 26 miles per hour for more than one hour per year per test location.” The Planning Commission may grant an exception to this standard if a project (1) does not result in net new locations with an exceedance of the nine-hour hazard criterion; (2) the project has undertaken all feasible measures to reduce hazardous wind speeds, such as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and (3) meeting the would detract from the building design or unduly restrict the square footage of the project.

*The Project Variant would result in 3 hazard locations based on the 1-hour criterion. The one-hour wind hazard criterion would be exceeded at these three locations for a total of 11 hours per year. These three new hazard exceedances would be located at the following locations: the proposed project’s Sixth Street driveway at the northwest corner of Brannan Plaza; at the southeast corner of Fifth and Welsh streets, across Fifth Street from the project site; and on the north side of Brannan Street about 150 feet east of Fifth Street. However, none of the 117 test locations would exceed the nine-hour wind hazard criterion. The average wind speed that is exceeded one hour per year would increase by 2 mph, to 24 mph. Thus, the Project and Project Variant is seeking an exception from wind hazard standards as part of the Large Project Authorization, as described in Section 8 and 9 below*

- HH. Ground Floor Ceiling Height (249.78(d)(10)).** PDR uses in the CMUO Zoning District must have a minimum floor-to-floor height of 17 feet.

*The new wholesale flower market would provide an approximately 24-foot floor to floor height. However, the ceiling height under the upper level egress corridors and stairs would be shallower than the required 17 feet floor-to-floor height. Thus, the Project is seeking an exception from ceiling height standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 below.*

- II. Child Care (Section 249.78(e)(4)).** Prior to issuance of a building or site permit for a development project subject to the requirements of Section 414.4, the sponsor of an Office or Hotel project on a Key Site within the Central SoMa SUD shall elect its choice of the options

described in subsection (A), (B) and (E) of Section 414.4(c)(1) to fulfill any requirements imposed pursuant to Section 414.4 as a condition of approval.

*To accommodate the Flower Market, the Project would not provide a child care facility on-site. Thus, the Project is seeking an exception from child care standards as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 below.*

*Pursuant to Section 414.5, a childcare provided in satisfaction of Section 414.4 must have the greater of either a minimum gross floor area of 3,000 square feet or an area determined according to the following formula: net additional square feet of office space multiplied by .01, whichever is greater. The Project Variant proposes 2,061,380 square feet of office use, which would require a 20,614 square foot childcare facility. The Project Variant proposes to provide 22,690 square feet of on-site childcare use, including 8,300 square feet dedicated outdoor play space, and thus complies with this Section.*

- JJ. Height Limits (Section 260).** Project lots 01B, 02B, 04, and 05 are subject to a height limit of 270 feet, and lots 047 and 048 are subject to a 160-foot height limit.

*On lots 01B, 02B, 04, and 05, the Project and Project Variant would construct buildings ranging from approximately 148 feet to 236 feet. The buildings proposed for the portion of the Property that is currently comprised of Lots 047 and 048 would be approximately 128 feet to 160 feet, excluding exempted features. As no building proposed for the Property would exceed the applicable 160 or 270-foot height limit, the Project and Project Variant comply with the applicable height limits.*

- KK. Mass Reduction and Bulk Limits (Table 270(h)).**

Apparent Mass Reduction (Section 270(h)(2)): Projects within the CS Bulk District are subject to Apparent Mass Reduction controls. For the purposes of these controls, Brannan, 5th, and 6th Streets are all considered major streets. Projects on the northeast and northwest side of a major street within a 160-foot height district must provide a 70% apparent mass reduction at 85 feet and above. Projects on the southwest side of a Major Street within a 160-foot height district are subject to an 80% apparent mass reduction requirement above 85 feet. Projects on any side of a major street subject to a height limit above 160 feet are not required to provide an apparent mass reduction for the tower portion of the building but are required to provide an 80% apparent mass reduction for the remainder of the building using a height limit of 160 feet for the purposes of the calculation.

*The Market Hall building would be constructed on the north side of Brannan Street, partially within a 160-foot height district. As required, the Market Hall will provide for the 70% apparent mass reduction above 85 feet along Brannan Street for both the Project and Project Variant. The Market Hall building also provides the requisite 80% apparent mass reduction along 5th Street.*

*The Blocks Building would provide a 66.3% apparent mass reduction on the non-tower portion of the building along 5th Street. The Gateway Building would provide 17.2% apparent mass reduction on Brannan Street and a 31.4% apparent mass reduction on 6th Street. An exception is required for the*

*Blocks and Gateway Buildings, for both the Project and Project Variant, as detailed in Section 8 and 9, below.*

Tower Maximum Floor Area (Section 270(h)(3)(A)): For the tower portion of a non-residential, non-hotel building, the maximum gross floor area of any floor is 17,000 square feet and the average gross floor area for all floors in the tower portion shall not exceed 15,000 gross square feet. The tower portion of a building is the portion above 85 feet.

*A tower is defined as any building taller than 160 feet. Accordingly, the Market Hall Building—at a maximum of 148 feet—is not considered a tower and is not subject to the maximum floor area requirements for towers. However, an exception is required the Blocks and Gateway Buildings, in both the Project and Project Variant design scenarios, as detailed below in Section 8 and 9.*

Maximum Plan Dimensions (Section 270(h)(3)(B)): For the tower portion of a building, the maximum length shall be 150 feet, the maximum diagonal shall be 190 feet. A tower is defined as any building taller than 160 feet.

*The Market Hall Building—at a maximum of 148 feet—is not considered a tower and is not subject to the maximum plan area dimension requirements for towers. However, an exception is required for the Blocks and Gateway Buildings, in both the Project and Project Variant scenarios, as detailed below in Section 8 and 9.*

- LL. **Setback Requirements for Narrow Streets (Section 261.1)**. Section 261.1 sets out setback requirements for subject frontages along narrow streets. Narrow streets are rights-of-way that are 40 feet wide or narrower. Within the Central SoMa SUD, all subject frontages shall have upper stories set back at least 10 feet at the property line above a height equivalent to 1.25 times the width of the abutting Narrow Street and the subject frontages on a North-South Narrow Street in a height district greater than 85 feet shall provide an 85% apparent mass reduction of the portion of the building below 160 feet. Additionally, subject frontages abutting a mid-block passage provided pursuant to Section 270.2 must provide upper story setbacks as follows: for mid-block passages between 20-30 feet in width, a setback of not less than 10 feet above a height of 25 feet.

*The Midrise Building portion of the Blocks Building abuts Morris Street, which is a narrow street (33 feet in width) pursuant to Section 261.1. The Project requires an exception from this requirement, as the Blocks Building along Morris Street provides the setback at 67 feet and the proposed massing would provide a 66.7% apparent mass reduction. The mid-block Market Alley provides 26 feet- 11-inch-wide mid-block passage connecting 5th and 6th Streets, triggering the need for a 10-foot setback at 25 feet. The Market Hall and Blocks Buildings do not provide the 10-foot setback at 25 feet. Thus, the Project and Project Variant is seeking an exception from narrow street setback requirements as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 and 9 below.*

- MM. **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.

*The Planning Department prepared a preliminary shadow fan that determined that the Project could potentially add new shadow to both Victoria Manalo Draves Park and Gene Friend Recreation Center, each of which is subject to Section 295. Accordingly, a qualified shadow consultant prepared a shadow technical analysis for the Project. The shadow analysis found that the Project would cast no new shadow on either Victoria Manalo Draves Park or Gene Friend Recreation Center. Thus, the Project would not cast any new shadow on parks under the jurisdiction of the Recreation and Park Commission, and therefore complies with Section 295. As the Project Variant does not include any revisions to the height or bulk of the buildings proposed by the principal Project, the Project Variant would also not cast any new shadow on parks under the jurisdiction of the Recreation and Parks Commission.*

- NN. Residential to Non-Residential Ratio (Section 803.9(a) and 841.09).** In new construction in the MUR District, three square feet of gross floor area for Residential Use is required for every one gross square foot of permitted Non-Residential Use. Office use and is principally permitted in the MUR District, as is Retail Sales and Service use, up to 25,000 gross square feet.

*The Gateway building, which is located within the MUR Zoning District proposes 6,493 square feet of retail use and 324,907 square feet of office use. It does not include any residential uses. Thus, the Project and Project Variant is seeking an exception from residential to non-residential ratio requirements as part of the Large Project Authorization Exceptions for Key Sites in Central SoMa, as described in Section 8 and 9 below.*

- OO. Transportation Sustainability Fee ("TSF") (Section 411A).** The TSF applies to the construction of a new non-residential use in excess of 8000 gross square feet and to new construction of a PDR use in excess of 1,500 gross square feet.

*The Project Sponsor will comply with this requirement and pay the fee as required for either the Project or Project Variant.*

- PP. Eastern Neighborhoods Infrastructure Impact Fee (Section 423).** The Eastern Neighborhoods Infrastructure Impact Fee applies to all new construction within the Eastern Neighborhoods Plan Area. The Central SoMa Tier C rate category applies to development on sites rezoned from SALI or SLI to either CMUO, MUG, MUR, or WMUO with a height limit above 85 feet, pursuant to the adoption of the Central SoMa Area Plan.

*Accordingly, the Project and Project Variant are subject to the Eastern Neighborhoods Tier C rates, and the Project Sponsor will comply with this requirement and pay the fee as required for either the Project or Project Variant.*

**QQ. Jobs-Housing Linkage Fee (Section 413).** The Jobs-Housing Linkage Fee applies to any project resulting in a net addition of at least 25,000 gsf certain uses, including office and retail. Credits are available for existing uses on site.

*The Project Sponsor will comply with this requirement and pay the fee as required for the Project or Project Variant.*

**RR. 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 will comply with this requirement and dedicate at least 1% of the construction cost of the Project or Project Variant to on-site public art.*

**SS. Central SoMa Community Services Facilities Fee (Section 432).** The proposed Central SoMa Community Facilities Fee applies to any project within the Central SoMa SUD that is in any Central SoMa fee tier and would construct more than 800 square feet.

*The Project Sponsor will comply with this requirement and pay the fee as required for either the Project or Project Variant.*

**TT. Central SoMa Infrastructure Impact Fee (Section 433).** The Central SoMa Infrastructure Impact Fee would apply to new construction or an addition of space in excess of 800 gross square feet within the Central SoMa SUD.

*This fee would not apply to Tier C non-residential projects that are seeking an office allocation of at least 50,000 square feet, and so would not apply to the Project or Project Variant.*

**UU. Central SoMa Community Facilities District (Section 434).** Projects that propose more than 25,000 square feet of new non-residential development on Central SoMa Tier B or C properties, and which exceed the Prevailing Building Height and Density Controls established in Section 249.78(d)(1)(B), must participate in the Central SoMa Community Facilities District.

*The Project and Project Variant would involve the construction of more than 25,000 square feet of new non-residential use on a Central SoMa Tier C property, and the Project Sponsor will comply with the requirement to participate in the Central SoMa Community Facilities District.*

**7. Large Project Authorization Design Review in Eastern Neighborhoods Mixed Use District.** Planning Code Section 329(c) lists nine aspects of design review in which a project must comply; the Planning Commission finds that the project is compliant with these nine aspects as follows:

**A. Overall building mass and scale.**

*The Project and Project Variant provide a visually appealing composition of buildings that are cohesive in design, yet architecturally distinct. The buildings were purposefully not designed to their maximum height to avoid unwanted shadow on public parks and, while having an overall lower and broader mass, include strategic setbacks, cutaways, and massing breaks to create visual interest and separation between the three tower portions. The overall scale and massing of the buildings are consistent with the developing high-density Central SoMa neighborhood. In context, the Project Site is across 5<sup>th</sup> Street from the Key Site project at 598 Brannan, which is approved for two buildings 160 to 185 feet in height, and the San Francisco Tennis Club Key Site, from which is anticipated for redevelopment with two towers of 225 and 185 feet in height.*

*The Block Building, which will be constructed as Phase 1a, is massed so that the two midrise towers are located at opposite ends of the building podium. The scale of the building is further shaped by a 67-foot podium, with shifting masses, or "blocks" of structure capping out at 115 feet, 127 feet, 152 feet, and 176 feet, with the 200-foot and 236-foot towers rising above all the other blocks. Therefore, whether seen in composition with the other phased buildings or viewed alone, the building will read as several smaller clustered buildings, consistent with the design intent of the Central SoMa Plan.*

*At the Market Hall Building, which will be constructed in Phase 1b, the length of the building would be broken up by a 73-foot, 6-inch-wide open air pass-through at grade into a 144-foot section and a 264-foot section. The pass-through would have a varied height ranging from 21 feet to 29 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky. The massing break is large enough to reduce visual impact for pedestrians walking down the block. The break also provides a public entrance into the Property, inviting pedestrians into the space and through to the mid-block Market Alley POPOS. Additionally, the ground floor is setback at the Brannan Plaza and 5th Street Plaza POPOS to provide additional open spaces on either side of the Market Hall Building, and further minimizing visual bulk.*

*The Gateway Building, which would be constructed in Phase 1c, provides an interior setback that will wrap to create a double-height terrace at levels 9 and 10 that ranges from 10-32 feet deep. This deep terrace continues the setback datum along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.*

**B. Architectural treatments, facade design and building materials.**

*Overall, the selection of materials and architectural treatments will add visual interest, while accentuating the divergent volumes the buildings. The design of and materials for each of the three buildings are intended to define each of the buildings as unique and independent places in the city while maintaining visual and functional coherence.*

*The Blocks Building provides rotated blocks that are massed to accommodate large floor plates and rotated to create a dynamic façade. The varied façade materials further breakdown the building's scale and create visual interest. The simplistic, gridded façade patterns and the metal accents, concrete panels*

*and brick podium façade material are intended to reflect SoMa's existing commercial and industrial character.*

*The Market Hall Building is conceived as the public face of the Project. The building was designed as the "jewel box" of the project, using faceted glass as the primary building material, with white concrete, aluminum mullions with wood texture, and white metal trim and accents. The ground floor of the Market Hall Building, dominated by a food hall that will operate from early morning to late evening, is designed to be porous and visually open, as an unbroken continuation of the surrounding plazas and streets.*

*Lastly, the Gateway Building faces the I-280 ramp and acts as the Project's southern gateway. Similar to the Blocks Building, it employs a simple gridded facade. The materials selected for the building, which include white concrete and metal panels with a wood grain texture, and the use of green walls add warmth and soften the building appearance. It has a single distinctive massing shift provides to provide visual appeal and correspond to the relative height of the Market Hall Building.*

- C. The design of lower floors, including building setback areas, commercial space, townhouses, entries, utilities, and the design and siting of rear yards, parking and loading access.**

*In both the Project and Project Variant design, the ground floor along 5<sup>th</sup>, 6<sup>th</sup> and Brannan Streets and the mid-block passage and plazas is lined with retail, PDR and institutional uses, and the vehicle parking entrances and egress are off of private drives. The Market Hall Building's lifted and open ground floor design along with its highly articulated façade will provide visual appeal and enhance the pedestrian experience along Brannan Street and the Market Alley. In addition to the porous ground floor created by the Market Hall design, the mid-block Market Alley POPOS will create a pedestrian thoroughway across the entire length of the Property, linking 5th and 6th Streets. The mid-block passage and connecting plazas will be lined with food and beverage, retail and other services, and provide active outdoor seating and spaces for programmed events and unprogrammed community gathering.*

- D. The provision of required open space, both on- and off-site. In the case of off-site publicly accessible open space, the design, location, access, size, and equivalence in quality with that otherwise required on-site.**

*The Project and Project Variant provide a publicly-accessible mid-block passage, ground floor plazas, and tenant amenity roof decks and terraces on site, and will develop area underneath or adjacent to the I-80 freeway for recreation use.*

*The Project would require 40,643 square feet of POPOS. The Project would provide 27,325 square feet of ground level, open to the sky POPOS and 8,125 square feet of POPOS under the cantilevered ends of the Market Hall Building, with 20-40 feet clearance. An additional 5,193 square feet would be provided off site, underneath or adjacent to the I-80 freeway.*

*The Project Variant would require 41,228 square feet of POPOS. The Project Variant would provide 30,325 square feet of ground level, open to the sky POPOS and 8,125 square feet of POPOS under the cantilevered ends of the Market Hall Building, with 20-40 feet clearance. And additional 2,778 square feet would be provided off-site, underneath or adjacent to the I-80 freeway.*

*The POPOS will consist of two public plazas, a dog park and a mid-block alley stretching from 5th to 6th Streets along the entire ground level of the site. The POPOS will incorporate a mix of landscaped spaces, eating areas, interactive art pieces, and flexible social gathering points that will act as programmable spaces for events and community gatherings. The additional POPOS provided off-site will provide for public recreation space either below or adjacent to the I-80 freeway, as called for in the Central SoMa Plan.*

- E. The provision of mid-block alleys and pathways on frontages between 200 and 300 linear feet per the criteria of Section 270, and the design of mid-block alleys and pathways as required by and pursuant to the criteria set forth in Section 270.2.**

*The Project and Project Variant provides a through-block mid-block alley, would connect 5th and 6th Streets through the entire Project Site. Two ground level plazas and a mid-block passage through the Market Hall would connect Brannan Street to the central Market Alley at three different entry points. The alley 20 to 35 feet in width, open to the sky, ungated and accessible 24 hours a day, has seating, landscaping, lighting and other amenities, and has only a gentle grade from the street. The mid-block passages/plazas would comply with 13 of the 14 performance standards of Section 270.2, except for the buildings abutting mid-block alleys to comply with Section 261.1 (setbacks from required mid-block alleys).*

- F. Streetscape and other public improvements, including tree planting, street furniture, and lighting.**

*In compliance with Planning Code Section 138.1, the Project includes new streetscape elements, such as new sidewalks, linear planters along the street edge, and new street trees. The proposed Project and Project Variant have been designed consistent with City plans for streetscape improvements along 5th, Brannan, and 6th streets. The Project or Project Variant would provide transit stop improvements, pedestrian safety treatments such as corner bulb-outs and other pedestrian improvements, improved parking and loading zones, and other streetscape improvements including enhanced lighting, stormwater treatment features, street trees and plantings, and street furniture including new bike parking racks. These improvements would vastly improve the public realm and surrounding streetscape.*

- G. Circulation, including streets, alleys and mid-block pedestrian pathways.**

*The Project provides ample circulation in and around the Project Site. All vehicles accessing the site, including passenger vehicles, trucks and vans, will enter from 6th Street at the Private Drive or from Bryant Street at Morris Street. Semi-trucks will only access the site from 6th Street at the Private Drive and exit from the service drive to 5th Street. The service drive will be restricted to access by the project's loading and service vehicles and to use by the northern neighbors. It will be monitored by a 24-hour dock*



*master and on-site security. Smaller service and loading vehicles will be able to access at 6th Street or Bryant and will use the entry ramp at the service drive to access the B2 level loading area. Tenants and retail customers parking at the site will drop off their vehicles at the valet drop off on the B1 level, accessed from the entry/exit ramp at the 6th Street Private Drive.*

*The Project and Project Variant would greatly improve pedestrian circulation at the Property. The Market Alley will begin at 5th Street and connect to 6th Street through to the new private drive extension of Morris Street. Brannan Plaza will connect Morris Street to Brannan Street, completing the existing through block passage. An additional connection through the Market Hall breezeway will connect Brannan Street to the Market Alley during the retail and Market Hall Food Hall operating hours.*

#### **H. Bulk Limits.**

*The Project and Project Variant will provide a visually appealing design that will anchor the Project Site, while reducing the apparent bulk of the buildings. The design involves three distinct building masses, situated around a central Market Alley POPOS. This design strategy locates the bulk of the buildings' height internal to the block. This emphasizes the podium and promotes sun access along the existing public ways. Additionally, all three buildings proposed for the site include strategic setbacks, cutaways, and massing breaks to create visual interest and separation between the three tower portions of the Project and Project Variant.*

*The Market Hall Building would be the only structure with a street-facing frontage that is greater than 200 feet in length, with 481 feet, 6 inches of frontage along Brannan Street at the ground through second floors and 537 feet of frontage above the second floor. At the first and second floors, the mass of the building would be divided into a 144-foot section and a 264-foot section, broken up by a 73-foot, 6-inch wide open air pass-through at grade. The pass-through would have a varied height ranging from 21 feet to 29 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.*

*The massing break is large enough to reduce visual impact for pedestrians walking down the block. The break also provides a public entrance into the Property, inviting pedestrians into the space and through to the mid-block Market Alley. Additionally, the Brannan Plaza and 5th Street Plazas provide additional open spaces on either side of the Market Hall Building, further minimizing visual bulk and creating additional pedestrian access points.*

#### **I. Other changes necessary to bring a project into conformance with any relevant design guidelines, Area Plan or Element of the General Plan.**

*The Project, on balance, meets the Objectives and Policies of the General Plan. See Below.*

- 8. Central SoMa Key Site Exceptions & Qualified Amenities – Project.** Pursuant to Section 329(e), within the Central SoMa SUD, certain Code exceptions are available for projects on Key Sites that provide qualified amenities in excess of what is required by the Code. Qualified additional

amenities that may be provided by these Key Sites include: land dedication pursuant to Section 413.7 for the construction of affordable housing; PDR at a greater amount and/or lower rent than is otherwise required under Sections 202.8 or 249.78(c)(5); public parks, recreation centers, or plazas; and improved pedestrian networks. Exceptions under Section 329(e) may be approved by the Planning Commission if the following criteria are met:

**A. The amenities and exceptions would, on balance, be in conformity with and support the implementation of the Goals, Objectives, and Policies of the Central SoMa Plan,**

*The requested exceptions allow for the relatively minor modification of a number of physical development controls and the ability to utilize in-lieu fees and off-site options for compliance, which will provide for the feasibility of the Project. The Project will provide a replacement Flower Market that will be leased at below market rate rents, at the location of the existing Flower Market. Additionally, the Project would include the dedication of a minimum 14,000-square-foot site to the City for the construction of affordable housing as well as improved pedestrian networks in and around the Site by creating a mid-block passage, the Market Alley POPOS that will link 5th and 6th Streets, with three additional POPOS connections that provide pedestrian access between Brannan Street and the Market Alley POPOS. The amenities and exceptions would, on balance, be in conformity with and support the implementation of the Goals, Objectives, and Policies of the Central SoMa Plan.*

**B. The amenities would result in an equal or greater benefit to the City than would occur without the exceptions, and**

*Without the requested exceptions, the Project would not be able to construct a new 113,036 square-foot, Flower Market, which would be leased to the tenants at below market rate rents. Furthermore, the requested exceptions allow the Project to include the dedication of a 14,000 square foot site to the City for the construction of affordable housing. These amenities exceed Planning Code requirements for development at the Property.*

**C. The exceptions are necessary to facilitate the provision of important public assets that would otherwise be difficult to locate in a highly developed neighborhood like SoMa.**

*The exceptions requested are necessary to allow for the construction of this large, ground level space with the necessary loading and parking to support the Flower Market. Retaining the Flower Market provides affordable space for small wholesale vendors, which in turn supports PDR jobs and the economic diversity of the City. Without the subsidy of the Project, it would be challenging to locate a site that would meet the space requirements of the flower vendors and at a price that would make the continuation of the Flower Market viable. Furthermore, the Project's dedication of land to MOHCD will also provide an opportunity for provision of affordable housing in the SoMa neighborhood, where land supply is limited. The exceptions will also facilitate the construction of a network of plazas and pedestrian ways to link 5th, 6th, and Brannan Streets. With at least 35,450 square feet of on-site POPOS, new plazas on 5th Street and Brannan Street will be framed by active retail and draw users into the site. This will*

*provide additional much-needed open spaces in the SoMa neighborhood, which has a shortage of public parks to serve the existing and future residents. None of these amenities would be possible without the requested modification of certain Planning Code controls.*

Accordingly, 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:

- C. **Streetwall Articulation – Market Hall Building (Section 132.4(d)(1)).** Section 132.4(d)(1) requires that buildings within the Central SoMa SUD be built up to the street-or alley-facing property line up to 65 feet in height, subject to the controls of Section 261.1 (additional height limits for narrow streets and alleys) as applicable.

*The Gateway Building frontages at Brannan and 6th Street and the Blocks Building along 5th Street comply with this requirement; however, the Market Hall Building requires an exception from the streetwall articulation requirements. The ground floor Brannan Street frontage is setback from the property line to create a threshold condition along Brannan Street for the highly permeable Market Hall space that will occupy the ground floor. The setback at the ground floor serves to invite people into the space from Brannan Street, providing a protected, open-air area that seamlessly connects the building with the sidewalk and then through to the mid-block Market Alley POPOS. Therefore, this exception is necessary to facilitate an innovative design that meets the intent of Section 132.4 by creating an engaging transition from the street to the active uses on site.*

- D. **Setbacks (Section 132.4(d)(2)).** For mid-rise buildings (above 85 feet up to 160 feet) in the CS Bulk District, the following requirements apply: (i) along all street-and alley-facing property lines, a 15-foot setback is required for the mid-rise portion (the portion above 85 feet) for at least 60% of the frontage length; (ii) along all interior property lines, a 15-foot setback is required for the mid-rise portion for the entire frontage. For towers (taller than 160 feet) in the CS Bulk District, a 15-foot setback is required for the tower portion (above 85 feet) for the entire frontage along all property lines.

*The Project requires an exception from the setback requirements set forth in Section 132.4 for the Market Hall and Gateway Buildings. At the Market Hall Building, the 15-foot setback at the upper levels is provided above 105 feet. This shifting of the building mass up towards the top of the building allows for the extra height and setbacks at the ground level, which allows for broader plazas and invites people into the space from Brannan Street, providing a protected, open-air area that seamlessly connects the building with the sidewalk and through to the mid-block alley POPOS.*

*The Gateway Building at the Corner of Brannan and 6th Streets would not provide a 15-foot setback for the tower portion of the building along all property lines. Instead, the mass of the building is shifted towards the street in order to provide a setback ranging from 10-47 feet setback above 105 feet at the POPOS-frontage of the structure along Brannan Plaza, which exceeds what would be achieved by the 15-foot street-facing setback required by the Code. Along the 6th Street and Brannan Street frontages, a double-height terrace is provided at levels 9 and 10 that ranges from 10-32 feet deep at 105 feet. This*

*deep terrace continues the setback datum established by the Market Hall Building along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.*

- E. Building Separation (Section 132.4(d)(3)).** For towers (any building above 160 feet) in the CS bulk district, Section 132.4(d)(3) requires that the tower portion of a project (the portion above 85 feet) have a horizontal separation of at least 115 feet from the tower portion of any other tower.

*The Project requires an exception from the tower separation requirements because there is not a horizontal separation of at least 115 feet between the 5th Street Tower, the Blocks tower, and the Gateway Building tower. The tower portion of the Gateway Building and the tower portion of the Blocks Midrise would be separated by 83 feet. The Blocks Midrise tower and the 5th Street Tower—both of which rise up from the Blocks Building podium—would be 66 feet, 6 inches apart.*

*The Property's unique site conditions and Project programming merit an exception from the 115-foot tower separation setback, and the Key Sites Guidelines highlight the potential for flexibility in applying the tower separation controls at this site. This exception is necessary in order to accommodate three distinct building masses. The goal of this design strategy is to locate the bulk of the building height internal to the block, which promotes sun access along the existing public ways. Literal compliance would mean that more bulk would be shifted to Brannan Street, particularly 5th and Brannan Streets. Moving bulk to attain tower separation would compromise the sun access on the public ways and on the proposed POPOS. In addition, all three buildings proposed for the site include strategic setbacks, cutaways, and massing breaks to create visual interest and separation between the three tower portions. Therefore, the Project reads as several smaller clustered buildings, consistent with the design intent of the Central SoMa Plan.*

- F. Overhead Obstructions (Sections 136(c)(5) and 270.2(e)(6)).** Section 136 provides for certain obstructions over required open space and over streets and alleys. Section 136(e)(5) provides for overhead horizontal projections leaving at least 7½ feet of headroom, where the depth of any such projection is no greater than the headroom it leaves, and in no case is greater than 10 feet; and provided that, in the case of common usable open space at ground level, the open space under the projection directly adjoins uncovered usable open space that is at least 10 feet in depth and 15 feet in width. Section 270.2(e)(6) states that a required mid-block alley must have at least 60 percent of the area of the alley or pathway open to the sky, and that obstructions permitted within setbacks pursuant to Section 136 may be located within the portion of the alley or pathway that is required to be open to the sky. Pursuant to Section 329(e)(3)(B)(vii)(f) ), the Project and Project Variant are eligible for an exception to the overhead horizontal projection requirements set forth in Section 136(c)(5) and to the design and performance standards related to required mid-block alleys set forth in Section 270.2(e)(6); to allow for a maximum of three pedestrian bridges over a required mid-block alley, provided that the pedestrian bridges leave at least 70 feet of headroom, are no greater than 12 feet in width, are single story, and are situated no less than 50 feet apart. Notwithstanding subsection (vii)(b), pedestrian bridges provided pursuant to this subsection (vii)(f) shall be deemed obstructions

permitted pursuant to Section 136, and POPOS area situated under any such pedestrian bridges shall count toward the total on-site POPOS area open to the sky.

*The design for the Project includes three pedestrian bridges which would link the Blocks Building and the Market Hall building at varying levels over the Market Alley. These bridges are not a listed obstruction under Section 136. While the bridges would span the open space, they would have a minimum clearance of 70 feet and be no more than 12 feet in width, therefore minimizing the appearance of the skybridges to pedestrians in the Market Alley POPOS. One bridge would link the office spaces at level 6 and two additional bridges would connect the office spaces at level 7. The bridges would feature glass walls to maximize light and openness and would provide for the flexible use of the building by either a mix of tenants or one large tenant.*

- G. **POPOS and Openness to the Sky (Sections 138 & 329(e)(3)(B)(vii)(b)).** Projects proposing 50,000 square feet of new non-residential use, other than institutional, retail, and PDR uses, in the Central SoMa SUD, are required to provide POPOS at a rate of 1 square foot for each 50 square feet of applicable use. On sites of at least 40,000 square feet located south of Bryant, the required POPOS must be provided outdoors, and such Projects may not pay an in-lieu fee for any POPOS not provided but may provide the open space within one-half mile of the project on publicly-owned land underneath or adjacent to the I-80 freeway. Pursuant to Section 138(d)(2), outdoor POPOS must be provided at street grade up to an amount that equals 15% of the lot area—any additional required open space may be provided above street grade. Outdoor POPOS must be provided at grade, open to the sky, and be maximally landscaped with plantings on horizontal and vertical surfaces.

Pursuant to Section 329(e)(3)(B)(vii)(b), the Project is eligible for an exception to allow a cumulative maximum of 20% of the POPOS to be covered by any combination of (a) an inhabitable portion of a building, which portion of the POPOS shall have a minimum clearance height of 20 feet and maximum depth from face of overhead building of 15 feet, or (b) an inhabitable portion of a building, which portion of the POPOS shall have a minimum clearance height of 50 feet and minimum horizontal dimension in all directions of 20 feet.

*The Project would require 40,643 square feet of POPOS. The Project would provide 27,325 square feet of ground level open-sky POPOS and 8,125 square feet under the cantilevered ends of the Market Hall Building, with 20-40 feet clearance and a maximum depth of 15 feet from the face of the building. An additional 5,193 square feet would be provided off site, underneath or adjacent to the I-80 freeway.*

*The POPOS space provided under the cantilevered portion of the Market Hall Building helps to create larger, more versatile plaza spaces and a porous ground floor that links Brannan Street to the Project's interior mid-block Paseo. With high ceilings in these covered areas—ranging from 20-40 feet—the space will provide some protection from the elements, and will feel open, airy, and usable.*

- H. **Off-Site POPOS Timing (Section 138(c)).** Projects within the Central SoMa SUD may provide off-site POPOS within 900 feet of the project site or within one-half mile of the project if the

required open space is on publicly-owned land underneath or adjacent to the I-80 freeway. Off-site open space shall be developed and open for use prior to issuance of a first certificate of occupancy, as defined in Section 401 of this Code, of the project whose open space requirement is being met off-site. Pursuant to Section 329(e)(3)(B)(vii)(g), the Project and Project Variant are eligible for an exception from Section 138(c), such that if any required off-site POPOS cannot reasonably be developed and open for use prior to issuance of a first certificate of occupancy for the phase of construction that triggers the off-site POPOS, the Project Sponsor may either provide the off-site POPOS at a later date or pay the in-lieu fee.

*The Project would be required to construct 4,490 square feet off site, underneath or adjacent to the I-80 freeway with Phase 1a and 703 square feet with Phase 1c.*

*The land underneath the I-80 freeway is currently owned by Caltrans, and development of the land would require a collaboration with the City to lease and design such open space. Therefore, it may not be feasible for the Project Sponsor to develop off-site POPOS at the desired location prior to issuance of a first certificate of occupancy for the phase of construction that triggers the off-site POPOS. Accordingly, allowing the Project Sponsor to either provide the off-site POPOS at a later date or pay the applicable in-lieu fee, will facilitate the desired production of open space within SoMa.*

- I. **Transparency and Fenestration (Sections 145.1(c)(6) & 249.78(c)(1)(F)).** Frontages with active uses (including PDR) must be fenestrated with transparent windows and doorways for no less than 60% of the street frontage at the ground level and allow visibility to the inside of the building. However, within the Central SoMa SUD, building facades greater than 50 linear feet shall be required to be fenestrated with transparent windows and doorways for no less than 30% of the street frontage at the ground level and allow visibility into the building.

*While all PDR active uses proposed along 5th Street and all of the POPOS will be fenestrated with at least 30% transparent windows and doorways, the wholesale flower market is not currently designed with 30% transparent fenestration along Morris Street. Ground-floor transparency along Morris Street would conflict with the operational needs of the wholesale flower market. Vendor stalls have traditionally been oriented to the interior and layout needs may change over time. Requiring open and unobstructed windows along Morris Street will preclude the flexible use of the Flower Market space, and will prevent the Flower Market vendors from using the east end of the building for functions that may include storage, refrigeration equipment, and internally-oriented display structures. While Morris Street is a public right of way, the majority of the pedestrian traffic is anticipated on the Market Alley POPOS and along 5th, 6th and Brannan Streets, which would provide a high level of transparency and visibility into the buildings.*

- J. **Off-Street Parking (Section 151.1).** Off-street parking is not required for any use in the CMUO District, and accessory parking is permitted up to certain limits. Retail uses within the Central SoMa SUD may provide 1 space for each 1,500 square feet of GFA. Within the CMUO District, non-retail sales and service uses such as wholesale sales may provide 1 space per each 1,500 square feet of OFA. Office uses within the Central SoMa SUD may provide 1 space per each 3,500 square feet of OFA. Pursuant to Section 329(e)(3)(B)(vii)(a), the Project Site is eligible for

an exception to the off-street parking controls of Section 151.1 in order to allow additional accessory PDR parking solely to serve the tenants and customers of the site.

*In the Project, 83,459 gross square feet of retail would allow for 56 accessory parking spaces. 1,970,075 square feet of office occupied floor area would allow for 563 accessory parking spaces. 111,869 square feet of wholesale occupied floor area would allow for 75 accessory parking spaces. The Project proposes 619 spaces to serve the office and retail uses, as permitted by Section 151.1. The wholesale flower market, due to selling highly perishable good in bulk, has higher demand for customer parking than other PDR businesses. Therefore, the Project proposes that 150 accessory parking spaces would be provided specifically for use by the Flower Market, as required pursuant to the Project Sponsor's agreement with the Flower Market and its tenants. The Flower Market would also have access to up to 100 of the office and retail parking spaces before 8 AM every day.*

- K. Required Off-Street Freight Loading (Section 152.1).** For office uses in the EN Mixed Use Districts, the number of required off-street loading spaces is 0.1 space per 10,000 square feet of occupied floor area. For retail uses, 2 loading spaces are required for 30,001-50,000 square feet of occupied floor area, and 1 space per each 25,000 square feet of occupied floor area is required for retail uses over 50,000 square feet. For wholesaling, manufacturing, and all other uses primarily engaged in handling goods, 1 loading space is required for between 10,001-50,000 square feet of occupied floor area and .21 spaces are required for each 10,000 square feet of occupied floor area for uses over 50,000 square feet. The Planning Commission may waive these requirements pursuant to the procedures of Section 329 if it finds that the design of the project, particularly ground floor frontages, would be improved and that such loading could be sufficiently accommodated on adjacent Streets and Alleys.

*The 1,970,075 square feet of office occupied floor area would require 19 loading spaces; 49,035 square feet of retail occupied floor area would require 2 loading spaces; and 111,869 square feet of wholesale occupied floor area would require 2 loading spaces. While the Project would provide 30 loading spaces, more than the required by code, much of the loading will be prioritized use by Flower Market tenants and customers. Office and retail tenants will have access to these loading spaces when not in use by the Flower Market. The shared loading arrangement would not negatively affect the street frontages and would be accommodated on site on the private service drive and the below grade garage.*

- L. Enclosure of Off-Street Loading and Service Vehicle Spaces (Section 155(d)).** All off-street freight loading and service vehicle spaces shall be completely enclosed, and access from a public Street or Alley shall be provided by means of a private service driveway that is totally contained within the structure.

*The existing Flower Market utilizes a shared service drive on the northern boundary of the Project Site, and the Project proposes to continue this use. The San Francisco Flower Mart shares ownership of the service drive the abutting property owners to the north of the Project Site, therefore the service drive cannot be enclosed. While the loading spaces would not be fully enclosed by the building, the service drive provides an off-street location for loading that would not degrade the activity or appearance of the street frontages, nor impede pedestrian and bicycle circulation.*

- M. Rates for Long-Term Office Parking (Section 155(g)).** To discourage long-term commuter parking, off-street parking spaces provided for all uses other than residential or hotel must be offered pursuant to the following rate structure: (1) the rate charged for four hours of parking cannot be more than four times the rate charged for the first hour; (2) the rate charged for eight hours of parking cannot be less than ten (10) times the rate charged for the first hour; and (3) no discounted parking rates are allowed for weekly, monthly, or similar time-specific periods.

*As mentioned above, the wholesale flower market, by virtue of selling highly perishable bulk goods, has customers and suppliers that are dependent on vehicles to transport the goods throughout the day.. The parking pricing required by Section 155(g) conflicts with the Project Sponsor's agreement with the Flower Mart Tenants, which mandates that the Project Sponsor provide a certain number of accessory parking spaces available exclusively for Flower Market use, at discounted rates as established in the Project Sponsor's agreement with the Flower Market tenants.*

- N. Curb Cut Prohibition (Section 155(r)).** Section 155(r) limits curb cuts for garage entries, private driveways, or other direct access to off-street parking or loading. Garage entries, driveways, or other vehicular access points to parking or loading are not permitted on Brannan Street from 2nd Street to 6th Street or on 6th Street from Folsom Street to Brannan Street. New garage entries or vehicular access points are not permitted on 5th Street from Howard to Townsend Street without a 329 exception. However, there is no prohibition for curb cuts associated with a new publicly-accessible street or alley.

*The design for the Project would not add net new curb cuts to the Property. The existing curb cuts on 6th Street would be removed and replaced to create an extension to Morris Street. Thus, no exception is required for the 6th Street curb cut. One new curb cut is proposed at the end of Morris Street to allow large truck access to the underground garage. The location minimizes impact to the neighborhood by aligning the driveway ramp with the existing service lane. Morris Street is not a protected frontage under Section 155. However, an exception is required for the widened curb cut on 5th Street. The existing service alley on 5th Street would be widened to accommodate the needs of the neighbors to the north that share ownership of the drive, as well as a new dedicated fire lane that will be required for the Project Site. The drive is currently 30 feet wide. This existing drive will be widened to 35 feet to provide a 26-foot fire lane and a dedicated lane for the use of the neighbors. Additionally, in order to allow for large trucks to exit the drive without swinging into the opposite lane of traffic (including fire trucks and WB-67 trucks that service the Flower Market) the curb cut must be widened to 60 feet. The widening of the curb cut is not to accommodate access to a parking garage or at grade parking, rather it is required to accommodate the fire lane and truck access, which will improve safety and site circulation.*

- O. Active Uses (Sections 145.1(c)(3) & 249.78(c)(1)).** With the exception of space allowed for parking and loading access, building egress, and access to mechanical systems, active uses—i.e. uses which by their nature do not require non-transparent walls facing a public street—must be located within the first 25 feet of building depth on the ground floor and 15 feet on floors above facing a street at least 30 feet in width. Active uses are also required along any outdoor POPOS within the Central SoMa SUD. Lobbies are considered active, so long as they



are not longer than 40 feet or 25% of the building's frontage, whichever is larger. Within the Central SoMa SUD, an office use is not considered an active use on the ground floor.

*While the Project provides active uses on the ground floor of all the buildings, the lobby of the Gateway Building fronting the Brannan Plaza POPOS, which wraps the corner to also access Brannan Street, is greater than the 25% of the frontage or 40 feet. Although technically exceeding the width standard for a lobby, it will not significantly degrade activity because it is in scale with ground floor uses of Gateway Building and approximately half the lobby is adjacent to the terraced pedestrian ramp from the street grade to that of the plaza.*

- P. **Central SoMa SUD, Lot Merger Restrictions (Section 249.78(d)(7)).** Lots containing one or more buildings with a California Historic Resources Status Code (CHRSC) of 1, 2, 3, 4, 5, or 6L, as identified in a survey adopted by the Historic Preservation Commission and with any single street frontage under 200 feet in length, are subject to lot merger restrictions. Any such lot may not merge with an adjacent lot in such a way that any existing street frontage of under 200 feet is increased to 200 feet in length or longer. As a Key Site, the Project is eligible for an exception from these lot merger restrictions.

*Lots 4, 5, 48, and 2B are within the San Francisco Flower Mart Historic District, and each has a CHRSC of 3CD, which means the property appears eligible for listing on the California Register as a contributor to a California Register eligible district through a survey evaluation. Lot 1B is outside the District and has a CHRSC of 3CS, which means the property appears eligible for listing on the California Register as an individual property through survey evaluation. The Project would merge 6 lots on Assessor's Block 3778: Lots 1B, 2B, 4, 5, 47 and 48.*

*The demolition of the existing buildings and an exception from the lot merger restrictions is necessary in order to accommodate new development at the site. The Project would develop the site at an intensity and density that takes advantage of transit resources in the area and leverages higher value office uses to subsidize affordable rents for the Flower Market; provide Class A creative office space in a quantity, layout, and with on-site amenities that could serve as a headquarters for a large single tenant or be adapted for multi-tenant use; activate Brannan and Fifth Streets; provide space for neighborhood-serving retail throughout the ground floor; and provide a continuous ground floor operation of almost three acres with proximate parking and loading adequate for the new on-site Flower Market. Maintaining the existing configuration of the lots would preclude the Project from achieving these objectives, would be inconsistent with the Central SoMa Plan, and would render any iteration of the Project economically infeasible.*

- Q. **Central SoMa SUD, Wind Comfort (Section 249.78(d)(9)(C)).** The Central SoMa SUD wind controls apply to proposed buildings within the SUD that exceed 85 feet in height. Such projects may not result in wind speeds that exceed the Comfort level at any location. Comfort level means ground-level equivalent wind speeds of 11 miles per hour in areas of substantial pedestrian use and 7 miles per hour in public seating areas between 7:00 a.m. and 6:00 p.m. when occurring for more than 15 percent of the time year-round. A project also may not cause

a substantial increase in wind speed at any location where the existing or resulting wind speed exceeds the comfort level. A substantial increase means “means an increase in wind speeds of more than 6 miles per hour for more than 15 percent of the time year-round.” The Planning Commission may grant an exception to these standards if a project has undertaken all feasible measures to reduce wind speeds through such means as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and reducing wind speeds further would substantially detract from the building design or unduly restrict the square footage of the project.

*The wind analysis conducted pursuant to the CEQA review process analyzed potential comfort level wind impacts based on a more conservative standard than that proposed by Section 249.78(d)(9)(C). The analysis defines the comfort level standard as requiring that “that buildings do not cause ground-level wind currents to exceed, more than 10 percent of the time, 11 mph in substantial pedestrian use areas, and 7 mph in public seating areas.”*

*Existing wind conditions around the Property are generally windy with wind speeds at 57 of 100 locations exceeding the 11 mph pedestrian comfort criterion. In general, wind speeds along Brannan and 5th streets are lower than elsewhere in the vicinity. The average wind speed exceeded 10% of the time is 12 mph. With the Project, wind comfort conditions at most locations would be similar to those under existing conditions, with 58 of 117 locations exceeding the 11 mph pedestrian comfort criterion. Wind speeds would tend to decrease along 6th and Brannan Streets and on Bryant Street, except at the corner of 6th and Brannan Streets, where wind speeds would increase around the base of the Gateway Building. Wind speeds would also generally increase along 5th and Bryant Streets. The average wind speed exceeded 10% of the time would remain at 12 mph. Wind speeds would increase by 6 mph or more at nine test points.*

*Although wind speeds would exceed the comfort level criterion, the Project would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project.*

- R. **Central SoMa SUD, Wind Hazard (Section 249.78(d)(9)(D)).** Projects within the Central SoMa SUD may not result in net new locations with an exceedance of the one-hour hazard criterion. One-Hour Hazard Criterion “means a ground-level equivalent wind speed of 26 miles per hour for more than one hour per year per test location.” The Planning Commission may grant an exception to this standard if a project (1) does not result in net new locations with an

exceedance of the nine-hour hazard criterion; (2) the project has undertaken all feasible measures to reduce hazardous wind speeds, such as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and (3) meeting the would detract from the building design or unduly restrict the square footage of the project.

*The addition of the Project would result in 3 hazard locations based on the 1-hour criterion. The one-hour wind hazard criterion would be exceeded at these three locations for a total of 11 hours per year. These three new hazard exceedances would be located at the following locations: the proposed project's Sixth Street driveway at the northwest corner of Brannan Plaza; at the southeast corner of Fifth and Welsh streets, across Fifth Street from the project site; and on the north side of Brannan Street about 150 feet east of Fifth Street. However, none of the 117 test locations would exceed the nine-hour wind hazard criterion. The average wind speed that is exceeded one hour per year would increase by 2 mph, to 24 mph.*

*The Project would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project.*

- S. **Ground Floor Ceiling Height (249.78(d)(10)).** PDR uses in the CMUO District must have a minimum floor-to-floor height of 17 feet.

*The new wholesale flower market would provide an approximately 24-foot floor to floor height (the ceiling height is 23 feet, 3 inches and 18-20 feet under the deepest structural members, pending full structural development), with a 15,000 square foot mezzanine at 14 feet floor to floor within the center of the building. The mezzanine areas would be open and integrated to the wholesale flower market area below, with at least 50% of the interior walls open to the interior of the space. However, not including the mezzanine, the ceiling height under the upper level egress corridors and stairs would be shallower than the required 17 feet floor-to-floor height and would require an exception. Section 329(e)(3)(B)(vii)(e) allows an exception to the minimum ground floor height requirement established in Section 249.78(d)(10), to allow a cumulative maximum of 10% of the ground floor gross floor area to have less than a 17-foot ground floor height. The area underneath the upper level exiting corridors would amount to less than 10% of the ground floor GFA, and would not unduly restrict the use of the ground floor for PDR tenants.*

- T. **Child Care (Section 249.78(e)(4)).** Prior to issuance of a building or site permit for a development project subject to the requirements of Section 414.4, the sponsor of an Office or

Hotel project on a Key Site shall elect its choice of the options described in subsection (A), (B) and (E) of Section 414.4(c)(1) to fulfill any requirements imposed pursuant to Section 414.4 as a condition of approval. If on-site child care is not feasible, then a Project Sponsor may pay the in-lieu fee pursuant to Section 414.4(c)(1)(D). Section 249.78(e)(4)(B) allows the Commission to grant an exception from the on-site child care requirements if it determines that on-site child care is infeasible. A Key Site exception under Section 329(e)(3)(B)(vii)(j) allows a project containing at least 97,000 gross square feet of wholesale sales use, to comply with the child care requirements established in Sections 414.1 through 414.15 by paying the in-lieu fee pursuant to Section 414.8.

*The Project would include 113,036 gross square foot of wholesale sales use at the northern half of the Property. The inherent nature of a wholesale use is incompatible with a child care use. The success of a Flower Market at this location depends in part on easy parking and loading access, particularly in the morning hours and a high volume of truck traffic. Child care facilities also require ground floor space with easy access to parking and loading, as well as, per state regulations, access to a protected outdoor area. Ground floor child care and attached outdoor space could only be provided by replacing planned retail and POPOS spaces. Because of the inherent conflict between a large wholesale operation and a child care facility, as well as space constraints on the ground floor, on-site child care is not feasible.*

- U. **Setback Requirements for Narrow Streets (Section 261.1).** Section 261.1 sets out setback requirements for subject frontages along narrow streets. Narrow streets are rights-of-way that are 40 feet wide or narrower. A subject frontage is one within an EN Mixed Use District that abuts a narrow street and is more than 60 feet from an intersection with a street wider than 40 feet. Morris Street is a 33-foot wide North-South Narrow Street. Within the Central SoMa SUD, all subject frontages shall have upper stories set back at least 10 feet at the property line above a height equivalent to 1.25 times the width of the abutting Narrow Street and the subject frontages on a North-South Narrow Street in a height district greater than 85 feet shall provide an 85% apparent mass reduction of the portion of the building below 160 feet. As a Key Site, the Project is eligible for an exception from the setback requirements set forth in Section 261.1 pursuant to Section 329(e)(3)(B).

Additionally, subject frontages abutting a mid-block passage provided pursuant to Section 270.2 must provide upper story setbacks as follows: for mid-block passages between 20-30 feet in width, a setback of not less than 10 feet above a height of 25 feet. Section 329(e)(3)(B) provides for an exception from this component of Section 261.1 for projects on Key Sites; and Section 329(e)(3)(vii) provides for an exception for pedestrian bridges over a required mid-block alley.

*The proposed massing of the Blocks Building would provide a 66.7% apparent mass reduction, which is a substantial apparent mass reduction, and allows the project to locate massing away from the POPOS and interior to the block. Further, while the 10-foot setback is not provided at 41 feet, a larger setback of approximately 15 to 50 feet is provided at 67 feet.*

*While not providing the prescribed setback along the mid-block passage, the lower massing of the Market Hall and Blocks Buildings have been shaped to provide a pedestrian-scaled and inviting passage (the Market Alley). While not technically in compliance with Section 261.1, the building mass has been pushed interior to the block to maintain openness along Brannan and 5th Streets and the associated public plazas. At the Blocks Building, the retail podium along the Market Alley at the ground floor has a varied height ranging from approximately 20 feet to 43 feet. Above the retail podium, the Blocks Building is setback 21-40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is set back from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza. The Market Hall Building responds to the Blocks Building lower retail podium and to the Market Alley with a lifted upper mass over a retail volumes with a ceiling or overhang height of 21-40 feet that adds to pedestrian experience at the ground.*

- V. **Mass Reduction and Bulk Limits (Table 270(h)).** Section 329(e)(3)(B) provides for the Key Sites to obtain exceptions from all of the bulk controls established in proposed Section 270(h).

Apparent Mass Reduction (Section 270(h)(2)). Section 270(h)(2) provides that projects on any side of a major street subject to a height limit above 160 feet are not required to provide an apparent mass reduction for the tower portion of the building, but are required to provide an 80% apparent mass reduction for the remainder of the building using a height limit of 160 feet for the purposes of the calculation.

Tower Maximum Floor Area (Section 270(h)(3)(A)). For the tower portion of a non-residential, non-hotel building, the maximum gross floor area of any floor is 17,000 square feet and the average gross floor area for all floors in the tower portion shall not exceed 15,000 gross square feet. The tower portion of a building is the portion above 85 feet.

Maximum Bulk Dimensions (Section 270(h)(3)(B)). For the tower portion of a building, the maximum length shall be 150 feet and the maximum diagonal shall be 190 feet.

*The Key Sites Guidelines highlight the need for flexibility regarding the applicability of tower bulk controls to the Flower Mart site, given the need to provide a continuous ground floor wholesale flower market operation of almost three acres. In response to the unique site constraints, the buildings have longer, larger floor plates and distribute the mass more horizontally across the site, rather than tapered and shaped vertically.*

*The Market Hall building would comply with the skyplane requirements set forth in Section 270(h)(2). Both the Blocks Building and the Gateway Building are subject to a height limit above 160 feet, and so are not required to provide an apparent mass reduction for the tower portion of the building (the portion of the building above 85 feet). However these buildings are required to provide an 80% apparent mass*

*reduction for the non-tower portions of the buildings using a height limit of 160 feet for the purposes of the calculation.*

*The Gateway Building at the Corner of Brannan and 6th Streets would not provide an 80% apparent mass reduction at Brannan or 6th Streets. This is because the mass of the building is shifted towards the street in order to provide a double-height terrace at levels 9 and 10 that ranges from 10-32 feet deep. This deep terrace continues the setback datum along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.*

*The massing of Blocks Building provides a 66.3% apparent mass reduction along 5th Street where an 80% mass reduction is otherwise required. While the Blocks Building does not technically comply with the apparent mass reduction requirement, the entire structure is designed as a set of staggered blocks that results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest across the site.*

*The three proposed tower portions of the Project would include floorplates that exceed 17,000 square feet and floorplate averages that exceed 15,000 square feet above 85 feet. At the Blocks Building, the 85 foot base height begins at floor 6. Floors 6-9 are connected throughout the building and have an average area of 105,810 square feet. At the 5th Street Tower, the average floor area of levels 10-18 is 17,226 square feet. The Blocks Midrise Building at floors 10-15 would include floorplates ranging from 42,934 square feet to 58,421 square feet with an average floorplate size of 50,780 square feet. The Gateway Building provides floorplates ranging from 17,779 square feet to 23,319 square feet on floors 7-16, with an average floorplate area of 20,735 square feet.*

*The Project compensate for the tower floorplate sizes with creative design around a central Market Alley, with numerous setbacks and cutouts at each tower, minimizing the apparent bulk of each. This varied design not only reduces apparent massing, but also creates visual interest throughout the Property. Additionally, the large site has already been split up into three buildings. Adding a fourth in an effort to reduce the floorplates of each tower would detract from the intricate ground floor programming and jeopardize public realm experience.*

*Both the Gateway Building and tower portions of the Blocks Building (the 5th Street Tower and the Blocks Midrise) exceed the maximum allowable dimensions. At the 5th Street Tower, floors 10-11 would be 196 feet by 164 feet, and 250 feet, 6 inches feet in diagonal. Floors 12-18 would be 164 feet long by 92 feet, 10 inches, and 189 feet diagonally, within the 190-foot maximum diagonal measurement. At the Midrise Building, floors 10-11 measure 323 feet, 6 inches by 219 feet, 3 inches, with a diagonal measurement of 390 feet, 7 inches. At floors 12-13, the Midrise Building would be 290 feet, by 196 feet, with a maximum diagonal of 348, 10 inches. At the Gateway Building, floors 7-9 would be 199 feet at their widest, with a diagonal dimension of 241 feet, 7 inches. At floors 11-16, the Gateway Building would be 181 feet, 2 inches at its longest, and 272 feet, 2 inches diagonally.*

*While the tower portions of the Project exceed the maximum tower dimensions, each structure includes stepped elements, setbacks, and cutouts to break up the building. Particularly at the Blocks Building,*

*this approach results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest throughout the Property.*

- W. **Horizontal Mass Reductions (Section 270.1).** Section 270.1 applies to all buildings in the Eastern Neighborhoods Mixed Use Districts that have street or alley frontage greater than 200 feet in length. Buildings subject to this Section must incorporate one or more mass reduction breaks in the building that reduce the horizontal scale of the building into discrete sections not more than 200 feet in length. Such reduction breaks must: (1) be not less than 30 feet in width; (2) be not less than 60 feet in depth from the street-facing building facade; (3) extend up to the sky from a level not higher than 25 feet above grade or the third story, whichever is lower; and (4) result in discrete building sections with a maximum plan length along the street frontage not greater than 200 feet. Bays, balconies or other obstructions permitted over streets and alleys in Section 136(c), shall not be considered for the calculation of the above dimensions.

The Planning Commission may modify this requirement upon consideration of the following criteria: (1) no more than 50% of the required mass is reduced unless special circumstances are evident; (2) the depth of any mass reduction breaks provided is not less than 15 feet from the front facade, unless special circumstances are evident; (3) the proposed building envelope can be demonstrated to achieve a distinctly superior effect of reducing the apparent horizontal dimension of the building; and (4) the proposed building achieves unique and superior architectural design.

*The Project would require an exception from this requirement pursuant to Section 270.1(d) for the Market Hall building. The Market Hall building would include 481 feet, 6 inches of frontage along Brannan Street at the ground through second floors, and 537 feet of frontage above the second floor. The ground level, the mass of the building would be divided into a 144-foot section and a 264-foot section, broken up by a 73-foot, 6-inch wide open air pass-through at grade. The pass-through would have a varied height ranging from 21 feet to 29 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.*

*The Key Sites Guidelines also provide flexibility in the application of this requirement to the Flower Mart Project: "An ability to exceed the maximum building length of 300 feet if the project still contains an architectural mass break (respecting the intent of Planning Code Section 270.1) and is largely permeable and open to the elements at the ground floor." The massing break is large enough to reduce visual impact for pedestrians walking down the block. The break also provides a public entrance into the Property, inviting pedestrians into the space and through to the mid-block Market Alley. Additionally, the Brannan Plaza and 5th Street Plazas provide additional open spaces on either side of the Market Hall Building, further minimizing visual bulk and creating additional pedestrian access points.*

- X. **Bulk Limits and Open Space on Large Lots (Section 270.2).** Section 270.2 applies to all new construction on parcels that have one or more street or alley frontages of over 200 linear feet on a block face longer than 400 feet between intersections, in the EN Mixed Use Districts. New construction on lots with greater than 300 linear feet of street frontage must provide a publicly-

accessible mid-block alley for the entire depth of the property, perpendicular to the subject frontage and connecting to any existing streets and alleys. For lots with frontage on more than one street that exceeds the above dimensions, one such mid-block alley will be required per frontage. Mid-block alleys required by this provision are subject to a number of design and performance standards.

*The Project proposes a mid-block alley, the Market Alley POPOS, which would connect 5th and 6th Streets through the entire Project Site. Two ground level plazas and a mid-block passage through the Market Hall would connect Brannan Street to the central Market Alley POPOS. The mid-block passages/plazas would comply with 13 of the 14 performance standards of Section 270.2, except for the 14th, which requires buildings abutting mid-block alleys to comply with Section 261.1—which establishes requirements for setbacks from mid-block alleys.*

*The Project requires an exception for Section 261.1—pursuant to Section 329(e)(3)(B)—for the Blocks Building and the Market Hall Building along the Paseo. The design of these buildings is intended to create a dynamic experience at the ground and to shift the majority of the project’s mass to the site’s interior.*

*At the Blocks Building, the retail podium along the Paseo at the ground floor has a varied height ranging from 18 feet to 43 feet. Above the retail podium, the Blocks Building is set back 21–40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is setback from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza.*

*At the ground level of the Market Hall, the mass of the building would be divided into a 144-foot, 6-inch section and a 264-foot section, broken up by a 61-foot wide open air pass-through at grade. The pass-through would have a varied height ranging from 25 feet, 6 inches to 32 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.*

*The design of the public realm is meant to promote circulation throughout the Property as well as engagement with the surrounding neighborhood. Further, the design of the setbacks and the mid-block Market Alley are consistent with the Key Sites Guidelines, which provide for a waiver from the narrow streets setbacks requirements for the east-west mid-block alley*

- Y. Residential to Non-Residential Ratio (MUR) District (Sections 803.9(a) and 841.09).** In new construction in the MUR District, three square feet of gross floor area for Residential Use is required for every gross square foot of permitted Non-Residential Use. Pursuant to Section 329(e)(3)(B)(vii)(i), the Project is eligible for an exception from the residential use ratio requirement, if the Project Sponsor dedicates at least 14,000 square feet of land to the City and County of San Francisco for the construction of affordable housing. The land so dedicated shall be zoned to allow residential use, shall be verified by the Mayor’s Office of Housing as an



acceptable site for the development of affordable housing, shall be dedicated prior to issuance of the first Temporary Certificate of Occupancy for any building on the site, and shall be located within the boundaries of either the Central SoMa, Eastern SoMa, or Western SoMa Area Plans.

*The Project proposes to construct an office building at the corner of 6th and Brannan Streets, on the portion of the Property zoned MUR. Accordingly, the Project Sponsor will dedicate at least 14,000 square feet of land to the City for the construction of affordable housing. The land dedication is addressed in the Project Sponsor's Development Agreement, which the Planning Commission has recommended that the Board of Supervisors adopt.*

9. **Central SoMa Key Site Exceptions & Qualified Amenities- Project Variant.** Pursuant to Section 329(e), within the Central SoMa SUD, certain Code exceptions are available for projects on Key Sites that provide qualified amenities in excess of what is required by the Code. Qualified additional amenities that may be provided by these Key Sites include: land dedication pursuant to Section 413.7 for the construction of affordable housing; PDR at a greater amount and/or lower rent than is otherwise required under Sections 202.8 or 249.78(c)(5); public parks, recreation centers, or plazas; and improved pedestrian networks. Exceptions under Section 329(e) may be approved by the Planning Commission if the following criteria are met:

- A. **The amenities and exceptions would, on balance, be in conformity with and support the implementation of the Goals, Objectives, and Policies of the Central SoMa Plan,**

*The requested exceptions allow for the modification of a number of physical development controls and the ability to utilize in-lieu fees and off-site options for compliance, which will provide for the feasibility of the Project Variant. The Project Variant would provide a payment to fund construction of a new Flower Market off-site, with below market rate rent, and would utilize that on-site space to provide 22,690 square feet of childcare space, a 950-square-foot community room, and additional office and retail space. Additionally, the Project Variant would include the dedication of a minimum 14,000-square-foot site to the City for the construction of affordable housing as well as improved pedestrian networks in and around the Site by creating a mid-block passage, the Market Alley POPOS that will link 5th and 6th Streets, with three additional POPOS connections that provide pedestrian access between Brannan Street and the Market Alley POPOS. The amenities and exceptions would, on balance, be in conformity with and support the implementation of the Goals, Objectives, and Policies of the Central SoMa Plan.*

- B. **The amenities would result in an equal or greater benefit to the City than would occur without the exceptions, and**

*Without the requested exceptions, the Project Variant would not be able to fund a payment to the tenants for the construction of an off-site Flower Market elsewhere within the City and provide rental subsidy. Furthermore, the requested exceptions allow the Project Variant to include the dedication of a 14,000 square foot site to the City for the construction of affordable housing. Additional on-site public amenities include a 950-square-foot community room; 22,690 square feet.*

- C. **The exceptions are necessary to facilitate the provision of important public assets that would otherwise be difficult to locate in a highly developed neighborhood like SoMa.**

*Since the Flower Market vendors will ultimately decide whether to return to the current location, the Project Sponsor has designed a project that can either accommodate a new wholesale flower market at the ground floor of the Blocks Building, or can be reworked to instead accommodate child care, office amenity space, and additional retail space. The exceptions requested are necessary to allow for the construction of this large, flexible ground level space that provides the requisite optionality for the Flower Market vendors. Retaining the Flower Market, even off-site, provides affordable space for small wholesale vendors, which in turn supports PDR jobs and the economic diversity of the City. Without the subsidy provided by the Project Sponsor, it would be challenging to locate a site that would meet the space requirements of the flower vendors and at a price that would make the continuation of the Flower Market viable. Furthermore, the Project Sponsor's dedication of land to MOHCD will also provide an opportunity for provision of affordable housing in the SoMa neighborhood, where land supply is limited. The exceptions will also facilitate the construction of a network of plazas and pedestrian ways to link 5th, 6th, and Brannan Streets. With 38,450 square feet of on-site POPOS, new plazas on 5th Street and Brannan Street will be framed by active retail and draw users into the site. This will provide additional much-needed open spaces in the SoMa neighborhood, which has a shortage of public parks to serve the existing and future residents. None of these amenities would be possible without the requested modification of certain Planning Code controls.*

Accordingly, the Planning Commission has considered the following exceptions to the Planning Code, makes the following findings, and grants each exception to the Project Variant as further described below:

- 1) **Streetwall Articulation – Market Hall Building (Section 132.4(d)(1)).** Section 132.4(d)(1) requires that buildings within the Central SoMa SUD be built up to the street-or alley-facing property line up to 65 feet in height, subject to the controls of Section 261.1 (additional height limits for narrow streets and alleys) as applicable.

*The Gateway Building frontages at Brannan and 6th Street and the Blocks Building along 5th Street comply with this requirement; however, the Market Hall Building requires an exception from the streetwall articulation requirements. The ground floor Brannan Street frontage is setback from the property line to create a threshold condition along Brannan Street for the highly permeable Market Hall space that will occupy the ground floor. The setback at the ground floor serves to invite people into the space from Brannan Street, providing a protected, open-air area that seamlessly connects the building with the sidewalk and then through to the mid-block Market Alley POPOS. Therefore, this exception is necessary to facilitate an innovative design that meets the intent of Section 132.4 by creating an engaging transition from the street to the active uses on site.*

- 2) **Setbacks – Market Hall and Gateway Buildings (Section 132.4(d)(2)).** For mid-rise buildings (above 85 feet up to 160 feet) in the CS Bulk District, the following requirements apply: (i) along all street-and alley-facing property lines, a 15-foot setback is required for the mid-rise portion (the portion above 85 feet) for at least 60% of the frontage length; (ii) along all interior property

lines, a 15-foot setback is required for the mid-rise portion for the entire frontage. For towers (taller than 160 feet) in the CS Bulk District, a 15-foot setback is required for the tower portion (above 85 feet) for the entire frontage along all property lines. As a Key Site, the Project and Project Variant are eligible for an exception from the setback requirements set forth in Section 132.4(d)(2).

*The Project Variant requires an exception from the setback requirements set forth in Section 132.4 for the Market Hall and Gateway Buildings. At the Market Hall Building, the 15-foot setback at the upper levels is provided 105 feet. This shifting of the building mass up towards the top of the building, allows for the extra height and setbacks at the ground level, which allows for broader plazas and invites people into the space from Brannan Street, providing a protected, open-air area that seamlessly connects the building with the sidewalk and through to the mid-block alley POPOS.*

*The Gateway Building at the Corner of Brannan and 6th Streets would not provide a 15-foot setback for the tower portion of the building along all property lines. Instead, the mass of the building is shifted towards the street in order to provide a setback ranging from 10-47 feet setback above 105 feet at the POPOS-frontage of the structure along Brannan Plaza, which exceeds what would be achieved by the 15-foot street-facing setback required by the Code. Along the 6th Street and Brannan Street frontage, double-height terrace is provided at levels 9 and 10 that ranges from 10-32 feet deep at 105 feet. This deep terrace continues the setback datum established by the Market Hall Building along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.*

- 3) **Building Separation (Section 132.4(d)(3)).** For towers (any building above 160 feet) in the CS bulk district, Section 132.4(d)(3) requires that the tower portion of a project (the portion above 85 feet) have a horizontal separation of at least 115 feet from the tower portion of any other tower. As a Key Site, the Project and Project Variant are eligible for an exception from the setback requirements set forth in Section 132.4(d)(3).

*The Project Variant requires an exception from the tower separation requirements because there is not a horizontal separation of at least 115 feet between the 5th Street Tower, the Blocks tower, and the Gateway Building tower. The tower portion of the Gateway Building and the tower portion of the Blocks Midrise would be separated by 83 feet. The Blocks Midrise tower and the 5th Street Tower—both of which rise up from the Blocks Building podium—would be 66 feet, 6 inches apart.*

*The Property's unique site conditions and Project Variant programming merit an exception from the 115-foot tower separation setback, and the Key Sites Guidelines highlight the potential for flexibility in applying the tower separation controls at this site. This exception is necessary in order to accommodate three distinct building masses. The goal of this design strategy is to locate the bulk of the building height internal to the block, which promotes sun access along the existing public ways. Literal compliance would mean that more bulk would be shifted to Brannan Street, particularly 5th and Brannan Streets. Moving bulk to attain tower separation would compromise the sun access on the public ways and on the proposed POPOS. In addition, all three buildings proposed for the site include strategic setbacks, cutaways, and massing breaks to create*

*visual interest and separation between the three tower portions. Therefore, the Project Variant reads as several smaller clustered buildings, consistent with the design intent of the Central SoMa Plan.*

- 4) **Overhead Obstructions (Sections 136(c)(5) and 270.2(e)(6)).** Section 136 provides for certain obstructions over required open space and over streets and alleys. Section 136(e)(5) provides for overhead horizontal projections leaving at least 7½ feet of headroom, where the depth of any such projection is no greater than the headroom it leaves, and in no case is greater than 10 feet; and provided that, in the case of common usable open space at ground level, the open space under the projection directly adjoins uncovered usable open space that is at least 10 feet in depth and 15 feet in width. Section 270.2(e)(6) states that a required mid-block alley must have at least 60 percent of the area of the alley or pathway open to the sky, and that obstructions permitted within setbacks pursuant to Section 136 may be located within the portion of the alley or pathway that is required to be open to the sky. Section 329(e)(3)(B)(vii)(f) provides for exceptions to the overhead horizontal projection requirements set forth in Section 136(c)(5) and to the design and performance standards related to required mid-block alleys set forth in Section 270.2(e)(6); to allow for a maximum of three pedestrian bridges over a required mid-block alley, provided that the pedestrian bridges leave at least 70 feet of headroom, are no greater than 12 feet in width, are single story, and are situated no less than 50 feet apart. Notwithstanding subsection (vii)(b), pedestrian bridges provided pursuant to this subsection (vii)(f) shall be deemed obstructions permitted pursuant to Section 136, and POPOS area situated under any such pedestrian bridges shall count toward the total on-site POPOS area open to the sky.

*The design for the Project Variant includes three pedestrian bridges which would link the Blocks Building and the Market Hall building at varying levels over the Market Alley. These bridges are not a listed obstruction under Section 136. While the bridges would span the open space, they would have a minimum clearance of 70 feet and be no more than 12 feet in width, therefore minimizing the appearance of the skybridges to pedestrians in the Market Alley POPOS. One bridge would link the office spaces at level 6 and two additional bridges would connect the office spaces at level 7. The bridges would feature glass walls to maximize light and openness and would provide for the flexible use of the building by either a mix of tenants or one large tenant.*

- 5) **POPOS and Openness to the Sky (Sections 138 & 329(e)(3)(B)(vii)(b)).** Projects proposing 50,000 square feet of new non-residential use, other than institutional, retail, and PDR uses, in the Central SoMa SUD, are required to provide POPOS at a rate of 1 square foot for each 50 square feet of applicable use. On sites of at least 40,000 square feet located south of Bryant, the required POPOS must be provided outdoors, and such Projects may not pay an in-lieu fee for any POPOS not provided. Pursuant to Section 138(d)(2), outdoor POPOS must be provided at street grade up to an amount that equals 15% of the lot area—any additional required open space may be provided above street grade. Outdoor POPOS must be provided at grade, open to the sky, and be maximally landscaped with plantings on horizontal and vertical surfaces.

Pursuant to Section 329(e)(3)(B)(vii)(b), the Project and Project Variant are eligible for an exception to allow a cumulative maximum of 20% of the POPOS to be covered by any combination of (a) an inhabitable portion of a building, which portion of the POPOS shall have a minimum clearance height of 20 feet and maximum depth from face of overhead building of 15 feet, or (b) an inhabitable portion of a building, which portion of the POPOS shall have a minimum clearance height of 50 feet and minimum horizontal dimension in all directions of 20 feet.

*The Project Variant would require 41,228 square feet of POPOS. The Project Variant would provide 30,325 square feet of ground level open-sky POPOS and 8,125 square feet under the cantilevered ends of the Market Hall Building, with 20-40 feet clearance and a maximum depth of 15 feet from the face of the building. An additional 2,778 square feet would be provided off site, underneath or adjacent to the I-80 freeway.*

*The POPOS space provided under the cantilevered portion of the Market Hall Building helps to create larger, more versatile plaza spaces and a porous ground floor that links Brannan Street to the Project's interior mid-block Paseo. With high ceilings in these covered areas — ranging from 20-40 feet — the space will provide some protection from the elements, and will feel open, airy, and usable.*

- 6) **Off-Site POPOS Timing (Section 138(c)).** Projects within the Central SoMa SUD may provide off-site POPOS within 900 feet of the project site or within one-half mile of the project if the required open space is on publicly-owned land underneath or adjacent to the I-80 freeway. Off-site open space shall be developed and open for use prior to issuance of a first certificate of occupancy, as defined in Section 401 of this Code, of the project whose open space requirement is being met off-site. Pursuant to Section 329(e)(3)(B)(vii)(g), the Project and Project Variant are eligible for an exception from Section 138(c), such that if any required off-site POPOS cannot reasonably be developed and open for use prior to issuance of a first certificate of occupancy for the phase of construction that triggers the off-site POPOS, the Project Sponsor may either provide the off-site POPOS at a later date or pay the in-lieu fee.

*The Project Variant would be required to construct 2,075 square feet off site, underneath or adjacent to the I-80 freeway with Phase 1a and 703 square feet with Phase 1c. The land underneath the I-80 freeway is currently owned by Caltrans, and development of the land would require a collaboration with the City to lease and design such open space. Therefore, it may not be feasible for the Project Sponsor to develop off-site POPOS at the desired location prior to issuance of a first certificate of occupancy for the phase of construction that triggers the off-site POPOS. Accordingly, allowing the Project Sponsor to either provide the off-site POPOS at a later date or pay the applicable in-lieu fee, will facilitate the desired production of open space within SoMa.*

- 7) **Off-Street Parking and Loading Location and Arrangement (Section 155(d)).** All off-street freight loading and service vehicle spaces shall be completely enclosed and accessible from a separate service driveway, unless site constraints make it impractical. Freight elevators immediately accessible from the loading dock are also required. For every 25 parking spaces, at least one space must be designed and dedicated for persons with disabilities. Pursuant to

Section 155(d), if an adjacent street or alley is used primarily for building service, up to four off-street freight or loading spaces may be allowed to be individually accessible directly from such a street or alley, pursuant to the provisions of Section 329. Section 329(d)(13)(B) allows for an exception from Section 155 for projects located within the Central SoMa SUD.

*The Project Variant complies with all of the components enumerated in Section 155(a)-(c), but requires an exception from Subsection (d), which requires that off-street loading space be completely enclosed, and access from a public Street or Alley be provided by means of a private service driveway that is totally contained within the structure. Almost all parking and loading would be located below grade; with freight elevators directly accessible from the below-grade loading docks. The requisite number of ADA spaces will also be provided.*

*However, the Project Variant, would include three loading spaces along the shared service drive and 6 along Morris Street. Without the wholesale flower market, the Project Variant allows for a substantial reduction of freight loading demands. The result is that freight loading has been reduced from 30 spaces in the Principal Project to just 9 spaces in the Project Variant scenario. This is done in part by the greater planning efficiency that comes with bringing the freight loading to grade, and that can be applied to future commercial and retail uses. The existing San Francisco Flower Mart utilizes a shared service drive on the northern boundary of the Project Site, and the Project Variant proposes to continue this use. The San Francisco Flower Mart shares ownership of the service drive the abutting property owners to the north of the Project Site, therefore the service drive cannot be enclosed. While the loading spaces would not be fully enclosed by the building, the service drive provides an off-street location for loading that would not degrade the activity or appearance of the street frontages, nor impede pedestrian and bicycle circulation.*

- 8) **Curb Cut Prohibition (Section 155(r)).** Section 155(r) limits curb cuts for garage entries, private driveways, or other direct access to off-street parking or loading. Garage entries, driveways, or other vehicular access points to parking or loading are not permitted on Brannan Street from 2nd Street to 6th Street or on 6th Street from Folsom Street to Brannan Street. New garage entries or vehicular access points are not permitted on 5th Street from Howard to Townsend Street without a 329 exception. However, there is no prohibition for curb cuts associated with a new publicly-accessible street or alley.

*The existing curb cuts on 6th Street would be removed and replaced to create an extension to Morris Street. Thus, no exception is required for the 6th Street curb cut. New curb cuts are proposed on Morris Street to allow access to the underground garage, and for five loading spaces. Morris Street is not a protected frontage under Section 155. However, an exception is required for the widened curb cut on 5th Street. The existing service alley on 5th Street would be widened to accommodate the needs of the neighbors to the north that share ownership of the drive, as well as a new dedicated fire lane that will be required for the Project Site. The drive is currently 30 feet wide. This existing drive will be widened to 35 feet to provide a 26-foot fire lane and a dedicated lane for the use of the neighbors. Additionally, in order to allow for large trucks to exit the drive without swinging into the opposite lane of traffic (including fire trucks and large semi-trucks) the curb cut must be widened to 52 feet for the Project*

*Variant. The widening of the curb cut is not to accommodate access to a parking garage or at grade parking, rather it is required to accommodate the fire lane and truck access, which will improve safety and site circulation.*

- 9) **Active Uses (Sections 145.1(c)(3) & 249.78(c)(1)).** With the exception of space allowed for parking and loading access, building egress, and access to mechanical systems, active uses— i.e. uses which by their nature do not require non-transparent walls facing a public street— must be located within the first 25 feet of building depth on the ground floor and 15 feet on floors above facing a street at least 30 feet in width. Active uses are also required along any outdoor POPOS within the Central SoMa SUD. Lobbies are considered active, so long as they are not longer than 40 feet or 25% of the building's frontage, whichever is larger. Within the Central SoMa SUD, an office use is not considered an active use on the ground floor.

*While the Project Variant provides active uses on most of the ground floor of all the buildings, the lobby of the Gateway Building fronting the Brannan Plaza POPOS, which wraps the corner to also access Brannan Street, is greater than the 25% of the frontage or 40 feet. Additionally, the five loading spaces on Morris Street are not an active use.,*

*Although technically exceeding the width standard for a lobby, it will not significantly degrade activity because it is in scale with ground floor uses of Gateway Building and approximately half the lobby is adjacent to the terraced pedestrian ramp from the street grade to that of the plaza. The Morris Street frontage is the least visible of the public frontages, with most foot traffic anticipated on the mid-block alley and Brannan Street, therefore the at grade loading will not significantly erode the pedestrian experience of the Project Variant. Furthermore, not having to incorporate an exit ramp from the underground garage for trucks, frees up space at the ground floor for the child care facility, and access to light from the service alley.*

- 10) **PDR Replacement (Section 202.8).** Within the Central SoMa Plan Area, conversion of building space where the prior use in such space was a PDR use of at least 5,000 square feet requires Conditional Use Authorization, except as provided in Section 249.78(c)(5)(D). Pursuant to Section 202.8(a)(4), any project located in the areas that, as of July 1, 2016, are zoned SALI, UMU, MUO, SLI, MUG, or MUR, that would convert at least 15,000 square feet of PDR, Institutional Community, or Arts Activities use, and for which an Environmental Evaluation application was submitted to the Planning Department by June 14, 2016, the replacement space shall include 0.4 square foot of PDR, Institutional Community, or Arts Activities use for each square foot of the use proposed for conversion. Pursuant to Section 329(e)(3)(B)(vii)(k), the Project Site is eligible for an exception to the PDR Conversion controls of Section 202.8 if the Board of Supervisors has approved a development agreement for the project that provides for the relocation of, or funding for the relocation of, the existing on-site PDR use.

*At the behest of the Flower Market vendors and management, the Project Sponsor and the City have incorporated the option for the Project Variant, which does not include a new on-site Flower Market, into the Development Agreement. If the Flower Market vendors and management choose the Project*

*Variant, an exception from the Section 202.8 PDR replacement requirement would be necessary in order to allow the Project Sponsor to make a payment to the Flower Market vendors so that they may construct a new wholesale flower market elsewhere within the City and County of San Francisco, effectively providing the required replacement PDR off site rather than on-site. Given that the Flower Mart would still be located in the City and County of San Francisco, the Commission is supportive of this exception for the PDR Replacement requirements.*

- 11) **PDR and Community Building Spaces (Section 249.78(c)(5)).** Any newly constructed project that contains at least 50,000 gross square feet of office must provide the greater of either (1) the square footage of PDR replacement space required by the controls of Section 202.8; or (2) on-site space dedicated for PDR uses equivalent to 40% of the lot area, exclusive of POPOS and mid-block alleys that are open to the sky.

As a Key Site, the Project Variant is eligible for an exception from the PDR and Community Building Spaces requirements, pursuant to Section 329(e)(3)(B)(vii)(k), provided that the project dedicate at least 23,000 square feet of on-site Community Building Space or PDR uses.

*The Project Site contains 286,368 square feet of lot area. The Project Variant proposes 30,325 square feet of ground level open-sky POPOS. For the Project Variant, 256,043 square feet of lot area (286,368 square feet minus 30,325 square feet of ground level open-sky POPOS) would require 102,417 square feet of PDR space to meet the 40% lot area PDR requirement.*

*The Project Variant would not provide on-site PDR. Instead, the Project Sponsor would make a payment to the Flower Market vendors so that they may construct a new wholesale flower market elsewhere within the City and County of San Francisco. Thus, providing the equivalent of the PDR replacement required by Section 202.8 off-site. The ground floor of the Blocks Building would be reconfigured to include 22,690 square feet of child care facility and 950 square feet of community facility. Both the child care facility and community meeting space are Community Building Space and would total 23,640 square feet. The child care facility and community meeting room would benefit the wider neighborhood and draw residents to the Project Site.*

- 12) **Central SoMa SUD, Lot Merger Restrictions (Section 249.78(d)(7)).** Lots containing one or more buildings with a California Historic Resources Status Code 1, 2, 3, 4, 5, or 6L, as identified in a survey adopted by the Historic Preservation Commission and with any single street frontage under 200 feet in length, are subject to lot merger restrictions. Any such lot may not merge with an adjacent lot in such a way that any existing street frontage of under 200 feet is increased to 200 feet in length or longer. As a Key Site, the Project Variant is eligible for an exception from these lot merger restrictions.

*Lots 4, 5, 48, and 2B are within the San Francisco Flower Mart Historic District, and each has a California Historic Resources Code of 3CD, which means the property appears eligible for listing on the California Register as a contributor to a California Register eligible district through a survey evaluation. Lot 1B is outside the District and has a CHRC status of 3CS, which means the property appears eligible*



*for listing on the California Register as an individual property through survey evaluation. The Project would merge 6 lots on Assessor's Block 3778: Lots 1B, 2B, 4, 5, 47 and 48.*

*The demolition of the existing buildings and an exception from the lot merger restrictions is necessary in order to accommodate new development at the site. The Project Variant would develop the site at an intensity and density that takes advantage of transit resources in the area and leverages higher value office uses to pay for a new off-site location for the Flower Market; provide Class A creative office space in a quantity, layout, and with on-site amenities that could serve as a headquarters for a large single tenant or be adapted for multi-tenant use; activate Brannan and Fifth Streets; provide space for neighborhood-serving retail throughout the ground floor; and provide a 22,690 square-foot child care facility with dedicated outdoor area. Maintaining the existing configuration of the lots would preclude the Project Variant from achieving these objectives, would be inconsistent with the Central SoMa Plan, and would render any iteration of the Project economically infeasible.*

- 13) **Wind Comfort (Section 249.78(d)(9)(C)).** The Central SoMa SUD wind controls apply to proposed buildings within the SUD that exceed 85 feet in height. Such projects may not result in wind speeds that exceed the Comfort level at any location. Comfort level means ground-level equivalent wind speeds of 11 miles per hour in areas of substantial pedestrian use and seven miles per hour in public seating areas between 7:00 a.m. and 6:00 p.m. when occurring for more than 15 percent of the time year-round. A project also may not cause a substantial increase in wind speed at any location where the existing or resulting wind speed exceeds the comfort level. A substantial increase means "means an increase in wind speeds of more than six miles per hour for more than 15 percent of the time year-round." The Planning Commission may grant an exception to these standards if a project has undertaken all feasible measures to reduce wind speeds through such means as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and reducing wind speeds further would substantially detract from the building design or unduly restrict the square footage of the project.

*The wind analysis conducted pursuant to the CEQA review process analyzed potential comfort level wind impacts based on a more conservative standard than that proposed by Section 249.78(d)(9)(C). The analysis defines the comfort level standard as requiring that "that buildings do not cause ground-level wind currents to exceed, more than 10 percent of the time, 11 mph in substantial pedestrian use areas, and 7 mph in public seating areas."*

*Wind conditions around the Property are generally windy with wind speeds at 57 of 100 locations exceeding the 11 mph pedestrian comfort criterion. In general, wind speeds along Brannan and 5th streets are lower than elsewhere in the vicinity. The average wind speed exceeded 10% of the time is 12 mph. With the Project, wind comfort conditions at most locations would be similar to those under existing conditions, with 58 of 117 locations exceeding the 11 mph pedestrian comfort criterion. Wind speeds would tend to decrease along 6th and Brannan Streets and on Bryant Street, except at the corner of 6th and Brannan Streets, where wind speeds would increase around the base of the Gateway Building. Wind speeds would also generally increase along 5th and Bryant Streets. The average wind speed*

*exceeded 10% of the time would remain at 12 mph. Wind speeds would increase by 6 mph or more at nine test points.*

*Although wind speeds would exceed the comfort level criterion, the Project Variant would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project Variant.*

- 14) **Central SoMa SUD, Wind Hazard (Section 249.78(d)(9)(D)).** Projects within the Central SoMa SUD may not result in net new locations with an exceedance of the one-hour hazard criterion. One-Hour Hazard Criterion “means a ground-level equivalent wind speed of 26 miles per hour for more than one hour per year per test location.” The Planning Commission may grant an exception to this standard if a project (1) does not result in net new locations with an exceedance of the nine-hour hazard criterion; (2) the project has undertaken all feasible measures to reduce hazardous wind speeds, such as building sculpting and appurtenances, permanent wind baffling measures, and landscaping; and (3) meeting the would detract from the building design or unduly restrict the square footage of the project.

*The Project Variant would result in 3 hazard locations based on the 1-hour criterion. The one-hour wind hazard criterion would be exceeded at these three locations for a total of 11 hours per year. These three new hazard exceedances would be located at the following locations: the proposed project’s Sixth Street driveway at the northwest corner of Brannan Plaza; at the southeast corner of Fifth and Welsh streets, across Fifth Street from the project site; and on the north side of Brannan Street about 150 feet east of Fifth Street. However, none of the 117 test locations would exceed the nine-hour wind hazard criterion. The average wind speed that is exceeded one hour per year would increase by 2 mph, to 24 mph.*

*The Project Variant would incorporate a number of measures to reduce wind speeds—including, as necessary, new landscaping, building sculpting, canopies, wind gates, and wind screens. The wind screens will be located at the corner of 6th and Brannan, at the south side of the intersection between 6th Street and the future private drive, at the Morris Street entry to Brannan Plaza, and at the end of the service drive at 5th Street. There will be substantial wind canopies wrapping the Gateway Building from 5th and Brannan to the interior end of the Private Drive and wrapping the corner of the Blocks Building starting along 5th Street and continuing up the service drive. The upper masses of the Blocks Building are rotated, differentiated, and spaced to capture and disperse wind moving along the service Drive. Reducing wind speeds further would substantially detract from the building design and would unduly restrict the square footage of the Project Variant.*

- 15) **Setback Requirements for Narrow Streets (Section 261.1).** Section 261.1 sets out setback requirements for subject frontages along narrow streets. Narrow streets are rights-of-way that are 40 feet wide or narrower. A subject frontage is one within an EN Mixed Use District that abuts a narrow street and is more than 60 feet from an intersection with a street wider than 40 feet. Morris Street is a 33-foot wide North-South Narrow Street. Within the Central SoMa SUD, all subject frontages shall have upper stories set back at least 10 feet at the property line above a height equivalent to 1.25 times the width of the abutting Narrow Street and the subject frontages on a North-South Narrow Street in a height district greater than 85 feet shall provide an 85% apparent mass reduction of the portion of the building below 160 feet. As a Key Site, the Project or Project Variant is eligible an exception from the setback requirements set forth in Section 261.1 pursuant to Section 329(e)(3)(B).

Additionally, subject frontages abutting a mid-block passage provided pursuant to Section 270.2 must provide upper story setbacks as follows: for mid-block passages between 20-30 feet in width, a setback of not less than 10 feet above a height of 25 feet. Section 329(e)(3)(B) provides for an exception from this component of Section 261.1 for projects on Key Sites; and Section 329(e)(3)(vii) provides for an exception for pedestrian bridges over a required mid-block alley.

*The Midrise Building portion of the Blocks Building abuts Morris Street, which is a narrow street pursuant to Section 261.1. The Project Variant requires an exception from this requirement, as the Blocks Building along Morris Street does not provide the required 85% apparent mass reduction that would be required to comply with the north-south narrow street skyplane requirement. The proposed massing would provide a 66.7% apparent mass reduction, which is a substantial mass reduction, and allows the project to locate massing away from the POPOS. Further, while the 10-foot setback is not provided at 41 feet, a larger setback of approximately 15 to 50 feet is provided at 67 feet.*

*The mid-block Market Alley provides a 26 feet- 11 inch wide mid-block passage connecting 5th and 6th Streets, triggering the need for a 10-foot setback at 25 feet. The Project Variant would require an exception from these setback requirements for both the Market Hall and Blocks Buildings. While not providing the prescribed setback, the lower massing of the Market Hall and Blocks Buildings have been shaped to provide a pedestrian-scaled and inviting passage (the Market Alley). While not technically in compliance with Section 261.1, the building mass has been pushed interior to the block to maintain openness along Brannan and 5th Streets and the associated public plazas. At the Blocks Building, the retail podium along the Market Alley at the ground floor has a varied height ranging from approximately 20 feet to 43 feet. Above the retail podium, the Blocks Building is setback 21-40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is set back from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza. The Market Hall Building responds to the Blocks Building lower retail podium and to the Market Alley with a lifted upper mass over a retail volumes with a ceiling or overhang height of 21-40 feet that adds to pedestrian experience at the ground.*

- 16) **Mass Reduction and Bulk Limits (Table 270(h)).** Section 329(e)(3)(B) provides for the Key Sites to obtain exceptions from all of the bulk controls established in proposed Section 270(h).

Apparent Mass Reduction (Section 270(h)(2)). Section 270(h)(2) provides that projects on any side of a major street subject to a height limit above 160 feet are not required to provide an apparent mass reduction for the tower portion of the building, but are required to provide an 80% apparent mass reduction for the remainder of the building using a height limit of 160 feet for the purposes of the calculation.

Tower Maximum Floor Area (Section 270(h)(3)(A)). For the tower portion of a non-residential, non-hotel building, the maximum gross floor area of any floor is 17,000 square feet and the average gross floor area for all floors in the tower portion shall not exceed 15,000 gross square feet. The tower portion of a building is the portion above 85 feet.

Maximum Bulk Dimensions (Section 270(h)(3)(B)). For the tower portion of a building, the maximum length shall be 150 feet and the maximum diagonal shall be 190 feet.

*The Key Sites Guidelines highlight the need for flexibility regarding the applicability of tower bulk controls to the Flower Mart site, given the need to provide a continuous ground floor wholesale flower market operation of almost three acres. In response to the unique site constraints, the buildings have longer, larger floor plates and distribute the mass more horizontally across the site, rather than tapered and shaped vertically.*

*The Market Hall building would comply with the skyplane requirements set forth in Section 270(h)(2). Both the Blocks Building and the Gateway Building are subject to a height limit above 160 feet, and so are not required to provide an apparent mass reduction for the tower portion of the building (the portion of the building above 85 feet). However these buildings are required to provide an 80% apparent mass reduction for the non-tower portions of the buildings using a height limit of 160 feet for the purposes of the calculation.*

*The Gateway Building at the Corner of Brannan and 6th Streets would not provide an 80% apparent mass reduction at Brannan or 6th Streets. This is because the mass of the building is shifted towards the street in order to provide a double-height terrace at levels 9 and 10 that ranges from 10-32 feet deep. This deep terrace continues the setback datum along the entire Brannan Street frontage of the building to 6th Street, providing a substantial break in the building's vertical massing.*

*The massing of Blocks Building provides a 66.3% apparent mass reduction along 5th Street where an 80% mass reduction is otherwise required. While the Blocks Building does not technically comply with the apparent mass reduction requirement, the entire structure is designed as a set of staggered blocks that results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest across the site.*

*The three proposed tower portions of the Project would include floorplates that exceed 17,000 square feet and floorplate averages that exceed 15,000 square feet above 85 feet. At the Blocks Building, the 85 foot*

*base height begins at floor 6. Floors 6-9 are connected throughout the building and have an average area of 105,810 square feet. At the 5th Street Tower, the average floor area of levels 10-18 is 17,226 square feet. The Blocks Midrise Building at floors 10-15 would include floorplates ranging from 42,934 square feet to 58,421 square feet with an average floorplate size of 50,780 square feet. The Gateway Building provides floorplates ranging from 17,779 square feet to 23,319 square feet on floors 7-16, with an average floorplate area of 20,735 square feet.*

*The Project Variant compensates for the tower floorplate sizes with a creative design around a central Market Alley, with numerous setbacks and cutouts at each tower, minimizing the apparent bulk of each. This varied design not only reduces apparent massing, but also creates visual interest throughout the Property. Additionally, the large site has already been split up into three buildings. Adding a fourth in an effort to reduce the floorplates of each tower would detract from the intricate ground floor programming and jeopardize public realm experience.*

*Both the Gateway Building and tower portions of the Blocks Building (the 5th Street Tower and the Blocks Midrise) exceed the maximum allowable dimensions. At the 5th Street Tower, floors 10-11 would be 196 feet by 164 feet, and 250 feet, 6 inches feet in diagonal. Floors 12-18 would be 164 feet long by 92 feet, 10 inches, and 189 feet diagonally, within the 190-foot maximum diagonal measurement. At the Midrise Building, floors 10-11 measure 323 feet, 6 inches by 219 feet, 3 inches, with a diagonal measurement of 390 feet, 7 inches. At floors 12-13, the Midrise Building would be 290 feet, by 196 feet, with a maximum diagonal of 348, 10 inches. At the Gateway Building, floors 7-9 would be 199 feet at their widest, with a diagonal dimension of 241 feet, 7 inches. At floors 11-16, the Gateway Building would be 181 feet, 2 inches at its longest, and 272 feet, 2 inches diagonally.*

*While the tower portions of the Project Variant exceed the maximum tower dimensions, each structure includes stepped elements, setbacks, and cutouts to break up the building. Particularly at the Blocks Building, this approach results in a building that reads more like a cluster of smaller buildings. This varied design reduces apparent massing and creates visual interest throughout the Property.*

- 17) **Horizontal Mass Reductions (Section 270.1).** Section 270.1 applies to all buildings in the Eastern Neighborhoods Mixed Use Districts that have street or alley frontage greater than 200 feet in length. Buildings subject to this Section must incorporate one or more mass reduction breaks in the building that reduce the horizontal scale of the building into discrete sections not more than 200 feet in length. Such reduction breaks must: (1) be not less than 30 feet in width; (2) be not less than 60 feet in depth from the street-facing building facade; (3) extend up to the sky from a level not higher than 25 feet above grade or the third story, whichever is lower; and (4) result in discrete building sections with a maximum plan length along the street frontage not greater than 200 feet. Bays, balconies or other obstructions permitted over streets and alleys in Section 136(c), shall not be considered for the calculation of the above dimensions.

The Planning Commission may modify this requirement upon consideration of the following criteria: (1) no more than 50% of the required mass is reduced unless special circumstances are evident; (2) the depth of any mass reduction breaks provided is not less than 15 feet from the

front facade, unless special circumstances are evident; (3) the proposed building envelope can be demonstrated to achieve a distinctly superior effect of reducing the apparent horizontal dimension of the building; and (4) the proposed building achieves unique and superior architectural design.

*The Project Variant would require an exception from this requirement pursuant to Section 270.1(d) for the Market Hall building. The Market Hall building would include 481 feet, 6 inches of frontage along Brannan Street at the ground through second floors, and 537 feet of frontage above the second floor. The ground level, the mass of the building would be divided into a 144-foot section and a 264-foot section, broken up by a 73-foot, 6-inch wide open air pass-through at grade. The pass-through would have a varied height ranging from 21 feet to 29 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.*

*The Key Sites Guidelines also provide flexibility in the application of this requirement to the Flower Mart Project: "An ability to exceed the maximum building length of 300 feet if the project still contains an architectural mass break (respecting the intent of Planning Code Section 270.1) and is largely permeable and open to the elements at the ground floor." The massing break is large enough to reduce visual impact for pedestrians walking down the block. The break also provides a public entrance into the Property, inviting pedestrians into the space and through to the mid-block Market Alley. Additionally, the Brannan Plaza and 5th Street Plazas provide additional open spaces on either side of the Market Hall Building, further minimizing visual bulk and creating additional pedestrian access points.*

- 18) Bulk Limits and Open Space on Large Lots (Section 270.2).** Section 270.2 applies to all new construction on parcels that have one or more street or alley frontages of over 200 linear feet on a block face longer than 400 feet between intersections, in the EN Mixed Use Districts. New construction on lots with greater than 300 linear feet of street frontage must provide a publicly-accessible mid-block alley for the entire depth of the property, perpendicular to the subject frontage and connecting to any existing streets and alleys. For lots with frontage on more than one street that exceeds the above dimensions, one such mid-block alley will be required per frontage. Mid-block alleys required by this provision are subject to a number of design and performance standards.

*The Project Variant proposes a mid-block alley, the Market Alley POPOS, which would connect 5th and 6th Streets through the entire Project Site. Two ground level plazas and a mid-block passage through the Market Hall would connect Brannan Street to the central Market Alley POPOS. The mid-block passages/plazas would comply with 13 of the 14 performance standards of Section 270.2, except for the 14th, which requires buildings abutting mid-block alleys to comply with Section 261.1—which establishes requirements for setbacks from mid-block alleys.*

*The Project Variant requires an exception for Section 261.1—pursuant to Section 329(e)(3)(B)—for the Blocks Building and the Market Hall Building along the Paseo. The design of these buildings is intended to create a dynamic experience at the ground and to shift the majority of the project's mass to the site's interior. At the Blocks Building, the retail podium along the Paseo at the ground floor has a varied height*

*ranging from 18 feet to 43 feet. Above the retail podium, the Blocks Building is set back 21–40 feet before projecting out again at floors 4 and 5. The underside of the two upper mass projections are 50 feet and 62 feet above ground level, reducing the impact of the upper mass on the ground level. Additionally, the upper mass closest to 5th Street is setback from the front of the retail podium 20 feet to 45 feet. The upper mass closest to Brannan Plaza starts just above the retail podium at the center of the Paseo and angles back to remain just behind the face of the retail podium at Brannan Plaza. At the ground level of the Market Hall, the mass of the building would be divided into a 144-foot, 6-inch section and a 264-foot section, broken up by a 61-foot wide open air pass-through at grade. The pass-through would have a varied height ranging from 25 feet, 6 inches to 32 feet. At the center of the pass-through is a 36-foot diameter courtyard open to the sky.*

*The design of the public realm is meant to promote circulation throughout the Property as well as engagement with the surrounding neighborhood. Further, the design of the setbacks and the mid-block Market Alley are consistent with the Key Sites Guidelines, which provide for a waiver from the narrow streets setbacks requirements for the east-west mid-block alley*

- 19) **Residential to Non-Residential Ratio (MUR) District (Sections 803.9(a) and 841.09).** In new construction in the MUR District, three square feet of gross floor area for Residential Use is required for every one gross square foot of permitted Non-Residential Use. Pursuant to Section 329(e)(3)(B)(vii)(i), the Project Variant is eligible for an exception from the residential use ratio requirement, if the Project Sponsor dedicates at least 14,000 square feet of land to the City and County of San Francisco for the construction of affordable housing. The land so dedicated shall be zoned to allow residential use, shall be verified by the Mayor's Office of Housing as an acceptable site for the development of affordable housing, shall be dedicated prior to issuance of the first Temporary Certificate of Occupancy for any building on the site, and shall be located within the boundaries of either the Central SoMa, Eastern SoMa, or Western SoMa Area Plans.

*The Project Variant proposes to construct an office building at the corner of 6th and Brannan Streets, on the portion of the Property zoned MUR. Accordingly, the Project Sponsor will dedicate at least 14,000 square feet of land to the City for the construction of affordable housing. The land dedication is addressed in the Project Sponsor's Development Agreement, which the Planning Commission has recommended that the Board of Supervisors adopt.*

10. **General Plan Compliance.** The Project and Project Variant are, on balance, consistent with the following Objectives and Policies of the Central SoMa Plan and the General Plan:

**GENERAL PLAN:**

**COMMERCE AND INDUSTRY ELEMENT**

**Objectives and Policies**

**OBJECTIVE 1:**

MANAGE ECONOMIC GROWTH AND CHANGE TO ENSURE ENHANCEMENT OF THE TOTAL CITY LIVING AND WORKING ENVIRONMENT.

**Policy 1.1:**

Encourage development which provides substantial net benefits and minimizes undesirable consequences.

**Policy 1.3:**

Locate commercial and industrial activities according to a generalized commercial and industrial land use plan.

**OBJECTIVE 2:**

MAINTAIN AND ENHANCE A SOUND AND DIVERSE ECONOMIC BASE AND FISCAL STRUCTURE FOR THE CITY.

**Policy 2.1:**

Seek to retain existing commercial and industrial activity and to attract new such activity to the city.

**Policy 2.3:**

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

**OBJECTIVE 3:**

PROVIDE EXPANDED EMPLOYMENT OPPORTUNITIES FOR CITY RESIDENTS, PARTICULARLY THE UNEMPLOYED AND ECONOMICALLY DISADVANTAGED.

**Policy 3.1:**

Promote the attraction, retention and expansion of commercial and industrial firms which provide employment improvement opportunities for unskilled and semi-skilled workers.

**OBJECTIVE 4:**

IMPROVE THE VIABILITY OF EXISTING INDUSTRY IN THE CITY AND THE ATTRACTIVENESS OF THE CITY AS A LOCATION FOR NEW INDUSTRY.

**Policy 4.1:**

Maintain and enhance a favorable business climate in the city.

*The Project is consistent with these policies by adding 83,459 square feet of retail uses and 2,032,165 square feet of office space to this site as well as a replacement 113,036 gross square foot Flower Market. In the Project Variant, the Project Sponsor would make a payment to facilitate the construction of a new wholesale flower market off-site and provide 90,976 square feet of retail uses.*

*Both the Project and the Project Variant seek to preserve a long-standing San Francisco PDR business, the Flower Market, either on or off the existing site. The Project will retain the Flower Market at the site by providing a new 113,036 gross square foot (115,000 rentable square foot) vendor space with adjacent at-grade loading and below-*



*grade loading and parking areas that will accommodate the same number of vendors and comparable support space in a more efficient layout. If the Flower Market vendors opt not to occupy the Project Site, the Project Sponsor will provide a payment to construct a new Flower Market at another site. By providing an improved, efficient space on-site or at another location, the Project and Project Variant enhance the long-term viability of the Flower Market in San Francisco.*

*In addition to retaining the Flower Mart, either on-site or at alternate location, the Project and Project Variant will provide new large floor plate office space with complementary retail space that will attract new firms to the neighborhood. The integrated design with ample open space and neighborhood-serving retail will enhance the attractiveness of the City as a place to live, work, and enjoy open space. Both the Project and Project Variant would add 83,459 or 90,976 square feet of retail use, respectively, that would add desirable goods and services to the neighborhood, including at least 14 micro-retailers, restaurants, and other retail uses within a ground level Market Hall. These commercial uses will provide new business and employment opportunities for people in the community while also strengthening the consumer base of existing retail uses in the area. The office, retail, and PDR uses are consistent with the City's goals for this site under the Central SoMa Area Plan.*

## **RECREATION AND OPEN SPACE ELEMENT**

### **Objectives and Policies**

#### **OBJECTIVE 1:**

**ENSURE A WELL-MAINTAINED, HIGHLY UTILIZED, AND INTEGRATED OPEN SPACE SYSTEM.**

##### **Policy 1.1:**

Encourage the dynamic and flexible use of existing open spaces and promote a variety of recreation and open space uses, where appropriate.

##### **Policy 1.11:**

Encourage private recreational facilities on private land that provide a community benefit, particularly to low and moderate-income residents.

#### **OBJECTIVE 4:**

**PROTECT AND ENHANCE THE BIODIVERSITY, HABITAT VALUE, AND ECOLOGICAL INTEGRITY OF OPEN SPACES AND ENCOURAGE SUSTAINABLE PRACTICES IN THE DESIGN AND MANAGEMENT OF OUR OPEN SPACE SYSTEM.**

##### **Policy 4.4:**

Include environmentally sustainable practices in construction, renovation, management and maintenance of open space and recreation facilities.

*The Project proposes 40,655 square feet of POPOS, with 35,450 square feet of POPOS to be provided at street level and an additional 5,193 square feet of POPOS to be provided off site. The POPOS will consist of a dog park, two plazas and a mid-block alley stretching from 5th to 6th Streets. The POPOS will incorporate a mix of landscaped spaces, seating areas, and flexible social gathering points that will act as programmable spaces for events and community gatherings. The 5,193 square feet of open space provided off-site will provide for public recreation space either below or adjacent to the I-80 freeway, as called for in the Central SoMa Plan.*

*The Project Variant proposes to increase on-site POPOS by an additional 3,000 square feet by widening the Market Alley POPOS by an average of 10 feet. 38,450 square feet of POPOS would be provided on site and 2,778 square feet of required POPOS would be provided off site as public recreation space either adjacent to or underneath the I-80 freeway.*

*Project and Project Variant would provide living roofs throughout the site with plant life that will support pollinators. The Project and Project Variant would also take advantage of the considerable number of living roofs and terraces to develop an integrated stormwater management and treatment system.*

## **TRANSPORTATION ELEMENT**

### **Objectives and Policies**

#### **OBJECTIVE 2:**

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

#### **Policy 2.1:**

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

#### **Policy 2.5:**

Provide incentives for the use of transit, carpools, vanpools, walking and bicycling and reduce the need for new or expanded automobile and automobile parking facilities.

*The Property is in close proximity to multiple modes of public transportation. The Property is within two blocks of 11 Muni bus routes, 0.2 miles from the Fourth and King Caltrain station, and one mile from the Powell Street BART/Muni station. The Central Subway, which will extend the T-Third light-rail line to Chinatown, will be approximately 0.2 miles east of the Project Site and is due to open in late 2019.*

*In addition, the Project and Project Variant provide incentives to use alternative modes of transportation by providing almost 500 bike parking spaces, shower facilities and lockers, a bike repair station on-site, bike maintenance vouchers, bike valet parking during special events, at least 13 car-share parking spaces, and a vanpool program.*

## **URBAN DESIGN ELEMENT**

### **Objectives and Policies**

#### **OBJECTIVE 1:**

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

#### **Policy 1.3:**

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

#### **Policy 1.6:**

Make centers of activity more prominent through design of street features and by other means.

**Policy 1.8:**

Increase the visibility of major destination areas and other points for orientation.

**OBJECTIVE 3:**

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

**Policy 3.3:**

Promote efforts to achieve high quality of design for buildings to be constructed at prominent locations.

**Policy 3.6:**

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

**OBJECTIVE 4:**

IMPROVEMENT OF THE NEIGHBORHOOD ENVIRONMENT TO INCREASE PERSONAL SAFETY, COMFORT, PRIDE AND OPPORTUNITY.

**Policy 4.6:**

Emphasize the importance of local centers providing commercial and government services.

**Policy 4.12:**

Install, promote and maintain landscaping in public and private areas.

**Policy 4.13:**

Improve pedestrian areas by providing human scale and interest.

*The Project and Project Variant will anchor the Project Site, with the three buildings each providing a distinctive, yet integrated design. Each building provides a creative design around a central Market Alley, with numerous setbacks and cutouts at each tower. The Market Hall Building is lifted off of the ground to provide ample space of the street level for the retail uses. The offices above result in a building that fits the context of the surrounding buildings, opens the site to the public, and will act a visual marker without obstructing views to the rest of the site. The Blocks Building provides rotated blocks that are massed to accommodate large floor plates and rotated to create a dynamic façade that optimizes daylight for tenants of the building as well as the plazas below. The Gateway Building's twisted façade also provides visual appeal, while minimizing shading on the plazas.*

*The Project and Project Variant would transform the Site into a vibrant commercial center with diverse, neighborhood-serving retail. In addition to the Market Hall at the corner of 5th and Brannan Streets, which will include space for up to 20 micro-retailers, the Market Alley POPOS and the ground floor of the Gateway Building are lined with retail that will provide an attractive and accessible retail experience for those working and living in the neighborhood.*

*Complementing the commercial and office activity, the Project and Project Variant will provide over 35,000 square feet of on-site POPOS. The POPOS will be landscaped and feature green walls, which when combined with the approximately 37,000 square feet of living rooftop gardens, will provide a respite in the active urban*

*environment. Ground level open space will be available to the public and landscaped rooftop terraces will be accessible to building tenants. The Market Alley will create a new through-block connection linking 5th and 6th Streets, with several additional plazas linking Brannan Street to the Market Alley. The large public plazas will also improve the pedestrian experience, allow for circulation throughout the site, and ultimately serve as a defining feature of the district.*

**CENTRAL SOMA AREA PLAN:**

**OBJECTIVE 3.1:**

ENSURE THE PLAN AREA ACCOMMODATES SIGNIFICANT SPACE FOR JOB GROWTH.

**Policy 3.1.1:**

Require non-residential uses in new development on large parcels.

**Policy 3.1.2:**

Limit restrictions on non-residential development.

**Policy 3.1.3:**

Support living wage jobs across all sectors.

**OBJECTIVE 3.2:**

SUPPORT THE GROWTH OF OFFICE SPACE.

**Policy 3.2.1:**

Facilitate the growth of office.

**OBJECTIVE 3.3:**

ENSURE THE REMOVAL OF PROTECTIVE ZONING DOES NOT RESULT IN A LOSS OF PDR IN THE PLAN AREA.

**Policy 3.3.2:**

Limit conversion of PDR space in formerly industrial districts.

**OBJECTIVE 3.4:**

FACILITATE A VIBRANT RETAIL ENVIRONMENT THAT SERVES THE NEEDS OF THE COMMUNITY.

**Policy 3.4.3:**

Support local, affordable, community-serving retail.

*The Project will accommodate space for office and job growth by providing 2,032,165 square feet of new office space, 83,459 square feet of retail space, and 113,036 gross square feet PDR for the new Flower Market. The Project Variant would provide 2,061,380 square feet of new office space, 90,976 square feet of retail space, up to 22,690 square feet of child care space, and provide funding to facilitate the relocation of the Flower Market to an alternate location in the City. The large-floorplate buildings will be able to accommodate one or multiple tenants, with flexible floorplans appropriate for any tenant scenario.*

*The new retail uses will provide a vibrant and active retail environment. The Project and Project Variant would both provide at least 14 micro-retail spaces in addition to the larger retail spaces on site. Because micro-retail spaces must be no more than 1,000 square feet each and may not be occupied by formula retail tenants, they will be naturally more affordable spaces and will likely be occupied by local retailers. The combination of micro-retail and larger retail spaces would provide for a healthy combination of office serving and neighborhood serving retail.*

*In either the Project or Project Variant scenarios, the Project Sponsor will provide for protection of PDR by facilitating the preservation of the existing Flower Market, either on or off site. The Project would construct a new wholesale flower market on the site, maintaining all the current tenants of the existing Flower Market on the ground floor of the Blocks Building, with comparable support space in a more efficient layout. If the Flower Market vendor's opt not to return to the Project Site, then the Project Sponsor would make a payment to facilitate the construction of a new wholesale flower market at another location within the City.*

*In either scenario, these spaces would accommodate more than 10,000 new employees at full occupancy, including the retention of the Flower Market within San Francisco (either on or off-site), which will keep at least 275 PDR jobs in San Francisco. In addition to the new permanent jobs that would be provided by the Project or Project Variant, construction at the Property would provide 8,050 jobs over four and half years.*

**OBJECTIVE 4.1:**

PROVIDE A SAFE, CONVENIENT, AND ATTRACTIVE WALKING ENVIRONMENT ON ALL THE STREETS IN THE PLAN AREA.

**Policy 4.1.2:**

Ensure sidewalks on major streets meet Better Streets Plan standards.

**Policy 4.1.9:**

Ensure there are street trees and street furnishings on sidewalks wherever possible, in keeping with the Better Streets Plan.

**Policy 4.1.10:**

Expand the pedestrian network wherever possible through creation of new narrow streets, alleys, and mid-block connections.

*The Project and Project Variant would greatly enhance pedestrian experience by adding ample greenery to the site in the form of street trees and landscaping throughout the Project Site, complying with the Better Streets Plan to the maximum extent feasible, and increasing pedestrian circulation. The large mid-block Market Alley would link 5th Street to 6th Street across the length of the Property, with three additional connections bringing pedestrians into the Market Alley from Brannan Street. Additionally, the Market Hall at the street level along Brannan Street would feature a porous ground floor meant to entice people into the market and through to the Market Alley.*

**OBJECTIVE 4.4:**

ENCOURAGE MODE SHIFT AWAY FROM PRIVATE AUTOMOBILE USAGE.

**Policy 4.4.2:**

Utilize Transportation Demand Management strategies to encourage use of alternatives to the private automobile.

*The Project and Project Variant would utilize a number of TDM strategies to encourage the use of alternate modes of transportation. The Property's proximity to Caltrain, BART, Muni Metro, and Muni bus lines coupled with ample bike parking will provide opportunities for employees and patrons to use alternatives to private automobiles. In addition, the Project and Project Variant would both provide a bike repair station on-site, showers and clothes lockers, bike maintenance vouchers, bike valet parking during special events, at least 13 car-share parking spaces, and a vanpool program. Together, these features will help incentivize the use of alternatives to private automobiles.*

**OBJECTIVE 5.5:**

AUGMENT THE PUBLIC OPEN SPACE AND RECREATION NETWORK WITH PRIVATELY-OWNED PUBLIC OPEN SPACES (POPOS).

**Policy 5.5.1:**

Require new non-residential development and encourage residential development to provide POPOS that address the needs of the community.

*The Project proposes 40,643 square feet of POPOS, with 35,450 square feet of POPOS to be provided at street level and an additional 5,193 square feet of POPOS to be provided off site, either adjacent to or underneath the I-80 freeway. The Project Variant would provide an additional 3,000 square feet of open space, bringing the total on-site POPOS to 38,450 square feet, with 2,778 square feet of POPOS provided off site.*

*The on-site POPOS that would be created by the Project or Project Variant would include of a mid-block Market Alley stretching from 5th to 6th Streets along the entire ground level of the site, the Brannan and 5th Street plazas, and a dog park. The Market Alley would connect to a plaza at either end, which would allow pedestrians to easily traverse the block from 6th, 5th, and Brannan Streets, and provide flexible seating space for casual gathering and spill over activity from the Market Hall and other retail. The two plazas will incorporate a mix of green spaces, seating areas, artwork, children play feature and flexible social gathering points that will act as programmable spaces for events and community gatherings. Along with the dog park and community meeting room adjacent to Brannan Plaza, the open spaces activate the ground floor and provide a dynamic and lively pedestrian experience.*

**OBJECTIVE 6.2:**

MINIMIZE GREENHOUSE GAS EMISSIONS.

**Policy 6.2.1:**

Maximize energy efficiency in the built environment.

**Policy 6.2.5:**

Minimize transportation-based greenhouse gas emissions.

**OBJECTIVE 6.4:**

SUPPORT BIODIVERSITY, ACCESS TO NATURE, AND A HEALTHY ECOSYSTEM.

**Policy 6.4.1:**

Maximize greening of parks, streets, and other publicly-accessible spaces.

**Policy 6.4.2:**

Maximize greening of rooftops and walls.

**Policy 6.4.3:**

Ensure that greening supports habitat and biodiversity.

*The Project and Project Variant's building mass and envelope will reduce energy needs. The buildings' design, including the use of atriums, maximize daylight access to parts of the building that would otherwise be dark. The buildings' fenestration allows access to the optimal amount of daylight for energy savings and visual comfort, while also reducing glare and solar gains.*

*The Project and Project Variant would minimize transportation-based greenhouse gas emissions through the site's proximity to multiple public transportation options, ample bike parking, and other incentives to utilize alternative modes of transportation. For example, the Project and Project Variant would both provide a bike repair station on-site, showers and clothes lockers, bike maintenance vouchers, bike valet parking during special events, at least 13 car-share parking spaces, and a vanpool program. Together, these features will help incentivize the use of alternatives to private automobiles and thereby minimize transportation-based greenhouse gas emissions.*

*The Project and Project Variant would both provide at least 35,480 square feet of ground level POPOS and would include over 36,000 square feet of living roof and multiple tenant terraces. Ample greenery will consist of native or adaptive species that will support the native biodiversity of the City. The lush rooftop gardens will be visible throughout San Francisco and will serve as a defining feature of the district. The green roofs will also facilitate an integrated stormwater management and treatment system.*

**OBJECTIVE 8.1:**

ENSURE THAT THE GROUND FLOORS OF BUILDINGS CONTRIBUTE TO THE ACTIVATION, SAFETY, AND DYNAMISM OF THE NEIGHBORHOOD.

**Policy 8.1.2:**

Design building frontages and public open spaces with furnishings and amenities to engage a mixed-use neighborhood.

**OBJECTIVE 8.6:**

PROMOTE HIGH QUALITY ARCHITECTURE THAT ENHANCES THE NEIGHBORHOOD.

**Policy 8.6.1:**

Conform to the City's Urban Design Guidelines.

**Policy 8.6.2:**

Promote innovative and contextually-appropriate design.

**Policy 8.6.5:**

Ensure large projects integrate with existing urban fabric and provide a varied character.

*In both the Project and Project Variant, the Market Hall's lifted and open ground floor design along with its highly articulated façade will provide visual appeal and enhance the pedestrian experience along Brannan Street and the Market Alley. In addition to the porous ground floor created by the Market Hall design, the mid-block Market Alley will create a pedestrian throughway across the entire length of the Property, linking 5th and 6th Streets. The alley and connecting plazas will be lined with food and beverage, retail, and service uses mixed with flexible outdoor seating, artwork, play structures and spaces for events and community gathering that will engage neighborhood residents, visitors, shoppers and workers.*

*The three buildings proposed for the site each provide a distinctive and innovative design while maintaining an overall integrated feel. The Market Hall Building is lifted off of the ground to provide ample space on the street level for street facing retail uses. The offices above result in a long and lean building that fits the context of the surrounding buildings, opens the site to the public, and create a visual marker for the site. The Blocks Building provides rotated blocks that are massed to accommodate large floor plates and rotated to create a dynamic façade that optimizes daylight for tenants as well as the plazas below. Lastly, the Gateway Building's twisted façade provides visual appeal while minimizing shading on the plazas, while anchoring the corner of 6<sup>th</sup> and Brannan Streets.*

11. **Planning Code Section 101.1(b)** establishes eight priority-planning policies and requires review of permits for consistency with said policies. On balance, the Project and Project Variant 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 be enhanced.

*The Flower Market is a wholesale distribution center that supports neighborhood retailers throughout the City and region. In addition to providing for the ongoing operation of the Wholesale Flower Mart on site, the Project would add 83,459 square feet of new neighborhood-serving retail space, including 10,000 square feet which would be controlled by the Flower Market to provide supportive retail and at least 14 micro-retail spaces.*

*The Project Variant would add 90,976 square feet of new neighborhood-serving retail space, including at least 14 micro-retail spaces, while facilitating the relocation of the Flower Market to an alternate location where it would continue to serve the needs of local retailers.*

*The abundance of new retail space provided on site by the Project or Project Variant will result in opportunities for resident employment in and ownership of new neighborhood businesses. Additionally, the influx of new office employees to the property will strengthen the customer base of existing retail uses in the area and contribute to the demand for new retail uses.*

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 and Project Variant would include dedication of an at least 14,000 square foot site in the greater South of Market area to the City for the construction of*



100% affordable housing. This land dedication will facilitate the ongoing cultural and economic diversity of the neighborhood. The Project will preserve the existing Flower Market operation at the existing location, ensuring the longevity of a longstanding PDR use and helping to maintain the economic and cultural diversity of the neighborhood well into the future. If the Flower Market tenants opt not to occupy the Project Site, then the Project Variant calls for the Project Sponsor to make a payment to facilitate the establishment of a replacement wholesale flower market elsewhere, ensuring that the Flower Market remains within the City limits.

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

*As the Project and Project Variant will not remove affordable housing, the City's supply of affordable housing will be preserved. The Project and Project Variant would pay the Jobs-Housing Linkage fee, all of which will go towards affordable housing. Additionally, if the Gateway Building is developed as office space, then the Project Sponsor would dedicate an at least 14,000 square foot site in the greater South of Market area to the City for the construction of 100% affordable housing, which will contribute towards the enhancement of the City's affordable housing supply.*

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

*Within mere blocks of the 4th and King Caltrain and MUNI stations as well as the Civic Center and Powell BART and MUNI stations, and the 83X, 19, 27, 47, 8, and 30 bus lines, the Project Site is well served by public transit. When completed, the Central Subway project will connect BART and Caltrain and provide service to Central SoMa from Chinatown, and the electrification of Caltrain will pave the way for more frequent service to and from the South Bay. These infrastructure improvements will allow the Project Site to be accessed by numerous public transit options. The Project and Project Variant would also include ample bicycle parking spaces and shower facilities, encouraging bicycle commuting. Employees of the new office space will predominately commute by walking, riding a bicycle, or taking public transportation to the Property.*

*The Flower Market is a PDR business that begins operations in the middle of the night and requires the transportation of large loads. Therefore, Flower Market tenants and customers will generally drive to the site. To accommodate this, the Project will provide a total of 784 accessory parking spaces, including 59 tall van parking spaces. The Wholesale Flower Market will have exclusive use of 141 accessory car parking spaces and primary use of 50 tall van parking spaces. Fifteen spaces will be reserved for car share. Off-street loading would include an at-grade loading dock for four large trucks adjacent to the wholesale flower market plus 24 below-grade truck spaces and two semi-truck spaces. Twenty-three of the below-grade medium truck spaces would be reserved for the Flower Market during peak wholesale hours and shared by office and retail vehicles during off-peak hours. The remaining three below-grade truck spaces would be reserved for office and retail use. The Flower Market would also have access to up to 100 of the office and retail accessory parking spaces before 8 AM every day.*

*If the Flower Market tenants opt not to return to the site, the Project Variant will reduce the parking count to 645 spaces, including 571 office spaces, 61 retail spaces, and 13 car share spaces. 9 off-street freight loading spaces and up to 26 service vehicle spaces will also be provided.*

*Overall, the Project Site's access to public transit, sufficient on-site parking and loading, and features to facilitate bike commuting, will ensure that the development at the Property will not overburden streets or neighborhood parking.*

- 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.

*Both the Project and the Project Variant seek to preserve a long standing San Francisco PDR business, the Flower Market. The Project would retain the Flower Market at the site by providing a new 113,036 square foot) vendor space with adjacent at-grade loading and below-grade loading and parking areas that will accommodate the same number of vendors and comparable support space in a more efficient layout. If the Flower Market vendors opt not to occupy the Project Site, the Project Sponsor would provide payment to construct a new wholesale flower market at another site in San Francisco.*

*In addition to retaining the Flower Market, either on-site or at another location, the Project and Project Variant will provide ample new office space with complementary retail space will provide new employment opportunities for San Francisco residents, while also strengthening the consumer base of existing retail uses in the area.*

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

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

- G. That landmarks and historic buildings be preserved.

*No buildings on the site are listed as landmarks or historic buildings under Articles 10 or 11 of the Planning Code. The Central SoMa EIR identifies a San Francisco Flower Mart Historic District as eligible for listing on the California Register, and is considered to be a historic resource. This identification is primarily tied to "associations with San Francisco's floral industry and inter-ethnic commercial cooperation." Recognizing the importance of the Flower Mart's 100-year-old history in San Francisco, the Project will preserve the Flower Market at its existing location with a new, modernized Flower Market. If the Flower Market vendors opt not to occupy the Project Site, the Project Sponsor would provide a payment to construct a new Flower Market at another location. Both the Project and the Project Variant strive to maintain the historic use to ensure the longevity of this San Francisco institution.*

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

*The Central SoMa Plan created a number of new parks and open spaces. The Plan identified sites at 639 Bryant Street, Bluxome Street between 4th and 5th Streets, and the Caltrain Railyards as potential locations for new public parks. The Plan also addresses the lack of open space in the area by requiring new non-residential developments to provide privately owned public open spaces that address the needs of the community. The Project would help achieve the Plan's open space goals by paying applicable impact fees and taxes that would fund the creation of new parks. More directly, the Project or Project Variant would construct at least 35,450 square feet of new street-level public open space and a series of landscaped rooftop amenity decks. The public open space would consist of a Market Alley stretching from 5th to 6th Streets, two plazas and a dog park.*

*A shadow study confirmed that neither the Project nor Project Variant would cast new shadow on parks subject to the jurisdiction of the Recreation and Parks Department or on any existing publicly accessible open spaces not regulated under Section 295.*

12. **First Source Hiring.** The Project and Project Variant are subject to the requirements of the First Source Hiring Program as they apply to permits for new construction of 25,000 square feet or more gross commercial floor area (Administrative Code Section 83.11). The Project Sponsor shall comply with the requirements of this Program as to all construction work and on-going employment required for the Project. Prior to the issuance of any building permit to construct or a First Addendum to the Site Permit, the Project Sponsor shall have a First Source Hiring Construction and Employment Program approved by the First Source Hiring Administrator, and evidenced in writing. In the event that both the Director of Planning and the First Source Hiring Administrator agree, the approval of the Employment Program may be delayed as needed.
13. The Project and Project Variant are consistent with and would promote the general and specific purposes of the Code provided under Section 101.1(b) in that, as designed, the Project would contribute to the character and stability of the neighborhood and would constitute a beneficial development.
14. The Commission hereby finds that approval of the Large Project Authorization 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 Large Project Authorization Application No. 2017-000663ENX** subject to the following conditions attached hereto as "EXHIBIT A" in general conformance with plans on file, dated June 10, 2019 and stamped "EXHIBIT B", which is incorporated herein by reference as though fully set forth.

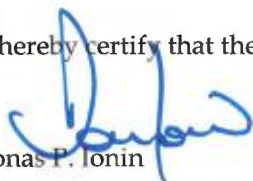
The Planning Commission hereby adopts the MMRP attached hereto as "EXHIBIT C" and incorporated herein as part of this Motion by this reference thereto. All required mitigation measures identified in the Central SoMa Plan EIR and contained in the MMRP are included as conditions of approval.

**APPEAL AND EFFECTIVE DATE OF MOTION:** Any aggrieved person may appeal this Section 329 Large Project Authorization to the Board of Appeals within fifteen (15) days after the date of this Motion. The effective date of this Motion shall be the date of adoption 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 at (415) 575-6880, 1660 Mission, Room 3036, San Francisco, CA 94103.

**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, Resolution, Discretionary Review Action or the Zoning Administrator's Variance Decision Letter constitutes the approval or 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 July 18, 2019.

  
Jonas P. Ionin  
Commission Secretary

AYES: Melgar, Koppel, Fung, Johnson, Moore, Richards

NAYS: None

ABSENT: Hillis

ADOPTED: July 18, 2019

## EXHIBIT A

### AUTHORIZATION

This authorization is for a **Large Project Authorization** relating to the Project for new construction of three 8-to-18-story mixed-use office buildings at 610-698 Brannan Street (Block 3778, Lots 1B, 2B, 4, 5, 47, and 48), for a Project contain 2,032,165 square feet of office use, 83,259 square feet of retail use, and 113,036 gross square feet of wholesale sales use within the CMUO and MUR Zoning Districts and the 160-S and 270-CS Height and Bulk District; and/or for a Project Variant containing 2,061,380 square feet of office, 90,976 square feet of retail, 950 square feet of community space, and 22,690 square feet of childcare. within the CMUO and MUR Districts and 270-CS and 160-CS Height and Bulk Districts and in general conformance with plans, dated June 10, 2019, and stamped "EXHIBIT B" included in the docket for Case No. 2017- 000663ENX and subject to conditions of approval reviewed and approved by the Commission on July 18, 2019 under Motion No. 20484. 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 or Project Variant 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 **July 18, 2019** under Motion No. **20484**.

### PRINTING OF CONDITIONS OF APPROVAL ON PLANS

The conditions of approval under the 'Exhibit A' of this Planning Commission Motion No. **20484** 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 Large Project Authorization and any subsequent amendments or modifications.

### SEVERABILITY

The Project or Project Variant 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.

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

1. **Development Timeline.** Construction of the Project or Project Variant shall commence within the timeframe set forth in the Project Sponsor's Development Agreement with the City, and the City shall have the right to terminate the Development Agreement if construction has not commenced within the timeframe established in therein, pursuant to the terms set forth therein.

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

2. **Additional Project Authorization.** The Project Sponsor must obtain an Office Development Authorization under Section 321 from the Planning Commission to allocate the Project and/or Project Variant office square footage and must obtain Planning Code Text Amendments from the Board of Supervisors (See Board File No. 190681) and approval of a Development Agreement (See Board File No. 190682). The conditions set forth below are additional conditions required in connection with the Project and Project Variant. 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.

This approval is contingent on, and will be of no further force and effect until the date that the San Francisco Board of Supervisor has approved by resolution approving the Development Agreement, Planning Code Text Amendment and associated Zoning Map Amendment (as necessary).

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

3. **Mitigation Measures.** Mitigation measures described in the MMRP attached as Exhibit C 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](http://www.sf-planning.org)*

4. **Transferable Development Rights.** Pursuant to Section 124 and 249.78(e)(3) the Project Sponsor shall purchase the required number of units of Transferrable Development Rights (TDR) and secure a Notice of Use of TDR prior to the issuance of a site permit for all development which exceeds the base FAR of 3 to 1, up to an FAR of 4.25 to 1.

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

5. **Project Status.** The Project sponsor shall report back to the Planning Commission eighteen (18) months from the effective date of the Motion to provide a status update on the Project.

## DESIGN – COMPLIANCE AT PLAN STAGE

6. **Final Materials.** The Project Sponsor shall continue to work with Planning Department on the building design. Final materials, glazing, color, texture, landscaping, and detailing shall be subject to Department staff review and approval. The architectural addenda shall be reviewed and approved by the Planning Department prior to issuance.

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

7. **Garbage, Composting and Recycling Storage.** Space for the collection and storage of garbage, composting, and recycling shall be provided within enclosed areas on the property and clearly labeled and illustrated on the 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.sf-planning.org](http://www.sf-planning.org)*

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

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

9. **Lighting Plan.** The Project Sponsor shall submit an exterior lighting plan to the Planning Department prior to Planning Department approval of the 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)*

10. **Streetscape Plan.** Pursuant to Planning Code Section 138.1, the Project Sponsor shall continue to work with Planning Department staff, in consultation with other City agencies, to refine the design and programming of the Streetscape Plan so that the plan generally meets the standards of the Better Streets Plan and all applicable City standards. The Project Sponsor shall complete final design of all required street improvements, including procurement of relevant City permits, prior to issuance of first architectural addenda, and shall complete construction of all required street improvements for each project phase prior to issuance of first temporary certificate of occupancy for that phase. Required improvements shall be limited to street improvements required by adopted plans in place at the commencement of construction and shall not include features eligible for in-kind credits under the development agreement, including but not limited to bicycle lanes, mid-block traffic signals, or protected intersection improvements.

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

11. **Odor Control Unit.** In order to ensure any significant noxious or offensive odors are prevented from escaping the premises once the project is operational, the building permit application to implement the project shall include air cleaning or odor control equipment details and manufacturer specifications on the plans if applicable as determined by the project planner. Odor control ducting shall not be applied to the primary façade of the building.

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

## **PARKING AND TRAFFIC**

12. **Transportation Demand Management (TDM) Program.** Pursuant to Planning Code Section 169, the Project shall finalize a TDM Plan prior to the issuance of the first Building Permit or Site Permit to construct the project and/or commence the approved uses. The Property Owner, and all successors, shall ensure ongoing compliance with the TDM Program for the life of the Project, which shall include providing a TDM Coordinator, providing access to City staff for site inspections, submitting appropriate documentation, paying application fees associated with required monitoring and reporting, and other actions.

Prior to the issuance of the first Building Permit or Site Permit, 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 to document compliance with the TDM Program. This Notice shall provide the finalized TDM Plan for the Project, including the relevant details associated with each TDM measure included in the Plan, as well as associated monitoring, reporting, and compliance requirements.

*For information about compliance, contact the TDM Performance Manager at [tdm@sfgov.org](mailto:tdm@sfgov.org) or 415-558-6377, [www.sf-planning.org](http://www.sf-planning.org).*

13. **Car Share.** Pursuant to Planning Code Section 166, the Project shall provide no fewer than 15 car-share parking spaces and the Project Variant shall provide a minimum of 13 car-share parking spaces.

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

14. **Bicycle Parking.** Pursuant to Planning Code Sections 155.1, and 155.4, the Project shall provide no fewer than no fewer than 410 Class 1 and 86 Class 2 bicycle parking spaces and the Project Variant shall provide no fewer than 413 Class 1 and 92 Class 2 bicycle parking spaces. SFMTA has final authority on the type, placement and number of Class 2 bicycle racks within the public ROW. Prior to issuance of first architectural addenda, the project sponsor shall contact the SFMTA Bike Parking Program at [bikeparking@sfmta.com](mailto:bikeparking@sfmta.com) to coordinate the installation of on-street bicycle racks and ensure that the proposed bicycle racks meet the SFMTA's bicycle parking guidelines. Depending



on local site conditions and anticipated demand, SFMTA may request the project sponsor pay an in-lieu fee for Class II bike racks required by the Planning Code.

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

15. **Showers and Clothes Lockers.** Pursuant to Planning Code Section 155.3, the Project shall provide no fewer than 5 showers and 30 clothes lockers. Project Variant shall provide no fewer than 6 showers and 36 clothes lockers.

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

16. **Parking Maximum.** Pursuant to Planning Code Section 151 or 151.1, the Project shall provide no more than 769 accessory parking spaces for the Project, or no more than 632 parking spaces for the Project Variant.

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

17. **Off-Street Loading.** Pursuant to Planning Code Section 152, the Project will provide at least 23 off-street loading spaces and the Project Variant will provide at least 22 off-street loading spaces. *For information about compliance, contact Code Enforcement, Planning Department at 415-575-6863,*

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

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

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

19. **Driveway Loading and Operations Plan.** Pursuant to Planning Code Section 155(u), the Project sponsor shall prepare a DLOP for review and approval by the Planning Department, in consultation with the San Francisco Municipal Transportation Agency. The DLOP shall be written in accordance with any guidelines issued by the Planning Department.

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

20. **Rates for Long-Term Office Parking.** Pursuant to Planning Code Section 155(g), to discourage long-term commuter parking, off-street parking spaces provided for all uses other than residential or hotel, and the wholesale flower market as granted as an exception by this motion, must be offered pursuant to the following rate structure: (1) the rate charged for four hours of parking cannot be more than four times the rate charged for the first hour; (2) the rate charged for eight

hours of parking cannot be less than ten (10) times the rate charged for the first hour; and (3) no discounted parking rates are allowed for weekly, monthly, or similar time-specific periods.

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

## PROVISIONS

21. **First Source Hiring.** The Project Sponsor shall adhere to the requirements of the First Source Hiring Construction and End-Use Employment Program approved by the First Source Hiring Administrator, pursuant to Section 83.4(m) of the Administrative Code. The Project Sponsor shall comply with the requirements of this Program regarding construction work and on-going employment required for the Project.

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

22. **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. Prior to the issuance of any certificate of occupancy, the Project Sponsor shall execute an agreement with the Planning Department documenting the project's transportation management program, subject to the approval of the Planning Director.

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

23. **Transportation Sustainability Fee.** The Project and Project Variant are 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)*

24. **Jobs-Housing Linkage.** The Project and Project Variant are subject to the Jobs Housing Linkage Fee, as applicable, pursuant to Planning Code Section 413.

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

25. **Child-Care Requirements for Office and Hotel Development.**

- a. **Fee – Project:** If the Project contains at least 97,000 gross square feet of wholesale sales use, the Project comply with the child care requirements established in Sections 414.1 through 414.15 by paying the in-lieu fee pursuant to Section 414.8.
- b. **On- Site Childcare Facility- Project Variant:** The Project Sponsor will provide a publicly-accessible 22,690 square-foot childcare facility meeting the standards in the Project Sponsor's Development Agreement with the City.

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

26. **Eastern Neighborhoods Infrastructure Impact Fee.** The Project and Project Variant are subject to the Eastern Neighborhoods Infrastructure Impact Fee, as applicable, pursuant to Planning Code Section 423.

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

27. **Art.** The Project and Project Variant are subject to the Public Art Fee, as applicable, pursuant to Planning Code Section 429.

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

28. **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)*

29. **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)*

30. **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)*

31. **Central SoMa Community Services Facilities Fee.** The Project is subject to the Central SoMa Community Services Facilities Fee, as applicable, pursuant to Planning Code Section 432.

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

32. **Central SoMa Community Infrastructure Fee.** The Project is subject to the Central SoMa Community Infrastructure Fee, as applicable, pursuant to Planning Code Section 433.

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

33. **Central SoMa Community Facilities District.** The Project is subject to the Central SoMa Community Facilities District, pursuant to Pursuant to Planning Code Sections 434 and 249.78(d)(1)(C), and shall participate, as applicable, in the Central SoMa CFD.

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

34. **Renewable Electricity.** The Project shall fulfill all on-site electricity demands through any combination of on-site generation of 100% greenhouse gas-free sources in compliance with Planning Code Section 249.78(d)(5).

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

## **MONITORING - AFTER ENTITLEMENT**

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

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

36. **Monitoring.** The Project requires monitoring of the conditions of approval in this Motion. The Project Sponsor or the subsequent responsible parties for the Project shall pay fees as established under Planning Code Section 351(e) (1) and work with the Planning Department for information about compliance.

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

## **OPERATION**

37. **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>*

38. **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)*

39. **Privately- Owned Public Open Space Provision.** Pursuant to Planning Code Section 138, the Project shall provide no less than 22,620 gross square feet of privately-owned public open space (POPOS) in Phase 1a, no less than 12,000 gross square feet of POPOS in Phase 1b, and no less than 830 gross square feet of POPOS in Phase 1c. The Project Variant shall provide no less than 25,620 gross square feet of POPOS in Phase 1a, no less than 12,000 gross square feet of POPOS in Phase 1b, and no less than 830 gross square feet of POPOS in Phase 1c.

The Project Sponsor shall continue to work with Planning Department staff to refine the design and programming of the POPOS so that the open space meets the standards of Section 138(d) and the Urban Design Guidelines. Prior to the first certificate of occupancy for any building on the site, the Project Sponsor shall submit a maintenance and operations plan for the POPOS for review and approval by the Planning Department. At a minimum the maintenance and operations plan shall include:

- a. a description of the amenities and programming for the POPOS and how it serves the open space and recreational needs of the diverse users, including but not limited to residents, youth, families, workers, and seniors;
- b. a site and floor plan of the POPOS detailing final landscape design, irrigation plan, public art, materials, furnishings, lighting, signage and areas for food service;
- c. a description of the hours and means of public access to the POPOS;
- d. a proposed schedule for maintenance activities; and
- e. contact information for a community liaison officer.

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

40. **Hours of Access of Open Space.** All POPOS shall be publicly accessible during all daylight hours, from 7AM to 6PM every day. Should all or a portion of the POPOS be temporarily closed due to construction or maintenance activities, the operator shall contact the Planning Department in advance of the closure and post signage, plainly visible from the public sidewalks, that indicates the reason for the closure, an estimated date to reopen, and contact information for a community liaison officer.

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

41. **Food Service in Open Spaces.** Pursuant to Planning Code Section 138, food service area shall occupy no more than 20% of the required POPOS during the hours that the open space is accessible to the public. Restaurant seating shall not take up more than 20% of the seating and tables provided in the required open space.

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

42. **Open Space Plaques.** Pursuant to Planning Code Section 138 (i), the Project Sponsor shall install the required public open space plaques at each building entrance. The plaques shall be plainly visible from the public sidewalks on Brannan, 5<sup>th</sup>, Bryant, Welsh and Freelon Streets. 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 Code Enforcement, Planning Department at 415-558-6378, [www.sf-planning.org](http://www.sf-planning.org)*

43. **Monitoring and Reporting - Open Space.** One year from the issuance of the first certificate of occupancy for any building on the site, and then every 3 years thereafter, the Project Sponsor shall submit a maintenance and operations report to the Zoning Administrator for review by the Planning Department. At a minimum the maintenance and operations report shall include:

- a. copy of the original Conditions of Approval document and any other authorization documents for the POPOS;
- b. a description of the amenities, and list of events and programming with dates, and any changes to the design or programing during the reporting period;
- c. the approved plan of the POPOS including the location of amenities, food service, landscape, furnishing, lighting and signage;
- d. photos of the existing POPOS at time of reporting, sufficient to indicate the presence or absence of any amenity as indicated in Item D above;
- e. description of means of public access to the POPOS;
- f. a schedule of the hours of access and all temporary closures during the reporting period;
- g. a schedule of completed maintenance activities during the reporting period;
- h. a schedule of proposed maintenance activities for the next reporting period; and
- i. contact information for a community liaison officer.

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

44. **Community Liaison.** Prior to issuance of a building permit to construct the Project or Project Variant 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 and all registered neighborhood groups for the area with written notice of the name, business address, and telephone number of the community liaison. Should the contact information change, the Zoning Administrator and registered neighborhood groups 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](http://www.sf-planning.org)*